

**SOUTHERN ASSOCIATION OF ORTHODONTISTS/
SOUTHWESTERN SOCIETY OF ORTHODONTISTS
BYLAWS**

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ARTICLE I -- NAME AND TERRITORIAL JURISDICTION

The name of this organization shall be the "Southern Association of Orthodontists (SAO)/Southwestern Society of Orthodontists (SWSO)"* hereinafter referred to as "Association". This Association is recognized as a constituent of the American Association of Orthodontists (AAO). (*A new name may be proposed.)

The territorial jurisdiction of this Association shall be comprised of members in the states entirely of: Alabama, Arkansas, Florida, Georgia, Kansas, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, and West Virginia.

ARTICLE II -- PURPOSES

The purposes of this Association, shall be:

- A. To advance the art and science of orthodontics;
- B. To encourage and sponsor research;
- C. To strive for and maintain the highest standards of excellence in orthodontic education and practice;
- D. To make significant contributions to the health of the public;
- E. To promote good will among its members; and
- F. To pursue any other lawful purpose as directed by Association leadership.

ARTICLE III -- MEMBERSHIP

A. CLASSIFICATION:

The members of this Association shall be defined by the AAO Bylaws.

B. ELIGIBILITY:

1. The membership of this Association, with the exception of Honorary members as defined in the AAO Bylaws, shall be comprised of orthodontists with their principal location of professional, orthodontic activities in the territorial jurisdiction of this Association or as otherwise provided by these Bylaws and the AAO Bylaws. The eligibility requirements for members shall be those as specified in the AAO Bylaws for each respective class of membership

2. This Association retains the right of the Association's General Assembly to elect Honorary members. To be an honorary member of this Association an individual shall have made outstanding contributions to the advancement of the art and science of orthodontics and shall be nominated by this association's executive committee and elected by the board of directors. This classification of membership shall only be

available to those individuals who are not eligible for another classification of membership.

C. PRIVILEGES:

1. Except as set forth elsewhere in these Bylaws and the policies 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 elected or appointed positions in this Association, or to vote or otherwise participate in the selection of Association officials or the establishment of Association policies.

Despite possibly being outside of the territorial jurisdiction, all members in good standing shall retain their membership status while in temporary military service, provided that they comply with all other provisions of these Bylaws.

3. Members who have been suspended or disciplined by the Association shall not be privileged to vote, nominate, or hold either elected or appointed office, including delegate, alternate delegate, or otherwise participate in the selection of Association officials.

D. POWERS AND DUTIES:

1. Powers:

The membership shall have the power to amend the Bylaws and place component organizations on probation, as described elsewhere in these Bylaws.

2. Duties:

It shall be the duty of the membership to:

- a. Elect the officers of the Association and the members of the Association's elected or appointed committees;
- b. Set member dues and assessments;
- c. Receive and act upon all appropriate reports submitted to it;
- d. Perform such other duties as may be provided in these Bylaws.

E. DUES AND ASSESSMENTS:

1. Payment:

All dues, application fees, and assessments shall be payable in U.S. currency. All dues shall be due and payable on the due date specified in the AAO Bylaws. Members failing to pay their annual dues and assessments on their due dates shall forfeit their membership as provided in these Bylaws and the AAO Bylaws.

2. Dues:

- a. **Active** Members: The annual Association dues for **active** members shall be the amount most recently approved by a three-fourths (3/4) affirmative vote of the legal votes cast at a duly called General Assembly. Any dues discounts will parallel those provided by the AAO.
- b. **Affiliate** Members: The annual Association dues for **affiliate** members shall be the same as active members. The annual Association dues for **Life-affiliate** members shall be one half of the dues of active members and they shall be exempt from assessments.
- c. **Academic** Members: The annual Association dues for academic members shall be established by the Association's Board of Directors and they shall be exempt from assessments.
- d. **Retired** Members: Retired members shall be exempt from Association dues and assessments.
- e. **Honorary** Members: Honorary members shall be exempt from Association dues and assessments.

3. Assessments:

Assessments may be levied upon all active and affiliate members.

Upon publication of the Board of Directors, the General Assembly by a three-fourths (3/4) vote of the legal votes cast, 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 in U. S. currency by the due date shall forfeit membership in this Association and the American Association of Orthodontists. A recommendation proposing an assessment can neither be considered nor adopted at any session of the General Assembly at which it is introduced, except by a three-fourths (3/4) vote of the legal votes cast.

4. Exemption from dues:

Exemption from dues shall be effective on the date as specified in the AAO Bylaws.

5. Waiver of Association Dues and Assessments:

- a. A member who has suffered severe financial hardship due to circumstances beyond their control may make application for a waiver of dues and/or assessments as described in the Financial Policy of the American Association of Orthodontists.
- b. Senior Limited Practice Waivers are limited to doctors with at least 30 cumulative years of membership (excluding student membership) and who do not practice more than 350 hours per year during the waiver period.

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

The date of membership termination for non-payment of dues or assessments is determined by the AAO Bylaws and these Bylaws.

Members terminated for non-payment of dues or assessments may reapply according to the provisions as specified in the AAO Bylaws.

F. APPLICATION AND REAPPLICATION FOR MEMBERSHIP:

Application and reapplication for membership shall be considered according to the rules and procedures stated in the AAO Bylaws.

ARTICLE IV--COMPONENT ORGANIZATIONS

A. COMPONENT ORGANIZATIONS OF THE SOUTHERN ASSOCIATION OF ORTHODONTISTS/SOUTHWESTERN SOCIETY OF ORTHODONTISTS:

1. The Alabama Association of Orthodontists.
2. The Arkansas Association of Orthodontists.
3. The Florida Association of Orthodontists.
4. The Georgia Association of Orthodontists.
5. The Kansas Association of Orthodontists.
6. The Kentucky Association of Orthodontists.
7. The Louisiana Association of Orthodontists.¹
8. The Mississippi Association of Orthodontists.
9. The North Carolina Association of Orthodontists.
10. The Oklahoma Orthodontic Society
11. The South Carolina Association of Orthodontists.
12. The Tennessee Association of Orthodontists.
13. The Texas Association of Orthodontists.
14. The Virginia Association of Orthodontists.
15. The West Virginia Association of Orthodontists.

B. POWERS AND DUTIES:

A component organization shall have the following powers and duties:

1. Governance: Provide for its governance through the establishment of bylaws, rules and regulations, provided such bylaws, rules and regulations do not conflict with or limit the Bylaws of this Association and the AAO. To the extent that they do so conflict with or limit those Bylaws, they are void.

Whenever the bylaws of a component organization conflict with or limit the bylaws of this Association and the AAO, the component organization may be placed on probation by either the Board of Directors or General Assembly by a two-thirds (2/3) vote of the legal votes cast. The component organization shall immediately cease any conflicting activity and shall be allowed a period of at least one (1) year in which to bring its bylaws

into conformity. In the event a component organization on probation fails to so comply, the recognition of that component organization by this Association may be suspended by the Board of Directors or General Assembly by a two-thirds (2/3) vote of the legal votes cast by either governing body (the Board of Directors or General Assembly).

2. Discipline: Discipline any of its members in accordance with the provisions of these Bylaws.

3. Component Dues and Assessments: Provide for its financial support by establishing any dues and assessments of the component organization. Such dues and assessments shall be in addition to any dues and assessments of the AAO and this Association.

4. Meetings: Hold a business meeting at least once each calendar year with written minutes.

5. Elections: Each component organization shall have the power to elect its own officers and representatives. This shall include:

- a. The Component Director to the Association and applicable Delegate(s) to the AAO.
- b. Any nominations to Association committees for consideration by the Association's General Assembly.

6. Legal Charter: Each component organization shall be registered as a not-for-profit corporation with the secretary of state, commonwealth, or parish of its jurisdiction and shall be a separate legal entity from this Association.

C. MEMBERSHIP:

1. The members of the component organization shall be members in good standing of this Association after acceptance by the Association..

2. Membership in the component organization shall be based upon the territorial jurisdiction of the primary professional, orthodontic activities of the member except as allowed by these Bylaws and the AAO Bylaws.

D. CLASSES OF MEMBERSHIP:

The members of each component organization shall be classified as defined by the AAO Bylaws. Only active members in good standing shall have the privilege of voting and holding office.

E. PRINCIPLES OF ETHICS:

The Principles of Ethics of the American Association of Orthodontists shall constitute the principles of ethics of each component organization.

ARTICLE V -- BOARD OF DIRECTORS

A. COMPOSITION: The Board of Directors shall consist of the following members:

1. The elected officers of this Association.
2. The AAO Trustee(s) from this Association's jurisdictional territory, ex officio without a vote.
- 3.
4. One Component Director from each component organization.
5. Chairman of the Bylaws Committee, ex officio without a vote.
6. The Immediate Past President of this Association (or the Immediate Past President of the SAO and the Immediate Past President of the SWSO) who served in the position of President for the year immediately prior. Immediate Past President(s) are ex officio without a vote.
7. Additional At-Large directors may be selected by the Board of Directors to represent component population as determined in policy

B. QUALIFICATIONS:

A Director shall be an active member of this Association and a voting member of the component organization he/she is elected to represent. Should the membership 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. A component director shall not serve as an Association Director, AAO trustee, or Immediate Past President of this Association concurrently.

C. COMPONENT DIRECTORS

1. NOMINATION AND ELECTION OF COMPONENT DIRECTORS:

The Component Director shall be nominated and elected by the component organization in accordance with the procedures of such organization. The Secretary of such component organization shall promptly report the election of the component Director to the Secretary-Treasurer of this Association.

2. TERM OF OFFICE:

The term of office of a Component Director shall be one calendar year. The consecutive tenure of a Component Director shall be limited to three (3) years.

3. VACANCY AND ABSENCE:

In the event of a vacancy in the office of a Component Director, such vacancy shall be filled by the respective component organization in accordance with the provisions of these Bylaws.

In the event a Component Director is to be absent for an entire session of the Board of Directors, the respective component organization, in a manner prescribed by such organization and in accordance with the provisions of these Bylaws, shall appoint a substitute Director to serve during such session.

D. ELECTED OFFICERS:

1. The elected officers of the Board of Directors shall be:
 - a. The President of the Association who shall be the Chair.
Duties: See Article VI, F(1).
 - b. The President-elect
Duties: See Article VI, F(2)
 - c. The Secretary-Treasurer of the Association.
Duties: See Article VI, F(3)
2. In the absence of the President, the office of Chair shall be filled by the President-elect and, in his/her absence, a voting member of the Board shall be elected Chair pro tem.
3. In the absence of the Secretary-Treasurer, the Chair shall appoint a Secretary-Treasurer pro tem.

E. POWERS AND DUTIES:

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 State where the Association is incorporated, the Articles of Incorporation, and the Bylaws of the Association. The Board of Directors shall have the power to:

- a. Establish rules and regulations consistent with these Bylaws to govern its organization and procedure.
- b. Direct the President to call a special session of the General Assembly 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. Select and designate qualified members to fill, until the next annual session, any vacancies in offices or positions of the Association that are not otherwise specified in these Bylaws.
- e. After receiving the Budget and Finance Committee's report and recommendations, adopt an annual budget for the forthcoming year.
- f. Establish duties for, and monitor the performance of, the Association's Executive Director and receive reports as appropriate from the Executive Director at each of these meetings.
- g. Establish an Executive Committee composed of six voting members and one ex-officio non-voting member. The President, the President-elect, the Secretary-Treasurer, and the three Senior Directors shall be voting members. Any AAO Trustee(s)

representing the territorial jurisdiction set forth in Article I herein shall be ex-officio non-voting member(s). This Committee shall:

- i. Have the power to act for the full Board of Directors in the interim between sessions of the Board.
- ii. Have a quorum defined as five (5) voting members.
- iii. Refer issues with tie votes to the Association's Board of Directors for disposition.
- iv. Meet at the request of the President.
- v. Provide for maintenance, supervision, and care of the SAO's, SWSO's, and the Association's assets.
- vi. This committee may conduct Association business via electronic means as required and in accordance with the policies and procedures set forth by the Board of Directors.
- vii. Develop and refine major policy issues for the Board of Directors.
- viii. Serve as the Board's agent to manage the reserve fund investments and declare contributions to the reserve fund as appropriate.
- ix. Provide ongoing policy guidance to the Executive Director.
- x. Implement Board decisions as necessary.
- xi. Act as agent for the Board and negotiate the Executive Director's employment contract.
- xii. Require the Secretary-Treasurer to report any actions taken by this committee to the Board of Directors at its next meeting.
- h. Act on recommendations of the Executive Committee, ad hoc committees, and/or the Association's staff to set major policy for the Association.
- i. Employ an Executive Director.
- j. Appoint consultants whenever necessary.
- k. Nominate honorary members.
- l. Approve the time and place for convening each annual business and scientific meeting of the Association and provide for the management and general arrangements for such meetings.
- m. Cause to be bonded by a surety company all officers and employees of the Association entrusted with Association funds.
- n. Cause all accounts of this Association to be reviewed by an independent certified public accountant at least once a year.
- o. Submit to the General Assembly at its open meeting, nominations for all Association officers and nominees for elected committees.
- p. Review the reports of the committees of the Association and make recommendations concerning such reports to the General Assembly.
- q. Submit an annual report of its activities to the General Assembly.
- r. Perform such other duties as may be prescribed by these Bylaws or permitted by law.

H. MEETINGS:

1. Regular Meetings: The Board of Directors shall meet at least twice a year. One meeting shall be on the day preceding the first day of the association annual scientific session. An interim meeting shall be scheduled annually.

2. Special Meetings:

- a. The Chair may call a special meeting of the Board at any time under the Chair's discretion. The Chair shall call a special meeting at the request of ten (10) voting members of the Board. All special meetings shall require a minimum of five (5) days' notice to each member of the Board unless waived by unanimous consent.
 - b. Special Meetings via Electronic Means: The members of the Board of Directors may participate in and act at a special meeting of the Board of Directors called by the Chair on matters of the Association requiring immediate attention through the use of conferences via telephone and/or other electronic means approved by the Board of Directors.
 - c. The business of special meetings shall be limited to that stated in the official call or request for the meeting unless waived by unanimous consent.
 - d. Any votes or actions taking place during a special meeting must be in accordance with procedures and policies set by the Board of Directors and not in conflict with these Bylaws and any applicable laws governing non-profit corporations in the state of incorporation. {These procedures and policies must be approved or amended by a two-thirds (2/3) vote of the Board of Directors at a regularly convened meeting.}
 - e. Proceedings of special meetings of the Board of Directors shall be included in the official records of the Board of Directors.
- 3. Quorum:** A majority of the voting members of the Board of Directors shall constitute a quorum.

ARTICLE VI -- OFFICERS

A. OFFICERS: The officers of this Association shall be:

- 1. The President.
- 2. The President-elect.
- 3. The Secretary-Treasurer.
- 4. The Senior Director.
- 5. The Junior Director.
- 6. The Immediate Past President (ex-officio)

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. Running for Office: The Nominating Committee shall present one nomination for each vacancy for elective office, except the Immediate Past President. These nominations shall be provided to the membership in an Association publication at least 30 days in advance of their presentation at the meeting of the General Assembly during the ensuing annual session. Other candidates may run for an office provided that a curriculum vitae, a conflict of interest statement, and a filing notice for the office one wishes to seek has been received in the Association's office a minimum of 10 (ten) days prior to the Annual Meeting of the General Assembly.

D. TERM OF OFFICE:

The officers shall serve for a term of one year or until their successors are elected except the junior director, who shall be elected for a two-year term. The first year, the director shall serve as the Junior Director, and the second year as the Senior Director.

E. VACANCIES:

In the event the office of President becomes vacant, the President-elect shall succeed to the office of President for the unexpired portion of the term as well as for the next full Presidential term. A vacancy in the office of President-elect, Secretary-Treasurer, Senior Director, or Junior Director shall be filled by the Board of Directors, provided that any person so appointed shall not automatically succeed to any other office by reason of his/her appointment to fill such vacancy.

In the event of a vacancy occurring in the office of President-elect, the office of President for the ensuing year shall be filled by majority election at the next annual meeting of the General Assembly.

F. DUTIES:

1. Duties of the President:

- a. Serve as an official representative of this Association in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objects and policies of this Association.
- b. Preside at all meetings of the Association, the General Assembly, the Board of Directors and the Executive Committee, and exercise general supervision of each.
- c. Serve as an ex-officio member of all committees.
- d. Appoint an Annual Session Committee and directly supervise said committee.
- e. Appoint qualified members to fill the unexpired term for any vacancy occurring in committees.
- f. Sign all official documents requiring the President's signature.
- g. Call a special session when required by specific conditions denoted elsewhere in these Bylaws under "Business Meetings".
- h. Submit an annual report to the General Assembly
- i. Perform such other duties as provided in these Bylaws or as may be prescribed by the General Assembly or the Board of Directors and as usually appertains to the office of President.
- j. Succeed to the office of Immediate Past President at the end of the regular session.

2. Duties of the President-elect:

- a. Assume the duties of the President in case of the President's absence or incapacity.

- b. Perform such other duties as may be provided in these Bylaws or as may be prescribed by the Board of Directors and as usually appertains to the office of President-elect.
- c. Assist the President in the performance of duties.
- d. Address the Association during the annual session.
- e. Shall serve as Chairman of the Nominating Committee.
- f. Succeed to the office of President at the end of the regular session subsequent to elections.

3. Duties of the Secretary-Treasurer:

- a. Chair the Budget and Finance Committee.
- b. Keep a record of all proceedings of this Association, and submit an annual report to the General Assembly.
- b. Serve as the Association's chief financial officer.
- c. Serve as an ex-officio member of all committees.
- d. Serve as a member of the Budget and Finance Committee.
- e. Monitor financial transactions and correspondence of the Association staff.
- f. Report to the Board of Directors at each of its meetings.
- g. Perform such other duties as may be provided in these Bylaws or as may be prescribed by the Board of Directors and as usually appertain to the office of Secretary-Treasurer.
- h. Succeed to the office of President-elect at the end of the regular session subsequent to elections.

4. Duties of the Senior Director:

- a. Serve on the Budget and Finance Committee.
- b. Assist the President and the President-elect in the performance of their duties.
- c. Chair the Membership Committee.
- d. Perform other duties as may be required by the Board of Directors and these Bylaws.
- e. Succeed to the office of Secretary-Treasurer at the end of the regular session subsequent to elections.

5. Duties of the Junior Director:

- a. Serve on the Budget and Finance Committee.
- b. Serve as specified in these Bylaws.
- c. Serve on the Membership Committee.
- d. Succeed to the office of Senior Director at the end of the regular session.

6. Duties of the Immediate Past President

- a. Evaluate the Association's Executive Director during the 1st quarter of the new year.
- b. Serve at the direction of the President for any ad hoc duties.
- c. Cease being an officer of this Association at the end of the regular session.

ARTICLE VII -- DELEGATES TO THE AAO

A. GENERAL:

The Delegates to the AAO shall be authorized to represent this Association at meetings and sessions of the AAO House of Delegates.

B. DELEGATES:

1. Each component organization shall elect a Delegate, or Delegates, in accordance with Article IV of these Bylaws and as set forth by the Board of Directors.
2. The Board of Directors shall establish policy concerning the number of Delegates allocated to each Component based on membership population. This policy shall designate all of the "voting" Delegates allowed by the AAO.
3. Component Delegates not designated as "voting" Delegates shall be considered Alternate Delegates.

C. ADDITIONAL ALTERNATE DELEGATES:

The full Board of Directors may elect or designate additional Alternate Delegates not to exceed the total delegation number allowed by the AAO.

D. VOTING PRIVILEGES

1. "Voting" Delegates as designated by the Association shall be the Delegates to the AAO House of Delegates.
2. Component Delegates designated as Alternate Delegates shall vote in the AAO House of Delegates when substituting for a "voting" Delegate.
3. Additional Alternate Delegates elected or designated by the Board of Directors shall vote in the AAO House of Delegates when substituting for a "voting" Delegate or an Alternate Delegate elected by a Component organization.
4. All Delegates and Alternate Delegates shall have:
 - a. A full vote in the Association's delegation caucuses
 - b. Access to the AAO House of Delegates floor through coordination with the Delegation chairperson and as permitted in these Bylaws.

E. CHAIRPERSON AND VICE-CHAIRPERSON OF THE ASSOCIATION DELEGATION:

1. The members of the Delegation shall elect the Chairperson and Vice-chairperson at the Association's Annual Meeting.
2. The Chairperson of the Delegation shall report to the Board of Directors of this Association at each of its meetings.

F. TERMS OF OFFICE:

1. The terms of Delegates elected by the Component organizations shall be three calendar years with no limit on the number of terms to which a Delegate can be elected.
2. The terms of Alternate Delegates elected or designated by the Board of Directors shall be one calendar year with no limit on the number of terms to which Alternate Delegates can be elected or designated.

G. ATTENDANCE:

Timely attendance at Delegate meetings is mandatory. Requests to be excused from attendance must be accepted by the majority of the remaining Delegates. Unexcused absence may result in replacement.

ARTICLE VIII – TRUSTEE(S) TO AAO

A. GENERAL:

1. The General Assembly of this Association shall elect by a majority vote, from the Active members, the designated number of Trustees to represent the Association on the AAO Board of Trustees as provided in the AAO Bylaws.
2. The Trustees to the AAO shall be authorized to represent this Association in all matters pertaining to its affairs coming before the AAO Board of Trustees.
3. The AAO Trustees shall not serve in any other Association or Component office during his or her tenure as AAO Trustee.

B. REPORTS:

The Trustee(s) shall report to the Board of Directors of this Association at each of its meetings.

C. TERM OF OFFICE:

1. The term of office of a Trustee shall be two years beginning at the conclusion of the AAO Annual Meeting where their name was submitted. The consecutive tenure of a Trustee shall be determined by the AAO Bylaws.
2. A vacancy in an unexpired term occurring in the office of AAO Trustee shall be filled by appointment by this Association's Board of Directors or by this Association's President, with the appointee serving only until this Association's next scheduled Annual Session at which time the Trustee shall be elected by a majority vote of the General Assembly.
3. In the event that it is known in advance that this Association's Trustee is to be absent for a meeting of the AAO Board of Trustees, this Association's Board of Directors shall appoint a substitute Trustee to serve during such meeting. In the case of an unforeseen

emergency, this Association's President shall serve as or name a substitute Trustee for no longer than one meeting of the Board of Trustees.

4. A Trustee Elect shall be elected by a majority vote of the General Assembly in the year preceding the election of this Association's sitting Trustee to the office of the AAO President-Elect.

D. APPOINTMENTS TO AAO COUNCILS/COMMITTEES:

1. The AAO Bylaws provide that certain of its Councils shall be composed of one member from each of its constituent associations to serve for a term of two years with a consecutive tenure not to exceed eight years:
2. This Association's AAO Trustee(s) shall:
 - a. Nominate members to such AAO Councils/Committees with the advice and consent of the majority of this Association's Executive Committee.
 - b. Submit these nominees to the AAO central office.

ARTICLE IX -- COMMITTEES

A. STANDING COMMITTEES:

1. NAME

- a. Budget and Finance Committee.
- c. Membership Committee.
- d. Bylaws Committee.
- e. Scientific Affairs Committee.
- f. Nominating Committee
- h. Award Committee (Evaluate to sunset or move to policy.)

2. PURPOSE AND AUTHORITY:

- a. Committees of this Association are advisory, study and working bodies, which are constituted to provide input to the Association.
- b. Committee authority is limited to study and recommendation within the organizational structure of the Association; this includes authority to seek information pertinent to such studies from any source outside the Association within guidelines as may be established by the Board of Directors.
- c. A committee may appoint subcommittees comprised of committee members, to assist in the performance of its duties.
- d. No outside person may participate directly or by observation in any committee deliberations without specific authorization from the Board of Directors.
- e. No committee or member of a committee may communicate with any outside person, organization, or agency in such a way as to imply authority to represent the Association or present an Association position without approval and direction from the Board of Directors.

f. The Board of Directors may assign other duties to committees.

B. COMMITTEES WITH DESIGNATED MEMBERSHIP:

1. BUDGET AND FINANCE COMMITTEE:

- a. **Purpose:** Prepare and propose a balanced budget for the ensuing year.
- b. **Membership:** The Senior Director, serving as Chairperson, the Secretary-Treasurer, and two Component Directors appointed by the President for one year.
- c. **Duties:** Prepare for timely submission (at least 10 days prior to the Annual Session Board Meeting) to the Board of Directors a proposed annual budget projecting estimated income and disbursements for the ensuing year. The chairperson shall present this report to the Board.

3. MEMBERSHIP COMMITTEE:

- a. **Purposes:** Keep the Board of Directors apprised of membership status, trends and appropriate membership issues.
- b. **Membership and Term:** The Senior Director and Junior Director, with the Senior Director as chairperson, and three Component Directors appointed by the President for one year.
- c. **Duties:** To contact members, with the assistance of the Component Directors, who are delinquent in assessment or dues payments in order to verify that written communications have been received and that the delinquent member understands said membership will terminate automatically should payment not be made by a specific time.

4. NOMINATING COMMITTEE:

- a. **Purpose:** To present one nomination for each vacancy for elective office in this Association.
- b. **Membership and Term:** The Committee shall consist of the voting members of the Board of Directors.
- c. **Duties:**
 - i. This Committee shall present one nomination for each vacancy for elective office.
 - ii. These nominations shall be provided to the membership in an Association publication at least 30 days in advance of their presentation at the meeting of the General Assembly during the ensuing annual session.

C. COMMITTEES ELECTED BY THE MEMBERSHIP:

1. BYLAWS COMMITTEE:

- a. **Purpose:** Assure timely, functional and accurate Bylaws, consistent with the AAO Bylaws.
- b. **Membership and Term:** Six members elected by a majority of the membership for a term of three years with no limit on consecutive terms. The chairperson shall be appointed by the President.

c. Duties:

- i. Review the Association's Bylaws tri-annually.
- ii. Recommend timely and indicated changes in the Bylaws to the Board of Directors.
- iii. Chair shall serve on the Board of Directors, ex officio without a vote.

2. SCIENTIFIC AFFAIRS COMMITTEE:

a. **Purpose:** Foster orthodontic research and education within the Association and the community it represents.

b. **Membership and Term:** Six members elected by a majority of the membership for a term of three years with no limit on consecutive terms. The chairperson shall be appointed by the President.

c. Duties:

- i. Inform the Board of Directors and members concerning the state of orthodontic research and education within its territory.
- ii. Cooperate with the appropriate administrators and faculty in the development of orthodontic research and education, and award grants, where appropriate, to support graduate orthodontic research.
- iii. Coordinate the table clinics for the annual session.

D. EX-OFFICIO MEMBERSHIP:

1. A member who serves on an AAO Council or Committee also shall serve as an ex officio member of the corresponding Association committee where applicable unless the member is a duly elected member of that committee.
2. Where possible, one member of the Association's Executive Committee shall serve as an ex officio member of each Association committee, without the right to vote.

E. VACANCIES AND ABSENCES:

In the event of a vacancy in the membership of any committee, except as otherwise provided for in these Bylaws, the President shall appoint an active member to fill such vacancy. If the President's appointment is for a committee vacancy involving an elected position, then the President's appointment is only until a successor is elected. A successor shall be elected at the ensuing session of the General Assembly for the remainder of the unexpired term. In the event such vacancy involves the chair of the committee, the President shall have the power to appoint an ad interim chair. In the event a committee member is unable to attend a committee meeting, the President may appoint an active member to serve on such committee for that meeting only. The appointed member shall have full voting privileges for that meeting only.

F. QUORUM:

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

G. AD HOC 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 an Ad Hoc Committee and their make-up shall be set forth in the motion creating such committee.

ARTICLE X - RESIGNATION AND REMOVAL

A. RESIGNATION:

Any elected official may resign at any time by giving written notification to the President or the Secretary-Treasurer 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 or representative may be removed from his/her position for cause by the Board of Directors by a 2/3 vote of the legal votes cast. The member being voted upon shall be prohibited from voting on the issue. This decision may be appealed to the General Assembly and if so appealed, shall be considered at the next duly scheduled meeting of the General Assembly. A 2/3 vote of the legal votes cast by the General Assembly shall be required to reverse the action taken by the Board of Directors.

ARTICLE XI -- 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 approved by the Board of Directors. The Board of Directors shall have the power to change the time and place of the scientific session, or to cancel same in the event of extraordinary emergency.

3. SCIENTIFIC SESSION MANAGEMENT AND GENERAL ARRANGEMENTS:

The President and the general chair of the annual session 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 meetings of the 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. The Board of Directors shall determine registration fees for the annual scientific session.

B. BUSINESS MEETINGS:

1. Annual Meeting: The Association shall cause a meeting to be held at least once annually of the membership of this Association. Such meeting shall be open to all members and known as the General Assembly.

The Secretary-Treasurer of this Association shall cause to be published an official notice at least 30 days prior to each annual meeting with time and place.

2. Special Session: A special session of the General Assembly shall be called by the President upon his or her discretion or upon any one of the following conditions:

- a. Written request by 30 percent of the active membership (includes Active Academic and Active Life Members) in good standing.
- b. Majority vote of the Executive Committee.
- c. Two-thirds (2/3) vote of the members of the Board of Directors.

The time and place of the special session shall be determined by the President, provided the date selected shall not be more than forty-five (45) days nor less than twenty (20) days after the date the request was received. The business of the special session shall be limited to that stated in the official call except by unanimous consent of voting members present.

The Secretary-Treasurer of this Association shall send to each member a notice by written or electronic means 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 start of such meeting.

3. Quorum: Forty (40) voting, active members shall constitute a quorum for the transaction of business at any duly called meeting.

4. Order of Business: The order of business shall be that order of business put forth by the Board of Directors and adopted by the General Assembly.

5. Election Procedures: The Secretary shall provide ballots for voting. 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 legal votes cast being required to elect. In the event no candidate receives a majority of the legal votes cast, the candidate receiving the fewest 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 legal votes cast.

ARTICLE XII -- FINANCES

A. FISCAL YEAR:

The fiscal year of this Association shall begin January 1 of each calendar year and end December 31 of that calendar 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 AND ADOPTION:

The proposed budget for each ensuing fiscal year shall be prepared by the Budget and Finance Committee and approved by the Board of Directors.

D. REVIEW OF ACCOUNTS:

All accounts of this Association shall be reviewed by an independent certified public accountant at least annually, and audited every other year, with a report of each submitted to the Board of Directors.

E. SURETY BOND FOR OFFICERS AND EMPLOYEES:

At the expense of the Association, all officers and employees of the Association entrusted with Association funds shall be bonded by a surety company in an amount prescribed by the Board of Directors.

ARTICLE XIII -- INDEMNIFICATION

A. GENERAL:

Each director, officer, committee member, delegation member, employee and other agent of the Association shall be held harmless and indemnified by the Association against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such persons in connection with, or resulting from, any action, suit or proceeding--or the settlement or compromise thereof--to which such persons may be made party of by reason of any action taken or omitted by such persons acting in good faith and prudence within the course of acting in behalf of this Association.

B. RETROACTIVE PROTECTION:

This right of indemnification shall inure to such persons if they are serving in the capacities named above at the time such liabilities, costs, or expenses are imposed or incurred.

C. LEGAL REPRESENTATIVES PROTECTED:

In the event of such persons' death, the indemnification shall extend to their legal representatives who are made parties to any legal action growing out of such person's acts or omissions while serving in the capacities named above, provided such persons acted, or their decision not to act was, in good faith and prudence.

D. INSURANCE:

To the extent available, the Association shall insure against any potential liability hereunder.

E. WILLFUL ACTS NOT COVERED:

Nothing in this Article is to be construed as indemnifying any such persons who knowingly and/or willfully act in violation of federal, state, or local laws, or of the Association's Principles of Ethics or with a clear conflict of interest as it regards an individual's commercial, financial, or personal gain, in the conduct of their service to, or employment by, the Association.

ARTICLE XIV -- PARLIAMENTARY AUTHORITY / RULES OF ORDER

1. The current edition of "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.
2. Policies may be adopted, amended, or rescinded without previous notice by a two-thirds vote of the members of the Board of Directors present and voting or a two-thirds vote of the members present and

voting at the General Assembly meeting. With previous notice, policies may be adopted, amended or rescinded by a majority vote of the members present and voting at the meeting of the Board of Directors or General Assembly business meeting.

ARTICLE XV -- AMENDMENTS

A. PROCEDURE:

1. These Bylaws may be amended at any session of the General Assembly by a two-thirds (2/3) affirmative vote of the legal votes cast, provided the proposed amendment shall have been presented:

- a. At a previous Association annual session; or
- b. In an Association publication or general membership notification a minimum of 60 days prior to the next General Assembly meeting.

2. These Bylaws may be amended at a second meeting of the same session of the General Assembly by a four-fifths (4/5) affirmative vote of the legal votes cast.

3. An amendment to these Bylaws effecting a change in the dues shall require a three-fourths (3/4) vote of the legal votes cast of a duly called General Assembly following notice in an Association publication or general membership notification issued a minimum of 60 days prior to the next General Assembly meeting.

ARTICLE XVI -- PRINCIPLES OF ETHICS

The Principles of Ethics of the American Association of Orthodontists shall be the principles of ethics of this Association.

ARTICLE XVII -- DISCIPLINARY PROCEEDINGS

The Disciplinary Proceedings of the American Association of Orthodontists as contained in its Bylaws and policy statements shall be the Disciplinary Proceedings of this Association.

ARTICLE XVIII – DISSOLUTION

If this corporation should be dissolved at any time, no part of its assets shall be distributed to, or among its members; but after payment of all indebtedness of the corporation, the Board of Directors shall designate to which tax-exempt organization(s) recognized under 501 (C) tax code of the IRS the surplus assets shall be distributed.

ARTICLE XIX

If a court of competent jurisdiction shall adjudge to be invalid or unconstitutional any clause, sentence, paragraph, or part of these Bylaws, such judgment or decree shall not affect, impair, invalidate or nullify the remainder of such Bylaws, but the effect thereof shall be confined to the clause, sentence, paragraph or part so adjudged to be invalid or unconstitutional.

ARTICLE XX -- SEAL

A. ASSOCIATION CORPORATE SEAL:

This corporate seal shall be employed as an evidence of incorporation on any official document requiring such evidence and shall be used only at the direction of the Board of Directors.

Adopted October 19, 1998
Amended October 13, 2001
Amended October 4, 2003
Amended October 30, 2004
Amended November 7, 2008