

**BYLAWS OF THE
MIDDLE ATLANTIC SOCIETY OF ORTHODONTISTS**

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**A CONSTITUENT SOCIETY OF
THE AMERICAN ASSOCIATION OF ORTHODONTISTS**

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**BYLAWS OF THE
MIDDLE ATLANTIC SOCIETY OF ORTHODONTISTS
FOUNDED 1950**

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ARTICLE I--ORGANIZATION

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A. NAME:

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The name of this organization shall be the **Middle Atlantic Society of Orthodontists**, hereinafter referred to as **“MASO”** or **“this Society”**. This **Society** is recognized as a constituent organization of the **American Association of Orthodontists**, hereinafter referred to as the **“AAO”**, in that association’s bylaws.

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B. INCORPORATION:

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This **Society** is a non-profit corporation organized under the laws of the **State of New Jersey** on **February 23, 1954**. If this corporation should 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 or dental purposes in education or research fields, as the then governing body of **MASO** may determine.

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C. JURISDICTION:

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The territory under the jurisdiction of **MASO** shall consist of the following six (6) areas, each of which shall be authorized to have a component society recognized by the **MASO Executive Board**. The areas are the **American Virgin Islands**, the **Commonwealth of Puerto Rico**, the **District of Columbia**, and the states of **Delaware**, **Maryland**, **New Jersey**, and **Pennsylvania (east of the Alleghenies)**.

ARTICLE II--PURPOSES

The purposes of this **Society** shall be:

A. To advance the art and science of orthodontics.

B. To encourage and sponsor research.

1 **C. To strive for and maintain the highest standards of excellence in orthodon-**
2 **tic education and practice.**

3

4 **D. To make significant contributions to the health of the public.**

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3 **ARTICLE III--MEMBERSHIP**

4 **A. CLASSIFICATION AND ELIGIBILITY:** Election and classification to mem-
5 bership to this Society shall be classified as set by the **AAO Bylaws**.

6 **B. PRIVILEGES:**

- 7 1. Only active members in good standing shall be eligible to vote in all ap-
8 plicable elections and to stand for election as a **Delegate or Alternate**
9 **Delegate** to the **House of Delegates** of the **AAO**, and for election or
10 appointment to any office, agency, council or committee of this **Soci-**
11 **ety**.

12
13 **C. DUES AND ASSESSMENTS:**

14 1. **Payment:**

- 15 a. All dues, application fees and assessments shall be payable to the
16 **AAO**.

17 2. **Dues Increase:**

- 18 a. A proposal for dues increase may be considered at any annual
19 meeting of the **Society**, or at any special meeting called for that
20 purpose, provided that notice to the membership of the proposed
21 dues increase is given at least ninety (90) days prior to the date of
22 the meeting at which it is to be considered.

23 3. **Assessments:**

- 24 a. An assessment may be proposed by the **MASO Executive Board**,
25 and levied upon all dues-paying members. Such assessments must
26 be approved by a majority of the active members by mail ballot or
27 by ballot at a regular business meeting. Such assessment shall not
28 be deemed an increase in dues, and shall apply only to the particu-
29 lar year in which it is adopted.

30
31 **ARTICLE IV--COMPONENT ORGANIZATIONS**

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33 **A. COMPONENT JURISDICTIONS:** within **MASO**, the following are the terri-
34 torial jurisdictions in which component organizations are authorized to be
35 formed:

- 36 a. The **Commonwealth of Puerto Rico** and the **American Virgin Islands**
37 b. The **District of Columbia**
38 c. The **State of Delaware**
39 d. The **State of Maryland**

- e. The State of New Jersey
- f. The Commonwealth of Pennsylvania, (east of the Alleghenies).

B. POWERS AND DUTIES: A component organization shall have the following powers and duties:

- a. **Governance:** Establish bylaws, rules and regulations to govern its members provided that such Bylaws, rules and regulations do not conflict with, or limit the Bylaws of MASO or those of the AAO and, to the extent that they do, they are null and void.
- b. All members are obligated to follow the AAO's Principles of Ethics.

ARTICLE V--EXECUTIVE BOARD

A. The governing body of MASO shall be known as the Executive Board herein referred to as "the Board."

B. COMPOSITION: The Executive Board of MASO shall consist of the following members:

- a. **Four (4) Officers:** The President, the President-Elect, the Secretary, and the Treasurer.
- b. **Six (6) Directors** elected from the general membership. **Three (3) Directors** shall be elected annually for a term of two (2) years. Directors may not serve more than three (3) consecutive terms, except under the following circumstance; when a Director has been precluded from assuming the office of President-Elect after his/her sixth (6) year of service due to the assumption of that position by one of the Officers, a Director may be elected for one (1) additional two (2) year term.
- c. The Editor/Historian of the MASO Journal
- d. The Immediate Past-president who shall be an ex-officio member without the privilege to vote.
- e. The Trustee of MASO to the AAO, who shall be an ex-officio member, without the privilege to vote.

C. QUALIFICATIONS: the Executive Board shall be composed of active members in good standing, of MASO.

1 **D. NOMINATION AND ELECTION:** Members of the Board shall be nomi-
2 nated at the first business meeting of the annual session and elected to of-
3 fice at the second business meeting of the same annual session.

4

5 **E. OFFICERS:** The officers of the Executive Board shall be the President of
6 MASO, who shall serve as Chairperson; the President-Elect; the Secretary
7 of MASO, who shall serve as Secretary of the Board; and the Treasurer.

1 **F. VACANCY AND ABSENCE:** In the event of a vacancy on the Board, the
2 Board shall have the power to elect a successor for the unexpired term. In
3 the absence of the President, the office of the Chairperson shall be filled by
4 the President-Elect or the Secretary, in that order. In their absence, a vot-
5 ing member of the Board shall be elected Chairperson pro-tempore.
6

7 **G. POWERS AND DUTIES:** The Executive Board shall have the power to:

- 8 a. Conduct all business of the Society, subject to the Articles of Incorporation, Bylaws, and the mandate of the membership.
- 9
- 10 b. Establish ad-interim policies between annual sessions of MASO, provided, however, those policies are reported to the membership at or
11 before the next annual session of MASO.
- 12
- 13 c. Establish rules and regulations, consistent with the Bylaws, to govern
14 its organization and procedure.
- 15
- 16 d. Elect an Editor/Historian, for a term of three (3) years, whose duties
17 shall be set forth in the Manual of Procedures, subject to the direction
18 and policies established by the Executive Board. The Editor/Historian
19 shall serve as a voting member of the Executive Board and Commu-
20 nications/Publications Committee.
- 21
- 22 e. Select nominees to the various AAO Councils.
- 23
- 24 f. Cause to be published in, or to be omitted from, any official publica-
25 tion of MASO, any material whole or in part.
- 26
- 27 g. Establish the time, place, and length of the annual session and, if nec-
28 essary, cancel or change an annual session of MASO.
- 29
- 30 h. Create and appoint such special committees as may be necessary to
31 expedite the functions of MASO.
- 32
- 33 i. Direct the President to call a special session of MASO.
- 34
- 35 j. Act as an appellate body to approve, disapprove, or return for further
36 study the recommendations of any committee.
- 37
- 38 k. Maintain and update the Manual of Procedures of MASO.
- l. Establish an Executive Committee, composed of six (6) members.
 - i. The six (6) members of any such Executive Committee shall be
the President, President-Elect, Secretary, Treasurer, and two (2)
senior Directors. Any such Executive Committee so established
shall have the power to act for the full Executive Board in the in-
terim between sessions of the Board. However, it shall report its
actions to the Board as soon as possible.
- m. If deemed necessary employ an Executive Director.

- 1 n. Perform those tasks and assignments given to it under these bylaws
- 2 and as may be prescribed to it from time to time by the membership.
- 3 o. Review reports prior to their submission to the members and make
- 4 recommendations thereon to the membership.
- 5 p. Receive and consider the report and recommendations of commit-
- 6 tees.
- 7 q. Consider any change in the annual dues or membership fees, any as-
- 8 sessment upon the members, or any special appropriation of funds
- 9 from the treasury, and make its recommendations to the general
- 10 membership of **MASO** for final action.
- 11 r. Oversee the specific duties of each Director.

12

13 **H. DUTIES OF ELECTED DIRECTORS:** The President shall appoint each of

14 the elected Directors to serve in a liaison capacity to each of the standing

15 **MASO** committees and **AAO** Councils.

16

17 **I. MEETINGS:**

- 18 1. The Board shall meet before the first, and after the second, business
- 19 meeting of each Annual Session, and at such other times at the call of
- 20 the President or upon notice of any four (4) Directors.
- 21 2. One-half (1/2) of the Board members with voting privileges shall con-
- 22 stitute a quorum for the transaction of business.
- 23 3. **Mail or Electronic Vote:**
- 24 a. During the interim between annual sessions of **MASO**, the
- 25 Board may conduct its business by mail or electronically. If the
- 26 majority of the voting members of the Executive Board sever-
- 27 ally or collectively, consent in writing to any action to be taken
- 28 by the Board of Directors, such consent shall have the same
- 29 force and effect as a majority vote of the Board at a meeting
- 30 duly held.

31

32 **ARTICLE VI -- OFFICERS**

33 **A. TITLE:**

34 The officers of **MASO** shall be the President, President-Elect, Secretary, and

35 Treasurer.

36

37 **B. QUALIFICATIONS:**

38 Only active members in good standing of this Society shall be eligible to

39 serve as an officer.

1
2 **C. TERM OF OFFICE:**

3 The President and President-Elect shall serve for a term of one (1) year, the
4 Secretary and the Treasurer shall serve for a term of two (2) years. The
5 Secretary and Treasurer will be limited to three (3) consecutive two (2)
6 year terms.
7

8 **D. NOMINATION AND ELECTION:**

9 The officers of MASO are nominated and elected at the annual session by
10 those members of MASO present and eligible to vote.

- 11 1. At the annual session, there shall be nomination and election to the of-
12 fice of President. The person elected shall not be installed as President
13 until the next annual session. During the year between election and in-
14 stallation, this person shall serve as President-Elect.
- 15 2. **SECRETARY:** The Secretary shall be nominated and elected for a term
16 of two (2) years. The Secretary's time in office shall be limited to three
17 (3) consecutive two (2) year terms.
- 18 3. **TREASURER:** The Treasurer shall be nominated and elected for a term
19 of two (2) years. The Treasurer's time in office shall be limited to three
20 (3) consecutive two (2) year terms.
21

22 **E. VACANCIES:**

23 In the event the office of President becomes vacant for any reason, the
24 President-Elect shall become President-Pro Tempore for the unexpired
25 portion of the term. A vacancy in the office of Secretary or Treasurer shall
26 be filled by the Board until the next annual session. If the office of Presi-
27 dent-Elect should become vacant, the office of President for the ensuing
28 year shall be filled at the next annual session as provided for in the nomina-
29 tion and election of officers, except that the ballot shall read "President for
30 the Ensuing Year".
31

32 **F. DUTIES:**

- 33 1. **PRESIDENT:** It shall be the duty of the President to:
- 34 a. Serve as official representative of MASO in its contacts with govern-
35 mental, civic, business and professional organizations for the purpose
36 of advancing the objectives of this Society.
- 37 b. Serve as Chairperson of the Board and to perform such other duties
38 as provided in these bylaws, or as may be prescribed by the Board or
39 the membership and as usually pertain to the office of President.

- 1 c. Call special meetings of the Board or of the membership as provided
- 2 in these bylaws.
- 3 d. Present an annual report to the membership.
- 4 e. Appoint annually the chairpersons of the Standing Committees and
- 5 such other chairpersons as may be required.
- 6 f. Appoint a General Chairperson for the annual session.
- 7 g. Appoint members and/or chairpersons to fill vacancies on any com-
- 8 mittee until a successor is elected.
- 9 h. Appoint and create special committees or sub-committees.
- 10 i. Appoint Directors of the Board to specific liaison duties.
- 11 2. **PRESIDENT-ELECT:** It shall be the duty of the President-Elect to:
- 12 a. Perform such duties as may be provided by these bylaws or as may be
- 13 prescribed by the Board and as usually pertain to the office of Presi-
- 14 dent-Elect.
- 15 b. Serve as a member of the Executive Board.
- 16 3. **SECRETARY/PARLIAMENTARIAN:** It shall be the duty of the Secretary
- 17 to:
- 18 a. Maintain the records of this Society and the Board.
- 19 b. Serve as a member and Secretary of the Board.
- 20 c. Perform such other duties as may be provided by these bylaws or as
- 21 may be prescribed by the Board and usually pertain to the office of
- 22 Secretary.
- 23 d. Serve as the Society parliamentarian
- 24 e. Serve as chairperson of the Bylaws committee.
- 25 4. **TREASURER:** It shall be the duty of the Treasurer to:
- 26 a. Be responsible of overseeing the collection, and disbursement of all
- 27 monies, securities, etc., belonging to MASO and to hold or invest,
- 28 subject to the direction of the Board.
- 29 b. Serve as a member of the Board.
- 30 c. Submit an annual report to the general membership of MASO.
- 31 d. To perform such other duties as may be provided by these bylaws or
- 32 as may be prescribed by the Board and usually pertain to the office of
- 33 Treasurer.
- 34 e. Serve as a member of the Budget Committee.
- 35 f. Serve as an ex-officio member of the Annual Session Committee.

36 **ARTICLE VII--DELEGATES AND ALTERNATE DELEGATES**

37 **A. DELEGATES:**

1 Delegates from MASO to the House of Delegates of the AAO shall be
2 the number so allocated by the AAO. Delegates shall serve for a term of
3 two (2) years, and the procedure for their election shall be provided in
4 the Manual of Procedures.
5

6 **B. ALTERNATE DELEGATES:**

7 Three (3) Alternate Delegates from MASO to the House of Delegates of
8 the AAO shall be elected for a term of one (1) year, and the procedure
9 for their election shall be provided in the Manual of Procedures. The
10 President of MASO shall serve as the first alternate delegate.
11

12 **C. CHAIRMAN OF THE DELEGATION:**

13 Within sixty (60) days of their election as Delegates to the AAO House,
14 the delegation shall elect a Chairperson from among its members. The
15 Chairperson shall have the authority to fill any vacancy in the delegation.
16

17 **D. VACANCIES:**

18 If a Delegate is unable to attend a session of the House of Delegates of
19 the American Association of Orthodontists, the Alternate Delegate to
20 replace said Delegate shall be appointed by the Chairperson of the dele-
21 gation, as prescribed in the Manual of Procedures.
22
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1 **E. TERM OF SERVICE:**

2 **A Delegate shall not serve more than three (3) consecutive terms.**
3 **There is no limit to the number of terms an alternate may serve.**
4

5 **ARTICLE VIII--TRUSTEE TO THE AAO**
6

7 **A. ELECTION:**

8 **The MASO Trustee to the AAO shall be elected as prescribed in the**
9 **Manual of Procedures for a term of two (2) years. The Trustee may not**
10 **serve for more than four (4) consecutive terms.**
11

12 **B. AUTHORIZATION:**

13 **The Trustee to the AAO is authorized to represent MASO in all matters**
14 **pertaining to its affairs, coming before the Board of Trustees of the**
15 **AAO. The Trustee shall follow the mandate of this Society on any mat-**
16 **ters as to which he or she is specifically instructed.**
17

18 **J. DUTIES:**

- 19 **a. The Trustee shall make timely reports to the Board of MASO.**
20 **b. The Trustee shall serve as an ex-officio member of the Board without**
21 **the privilege to vote.**
22

23 **E. VACANCY:**

24 **In the event of a vacancy in the office of Trustee, such vacancy shall be**
25 **filled by appointment, by the President of MASO, until a new Trustee is**
26 **elected at the next annual meeting of MASO for the unexpired term.**
27

28 **D. ABSENCE:**

29 **In the event the Trustee from MASO is unable to attend a session of the**
30 **Board of Trustees of the American Association of Orthodontists, the**
31 **President of MASO shall appoint a substitute Trustee to serve either for**
32 **the entire session, or until the Trustee shall be able to resume his or her**
33 **duties. Should the President of MASO be unavailable, then the next**
34 **available succeeding officer of MASO shall appoint the substitute Trus-**
35 **tee.**
36

37 **ARTICLE IX--STANDING COMMITTEES**
38

39 **A. NAME: The Standing Committees of MASO shall be the following:**

- 1 **a. Annual Session**
- 2 **b. Annual Session Site Selection**
- 3 **c. Education and Research**
- 4 **d. Member Services: Membership, Ethics and Practice Transition**
- 5 **e. Nominating**
- 6 **f. Communications/Publications**
- 7 **g. Government Affairs**

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B. PURPOSE & AUTHORITY:

Committees of this society are advisory, study and working bodies. Committee authority is limited to study and recommendation within the organizational structure of the society. This includes the authority to seek information pertinent to such studies from any source outside the society within guidelines as may be established by the Executive Board. No outside person may participate directly or by observation in any committee deliberations without specific authorization from the Executive Board. 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 society or present a society position without direction of the Executive Board. The Executive Board may assign other duties to committees in good standing of this Society.

C. NOMINATION AND ELECTION:

Except for the Annual Session, Budget, Bylaws, and Annual Session Site Selection committees, committee members shall be elected by the membership. Nominations for all other committees shall be made by the Nominating Committee. Additional nominations may be made from the floor only at the time of the first General Business meeting of an Annual Session.

D. SUB-COMMITTEES, SPECIAL COMMITTEES, CONSULTANTS, ADVISORS AND SECRETARIES:

- a. **Sub-Committees:** The President of MASO may appoint, at the request of a committee, sub-committees having those powers, duties and responsibilities as may be required to assist the committees in carrying out their duties.
- b. **Special Committees:** The President of MASO may appoint special committees having those powers, duties and responsibilities as may be required to assist the Board in carrying out its duties.
- c. **Consultants and Advisors:** Each committee shall have the authority to select consultants and advisors in conformity with the rules and regulations established by the Board.

E. CHAIRPERSONS:

The senior member of the committee shall be its Chairperson, except for the following:

- 1 **a. The Editor/Historian shall serve as Chairperson of the Communica-**
- 2 **tions/Publications Committee**
- 3 **b. With the exception of the Communications/Publications Committee,**
- 4 **the chairperson of a standing committee may not serve more than**
- 5 **three (3) consecutive terms.**

1 **F. VACANCY:**

2 In the event of vacancy in the membership of any committee, the Presi-
3 dent shall appoint a member to fill such a vacancy until a successor is
4 elected. A successor shall be elected at the next annual session for the
5 unexpired term. If the vacancy involves a chairperson, the President
6 shall have the power to appoint an interim chairperson.
7

8 **G. COMPOSITION AND FUNCTION:**

9 **1. Annual Session Committee:**

10 This committee and its Chairperson shall be appointed annually by the
11 President-Elect of MASO. This Committee shall be responsible for the
12 program and convention arrangements for MASO's annual session. Its
13 actions should be in conformity with the Manual of Procedures. This
14 committee shall make a report to the Board following the annual ses-
15 sion.
16

17 **2. Annual Session Site Selection Committee:**

18 This committee shall be composed of five (5) available immediate past
19 General Chairpersons of the Annual Session. At each succeeding annual
20 session, one (1) member only shall be confirmed for a term of five (5)
21 years. The senior member shall serve as Chairperson in their last year
22 on the committee. It shall be the purpose of this committee to recom-
23 mend to the Board the dates and places for future annual sessions, de-
24 rived from a list of potential sites supplied to the committee by the Ex-
25 ecutive Director of MASO, or a meeting coordinator, after a complete
26 review of the merits of each site.
27

28 **3. Education and Research Committee:**

29 This committee shall be composed of three (3) members. At each suc-
30 ceeding annual session, one (1) member shall be elected for a term of
31 three (3) years. The senior member shall serve as Chairperson in their
32 last year on the committee, and shall Chair the annual continuing educa-
33 tion seminar. The function of this committee shall be the development
34 and promotion of educational programs for the members and auxiliary
35 personnel, and encourage research by graduate orthodontic depart-
36 ments within MASO by awarding gifts and prizes for outstanding re-
37 search contributions (such as the Kress Award) as outlined in the Manual
38 of Procedures.
39

1 **4. Member Services: Membership, Ethics, and Practice Transition Com-**
2 **mittee:**

3 **This committee shall be composed of five (5) members. At each Annual**
4 **Session, one (1) member shall be elected for a term of five (5) years.**

5 **a. Membership: This committee shall:**

6 **1) Examine the qualifications of applicants for all categories of**
7 **membership in MASO and report their recommendations**
8 **to the Board.**

9 **2) Coordinate the annual orientation session for new MASO**
10 **members.**

11 **b. Ethics: This committee shall:**

12 **1) Investigate any alleged violation of the AAO Code of Ethics.**

13 **2) When no apparent violation is found, to close the inquiry.**

14 **3) When a possible violation has been found, to refer the to**
15 **the AAO legal counsel for appropriate action.**

16 **c. Practice Transition:**

17 **This committee shall develop, implement and sustain programs**
18 **that will assist MASO orthodontic residents and MASO members**
19 **with various aspects dealing with both the transition into and out**
20 **of the practice of orthodontics.**

21
22 **5. Nominating Committee:**

23 **This committee shall be composed of eight (8) members. They shall be**
24 **the immediate Past President of MASO, the next most immediate Past**
25 **President available, and six members, one from each MASO component.**
26 **At each annual session, two (2) members shall be elected for a term of**
27 **two (2) years. The President of each MASO component, or a designee of**
28 **the component President, should be given preference for this position. If**
29 **the immediate Past President of MASO and/or the next most immediate**
30 **Past President cannot serve on the Nominating Committee for any rea-**
31 **son, the MASO President shall appoint a former Past President of MASO**
32 **to serve in their place. The Past President and next most immediate**
33 **Past President shall serve for a term of one year. The senior Past Presi-**
34 **dent shall serve as Chairperson.**

35 **As respective terms expire, this committee shall submit the names of**
36 **nominees for President-Elect, Secretary, Treasurer, Directors to the**
37 **Board, and committee vacancies of MASO; in addition, nominees for**
38 **Trustee, Delegates and Alternate Delegates to the AAO and a nominee**
39 **for the Gerard A. Devlin Award as outlined in the Manual of Procedures.**

1 **This report shall be referred to the Board, shall be published thirty (30)**
2 **days prior to the annual session, and shall be presented at the first busi-**
3 **ness meeting of the annual session.**
4

5 **6. Communications/Publications Committee:**

6 **This committee shall be composed of three (3) members and the MASO**
7 **Editor who will serve as Chairperson. At each annual session, one (1)**
8 **member shall be elected for a term of three years. This committee shall**
9 **review and recommend methods of improving communication between**
10 **the orthodontic specialty and (a) the general public, (b) dentists in gen-**
11 **eral practice, (c) other dental specialties, (d) medical and allied profes-**
12 **sionals, and (e) within our own specialty. The committee will be active in**
13 **issuing press releases that are of interest to the public, and shall oversee**
14 **all sources of information involving MASO through print or electronic**
15 **media, including the internet.**

1 **7. Governmental Affairs Committee:**

2 This committee shall be composed of six (6) members. At each annual
3 session, two (2) members shall be elected for a term of three (3) years.
4 Whenever possible the President or Legislative Affairs representative
5 from each MASO component should be given preference for this posi-
6 tion. One of the senior members of this committee shall be designated
7 to serve as chairperson by the President of MASO. This committee shall
8 review and report on any legislation affecting orthodontic care within the
9 component jurisdictions of MASO.

10
11 **H. DUTIES:**

12 The duties of Standing Committees, in addition to those stated in the
13 MASO Bylaws, shall be contained in the Manual of Procedures. Each
14 committee Chairperson shall submit an annual written report to the
15 Board, along with a budget for anticipated expenditures during the up-
16 coming fiscal year.

17
18 **ARTICLE X--RESIGNATION AND REMOVAL**

19
20 **A. RESIGNATION:**

21 Any elected official of this Society may resign at any time by giving writ-
22 ten notification to the President or Secretary of this Society. Should
23 the elected official in this capacity represent a component society or as-
24 sociation, notification shall be made to that component of such action.
25 Such resignation shall take effect at the time specified therein, or imme-
26 diately, if no time is specified.

27
28 **B. REMOVAL:**

29 Any elected official, representing this Society, may be removed from his
30 or her position for cause in accordance with the following procedures:

31 **I. Members of the Executive Board:** A member of the Executive Board
32 may be removed by the Board by a 2/3 vote of the legal votes cast,
33 with the President casting a ballot on this issue provided he or she is
34 not the subject of the removal proceedings. The member being
35 voted upon shall be prohibited from voting on this issue. This deci-
36 sion may be appealed to the general membership, and if so appealed,
37 shall be considered at the next duly scheduled meeting of the general
38 membership. A 2/3 vote of the legal votes cast by the general mem-

1 **bership shall be required to reverse the action taken by the Executive**
2 **Board.**

3 **2. Members of Committees: A member of a committee may be re-**
4 **moved by the Executive Board by a 2/3 vote of the legal votes cast.**
5 **This decision may be appealed to the general membership, and if so**
6 **appealed, shall be considered at the next duly scheduled meeting of**
7 **the general membership. A 2/3 vote of the legal votes cast by the**
8 **general membership shall be required to reverse the action taken by**
9 **the Executive Board.**

1 **Nominees for the various elective offices of MASO, including the Trustee**
2 **to the AAO, shall be voted upon at the second business meeting of the**
3 **annual session as provided in these bylaws.**
4

5 **H. NOMINATIONS:**

6 **1. Nominating Committee: The report of the Nominating Committee,**
7 **which shall be published to the general membership at least thirty (30)**
8 **days prior to the next annual session, shall be read at the first general**
9 **business meeting of the annual session, when reached in that order of**
10 **business.**

11
12 **2. Additional Nominations: Additional nominations may be made from the**
13 **floor, for any elected office, only at the first general business meeting of**
14 **the annual session.**

15
16 **I. ELECTIONS:**

- 17 **1. When there is only one candidate for an office, such candidate may be**
18 **declared elected by the presiding officer.**
19 **2. If there is a contest for any position, there shall be a written ballot for**
20 **such position.**
21 **3. The order of balloting shall be:**
22 **a. Officers**
23 **b. Directors of the Board**
24 **c. MASO Trustee to the AAO**
25 **d. Delegates**
26 **e. Alternate Delegates**
27 **f. Elected members of Standing Committees**
28 **4. A majority affirmative vote shall be required for election. If this fails,**
29 **a second ballot shall be taken, or if no candidate receives a majority of**
30 **the votes cast on the first ballot, the two candidates receiving the**
31 **greatest number of votes shall be voted on again. This Society shall**
32 **take as many ballots as necessary for an election.**

33
34 **J. ORDER OF BUSINESS**

35 **The order of business of this Society shall be as follows:**

36
37 **FIRST BUSINESS MEETING**

38
39 **I. Call to Order**

- 1 **II. Invocation**
- 2 **III. Approval of Agenda (President)**
- 3 **IV. Introduction of Guests (President)**
- 4 **V. Comments by AAO Guests**
- 5 **VI. Approval of the Minutes (Secretary)**
- 6 **VII. Necrology Report (Secretary)**
- 7 **VIII. Treasurer Report – Budget**
- 8 **IX. Presidential Address**

- 1 **X. Committee Reports:**
- 2 1. **Communications/Publications**
- 3 2. **Education and Research**
- 4 3. **Government Affairs**
- 5 4. **Member Services: Membership, Ethics, and Practice Transi-**
- 6 **tion**
- 7 5. **Nominating**
- 8 **XI. Comments by President-Elect**
- 9 **XII. Unfinished Business**
- 10 **XIII. New Business:**
- 11 1. **If necessary/appropriate presentation of Gerard A. Devlin**
- 12 **Award**
- 13 2. **If necessary/appropriate presentation of William Kress Award**
- 14 3. **If necessary/appropriate presentation of Plaques:**
- 15 a. **Outgoing president**
- 16 b. **Annual session chairperson**
- 17 c. **Outgoing Component presidents**
- 18 d. **Lifetime Achievement award**
- 19 4. **Adjournment**

20

21 **SECOND BUSINESS MEETING**

- 22
- 23 **I. Call to Order**
- 24 **II. Election of Officers, Directors, Delegates, etc.**
- 25 **III. Installation of Officers**
- 26 **IV. Adjournment**
- 27

28 **K. CHANGE OF ORDER OF BUSINESS:**

29 The order of business may be altered or suspended by two-thirds (2/3)

30 majority vote of the active members present and voting.

31

32 **ARTICLE XII--FINANCES**

33

34 **A. FISCAL YEAR:**

35 The fiscal year of MASO shall begin on January 1 of each calendar year

36 and end on December 31 of the same calendar year.

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B. GENERAL FUND:

The General Fund shall consist of all monies received other than those specifically allocated to other funds by these bylaws. These funds shall be used to pay all expenses incurred by MASO not otherwise provided for by these bylaws. The General Fund may be divided into operating, annual session, continuing education and reserve divisions, at the discretion of the Board.

1 **C. BUDGET PREPARATION AND ADOPTION:**

2 The proposed budget for each ensuing fiscal year shall be prepared by
3 the Budget Committee and submitted to the Executive Board for adop-
4 tion at the first Board meeting following the annual session.
5

6 **D. AUDITING OF ACCOUNTS:**

7 All accounts of this Society shall have a yearly internal audit. An audit of
8 MASO accounts shall be done at the discretion of the Board.
9

10 **E. SURETY BOND FOR OFFICERS AND EMPLOYEES:**

11 At the expense of the Society, all Officers and employees of the Society
12 entrusted with Society funds shall be bonded by a surety company in an
13 amount prescribed by the Board of Directors.
14

15 **ARTICLE XIII--INDEMNIFICATION**

16
17 Each Director, Officer, Council member, and Committee member of this Soci-
18 ety shall be held harmless and indemnified against all claims and liabilities and
19 all costs and expenses, including attorney's fees, reasonably incurred or im-
20 posed upon such person in connection with or resulting from any action, suit or
21 proceeding, or the settlement of compromise thereof, to which such person
22 may be made a party by reason of any action taken or omitted to be taken by
23 such person as a Director, Officer, Council member, or Committee member,
24 at the time such liabilities, costs or expenses are imposed or incurred and, in
25 the event of such person's death, shall extend to such person's legal representa-
26 tives.
27

28 **ARTICLE XIV--PARLIAMENTARY AUTHORITY**

29
30 Rules contained in the current edition of "Sturgis Standard Code of Parliamen-
31 tary Procedures" shall govern MASO in all questions not provided for in this
32 Society's Charter, Bylaws, or Manual of Procedures.
33

34 **ARTICLE XV--AMENDMENTS**

35 **A. PROCEDURE:**

- 36 1. These Bylaws may be amended by a two-thirds (2/3) affirmative vote of
37 the active members present and voting at any business meeting of
38 MASO during an annual session, provided the proposed amendment(s)
39 have been presented to this Society at a business meeting during a pre-

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Said manual shall be prepared, adopted, maintained and reviewed by the Board of Directors of MASO. The power to amend the Manual of Procedures shall be vested in the Board. Nothing in the Manual of Procedures shall conflict with the Bylaws of MASO.