

BYLAWS
OF THE
MASSACHUSETTS ASSOCIATION OF ORTHODONTISTS, INC.

ARTICLE I - NAME, TERRITORIAL JURISDICTION, ORGANIZATION

- A.** The name of this organization shall be the Massachusetts Association of Orthodontists, hereinafter referred to as "the Association" or "this Association." This Association is recognized as a component of the Northeastern Society of Orthodontists, hereinafter referred to as "NESO", which is recognized as a constituent organization of the American Association of Orthodontists, hereinafter referred to as the "AAO".
- B.** The territorial jurisdiction of this Association shall be comprised of members practicing in the Commonwealth of Massachusetts.
- C.** This Association was originally formed in 1972 and incorporated in the Commonwealth of Massachusetts in 1973. The Bylaws and the Articles of incorporation are in the custody of the Secretary.
- D.** This Association is a non-profit Corporation organized under the laws of the Commonwealth of Massachusetts. If this Corporation shall be dissolved at any time, no part of its funds or property shall be distributed to, or among, its members, but after payment of all indebtedness of the Corporation, its surplus funds and properties shall be used for orthodontic research or education as the then governing body of the Association may determine.

ARTICLE II - PURPOSES

The purposes of this Association, consistent with the purposes of the NESO and the AAO, shall be:

- A.** To advance the art and science of orthodontics in all its aspects;
- B.** To represent the Specialty of Orthodontics in Massachusetts;
- C.** To encourage and sponsor orthodontic research;
- D.** To strive for and maintain the highest standards of excellence in orthodontic education and practice;
- E.** To make significant contributions to the health services of the public;
- F.** To be an indispensable resource for the professional success of its members; and
- G.** To establish bylaws, policies, rules and regulations to govern its members; provided such bylaws, policies, rules and regulations do not conflict with, nor limit the bylaws of NESO or AAO, and to the extent that they do so conflict with or limit said bylaws, they are void.

ARTICLE III - MEMBERSHIP

A. CLASSIFICATION: The members of this Association shall be classified as follows:

- 1. ACTIVE (Including LIFE-ACTIVE)**
- 2. AFFILIATE (Including LIFE-AFFILIATE)**
- 3. ACADEMIC**
- 4. RETIRED**
- 5. NON-RESIDENT**

B. ELIGIBILITY:

1. The members of this Association shall be members in good standing of the AAO and NESO.
2. The membership of this Association shall be comprised of orthodontists who maintain their principal location of orthodontic professional activities in Massachusetts. The eligibility requirements for ACTIVE, AFFILIATE, ACADEMIC and RETIRED members shall be those as specified in the bylaws of the AAO and NESO for the respective categories of membership.

3. NON-RESIDENT:

A non-resident of Massachusetts may become a non-resident member of this Association, on the following conditions:

- a. Non-resident is an active, affiliate, academic or retired member in good standing of the component wherein he or she resides or is a service member; and
- b. Application for Non-resident membership is approved by this Association's Board of Directors.

4. PAST PRESIDENTS:

Any Member who has completed a full term as President of this Association, and is a member in good standing of the AAO and NESO, shall be made a made a LIFE-ACTIVE member of this Association.

C. PRIVILEGES:

1. Except as set forth elsewhere in these Bylaws and policy statements of this Association, all members shall be entitled to all services and privileges as may be provided by this Association to the applicable classifications of membership.
2. Only active members in good standing shall be eligible to seek or hold office or other elective or appointive position in this Association, or to vote or otherwise participate in the selection of Association officials or the establishment of Association policies.

D. DUES AND ASSESSMENTS:

1. Payment:

All dues shall be due and payable in U. S. currency on January 1 of each year. Members failing to pay their annual dues and assessments by May 1 shall forfeit their membership as provided in these Bylaws and the bylaws of AAO and NESO.

2. Dues:

a. **Active Members:** The annual dues for active members shall be determined by vote of the Board of Directors.

Life-active members shall be exempt from the payment of future dues and assessments.

b. **Affiliate Members:** The annual dues for affiliate members shall be determined by vote of the Board of Directors.

Life-affiliate members shall be exempt from the payment of future dues and assessments.

c. **Academic Members:** Academic members shall be exempt from the payment of dues and assessments.

d. **Retired Members:** Retired members shall be exempt from the payment of dues and assessments.

e. **Non-Resident Members:** The annual dues for non-resident members shall be determined by vote of the Board of Directors.

3. Assessments: Assessments may be levied upon all dues-paying active and affiliate members.

Upon recommendation of the Board of Directors, the membership by a three-fourths (3/4) vote of the members present and voting, may levy an assessment on each active and/or affiliate member. The recommendation shall state the purpose of the assessment, the categories of membership to be assessed, and the date payment of the assessment is due. The funds so obtained may be used only for the purpose for which the assessment is made. Any member failing to pay the assessment within ninety (90) days of the due date shall forfeit membership in this Association. A recommendation proposing an assessment can be considered and adopted at the annual meeting of the membership at which it is introduced, provided notice of it has been included in the call of the meeting.

4. Waiver: By vote of the Board of Directors, a member who has suffered severe financial hardship due to catastrophe or illness and has been so certified by this Association may be exempt from payment of the current year's dues.

5. Non-Payment of Dues and/or Assessments:

On May 1 of each year, the Secretary of this Association shall cause to be terminated the membership of those individuals whose dues and/or assessments for the current year have not been

received. Such termination of membership may be temporarily waived by vote of the Board of Directors.

Provided that action for reinstatement is taken within three (3) years of the date of termination, an individual whose membership has been terminated in accordance with this section may gain reinstatement by paying all back dues and assessments as well as all current dues and assessments in accordance with the bylaws of NESO and AAO.

E. APPLICATION, ELECTION TO MEMBERSHIP AND REAPPLICATION:

1. Application: Application for all classes of membership shall be made on the form prescribed by the AAO and shall be submitted to the secretary of the AAO. To become a member of this Association, a person must be a member in good standing of the AAO and NESO and the application process, election to membership and reapplication procedures of the AAO shall apply.

2. Nondiscrimination: Nothing contained in the Bylaws of this Association shall operate against eligibility for membership in this Association on the grounds of color, religion, race, gender, gender identification, sexual orientation, veteran status, age, national origin, political affiliation, or physical disability.

3. Reclassification: The Association reserves the right to reclassify members as a result of any change in the status or type of the practice of such a member.

4. Termination: Membership in any classification shall terminate upon a member's giving notice of resignation to the Secretary; failing to pay dues as per these Bylaws; discontinuing to be engaged in the practice of orthodontics except by retirement or disability; and loss of membership in the NESO or AAO.

ARTICLE IV - BOARD OF DIRECTORS

A. COMPOSITION AND APPOINTMENT:

The Board of Directors shall consist of the President, Vice-president, Treasurer, Secretary, the NESO Liaison, and the Chairmen of the four Standing Committees. These Directors shall constitute the voting membership of the Board.

Each officer elected pursuant to Article V, Paragraph C of these Bylaws shall hold the corresponding position as a member of the Board. At each annual meeting when such officers are elected, the members of the Association shall also elect an NESO Liaison who shall also serve as a voting member of the Board.

B. QUALIFICATIONS:

A Director shall be an active member of this Association. Should the status of any Director change in regard to the preceding qualifications during his/her term of office, that office shall be declared vacant and such vacancy shall be filled as hereinafter provided.

C. VACANCY:

Subject to the provisions of the immediately following paragraph, in the event of a vacancy in the office of a Director, the remaining members of the Board shall appoint an active member to fill such vacancy until a successor is elected. A successor shall be elected at the ensuing session of the membership for the remainder of the expired term.

In the absence of the President, the office of Chair shall be filled by the Vice-president and, in his/her absence, a voting member of the Board shall be elected Chair pro-tem. In the absence of the Secretary, the Chair shall appoint a Secretary pro-tem.

D. POWERS AND DUTIES:

1. POWERS: The Board of Directors shall be the managing body of the Association, vested with full power to conduct all business of the Association, subject to the laws of the Commonwealth of Massachusetts, the Articles of Incorporation, these Bylaws, and the mandates of the membership. The Board of Directors shall have the power to:

- a. Establish rules and regulations not inconsistent with these Bylaws to govern its organization and procedure.
- b. Direct the President to call a special session of the membership as provided in these Bylaws.
- c. Exercise full discretion in effecting publication in, or omission from, any official publication of the Association, in whole or part.
- d. Establish ad interim policies, including the disbursement of unbudgeted funds when such policies are essential to the management of the Association: provided, however, that all such policies or disbursements must be presented for review at the next meeting of the membership.
- e. Establish an Executive Committee composed of the President, the Vice-president, the Secretary and the Treasurer. This Committee shall have the power to act for the full Board of Directors in the interim between sessions of the Board, in accordance with the provisions of Paragraphs E and F hereof, and it shall report such actions to the Board at its next meeting.
- f. Establish the member dues for each classification of membership in the Association.
- g. Cause to be bonded by a surety company the Treasurer, and any other officer of the Association entrusted with Association funds, in an amount prescribed by the Board of Directors.
- h. Engage, on behalf of the Association, legal counsel, administrative help or other employees, whose duties shall be determined by the Board of Directors.

2. DUTIES: It shall be the duty of the Board of Directors to:

- a. Provide for the maintenance and supervision of all of the real and personal property owned or operated by the Association.
- b. Determine the time and place for convening each annual business and scientific meetings of the Association and to provide for the management and general arrangements for such meetings.

- c. Cause all accounts of this Association to be audited at least once a year by an auditing committee appointed by the Board of Directors.
- d. Prepare a budget for carrying on the activities of this Association for each ensuing fiscal year.
- e. Appoint annually the Chairman of each Standing Committee.
- f. Review the reports of the Committees of the Association and make recommendations concerning such reports to the membership.
- g. Submit an annual report of its activities to the membership.
- h. Serve as a Nominating Committee for the elective officers of this Association.
- i. Perform such other duties as may be prescribed by these Bylaws.

E. MEETINGS:

1. Regular Meetings: The Board of Directors shall hold regular meetings at such time and place as the Board may determine. Meetings may be held in person or through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, and a Director participating in a meeting by this means is considered to be present in person at the meeting.

2. Special Meetings:

a. The President may call a special meeting of the Board at any time. He shall call a special meeting at the request of two (2) voting members of the Board. All special meetings shall require notice to each member of the Board unless waived by unanimous consent. The business of special meetings shall be limited to that stated in the official call unless waived by unanimous consent.

b. **Special Meetings Location:** Special Meetings may be held in person or through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, and a Director participating in a meeting by this means is considered to be present in person at the meeting.

3. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.

4. Voting: So long as a quorum is present, any question brought before any meeting of the Board of Directors shall be decided by the vote of a majority of the members of the Board present and voting; provided however, that a member shall recuse him/herself from any votes on issues involving him/herself, his/her immediate family members or affiliates.

5. Meeting Minutes: All meetings shall be recorded in writing, and signed as being an accurate record of the proceedings of such meeting, by the Secretary or his or her designee, and made a part of the action of the Board of Directors.

G. ACTION BY WRITTEN CONSENT:

Through the use of unanimous written consent, the Board of Directors may take action without convening a meeting. The consent to the action taken must be in writing, must set forth the action so taken, and must be executed by each member of the Board of Directors. To obtain written consent, the Board may use conventional mail, electronic mail, telecopies, or delivery in-person. If the vote is not unanimous, the matter must be brought to a meeting of the Board for action.

ARTICLE V - OFFICERS

A. TITLE:

The officers of this Association shall be the President, the Vice-president, the Secretary and the Treasurer. The Secretary must be a resident of the Commonwealth of Massachusetts. The officers of the Association shall be members of the Board of Directors.

The offices of Secretary and Treasurer may be combined by vote of the Board of Directors.

B. QUALIFICATIONS:

Only an active member in good standing of this Association shall be eligible to serve as an officer.

C. NOMINATION AND ELECTION:

1. Nominating Committee: There shall be a Nominating Committee composed of the voting members of the Board of Directors. This Committee shall present nominations for the offices of President, Vice-president, Secretary, Treasurer and NESO Liaison.

2. Election Process: The Secretary shall provide facilities for voting. The nominations shall be presented to the membership in the call of the meeting. Other nominations for these offices may be made from the floor. If there is only one candidate for a position, the Chair may declare that candidate to be elected. If there is more than one candidate for a position, voting shall be by ballot with the majority of the votes cast by members present and voting being required to elect. In the event no candidate receives a majority of the votes cast, the candidate receiving the least number of votes shall be removed from the ballot and balloting shall be resumed on the remaining candidates. This procedure shall be followed until one candidate receives a majority of the votes cast by members present and voting.

D. TERM OF OFFICE:

The officers shall serve for a term of one year or until their successors are elected and qualify. Installation of officers shall take place on the first day of the month following the meeting at which they are elected.

E. VACANCIES:

In the event the office of President becomes vacant, the Vice-president shall succeed to the office of President for the unexpired portion of the term. A vacancy in the office of Vice-president, Secretary or Treasurer shall be filled by the Board of Directors for the unexpired term only.

F. DUTIES:

1. President: It shall be the duty of the President to:

- a. Preside at all meetings and to serve as an official representative of the Association in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objects and policies of this Association;
- b. Serve as Chair of the Board of Directors;
- c. Submit an annual report to the membership;
- d. Serve an ex-officio member of all Committees; and
- e. Perform such other duties as provided in these Bylaws or as may be prescribed by the membership or the Board of Directors and as usually pertain to this office.

2. Vice-president: It shall be the duty of the Vice-president to:

- a. Assume the duties of the President in case of absence or incapacity;
- b. Perform such other duties as may be provided in these Bylaws or as may be prescribed by the membership or the Board of Directors and as usually pertain to this office.

3. Secretary: It shall be the duty of the Secretary to:

- a. Discharge all duties incident to the office of Clerk of the Corporation pursuant to the requirements of Massachusetts General Laws;
- b. Keep a record of all proceedings of this Association;
- c. Submit an annual report to the membership;
- d. Perform such other duties as may be provided in these Bylaws or as may be prescribed by the membership or the Board of Directors and as usually pertain to this office; and
- e. Make available to any member of the Board of Directors the records of the Association at all reasonable times.

4. Treasurer: It shall be the duty of the Treasurer to:

- a. Be the principal financial officer of the corporation;
- b. Oversee the receipt of all monies due the Association and the payment of all indebtedness of the association;
- c. Keep accurate records of the financial matters of the Association;
- d. Have the authority, as directed by the Board of Directors, to sign contracts and other documents when required;

- e. Perform such duties as may be provided in these Bylaws or as may be prescribed by the membership or the Board of Directors and as usually pertain to this office; and
- f. Make available to any member of the Board of Directors the financial records of the Association at all reasonable times.

ARTICLE VI - COMMITTEES

A. STANDING COMMITTEES

1. NAME:

The Standing Committees of this Association shall be:

- a. Membership Committee
- b. Public and Professional Relations Committee
- c. Orthodontic Health Care and Governmental Affairs Committee
- d. Orthodontic Practice Committee

2. COMPOSITION AND DUTIES:

All chairmen and members of Committees shall be appointed by the elected members of the Board of Directors. Such appointments shall be for a term of one year or until a successor is appointed.

a. Membership Committee:

The Committee shall consist of a Chairman and three members. It shall investigate and approve all applications for membership referred to it by the Secretary and perform such other duties assigned to it by the Board of Directors or the membership.

b. Public and Professional Relations Committee:

The Committee shall consist of a Chairman and three members. It shall prepare programs for professional and general education and foster cooperation between the Association and other organizations in Dentistry within Massachusetts.

Each of the three members shall Chair a Subcommittee named and dealing with the following areas:

- The Sub-committee on Public Relations;
- The Subcommittee on Professional Relations;
- The Sub-committee on Dental Society Relations

Each Sub-committee shall consist of as many members of this Association a determined by the Board of Directors.

c. Orthodontic Health Care and Governmental Affairs Committee:

The Committee shall monitor and report to the members matters dealing with public and private insurance and governmental affairs effecting the practice of orthodontics.

d. Orthodontic Practice Committee:

The Committee shall encourage and promote high professional standards in orthodontic practice. It shall also act in all matters dealing with auxiliary personnel.

3. QUORUM:

A majority of the members of any Committee shall constitute a quorum.

4. VOTING: So long as a quorum is present, any question brought before any meeting of a Committee shall be decided by the vote of a majority of the members of such Committee present and voting; provided however, that a member shall recuse him/herself from any votes on issues involving him/herself, his/her immediate family members or affiliates.

5. MEETINGS: Each Committee shall hold regular meetings at such time and place as the Chairman of each such Committee may determine. Meetings may be held in person or through the use of any means of communication by which all Committee members participating may simultaneously hear each other during the meeting, and a member participating in a meeting by this means is considered to be present in person at the meeting.

6. MEETING MINUTES: The chairman of each Committee meeting shall appoint a secretary pro-tem for each such meeting who shall record in writing the proceedings of such meeting, and sign the minutes as being an accurate record of such meeting.

7. ACTION BY WRITTEN CONSENT:

Through the use of unanimous written consent, any Committee may take any action without convening a meeting. The consent to the action taken must be in writing, must set forth the action so taken, and must be executed by each member of the Committee. To obtain written consent, the Board may use conventional mail, electronic mail, telecopies or delivery in-person. If the vote is not unanimous, the matter must be brought to a meeting of the Board for action.

B. SPECIAL COMMITTEES

The President, with the consent of the Board of Directors, may appoint committees to perform duties not otherwise assigned by these Bylaws. The authority for the appointment of members of a Special Committee shall be set forth in the resolution creating such committee.

ARTICLE VII – RESIGNATION AND REMOVAL

A. RESIGNATION:

Any elected official may resign at any time by giving written notification to the President or the Secretary of this Association. Such resignation shall take effect at the time specified therein, or immediately, if no time is specified.

B. REMOVAL:

Any elected official representing the Association may be removed for cause at any time by the Board of Directors by a two-thirds (2/3) vote of the members of the Board present and voting, so long as a quorum is present. The member being voted upon shall be prohibited from voting on the issue. This decision may be appealed to the membership, and if so appealed, shall be considered at the next duly scheduled meeting of the membership. A two-thirds (2/3) vote of the votes cast by the members present and voting, so long as a quorum is present, shall be required to reverse the action taken by the Board of Directors.

ARTICLE VIII- MEETINGS

A. SCIENTIFIC SESSIONS:

1. PURPOSE:

The scientific sessions of this Association are established to foster the presentation and discussion of subjects pertaining to the improvement of the health of the public and the art and science of orthodontics.

2. TIME AND PLACE:

The Association shall hold a scientific session annually at a time and place selected by the Board of Directors.

3. MANAGEMENT AND GENERAL ARRANGEMENTS:

The Board of Directors shall be responsible for conducting the scientific sessions. For this purpose, the Board may establish committees as required.

4. TRADE EXHIBITS:

Products or services may be exhibited at scientific sessions at the discretion of the Board of Directors, and in accordance with rules and regulations established by the Board.

5. ADMISSION:

Admission to scientific sessions shall be limited to members of this Association who are in good standing and to others admitted in accordance with rules and regulations established by the Board of Directors.

B. BUSINESS MEETINGS:

1. Annual Meeting. The Association shall meet at least once each year, usually in the Spring. Such meeting shall be open to all members and be known as the Annual Meeting. The Annual Meeting must be held in the United States, and the time and place of such meeting shall be determined by the Board of Directors.

The Secretary of this Association shall send to each member an official notice with the time and place of each annual meeting, at least thirty (30) days prior to the opening of such meeting.

2. Special Meeting. A special meeting of the Association membership may be called by the President on a vote of the members of the Board of Directors, or at the written request of ten percent (10%) of the Active Membership. Special meeting must be held in the United States. The time and place of a special meeting shall be determined by the Board of Directors. The business of a special meeting shall be limited to that stated in the official call, except by unanimous consent of the members present.

The Secretary shall send to each voting member an official notice of the time and place of each special meeting, along with a statement of the business to be considered, at least fifteen (15) days prior to the opening of such meeting.

3. Quorum: Twenty (20) active members shall constitute a quorum for the transaction of business at any meeting.

4. Voting: Except for a vote to be taken with respect to (i) an assessment to be levied upon dues-paying active and affiliate members pursuant to Article III, Paragraph D.3 hereof, (ii) the removal of an elected officer of the Association pursuant to Article VII hereof, or (iii) an amendment to these Bylaws pursuant to Article XIV hereof, any matter requiring a vote of the members shall be decided by the vote of a majority of the members of the Association present and voting, so long as a quorum is present; provided however, that a member shall recuse him/herself from any votes on issues involving him/herself, his/her immediate family members or affiliates, except for vote for the election of officers of this Association.

5. Order of Business: The order of business for the Annual Meeting shall be:

- a. Call to order and determination of a quorum
- b. Approval of the minutes
- c. Report of the Officers
- d. Report of Standing Committees
- e. Report of Special Committees
- f. Unfinished Business
- g. New Business
- h. Adjourn

ARTICLE IX-- FINANCES

A. FISCAL YEAR:

The fiscal year of this Association shall begin January 1 of each calendar year and end December 31 of the same year.

B. GENERAL FUND:

The General Fund shall consist of all monies received other than those specifically allocated to other funds by these Bylaws. This fund shall be used to meet all expenses incurred by this Association not otherwise provided for in these Bylaws. The General Fund may be divided into operating and reserve divisions at the discretion of the Board of Directors.

C. BUDGET PREPARATION:

The proposed budget for each ensuing fiscal year shall be prepared by the Board of Directors.

D. AUDITING OF ACCOUNTS:

All accounts of this Association shall be audited at least annually by an auditing committee appointed by the Board of Directors and a report of such audit shall be submitted to the Board of Directors.

ARTICLE X—INDEMNIFICATION

This Association shall indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he/she is or was a Director or Officer of, or a member elected or appointed to any position of responsibility within, this Association, and/or by reason of his/her alleged acts, omissions, or commissions as a Director or Officer of, or a member elected or appointed to any position of responsibility within, this Association, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with defending against any such claims or liabilities, provided, however, that no Director or Officer of, or member elected or appointed to any position of responsibility within, this Association, shall be indemnified or be reimbursed for any expense incurred in defending against (i) any claim or liability for a breach of such person's duty of loyalty to the Association or its members, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) any transaction from which the person derived an improper personal benefit. The foregoing rights of Directors, Officers, and members elected or appointed to any position of responsibility within, this Association shall not be exclusive of any other rights to which they may be entitled lawfully.

ARTICLE XI - PRINCIPLES OF ETHICS

The Principles of Ethics of the AAO and NESO shall be the principles of ethics of this Association.

ARTICLE XII - DISCIPLINARY PROCEEDINGS

The Disciplinary Proceedings of the AAO and NESO as contained in their bylaws and policy statements shall be the Disciplinary Proceedings of this Association.

ARTICLE XIII- PARLIAMENTARY AUTHORITY

The current edition of The American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern this organization in all parliamentary situations that are not provided for in the law or in this Association's corporate charter, Bylaws or adopted rules.

ARTICLE XIV -- AMENDMENTS

These Bylaws may be amended at any meeting of the membership by a two-thirds (2/3) vote of the members present and voting so long as a quorum is present, provided the membership shall have been notified of the proposed amendment in the call of a previous meeting.

ARTICLE XV – BOOKS AND RECORDS

Any member of this Association shall be entitled to a copy of these Bylaws upon written request to the Secretary, and shall be entitled to examine the Association's books and records at the address at which such record are kept, upon written notice to the Board at least five business days before the date on which he or she wishes to examine such records.

END BYLAWS