

**BYLAWS OF THE ILLINOIS SOCIETY OF ORTHODONTISTS**  
**COMPONENT OF THE MIDWESTERN SOCIETY OF ORTHODONTISTS**  
*REVISION APPROVED OCTOBER 2, 2017*

**ARTICLE I - NAME AND TERRITORIAL JURISDICTION**

- A. **NAME:** The name of this organization shall be the Illinois Society of Orthodontists, hereinafter referred to as "the Society" or "this Society". This Society is recognized as a component of the Midwestern Society of Orthodontists, hereinafter referred to as "the Constituent," which is recognized as a constituent organization of the American Association of Orthodontists, hereinafter referred to as "the AAO."
- B. **INCORPORATION:** This Society is a nonprofit corporation organized under the laws of the State of Illinois. 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 Society, its surplus funds and properties shall be used for orthodontic or dental purposes in education or research fields, as the then governing body of the Society may determine.
- C. **JURISDICTION:** The territorial jurisdiction of this Society shall be comprised of members practicing in the State of Illinois.

**ARTICLE II - PURPOSES**

The purposes of this Society, consistent with the purposes of the Constituent and the AAO, shall be:

- A. To advance the art and science of orthodontics;
- B. To encourage and sponsor research;
- C. To strive for and maintain the highest standards of excellence in orthodontic education and practice; and
- D. To make significant contributions to the health of the public.

**ARTICLE III - MEMBERSHIP**

- A. **CLASSIFICATION:** The members of this Society shall be classified as specified in the Bylaws of the American Association of Orthodontists.
- B. **ELIGIBILITY:**
- 1. The members of this Society shall be members in good standing of the AAO and the Constituent.
  - 2. The membership of this Society shall be comprised of orthodontists with their principal location of professional activities in the territorial jurisdiction of this Society, except as otherwise provided below. The eligibility requirements shall be those as specified in the Bylaws of the American Association of Orthodontists for the respective categories of membership.
- C. **PRIVILEGES:**
- 1. Except as set forth elsewhere in these Bylaws and policy statements of this Society, all members shall be entitled to all services and privileges as may be provided by this Society to the applicable classifications of membership.
  - 2. Only active members in good standing shall be eligible to seek or hold office or other elective or appointive position in this Society, or to vote or otherwise participate in the selection of Society officials or the establishment of Society policies.
- D. **DUES AND ASSESSMENTS:**
- 1. **Payment:** All dues and assessments for this Association shall be determined by Board of Directors and approved by the General Assembly of this Association. All dues, application fees, and assessments shall be payable in U.S. currency. All dues and assessments shall be due and payable as invoiced by the American Association of Orthodontists. Members failing to pay their annual dues and assessments shall forfeit their membership as provided in these Bylaws.
  - 2. **Dues:** Adjustments to dues for various categories of membership shall mirror those specified in the Bylaws for the American Association of Orthodontists.
  - 3. **Assessments:** Adjustments to assessments for various categories of membership shall mirror those specified in the Bylaws for the American Association of Orthodontists.

Upon recommendation of the Board of Directors, the General Assembly by a three-fourths (3/4) vote of the legal votes cast, may levy an assessment on each active member. The recommendation shall state the purpose of the assessment, the categories of membership to be assessed, and the date payment of the assessment is due. The funds so obtained may be used only for the purpose for which the assessment is made. Any member failing to pay the assessment within ninety (90) days of the due date shall forfeit membership in this Society. A recommendation proposing an assessment can neither be considered nor adopted at the annual meeting of the General Assembly at which it is introduced, except by a four-fifths (4/5) vote of the legal votes cast.

4. Waiver:

Members may make application for a waiver of dues and/or assessments.

5. Non-Payment of Dues and/or Assessments: The membership of those individuals whose dues and/or assessments for the current year have not been received shall be terminated per the provisions of the American Association of Orthodontists. An individual whose membership has been terminated in accordance with this section may gain reinstatement by complying with the provisions of the American Association of Orthodontists.

E. APPLICATION, ELECTION TO MEMBERSHIP AND REAPPLICATION:

1. Application: Application for all classes of membership shall be made on the form prescribed by the American Association of Orthodontists. Applications for membership shall be submitted as specified in the Bylaws of the American Association of Orthodontists to the American Association of Orthodontists.
2. Election: Election to membership is by the American Association of Orthodontists, which confers membership in the component society in which the principal location of professional activities is located. Under extenuating circumstances, an applicant for active membership may be deemed to be a member of this Society other than that in which the applicant practices or primarily resides upon approval of the American Association of Orthodontists Board of Trustees in consultation with this Society. Approval of such membership may be denied for any of the reasons set forth in these Bylaws or solely on the grounds that the applicant does not practice or primarily reside within the territorial jurisdiction of this Society.
3. Nondiscrimination: Nothing contained in the Bylaws of the American Association of Orthodontists or this Society shall operate against eligibility for membership in this Society on the grounds of color, religion, race, sex, age, national origin, political affiliation, or physical disability.
4. Reapplication: Any applicant for membership whose application is denied may reapply one year following the date on which said rejection becomes final. Should this second application be denied, said applicant may file a final reapplication two years after the date on which the rejection of the second application becomes final. Each such reapplication shall be considered as an initial application.
5. Denial and Review of Membership: Nothing herein contained shall prevent the American Association of Orthodontists through its Council on Membership, Ethics and Judicial Concerns from denying or terminating the membership in any classification, on its own volition and at its discretion to any person who fails to satisfy the requirements for membership, or who would not, through his/her membership, contribute to the general welfare of the public, good of the profession, or to the reputation of American Association of Orthodontists or this Society. Notwithstanding the forgoing, any applicant whose application for membership is denied by the American Association of Orthodontists may appeal to that decision to such Council. The Council shall utilize the procedures set forth in their bylaws in considering all such appeals and/or terminating the membership of any member of the American Association of Orthodontists and this Society. The decision by this Council shall be final with no right of appeal.
6. Determination of Qualifications: Nothing herein contained shall prevent the American Association of Orthodontists, in its sole discretion and on its own volition or in conjunction with this Society, from conducting an investigation of any matter prior to or after membership in any category has been granted, which it considers necessary for determining the qualifications of any applicant for membership in any classification.
7. Relocation from one Jurisdiction to Another: To retain membership in this Society, a member who moves his/her principal practice location or primary residence into the geographical region of another constituent or component society must make timely reapplication to the American Association of Orthodontists in order to maintain continuity of membership; provided, that, retired members who move to the geographical territory of a different constituent or component society may elect to make such reapplication or maintain their membership in their previous constituent or component society. The American Association of Orthodontists may, in its sole discretion, waive any or all application requirements for persons transferring from another constituent or component society.
8. Reclassification The American Association of Orthodontists reserves the right to reclassify members as a result of any change in the status or type of the practice of such a member.

#### **ARTICLE IV - BOARD OF DIRECTORS**

- A. **COMPOSITION:** The Board of Directors shall consist of the President, President-Elect, Vice-President, Secretary-Treasurer, Director to the Midwestern Society of Orthodontists, Immediate Past President and six trustees nominated by the Board of Directors and elected by the membership.
- B. **QUALIFICATIONS:** A Director shall be an active member of this Society. Should the status of any Director change in regard to the preceding qualifications during his/her term of office, that office shall be declared vacant and such vacancy shall be filled as hereinafter provided.
- C. **NOMINATION AND ELECTION:** The nominating committee shall present its recommendations to the Board of Directors for approval prior to release to the membership at least 21 days prior to election. Additional nominations may be made from the floor at the annual meeting.
- D. **TERM OF OFFICE:** The term of office of a Director shall be two (2) years. The consecutive tenure of a Director shall be limited to eight (8) years.
- E. **VACANCY AND ABSENCE:** In the event of a vacancy in the office of Director, the President shall appoint an active member to fill such vacancy until a successor is elected. A successor shall be elected at the ensuing session of the General Assembly for the remainder of the unexpired term.
- F. **OFFICERS:** The officers of the Board of Directors shall be the President, the President-Elect, the Vice-President, the Secretary-Treasurer and the Immediate Past President.

In the absence of the President, the office of Chair shall be filled by the President-Elect and, in his/her absence, a voting member of the Board shall be elected Chair pro tem. In the absence of the Secretary, the Chair shall appoint a Secretary pro tem.

G. **POWERS AND DUTIES:**

1. **POWERS:** The Board of Directors shall be the managing body of the Society, vested with full power to conduct all business of the Society, subject to the laws of the State of Illinois, the Articles of Incorporation, the Bylaws and the mandates of the General Assembly. The Board of Directors shall have the power to:
  - a. Establish rules and regulations not inconsistent with these Bylaws to govern its organization and procedure.
  - b. Direct the President to call a special session of the General Assembly as provided in these Bylaws.
  - c. Exercise full discretion in effecting publication in, or omission from, any official publication of the Society, in whole or part.
  - d. Establish ad interim policies, including the disbursement of unbudgeted funds, when the General Assembly is not in session and when such policies are essential to the management of the Society; provided, however, that all such policies or disbursements must be presented for review at the next meeting of the General assembly.
  - e. Establish an Executive Committee composed of five members: The President, the President-Elect, the Vice-President, the Secretary-Treasurer and the Immediate Past President. This Committee shall have the power to act for the full Board of Directors in the interim between sessions of the Board, and it shall report such actions to the Board at its next meeting.
  - f. Employ an Executive Secretary.
  - g. Appoint consultants whenever necessary.

2. **DUTIES:**

It shall be the duty of the Board of Directors to:

- a. Provide for the maintenance and supervision of all of the real and personal property owned or operated by the Society.
- b. Appoint a representative on the constituent communication and membership committees.
- c. Determine the time and place for convening each business and scientific meeting of the Society and to provide for the management and general arrangements for such meetings.
- d. Cause to be bonded by a surety company all officers and employees of the Society entrusted with Society funds.
- e. Cause all accounts of this Society to be reviewed by an independent certified public accountant at least once a year.
- f. Prepare a budget for carrying on the activities of this Society for each ensuing fiscal year.
- g. Appoint annually the Chair of each Committee.
- h. Review the reports of the committees of the Society. When appropriate make recommendations concerning such reports to the General Assembly.
- i. Perform such other duties as may be prescribed by these Bylaws.

H. MEETINGS:

1. Regular Meetings: The Board of Directors shall hold a minimum of one regular meeting each year.
  2. Special Meetings:
    - a. The Chair may call a special meeting of the Board at any time. The Chair shall call a special meeting at the request of five (5) voting members of the Board. All special meetings shall require a minimum of five (5) days' notice to each member of the Board unless waived by unanimous consent. The business of special meetings shall be limited to that stated in the official call unless waived by unanimous consent.
    - b. Special Meetings via Electronic Media: The members of the Board of Directors may participate in and act at a meeting of the Board of Directors called by the Chair on matters of the Society requiring immediate attention through the use of conferences via telephone and/or other communications equipment. These meetings shall be recorded and made a part of the action of the Board of Directors.
  3. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.
- I. MAIL VOTE: Through the use of unanimous written consent, the Board of Directors or any committee of the Board of Directors may take any action without convening a meeting. The consent to the action taken must be in writing, must set forth the action so taken, and must be executed by each member of the Board of Directors or the committee taking the action.

**ARTICLE V - OFFICERS**

- A. TITLE: The officers of this Society shall be the President, the President-Elect, the Vice-President, the Secretary-Treasurer and the Immediate Past President.
- B. Only an active member in good standing of this Society shall be eligible to serve as an officer.
- C. NOMINATION AND ELECTION:
1. Nominating Committee: There shall be a Nominating Committee composed of the two most immediate Past Presidents and the current President-Elect. The immediate past president shall serve as Chair of this Committee. This Committee shall present nominations for the offices of President-Elect, Vice President, Secretary-Treasurer, and for each vacancy to be filled on the Board of Directors, to the Board of Directors. These nominations shall be posted for active members at least 21 days prior to election. Other nominations for these offices may be made from the floor.
- D. TERM OF OFFICE: The officers shall serve for a term of one year or until their successors are elected.
- E. VACANCIES: In the event the office of President becomes vacant, the President-Elect shall succeed to the office of President for the unexpired portion of the term as well as for the full term which he/she would automatically assume according to these Bylaws. A vacancy in the office of President-Elect, Vice-President or Secretary-Treasurer shall be filled by the Board of Directors, provided that any person so appointed shall not automatically succeed to any other office by reason of his/her appointment to fill such vacancy.
- In the event of a vacancy occurring in the office of President-Elect, the office of President for the ensuing year shall be filled by election of the General Assembly. In event of a vacancy occurring in the office of Vice-President, the office of President-Elect for the ensuing year shall be filled by election of the General Assembly. In the event of a vacancy occurring in the office of Secretary-Treasurer, the office of Vice-President for the ensuing year shall be filled by election of the General Assembly.
- F. DUTIES:
1. President: It shall be the duty of the President to preside at all meetings and to serve as an official representative of this Society in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objects and policies of this Society, to serve as Chair of the Board of Directors, to submit an annual report to the General Assembly, and to perform such other duties as provided in these Bylaws or as may be prescribed by the General Assembly or the Board of Directors and as usually appertain to the office of President.
  2. President-Elect: It shall be the duty of the President-Elect to assume the duties of the President in case of absence or incapacity and to perform such other duties as may be provided in these Bylaws or as may be prescribed by the General Assembly or the Board of Directors and as usually appertain to the office of President-Elect.
  3. Vice-President: It shall be the duty of the Vice-President to perform such duties as may be provided in these Bylaws or as may be prescribed by the General Assembly or the Board of Directors as usually appertain to the office of Vice-President.
  4. Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to keep a record of all proceedings of this Society, to submit an annual report to the General Assembly, and to perform such other duties as may be provided in these Bylaws or as may be prescribed by the General Assembly or the Board of Directors and as usually

appertain to the office of Secretary-Treasurer.

5. Immediate Past President: It shall be the duty of the Immediate Past President to serve as chair of the Nominating Committee, provide counsel and advise to the board as needed and to perform such other duties as may be provided in these Bylaws or as may be prescribed by the General Assembly or the Board of Directors and as usually appertain to the office of Immediate Past President.

## **ARTICLE VI - COMMITTEES**

### **A. STANDING COMMITTEES:**

1. Name: The standing committees of this Society shall be appointed annually by the Board of Directors.
2. Purpose and 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 authority to seek information pertinent to such studies from any source outside the Society within guidelines as may be established by the Board of Directors. No outside person may participate directly or by observation in any committee deliberations without specific authorization from the Board of Directors. 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 Board of Directors. The Board of Directors may assign other duties to committees.
3. Membership, nominations, elections and eligibility:
  - a. Membership shall be set by the Board of Directors as recommended by the below committee nomination process.
  - b. Nominations and Elections: Nominations for all committee representatives shall be made by the Board of Directors.
  - c. To assist the board in the committee nomination process, the president shall submit at least 45 days prior to the annual meeting recommendations to the Board of Directors for committee nominations.
  - d. Eligibility: All members of the committees must be active members in good standing of this Society.
4. Chair: One member of each committee shall be appointed annually by the Board of Directors to serve as chair.
5. Committees, consultants and advisors:
  - a. Subcommittees: A committee may appoint subcommittees comprised of committee members, to assist in the performance of its duties.
  - b. Consultants and advisors: A committee shall have the authority to recommend consultants and advisors for appointment by the Board of Directors in conformity with rules and regulations as may be established by the Board of Directors.
6. Term of office: The term of office of members of committees shall be two (2) years. The consecutive tenure of a member of a committee shall not exceed eight (8) years.
7. Vacancies and absences: In the event of a vacancy in the membership of any committee, the President shall appoint an active member to fill such vacancy until a successor is elected. A successor shall be elected at the ensuing session of the General Assembly for the remainder of the unexpired term. In the event such vacancy involves the chair of the committee, the President shall have the power to appoint an ad interim chair.
8. Quorum: A majority of the members of any committee shall constitute a quorum.
9. Mail votes and special meetings via electronic media: Through the use of unanimous written consent, any committee may take any action without convening a meeting. The consent to the action taken must be in writing, must set forth the action so taken, and must be executed by each member of the committee. The members of these Society committees may participate in and act at a meeting called by the committee Chair requiring immediate attention through the use of conferences via telephone and/or other communications equipment. Any actions taken at these meetings shall be documented. The committees may meet via these means but can only act through the use of unanimous written and signed consent. Otherwise, decisions can only be made via in-person meetings.
10. Duties shall be set by the Board of Directors.

- B. SPECIAL COMMITTEES:** The President, with the consent of the Board of Directors, may appoint committees and Board Liaisons to perform duties not otherwise assigned by these Bylaws. The authority for the appointment of members of a Special Committee and their numbers shall be set forth in the resolution creating such committee.

## **ARTICLE VII - RESIGNATION AND REMOVAL**

- A. RESIGNATION:** Any elected official may resign at any time by giving written notification to the President or the Secretary-Treasurer of this Society. Such resignation shall take effect at the time specified therein, or immediately, if

no time is specified.

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

#### **ARTICLE VIII - 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 scientific sessions 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 rules and regulations established by the Board of Directors.

B. BUSINESS MEETINGS:

1. Annual Meeting: The General Assembly shall meet at least once annually. The Society shall call a meeting at least once annually of the membership of this Society. Such meeting shall be limited to members in good standing and known as the General Assembly.  
The Secretary-Treasurer of this Society shall post 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 a three-fourths (3/4) vote of the members of the Board of Directors on the written request of more than six voting members of the Board of Directors. 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 post 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: 20 active members shall constitute a quorum for the transaction of business at any meeting.
4. Order of Business: The order of business shall be that order of business adopted by the General Assembly.
5. Election Procedures: The Secretary shall provide facilities for voting. If there is only one candidate for a position, the Chair may declare that candidate to be elected. If there is more than one candidate for a position, voting shall be by ballot with the majority of the legal votes cast by the active members present and voting being required to elect. In the event no candidate receives a majority of the legal votes cast, the candidate receiving the fewest votes shall be removed from the ballot and balloting shall be resumed on the remaining candidates. This procedure shall be followed until one candidate receives a majority of the legal votes cast.

#### **ARTICLE IX - FINANCES**

- A. FISCAL YEAR: The fiscal year of this Society shall begin July 1 and end June 30 of the following year.
- B. GENERAL FUND: The General Fund shall consist of all monies received other than those specifically allocated to other funds by these Bylaws. This fund shall be used to meet all expenses incurred by this 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 the Executive Committee and adopted by the Board of Directors.
- D. REVIEW OF ACCOUNTS: All accounts of this Society shall be reviewed by an independent certified public accountant annually, and a report of such review shall be submitted to the Board of Directors.
- 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 X - INDEMNIFICATION**

This Society shall indemnify to the full extent authorized or permitted by the Corporation Law of the State of Illinois 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 of, officer of, employee of, or a member elected or appointed to any position of responsibility within this Society.

#### **ARTICLE XI - PARLIAMENTARY AUTHORITY**

The current edition of "*Sturgis Standard Code of Parliamentary Procedures*" shall govern this organization in all parliamentary situations that are not provided for in the law or in this Society's corporate charter, Bylaws or adopted rules.

#### **ARTICLE XII - AMENDMENTS**

- A. PROCEDURE: These Bylaws may be amended at any session of the General Assembly by a two-thirds (2/3) vote of the legal votes cast, provided the proposed amendment shall have been
1. presented in writing at a previous session,
  2. posted at least 30 days in advance of the General Assembly,
  3. or a previous meeting of the same session, of the General Assembly.
- B. AMENDMENT RELATING TO DUES: An amendment to these Bylaws effecting a change in the dues of members shall require a three-fourths (3/4) vote of the legal votes cast of the General Assembly.

#### **ARTICLE XIII PRINCIPLES OF ETHICS**

The Principles of Ethics of the AAO shall be the principles of ethics of this Society.

#### **ARTICLE XIV - DISCIPLINARY PROCEEDINGS**

The disciplinary proceedings of the AAO as contained in its Bylaws and policy statements shall be the discipline proceedings of this Society.

#### **ARTICLE XV - SEAL**

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

- A. CORPORATE SEAL: This shall be employed as an evidence of incorporation on any official document requiring such evidence and shall be used only at the direction of the Board of Directors.
- B. ORNAMENTAL SEAL: This seal shall be the registered trademark logo of the AAO. This seal is to be used as directed and approved by the Board of Trustees of the AAO.

