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4 **BYLAWS**
5 **of the**
6 **NORTHEASTERN SOCIETY OF ORTHODONTISTS**

7
8 Revised 11/2018
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**BYLAWS
OF THE
NORTHEASTERN SOCIETY OF ORTHODONTISTS, INC.**

ARTICLE I — NAME AND TERRITORIAL JURISDICTION

The name of this organization shall be the Northeastern Society of Orthodontists, Inc., incorporated as a not-for-profit corporation in the State of New York, U.S.A., 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 territorial jurisdictions of this Society shall be Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, and the Canadian provinces of Quebec, New Brunswick, Prince Edward Island, Nova Scotia, and Newfoundland as defined by Article IV of the Association’s *Bylaws*.

ARTICLE II — PURPOSES

Section A. 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 for and maintain the highest standards of excellence in orthodontic education and practice;
4. To make significant contributions to the health of the public;
5. To promote goodwill among its members; and
6. To be an indispensable resource for the professional success of its members

Section B. GENERAL: The Society shall, as one of its purposes, have the power to establish *Bylaws*, policies, rules and regulations to govern its members provided such *Bylaws*, policies, rules and regulations do not conflict with, nor limit the *Bylaws* of the Association, and to the extent that they do so conflict with or limit said *Bylaws*, they are void.

ARTICLE III — MEMBERSHIP

Section A. CLASSIFICATION: Election to and classification of membership in this society shall be established as set forth in the *Bylaws* of the American Association of Orthodontists for the respective categories of membership.

Section B. ELIGIBILITY AND REQUIREMENTS: 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 and requirements for the various classifications of membership shall be as stipulated in *the American Association of Orthodontists Bylaws*.

Section C. MEMBER 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. All dues-paying members will receive the *American Journal of Orthodontics and Dentofacial Orthopedics*, the official journal of the Association, which shall include those life-active and life-affiliate members who have been members for 50 or more cumulative years who so request.
3. Only active members in good standing shall be eligible to seek or hold office or other elected or appointive position in this Society, or to vote or otherwise participate in the selection of Society officials or the establishment of Society policies.

Section D. COUNCIL MEMBERSHIPS:

- 103 1. Only active Members in good standing shall further be eligible to vote and to stand for election to any office
104 of this Society, or as a delegate or alternate delegate to the House of Delegates, or to membership on a
105 council or committee of the Society with the exceptions that:
106
107 a. Council members who are reclassified as retired while serving their elected term shall remain eligible to
108 complete such elected term;
109 b. Student members may serve on the Council on New and Younger Members
110 c. Academic members (non-United States/Canada graduates) may serve on councils
111

112 4. Vacancies and Absences
113

114 a. In the event of a vacancy in the membership of any council, the President, after consulting with the
115 Trustee of the Society, shall appoint an active member of other categories as stated in Article III, D. 1. to fill
116 such vacancy until a successor is elected. A successor shall be elected at the ensuing session of the
117 House of Delegates for the remainder of the unexpired term. In the event such vacancy involves the
118 chair of the council, the President shall have the power to appoint an ad interim chair.
119

120 b. In the event a council member is unable to attend a council meeting, the President, in consultation with
121 the Trustee of the Society, shall appoint an active member or other categories as stated in Article III, D.
122 1. of the constituent organization which is represented by that absent council member to serve on such
123 council for that meeting only. The appointed member shall have full voting privileges for that
124 meeting only.
125

126 Section E. DUES AND ASSESSMENTS:
127

128 1. Payment: All dues and assessments of the Society shall be determined by the membership of the Society
129 and shall be in addition to the application fee, annual dues and assessments of the Association. All dues,
130 application fees, and assessments shall be payable in U.S. currency. Canadian members, however, may
131 remit payment in Canadian currency in accordance with the AAO *Bylaws*. All dues shall be due and payable
132 on August 1 of each year. Members failing to pay their annual dues and assessments shall forfeit their
133 membership as provided in these *Bylaws*.
134

135 2. Dues:
136

137 a. Active Members: The annual dues for active members of this Society shall be as follows: The annual
138 dues for members in the first year following completion of educational requirements shall be \$0; \$74.00
139 for the second year of membership following completion of educational requirements; fifty percent (50%)
140 of the then current active membership dues for the third year of membership in this Society; dues for all
141 subsequent years shall be \$220.00. Life-Active shall pay fifty percent (50%) of the dues and
142 assessments for active membership and shall be exempt from dues if they have been members in good
143 standing of this Association for at least fifty (50) cumulative years.
144

145 b. Active academic members, junior faculty, senior faculty, shall pay the 50% dues for active membership.
146

147 c. Academic members (non-United States/non-Canadian graduates): senior faculty shall pay the full dues
148 for active members unless application is made annually for a reduction of dues to fifty percent (50%) of
149 the full active membership dues. Academic members, junior faculty shall pay the full dues for active
150 members unless application is made annually for a reduction of dues to twenty-five (25%) of the full
151 active membership dues.
152

153 d. Service Members: Service members shall be exempt from dues and assessments.
154

155 e. Retired Members: Retired members shall be exempt from dues and assessments.
156

157 f. Honorary Members: Honorary members shall be exempt from dues and assessments.
158

159 Section F. ASSESSMENTS: Upon recommendation of the Board of Directors and approval by the membership, an
160 assessment may be levied on all dues-paying active, academic members (non-United States/Canada graduates),
161 and service members by the House of Delegates; provided, that all active, academic members (non-United
162 States/Canada graduates) and service members shall be excluded from any assessment during their first two years

163 of membership and shall pay fifty percent (50%) in their third year of membership (determined cumulatively), active
164 academic members and academic members (non-United States/Canada graduates) shall be either excluded from
165 the levy of any assessment or assessed at a lesser amount; and life-active and members shall be excluded from
166 dues and assessments if they have been members in good standing of this Association for at least fifty (50)
167 cumulative years. The resolution of the Board recommending such an assessment shall state the purpose of the
168 assessment, the amount of the assessment, the categories of membership to be assessed, and the date payment of
169 the assessment is due. The funds so obtained may be used only for the purpose for which the assessment is made.
170 Any member failing to pay the assessment within ninety (90) days of the due date shall forfeit membership in this
171 Society as provided in these *Bylaws*. A resolution proposing an assessment may be adopted by a two-thirds
172 affirmative vote of the active members present at the second business meeting of the annual session of the Society
173 provided that it has been presented to the members at the first business meeting of that annual session, and a copy
174 of the resolution has been mailed to the membership at least thirty (30) days previous to the date of the annual
175 session. The thirty (30) day notification may be waived by a three-fourths affirmative vote of the active members
176 present at the first business meeting of the annual session at which the resolution is presented. If the thirty-day
177 requirement is waived, the proposed resolution shall be voted upon at the second business meeting and shall also
178 require a three-fourths affirmative vote for its adoption.
179

180 Section G. WAIVER OF DUES: Upon application, a dues-paying member who has suffered significant financial
181 hardship due to an act of God or other similar event beyond the member's control, or a medical condition, or a dues-
182 paying member who serves in the reserves for the U.S. or Canadian government and has been activated for military
183 duty, may be exempt from payment of 100% or 50% (determined by the Society in its discretion) of the current year's
184 dues and assessments.
185

186 Section H. NON-PAYMENT OF DUES AND/OR ASSESSMENTS, LOSS OF MEMBERSHIP AND
187 REINSTATEMENT: Members whose dues have not been paid by November 1, or whose assessments have not
188 been paid within sixty (60) days of the due date shall be dropped from the roll of the Society. Any member who has
189 been dropped from the roll for this reason may be reinstated within three (3) years after being dropped from the roll
190 by approval of the Board of Directors and upon payment of all indebtedness plus a reinstatement fee equivalent to
191 the new member application fees, unless this has been waived for good cause by the Executive Committee upon
192 recommendation of the Membership, Ethics and Judicial Concerns Committee. Any member dropped from the roll
193 for non-payment of dues who is not reinstated within one year must make application as a new member and pay the
194 equivalent of all dues and assessments payable for the fiscal year in which s/he was dropped, in addition to the new
195 member application fees, unless this has been waived for good cause by the Executive Committee upon
196 recommendation of the Membership, Ethics and Judicial Concerns Committee. The secretary shall notify any
197 member dropped from the roll for non-payment of dues or assessments by registered letter on Society stationery.
198

199 Section I. APPLICATION, ELECTION TO MEMBERSHIP AND REAPPLICATION:

200 1. Application:

201 Application for all classes of membership shall be made on the form prescribed by this Association (AAO).
202 Applications for all categories of membership shall be requested from and submitted to the Secretary-
203 Treasurer of this Association and accompanied by the required application fee. This Association may charge
204 an application fee in an amount to be determined by the Board of Trustees.

205 Once accepted, applicants for active or retired membership shall be deemed to be members of the
206 constituent organization in whose region the applicant primarily resides, or maintains/last maintained a
207 principal practice location, at the election of the applicant. Notwithstanding the provisions of Article III.H.6,
208 service members who do not reside within the boundaries of a constituent organization may choose to
209 belong to the constituent organization where the member plans to practice or reside upon completion of
210 military service.

211 Under extenuating circumstances, an application for active membership may be deemed to be a member of
212 a constituent organization other than that in which the applicant practices or primarily resides upon approval
213 by the Board of Trustees of this Association in consultation with the affected constituent organizations.
214 Approval of such membership may be denied for any of the reasons set forth in these *Bylaws* or solely on the
215 grounds that the applicant does not practice or primarily reside within the territorial jurisdiction of a
216 constituent organization.

217 2. Nondiscrimination:

218 Nothing contained in the *Bylaws* or policies of this Association shall operate against eligibility for membership
219 in the Association on the grounds of color, religion, race, sex, age, national origin, political affiliation, or
220 physical disability.

221 3. Reapplication:

222 Any applicant for membership whose application is denied may reapply one year following the date on which
223 said rejection becomes final. Should this second application be denied, said applicant may file a final
224 reapplication two years after the date on which the rejection of the second application becomes final. Each
225 such reapplication shall be considered as an initial application.

226
227 4. Denial and Review of Membership:

228
229 Nothing herein contained shall prevent this Association through the Council on Membership, Ethics and
230 Judicial Concerns from denying or terminating membership in any classification, on its own volition and at its
231 discretion, to any person who fails to satisfy the requirements for membership, or who would not, through
232 his/her membership, contribute to the general welfare of the public, good of the profession, or to the
233 reputation of this Association. Notwithstanding the foregoing, any applicant whose application for
234 membership is denied by this Association may appeal that decision to such Council. The Council shall utilize
235 the procedures set forth in Article XVII in considering all such appeals and/or terminating the membership of
236 any member of this Association. The decision by the Council shall be final with no right of appeal.

237
238 5. Determination of Qualifications:

239
240 Nothing herein contained shall prevent (a) this Association, in its sole discretion and on its own volition or in
241 conjunction with any constituent organization, from conducting an investigation of any matter prior to or after
242 membership in any category has been granted, which it considers necessary for determining the
243 qualifications of any applicant for membership in any classification, or (b) any constituent organization from
244 requiring active members to attend a membership orientation program after membership has been granted
245 by this Association, and the failure to complete such program may result in termination of membership by
246 this Association.

247
248 6. Relocation from one Jurisdiction to Another:

249
250 To retain membership in this Society, a member who moves his/her principal practice location or primary
251 residence into the geographical region of another constituent organization must make timely reapplication to
252 this Association in order to maintain continuity of membership; provided, that, retired members who move to
253 the geographical territory of a different constituent organization may elect to make such reapplication or
254 maintain their membership in their previous constituent organization. This Association may, in its sole
255 discretion, waive any or all application requirements for persons transferring from another constituent
256 organization.

257
258 Membership may be retained in the original constituent organization during the period required for transfer of
259 membership. Should such transfer of membership be refused, the member has the right of appeal to the
260 Council on Membership, Ethics and Judicial Concerns of this Association for adjudication of the matter, and
261 the decision of this Council shall be final. Pending the decision of such an appeal, membership may be
262 retained in the original constituent organization.

263
264 7. Reclassification:

265
266 The Association reserves the right to reclassify members as a result of any change in the status or type of
267 the practice of such a member.

268
269 **ARTICLE IV — COMPONENT ORGANIZATIONS**

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271 Section A. NAMES AND TERRITORIAL JURISDICTION: The names and territorial jurisdiction of the component
272 organizations shall be:

- 273
274 1. Atlantic Orthodontic Association
275 2. The Connecticut State Society of Orthodontists, Inc.

- 276 3. Massachusetts Association of Orthodontists, Inc.
- 277 4. The New Hampshire Association of Orthodontists, Inc.
- 278 5. New York State Society of Orthodontists, Inc.
- 279 6. L'Association Des Orthodontists Du Quebec
- 280 7. Rhode Island Association of Orthodontists
- 281 8. Maine Association of Orthodontists, Inc.
- 282 9. The Vermont Association of Orthodontists, Inc.
- 283

284 Section B. ORGANIZATION: Components of the Society may be organized on a state or provincial basis in
285 conformity with the *Bylaws* of the Association and the *Bylaws* of this Society. Members of component societies must
286 be like members of this Society. The component societies so created shall have those powers, duties, and
287 responsibilities as may be given or imposed by this Society and the Association. The constitution and/or *Bylaws* of
288 each component shall not be in conflict with, nor limit, the *Bylaws* and rules of this Society, nor those of the
289 Association. A copy of the constitution and/or *Bylaws* of the component, and any changes which may be made
290 thereafter, will first be filed with the Secretary of this Society and the Association and must be approved by this
291 Society before they can be effective in the component.

292 **ARTICLE V — BOARD OF DIRECTORS**

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295 Section A. COMPOSITION: There shall be a Board of Directors, the voting membership of which shall consist of the
296 president, president-elect, immediate past president, secretary, treasurer, trustee and one other past president to be
297 appointed by the president, delegates and alternate delegates to the AAO House of Delegates, component directors,
298 communications director, representatives to the AAO Councils and Committees and chair of all NESO Standing
299 Committees. In addition, the non-voting membership of the Board of Directors shall consist of the parliamentarian,
300 special committee chairs and members of the Nominating Committee.

301
302 Section B. POWERS AND DUTIES: The Board of Directors shall be the managing body of the Society, vested with
303 full power to conduct all of its business, subject to the mandates of the membership. It shall have the powers:

- 304 1. To establish rules and regulations, not inconsistent with these *Bylaws*, to govern its organization and
305 procedure.
- 306 2. To transmit to the Association matters of interest to this constituent;
- 307 3. To transmit to the AAO House of Delegates any resolution formally endorsed by a NESO component Society
308 as per their *Bylaws*. This resolution may be endorsed by this Society by majority vote of the Board of
309 Directors or lacking this, such resolution will be submitted by request.
- 310 4. To establish ad interim policies between annual sessions when such policies are necessary for good
311 management of the Society, provided, however, that all such policies must be presented to the membership
312 for review at the next meeting of the Society.
- 313 5. To authorize expenditures, the board shall establish, and be guided by, written financial guidelines which
314 shall be kept in the custody of the treasurer. The Board shall meet at the time of the annual session and
315 shall hold an ad interim meeting each spring in the Society's area prior to the annual session of the
316 Association. It shall be the duty of the Board of Directors to perform those tasks and assignments given to it
317 under these *Bylaws* and as may be prescribed to it from time to time by the membership. The Board of
318 Directors shall review all reports and make recommendations thereon, prior to their submission to the
319 membership and shall make a report of its actions to the membership at the annual session of the Society.
320 Attendance at meetings of the Board shall be limited to Board members except as otherwise provided in
321 these *Bylaws* or by permission of the president.
- 322 6. Counsel and Assistance: The Society shall have the right to engage legal counsel, administrative help or
323 other employees, whose duties shall be determined by the Board of Directors.
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331 Section C. QUORUM: A majority of the voting membership of the Board shall constitute a quorum for the
332 transaction of business.

333
334 Section D. EXECUTIVE COMMITTEE: The Executive Committee shall be a subcommittee of the Board. It shall be
335 composed of the president, president-elect, secretary, treasurer, trustee, the immediate past president, and one

336 other past president to be appointed by the president. The chair of the committee shall be the president-elect. It
337 shall have the following duties:

- 338
- 339 1. To act on behalf of the Board of Directors on matters of an emergency nature arising between sessions of
340 the Board.
- 341
- 342 2. To recommend dates and locations of future sessions to the Board of Directors. It shall direct the Society's
343 management office to negotiate and formulate meeting site contracts, and review and approve them.
344 Approved contracts are to be signed by the president and one other Society officer designated by the
345 president.
- 346
- 347 3. To receive a report from the trustee on issues of special importance.
- 348
- 349 4. To carry out any special function that the president or Board of Directors assigns to it.
- 350
- 351 5. Special Meetings via Electronic Technology: The members of the Executive Committee may participate in
352 and act at a meeting of the Executive Committee called by the chair on matters of the Society requiring
353 immediate attention through the use of conferences via telephone and/or other communications equipment.
354 The meeting's minutes shall be recorded and made a part of the action of the Executive Committee.
- 355
- 356 6. Mail Vote: Through the use of unanimous written consent, the Executive Committee (or any committee of the
357 Board of Directors) may take any action without convening a meeting. The consent to the action taken must
358 be in writing, must set forth the action so taken, and must be executed by each member of the committee
359 taking the action. Conventional mail or electronic mail is permitted to serve as the written consent.
- 360
- 361 7. Voting by proxy shall be permitted. However, a proxy shall be limited to a single meeting and to the
362 published agenda. The statement authorizing the proxy shall be in writing, state clearly the wishes of the
363 voter, to whom he/she is assigning the proxy, and be delivered, in written or electronic form prior to the
364 meeting.
- 365

366 **ARTICLE VI — OFFICERS**

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368 Section A. TITLE: The officers of this Society shall be the president, president-elect, secretary, treasurer, and
369 trustee.

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371 Section B. QUALIFICATIONS: Only Active members of this Society in good standing shall be eligible to serve as
372 officers.

373
374 Section C. NOMINATION AND ELECTION:

- 375
- 376 1. The Nominating Committee shall present nominations for offices of president-elect, secretary, treasurer, trustee,
377 delegates and alternate delegates and communications director, to be posted for active members at least 60 days in
378 advance of their presentation at the first Business Meeting of the ensuing Annual Session. Active members may submit
379 other candidates from the floor provided that a curriculum vitae, a conflict of interest statement and a filing notice have
380 been received by this Society's office by certified or electronic mail (transmitted with return electronic receipt), a minimum
381 of 30 days prior to the first Business Meeting. The individual presenting the nomination must be present to formally
382 introduce the nomination at the first Business Meeting for the nomination to be valid.
- 383
- 384 2. Election of the officers and delegates listed in Section C, subsection 1 of this Article shall take place at a
385 subsequent business meeting of the same session at which the nominations were made. For offices which
386 are uncontested, election may be by voice vote; otherwise election shall be by closed ballot.
- 387
- 388 3. Installation of officers shall take place at the annual session, or in the event there is no annual meeting, in
389 the year at which they are elected.
- 390

391 Section D. TERMS OF OFFICE: The president shall assume office automatically at the conclusion of his/her term as
392 president-elect. The officers shall serve for a term of one (1) year, except the trustee, who shall serve for a term of
393 two (2) years. The tenure of a member in any elective office shall be limited to a maximum of six (6) consecutive
394 years, except the trustee, who shall be limited to a total of eight (8) consecutive years. The officers shall serve until
395 their successors are elected. Each term shall begin at the end of the annual session at which elected.

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Section E. VACANCIES: When an elective office, other than that of president or president-elect, shall become vacant through resignation, death, or otherwise, the Executive Committee of the Board of Directors shall appoint a member to serve for the unexpired term. If the office of president becomes vacant, the duly elected secretary shall automatically assume the presidency. If the elected secretary is unable to assume the presidency, the president-elect shall automatically assume the office of president. In the event of a vacancy in the office of president-elect, the office of "president for the ensuing year" shall be filled at the next annual session in the same manner as that provided for nomination and election of officers in these Bylaws.

Section F. DUTIES OF OFFICERS:

1. President: The president shall serve as the official representative of this Society in its contact with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of the Society; serve as chair of the Board of Directors, voting only in case of a tie; submit an annual report to the membership; closely monitor the expenditure of Society funds to ensure that a financial deficit is not incurred; annually appoint a parliamentarian (if so desired by the Board of Directors), and an historian (if so desired by the Board of Directors), and perform such other duties as may be provided in these *Bylaws* or as may be prescribed by the Board of Directors, and as usually pertain to this office.
2. President-elect: The president-elect shall assist the president as requested. S/he shall perform such other duties as may be provided in these *Bylaws*, or as may be prescribed by the Board of Directors, as usually pertain to this office.
3. Secretary:
 - a. It shall be the duty of the secretary to verify the recording and processing of all the transactions of the Society and to verify the creation and processing of all correspondence, to notify officers, committee members and others of their election or appointment and their duties and responsibilities.
 - b. S/he shall verify that the executive director promptly notify the secretary of the Association of election of the trustee and shall furnish credentials showing that person to be the duly elected representative of the Society to the Board of Trustees to the Association. In like manner, s/he shall verify that the executive director notifies the secretary of the Association at least sixty (60) days in advance of its annual session of the names of elected delegates and alternate delegates showing them to be the duly elected representatives of the Society to the House of Delegates of the Association.
 - c. S/he shall see that written reports are solicited from the chair of all committees, and from the Society's representatives on the Association's councils and committees, for all regular meetings of the Board of Directors.
 - d. S/he shall assist and verify that the executive director prepares a summary of the minutes and unfinished business of the Board of Directors' meetings and the Society business meetings and distribute these to the members of the Board within thirty (30) days after the annual session.
 - e. S/he shall see that the strategic plan is being implemented and developed in accordance with the Standing Resolutions of the Society and shall report on the status of the plan at the annual session and ad interim meeting of the Board.
 - f. At the expiration of his/her term of office, s/he shall turn over to his/her successor all records and property relating to his office.
 - g. S/he shall perform such other duties as may be provided in these *Bylaws*, or as may be prescribed by the Board of Directors, and as usually pertain to this office.
 - h. S/he shall assist the executive director in creating and maintaining an annual session modus operandi for the purpose of meeting planning.
4. Treasurer

- 455 a. S/he shall see that books are audited annually by a certified public accountant; that bills are paid after
456 they have been audited and approved, that annual tax returns have been filed, and that receipts,
457 expenditures and vouchers are maintained thereof; and that a full and detailed report of the financial
458 affairs of the Society is made.
459
- 460 b. S/he shall see that, at the beginning of each fiscal year, a copy of the financial guidelines Standing
461 Resolutions, and the Society's *Bylaws* are distributed to all officers, committee chairs and delegates.
462
- 463 c. S/he shall assist the Budget and Finance committee in preparing a budget for the society and insure that
464 the approved budget is followed during the year.
465
- 466 d. S/he shall request and review regular reports on the business of the society, including, but not limited to
467 allocation of executive director's time, monthly expenditures, and comparisons of expenses to budgets.
468
- 469 e. S/he shall assist the secretary with the responsibilities related to the Strategic Plan as outlined in Section
470 3, Paragraph E of the secretary's duties.
471
- 472 5. Communications Director: It shall be the duty of the Communications Director to be responsible for all forms
473 of the Society's communications. He/she shall be a member of the Board of Directors. He/she will be
474 assisted by two non-board positions, newsletter manager and webmaster. The Communications Director will
475 make an annual report to the Board of Directors.
476
- 477 6. Historian: It shall be the duty of the historian to collect all pertinent historical data pertaining to this Society
478 and keep it in a suitable repository.
479
- 480 7. Trustee: It shall be the duty of the trustee, in consultation with the Board of Directors, to represent this
481 Society on the Board of Trustees of the Association.
482
- 483 8. Executive Director: An Executive Director may be employed whose duties shall be to carry out the details of
484 and assist the Secretary's and Treasurer's office and perform other duties as may be designated by the
485 Board of Directors of the Society. The Executive Director shall be contracted or employed and be
486 responsible to the Board of Directors who shall fix the compensation and tenure of the position. The
487 Executive Director shall make an annual report to the Board of Directors.
488

489 The executive director shall furnish a fiduciary bond of at least fifty thousand dollars (\$50,000).
490

491 Section G. MODUS OPERANDI: Each officer shall prepare a current modus operandi of his office and shall pass it
492 on to his successor at the conclusion of his term of office.
493

494 **ARTICLE VII — DELEGATES TO THE ASSOCIATION'S HOUSE OF DELEGATES:** 495

496 Section A. ELIGIBILITY, NOMINATION AND ELECTION: Delegates and alternate delegates shall be elected and
497 certified in conformity with the provisions of Articles III and IV of the Association's *Bylaws* and Articles IV and V of
498 these *Bylaws*. Eligibility for the positions of delegates and alternate delegates is limited to active members in good
499 standing.
500

501 Section B. POWERS AND DUTIES: To represent this Society in the Association House of Delegates in accordance
502 with these *Bylaws*, policies and rules.
503

504 Section C. TERM AND DUTIES: The term of each delegate shall be one (1) year. The term of the Chair of
505 Delegation shall be three (3) years. The Chair of the delegation may serve 2 terms.
506

507 Section D. CHAIR OF DELEGATION: The Chairperson will be nominated and elected by NESO's Nominating
508 Committee in consultation with the Executive Committee and Trustee at the Board of Directors meeting at the Annual
509 Session. If the Chairperson is unable to fulfill their duties the vice-chair will preside and the Nominating Committee in
510 consultation with the Executive Committee and Trustee will select a replacement to fulfill the term. If it is a year
511 where there is only a chair, the immediate past chair will preside.
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513 Section E. ALTERNATE DELEGATES: The president shall designate an alternate to serve in place of any delegate
514 unable to attend a meeting of the House of Delegates.

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ARTICLE VIII — COMMITTEES

Section A. STANDING COMMITTEES: The Standing Committees of this Society shall be:

Committees related to AAO Councils:

1. Communications, Public and Professional Relations Committee
2. Governmental Affairs Committee
3. Insurance Committee
4. Membership, Ethics and Judicial Concerns Committee
5. New and Younger Member Advisory Committee
6. Orthodontic Education Committee
7. Orthodontic Health Care Committee
8. Orthodontic Practice Committee
9. Scientific Affairs Committee

Other Standing Committees:

10. Annual Meeting Planning Committee
11. Budget and Finance Committee
12. *Bylaws* Committee
13. Editorial Review Committee
14. Investment Committee
15. Leadership Development Committee
16. Management Relations Committee
17. Nominating Committee

Section B. COMMITTEES - PURPOSE AND AUTHORITY: Committees of this Society are advisory, study and working bodies which are constituted to provide input to the Society from all of the component organizations and to provide a medium for communication to and from the Association and the component organizations. Committees shall report, if applicable, both council and committee activity at every Board of Directors meeting. Committee authority is limited to study and recommendation within the organizational structure of the Society and its component organizations and includes the 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 committees or members of a committee may communicate with any outside person, organization or agency in such a manner as to commit or contract for goods or services, imply authority to represent the Society or present a Society position without direction, permission and/or authorization by the Board of Directors. The Board of Directors may assign other duties to committees as it sees fit.

Section C. COMMITTEE APPOINTMENTS AND TERM OF OFFICE: The president, after consultation with the chair of the *Bylaws* Committee and with input from the Nominating Committee and committee chair, shall solicit nominations from component presidents and shall appoint the committee members. All NESO members shall be eligible to serve on committees of this Society. In those instances where these *Bylaws* do not designate a chair, the chair shall be appointed by the president for a term of one (1) year. The chair should have had some previous experience or special expertise such as having worked on the committee previously or on a similar committee in another organization. Except as otherwise indicated herein, the term of office of standing committee members shall be one (1) year.

Section D. NOMINATION TO COUNCILS: The trustee, after consultation with the Nominating and Executive Committees, shall make the nominations to the various Association councils.

Section E. EX-OFFICIO MEMBERS, CONSULTANTS: The president shall be an ex-officio member of all committees except the Nominating Committee. The president shall have the power to appoint consultants to committees. The trustee will be an ex-officio member of all committees. Consultants and ex-officio members may serve on committees without vote and shall not be counted toward obtaining a quorum.

Section F. DUTIES OF THE COMMITTEES:

Committees related to AAO Councils:

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1. Communications, Public and Professional Relations Committee: This committee shall consist of a chair who will be appointed for two (2) year terms. The member appointed will be selected to represent appropriate demographic groups of the Society. The chair of the committee shall be the Society's representative to the Association's Council on Communications. The committee will promote lay and general education in orthodontics, foster cooperation between the Society and other organizations in dentistry, encourage and promote high standards of professional quality and keep the Society informed on matters affecting the specialty of orthodontics. In the event an ad hoc committee needs to be formed to address a particular issue, the chair in consultation with the president, will select the appropriate number of members to review and make recommendations.

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2. Governmental Affairs Committee: This committee shall consist of a chair appointed for two (2) year terms. The member appointed will be selected to represent appropriate demographic groups of the Society. The chair of the committee shall be the Society's representative to the Association's Council on Governmental Affairs. The committee shall establish communications, relative to legislation affecting the practice of orthodontics, with the council or committee on legislation of the comparable constituent of the American Dental Association or the Canadian Dental Association. The committee shall work in timely communication with the Council on Governmental Affairs of the Association. The committee shall review and summarize current legislative bills, reports and policies affecting the practice of orthodontics, for dissemination to the Board of Directors and appropriate committees of this Society. These communications shall be available to members upon request. It shall render a report to the Board of Directors at each meeting. In the event an ad hoc committee needs to be formed to address a particular issue the chair, in consultation with the president, will select the appropriate number of members to review and make recommendations.

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3. Insurance Committee: This committee shall consist of a chair who will be appointed for two (2) year terms. The member appointed will be selected to represent appropriate demographic groups of the Society. The chair shall be the Society's representative to the Association's Council on Insurance. In the event an ad-hoc committee needs to be formed to address a particular issue the chair, in consultation with the president, will select the appropriate number of members to review and make recommendations.

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4. Membership, Ethics and Judicial Concerns Committee: This committee shall consist of one (1) member. S/he shall serve as the Society's representative to the Association's Council on Membership, Ethics and Judicial Concerns.

The duties of the committee shall be to:

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- a. Be responsible for membership retention.
- b. Conduct a close liaison with the newer members of the Society through the New and Younger Members Committee.
- c. Assist the AAO in processing complaints from members related to the AAO's Principles of Ethics.
- d. Receive, investigate, and make recommendations to the Board on all dues waiver requests.
- e. Cause ad hoc committees to be formed, in consultation with the president, to deal with specific membership issues.

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5. New and Younger Member Advisory Committee: This committee shall consist of nine (9) members in practice eight (8) years or less, whose terms are staggered such that two members are selected each year for four year terms. The members shall be selected whenever possible to represent each component of the Society. The President-elect of NESO shall be an ex-officio member. The chair of the committee shall be the representative to the AAO Council on New and Younger Members. The vice-chair shall be appointed by the president to carry out the activities of the committee and report same to the chair. The duties of the committee shall be to:

- a. maintain a close liaison with all young and newer members of the Society;

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- b. solicit, review, and evaluate suggestions from all the new and younger members of the Society on an annual basis (annual survey);
 - c. summarize these findings for the semi-annual reports to the Board;
 - d. develop initiatives and solutions with the Board;
 - e. lead initiatives and solutions with the Board;
 - f. in concert with the Board and its other Committees, work to implement actions of the Board relative to the new and younger members.
6. Orthodontic Education Committee: This committee shall consist of a representative from each of the orthodontic departments within the geographical jurisdictions of this Society. The chair of this committee shall be the Society's representative to the Association's Council on Orthodontic Education. The committee shall concern itself with all matters pertaining to orthodontic education on predoctoral, postdoctoral and continuing education levels. It shall promote and maintain a liaison between the membership of the Society and orthodontic department chair, directors of continuing education, and the American Board of Orthodontics
7. Orthodontic Health Care Committee: This committee shall consist of a chair who will be the (Society's) representative to the Association's Council on orthodontic Health Care. The Committee's responsibilities will include reviewing developments in the area of public health relating to orthodontics as it may be of a concern to the members of our Society. A report will be given to the Board of Directors at the annual session. If there is a need for an ad hoc committee to be formed to address a particular issue the chair, in consultation with the president, will select an appropriate number of members to review and make recommendations.
8. Orthodontic Practice Committee: This committee shall consist of a chair and shall be appointed for two (2) year terms. The members appointed will be selected to represent appropriate demographic groups of the Society. The chair of the committee shall be the Society's representative to the Association's Council on Orthodontic Practice. In the event an ad hoc committee needs to be formed to address a particular issue, the chair in consultation with the president, will select the appropriate number of members to review and make recommendations.
- The duties of the committee shall be to study current Society activities in the following manner:
- a. determine and elucidate any unmet needs of the membership;
 - b. develop ideas and concepts affecting the practice of orthodontics and its relationship to the Society;
 - c. cooperate with existing similar committees of the component societies;
 - d. gather information regarding the supply and need for orthodontic services in the jurisdictional areas of the Society and provide assistance to members seeking to establish new practice relationships and locations;
 - e. assist the Membership, Ethics and Judicial Concerns Committee in the orientation of new members;
 - f. in concert with the Board and its other Committees, work to implement actions of the Board relative to the new and younger members
9. Scientific Affairs Committee: This committee shall consist of five (5) members, all of whom must possess research experience, and whose terms shall be staggered such that one member is appointed each year for a five-year term. The chair shall be the Society's representative to the Association's Council on Scientific Affairs. The president shall appoint a vice-chair to carry out the activities of the committee and to report same to the chair. The committee shall annually solicit and evaluate applications for research support from postdoctoral students in orthodontic programs in schools within the geographic area of the Society, for the purpose of providing grants to those it finds worthy of support. The committee is empowered to grant funds for research under the customary procedure established by the committee and approved by the Board of Directors. The committee shall annually solicit research reports from individuals and institutions in the

689 Society's geographic area, and be responsible for presentation of the research session, at the annual
690 session, under the direction of the program chair.

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692 Other Standing Committees:

- 693
694 10. Annual Meeting Planning Committee: Shall consist of the General Chair (who is Chair of the Committee),
695 the Scientific Chair (s), the Social Chair, the Exhibit/Sponsor Chair, the Registration Chair, and the President
696 of the year of the Annual Meeting. The responsibility of the Committee is to plan and execute the Annual
697 Meeting in conjunction with the Executive Director. Members and responsibilities of the committee shall be
698 as outlined in the Standing Resolutions.
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- 700 11. Budget and Finance Committee: This committee shall consist of the president-elect of the Society who shall
701 act as this committee's chair. Other members of this committee shall be the immediate past president, the
702 secretary, the treasurer, the investment subcommittee chair and one director who is nominated by the
703 president and elected by the Board. The committee shall present, at the annual session, a budget for the
704 next fiscal year showing the estimated amounts of income and disbursements of the Society. It shall receive
705 in writing all requests from officers and committee chairs, for funds to be expended by them during said fiscal
706 year, in time for consideration by the committee before its final report to the Board of Directors and the
707 Society. The committee shall review all fiscal matters of the Society and make recommendations to the
708 Board of Directors and the Society in such matters.
709
- 710 12. Bylaws Committee: This committee shall consist of the chair, the parliamentarian (if applicable) and one
711 director who is nominated by the president and elected by the Board of Directors, and the member of the
712 Committee on Membership, Ethics and Judicial Concerns. The committee shall review the provisions of
713 these *Bylaws* in order to keep them consistent with the policies of the Society; prepare recommended
714 revisions of, and editorial changes in, the *Bylaws* as required by changes in policies or provisions of the
715 Association's *Bylaws*; and present its recommendations to the Board of Directors for consideration prior to
716 presentation to the Society membership for a vote. This committee, with the approval of the Board of
717 Directors, shall have the authority to correct Article and Section designations, with punctuation and cross-
718 references and to make other such technical and conforming changes as may be necessary to reflect and
719 clarify the intent of the Society.
720
- 721 13. Editorial Review Committee: This committee will review the content of all communications of the Society. It
722 will be comprised of the Communications Director and one senior member of the Executive Committee.
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- 724 14. Investment Committee: The investment committee shall oversee all investments including the general and
725 reserve funds. They shall issue a financial report to the Board of Directors at the ad-interim meeting and
726 annual session. These members of the investment committee shall be the trustee, the treasurer, the
727 immediate past president and one director who is nominated by the president and elected by the Board of
728 Directors. The Trustee shall serve as chair.
729
- 730 15. Leadership Development Committee: This committee shall consist of a past president as chair and the
731 Secretary. The chair will be appointed annually by the president in consultation with the Executive
732 Committee. The chair will appoint (on an ad hoc basis) committee members as needed to accomplish the
733 responsibilities of the committee. The responsibilities of the committee are to identify and solicit future
734 leaders and to provide the necessary leadership tools to the identified future leaders.
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- 736 16. Management Relations Committee: This committee shall consist of the immediate past president, who
737 will act as the committee chair, the president-elect, the secretary, the treasurer and a past president,
738 appointed by the president. The committee shall maintain close liaison with, and supervision of, persons
739 employed by the Society for the administration of its affairs. It shall have the responsibility for reviewing
740 contract renewals and making contract recommendations to the Board of Directors. It shall report to the
741 Board of Directors at each meeting.
742
- 743 17. Nominating Committee: This committee shall consist of the three (3) most available immediate past
744 presidents. The chair shall be the most recent, most immediate Past President by seniority who is available
745 to serve. The other two members of the committee will be the president and president-elect from the Board
746 of Directors. They shall serve one year terms. The committee shall present nominations for the officers of
747 the Society, and after input and advice from the trustee and component organizations, shall propose
748 nominations for the positions of delegates and alternate delegates in accordance with the provisions of

749 Articles VI and VII of these *Bylaws*. The committee shall maintain a current file of biographies of members
750 who have served or who seek to serve the Society. The committee shall present the slate to the NESO
751 members at the Annual Session for action.
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753 Section G. MODUS OPERANDI: Each committee chair shall prepare a current, written modus operandi of his
754 committee and shall pass it on to his successor at the conclusion of his term of office.
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756 Section H. SPECIAL COMMITTEES: The president, with the consent of the Board of Directors, may appoint special
757 committees to perform duties not otherwise assigned by these *Bylaws*. The Board of Directors or the membership
758 may also appoint special committees, the purpose and makeup to be determined by the resolution creating such
759 committee.
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761 Section I. SUBCOMMITTEES: Committees may establish subcommittees as needed. Only the chair of the
762 subcommittee need be a member of the committee.
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764 **ARTICLE IX - RESIGNATION AND REMOVAL**

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766 Section A. RESIGNATION: Any elected official may resign at any time by giving written notification to the president
767 or the secretary of this Society. Such resignation shall take effect at the time specified therein, or immediately, if no
768 time is specified.
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770 Section B. REMOVAL: Any elected official or representative may be removed from office for cause by the Board of
771 Directors by a two-thirds vote of the legal votes cast. The member being voted upon shall be prohibited from voting
772 on the issue. This decision may be appealed to the membership and if so appealed, shall be considered at the next
773 duly scheduled meeting of the membership. A two-thirds vote of the legal votes cast by the membership shall be
774 required to reverse the action taken by the Board of Directors. If a motion to reverse the action of the Board does not
775 carry or if such a motion is not made, the action of the Board shall be considered to be upheld by the membership.
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777 **ARTICLE X — MEETINGS**

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779 Section A. SCIENTIFIC MEETINGS:
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- 781 1. Purpose: The scientific sessions of this Society are established to foster the presentation and discussion of
782 subjects pertaining to the improvement of the health of the public and the art and science of orthodontics.
783
- 784 2. Time and Place: The Society shall hold a scientific session annually at a time and place selected by the
785 Board of Directors. The Board of Directors shall have the power to change the time and place of the
786 scientific session, or to cancel entirely if deemed appropriate by the Board of Directors.
787
- 788 3. Management and General Arrangements: The Board of Directors shall be responsible for conducting the
789 scientific sessions. For this purpose, the Board may establish committees as required.
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- 791 4. Trade Exhibits: Products or services may be exhibited at scientific sessions at the discretion of the Board of
792 Directors, and in accordance with rules and regulations established by the Board.
793
- 794 5. Admission: Admission to meetings of the scientific sessions shall be limited to members of this Society who
795 are in good standing, and to others admitted in accordance with rules and regulations established by the
796 Board of Directors.
797

798 Section B. BUSINESS MEETINGS:
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- 800 1. Regular Meetings shall be held annually in October or November unless a different date is ordered by the
801 Board of Directors. Regular sessions may be waived by a majority vote of the membership. This may be
802 accomplished by mail ballot.
803
- 804 2. Special Meetings may be called by the president, or in his/her absence, by the President-elect, or at the
805 written request of ten percent (10%) of the Active membership.
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- 807 3. Quorum: Thirty (30) active members shall constitute a quorum.
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809 4. Order of Business at Annual Business Meetings

810 a. The order of business at annual business meetings shall be:

- 811 1. CALL TO ORDER
- 812 2. INTRODUCTION OF PARLIAMENTARIAN
- 813 3. REPORT OF MINUTES REVIEW COMMITTEE
- 814 4. REPORTS OF OFFICERS
- 815 5. REPORT OF BOARD OF DIRECTORS
- 816 6. REPORTS OF STANDING COMMITTEES
- 817 7. REPORTS OF SPECIAL COMMITTEES
- 818 8. UNFINISHED (REFERRED) BUSINESS
- 819 9. NOMINATION AND ELECTIONS OF NEW MEMBERS
- 820 10. INTRODUCTION OF NEW BUSINESS AT FIRST BUSINESS MEETING
- 821 11. NOMINATION OF OFFICERS AT FIRST BUSINESS MEETING
- 822 12. ELECTION OF OFFICERS AT A SUBSEQUENT BUSINESS MEETING
- 823 13. ACTION ON NEW BUSINESS AT A SUBSEQUENT BUSINESS MEETING
- 824 14. INDUCTION OF NEW MEMBERS
- 825 15. INSTALLATION OF NEW OFFICERS
- 826 16. SELECTION OF DATE AND PLACE OF NEXT MEETING
- 827 17. ADJOURNMENT

828 b. The order of business may be amended by a majority vote or suspended by a two-thirds vote of the
829 Active members present.

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833 **ARTICLE XI — FINANCES**

834 The Society shall have the power to provide for its financial support by levying membership dues and assessments in
835 conformity with Article III of these *Bylaws* and Articles III and IV of the Association's *Bylaws*. The fiscal year of the
836 Society shall be January 1st through December 31st. This Society is a nonprofit organization. If it is dissolved at any
837 time, no part of its funds or property may be distributed to, or among, its members; but, after payment of all
838 indebtedness of the Society, its surplus funds and property will be used for orthodontic education and research in
839 such a manner as the then governing body of the Society may determine.

840 There shall be a fixed reserve fund. The sum of the reserve fund shall be equal to the cost of the annual session
841 plus 75% of the amount of the annual budget. The average of the last three (3) annual sessions will be added to the
842 average of the last three years' operating budget to determine the target amount for the reserve fund.

843 The monies withdrawn from the fixed reserve fund require a two-thirds vote of the Board of Directors.

844 All monies in excess of the fixed reserve fund and not allocated to the operating budget shall be considered the
845 "additional reserves." The monies withdrawn from the "additional reserves" will only require a majority vote of the
846 Board of Directors.

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848 **ARTICLE XII — INDEMNIFICATION**

849 The Society shall indemnify and hold harmless each officer, delegate, member or consultant of the councils or
850 committees, and employees now or hereafter serving the Society, from and against any and all claims and liabilities
851 to which s/he may be, or become, subject by reason of his now, or hereafter being, or having heretofore been, an
852 officer, delegate, member or consultant of a council or committee, or employee of the Society and/or by reason of his
853 alleged acts, omissions, or commissions as an officer, delegate, member or consultant of a council or committee, or
854 employee, as aforesaid, and shall reimburse each officer, delegate, member and consultant of the councils and
855 committees, and employees of the Society for all legal and other expenses reasonably incurred by him/her in
856 connection with defending against any such claims or liabilities, provided, however, that no officer, delegate, member
857 consultant of a council or committee, or employee shall be indemnified or be reimbursed for any expense incurred in
858 defending against any claim or liability arising out of his gross negligence, want on or willful misconduct. The
859 foregoing rights of officers, delegates, members and consultants of councils or committees and employees shall not
860 be exclusive of any other rights to which they may be entitled lawfully.

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867 **ARTICLE XIII — PARLIAMENTARY AUTHORITY**

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The current edition of The American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the deliberations of this Society when not otherwise provided for by the *Bylaws*.

ARTICLE XIV — AMENDMENTS

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Section A. PROCEDURE: These *Bylaws* may be amended by a two-thirds affirmative vote of the active members present at the second business meeting of the annual session of the Society, provided the proposed amendment has been presented to the Society at the first business meeting of the same session, and a copy of the proposed amendment has been mailed, by conventional mail or sent electronically, to each active member at least thirty (30) days previous to the date of the annual session at which the amendment is to be voted. The thirty (30) day notification may be waived by a three-quarters affirmative vote of the active members present at the first business meeting of the session at which the amendment is presented. If the thirty-day requirement is waived, the proposed amendment shall be voted upon at the second business meeting and shall also require a three-quarters affirmative vote for adoption.

ARTICLE XV — PRINCIPLES OF ETHICS

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The Principles of Ethics of the American Association of Orthodontists shall be the Principles of Ethics of this Society.

PLEDGE: Every member of the Society shall pledge to adhere to the Principles of Ethics of this Society.

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ARTICLE XVI — DISCIPLINARY PROCEEDINGS

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Section A. DISCIPLINE OF MEMBERS: This Society or the Association (AAO), on its own volition or upon receipt of a written complaint from any other person, reserves the right to discipline any of its members (except honorary) for cause. Disciplinary action may include reprimand, suspension or expulsion. Violation of the AAO's *Bylaws* or *Principles of Ethics*, or any lawful rule of practice duly adopted by this Society, or any other conduct prejudicial to the interests of this Society, shall constitute sufficient cause for disciplinary action hereunder. This Society, on its own volition or upon appeal from an applicant for membership who has been denied membership by this Society, further reserves the right to terminate the membership of any member and affirm the denial of membership to such applicant.

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Each member hereby expressly waives the right to hold this Society, its delegates, trustees, officers, members and employees, or any of its constituent or component organizations responsible for any damage, pecuniary or otherwise, as a result of disciplinary or membership proceedings against or involving any member.

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Section B. DISCIPLINARY PROCEEDINGS:

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1. Jurisdiction: This Society, through the AAO (Association), has jurisdiction to bring disciplinary proceedings against, and to conduct membership proceeding as to, a member, which shall be conducted by the Council on Membership, Ethics and Judicial Concerns ("COMEJC").
2. Investigation: The investigation of disciplinary or membership complaints and/or appeals of membership denials shall occur as follows:
 - a. The chair of COMEJC shall select three of its members (the "Investigating Committee") to investigate any disciplinary or membership complaints and/or appeals of membership denials.
 - b. The Investigating Committee may conclude, in its sole discretion and based upon a preliminary review of any complaint or record of membership decision, that the complaint or record contains insufficient information on which to base an investigation, or is patently frivolous or inconsequential. In cases involving a third-party complaint alleging violation of this Association's Principles against any Trustee, officer or member elected or appointed to any position of responsibility within this Association that involves the conduct of such Trustee, officer or member in the performance of duties in such capacity, the Investigating Committee shall dismiss the complaint unless the conduct of such Trustee, officer or member constitutes a violation of this Association's Principles as a result of gross negligence or intentional conduct. If the Investigating Committee determines that insufficient information exists, the complaint is patently frivolous or inconsequential, or that the foregoing standard is not satisfied in the case of a complaint involving any Trustee, officer or member referenced above, the matter may be disposed of by written notice to the

928 complainant or applicant and his or her respective constituency organization (in the case of active and retired
929 members), as the case may be.

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- 931 c. If the Investigating Committee concludes that a complaint or record constitutes a valid and actionable
932 inquiry, the Investigating Committee shall conduct a confidential investigation in order to determine
933 whether disciplinary or membership action is warranted. Such an investigation in the case of disciplinary
934 proceedings shall include contacting the accused member and the complainant, if any, and gathering all
935 relevant facts. The investigation of whether membership in this Society is warranted shall include
936 contacting the applicant or existing member as the case may be, as well as this Society's organization (in
937 the case of active, affiliate and retired members), and obtaining all relevant facts.
- 938
- 939 d. Subject to Article XVII.B.2.f, below, the Investigating Committee shall file its report and non-binding
940 recommendations as to a proposed penalty with the Chair of COMEJC within a reasonable time after
941 notification of the complaint or membership issue.
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- 943 e. If the Investigating Committee determines that no disciplinary action is warranted or that membership
944 should be maintained or granted, it shall notify the member or applicant, as the case may be, the
945 member's constituent organization (in the case of active and retired members), the Chair of COMEJC,
946 and Secretary-Treasurer of this Association. The notice to such member or applicant shall be in writing
947 and sent via certified mail-return receipt requested.
- 948
- 949 f. In the case of the first disciplinary complaint against a member involving public statements,
950 announcements of services and promotional activities where the Investigating Committee has
951 determined that the complaint constitutes a valid and actionable inquiry, the Investigating
952 Committee may, in its sole and absolute discretion, elect to advise the member of its finding and obtain a
953 written agreement from the member to cease the unethical activity and to waive any further right of
954 appeal from, or challenge to, such finding and agreement. If the member enters into and complies with
955 such an agreement, the Investigating Committee shall file its report as to such matter with the chair of
956 COMEJC, and no disciplinary action shall be warranted in relation to the public statement,
957 announcement of services or promotional activity that is the subject of such agreement. Notwithstanding
958 the foregoing, in the event of a subsequent complaint against the same member involving any public
959 statements, announcements of services and promotional activities where the Investigating
960 Committee determines that the complaint constitutes a valid and actionable inquiry, this Article XVII.B.2.f
961 shall be inapplicable, and the provisions of Article XVII.B.2.d and all other related provision of this Article
962 XVII shall apply.
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- 964 3. If the Investigating Committee determines that disciplinary action is warranted or that membership should be
965 terminated or denied, COMEJC shall follow the procedures set forth below:
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- 967 a. Notice: The member or applicant shall be notified in writing of the charges and his/her right to a hearing
968 before three members of the COMEJC selected by the chair thereof who shall not be members of the
969 Investigating Committee (the "Hearing Committee"). Such notification shall be sent by certified mail, with
970 return receipt requested, to the member's address of record. The member or applicant shall be notified
971 that he/she may request a hearing before the Hearing Committee in order to appear and may present
972 evidence, and that he/she may be represented by legal counsel, if desired, at his or her expense.
- 973
- 974 b. Hearing: Upon timely written request from the member or applicant, which must be given within thirty
975 (30) days of the notice to the member or applicant of the right to a hearing, the member or applicant shall
976 be entitled to a private hearing before the Hearing Committee at which time he/she shall be given the
977 opportunity to present his/her response. The hearing shall be conducted in accordance with the
978 procedures adopted by this Association at a place and time selected by the Hearing Committee in its
979 sole discretion, and the member or applicant shall be given reasonable advance notice of the date, time
980 and place of the hearing. The members of the Hearing Committee shall elect from their number a
981 Hearing Officer, who shall preside at the hearing and issue any appropriate procedural or evidentiary
982 rulings, and summarize the results of the investigation and non-binding penalty recommendation at the
983 hearing for the other members. Formal rules of evidence or civil procedure shall not be required. The
984 Hearing Committee may consider any relevant material.
- 985
- 986 c. Decision: Every disciplinary and membership decision of the Hearing Committee shall be in writing. Each
987 written decision shall specify the charges made against the member or applicant, the facts which

988 substantiate any or all of the charges, the decision rendered by the Hearing Committee, the penalty
989 imposed in the case of disciplinary proceedings, the fact that the member or applicant has a right of
990 appeal and the time for filing a notice of appeal. The Hearing Committee may, in its sole and absolute
991 discretion, give consideration as to whether the case involves a second complaint against the same
992 member concerning public statements, announcements of services and promotional activities if such
993 member entered into a written agreement with the Association pursuant to Article XVII.B.2.f, above, in
994 relation to the penalty assessed. Within ten (10) days of the date on which the decision is rendered, a
995 copy thereof shall be sent by certified mail, with return receipt requested, to the Association's last known
996 address of each of the following parties: the member or applicant, the Secretary of this Society (in the
997 case of active, affiliate and retired members), the chair of the Council on Membership, Ethics and
998 Judicial Concerns of the Association and the Secretary-Treasurer of the Association.
999

1000 Section C. APPEALS: The decision of the Hearing Committee as to applicants shall be final with no right of appeal.
1001 A member receiving an adverse decision from the Hearing Committee shall have the right to appeal from such a
1002 decision by filing a notice of appeal with the Secretary-Treasurer of the Association.
1003

1004 The notice of appeal must be in writing and filed with the Secretary-Treasurer of the Association within thirty (30)
1005 days of receipt of the notice of the adverse decision.
1006

1007 Each party to an appeal shall be entitled to submit a brief in support of his/her or its position. The member and the
1008 Hearing Committee shall submit his/her or its brief to the Secretary-Treasurer of the Association via certified mail,
1009 return receipt requested, within ninety (90) days of filing an appeal.
1010

1011 No decision shall become final while an appeal there from is pending or until the thirty (30) day-period for filing notice
1012 of appeal has elapsed. Within thirty (30) days of the receipt of a notice of appeal, the President of the Association
1013 will name and determine their willingness to serve, three members to an Ad Hoc Appeals Panel and three alternates,
1014 no one of who shall have been a member of the COMEJC. The Secretary-Treasurer of the Association will notify the
1015 member of the names of the three principals via certified mail, return receipt requested. If the member shows good
1016 cause why any named principal is unacceptable, an alternate(s) will be selected by the President of the Association.
1017 This selection shall be final. The Panel shall notify the COMEJC and the member of the time and place of the
1018 hearing, such notice to be sent by certified mail, with return receipt requested, to the last known address of the
1019 parties to the appeal and mailed not less than thirty (30) days prior to the date set for the hearing.
1020

1021 The Panel shall meet within a reasonable time from the date the appeal was filed. The member may have one
1022 representative appear, at his or her expense, before the Panel to make oral or written presentations and to respond
1023 to questions from the Panel. The Hearing Officer shall designate a representative to appear before the Panel to
1024 support the decision of the Hearing Committee and to respond to questions of the Panel. Either party may be
1025 represented by counsel; however, the proceedings shall be conducted on an informal basis.
1026

1027 The Panel shall be required to review the decision on appeal and determine whether the charges involving the
1028 member support the decision or warrant the penalty imposed. The Panel shall not be required to consider additional
1029 evidence unless there is a clear and convincing showing that either party to the appeal will be unreasonably harmed
1030 by failure to consider the additional evidence.
1031

1032 Every decision on appeal shall be reduced to writing and shall clearly state the conclusion of the Panel and reasons
1033 for reaching the conclusion. The Panel shall have the discretion to:
1034

- 1035 1. Uphold the decision of the Hearing Committee;
- 1036
- 1037 2. Reverse all or any part of the decision of the Hearing Committee and thereby exonerate the member;
- 1038
- 1039 3. Deny an appeal because it fails to satisfy the requirements of these *Bylaws*;
- 1040
- 1041 4. Refer the case back to the Hearing Committee for a new proceeding, if the rights of the member under all
1042 applicable
1043 *Bylaws* were not accorded him/her; or
1044
- 1045 5. Accept the findings of the Hearing Committee, but impose a different penalty or decision.
1046

1047 Within a reasonable time from the date a decision on an appeal is rendered, a copy thereof shall be sent by certified mail,
1048 with return receipt requested, to the Association's last known address of each of the following parties: the member, the
1049 Secretary of this Society (in the case of active, affiliate and retired members), the chair of the COMEJC of the Association
1050 and the Secretary-Treasurer of the Association.
1051
1052 Section D. RESIGNATION: If a member who is the subject of a complaint or other disciplinary or membership action
1053 by this Society resigns at any time during the proceeding, the matter shall be dismissed and the member may not thereafter
1054 reapply for any class of membership.