

BYLAWS

OF THE
SOUTHWESTERN
SOCIETY OF
ORTHODONTISTS

September 17, 2016

TABLE OF CONTENTS

ARTICLE I -- NAME AND TERRITORIAL JURISDICTION	4
ARTICLE II -- PURPOSES	
A. Purposes	4
ARTICLE III -- MEMBERSHIP	
A. Classification.....	4
B. Eligibility	4
C. Privileges.....	5
D. Dues and Assessments	5
E. Application, Election to Membership	6
ARTICLE IV -- COMPONENT ORGANIZATIONS	
A. Names and Territorial Jurisdiction	7
B. Powers and Duties	7
C. Membership.....	7
D. Classes of Membership	8
E. Principles of Ethics and Code of Professional Conduct	8
ARTICLE V -- BOARD OF DIRECTORS	
A. Composition	8
B. Component Directors	8
C. Powers and Duties	9
ARTICLE VI -- OFFICERS	
A. Title	10
B. Qualifications	10
C. Nomination and Election	10
D. Term of Office.....	10
E. Duties	11
ARTICLE VII -- DELEGATES TO THE AAO	11
ARTICLE VIII - TRUSTEE TO AAO	12
ARTICLE IX -- COMMITTEES	
A. Committees	12
B. Composition and Duties	12
1. Nominating Committee	12
2. Bylaws Committee.....	13
3. Membership, Ethics and Judicial Concerns Committee	13
4. Convention Planning Committee	13
5. Budget and Financial Committee	14
6. Dewey Award Committee	14
C. Special Committees	14
ARTICLE X -- RESIGNATION AND REMOVAL	
A. Resignation	14
B. Removal	14

ARTICLE XI -- MEETINGS	
A. Scientific Sessions	15
B. Business Meetings	15
ARTICLE XII -- FINANCES	
A. Fiscal Year	16
B. General Fund	16
C. Budget Preparation and Adoption	16
D. Auditing of Accounts	16
E. Surety Bond for Officers and Employees	16
ARTICLE XIII – INDEMNIFICATION	16
ARTICLE XIV -- RULES OF ORDER	16
ARTICLE XV – AMENDMENTS	17
ARTICLE XVI -- PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT.....	17
ARTICLE XVII -- DISCIPLINARY PROCEEDINGS	17
ARTICLE XVIII -- SEPARABILITY	17
ARTICLE XVIII – SEAL	17
INCORPORATION OF SOUTHWESTERN SOCIETY OF ORTHODONTISTS	18

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2
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**BYLAWS OF THE SOUTHWESTERN
SOCIETY OF ORTHODONTISTS**

ARTICLE I -- NAME AND TERRITORIAL JURISDICTION

The name of this organization shall be the Southwestern Society of Orthodontists, hereinafter referred to as “the Society” or “this Society.” This Society is recognized as a constituent of the American Association of Orthodontists, hereinafter referred to as the “Association.”

The Southwestern Society of Orthodontists was incorporated as a NOT for profit organization in the State of Kansas on September 5, 1950.

The territorial jurisdiction of this Society shall be comprised of members practicing in Kansas, Oklahoma, Texas, Arkansas, and that part of Louisiana west of the Mississippi River as defined by Article IV of the Society’s Bylaws.

ARTICLE II -- PURPOSES

A. **PURPOSES:** The purposes of this Society, consistent with the purposes of the American Association of Orthodontists, shall be:

1. To advance the art and science of orthodontics;
2. To encourage and sponsor research;
3. To strive to maintain the highest standards of excellence in orthodontic education and practice;
4. To make significant contributions to the health of the public; and
5. To promote good will among its members.

ARTICLE III -- MEMBERSHIP

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

1. Active (includes Active Academic and Active Life)
2. Affiliate
3. Academic (non-United States/Canada graduates)
4. Retired
5. Honorary

B. **ELIGIBILITY:**

1. The membership of this Society shall be comprised of orthodontists with their principal location of professional activities in the territorial jurisdiction of this Society. The eligibility requirements for active (includes Active Academic and Active Life), affiliate, academic (non-United States/Canada graduates), and retired members shall be those as specified in the Bylaws of the American Association of Orthodontists for the respective categories of membership.

- 1 2. Honorary Member: To be an honorary member of this Society an individual shall have
2 made outstanding contributions to the advancement of the art and science of
3 orthodontics. The name of any person to be considered for honorary membership shall
4 be presented in writing with a brief outline of the individual's accomplishments to the
5 Board of Directors, endorsed by at least five (5) active (includes Active Academic and
6 Active Life) members. Election will be by majority vote of the Board of Directors at any
7 regular or special meeting.

8
9 C. PRIVILEGES:

- 10
11 1. Except as set forth elsewhere in these **Bylaws** and policy statements of this Society, all
12 members shall be entitled to all services and privileges as may be provided by this
13 Society to the applicable classifications of membership.
14
15 2. Only active (includes Active Academic and Active Life) members in good standing shall
16 be eligible to seek or hold office or other elective or appointive position in this Society,
17 or to vote or otherwise participate in the selection of Society officials or the
18 establishment of Society policies.
19
20 3. Members under disciplinary sentence of suspension shall not be privileged to hold office
21 either elective or appointive, including delegate, or alternate delegate, to vote or
22 otherwise participate in the selection of Society officials.
23

24
25 D. DUES AND ASSESSMENTS:

- 26
27 1. Payment:
28
29 All dues, application fees, and assessments shall be payable in U.S. currency. All dues
30 shall be due and payable on June 1 of each year. Members failing to pay their annual
31 dues and assessments shall forfeit their membership as provided in these **Bylaws**.
32
33 2. Dues:
34
35 a. Active (includes Active Academic and Active Life) Members: The annual dues
36 for the first three years following completion of educational requirements shall
37 be one-half of the then current active membership dues in this Society; and dues
38 for all subsequent years shall be at the full active membership rate. The annual
39 dues for active members of this Society shall be \$100.00.
40
41 Academic Members: The annual dues for academic members which become
42 due during the first year following completion of educational requirements shall
43 be waived; dues which become due during the second, third, fourth, and fifth
44 years following completion of educational requirements shall be fifty percent
45 (50%) of the current active membership dues.
46
47 Life-active members shall be excused from the payment of future dues and
48 assessments.
49
50 b. Affiliate Members: The annual dues for affiliate members shall be \$100.00.
51
52 Life-affiliate members shall be excused from the payment of future dues and
53 assessments.
54

- 1 c. Academic members (non-United States/Canada graduates): The annual dues for
2 academic members (non-United States/Canada graduates) shall be the same as
3 affiliate membership dues.
4
- 5 d. Honorary and retired members shall be exempt from the payment of further
6 dues and assessments. They may receive publications of the American
7 Association of Orthodontists and this Society by request and pay the cost of the
8 publication. Such exemptions from payment of dues shall be effective on the
9 first day of January in the year following the acquisition of exempt status.
10
- 11 e. Written notice of a proposal for an increase in dues must be sent to each active
12 (includes Active Academic and Active Life) member at least thirty (30) days
13 prior to the regular annual session or special session at which a vote on the
14 proposal is taken.
15

16 3. Assessments:

17
18 Assessments may be levied upon all dues-paying members. An assessment shall be
19 proposed by the Board of Directors at ad interim, and approved by a two-thirds (2/3's)
20 vote of the voting members of the Society at the annual business meeting. Such
21 assessment shall not be deemed an increase in the dues, and shall apply only to the
22 particular year and purpose for which the same is adopted. The assessment shall be
23 collected by the Secretary-Treasurer and Executive Director.
24

25 4. Non-Payment of Dues and/or Assessments:

26
27 A member shall be suspended from active (includes Active Academic and Active Life)
28 or affiliate membership whose dues are not paid by December 31 of each year. Such
29 suspended member may be reinstated as provided in the Bylaws of the American
30 Association of Orthodontists.
31

32 5. Waivers:

- 33
- 34 a. Members may make application for a waiver of dues and/or assessments as
35 described in the Financial Policy of the American Association of Orthodontists.
36
- 37 b. Senior Limited Practice Waivers are limited to doctors with at least 30
38 cumulative years of membership (excluding student membership) and practice
39 no more than 350 hours per year.
40

41 E. APPLICATION:

42 1. Application:

43
44 Application for all classes of membership shall be made on the form prescribed by the
45 American Association of Orthodontists and submitted to the American Association of
46 Orthodontists.
47

48 2. Nondiscrimination:

49
50
51 Nothing contained in the **Bylaws** of the American Association of Orthodontists or this
52 Society shall be interpreted as being discriminatory when considering an applicant for
53 membership in the American Association of Orthodontists and this Society on the
54 grounds of color, religion, race, gender, age, national origin, political affiliation, or
55 physical disability.
56

1 3. Denial of Membership:

2
3 Nothing herein contained shall prevent the American Association of Orthodontists, at its
4 discretion, from denying membership in any classification, to any person who would not,
5 through his/her membership, contribute to the general welfare of the public, good of the
6 profession, or to the reputation of this Society.
7

8
9 **ARTICLE IV. COMPONENT ORGANIZATIONS**

10
11 A. NAMES AND TERRITORIAL JURISDICTION:

12 The names and territorial jurisdiction of the component organizations shall be:

- 13
14
15 1. Arkansas Association of Orthodontists
16 2. Kansas Association of Orthodontists
17 3. Louisiana Association of Orthodontists — that portion west of the Mississippi River.
18 4. Oklahoma Orthodontic Society
19 5. Texas Association of Orthodontists
20

21
22 B. POWERS AND DUTIES:

23 A component organization shall have the following powers and duties:

- 24
25
26 1. Governance: Provide for its governance through the establishment of bylaws, rules and
27 regulations, provided such bylaws, rules and regulations do not conflict with or limit the
28 **Bylaws** of this Society and the American Association of Orthodontists. To the extent
29 that they do so conflict with or limit those **Bylaws** they are void.
30
31 2. Component Dues and Assessments: Provide for its financial support by establishing any
32 dues and assessments of the component organization. Such dues and assessments shall
33 be in addition to any dues and assessments of the American Association of Orthodontists
34 and this Society.
35
36 3. Meetings: Hold a business meeting at least once each calendar year.
37
38 4. Legal Charter: Each component organization shall be registered as a not-for-profit
39 corporation with the secretary of state, commonwealth, district or province of its
40 jurisdiction and shall be a separate legal entity from this Society.
41

42 C. MEMBERSHIP:

- 43
44 1. The members of the component organization shall be members in good standing of the
45 American Association of Orthodontists and this Society.
46
47 2. Membership in the component organization shall be based upon the territorial
48 jurisdiction of the primary professional activities of the member.
49

1 D. CLASSES OF MEMBERSHIP:

2
3 The component organization may have the following classes of membership: active (includes
4 Active Academic and Active Life), affiliate, academic (non US/Canada) and retired. Component
5 organizations may also have a classification of non-resident without the right to vote, provided
6 that those members are active or affiliate members of another component organization. Only
7 active members (includes Active Academic and Active Life) shall have the privilege or voting and
8 holding office.
9

10 E. PRINCIPLES OF ETHICS and CODE OF PROFESSIONAL CONDUCT

11
12 The current Principles of Ethics and Code of Professional Conduct of the American Association of
13 Orthodontists shall constitute the principles of ethics of each component organization.
14

15
16 **ARTICLE V -- BOARD OF DIRECTORS**

17
18 A. COMPOSITION:

19
20 The Board of Directors shall consist of:

- 21
22 1. The four elective officers of the Society; President, President Elect, Vice President, and
23 Secretary-Treasurer.
24
25 2. The immediate living past president;
26
27 3. The Trustee of the American Association of Orthodontists;
28
29 4. The Eight Component Directors selected by their respective Component Organization.
30
31 5. Chairman of the Bylaws Committee, ex officio without a vote
32

33
34 B. COMPONENT DIRECTORS:

35
36 1. QUALIFICATIONS:

37
38 There shall be eight Component Directors serving on the Board of Directors; Four
39 directors from Texas and one director each from Arkansas, Kansas, Louisiana and
40 Oklahoma.
41

42 A Component Director shall be an active (includes Active Academic and Active Life)
43 member of this Association and a voting member of the Component Organization the
44 individual represents. Should the status of any Director change in regard to the preceding
45 qualifications during their term of office, that office shall be declared vacant and such
46 vacancy shall be filled as hereinafter provided.
47

48 2. NOMINATION AND ELECTION

49
50 A director shall be designated by their Component Organization in accordance with the
51 procedures of such organization. The Secretary of such organization shall promptly
52 report the naming of such Director(s) to the nominating committee of the SWSO. These
53 designated directors must run unopposed and be elected by the SWSO using its normal
54 election process.
55
56
57

1 3. TERM OF OFFICE

2
3 The term of office of a Director shall be three (3) years. The consecutive tenure of a
4 Director shall be limited to two (2) terms.

5
6 4. VACANCY AND ABSENCE

7
8 In the event of a vacancy in the office of a Component Director, such vacancy shall be
9 filled by the respective component organization designating, in accordance with the
10 procedures of such organization, to the Board of Directors the person to fill the unexpired
11 term. The Board of Directors shall otherwise act to elect the Director as provided in
12 Paragraph C.4. below.

13
14 If the respective Component does not perform its duties in presenting a Director because
15 of vacancy or absence, the Board of Directors of this Society shall be empowered to
16 appoint a Director, until such time that a new Director can be elected in accordance with
17 these Bylaws.

18
19 C. POWERS AND DUTIES:

- 20
21 1. The Board of Directors shall have the control, direction and general management of the
22 affairs, business and funds of this Society. Such control shall be only limited as provided
23 by the Bylaws of the Society, or by the action of the membership thereof taken at the
24 business meeting of the annual session or of a special session.

25
26 Legal notice of at least ten days must be given to all board members before consideration
27 and vote on any action involving the expenditure of more than \$7,500 unless all board
28 members present and voting agree to waive this provision. The Board of Directors may
29 transact business of the Society by electronic or U.S. Postal Service mail ballot of the
30 Directors by unanimous written consent.

- 31
32 2. The Board of Directors shall hold an ad interim meeting prior to the Annual Session of
33 the AAO. A regularly called Board Meeting shall be held at the Annual Session of the
34 Society. Special meetings may be held at the call of the President or at the request of
35 twenty percent (20%) of the voting membership of the Board. The location of such
36 meetings shall be designated by the President. All Directors must be provided at least
37 three (3) days notice of any special meeting.

- 38
39 3. The Board of Directors determines the time and place for the annual session and shall
40 have the additional power of changing the time and place of such session if said time and
41 place are impractical in the opinion of three-fourths (3/4) of the members of the Board.

- 42
43
44 4. The Board of Directors shall fill elective offices becoming vacant by reason of death,
45 removal, or resignation or absence of any office or committee member, except the office
46 of President Elect. If this office becomes vacant, the Board of Directors shall name a
47 successor to serve until the next annual session when the Society shall elect a successor,
48 who shall then become President for the following year. The successor so named by
49 the Board of Directors may succeed oneself.

- 50
51
52 5. The Board may hire an Executive Director whose duties shall be to carry out the details
53 of and assist the Secretary-Treasurer's office under the direction of the Secretary-
54 Treasurer, and perform other duties as may be designated by the Board of Directors of
55 the Society. The Executive Director shall be contracted or employed and be responsible
56 to the Board of Directors who shall fix the compensation and tenure of the office. The
57 Executive Director shall make an annual report to the Board of Directors.

58

- 1 6. The Board of Directors shall have such other and further powers and duties as may be
- 2 provided in these Bylaws.
- 3
- 4 7. The Board of Directors shall determine all policies of the Society. The Board may, by
- 5 majority vote, refer any policy question to the Society to be voted upon at a regular
- 6 meeting. Any decision of the Board may be rescinded by a majority vote of the members
- 7 present and voting at the general assembly business meeting.
- 8
- 9 8. The Board of Directors shall have the authority to make editorial changes to the Bylaws
- 10 without presentation to the general assembly.
- 11
- 12 9. A majority of the members of the Board of Directors shall constitute a quorum.
- 13

ARTICLE VI -- OFFICERS

A. TITLE:

The officers of this Society shall be the President, President Elect, Vice-President, and the Secretary-Treasurer.

B. QUALIFICATIONS:

Only an active (includes Active Academic and Active Life) member in good standing of this Society shall be eligible to serve as an officer.

C. NOMINATION AND ELECTION:

- 1. The Vice-President and Secretary-Treasurer shall succeed to the office of President-Elect and Vice President, respectively, automatically at the close of the Annual Session with Board approval.
- 2. The Nominating Committee shall present one name for Secretary-Treasurer, and Trustee to the American Association of Orthodontists when appropriate. The floor will then be declared open for additional nominations.

The order of election shall be Secretary-Treasurer, Component Directors and Trustee to the American Association of Orthodontists.
- 3. Secretary-Treasurer, Trustee, Delegates, and Alternate Delegates shall be elected by secret ballot if there are nominations from the floor as provided in the Bylaws. Election shall require a majority. In case 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.

D. TERM OF OFFICE:

The officers shall be installed at the annual session at which they were elected and serve for a term of one year or until their successors are elected.

1 E. DUTIES:

- 2
- 3 1. The President shall preside at all meetings of the Society and of the Board of Directors;
- 4 shall call a special session of the Society on the written request of twenty percent (20%)
- 5 of the active (includes Active Academic and Active Life) members in good standing;
- 6 shall be an advisory member of all committees and shall appoint all committee members
- 7 not otherwise provided for, and shall designate the chairman thereof except as other
- 8 provisions may be made for the selection thereof; shall sign all official documents
- 9 requiring his/her signature, and shall perform such other duties as usually pertain to this
- 10 office, and such duties as may be required by the Board of Directors; shall deliver an
- 11 address before the Society at the annual session.
- 12
- 13 2. The President Elect shall assist the President in the performance of his/her duties, and
- 14 shall be an advisory member of all committees; shall succeed to the office of the
- 15 President at the last business meeting of the Society at its annual session subsequent to
- 16 his/her election; in the event the office of President becomes vacant, the President Elect
- 17 shall succeed to the office of President for the unexpired portion of the term, as well as
- 18 for the full term which he/she would automatically assume; shall serve as Chairman of
- 19 the Nominating Committee.
- 20
- 21 3. The Vice-President shall assist the President as requested.
- 22
- 23 4. The Secretary-Treasurer shall be responsible for all records of the Society and of the
- 24 Board of Directors and shall direct the preparation of the minutes of the Society and the
- 25 Board. The minutes shall be approved by the elected officers and distributed to the Board
- 26 of Directors within sixty (60) days. He/she shall be the custodian of all funds and
- 27 securities and shall make a report concerning finances and membership to the annual
- 28 session business meeting. All funds and securities of the Society shall be held under the
- 29 supervision or direction of the Secretary-Treasurer. The Secretary-Treasurer shall be a
- 30 Chair of the Budget and Finance Committee.

31 The books shall be audited by a certified public accountant at the close of the fiscal year.

32

33

34 F. VACANCIES:

- 35
- 36 1. In the event the office of President becomes vacant, the President-Elect shall succeed to
- 37 the office of President for the remainder of the term, as well as for the full term to which
- 38 elected.
- 39
- 40 2. Vacancies in the office of Vice President or Secretary-Treasurer shall be appointed by
- 41 the Board of Directors to complete the unexpired term.
- 42
- 43

44 **ARTICLE VII -- DELEGATES TO THE AAO**

45

46

47

48 A. DELEGATES

49

50 Delegates to the House of Delegates of the American Association of Orthodontists shall be elected

51 by the membership to serve three (3) year terms. One-third of the total delegation will be elected

52 each year. At the discretion of the Board of Directors, additional or fewer delegates may be

53 elected in any given year in order to approximate this one-third ratio. Similarly, the number of

54 delegates may vary in order to adjust the total number of delegates necessary to meet the

55 occasional changes in delegation size mandated by the American Association of Orthodontists

56 House of Delegates. In the event a delegate is unable to serve for any reason, the President shall

57 appoint an alternate delegate to serve as an interim member until the regular annual meeting, at

58 which time a replacement delegate shall be elected by the membership. The delegates shall

1 represent the Society in the House of Delegates of the American Association of Orthodontists as
 2 provided by the Bylaws of the American Association of Orthodontists. Delegates shall be
 3 advisory members of the Board of Directors of this Society. Delegates and alternate delegates may
 4 serve successive terms within the limits of the AAO.

5
 6 **B. ALTERNATE DELEGATES**

7
 8 There shall be three alternate delegates. The President of this Society shall serve as one alternate.
 9 The other two alternate delegates shall be elected by the membership to serve for a term of one
 10 year. In the event the President is already serving as an elected delegate, the nominating
 11 committee will nominate three alternate delegates to serve a term of one year and submit those
 12 nominations to the General Membership for election at the annual meeting. In the event an
 13 alternate delegate is unable to serve for any reason, the President shall appoint an interim alternate
 14 delegate to serve until the regular annual meeting.

15
 16
 17 **ARTICLE VIII -- TRUSTEE TO AAO**

18
 19 A Trustee shall be elected by the membership for term of two (2) years to represent the Society on the
 20 Board of Trustees of the American Association of Orthodontists as provided in the Bylaws of the American
 21 Association of Orthodontists. The consecutive tenure of a Trustee shall be limited to eight (8) years. In the
 22 event a Trustee is unable to serve for any reason, the President shall appoint a substitute Trustee to serve
 23 until the annual session, at which time a replacement Trustee shall be elected by the membership.

24
 25 A Trustee-Elect shall be elected by the membership in the year preceding the election of the sitting Trustee
 26 to the office of AAO President Elect.

27
 28 Nomination and election shall take place in the manner as prescribed for officers in Article VI.

29
 30
 31 **ARTICLE IX -- COMMITTEES**

32
 33 **A. COMMITTEES:**

34
 35 There shall be the following standing committees:

- 36 a. Nominating Committee
- 37 b. Bylaws Committee
- 38 c. Membership Committee
- 39 d. Convention Planning Committee
- 40 e. Budget and Finance Committee
- 41 f. Dewey Award Committee

42
 43 **B. COMPOSITION AND DUTIES**

- 44
 45 1. **NOMINATING COMMITTEE:** Shall be composed of five (5) members. They shall be
 46 the President Elect, the immediate Past-President, and three (3) members elected
 47 annually by the membership for a term of one year. The elected members shall not be
 48 eligible to serve two consecutive terms. The President Elect shall serve as Chairperson.
 49 Its duties shall be:

- 50
 51 a. Present one name for each elective office and position to the Society for its
 52 action.
 - 53
 54 b. Solicit suggestions and make nominations for special awards, excluding the
 55 Dewey Award.
- 56

- 1 c. The report of the Nominating Committee shall be presented to the membership
2 by mail not less than thirty (30) days before the business meeting of the annual
3 session of the Society.
4
- 5 2. BYLAWS COMMITTEE: Shall be a committee of the Board of Directors consisting of
6 a minimum of two and a maximum of four members appointed by the President to serve
7 for a term of two (2) years and may serve consecutive terms. The duties of the Bylaws
8 Committee shall be:
9
 - 10 a. To review the provisions of the Bylaws in order to keep them consistent with
11 the policies of the Society and that of the American Association of
12 Orthodontists, and prepare appropriate amendments or revisions for approval by
13 the general membership.
14
 - 15 b. To recommend editorial corrections and/or amendments to the Board of
16 Directors.
17
 - 18 c. Chair shall serve on the Board of Directors, ex officio without a vote.
19
- 20
21 3. MEMBERSHIP COMMITTEE: Shall be composed of six (6) members, two (2) to be
22 appointed annually by the President, one of which must have not been in practice of
23 orthodontics more than ten (10) years when appointed. The term of appointment shall be
24 for three (3) years. Its duties shall be:
25
 - 26 a. To contact members who are delinquent in assessment or dues payments in
27 order to verify that written communications have been received and that the
28 delinquent member understands said membership will terminate automatically
29 should payment not be made by a specified time.
30
 - 31 b. To receive complaints, accusations, and charges and refer to the American
32 Association of Orthodontists.
33
- 34 4. CONVENTION PLANNING COMMITTEE: These members and the chairpersons shall
35 be appointed by the President Elect. Its duties shall be:
36
 - 37 a. To develop, plan and execute the annual session.
38
 - 39 b. The Chairpersons shall prepare the budget for the annual meeting. This budget
40 shall be distributed to the Board of Directors ten days prior to the annual session
41 Board meeting. The meeting budget shall be approved by the Board of
42 Directors.
43

- 1 5. BUDGET AND FINANCIAL COMMITTEE: Shall consist of the Secretary-Treasurer
2 as the Chairperson, the President Elect, and one (1) additional member to be appointed
3 by the President for a term of one (1) year. Its duties shall be:
4
5 a. To prepare the annual budget for the succeeding fiscal year, and distribute it to
6 the Board of Directors ten days prior to the Annual Session Board meeting for
7 the Board's consideration, amendment, and approval at that meeting.
8
9 b. To receive all requests for funds not provided for in the approved budget from
10 any council or committee and to recommend action to the Board of Directors
11 concerning the same.
12
13 6. DEWEY AWARD COMMITTEE. The Committee shall consist of three (3) members, of
14 which at least one shall be a Past President, appointed annually by the President-Elect.
15 Its duties shall be:
16
17 a. To become familiar with the purpose of the Martin Dewey Award.
18
19 b. To select the annual recipient of the Dewey award and arrange for appropriate
20 publicity and for preparation and presentation of the plaque.
21
22 c. Notify recipient of selection and related policies and choose presenter.
23
24 C. SPECIAL COMMITTEES: The President, with the consent of the Board of Directors, may
25 appoint committees to perform duties not otherwise assigned by these **Bylaws**. The authority for
26 the appointment of members of a Special Committee and their numbers shall be set forth in the
27 resolution creating such committee.
28
29

30 **ARTICLE X - RESIGNATION AND REMOVAL**

31 A. RESIGNATION

32 Any elected official may resign at any time by giving written notification to the President or the
33 Secretary-Treasurer of this Society. Such resignation shall take effect at the time specified therein,
34 or immediately, if no time is specified.
35
36
37

38 B. REMOVAL

39 Any elected official or representative may be removed from his/her position for cause by the
40 Board of Directors by a 2/3 vote of the legal votes cast. The member being voted upon shall be
41 prohibited from voting on the issue. This decision may be appealed to the General Assembly and
42 if so appealed, shall be considered at the next duly scheduled meeting of the General Assembly. A
43 2/3 vote of the legal votes cast by the General Assembly shall be required to reverse the action
44 taken by the Board of Directors.
45
46

ARTICLE XI -- MEETINGS

A. SCIENTIFIC SESSIONS

1. PURPOSE:

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

2. TIME AND PLACE:

The Society shall hold a scientific session annually at a time and place selected by the Board of Directors. The Board of Directors shall have the power to change the time and place of the scientific session, or to cancel same in the event of extraordinary emergency.

3. MANAGEMENT AND GENERAL ARRANGEMENTS:

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

4. TRADE EXHIBITS:

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

5. ADMISSION:

Admission to meetings of the scientific sessions shall be limited to members of this Society who are in good standing, and to others admitted in accordance with the rules and regulations established by the Board of Directors. The Board of Directors shall have the authority to determine registration fees for non-members and guests.

B. BUSINESS MEETINGS:

1. Annual Meeting. The General Assembly shall meet at least once annually. The Secretary-Treasurer of this Society shall cause to be published an official notice with the time and place of each annual meeting.

2. Special Meeting. A special meeting of the General Assembly shall be called by the President on the written request of more than 20% of the active (includes Active Academic and Active Life) members in good standing. The time and place of the special meeting shall be determined by the President, provided the date selected shall not be more than forty-five (45) days nor less than twenty (20) days after the date the request was received. The business of the special meeting shall be limited to that stated in the official call, except by unanimous consent.

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

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

ARTICLE XII -- FINANCES

A. FISCAL YEAR:

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

B. GENERAL FUND:

This fund shall be used to meet all expenses incurred by this Society not otherwise provided for in these **Bylaws**. The General Fund may be divided into operating and reserve divisions at the discretion of the Board of Directors.

C. BUDGET PREPARATION AND ADOPTION:

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

D. AUDITING OF ACCOUNTS:

All accounts of this Society shall be reviewed annually by the Budget and Finance Committee and reported to the Board with a formal review annually by an independent certified accountant. An audit shall be performed by an independent certified accountant at least every five (5) years.

E. SURETY BOND FOR OFFICERS AND EMPLOYEES:

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

ARTICLE XIII -- INDEMNIFICATION

This Society shall indemnify to the full extent authorized or permitted by the Corporation Law of the State of Kansas any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he/she is or was a Director, officer, employee, Executive Director, or a member elected or appointed to any position of responsibility and working within this Society.

ARTICLE XIV -- RULES OF ORDER

A. Policies may be adopted, amended, or rescinded without previous notice by a two-thirds vote of the members of the Board of Directors present and voting or a two-thirds vote of the members present and voting at the general assembly meeting. With previous notice, policies may be adopted, amended or rescinded by a majority vote of the members present and voting at the meeting of the Board of Directors or general assembly business meeting.

B. The current edition of The Standard Code of Parliamentary Procedure shall govern all procedures and shall be used to decide all points of order not otherwise provided by these Bylaws and not in conflict with the Standing Rules and Reports or Bylaws.

1 **ARTICLE XV -- AMENDMENTS**

- 2
- 3 A. Provided a proposed amendment has been mailed to all active (includes Active Academic and
- 4 Active Life) members at least thirty (30) days in advance or has been presented to the membership
- 5 of the Society at a previous annual or special session, these Bylaws may be amended by a two-
- 6 thirds (2/3) vote of the members present. These Bylaws may also be amended by a three-fourths
- 7 (3/4) vote of the members present and voting at any annual meeting without notice.
- 8
- 9

10 **ARTICLE XVI -- PRINCIPLES OF ETHICS & CODE OF PROFESSIONAL CONDUCT**

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12 The current Principles of Ethics and Code of Professional Conduct adopted by the American Association of

13 Orthodontists is hereby declared to be the measure of conduct and responsibilities of the members of this

14 Society in the practice of their profession.

15

16 **ARTICLE XVII -- DISCIPLINARY PROCEEDINGS**

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- 18 A. Disciplinary proceedings are as outlined in the Bylaws of the American Association of
- 19 Orthodontists.
- 20
- 21

22 **ARTICLE XVIII -- SEPARABILITY**

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24 If a court of competent jurisdiction shall adjudge to be invalid or unconstitutional any clause, sentence,

25 paragraph, or part of these Bylaws, such judgment or decree shall not affect, impair, invalidate or nullify

26 the remainder of such Bylaws, but the effect thereof shall be confined to the clause, sentence, paragraph or

27 part so adjudged to be invalid or unconstitutional.

28

29

30 **ARTICLE XIX -- SEAL**

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32 Both a corporate and ornamental seal shall be recognized as official within this Society.

33

34 A. **CORPORATE SEAL:**

35

36 This shall be employed as an evidence of incorporation on any official document requiring such

37 evidence and shall be used only at the direction of the Board of Directors.

38

39 B. **ORNAMENTAL SEAL:**

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41 This seal shall be the registered trademark logo of the American Association of Orthodontists.

42 This seal is to be used as directed and approved by the Board of Trustees of the American

43 Association of Orthodontists.

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1 **INCORPORATION**

2 **OF**

3 **SOUTHWESTERN SOCIETY OF ORTHODONTISTS**

4
5 THE SOUTHWESTERN SOCIETY OF ORTHODONTISTS was incorporated as a NOT for
6 profit corporation in the State of Kansas on September 5, 1950. The term for which this corporation is to
7 exist is perpetual.
8

9
10 ``This Corporation is organized NOT for profit and the objects and purposes to be transacted and
11 carried on are:

12 To bring the Orthodontists of Kansas, Texas, Oklahoma, Arkansas,
13 and Louisiana West of the Mississippi into one organization for the
14 advancement of the science and art of Orthodontics;

15 For encouraging and sponsoring research in the field of Orthodontics;

16 For attaining higher standards of excellence in Orthodontic
17 instructions;

18 For contributing to dental health service; and

19 For promoting fraternal relationships among its members.

20
21 The number of directors shall not be less than ten (10) nor more than twenty (20) as the
22 stockholders may from time to time determine."
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