

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

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

**Adopted**

**September 21, 2012**

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

**ARTICLE I--ORGANIZATION**

**A. NAME:**

The name of this organization shall be the Middle Atlantic Society of Orthodontists, hereinafter referred to as “MASO”, “the Society”, 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.

**B. INCORPORATION:**

This Society is a non-profit corporation organized under the laws of the State of New Jersey on February 23, 1954 and reincorporated under the laws of the State of Ohio on December 10, 2004 . 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.

**C. JURISDICTION:**

The territory under the jurisdiction of MASO shall consist of the following seven (7) geographic areas, each of which shall be authorized to have a component society recognized by the MASO Board of Directors. The areas are the United States 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 MISSION STATEMENT**

The Middle Atlantic Society of Orthodontists shall:

- A. Promote the ethical delivery of quality orthodontic care by providing its members with educational opportunities and information regarding advances in orthodontic treatment and technology.**
- B. Be an advocate for, and a representative of, all constituent members of the AAO for the purpose of making regional decisions regarding policy, budget, member services, public information and communication.**

**ARTICLE III--MEMBERSHIP**

**A. CLASSIFICATION AND ELIGIBILITY:** Election to and classification of membership in this Society shall be established as set forth in the Bylaws of the AAO.

**B. PRIVILEGES:** Only active, including life active, members in good standing shall be eligible to seek or hold office or other elective or appointive position in this So-

1 ciety, or to vote or otherwise participate in the selection of Society officials or the  
2 establishment of Society policies.

3  
4 **C. DUES AND ASSESSMENTS:**

- 5 1. **Payment:** All dues, application fees and assessments shall be payable in U.S.  
6 currency to the AAO as a portion of that organizations billing.  
7  
8 2. **Dues:** A proposal for a change in the amount of dues may be considered at  
9 any annual meeting of the Society or at any special meeting called for that  
10 purpose, provided that notice to the membership of the proposed dues  
11 change is given at least ninety (90) days prior to the date of the meeting at  
12 which it is to be considered.  
13  
14 ~~3.~~ **Assessments:** Assessments may be levied upon all dues-paying members of  
15 MASO. Upon recommendation of the Board of Directors, the Society's  
16 membership, by a three-fourths (3/4) vote of the legal votes cast, may levy  
17 an assessment on each active member. The recommendation shall state the  
18 purpose of the assessment, the categories of membership to be assessed,  
19 and the date payment of the assessment is due. The funds so obtained may  
20 be used only for the purpose for which the assessment is made. Any member  
21 failing to pay the assessment within ninety (90) days of the due date shall  
22 forfeit membership in this Society as provided for in these Bylaws. A rec-  
23 ommendation proposing an assessment can neither be considered nor  
24 adopted at the meeting of the membership at which it is introduced, except  
25 by a four-fifths (4/5) vote of the legal votes cast.  
26

27 **A. Powers and Duties**

- 28 1. **Powers:** The membership shall be the ultimate policymaking body of this So-  
29 ciety. It shall possess all the legislative powers necessary for the proper admin-  
30 istration of the affairs of this Society, including the power to place component  
31 organizations on probation, as described elsewhere in these Bylaws.  
32  
33 2. **Duties:** It shall be the duty of the membership to:  
34 a. Elect the Officers and Directors of this Society;  
35 and the Delegates to the AAO House of Delegates;  
36 b. Adopt an annual budget for this Society;  
37 c. Receive and act upon all appropriate reports submitted to it; and  
38 d. Perform such other duties as may be provided in these Bylaws or in the  
39 Bylaws of the AAO.  
40

41 **B. Meetings**

- 42 1. **Annual Session:** The membership shall meet at least once annually.  
43 The Secretary of this Society shall cause to be published in the official publica-  
44 tion of the Society an official notice with the time and place of each annual ses-  
45 sion at least thirty (30) days prior to the opening of such session.  
46  
47 2. **Special Session:** A special session of the membership shall be called by the  
48 President on a three-fourths (3/4) vote of the members of the Board of Direc-  
49 tors, or on the written request of more than one-third (1/3) of the number of  
50 the general membership. The time and place of the special session shall be de-  
51 termined by the President, provided the date selected shall be not more than

1 forty-five (45) days nor less than twenty (20) days after the date the request was  
2 received. The business of the special session shall be limited to that stated in  
3 the official call, except by unanimous consent.  
4

5 The Secretary of this Association shall send to each member an official notice of  
6 the time and place of each special session, along with a statement of the business  
7 to be considered, at least fifteen (15) days prior to the opening of such session.  
8

9 **3. Quorum:** Ten per cent (10%) of the active members of MASO registered, and  
10 in good standing, in attendance at a meeting shall constitute a quorum for the  
11 transaction of the business of MASO.  
12

13 **4. Order of Business:** The order of business shall be that order of business  
14 adopted by the membership.  
15

16 **5. Election Procedures:** The Secretary shall provide facilities for voting. If there  
17 is only one candidate for a position, the President may declare that candidate to  
18 be elected. If there is more than one candidate for a position, voting shall be by  
19 ballot with the majority of the legal votes cast being required to elect. In the  
20 event no candidate receives a majority of the legal votes cast, the candidate re-  
21 ceiving the fewest votes shall be removed from the ballot and balloting shall be  
22 resumed on the remaining candidates. This procedure shall be followed until  
23 one candidate receives a majority of the legal votes cast.  
24

#### 25 **ARTICLE IV--COMPONENT ORGANIZATIONS**

26

27 **A. COMPONENT JURISDICTIONS:** Within MASO, the following are the territorial  
28 jurisdictions in which component organizations are authorized to be formed:

- 29 1. The Commonwealth of Puerto Rico
- 30 2. The District of Columbia
- 31 3. The State of Delaware
- 32 4. The State of Maryland
- 33 5. The State of New Jersey
- 34 6. The Commonwealth of Pennsylvania, (east of the Alleghenies)
- 35 7. Upon obtaining sufficient membership, and upon petition to the AAO and  
36 this Society, a component is authorized to be formed in the U.S. Virgin Is-  
37 lands.  
38

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

- 41 1. **Governance:** Establish Bylaws, rules and regulations to govern its mem-  
42 bers provided that such Bylaws, rules and regulations do not conflict  
43 with or limit the Bylaws of MASO or those of the AAO and, to the extent  
44 that they do, they are null and void.
- 45 2. **Component Dues and Assessments:** Provide for its financial support by  
46 establishing any dues and assessments of the component organization.  
47 Such dues and assessments shall be in addition to any dues and assess-  
48 ments of this Society and/or the AAO.
- 49 3. **Meetings:** Hold a business meeting at least once each calendar year.
- 50 4. **Ethical Conduct:** All members are obligated to adhere to the AAO's Prin-  
51 ciples of Ethics.

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**ARTICLE V-BOARD OF DIRECTORS**

- A. The administrative body of MASO shall be known as the Board of Directors herein referred to as “the Board.”**
- B. COMPOSITION:** The Board of Directors of MASO shall consist of the following:
- 1. The President and the President-Elect.**
  - 2. Six (6) Directors one of whom shall serve as Secretary and one as Treasurer.**
  - 3. The Editor of the MASO Journal**
  - 4. The Immediate Past-President of MASO who shall be an ex-officio member without the privilege to vote.**
  - 5. The Trustee of MASO to the AAO, who shall be an ex-officio member, without the privilege to vote.**
  - 6. The Executive Director, who shall be an ex-officio member, without the privilege to vote.**
- C. QUALIFICATIONS:** The Board of Directors shall be composed of active, including life active, members of this Society in good standing.
- D. NOMINATION AND ELECTION:** A Director shall be nominated and elected by the Society’s membership at its annual session, and shall serve for a term of three years. A Director may be nominated and elected to serve one additional term of three years. The Secretary and Treasurer will be elected by the Board of Directors from those individuals currently serving on the Board.
- E. TERM OF OFFICE:** Two Directors, the Secretary and Treasurer, will serve as a Director for at least ~~two~~ one year before their election to the position of Secretary or Treasurer. The Secretary and Treasurer will continue in those positions until the completion of their term of service on the Board as a Director, or until their resignation or removal from office.
- F. OFFICERS:** The officers of the Board of Directors shall be the President of MASO, who shall serve as Chairperson and preside at all meetings of the Board of Directors; the President–Elect; the Secretary of MASO; and the Treasurer.
- G. VACANCY AND ABSENCE:** In the event of a vacancy on the Board, the Board shall have the power to appoint a successor to fill the position until the next annual meeting of this Society. At that time, a replacement to fill the position of Director will be elected by the general membership. The successor will assume the spot vacated in the line of succession if the vacancy occurs in the first year of the departing Director’s service. If the vacancy occurs in a subsequent year, the successor will take their place at the end of the line of succession. In the absence of the President, the office of the Chairperson shall be filled by the President-Elect or the Secretary, in that order. In their absence, a voting member of the Board shall be elected Chairperson *pro-tempore*.
- H. POWERS:** The Board of Directors shall be the managing body of this Society vested with the full power to conduct all business of the Society, subject to the

1 laws of the State of Ohio, the Laws of Incorporation, and these Bylaws. The  
2 Board of Directors shall have the power to:

- 3 1. Establish *ad-interim* policies when such policies are essential to the  
4 management of the Society, provided, however, that those policies are  
5 reported to the membership at or before the next meeting of the Society's  
6 membership.
- 7 2. Establish rules and regulations, consistent with these Bylaws, to govern  
8 its organization and procedure.
- 9 3. Elect an Editor for a term of three (3) years, whose duties shall be set  
10 forth in the Manual of Procedures, subject to the direction and policies  
11 established by the Board of Directors. There is no limit to the number of  
12 terms to which an Editor may be reelected. The Editor shall serve as a  
13 voting member of the Board of Directors and as Chair of the Communica-  
14 tions/Publications Committee.
- 15 4. Select nominees to the various AAO Councils.
- 16 5. Cause to be published in, or to be omitted from, any official publication  
17 of MASO, any material whole or in part.
- 18 6. Establish the time, place, and length of the annual session and, if neces-  
19 sary, cancel or change an annual session of MASO.
- 20 7. Create and appoint such special committees as may be necessary to ex-  
21 pedite the functions of MASO.
- 22 8. Direct the President to call a special session of MASO.
- 23 9. Act as an appellate body to approve, disapprove, or return for further  
24 study the recommendations of any committee.
- 25 10. Maintain and update the Manual of Procedures of MASO.
- 26 11. If deemed necessary, employ an Executive Director.
- 27 12. Perform those tasks and assignments given to it under these bylaws and  
28 as may be prescribed to it from time to time by the membership.
- 29 13. Review reports prior to their submission to the members and make rec-  
30 ommendations thereon to the membership.
- 31 14. Receive and consider the report and recommendations of committees.
- 32 15. Consider any change in the annual dues or membership fees, any as-  
33 sessment upon the members, or any special appropriation of funds from  
34 the treasury, and make its recommendations to the general membership  
35 of MASO for final action.

36  
37 **I. DUTIES OF ELECTED DIRECTORS:** The President shall appoint each of the  
38 elected Directors to serve in a liaison capacity to each of the standing MASO  
39 committees and AAO Councils.

40  
41 **J. MEETINGS:**

- 42 1. The Board shall meet twice at each annual session, and at such other times  
43 at the call of the President or upon notice of any four (4) Directors.
- 44 2. One-half (1/2) of the Board members with voting privileges shall constitute a  
45 quorum for the transaction of business.
- 46 3. Mail or Electronic Vote:
  - 47 a. During the interim between annual sessions of MASO, the Board may  
48 conduct its business by mail or electronically. If the majority of the  
49 voting members of the Board severally or collectively, consent to any  
50 action to be taken by the Board of Directors, such consent shall have





- c. Call special meetings of the Board or of the membership as provided in these bylaws.
  - d. Present an annual report to the membership.
  - e. Appoint annually the chairpersons of the Standing Committees and such other chairpersons as may be required.
  - f. Appoint a General Chairperson for the annual session.
  - g. Appoint members and/or chairpersons to fill vacancies on any committee until a successor is elected.
  - h. Appoint and create special committees or sub-committees.
  - i. Appoint Directors of the Board to specific liaison duties with committees or Councils.
  - j. Serve as the First Alternate Delegate of MASO to the AAO House of Delegates.
2. **PRESIDENT-ELECT:** It shall be the duty of the President-Elect to:
- a. Perform such duties as may be provided by these bylaws or as may be prescribed by the Board and as usually pertain to the office of President-Elect.
  - b. Serve as a member of the Executive Board.
  - c. Oversee implementation of the MASO Strategic Plan.
3. **SECRETARY/PARLIAMENTARIAN:** It shall be the duty of the Secretary to:
- a. Maintain the records of this Society and the Board.
  - b. Serve as a member and Secretary of the Board.
  - d. Perform such other duties as may be provided by these bylaws or as may be prescribed by the Board and usually pertain to the office of Secretary.
  - e. Serve as the Society parliamentarian.
  - f. Serve as chairperson of the Bylaws committee.
4. **TREASURER:** It shall be the duty of the Treasurer to:
- a. Be responsible for overseeing the collection, and disbursement of all monies, securities, etc., belonging to MASO and to hold or invest the same, subject to the direction of the Board.
  - b. Serve as a member of the Board.
  - c. Submit an annual report to the general membership of MASO.
  - d. To perform such other duties as may be provided by these bylaws or as may be prescribed by the Board and usually pertain to the office of Treasurer.
  - e. Serve as a member of the Budget Committee.
  - f. Serve as an ex-officio member of the Annual Session Committee.

**ARTICLE VII--DELEGATES AND ALTERNATES  
TO THE AAO HOUSE OF DELEGATES**

- A. **DELEGATES:** The number of Delegates from MASO to the AAO House of Delegates shall be determined by the AAO. Delegates shall serve for a term of two (2) years, and the procedure for their election shall be provided in the Manual of Procedures.
- B. **ALTERNATE DELEGATES:** Three (3) Alternate Delegates from MASO to the AAO House of Delegates shall be elected for a term of one (1) year, and the pro-

1       **cedure for their election shall be provided in the Manual of Procedures. The**  
2       **President of MASO shall serve as the first alternate delegate.**

- 3  
4   **C. CHAIRMAN OF THE DELEGATION: Within sixty (60) days of their election as**  
5   **Delegates to the AAO House, the delegation shall elect a Chairperson from**  
6   **among its members. The Chairperson shall have the authority to fill any vacan-**  
7   **cy in the delegation.**  
8  
9   **D. VACANCIES: If a Delegate is unable to attend a session of the House of Dele-**  
10   **gates of the AAO, the Alternate Delegate to replace said Delegate shall be ap-**  
11   **pointed by the Chairperson of the delegation, as prescribed in the Manual of**  
12   **Procedures.**  
13  
14   **E. TERM OF SERVICE: A Delegate shall not serve more than three (3) consecutive**  
15   **terms; and an Alternate Delegate shall not serve more than two consecutive**  
16   **terms before either being elected as a Delegate or removed from the delegation.**

17  
18                                   **ARTICLE VIII--TRUSTEE TO THE AAO**  
19

- 20   **A. ELECTION: The MASO Trustee to the AAO shall be elected as prescribed in the**  
21   **Bylaws of the AAO.**  
22  
23   **B. AUTHORIZATION: The Trustee to the AAO is authorized to represent MASO in**  
24   **all matters pertaining to its affairs coming before the Board of Trustees of the**  
25   **AAO. The Trustee shall follow the mandate of this Society on any matters as to**  
26   **which he or she is specifically instructed.**  
27  
28   **C. DUTIES:**  
29       **1. The Trustee shall make timely reports to the Board of MASO.**  
30       **2. The Trustee shall serve as an ex-officio member of the Board without the**  
31       **privilege to vote.**  
32  
33   **D. VACANCY: In the event of a vacancy in the office of Trustee, such vacancy shall**  
34   **be filled by appointment of the President of MASO until a new Trustee is elected**  
35   **at the next annual meeting of MASO for the unexpired term.**  
36  
37   **E. ABSENCE: In the event the Trustee from MASO is unable to attend a session of**  
38   **the Board of Trustees of the AAO, the President of MASO shall appoint a substi-**  
39   **tute Trustee to serve either for the entire session or until the Trustee shall be**  
40   **able to resume his or her duties. Should the President of MASO be unavailable,**  
41   **then the next available succeeding officer of MASO shall appoint the substitute**  
42   **Trustee.**

43  
44                                   **ARTICLE IX--STANDING COMMITTEES**  
45

- 46   **A. NAME: The Standing Committees of MASO shall be the following:**  
47       **1. Annual Session**  
48       **2. Annual Session Site Selection**  
49       **3. Communications/Publications**  
50       **4. Education and Research**  
51       **5. Finance Committee**

- 1           **6. Government Affairs**
- 2           **7. Member Services**
- 3           **8. Nominating**

4

5 **B. PURPOSE & AUTHORITY:** Committees of this society are advisory, study and

6 working bodies. Committee authority is limited to study and recommendation

7 within the organizational structure of the society. This includes the authority

8 to seek information pertinent to such studies from any source outside the soci-

9 ety within guidelines as may be established by the Board of Directors. No out-

10 side person may participate directly or by observation in any committee deliber-

11 erations without specific authorization from the Board of Directors. No com-

12 mittee or member of a committee may communicate with any outside person,

13 organization, or agency in such a way as to imply authority to represent the so-

14 ciety or present a society position without direction of the Executive Board.

15 The Board of Directors may assign other duties to committees of this Society.

16

17 **C. NOMINATION AND ELECTION:** Except for the Annual Session, Annual Session

18 Site Selection, Bylaws, and Finance committees, committee members shall be

19 elected by the membership. Nominations for all other committees shall be

20 made by the Nominating Committee. Additional nominations may be made

21 from the floor only at the time of the General Business meeting of an Annual

22 Session.

23

24 **D. SUB-COMMITTEES, SPECIAL COMMITTEES, CONSULTANTS, ADVISORS AND**

25 **SECRETARIES:**

- 26       **1. Sub-Committees:** The President of MASO may appoint, at the request of
- 27       a committee, sub-committees having those powers, duties and responsi-
- 28       bilities as may be required to assist the committees in carrying out their
- 29       duties.
- 30       **2. Special Committees:** The President of MASO may appoint special com-
- 31       mittees having those powers, duties and responsibilities as may be re-
- 32       quired to assist the Board in carrying out its duties.
- 33       **3. Consultants and Advisors:** With approval from the Board, Each commit-
- 34       tee shall have the authority to select consultants and advisors in con-
- 35       formity with the rules and regulations established by the Board.
- 36

37 **E. CHAIRPERSONS:** The senior member of the committee shall be its Chairper-

38 son, except for the following:

- 39       **1. The Editor**-shall serve as Chairperson of the Communica-
- 40       tions/Publications Committee.
- 41       **2. With the exception of the Communications/Publications Committee, the**
- 42       **chairperson of a standing committee may not serve more than three (3)**
- 43       **consecutive terms.**
- 44

45 **F. VACANCY:** In the event of vacancy in the membership of any committee, the

46 President shall appoint a member to fill such a vacancy until a successor is

47 elected. A successor shall be elected at the next annual session for the unex-

48 pired term. If the vacancy involves a chairperson, the President shall have the

49 power to appoint an interim chairperson.

50

51 **G. COMPOSITION AND FUNCTION:**

- 1 1. **Annual Session Committee:** This committee and its Chairperson shall be ap-  
2 pointed by the Director who is in line to be President of MASO in the year of  
3 the meeting. This Committee shall be responsible for the program and con-  
4 vention arrangements for MASO's annual session. Its actions should be in  
5 conformity with the Manual of Procedures. This committee shall make a re-  
6 port to the Board following the annual session.
- 7
- 8 2. **Annual Session Site Selection Committee:** This committee shall be com-  
9 posed of five (5) available immediate past General Chairpersons of the An-  
10 nual Session, and the Director who is in line to be President of MASO in the  
11 year of the meeting. At each succeeding annual session, one (1) member on-  
12 ly shall be confirmed for a term of five (5) years. The senior member shall  
13 serve as Chairperson in their last year on the committee. It shall be the pur-  
14 pose of this committee to recommend to the Board the dates and places for  
15 future annual sessions, derived from a list of potential sites supplied to the  
16 committee by the Executive Director of MASO, or a meeting coordinator, af-  
17 ter a complete review of the merits of each site.
- 18
- 19 3. **Education and Research Committee:** This committee shall be composed of  
20 three (3) members. At each succeeding annual session, one (1) member  
21 shall be elected for a term of three (3) years. The senior member shall serve  
22 as Chairperson in their last year on the committee, and shall Chair the an-  
23 nual continuing education seminar. The function of this committee shall be  
24 the development and promotion of educational programs for the members  
25 and auxiliary personnel, and encourage research by graduate orthodontic  
26 departments within MASO by awarding gifts and prizes for outstanding re-  
27 search contributions (such as the Kress Award) as outlined in the Manual of  
28 Procedures.
- 29
- 30 4. **Member Services: Committee:** This committee shall be composed of five (5)  
31 members. At each Annual Session, one (1) member shall be elected for a  
32 term of five (5) years.
- 33 a. This committee shall:
- 34 1) Coordinate the annual orientation session for new MASO mem-  
35 bers.
- 36 2) Develop, implement and sustain programs that will assist MASO  
37 orthodontic residents and MASO members with various aspects  
38 dealing with both the transition into and out of the practice of or-  
39 thodontics.
- 40
- 41 5. **Nominating Committee:** This committee shall be composed of eight (8)  
42 members. They shall be the immediate Past President of MASO, the next  
43 most immediate Past President available, and six (6) members, one from  
44 each MASO component. The President of each MASO component, or a de-  
45 signee of the component President, should be given preference for this posi-  
46 tion. If the immediate Past President of MASO and/or the next most imme-  
47 diate Past President cannot serve on the Nominating Committee for any rea-  
48 son, the MASO President shall appoint a former Past President of MASO to  
49 serve in their place. The Past President and next most immediate Past Pres-  
50 ident shall serve for a term of one year. The immediate Past President shall  
51 serve as Chairperson. As respective terms expire, this committee shall sub-

1 mit the names of nominees for President-Elect, Directors to the Board, and  
2 committee vacancies of MASO; in addition, nominees for Trustee, Delegates  
3 and Alternate Delegates to the AAO and a nominee for the Gerard A. Devlin  
4 Award as outlined in the Manual of Procedures. This report shall be re-  
5 ferred to the Board, and when approved, shall be published thirty (30) days  
6 prior to the annual session, and shall be presented at the first business  
7 meeting of the annual session.  
8

- 9 **6. Communications/Publications Committee:** This committee shall be com-  
10 posed of three (3) members and the MASO Editor who will serve as Chair-  
11 person. At each annual session, one (1) member shall be elected for a term  
12 of three years. This committee shall review and recommend methods of im-  
13 proving communication between the orthodontic specialty and (a) the gen-  
14 eral public, (b) dentists in general practice, (c) other dental specialties, (d)  
15 medical and allied professionals, and (e) within our own specialty. The  
16 committee will oversee all sources of information involving MASO through  
17 print or electronic media, including the internet.  
18
- 19 **7. Governmental Affairs Committee:** This committee shall be composed of six  
20 (6) members. At each annual session, two (2) members shall be elected for  
21 a term of three (3) years. Whenever possible the President or Legislative Af-  
22 fairs representative from each MASO component should be given preference  
23 for this position. One of the senior members of this committee shall be de-  
24 signated to serve as chairperson by the President of MASO. This committee  
25 shall review and report on any legislation affecting orthodontic care within  
26 the component jurisdictions of MASO.  
27
- 28 **8. Finance Committee:** The committee shall be composed of MASO's President,  
29 Treasurer, Immediate past-Treasurer, and the Executive Director who shall  
30 serve as an ex-officio member. The main duty of the committee is as an in-  
31 ternal audit committee to comply with the IRS requirements.  
32

33 **H. DUTIES:** The duties of Standing Committees, in addition to those stated in the  
34 MASO Bylaws, shall be contained in the Manual of Procedures. Each commit-  
35 tee Chairperson shall submit an annual written report to the Board.  
36

#### 37 **ARTICLE X--RESIGNATION AND REMOVAL**

- 38
- 39 **A. RESIGNATION:** Any elected official of this Society may resign at any time by  
40 giving written notification to the President or Secretary of this Society. Should  
41 the elected official in this capacity represent a component society or associa-  
42 tion, notification shall be made to that component of such action. Such resig-  
43 nation shall take effect at the time specified therein, or immediately, if no time  
44 is specified.  
45
- 46 **B. REMOVAL:** Any elected official, representing this Society, may be removed  
47 from his or her position for cause in accordance with the following procedures:  
48
- 49 **1. Members of the Board of Directors:** A member of the Board may be re-  
50 moved by the Board by a 2/3 vote of the legal votes cast, with the President  
51 casting a ballot on this issue provided he or she is not the subject of the re-



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

**H. ELECTIONS:**

1. When there is only one candidate for an office, such candidate may be declared elected by the presiding officer.
2. If there is a contest for any position, there shall be a written ballot for such position.
3. The order of balloting shall be:
  1. Officers
  2. Directors of the Board
  3. MASO Trustee to the AAO
  4. Delegates
  5. Alternate Delegates
  6. Elected members of Standing Committees
4. A majority affirmative vote shall be required for election. If this fails, a second ballot shall be taken, or if no candidate receives a majority of the votes cast on the first ballot, the two candidates receiving the greatest number of votes shall be voted on again. This Society shall take as many ballots as necessary for an election.

**I. ORDER OF BUSINESS:** The order of business of this Society shall be as follows:

**GENERAL MEMBERSHIP MEETING**

1. Call to Order
2. Invocation
3. Approval of Agenda (President)
4. Introduction of Guests (President)
5. Comments by AAO Guests/MASO Trustee
6. Approval of the Minutes (Secretary)
7. Necrology Report (Secretary)
8. Treasurer's Report/Budget: (Treasurer)
9. Presidential Address
10. Committee Reports:
  - a. Communications/Publications
  - b. Education and Research
  - c. Government Affairs
  - d. Member Services
  - e. Nominating: Presentation of the slate of candidates for office
11. Unfinished Business
12. New Business:
  - a. Approval of Bylaws changes (if any)
  - b. Election and Installation of Officers, Directors, Delegates, etc.
  - c. If applicable:
    1. Presentation of the Lifetime Achievement Award
    2. Presentation of Gerard A. Devlin Award





1 ties, costs or expenses are imposed or incurred and, in the event of such person's  
2 death, shall extend to such person's legal representatives.

3  
4 **ARTICLE XIV--PARLIAMENTARY AUTHORITY**

5  
6 Rules contained in the current edition of Sturgis, *Standard Code of Parliamentary*  
7 *Procedures* shall govern MASO in all questions not provided for in this Society's  
8 Charter, Bylaws, or Manual of Procedures.

9  
10  
11 **ARTICLE XV--AMENDMENTS**

12 **A. PROCEDURE:**

13 1. These Bylaws may be amended by a two-thirds (2/3) affirmative vote of the  
14 active members present and voting at any business meeting of MASO dur-  
15 ing an annual session, provided the proposed amendment(s) have been  
16 presented to this Society at a business meeting during a previous annual  
17 session and each active member in good standing has been informed either  
18 electronically, or through notification in the MASO Journal, a copy of the  
19 proposed amendment(s) at least thirty (30) days prior to the date of the  
20 annual session at which the amendment(s) are to be acted upon.

21  
22 2. Notwithstanding the foregoing, these Bylaws may be amended by a four-  
23 fifths (4/5) affirmative vote of the active members present and voting at any  
24 business meeting of MASO during an annual session.

25  
26 **B. AMENDMENTS RELATING TO DUES:** A proposal for an increase in dues may  
27 be considered at any annual session of the Society, or at any special meeting  
28 called for that purpose, provided that notice to the membership of the pro-  
29 posed dues increase is given at least ninety (90) days before the date of the  
30 meeting at which it is to be considered.

31  
32 **ARTICLE XVI--PRINCIPLES OF ETHICS**

33  
34 The Principles of Ethics and Code of Professional Conduct, adopted by the AAO,  
35 are hereby declared to be the measure of the conduct and responsibilities of the  
36 members of MASO in the practice of their profession. Every member of this Soci-  
37 ety shall adhere to these Principles of Ethics and Code of Professional Responsibili-  
38 ties (The AAO Bylaws, Article XVI).

39  
40 **ARTICLE XVII--DISCIPLINARY PROCEEDINGS**

41  
42 All ethics violations shall be handled in accordance with the AAO's Bylaws. Each  
43 member hereby agrees to and waives the right to hold this Society, its Officers,  
44 Trustee, Delegates, members and employees or any of its components organiza-  
45 tions or societies responsible for any damage, pecuniary or otherwise, as a result  
46 of disciplinary proceedings against any member.

47  
48 **ARTICLE XVIII--MANUAL OF PROCEDURES**

49  
50 Standing rules outlining the operations and requirements for all offices and com-  
51 mittees of MASO, as well as the duties and responsibilities of the Officers, Direc-

1 **tors, Chairpersons of all committees of MASO, MASO's Trustee to the AAO, Dele-**  
2 **gates and Alternate Delegates of the AAO, employees of MASO, plus all other du-**  
3 **ties and responsibilities not specified in these Bylaws, shall be set forth in a Manu-**  
4 **al of Procedures.**

5  
6 **Said manual shall be prepared, adopted, maintained and reviewed by the Board of**  
7 **Directors of MASO. The power to amend the Manual of Procedures shall be vested**  
8 **in the Board. Nothing in the Manual of Procedures shall conflict with the Bylaws**  
9 **of MASO.**

10