

THE
VIRGINIA
ORTHODONTICORTHODONTIC
EDUCATION AND RESEARCH
FOUNDATION

BY-LAWS
Of
THE
VIRGINIA
ORTHODONTIC
EDUCATION AND RESEARCH
FOUNDATION

ARTICLE I

General Provisions

Name

Section 1. This Foundation, a non-profit Virginia corporation, shall be known as THE VIRGINIA ORTHODONTIC EDUCATION AND RESEARCH FOUNDATION, an independent foundation established to promote and support orthodontic education and research in Virginia.

Object

Section 2. The primary object of the Foundation is to foster and advance education and scientific research in the field of Orthodontics and associated branches of dentistry; to further its object by promoting scientific meetings, the purchase of equipment, establishment of scholarships; establishment of a fund to perpetuate an instructorship, assistant, associate or full professorship; awards or fellowships in Orthodontics and other associated fields, either by itself or in cooperation and affiliation with one or more education or scientific organizations; to accept gifts and contributions from its members and others, either directly or indirectly; to invest and reinvest funds and accumulate the income therefrom; to transfer or contribute funds from time to time, in such amounts as the Board of Directors may determine, to any school, trust, society, association, corporation, foundation or other organization qualifying as a non-profit tax exempt organization under Section 501 (c) (3) of the Internal Revenue Code or as amended.

Seal

Section 3. The corporate seal shall be circular in form and shall have inscribed thereon the words: "The Virginia Orthodontic Education and Research Foundation SEAL".

Principal Offices

Section 4. The principal office of the Foundation shall be that of the Executive Secretary, or at such other location as may be designated by the Board of Directors.

ARTICLE II

Membership

Section 1. The membership of the Foundation shall consist of several classes as follows:

Charter Members

Regular Members

Non-resident Members

Honorary Members

Student Members

Retired Members

Life Retired Members

Charter Members

Section 2. Any person who is a member or associate member of the American Association of Orthodontics and has completed graduate orthodontic training in Virginia or is a past or present member of the teaching staff of an orthodontic graduate program in Virginia shall be eligible to Charter Membership if his/her application for membership has been approved and accepted during the calendar years 1970 and 1971.

Regular Members

Section 3. Any person who is a member or associate member of the American Association of Orthodontics and has received a certificate of training in Orthodontics in Virginia or is a past or present member of the teaching staff of an Orthodontic Department in Virginia shall be eligible to Regular Membership. Applications approved and accepted by the Foundation after December 31, 1971, Charter Members and Regular Members, shall be entitled to the full privileges of membership in the Foundation and shall be entitled to vote and hold office.

Non-Resident Members

Section 4. Any person who is not a resident of the United States of America, who is a member or associated member in good standing of an orthodontic association in the country of his/her residence whose standards are equivalent to the American Association of Orthodontics, shall be eligible to Non-Resident Membership.

Honorary Members

Section 5. The Board of Directors may grant to a distinguished person, by a majority vote without notification to the Charter or Regular members, membership in the Foundation with or without voting privileges and with or without membership dues.

Student Members

Section 6. Any student of a graduate program in orthodontics approved by the American Association of Orthodontics shall be eligible for student membership. Written application should be submitted to the Membership chairman. Upon election by the Board of Directors, such members' dues shall be waived while a student. Such members may be assessed for banquets, luncheons, and special events.

Retired Members

Section 7. The Board of Directors will automatically grant to any charter or regular member who retires completely from his/her orthodontic practice a retired membership. A retired member will be non-dues paying with voting privileges and will be invited to attend all meetings at no cost.

Life Retired Members

Section 8. The Board of Directors will automatically grant to any charter or regular member who has paid dues to the Foundation for thirty (30) years and is 65 years of age a life membership. If a member

has had a hardship and has been granted non-payment of dues, the member shall have these years counted in the thirty years. A Life Retired member will become a non-dues paying member and shall be entitled to vote and hold office and attend all meetings and functions of the Foundation without dues or assessments. Life Retired members and all charter and regular members are welcome and encouraged to attend all business and special meetings of the Foundation as well as board meetings.

Applications for Membership

Section 9a. All applications for Regular or Non-Resident membership shall be in the form and tenor as determined by the Board of Directors, and shall be signed by the applicant, who shall be recommended in writing by at least two Charter or Regular members of the Foundation, preferably from the area in which the applicant resides.

Section 9b. All applications for membership, and all communications relating thereto, shall be referred to the Membership Committee, who shall submit its recommendations to the Board of Directors. All proceedings thereon shall be secret and confidential. The Board of Directors shall elect members by secret ballot voting upon each application separately. Two negative votes shall reject the applicant.

Section 10. The annual dues for Charter, Regular, Honorary, and Non-Resident members shall be determined by the Directors. Dues shall be payable on a calendar year basis and shall be due on January 1 of each year. The Board of Directors shall at their discretion have the power to waive annual dues in unusual or hardship cases and keep such information in confidence without circulating such information.

ARTICLE III

Certificates of Membership

Section 1. A membership certificate shall be issued to members of all classes who shall have been duly elected to membership and shall have paid in full all dues and fees as provided by the By-Laws.

ARTICLE IV

Suspensions and Forfeitures

Section 1. The Board of Directors shall have the sole power, by the affirmative vote of the majority of the Board: To suspend a member for such period as it may see fit or revoke the membership of any member for any conduct on his or her part which is likely, in their opinion, to injure the welfare or character of the Foundation, or for any conduct in violation of the by-laws, or when dues of the member are not timely paid, or when the member does not sustain satisfactory clinical standards, or does not provide and maintain high ethical and moral standards.

A member shall also be dropped from membership if he or she does not maintain membership in the American Association of Orthodontists. If a non-resident, his/her membership shall be revoked if he/she does not maintain membership in his/her native orthodontic association whose standards are equivalent to those of the American Association of Orthodontists.

Government and Management

Section 1. The control and management of the Foundation, and its affairs, funds and property, shall be vested in a board of nine (9) directors, to be known as the "Board of Directors", all of whom shall be Charter or Regular members. The past president shall serve as an ex-officio member of the Board for one year if his/her term of three (3) years has been completed.

Section 2. At the annual membership meeting in 1971 there shall be elected three (3) directors for a one (1) year term; three (3) directors for a two (2) year term; three (3) directors for a three (3) year term; and thereafter at each annual membership meeting beginning in 1972 three (3) directors shall be elected for a three (3) year term. Directors shall serve for the term elected and until their successors are duly elected and qualified.

Section 3. The Board of Directors shall have special powers and authority in addition and not in limitation of the usual and statutory powers of similar boards, as follows:

- a) To borrow money from time to time in the name of the Foundation and to pledge the credit and property of the Foundation therefor, subject to the restrictions hereinafter contained;
- b) To do all things deemed by it necessary and expedient (consistent with the Foundation charter and By-Laws) to control and manage the Foundation and its property;
- c) To forfeit any membership or association pursuant to the provisions of the By-Laws, and to fix and enforce any suspension or any penalty for the violation of the By-Laws or Foundation rules;
- d) To fill any vacancies among the officers or directors by a vote of the majority of those present at a regular or special meeting of the Board called for that purpose and notice thereof given in the call. Any such appointment shall be for the unexpired term of the office filled and the appointee shall hold such office for such term and until his/her successor is elected and qualified;
- e) To deny the privilege of voting at any annual or special meeting of the Foundation members to any member who shall have been notified by the Treasurer of his /her indebtedness to the Foundation as hereinbefore provided, and whose indebtedness to the Foundation shall not have been paid previous to the taking of a vote at any such meeting;
- f) To make, modify, and amend the rules for their own government.

Section 4. The annual meeting of the Board of Directors shall be held, without other notice than this by-law, immediately after and at the same place as the meeting of the members, or at such other place as the Board of Directors may designate. At this meeting the Board of Directors shall elect the Officers to serve for the ensuing year or for a term to be determined by the Board of Directors; provided, no director shall be elected to serve as an officer for a term exceeding the term for which he/she was elected as a director.

Only directors shall be eligible to be elected as officers.

Section 5. Special meetings of the Board of Directors may be called at the request of the President or any five (5) of the directors, provided that notice shall be served by the President or the directors calling the meeting personally, by mail or by email, upon the other members of the Board, at least five (5) days prior to the holding of any such special meeting, provided, however, that service of said notice of meeting may

be waived by the respective directors. If given by mail or by email, notice shall be deemed given as of the day deposited in the mail or sent by email.

Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Special meetings may be convened in person or via audio/video conferencing as per request of the President or any five (5) of the directors calling the meeting.

Section 6. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 7. The Board of Directors shall present to the Foundation at each annual meeting a report of the condition of the Foundation and of its property, and an account of the financial transactions of the past year.

Section 8. Any vacancy occurring in the Board of Directors by reason of death, resignation or inability to act shall be filled by the Board of Directors, who shall have the power to elect a new director to serve for the balance of the unexpired term of the director being replaced.

ARTICLE V

Fiscal Year

Section 1. The fiscal year of the Foundation shall commence with the first day of January in each year.

ARTICLE VI

Meetings and Annual Elections

Section 1. An annual business meeting of the members shall be held during the annual scientific meeting of the Foundation. Its purpose will be to elect directors and to transact such other business as may come before the meeting. Should the annual scientific meeting not be held, the membership shall be informed of this fact by written notice from the secretary and a business meeting shall be held the first Tuesday in March.

Section 2. The nominating committee shall submit a slate of members who shall be nominees for vacancies on the Board of Directors as exists at the time of the annual meeting. Any member may propose a member's name as a candidate for director by presenting on or before the 30th day preceding the annual members meeting a petition to that effect signed by at least 5 members, in which event a ballot shall be prepared setting forth the candidates selected by the nominating committee and by petition.

Section 3. Special meetings of members may be called at any time by order of the President or upon request of five (5) members of the Board. Twenty-five (25) members may call a special meeting by filing with the Secretary a written call over their own signatures.

Section 4. Twenty-five (25) members or two-thirds of voting membership present in person shall constitute a quorum for transaction of business but a smaller number may, for lack of a quorum, adjourn the meeting to a future day and hour, written notice of such adjournment to be given each member.

ARTICLE VII

Committees

Section 1. The Board may designate the following standing committees, appointed by the President, subject to the approval of the Board provided that the Treasurer shall be the Chairman of the Finance Committee:

Finance Committee

Membership Committee

Advisory Committee

Nominating Committee

Program Committee

Reception and Registration

Transportation and Properties

Convention projects and Photography

Foundation Projects

Pledges, Gifts and Donations Committee

Constitution and By-Laws Committee

Housing Committee

Publicity Committee

Hospitality Committee

Auxiliary Committee

Audit Committee

ARTICLE VIII

Officers, Their Duties and Powers

Section 1. The officers of the Foundation shall consist of a President, Vice President, Secretary, and a Treasurer, each of whom shall be a member of the Foundation and elected at the annual meeting of

Directors to hold office until a successor is elected and qualified. Additionally, an Executive Secretary shall be elected by the Board of Directors and will serve until replaced or removed by the Board.

Section 2. The President shall preside at all meetings of the Foundation and of the Board of Directors, and shall, subject to the approval of the Board, enforce all By-Laws and rules of the Foundation. He/She shall, by and with the approval of the Board of Directors, make and execute all contracts for and on behalf of the Foundation. He/She shall have power in the absence or disability of the Treasurer to sign checks, disburse funds of the Foundation, and notify and suspend the credit of delinquents, as directed by the Board of Directors.

Section 3. The Vice President shall be program chairman and shall fulfill the duties of the President in his/her absence.

Section 4. The Secretary shall record the proceedings of the Foundation meetings.

Section 5. The Executive Secretary shall, subject to the general supervision of the President, conduct all official correspondence of the Foundation, excepting that pertaining to the office of Treasurer, and shall be the custodian of the Corporate Seal. He/She shall maintain and store a record of the proceedings of the Foundation and of the Board of Directors, and a list of the members and associates, in a book or books belonging to the Foundation and provided for that purpose, which shall, at all reasonable times, be open to the inspection of the members of the Foundation. He/She shall issue and mail all notices of the meetings of the Foundation and of the Board of Directors to the members thereof. The Executive Secretary shall be a non-voting member of the Board of Directors.

Section 6. The Treasurer shall keep, or cause to be kept, the accounts of the Foundation; he/she shall collect and disburse the funds as directed by the Board of Directors, and preserve vouchers for all payments; he/she shall keep the accounts in books belonging to the Foundation, which shall at all reasonable times be open to the inspection of any member of the Board of Directors; he/she shall at each meeting of the Board of Directors make a statement of the financial conditions of the Foundation, and at the annual meeting of the Foundation for the preceding fiscal year; and he/she shall send, or cause to be sent, to each member, as directed by the Board of Directors, statements for annual dues. The Treasurer shall be bonded for such sum as the Board of Directors shall specify. The Audit Committee shall annually audit the books and records of the Treasurer.

Section 7. The Board of Directors may by a majority vote of the Board remove any officer from the office to which he/she has been elected or appointed where the conduct or reputation of such officer or his/her inability to function properly as an officer is, in the opinion of the Board of Directors, injurious to the welfare of the Foundation.

Section 8. Any officer or Director who receives correspondence or other written matter regarding Foundation affairs shall present the same at the Director's meeting immediately following receipt thereof, and such shall become part of the official files of the Foundation and open to the inspection of all Directors.

ARTICLE IX

Indemnification

Section 1. This Foundation shall indemnify and hold harmless each elective officer and any responsible representative of this Foundation acting under the direction of the Board of Directors, now or hereafter serving the Foundation, from and against any and all claims and liabilities to which he/she may be or become subject to by reason of his/her now or hereafter being or having heretofore been an elective officer or responsible representative of this Foundation for all legal and other expenses reasonably incurred by him/her in connection with defending against any such claims or liabilities provided, however, that no elective officer or responsible representative shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of his/her own negligence or willful misconduct. The foregoing rights of elective officers or responsible representatives shall not be exclusive of other rights to which they may be entitled lawfully.

ARTICLE X

Amendments

Section 1. Amendments to the By-Laws shall be made by a vote of two-thirds majority of the Regular and Charter members of the Foundation at a meeting called for such purpose.

Section 2. Members desiring to make additions to, or modify, alter, repeal, or amend these By-Laws or any amendments thereof shall request such action by written notice to the By-Laws Committee. The By-Laws Committee shall analyze said request and report its findings and suggestions to the Board of Directors. If the majority of the Board feels that the change is in order, the Secretary shall have the same printed and a copy thereof mailed to each member of the Foundation at least twenty (20) days prior to the date of the meeting, at which time such will be considered.

Changes may also be made at any annual meeting upon petition of at least twenty-five (25) members proposing such change in writing to the Secretary at least forty (40) days prior to the date of the annual meeting. The Secretary shall mail a printed copy of the proposed changes to each member at least twenty (20) days prior to the date of the annual meeting at which the change shall be considered.

A two-thirds majority vote of the Regular and Charter members in attendance at a regular annual or special meeting shall be necessary to enact the changes.