

BYLAWS OF THE
MIDDLE ATLANTIC SOCIETY OF ORTHODONTISTS

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The Breakers, Palm Beach, Florida

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A CONSTITUENT SOCIETY OF
THE AMERICAN ASSOCIATION OF ORTHODONTISTS

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

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ARTICLE I--ORGANIZATION

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A. NAME:

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

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B. INCORPORATION:

This Society is a non-profit corporation organized under the laws of the State of New Jersey on February 23, 1954. If this corporation should be dissolved at any time, no part of its funds or property shall be distributed to or among its members, but after payment of all indebtedness of the corporation, its surplus funds and properties shall be used for orthodontic or dental purposes in education or research fields, as the then governing body of MASO may determine.

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C. JURISDICTION:

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

ARTICLE II--PURPOSES

The purposes of this Society shall be:

A. To advance the art and science of orthodontics.

B. To encourage and sponsor research.

C. To strive for and maintain the highest standards of excellence in orthodontic education and practice.

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

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ARTICLE III--MEMBERSHIP

3 **A. CLASSIFICATION AND ELIGIBILITY:** Election and classification to membership to this
4 Society shall be classified as set by the AAO Bylaws.

6 **B. PRIVILEGES:**

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

12 **C. DUES AND ASSESSMENTS:**

13 1. **Payment:**

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

15 2. **Dues Increase:**

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

20 3. **Assessments:**

- 21 a. An assessment may be proposed by the MASO Executive Board, and levied upon all
22 dues-paying members. Such assessments must be approved by a majority of the ac-
23 tive members by mail ballot or by ballot at a regular business meeting. Such as-
24 sessment shall not be deemed an increase in dues, and shall apply only to the partic-
25 ular year in which it is adopted.

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ARTICLE IV--COMPONENT ORGANIZATIONS

29 **A. COMPONENT JURISDICTIONS:** within MASO, the following are the territorial jurisdictions
30 in which component organizations are authorized to be formed:

- 31 a. The Commonwealth of Puerto Rico and the American Virgin Islands
32 b. The District of Columbia
33 c. The State of Delaware
34 d. The State of Maryland
35 e. The State of New Jersey
36 f. The Commonwealth of Pennsylvania, (east of the Alleghenies).

38 **B. POWERS AND DUTIES:** A component organization shall have the following powers and du-
39 ties:

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

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ARTICLE V--EXECUTIVE BOARD

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

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

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- a. **Four (4) Officers: The President, the President-Elect, the Secretary, and the Treasurer.**
 - b. **Six (6) Directors elected from the general membership. Three (3) Directors shall be elected annually for a term of two (2) years. Directors may not serve more than three (3) consecutive terms, except under the following circumstance; when a Director has been precluded from assuming the office of President-Elect after his/her sixth (6) year of service due to the assumption of that position by one of the Officers, a Director may be elected for one (1) additional two (2) year term.**
 - c. **The Editor/Historian of the MASO Journal**
 - d. **The Immediate Past-president who shall be an ex-officio member without the privilege to vote.**
 - e. **The Trustee of MASO to the AAO, who shall be an ex-officio member, without the privilege to vote.**
- C. QUALIFICATIONS: the Executive Board shall be composed of active members in good standing, of MASO.**
- D. NOMINATION AND ELECTION: Members of the Board shall be nominated at the first business meeting of the annual session and elected to office at the second business meeting of the same annual session.**
- E. OFFICERS: The officers of the Executive Board shall be the President of MASO, who shall serve as Chairperson; the President-Elect; the Secretary of MASO, who shall serve as Secretary of the Board; and the Treasurer.**
- F. VACANCY AND ABSENCE: In the event of a vacancy on the Board, the Board shall have the power to elect a successor for the unexpired term. In the absence of the President, the office of the Chairperson shall be filled by the President-Elect or the Secretary, in that order. In their absence, a voting member of the Board shall be elected Chairperson pro-tempore.**
- G. POWERS AND DUTIES: The Executive Board shall have the power to:**
- a. **Conduct all business of the Society, subject to the Articles of Incorporation, Bylaws, and the mandate of the membership.**
 - b. **Establish ad-interim policies between annual sessions of MASO, provided, however, those policies are reported to the membership at or before the next annual session of MASO.**
 - c. **Establish rules and regulations, consistent with the Bylaws, to govern its organization and procedure.**
 - d. **Elect an Editor/Historian, for a term of three (3) years, whose duties shall be set forth in the Manual of Procedures, subject to the direction and policies established by the Executive Board. The Editor/Historian shall serve as a voting member of the Executive Board and Communications/Publications Committee.**
 - e. **Select nominees to the various AAO Councils.**
 - f. **Cause to be published in, or to be omitted from, any official publication of MASO, any material whole or in part.**
 - g. **Establish the time, place, and length of the annual session and, if necessary, cancel or change an annual session of MASO.**
 - h. **Create and appoint such special committees as may be necessary to expedite the functions of MASO.**
 - i. **Direct the President to call a special session of MASO.**

- 1 j. Act as an appellate body to approve, disapprove, or return for further study the rec-
- 2 ommendations of any committee.
- 3 k. Maintain and update the Manual of Procedures of MASO.
- 4 l. Establish an Executive Committee, composed of six (6) members.
- 5 i. The six (6) members of any such Executive Committee shall be the President, Presi-
- 6 dent-Elect, Secretary, Treasurer, and two (2) senior Directors. Any such Executive
- 7 Committee so established shall have the power to act for the full Executive Board in
- 8 the interim between sessions of the Board. However, it shall report its actions to the
- 9 Board as soon as possible.
- 10 m. If deemed necessary employ an Executive Director.
- 11 n. Perform those tasks and assignments given to it under these bylaws and as may be pre-
- 12 scribed to it from time to time by the membership.
- 13 o. Review reports prior to their submission to the members and make recommendations
- 14 thereon to the membership.
- 15 p. Receive and consider the report and recommendations of committees.
- 16 q. Consider any change in the annual dues or membership fees, any assessment upon the
- 17 members, or any special appropriation of funds from the treasury, and make its rec-
- 18 ommendations to the general membership of MASO for final action.
- 19 r. Oversee the specific duties of each Director.

20
21 **H. DUTIES OF ELECTED DIRECTORS:** The President shall appoint each of the elected Direc-

22 tors to serve in a liaison capacity to each of the standing MASO committees and AAO Councils.

23

24 **I. MEETINGS:**

- 25 1. The Board shall meet before the first, and after the second, business meeting of each
 - 26 Annual Session, and at such other times at the call of the President or upon notice of
 - 27 any four (4) Directors.
 - 28 2. One-half (1/2) of the Board members with voting privileges shall constitute a quorum
 - 29 for the transaction of business.
 - 30 3. Mail or Electronic Vote:
 - 31 a. During the interim between annual sessions of MASO, the Board may conduct
 - 32 its business by mail or electronically. If the majority of the voting members of
 - 33 the Executive Board severally or collectively, consent in writing to any action to
 - 34 be taken by the Board of Directors, such consent shall have the same force and
 - 35 effect as a majority vote of the Board at a meeting duly held.
- 36

37 **ARTICLE VI -- OFFICERS**

38 **A. TITLE:**

39 The officers of MASO shall be the President, President-Elect, Secretary, and Treasurer.

40

41 **B. QUALIFICATIONS:**

42 Only active members in good standing of this Society shall be eligible to serve as an officer.

43

44 **C. TERM OF OFFICE:**

45 The President and President-Elect shall serve for a term of one (1) year, the Secretary and the

46 Treasurer shall serve for a term of two (2) years. The Secretary and Treasurer will be limited

47 to three (3) consecutive two (2) year terms.

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1 **D. NOMINATION AND ELECTION:**

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

- 4 1. At the annual session, there shall be nomination and election to the office of President. The
5 person elected shall not be installed as President until the next annual session. During the
6 year between election and installation, this person shall serve as President-Elect.
7 2. **SECRETARY:** The Secretary shall be nominated and elected for a term of two (2) years.
8 The Secretary's time in office shall be limited to three (3) consecutive two (2) year terms.
9 3. **TREASURER:** The Treasurer shall be nominated and elected for a term of two (2) years.
10 The Treasurer's time in office shall be limited to three (3) consecutive two (2) year terms.
11

12 **E. VACANCIES:**

13 In the event the office of President becomes vacant for any reason, the President-Elect shall be-
14 come President-Pro Tempore for the unexpired portion of the term. A vacancy in the office of
15 Secretary or Treasurer shall be filled by the Board until the next annual session. If the office of
16 President-Elect should become vacant, the office of President for the ensuing year shall be filled
17 at the next annual session as provided for in the nomination and election of officers, except that
18 the ballot shall read "President for the Ensuing Year".
19

20 **F. DUTIES:**

- 21 1. **PRESIDENT:** It shall be the duty of the President to:
22 a. Serve as official representative of MASO in its contacts with governmental, civic, busi-
23 ness and professional organizations for the purpose of advancing the objectives of this
24 Society.
25 b. Serve as Chairperson of the Board and to perform such other duties as provided in the-
26 se bylaws, or as may be prescribed by the Board or the membership and as usually per-
27 tain to the office of President.
28 c. Call special meetings of the Board or of the membership as provided in these bylaws.
29 d. Present an annual report to the membership.
30 e. Appoint annually the chairpersons of the Standing Committees and such other chair-
31 persons as may be required.
32 f. Appoint a General Chairperson for the annual session.
33 g. Appoint members and/or chairpersons to fill vacancies on any committee until a succes-
34 sor is elected.
35 h. Appoint and create special committees or sub-committees.
36 i. Appoint Directors of the Board to specific liaison duties.
37 2. **PRESIDENT-ELECT:** It shall be the duty of the President-Elect to:
38 a. Perform such duties as may be provided by these bylaws or as may be prescribed by the
39 Board and as usually pertain to the office of President-Elect.
40 b. Serve as a member of the Executive Board.
41 3. **SECRETARY/PARLIAMENTARIAN:** It shall be the duty of the Secretary to:
42 a. Maintain the records of this Society and the Board.
43 b. Serve as a member and Secretary of the Board.
44 c. Perform such other duties as may be provided by these bylaws or as may be prescribed
45 by the Board and usually pertain to the office of Secretary.
46 d. Serve as the Society parliamentarian
47 e. Serve as chairperson of the Bylaws committee.
48

- 1 **4. TREASURER: It shall be the duty of the Treasurer to:**
2 a. Be responsible of overseeing the collection, and disbursement of all monies, securities,
3 etc., belonging to MASO and to hold or invest, subject to the direction of the Board.
4 b. Serve as a member of the Board.
5 c. Submit an annual report to the general membership of MASO.
6 d. To perform such other duties as may be provided by these bylaws or as may be pre-
7 scribed by the Board and usually pertain to the office of Treasurer.
8 e. Serve as a member of the Budget Committee.
9 f. Serve as an ex-officio member of the Annual Session Committee.

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11 **ARTICLE VII--DELEGATES AND ALTERNATE DELEGATES**
12

13 **A. DELEGATES:**

14 Delegates from MASO to the House of Delegates of the AAO shall be the number so allocat-
15 ed by the AAO. Delegates shall serve for a term of two (2) years, and the procedure for
16 their election shall be provided in the Manual of Procedures.
17

18 **B. ALTERNATE DELEGATES:**

19 Three (3) Alternate Delegates from MASO to the House of Delegates of the AAO shall be
20 elected for a term of one (1) year, and the procedure for their election shall be provided in
21 the Manual of Procedures. The President of MASO shall serve as the first alternate dele-
22 gate.
23

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

25 Within sixty (60) days of their election as Delegates to the AAO House, the delegation shall
26 elect a Chairperson from among its members. The Chairperson shall have the authority to
27 fill any vacancy in the delegation.
28

29 **D. VACANCIES:**

30 If a Delegate is unable to attend a session of the House of Delegates of the American Associ-
31 ation of Orthodontists, the Alternate Delegate to replace said Delegate shall be appointed by
32 the Chairperson of the delegation, as prescribed in the Manual of Procedures.
33

34 **E. TERM OF SERVICE:**

35 A Delegate shall not serve more than three (3) consecutive terms. There is no limit to the
36 number of terms an alternate may serve.
37

38 **ARTICLE VIII--TRUSTEE TO THE AAO**
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40 **A. ELECTION:**

41 The MASO Trustee to the AAO shall be elected as prescribed in the Manual of Procedures
42 for a term of two (2) years. The Trustee may not serve for more than four (4) consecutive
43 terms.
44

45 **B. AUTHORIZATION:**

46 The Trustee to the AAO is authorized to represent MASO in all matters pertaining to its af-
47 fairs, coming before the Board of Trustees of the AAO. The Trustee shall follow the man-
48 date of this Society on any matters as to which he or she is specifically instructed.
49

1 **J. DUTIES:**

- 2 a. The Trustee shall make timely reports to the Board of MASO.
3 b. The Trustee shall serve as an ex-officio member of the Board without the privilege to
4 vote.

5
6 **E. VACANCY:**

7 In the event of a vacancy in the office of Trustee, such vacancy shall be filled by appoint-
8 ment, by the President of MASO, until a new Trustee is elected at the next annual meeting
9 of MASO for the unexpired term.

10
11 **D. ABSENCE:**

12 In the event the Trustee from MASO is unable to attend a session of the Board of Trustees
13 of the American Association of Orthodontists, the President of MASO shall appoint a sub-
14 stitute Trustee to serve either for the entire session, or until the Trustee shall be able to re-
15 sume his or her duties. Should the President of MASO be unavailable, then the next availa-
16 ble succeeding officer of MASO shall appoint the substitute Trustee.

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18 **ARTICLE IX--STANDING COMMITTEES**

19
20 **A. NAME: The Standing Committees of MASO shall be the following:**

- 21 a. Annual Session
22 b. Annual Session Site Selection
23 c. Education and Research
24 d. Member Services: Membership, Ethics and Practice Transition
25 e. Nominating
26 f. Communications/Publications
27 g. Government Affairs
28 h. Finance and Audit Committee

29
30 **B. PURPOSE & AUTHORITY:**

31 Committees of this society are advisory, study and working bodies. Committee authority is
32 limited to study and recommendation within the organizational structure of the society.
33 This includes the authority to seek information pertinent to such studies from any source
34 outside the society within guidelines as may be established by the Executive Board. No out-
35 side person may participate directly or by observation in any committee deliberations with-
36 out specific authorization from the Executive Board. No committee or member of a com-
37 mittee may communicate with any outside person, organization, or agency in such a way as
38 to imply authority to represent the society or present a society position without direction of
39 the Executive Board. The Executive Board may assign other duties to committees in good
40 standing of this Society.

41
42 **C. NOMINATION AND ELECTION:**

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

1 **D. SUB-COMMITTEES, SPECIAL COMMITTEES, CONSULTANTS, ADVISORS AND SEC-**
2 **RETARIES:**

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

11
12 **E. CHAIRPERSONS:**

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

- 14 a. The Editor/Historian shall serve as Chairperson of the Communications/Publications
15 Committee
16 b. With the exception of the Communications/Publications Committee, the chairperson of
17 a standing committee may not serve more than three (3) consecutive terms.

18
19 **F. VACANCY:**

20 In the event of vacancy in the membership of any committee, the President shall appoint a
21 member to fill such a vacancy until a successor is elected. A successor shall be elected at the
22 next annual session for the unexpired term. If the vacancy involves a chairperson, the Pres-
23 ident shall have the power to appoint an interim chairperson.

24
25 **G. COMPOSITION AND FUNCTION:**

26 **1. Annual Session Committee:**

27 This committee and its Chairperson shall be appointed annually by the President-Elect of
28 MASO. This Committee shall be responsible for the program and convention arrange-
29 ments for MASO's annual session. Its actions should be in conformity with the Manual of
30 Procedures. This committee shall make a report to the Board following the annual session.

31
32 **2. Annual Session Site Selection Committee:**

33 This committee shall be composed of five (5) available immediate past General Chairper-
34 sons of the Annual Session. At each succeeding annual session, one (1) member only shall
35 be confirmed for a term of five (5) years. The senior member shall serve as Chairperson in
36 their last year on the committee. It shall be the purpose of this committee to recommend to
37 the Board the dates and places for future annual sessions, derived from a list of potential
38 sites supplied to the committee by the Executive Director of MASO, or a meeting coordina-
39 tor, after a complete review of the merits of each site.

40
41 **3. Education and Research Committee:**

42 This committee shall be composed of three (3) members. At each succeeding annual session,
43 one (1) member shall be elected for a term of three (3) years. The senior member shall serve
44 as Chairperson in their last year on the committee, and shall Chair the annual continuing
45 education seminar. The function of this committee shall be the development and promotion
46 of educational programs for the members and auxiliary personnel, and encourage research
47 by graduate orthodontic departments within MASO by awarding gifts and prizes for out-
48 standing research contributions (such as the Kress Award) as outlined in the Manual of
49 Procedures.

50 **4. Member Services: Membership, Ethics, and Practice Transition Committee:**

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

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

- 4 1) Examine the qualifications of applicants for all categories of membership in
5 MASO and report their recommendations to the Board.
6 2) Coordinate the annual orientation session for new MASO members.

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

- 8 1) Investigate any alleged violation of the AAO Code of Ethics.
9 2) When no apparent violation is found, to close the inquiry.
10 3) When a possible violation has been found, to refer the to the AAO legal
11 counsel for appropriate action.

12 c. **Practice Transition:**

13 This committee shall develop, implement and sustain programs that will assist
14 MASO orthodontic residents and MASO members with various aspects dealing with
15 both the transition into and out of the practice of orthodontics.

16
17 5. **Nominating Committee:**

18 This committee shall be composed of eight (8) members. They shall be the immediate Past
19 President of MASO, the next most immediate Past President available, and six members,
20 one from each MASO component. At each annual session, two (2) members shall be elected
21 for a term of two (2) years. The President of each MASO component, or a designee of the
22 component President, should be given preference for this position. If the immediate Past
23 President of MASO and/or the next most immediate Past President cannot serve on the
24 Nominating Committee for any reason, the MASO President shall appoint a former Past
25 President of MASO to serve in their place. The Past President and next most immediate
26 Past President shall serve for a term of one year. The senior Past President shall serve as
27 Chairperson.

28 As respective terms expire, this committee shall submit the names of nominees for Presi-
29 dent-Elect, Secretary, Treasurer, Directors to the Board, and committee vacancies of
30 MASO; in addition, nominees for Trustee, Delegates and Alternate Delegates to the AAO
31 and a nominee for the Gerard A. Devlin Award as outlined in the Manual of Procedures.
32 This report shall be referred to the Board, shall be published thirty (30) days prior to the
33 annual session, and shall be presented at the first business meeting of the annual session.

34
35 6. **Communications/Publications Committee:**

36 This committee shall be composed of three (3) members and the MASO Editor who will
37 serve as Chairperson. At each annual session, one (1) member shall be elected for a term of
38 three years. This committee shall review and recommend methods of improving communi-
39 cation between the orthodontic specialty and (a) the general public, (b) dentists in general
40 practice, (c) other dental specialties, (d) medical and allied professionals, and (e) within
41 our own specialty. The committee will be active in issuing press releases that are of interest
42 to the public, and shall oversee all sources of information involving MASO through print or
43 electronic media, including the internet.

44
45 7. **Governmental Affairs Committee:**

46 This committee shall be composed of six (6) members. At each annual session, two (2)
47 members shall be elected for a term of three (3) years. Whenever possible the President or
48 Legislative Affairs representative from each MASO component should be given preference
49 for this position. One of the senior members of this committee shall be designated to serve

1 as chairperson by the President of MASO. This committee shall review and report on any
2 legislation affecting orthodontic care within the component jurisdictions of MASO.
3

4 **8. Finance and Audit Committee**

5 The committee shall be composed of MASO's President, Treasurer, Immediate past-
6 Treasurer, and the Executive Director who shall serve as an ex-officio member. The main
7 duty of the committee is as an internal audit committee to comply with the IRS require-
8 ments.
9

10 **H. DUTIES:**

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

16 **ARTICLE X--RESIGNATION AND REMOVAL**

17
18 **A. RESIGNATION:**

19 Any elected official of this Society may resign at any time by giving written notification
20 to the President or Secretary of this Society. Should the elected official in this capacity rep-
21 resent a component society or association, notification shall be made to that component of
22 such action. Such resignation shall take effect at the time specified therein, or immediately,
23 if no time is specified.

24 **B. REMOVAL:**

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

- 27 1. **Members of the Executive Board:** A member of the Executive Board may be removed
28 by the Board by a 2/3 vote of the legal votes cast, with the President casting a ballot on
29 this issue provided he or she is not the subject of the removal proceedings. The member
30 being voted upon shall be prohibited from voting on this issue. This decision may be
31 appealed to the general membership, and if so appealed, shall be considered at the next
32 duly scheduled meeting of the general membership. A 2/3 vote of the legal votes cast by
33 the general membership shall be required to reverse the action taken by the Executive
34 Board.
- 35 2. **Members of Committees:** A member of a committee may be removed by the Executive
36 Board by a 2/3 vote of the legal votes cast. This decision may be appealed to the general
37 membership, and if so appealed, shall be considered at the next duly scheduled meeting
38 of the general membership. A 2/3 vote of the legal votes cast by the general membership
39 shall be required to reverse the action taken by the Executive Board.
40

41 **ARTICLE XI--SESSIONS**

42
43 **A. PURPOSE:**

44 The scientific sessions of this Society are established to foster the presentation and discus-
45 sion of subjects pertaining to the improvement of the health of the public and the art and
46 science of orthodontics.
47

1 **B. AUTHORIZATION:**

2 MASO shall hold an annual session unless otherwise prescribed by a majority vote of the
3 members present at a business meeting, or by the Board as specified by these bylaws.
4

5 **C. TIME AND PLACE:**

6 The time and place of the annual session shall be determined by the Board.
7

8 **D. ADMISSION:**

- 9 1. Admission to an annual session of this Society shall be limited to members in good
10 standing of the AAO and to others admitted in accordance with the rules and regula-
11 tions established by the Board.
12 2. Rules governing guest registration shall be set forth in the Manual of Procedures.
13

14 **E. QUORUM:**

15 Ten per cent (10%) of the active members of MASO registered, and in good standing, at the
16 annual session shall constitute a quorum for the transaction of the business of MASO.
17

18 **F. MANAGEMENT AND GENERAL ARRANGEMENT:**

19 The Executive Board shall be responsible for the management and arrangements for each
20 annual session. The President shall appoint a General Chairperson in charge of the Annual
21 Session Committee. This committee shall have those powers, duties and responsibilities and
22 be composed of those members as may be required to assist in the management and general
23 arrangements for the annual session, in conformity with the Manual of Procedures.
24

25 **G. ELECTION PROCEDURE:**

26 Nominees for the various elective offices of MASO, including the Trustee to the AAO, shall
27 be voted upon at the second business meeting of the annual session as provided in these by-
28 laws.
29

30 **H. NOMINATIONS:**

- 31 a. Nominating Committee: The report of the Nominating Committee, which shall be pub-
32 lished to the general membership at least thirty (30) days prior to the next annual session,
33 shall be read at the first general business meeting of the annual session, when reached in
34 that order of business.
35 b. Additional Nominations: Additional nominations may be made from the floor, for any
36 elected office, only at the first general business meeting of the annual session.
37

38 **I. ELECTIONS:**

- 39 a. When there is only one candidate for an office, such candidate may be declared elected by
40 the presiding officer.
41 b. If there is a contest for any position, there shall be a written ballot for such position.
42 c. The order of balloting shall be:
43 1. Officers
44 2. Directors of the Board
45 3. MASO Trustee to the AAO
46 4. Delegates
47 5. Alternate Delegates
48 6. Elected members of Standing Committees
49 d. A majority affirmative vote shall be required for election. If this fails, a second ballot shall
50 be taken, or if no candidate receives a majority of the votes cast on the first ballot, the two

1 candidates receiving the greatest number of votes shall be voted on again. This Society shall
2 take as many ballots as necessary for an election.
3

4 **J. ORDER OF BUSINESS**

5 The order of business of this Society shall be as follows:
6

7 **FIRST BUSINESS MEETING**
8

9 **I. Call to Order**

10 **II. Invocation**

11 **III. Approval of Agenda (President)**

12 **IV. Introduction of Guests (President)**

13 **V. Comments by AAO Guests**

14 **VI. Approval of the Minutes (Secretary)**

15 **VII. Necrology Report (Secretary)**

16 **VIII. Treasurer Report – Budget**

17 **IX. Presidential Address**

18 **X. Committee Reports:**

19 1. **Communications/Publications**

20 2. **Education and Research**

21 3. **Government Affairs**

22 4. **Member Services: Membership, Ethics, and Practice Transition**

23 5. **Nominating**

24 **XI. Comments by President-Elect**

25 **XII. Unfinished Business**

26 **XIII. New Business:**

27 1. **If necessary/appropriate presentation of Gerard A. Devlin Award**

28 2. **If necessary/appropriate presentation of William Kress Award**

29 3. **If necessary/appropriate presentation of Plaques:**

30 a. **Outgoing president**

31 b. **Annual session chairperson**

32 c. **Outgoing Component presidents**

33 d. **Lifetime Achievement award**

34 4. **Adjournment**
35

36 **SECOND BUSINESS MEETING**
37

38 **I. Call to Order**

39 **II. Election of Officers, Directors, Delegates, etc.**

40 **III. Installation of Officers**

41 **IV. Adjournment**
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43 **K. CHANGE OF ORDER OF BUSINESS:**

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ARTICLE XV--AMENDMENTS

A. PROCEDURE:

1. **These Bylaws may be amended by a two-thirds (2/3) affirmative vote of the active members present and voting at any business meeting of MASO during an annual session, provided the proposed amendment(s) have been presented to this Society at a business meeting during a previous annual session and each active member in good standing has been informed either electronically, or through notification in the MASO Journal, a copy of the proposed amendment(s) at least thirty (30) days prior to the date of the annual session at which the amendment(s) are to be acted upon.**
2. **Notwithstanding the foregoing, these Bylaws may be amended by a four-fifths (4/5) affirmative vote of the active members present and voting at any business meeting of MASO during an annual session.**

B. AMENDMENTS RELATING TO DUES:

A proposal for an increase in dues may be considered at any annual session of the Society, or at any special meeting called for that purpose, provided that notice to the membership of the proposed dues increase is given at least ninety (90) days before the date of the meeting at which it is to be considered.

ARTICLE XVI--PRINCIPLES OF ETHICS

The Principles of Ethics and Code of Professional Conduct, adopted by the AAO, are hereby declared to be the measure of the conduct and responsibilities of the members of MASO in the practice of their profession. Every member of this Society shall adhere to these Principles of Ethics and Code of Professional Responsibilities (The AAO Bylaws, Article XVI).

ARTICLE XVII--DISCIPLINARY PROCEEDINGS

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

ARTICLE XVIII--MANUAL OF PROCEDURES

Standing rules outlining the operations and requirements for all offices and committees of MASO, as well as the duties and responsibilities of the Officers, Directors, Chairpersons of all committees of MASO, MASO's Trustee to the AAO, Delegates and Alternate Delegates of the AAO, employees of MASO, plus all other duties and responsibilities not specified in these Bylaws, shall be set forth in a Manual of Procedures.

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

Revised: Dr. Toro, 11/05/2009 05:37 PM