

**AMERICAN ORTHODONTIC SOCIETY, INC.**  
**REVISED AND RESTATED**  
**BYLAWS**

The following shall constitute the Bylaws of the American Orthodontic Society, Inc., which is referred to herein as the Society.

**CHAPTER 1**

**MEMBERSHIP:**

**SECTION 1. CLASSIFICATION:**

The members of the Society shall be classified as follows:

- A. Active Members
- B. Retired Members
- C. Associate Members
- D. Disabled Members
- E. Honorary Members
- F. Achievement Members
- G. Fellowship Members
- H. Diplomate Members
- I. Lifetime Members
- J. International Members

**SECTION 2. QUALIFICATIONS:**

- A. Active Member:** To be an Active Member of the Society a dentist must be a graduate of an American Dental Association (ADA) accredited dental school and hold a current license to practice dentistry. Only Active Members shall have the right to vote at the General Assembly or special meeting of the members.
- B. Retired Member:** An Active Member in good standing who has been an Active Member for ten years or more and is now retired from active dental practice and no longer earning income from performance of service as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry is required may be classified as retired upon application to the Executive Director in the form of a letter submitted and signed by the applicant attesting to retired status. A Retired Member shall be entitled to all the privileges of an Active Member and shall be exempt from payment of dues and from payment of registration fees at the annual meeting, paying only for the cost of social functions.

- C. **Associate Member:** a person, not eligible for any other type of membership in the Society, who contributes to the advancement of the objectives of the Society and has not met the educational requirements for licensure as a dentist shall, upon application, be classified as an Associate Member. This membership category shall include but not limited to: Dental Students, Registered Dental Hygienist, Certified Dental Assistants, Registered Dental Assistants, and Dental Assistants.
- D. **Disabled Member:** A member of the Society who is totally disabled for a period of one year and who is unable to engage in the duties of the dental profession and who is a member in good standing at the time total disability was incurred, shall be exempt from the payment of dues and shall be in good standing during the period of total disability. In application for Disabled Membership, the applicant shall submit to the Executive Director a medical certificate attesting to total disability. During the period of Disabled Membership, further such certificates shall be presented on request to the Board of Directors.
- E. **Honorary Member:** a person, not eligible for any other type of membership in the Society, who contributes to the advancement of the objectives of this Society may be designated by the Board of Directors as an Honorary Member. Honorary Members shall be exempt from the payment of dues.
- F. **Achievement Member:** An Active Member shall be eligible for Achievement Member designation upon completion of the requirements for Achievement Member status established by the Board of Directors.
- G. **Fellowship Member:** An Active Member shall be eligible for Fellowship Member designation upon completion of the requirements for Fellowship Member status established by the Board of Directors.
- H. **Diplomate Member:** An Active Member shall be eligible for Diplomate Member designation upon completion of the requirements for Diplomate Member status established by the Board of Directors.
- I. **International Member:** A graduate dentist of a non-ADA accredited school may be considered for International Membership by application to the Executive Director in such form as the Board of Directors may determine.

### **SECTION 3. APPLICATIONS FOR MEMBERSHIP:**

Applications for membership in this Society shall be submitted to the Executive Director in such a form as the Board of Directors may determine.

#### **SECTION 4. SUSPENSION OR EXPULSION OF MEMBER:**

Any member may be suspended or expelled from membership in the Society upon action of the Board of Directors for the following causes:

- A. Failure to pay dues:** Any member in default of payment of dues by March 31 of the calendar year shall be suspended from all privileges of membership, and if, after notice, such default is not corrected within a period of 90 days, the member's membership shall terminate without further action. The Board of Directors may grant leniency or a temporary waiver from payment of dues after investigation and consideration of the circumstances of each case in question.
  
- B. Failure to maintain proper conduct:** Any member may be expelled or suspended from membership by a majority vote of the Board of Directors for unethical conduct in the member's practice or upon the member's conviction of a felony, or for any other conduct involving moral turpitude or for violation of an important duty to the Society, or for breach of a fundamental rule or principal of the Society.

#### **SECTION 5. CERTIFICATE OF MEMBERSHIP:**

If a member resigns, is suspended or expelled from membership, the member shall be required to surrender the member's certificate of membership.

#### **SECTION 6. REINSTATEMENT:**

A former member whose membership has been terminated or suspended, by resignation or for any other reason under the Bylaws, shall be reinstated only by approval of the Board of Directors. The requirement to submit all back dues by the former member shall be determined by the Board of Directors.

#### **SECTION 7. THE GENERAL ASSEMBLY:**

The assembly of the Active Members during the annual meeting of the Society shall constitute the General Assembly. The General Assembly shall conduct business of the Society in accordance with and as prescribed by these Bylaws.

### **CHAPTER II**

#### **GUESTS:**

Persons who are not applicants for membership, who would contribute to Society objectives by being present, or other persons the Society might wish to invite, may be accepted as guests.

An Active Member of the Society may bring a guest to the annual meeting. Any such guest who is a dentist shall be limited to one visit in any three year period.

Guests shall pay a fee in such amount as the Board of Directors shall determine.

### **CHAPTER III**

#### **MEETING OF MEMBERS:**

##### **SECTION 1. TIME AND PLACE OF ANNUAL MEETING AND GENERAL ASSEMBLY:**

An annual meeting of Active Members as the General Assembly shall be held at least once each calendar year. The time and place of the annual meeting shall be determined by the Board of Directors at least one (1) year in advance of the annual meeting. One percent of the Active Members in person or by written proxy shall be necessary to constitute a quorum of the General Assembly. A majority vote of a quorum taken in accordance with these Bylaws shall constitute an official action of the General Assembly except in the election of Officers and Directors which will be done with a plurality vote. The annual meeting shall be either within or outside of the State of Texas. The use of proxy shall be limited to the determination of a quorum.

##### **SECTION 2. NOTICE OF ANNUAL MEETINGS:**

Written notice of the annual meeting shall be given to each member entitled to vote, by mail, telegram, or corporate newsletter at least thirty (30) days in advance of such meeting.

##### **SECTION 3. SPECIAL MEETINGS:**

Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors. Notices of any special meeting shall be given each member entitled to vote, by mail or telegram, charges prepaid, at least thirty (30) days prior to the meeting and shall state, in addition to the place, day and year of such meetings, the general nature of the business to be transacted. The meeting shall be either within or outside the State of Texas.

##### **SECTION 4. ORDER OF BUSINESS OF THE GENERAL ASSEMBLY:**

The following shall be the order of business of the General Assembly:

- A. Call to order by the President
- B. Secretary-Treasurer's report of the status of a quorum
- C. Approval of minutes of previous meeting

- D. Reports of Committees
- E. Reports of Directors and Officers
- F. Election of Officers and Directors
- G. Installation of Officers and Directors
- H. Adjournment

The following shall be the order of business of any special meeting:

- A. Call to order by the President
- B. Secretary-Treasurer's report on the status of a quorum
- C. Business of the special meeting
- D. Adjournment

The Active Members may bring items of new business or old business before the Board of Directors for consideration, if such business is submitted in writing not more than ninety (90) days nor less than thirty (30) days prior to the published date of a meeting of the Board of Directors. Those items will be agendized, discussed by the Board, and appropriate action taken. At the following annual meeting, the Secretary-Treasurer will report to the General Assembly the actions the Board has taken regarding such new business or old business.

## **CHAPTER IV**

### **BOARD OF DIRECTORS:**

#### **SECTION 1. NUMBER AND TERM OF DIRECTORS:**

The business, property and affairs of this Society shall be managed by a Board of Directors composed of a minimum of thirteen members of the Society, and a maximum of sixteen (16) members of the Society, including the elected Officers and the Immediate Past President. The Board at its discretion may appoint by a two-thirds vote of all members of the Board of Directors an Emeritus Board Member. The Emeritus Board member, serving at will, shall have the same rights and privileges as the other Board Members. Members of the Examining Board of the Academy of Diplomates may not be nominated nor serve as voting members on the Society's Board of Directors. At each General Assembly, a sufficient number of Directors shall be elected to maintain the number of Directors as specified hereinabove. The initial Board of Directors shall consist of the same Directors as the predecessor American Orthodontic Society whose term shall coincide with the term for which each Director was elected to that office by the American Orthodontic Society. Thereafter each Director shall be elected for a period of four years. Candidates for election or appointment as a Director must be an Active Member for five consecutive years and have successfully completed fifty hours of Society sponsored education seminars.

An elected Director's term shall begin at the conclusion of the General Assembly at which the Director is elected.

Each of the Directors and the Officers shall have a vote at the Board meetings, except the President. The President shall vote only in the case of a tie.

## **SECTION 2. VACANCIES:**

Vacancies in the Board of Directors shall be filled through appointment of an Active Member of the unexpired term by a majority vote of the Directors at a special meeting called for the purpose.

## **SECTION 3. POWER TO APPOINT OTHER OFFICERS AND AGENTS:**

In addition to the right to fill vacancies in the Board of Directors, the Directors shall have power to appoint such other non-elected Officers and agents as the Board may deem necessary for the transaction of the business of the Society.

## **SECTION 4. REMOVAL OF OFFICERS AND AGENTS:**

Any non-elected Office or agent may be removed by the Board of Directors whenever, in the judgment of the Board, the interest of the Society will be served thereby. An elected officer may be removed only by the Active Member at a General Assembly or a special meeting of the Board of Directors called for that purpose. The President shall also have the authority to appoint one individual to serve as a voting member on the Board for a term of one-year from the time they are appointed by the President.

## **SECTION 5. POWER TO FILL VACANCIES:**

The Board shall have the power to fill all vacancies of Officers, non-elected Officers and agents at any special meeting of the Board of Directors. Any replacement officer must be a member of the Board of Directors.

## **SECTION 6. DELEGATION OF POWERS:**

For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers or duties conferred pursuant hereto upon any Officer or Director to any other Officer or Director; but no Officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

## **SECTION 7. THE EXECUTIVE COMMITTEE:**

The Executive Committee shall consist of the Immediate Past-President, President, President-Elect, Vice-President and Secretary-Treasurer. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the Society between meetings of the Board. A quorum shall consist of three members who must unanimously agree on any action proposed to be taken by the Executive Committee on behalf of the Board of Directors.

## **SECTION 8: POWER TO REQUIRE BONDS:**

The Board of Directors may require any Officer or agent to file with the Society a satisfactory bond, at Society expense.

## **SECTION 9: COMPENSATION:**

Any compensation of the Directors, Officers, and agents shall be fixed by the Board of Directors. The compensation to Directors and Officers shall not exceed the usual and ordinary expenses reasonably incurred by the Director or Officer in connection with the execution of duties which have been assigned to him or created herein.

## **SECTION 10. BOARD MEETINGS:**

The Board of Directors shall hold regular business meetings to transact Society business. The President or any three Board members may call a special meeting. Meetings of the Board shall include meetings of the Board Members in person, by telephone conference call, or by Internet conference, the conference shall be monitored by a secretary appointed by the President for that purpose who shall reduce the meeting to a written memorandum which shall be signed by both the secretary of the meeting and President and shall thereby become official minutes of the meeting.

Any action required to be taken at a meeting of the Board of Directors or the Executive Committee of the Society may be taken without a meeting of the Directors or the Executive Committee if a consent in writing, setting forth the action to be taken, shall be signed by all of the voting Directors or the Executive Committee.

## **SECTION 11. QUORUM:**

A majority of the Board of Directors shall be necessary to constitute a quorum. A majority vote of a quorum shall constitute an official action of the Board.

## **SECTION 12. TITLE TO PROPERTY:**

Title to property belonging to the Society shall be held in the name of American Orthodontic Society, Inc.

## **CHAPTER V**

### **OFFICERS:**

#### **SECTION 1. PRESIDENT:**

The president shall preside at all meetings of the Active Members, the General Assembly, the Board of Directors, and the Executive Committee. The President shall appoint the chairman and members of all committees unless otherwise provided for in the Bylaws. The President shall serve as an ex-officio member without vote of all other committees of the American Orthodontic Society, Inc. The President shall perform all functions necessary to the office of the President, represent the organization, and fulfill those duties prescribed in the Bylaws or requested by the Board of Directors.

## **SECTION 2. PRESIDENT-ELECT:**

The President-Elect shall perform the duties and exercise the powers of the President during the absence or disability of the President.

## **SECTION 3. VICE-PRESIDENT:**

The Vice-President shall perform the duties and exercise the powers of the President-Elect during the absence or disability of the President-Elect.

## **SECTION 4. SECRETARY-TREASURER:**

The Secretary-Treasurer shall attend all meeting of the members, Board of Directors, and of the Executive Committee, and shall preserve in the books of the Society true minutes of the proceedings of all such meetings. The Secretary-Treasurer shall give all notices required by statute, bylaw, or resolution. The Secretary-Treasurer shall perform such other duties as may be delegated to the Secretary/Treasurer by the Board of Directors or by the Executive Committee. The Secretary-Treasurer shall have custody of all funds and securities and other valuable effects, in the name of the Society in such depositories as may be designated for that purpose by the Board of Directors. The Secretary-Treasurer shall disburse the funds of the Society as may be ordered by the Board, accepting proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, and whenever requested by them, an account of all transactions as Secretary-Treasurer and of the financial condition of the Society.

The Secretary-Treasurer shall fulfill said duties as a member of the Budget Committee as stipulated in Chapter VI, Section I, Paragraph D.

The Secretary-Treasurer shall also see that there is a compilation of the annual financial statements by an independent certified public accountant approved by the Executive Committee. A copy of the financial statement will be sent to all members.

## **SECTION 5. ELECTION AND TERMS OF OFFICERS:**

During the General Assembly, a new Vice President and Secretary-Treasurer (if the three year term has expired) shall be elected. The terms of office of the Immediate Past President, President, President-Elect, and Vice-President shall be one (1) year. The term of office for the Secretary-Treasurer shall be three (3) years.

At the conclusion of the General Assembly, the existing President shall become Immediate Past President, the President-Elect shall automatically become the President, and the Vice-President shall become the President-Elect.

The terms of office for the Officer shall commence upon the conclusion of the General Assembly wherein they are elected and shall end upon the conclusion of the next General Assembly except the Secretary-Treasurer whose term shall be for three (3) years.

## **SECTION 6. QUALIFICATIONS OF OFFICERS:**



To be elected President, President-Elect, or Vice-President, the candidate for such office must be an Active Member who has served on the Board of Directors within the five calendar years prior to such officer's election.

#### **SECTION 7. EXECUTIVE DIRECTOR:**

The Board of Directors shall employ an Executive Director who shall be responsible to the Board of Directors and Executive Committee. The Executive Director shall serve as a non-voting consultant to the Board of Directors and all Society Committees. The Executive Director shall report to the Board of Directors at its meetings and to the General Assembly at the annual meeting. The Executive Director shall assist the President in the duties of his office and in the management of the Executive/Administrative Office. The Executive Director shall have general and active management of the business of the Society. The Executive Director shall see that all orders and resolutions of the Board and Executive Director are carried into effect. The Executive Director shall be employed on a contractual basis for a term to be established by the Board of Directors. Such contracts shall be approved by the Executive Committee.

#### **SECTION 8. PARLIAMENTARIAN:**

The Board of Directors shall appoint or employ a parliamentarian whose responsibilities shall be to assist and advise the Officers, Directors, and members of the Society in parliamentary matters.

### **CHAPTER VI**

#### **STANDING COMMITTEES:**

##### **SECTION 1. STANDING COMMITTEES:**

The President shall appoint standing committees and chairman as follows:

- A. Educational Committee:** The Educational Committee shall be appointed by the President and shall consist of at least five members but not more than seven. Senior Instructors of the AOS are invited to attend as non-voting advisors. The Educational Committee shall make recommendations to the Board of Directors.
- B. Program Committee:** The Program Committee shall consist of three members. The President-Elect shall be Chairman. The other two members shall be appointed by the President. The Program Committee shall plan the programs for the annual meeting. They shall select the clinicians and shall plan the social program. The Board of Directors shall determine the policy on remuneration to program participants.
- C. Nomination Committee:** The Nomination Committee shall consist of the most recent Past-Presidents with the senior Past President designated as

Chairman. At least 60 days prior to the General Assembly, this Committee shall propose to the Board of Directors for approval and the membership for consideration one or more names for each of the following: Vice-President, Secretary-Treasurer (if the three year term will expire at the next General Assembly), and one or more names for each Director whose terms shall expire at the next General Assembly.

If approved by the Board of Directors, these nominations shall be communicated to Active Members at least 30 days prior to General Assembly. The election of Directors and Officers will be held and the oath of office, administered by the Secretary-Treasurer at the conclusion of the General Assembly, the annual meeting or at such other time as the Board of Directors shall designate.

All elective office shall require a candidate receive a simple majority of the votes of those members present and voting. Cumulative voting is prohibited

**C. Budget Committee:** The Budget Committee shall consist of the Executive Committee with the Treasurer as Chairman. It shall be the duty of the Secretary-Treasurer to prepare a preliminary budget and submit it to the Committee. The Committee shall consider these suggestions and submit a recommended budget to the Board of Directors.

**D. Marketing Committee:** The Marketing Committee shall be appointed by the President and shall consist of five members. This committee will assist the Executive Director in marketing the Society and will make recommendations to the Board of Directors when appropriate.

## **SECTION 2. AD HOC COMMITTEES:**

The President and/ or Board of Directors shall have the right to appoint Ad Hoc Committees which are necessary to fill the needs of the Society.

## **CHAPTER VII**

### **DUES:**

#### **SECTION 1. INITIATION FEES:**

The initiation fee shall be determined by the Board of Directors and shall be due and payable when the application for membership is submitted to the Executive Director.

#### **SECTION 2. ANNUAL DUES:**

The annual dues for all classification of membership shall be determined by the Board of Directors and shall be payable at such time as provided in these bylaws or as shall be determined by the Board of Directors.

## **CHAPTER VIII**

### **COURSE INSTRUCTIONS:**

**SECTION 1.** Any dentist who conducts a seminar will receive a reasonable stipend. All clinician's fees will be included in the annual financial report.

**SECTION 2.** No instructor may sell supplies, equipment, or teaching aids to those dentist taking courses. Such merchandise must be purchased directly from the manufacturers or dental supply companies. Although teaching outlines may be provided by instructors, all other publications (tests, manuals, etc.) must be obtained directly from the publisher's representatives. The sale of private publications by an instructor during a seminar is prohibited.

## **CHAPTER IX**

### **PROHIBITION OF THE USE OF THE PROPERTY OF THE SOCIETY FOR PRIVATE PROFIT:**

**SECTION 1.** No member shall profit monetarily by reason of membership in the Society.

**SECTION 2.** No member, Director, or Officer may provide the Society any services or merchandise in return for compensation. This includes renting space, printing services, dental supplies, or other Society services or merchandise utilized by the Society.

**SECTION 3.** On occasion, the Society may find it necessary to purchase supplies, instruments or teaching aids in order to insure delivery. Such merchandise, however, must be provided to the member at the Society's cost.

## **CHAPTER X**

### **AMERICAN ORTHODONTIC SOCIETY CREDENTIALLING:**

**SECTION 1.** The official certifying body of the Society shall be the Academy of Diplomates.

### **SECTION 2. QUALIFICATIONS:**

## **CHAPTER XI**

The Directors and Offices shall be indemnified for any loss or expense they shall incur as a result of or arising out of the good faith performance of their duties as a Director or Officer to the extent permitted by the Texas Non-Profit Corporation Act.

## **CHAPTER XII**

### **RULES OF ORDER:**

The parliamentary procedures of the Society shall be governed by the most current edition of *Sturgis Standard Code of Parliamentary Procedure* when not in conflict with these Bylaws.

## **CHAPTER XIV**

### **AMENDMENTS:**

These Bylaws may be amended at any annual meeting of the General Assembly of the Society by a two-thirds vote of the Active Members present and voting provided that said proposed amendment has been submitted in writing by the Board of Directors to all Active Member not more than ninety (90) days nor less than thirty (30) days prior to the date on which the vote is taken.

These Bylaws may also be amended by a two-thirds vote of all members of the Board of Directors at a regular meeting of the Board of Directors or a special meeting of the Board of Directors called for that purpose provided that any proposed amendment shall be presented to the members of the Board of Directors not more than ninety (90) days nor less than thirty (30) days prior to the date on which the meeting is held.

I certify the above is a true copy of the Bylaws of American Orthodontic Society, Inc., which were amended (Chapter VI (C)) by its Board of Directors on \_\_\_\_\_, 2002.

\_\_\_\_\_  
Secretary-Treasurer

## **CONSENT OF DIRECTORS**

We, the undersigned, being all of the Directors of American Orthodontic Society, Inc.,  
entitled to vote on the following matter at a meeting of directors of American Orthodontic

Society, Inc., by our signature which follows or by our separate signature on an identical copy hereof do hereby authorize and adopt the following actions and resolutions:

**RESOLVED**, the bylaws attached hereto are adopted and confirmed as the revised and restated bylaws of American Orthodontic Society, Inc, as of the \_\_\_\_\_ day of \_\_\_\_\_, 2002.

This Consent is dated and shall be effective this \_\_\_\_ day of \_\_\_\_\_, 2002 upon the signature of all Directors.

Directors

Directors

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