

**BYLAWS OF THE  
MARYLAND STATE SOCIETY OF ORTHODONTISTS**

Adopted on April 14, 2010

**A COMPONENT OF  
THE MIDDLE ATLANTIC SOCIETY OF ORTHODONTISTS  
AND  
THE AMERICAN ASSOCIATION OF ORTHODONTISTS**

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**ARTICLE I -- ORGANIZATION**

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**A. NAME:**

The name of this organization shall be the **Maryland State Society of Orthodontists**, hereinafter referred to as "**the Society**" or "**this Society**." This Society is a component of the Middle Atlantic Society of Orthodontists, which is recognized as a constituent organization, and hereinafter referred to as "**MASO**" or "**the Constituent**," of the American Association of Orthodontists, hereinafter referred to as "**the AAO**."

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**B. INCORPORATION**

This Society is a non-profit corporation organized under the laws of the State of Maryland on \_\_\_\_\_. 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 the purposes of orthodontic education or research, as the then governing body of the Society may determine.

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**C. JURISDICTION:**

The territory under the jurisdiction of this Society shall consist of the entire state of Maryland.

**ARTICLE II -- PURPOSES**

The purposes of this Society shall be:

To further the purposes and objectives of MASO and the AAO by serving as a liaison to the following within the state of Maryland:

- A. Dental associations, in all matters affecting orthodontics;
- B. Dental service corporations, if in operation;
- C. Legislatures and other governmental agencies, in cooperation with the Maryland State Dental Association;
- D. Public health agencies
- E. Insurance companies and industries.
- F. Orthodontic Residency Programs.

**ARTICLE III -- MEMBERSHIP**

**A. CLASSIFICATION:**

Election to, and the classification of, membership in this Society shall be as set forth in the Bylaws of the American Association of Orthodontists. The members of this Society shall also maintain their principal place of

1 orthodontic practice in the state of Maryland.

2  
3 **B. PRIVILEGES:**

4 Except as set forth elsewhere in these Bylaws, all members shall be  
5 entitled to all services and privileges as may be provided by this Society in  
6 accordance with their applicable classification of membership. Only active  
7 members in good standing shall be eligible to seek or hold office or other  
8 elective or appointive positions in this Society, or to vote or otherwise  
9 participate in the selection of Society officers or the establishment of Society  
10 policies.

11  
12 **C. DUES AND ASSESSMENTS:**

13 1. Payment:

14 All dues, application fees, and assessments shall be payable to the AAO,  
15 with the exception of those fees or assessments which are to be used  
16 exclusively for the benefit of the members of this Society. Dues, fees, and  
17 assessments to be used exclusively by this Society will be paid directly to  
18 this Society or its designee.

19  
20 2. Dues:

21 The dues for component membership in this Society shall be established  
22 by a vote of the general membership. A proposal for a change in dues  
23 may be considered at any meeting of the Society, or at any special  
24 meeting called for that purpose, provided that notice to the membership of  
25 the proposed change is given at least sixty (60) days prior to the date of  
26 the meeting at which it is to be considered.

27  
28 3. Assessments:

29 An assessment may be proposed by the Society's Executive Board,  
30 and levied upon all dues-paying members. Such assessments must be  
31 approved by a majority of the active members by mail or electronic ballot  
32 or by ballot at a regular business meeting. Such assessment shall not be  
33 deemed an increase in dues, and shall apply only to the particular year in  
34 which it is adopted.

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36 **ARTICLE IV--EXECUTIVE BOARD**

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38 **A.** The governing body of this Society shall be known as the Executive  
39 Board, herein referred to as "the Board".

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41 **B. COMPOSITION:** The Executive Board of this Society shall consist of the  
42 following:

- 43  
44 1. Three (3) Officers: The President, President-Elect, and the  
45 Secretary/Treasurer. The officers shall serve for a term of one year or  
46 until their successors are elected.

- 1  
2 2. Two (2) Directors elected from the general membership. One (1)  
3 Director shall be elected annually for a term of two years. During their  
4 second year as a Director, this individual shall serve as the Society  
5 liaison to the Maryland State Board of Dental Examiners. At the  
6 completion of their second year of office, a Director shall be eligible for  
7 election to the position of Secretary/Treasurer.  
8  
9 3. The Immediate Past President who shall be an ex-officio member  
10 without the privilege to vote.

11  
12 **C. QUALIFICATIONS:**

13 The Executive Board shall be composed of active members in good  
14 standing with this Society.  
15

16 **D. NOMINATION AND ELECTION:**

17 There shall be a Nominating Committee composed of the voting members  
18 of the Executive Board. This Committee shall present a nominee for the  
19 office of Director. The nomination shall be announced to the membership  
20 in a pre-annual meeting publication and shall be presented at the meeting  
21 of the members during the ensuing annual meeting. Other nominations  
22 for this office may be made from the floor. The Secretary of the Society  
23 shall promptly report the result of the election to the Secretary of MASO  
24 and the AAO.  
25

26 **E. VACANCY AND ABSENCE:**

27 In the event the office of President becomes vacant, the President-Elect  
28 shall succeed to the office of President for the unexpired portion of the  
29 term as well as for the full term which he/she would automatically assume  
30 according to these Bylaws. A vacancy in the office of President-Elect or  
31 Secretary/Treasurer shall be filled by the Board, who shall have the power  
32 to elect an interim successor. The vacancy shall then be filled at an  
33 election to be held at the next general membership meeting. In the  
34 absence of the President, the position of Chairperson of the Board shall  
35 be filled by the President-Elect, or the Secretary/Treasurer in that order.  
36

37 **F. POWERS:**

38 The Executive Board shall have the power to:

- 39  
40 1. Conduct all business of the Society, subject to the Articles of  
41 Incorporation, Bylaws, and the mandate of the membership.  
42  
43 2. Establish rules and regulations, consistent with the Bylaws, to govern  
44 this Society's organization and procedure.  
45  
46 3. Establish ad interim policies when such policies are essential to the

1 management of the Society; provided, however, that all such policies  
2 must be presented for review at the next meeting of the Society's  
3 membership.

- 4
- 5 4. Select nominees to serve in positions in the Middle Atlantic Society of  
6 Orthodontists.
- 7
- 8 5. Establish the time and place of meetings of the Board and general  
9 membership.
- 10
- 11 6. Create and appoint such special committees as may be necessary to  
12 carry out the functions of this Society.
- 13
- 14 7. Act as an appellate body to approve, disapprove, or return for further  
15 study the recommendations of any committee.
- 16
- 17 8. Perform those tasks and assignments given to it under these bylaws  
18 and as may be prescribed to it from time to time by the membership.
- 19
- 20 9. Appoint consultants whenever necessary.
- 21
- 22 10. Consider any change in the annual dues or membership fees, any  
23 assessment upon the members, or any special appropriation of funds  
24 from the treasury, and make its recommendations to the general  
25 membership for final action.
- 26
- 27 11. Oversee the specific duties of each Director.

- 28
- 29 **G. DUTIES:** It shall be the duty of the Executive Board to:
- 30 1. Cause to be bonded by a surety company all officers and employees of  
31 the Society entrusted with Society funds.
  - 32
  - 33 2. Cause all accounts of this Society to be audited or reviewed by an  
34 independent certified public accountant at least once a year.
  - 35
  - 36 3. Submit an annual report of its activities to the membership.
  - 37
  - 38 4. Serve as a nominating committee for the elective officers of this  
39 Society.
  - 40
  - 41 5. Perform such other duties as may be prescribed by these Bylaws.

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43 **ARTICLE V--OFFICERS:**

- 44 **A. TITLE:**  
45 The officers of this Society shall be the President, President-Elect, and  
46 Secretary/Treasurer.

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1. The **President** of the Society shall serve as Chair of all meetings of the Executive Board and general membership. It shall be the duty of the President to serve as the official representative of this Society in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of this Society, to serve as Chair of the Executive Board, to submit an annual report to the membership, and to perform such other duties as provided for in these Bylaws or as may be prescribed by the membership or the Executive Board and as usually appertain to the office of President.
2. The **President-Elect** shall serve as Chair of those meetings when the President is absent.
3. The **Secretary-Treasurer** of the Society who shall serve as both Secretary and Treasurer. He/she shall serve as the recording officer of the Executive Board and custodian of its records, and shall cause a factual record of the proceedings to be kept as the official transactions of the Board. In the absence of the Secretary, the Chair shall appoint a Secretary pro tem.

**B. MEETINGS:**

1. Regular Meetings: The Executive Board shall hold a minimum of two regular meetings each year.
2. Special Meetings and Meetings via Electronic Media: The Chair may call a special meeting of the Board at any time. The Chair shall call a special meeting at the request of three (3) voting members of the Board. All special meetings shall require a minimum of five (5) days' notice to each member of the Board unless waived by unanimous consent. The business of special meetings shall be limited to that stated in the official call unless waived by unanimous consent. The members of the Executive Board may participate in and act at a meeting of the Board on matters of the Society requiring immediate attention through the use of conferences via telephone and/or other communications equipment. These meetings shall be recorded and made a part of the action of the Executive Board.
3. Quorum: A majority of the voting members of the Executive Board shall constitute a quorum

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3 **ARTICLE VI -- COMMITTEES**

4 A. **STANDING COMMITTEES**

5 Standing Committees of this Society may be created at any session of the  
6 membership for the purpose of performing duties of a continuing nature  
7 not otherwise assigned by these Bylaws. The composition, chair, term  
8 and duties of such Committees shall be set forth in the resolution creating  
9 such Committees. The Standing Committees shall also be subject to the  
10 qualifications, privileges and limitations imposed upon councils of this  
11 Society as enumerated in these Bylaws.

12 B. **SPECIAL COMMITTEES:**

13 Special Committees of this Society may be created by the membership or  
14 by the Executive Board for the purpose of performing duties not otherwise  
15 assigned by these Bylaws. The authority for the appointment of members  
16 of a Special Committee and their numbers shall be set forth in the  
17 resolution creating such committee.  
18

19 **ARTICLE VII -- RESIGNATION AND REMOVAL**

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21 A. **RESIGNATION**

22 Any elected official may resign at any time by giving written notification to  
23 the President or the Secretary-Treasurer of this Society. Such resignation  
24 shall take effect at the time specified therein, or immediately, if no time is  
25 specified.  
26

27 B. **REMOVAL**

28 Any elected official representing the Society may be removed for cause at  
29 any time by the Executive Board by a 2/3 vote of the legal votes cast, with  
30 the President casting a ballot on this issue provided that he/she is not the  
31 subject of the removal proceedings. The member being voted upon shall  
32 be prohibited from voting on the issue. This decision may be appealed to  
33 the membership, and if so appealed, shall be considered at the next duly  
34 scheduled meeting of the membership. A 2/3 vote of the legal votes cast  
35 by the membership shall be required to reverse the action taken by the  
36 Executive Board.  
37

38 **ARTICLE VIII--SCIENTIFIC SESSIONS**

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40 A. **PURPOSE:**

41 The scientific sessions of this Society are established to foster the  
42 presentation and discussion of subjects pertaining to the improvement of  
43 the health of the public and the art and science of orthodontics.  
44

45 B. **TIME AND PLACE:**

46 The Society may elect to hold a scientific session at a time and place



1 selected by the Executive Board. The Executive Board shall have the  
2 power to change the time and place of the session, or to cancel same in  
3 the event of extraordinary emergency.  
4

5 **C. MANAGEMENT AND GENERAL ARRANGEMENTS:**

6 The Board shall be responsible for conducting the scientific sessions. For  
7 this purpose, the Board may establish committees as required.  
8

9 **D. TRADE EXHIBITS:**

10 Products or services may be exhibited at scientific sessions at the  
11 discretion of the Executive Board, and in accordance with rules and  
12 regulations established by the Board.  
13

14 **E. ADMISSION:**

15 Admission to meetings of the scientific sessions shall be limited to  
16 members of this Society who are in good standing, and to others admitted  
17 in accordance with rules and regulations established by the Board.  
18

19 **ARTICLE IX-- FINANCES**

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21 **A. FISCAL YEAR:**

22 The fiscal year of this Society shall begin January 1<sup>st</sup> of each calendar  
23 year and end December 31<sup>st</sup> of the same calendar year.  
24

25  
26 **B. GENERAL FUND:**

27 The General Fund shall consist of all monies received other than those  
28 specifically allocated to other funds by these Bylaws. This fund shall be  
29 used to meet all expenses incurred by this Society not otherwise provided  
30 for in these Bylaws. The General Fund may be divided into operating and  
31 reserve divisions at the discretion of the Board.  
32

33 **C. BUDGET PREPARATION AND ADOPTION:**

34 The proposed budget for each ensuing fiscal year shall be prepared by the  
35 Board and submitted to the membership for adoption.  
36

37 **D. AUDITING OF ACCOUNTS:**

38 All accounts of this Society shall be reviewed by an independent certified  
39 public accountant at least annually, and a report of such audit shall be  
40 submitted to the Executive Board and forwarded to MASO and the AAO.  
41

42 **E. SURETY BOND FOR OFFICERS AND EMPLOYEES:**

43 At the expense of the Society, all officers and employees of the Society  
44 entrusted with Society funds shall be bonded by a surety company in an  
45 amount prescribed by the Board.  
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1 **ARTICLE X -- INDEMNIFICATION**

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3 This Society shall indemnify to the full extent authorized or permitted by the  
4 Corporation Law of the State of Maryland any person made, or threatened to be  
5 made, a party to an action, suit or proceeding (whether civil, criminal,  
6 administrative or investigative) by reason of the fact that he/she is or was a  
7 Director of, officer of, employee of, or a member elected or appointed to any  
8 position of responsibility within this Society.  
9

10 **ARTICLE XI -- PARLIAMENTARY AUTHORITY**

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

- 18  
19 **A. PROCEDURE:**  
20 These Bylaws may be amended at any session of the membership by a  
21 two-thirds (2/3) affirmative vote of the legal votes cast, provided the  
22 proposed amendment shall have been presented to the membership in  
23 writing at least sixty (60) days prior to said meeting.  
24  
25 **B.** Notwithstanding the foregoing, these Bylaws may be amended by a four-  
26 fifths (4/5) affirmative vote of the active members present and voting at  
27 any business meeting of the Society.  
28  
29 **C. AMENDMENT RELATING TO DUES:**  
30 An amendment to these Bylaws effecting a change in the dues of  
31 members shall require a three-fourths (3/4) vote of the legal votes cast of  
32 the membership.  
33

34 **ARTICLE XIII -- PRINCIPLES OF ETHICS**

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36 The professional conduct of a member of this Society shall be governed by *the*  
37 *Principles of Ethics and Code of Professional Conduct* of the AAO. In the event  
38 there is any inconsistency between these Bylaws and the AAO Bylaws, the AAO  
39 Bylaws shall, to the extent permitted by applicable law, control.  
40

41 **ARTICLE XIV -- SEAL**

42  
43 The corporate seal shall be recognized as official within this Society. This shall  
44 be employed as an evidence of incorporation on any official document requiring  
45 such evidence and shall be used only at the direction of the Executive Board.  
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(S E A L)