

Bylaws
of the
Ohio Association of
Orthodontists

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**BYLAWS OF THE
OHIO ASSOCIATION OF ORTHODONTISTS**

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**BYLAWS OF THE
OHIO ASSOCIATION OF ORTHODONTISTS**

ARTICLE I -- NAME

The name of this organization shall be the OHIO ASSOCIATION of Orthodontists, hereinafter referred to as "**the Association**" or "**this Association**." This Association is a component of the Great Lakes Association of Orthodontists, hereinafter referred to as "**the Constituent**," which is recognized as a constituent organization of the American Association of Orthodontists, hereinafter referred to as "**the AAO**."

ARTICLE II -- PURPOSES

The purposes of this Association shall be to further the purposes and objectives of the Constituent and the AAO through serving as a liaison to the following within the state of Ohio:

- 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 state dental association;
- D. Public health agencies; and
- E. Insurance companies and industries.

ARTICLE III -- MEMBERSHIP

- A. **CLASSIFICATION:** The members of this Association shall be classified as specified in the Bylaws of the American Association of Orthodontists.
- B. **ELIGIBILITY:** The members of this Association shall be members in good standing of the AAO. The members of this Association shall also maintain their principal place of orthodontic practice in the state of Ohio.
- C. **PRIVILEGES:**
 - 1. Except as set forth elsewhere in these Bylaws and policy statements of this Association, all members shall be entitled to all services and privileges as may be provided by this Association to the applicable classifications of membership.

2. All dues-paying members will receive the customary publications of this Association, as determined from time to time by the Board of Directors.
3. Only active members in good standing shall be eligible to seek or hold office or other elective or appointive position in this Association, or to vote or otherwise participate in the selection of Association officials or the establishment of Association policies.

D. DUES AND ASSESSMENTS:

1. Payment:

All dues, application fees, and assessments shall be payable in U.S. currency. All dues shall be due and payable via payment of annual AAO dues of each year. All dues shall be due and payable on June 1 of each year. Members failing to pay their annual dues and assessments shall forfeit their membership as provided in these Bylaws.

2. Dues:

- a. Dues for all membership classifications, except for Life-Active, Life-Affiliate, Retired, Honorary and Student members, shall be \$105, unless changed by a four-fifths (4/5) vote of legal votes cast at an annual meeting of this Association.
- b. Life-active and Life-affiliate members shall pay ten percent (10%) of the dues and assessments for active members.
- c. Retired Honorary and Student members shall be exempt from dues and assessments.

3. Assessments: Assessments may be levied upon all dues-paying active and affiliate members. Upon recommendation by the Board of Directors, the Association's membership, by a three-fourths (3/4) vote of the legal votes cast, may levy an assessment on each active and/or affiliate member. The recommendation shall state the purpose of the assessment, the categories of membership to be assessed, and the date payment of the assessment is due. The funds so obtained may be used only for the purpose for which the assessment is made. Any member failing to pay the assessment within ninety (90) days of the due date shall forfeit membership in this Association as provided in these Bylaws. A recommendation proposing an assessment can neither be considered nor adopted at the meeting of the membership at which it is introduced, except by a four-fifths (4/5) vote of the legal votes cast.

4. Waiver: A member who has suffered severe financial hardship due to catastrophe or illness and has been so certified by this Association may be exempt from payment of the current year's dues. Dues waiver requests will require a majority vote of the board for approval.
5. Non-Payment of Dues and/or Assessments: On January 1st of each year, the Secretary-Treasurer of this Association shall cause to be terminated the membership of those individuals whose dues and/or assessments for the previous year have not been received.

Provided that such action is taken within three (3) years of the date of termination, an individual whose membership has been terminated in accordance with this section may gain reinstatement by paying all back dues and assessments, as well as all current dues and assessments.

E. APPLICATION, ELECTION TO MEMBERSHIP AND REAPPLICATION:

1. Application:

Application for all classes of membership shall be made to the AAO.

2. Nondiscrimination:

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

3. Reapplication:

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

4. Denial of Membership:

Nothing herein contained shall prevent the AAO or this Association from denying membership in any classification, to any person who would not, through his/her membership, contribute to the general welfare of the public, good of the profession, or to the reputation of this Association.

5. Reclassification:

Members' category of membership may be reclassified as a result of any change in the status or type of the practice of such a member.

ARTICLE IV -- BOARD OF DIRECTORS

A. COMPOSITION:

The Board of Directors shall be comprised of the officers and directors of the Association.

1. The Directors of the Association shall represent the regional components as well as the GLAO representative.
2. The Officers shall be the President, the Vice President and the Secretary-Treasurer.
3. The Officers and Directors shall constitute the voting membership of the Board, with the exception of the President, who may vote in the event of a tie.

B. OFFICERS:

1. Only an active member in good standing of this Association shall be eligible to serve as an officer. The officers of the Board of Directors shall be:

The President of the Association shall be the Chair. It shall be the duty of the President to serve as an official representative of this Association in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objects and policies of this Association, to serve as Chair of the Board of Directors, to submit an annual report to the membership, and to perform such other duties as provided in these Bylaws or as may be prescribed by the membership or the Board of Directors and as usually appertain to the office of President. The Chair shall preside at all meetings of the Board of Directors and may vote only in the event of a tie. The President is not elected directly, but assumes office by automatic succession from the office of Vice President.

The Vice President shall serve as Chair in the absence of the President. It shall be the duty of the Vice President to assume the duties of the President in case of absence or incapacity. The Vice President shall coordinate the Annual Session and serve as Chair for this event. The Vice President is not elected directly, but assumes office by automatic succession from the office of Secretary-Treasurer.

The Secretary-Treasurer of the Association shall perform the duties of the Secretary and the Treasurer. The Secretary-Treasurer shall serve as the recording officer of the Board of Directors 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-Treasurer, the Chair shall appoint a Secretary-Treasurer *pro tem*. It shall be the duty of the Secretary-Treasurer to submit an annual report to the membership and to perform such other duties as may be provided in these Bylaws or as may be prescribed by the membership or the Board of Directors and as usually appertain to the office of Secretary-Treasurer. It shall also be the duty of the Secretary-Treasurer to

provide basic oversight of tax filings, budgeting and budget review, and a yearly financial audit.

2. Nomination and Election:

a. Nominating Committee: There shall be a Nominating Committee composed of the voting members of the Board. This Committee shall present nomination for the office of Secretary-Treasurer. The nomination shall be presented to the membership in a pre-annual meeting publication and shall be presented at the meeting of the members during the ensuing annual meeting. Other nominations for these offices may be made from the floor. Nominations from the floor do not require a second.

b. The Secretary-Treasurer shall be elected by the membership, and shall assume office at the close of the annual meeting at which he/she is elected.

c. The Secretary-Treasurer upon completion of his/her term in office shall automatically assume the office of Vice President.

3. Term of Office: The officers shall serve for a term of one year, or until their successors are elected.

4. Vacancies: In the event the office of President becomes vacant, the Vice President shall succeed to the office of President for the unexpired portion of the term as well as for the full term which he/she would automatically assume according to these Bylaws. A vacancy in the office of Vice President or Secretary-Treasurer shall be filled by the Board, provided that any person so appointed shall not automatically succeed to any other office by reason of his/her appointment to fill such vacancy, and the following procedures shall apply

In the event of a vacancy occurring in the office of Vice President, the office of President for the ensuing year shall be filled by election by the membership at the next annual business meeting. A vacancy occurring in the office of Secretary-Treasurer shall require nomination and election by the membership at the next annual business meeting for the position of Vice President for the ensuing year.

C. DIRECTORS: The Directors of the Board shall consist of the GLAO Representative, Northeast Director, Southeast Director, Northwest Director, Southwest Director and Central Director. The boundaries of these five regional districts of the OAO shall be defined via county/zip codes as indicated on the attached map(s) to these bylaws.

1. Qualifications:

A Director shall be an active member of this Association entitled to vote. Should the status of any Director change in regard to the preceding qualifications during his/her term of office, that office shall be declared vacant and such vacancy shall be filled as hereinafter provided.

2. Nomination and Election:

A Director shall be nominated and elected by the Association's membership at its annual meeting, who shall serve until successor Directors are duly elected. The Secretary of the Association shall promptly report the election of such Directors to the Secretary of the Constituent. The Southeast Director, Southwest Director and Central Director shall be voted upon in even numbered years. Northwest Director, Northeast Director and GLAO Representative shall be voted upon in odd numbered years.

3. Term of Office:

The term of office of a Director shall be two (2) years. The consecutive tenure of a Director shall be limited to eight (8) years, except the GLAO Representative which shall be a term of three (3) years. The consecutive tenure of the GLAO Representative shall be limited to two (2) terms.

4. Vacancy and Absence:

A vacancy in the office of Director shall be filled by appointment by the Board. At the following annual general business meeting, an election will be held to fill any remaining unexpired term.

D. POWERS AND DUTIES:

1. POWERS: The Board of Directors shall be the managing body of the Association, vested with full power to conduct all business of the Association, subject to the laws of the state of Ohio, the Articles of Incorporation and these Bylaws. The Board of Directors shall have the power to:
 - a. Establish rules and regulations not inconsistent with these Bylaws to govern its organization and procedure.
 - b. Direct the President to call a special meeting of the membership as provided in these Bylaws.
 - c. Exercise full discretion in effecting publication in, or omission from, any official publication of the Association, in whole or part.
 - d. Establish *ad interim* policies when such policies are essential to the management of the Association; provided, however, that all such policies must be presented for review at the next meeting of the Association's membership.
 - e. Establish an Executive Committee composed of the Association's Officers. This Committee shall have the power to act for the full Board of Directors in the interim between sessions of the Board, and it shall report such actions to the Board at its next meeting.
 - f. Employ an Executive Director.

g. Appoint consultants whenever necessary.

h. Nominate honorary members.

2. DUTIES: It shall be the duty of the Board of Directors to:

a. Provide for the maintenance and supervision of the executive office and all of the property owned or operated by the Association.

b. Determine the time and place for convening each annual and scientific meeting of the Association and to provide for the management and general arrangements for each meeting.

c. Cause to be bonded by a surety company all officers and employees of the Association entrusted with Association funds.

d. Cause all accounts of this Association to be audited by an independent certified public accountant at least every two years.

e. Prepare a budget for carrying on the activities of this Association for each ensuing fiscal year.

f. Submit to the membership of the Association at its annual meeting nominations for membership to Standing Committees.

g. Appoint annually the Chair of each Standing Committee from nominations submitted by the respective committees.

h. Review the reports of the Committees of the Association and make recommendations concerning such reports to the Association's membership.

j. Submit an annual report of its activities to the membership.

k. Serve as a nominating committee for the elective officers of this Association.

l. Perform such other duties as may be prescribed by these Bylaws.

E. MEETINGS:

1. Regular Meetings: The Board of Directors shall meet at least quarterly, either directly or by conference call.

2. Special Meetings:
 - a. The Chair may call a special meeting of the Board at any time. The Chair shall call a special meeting at the request of the majority of voting members of the Board. All special meetings shall require a minimum of five (5) days' notice to each member of the Board unless waived by unanimous consent. The business of special meetings shall be limited to that stated in the official call unless waived by unanimous consent.
 - b. Special Meetings via Electronic Media: The members of the Board of Directors may participate in and act at a meeting of the Board of Directors called by the Chair on matters of the Association requiring immediate attention through the use of conferences via telephone and/or other communications equipment. These meetings shall be recorded and made a part of the action of the Board of Directors.
3. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.
4. Voting: Issues considered by the Board of Directors shall be approved upon receiving a majority vote of the Board.

F. MAIL VOTE:

Through the use of unanimous written consent, the Board of Directors or any Standing Committee or Special Committee of the Board of Directors may take any action without convening a meeting. The consent to the action taken must be in writing, must set forth the action so taken, and must be executed by each member of the Board of Directors or the Committee taking the action.

ARTICLE V -- COMMITTEES

A. **STANDING COMMITTEES**

Standing Committees of this Association may be created at any session of the membership or meeting of the Board of Directors for the purpose of performing duties of a continuing nature not otherwise assigned by these Bylaws. The composition, chair, term and duties of such Committees shall be set forth in the resolution creating such Committees. The Standing Committees shall also be subject to the qualifications, privileges and limitations imposed upon councils of this Association as enumerated in these Bylaws.

B. SPECIAL COMMITTEES:

Special Committees of this Association may be created by the membership or by the Board of Directors for the purpose of performing duties not otherwise assigned by these Bylaws. The authority for the appointment of members of a Special Committee and their numbers shall be set forth in the resolution creating such committee.

ARTICLE VI - RESIGNATION AND REMOVAL

A. RESIGNATION

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

B. REMOVAL

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

ARTICLE VII -- SCIENTIFIC SESSIONS

A. PURPOSE:

The scientific sessions of this Association are established to foster the presentation and discussion of subjects pertaining to the improvement of the health of the public and the art and science of orthodontics.

B. TIME AND PLACE:

The Association may hold a scientific session annually at a time and place selected by the Board of Directors. The Board of Directors shall have the power to change the time and place of the annual session, or to cancel same in the event of extraordinary emergency.

C. MANAGEMENT AND GENERAL ARRANGEMENTS:

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

D. TRADE EXHIBITS:

Products or services may be exhibited at scientific sessions at the discretion of the Board of Directors, and in accordance with rules and regulations established by the Board.

E. ADMISSION:

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

ARTICLE VIII -- FINANCES

A. FISCAL YEAR:

The fiscal year of this Association shall begin first day of each calendar year and end last day of the calendar year.

B. GENERAL FUND:

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

C. BUDGET PREPARATION AND ADOPTION:

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

D. AUDITING OF ACCOUNTS:

All accounts of this Association shall be audited by an independent certified public accountant as directed by the Board of Directors, and a report of such audit shall be submitted to the Board of Directors.

E. SURETY BOND FOR OFFICERS AND EMPLOYEES:

At the expense of the Association, all officers and employees of the Association entrusted with Association funds shall be bonded by a surety company in an amount prescribed by the Board of Directors.

ARTICLE IX -- INDEMNIFICATION

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

ARTICLE X -- PARLIAMENTARY AUTHORITY

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

ARTICLE XI -- AMENDMENTS

A. PROCEDURE:

These Bylaws may be amended at any session of the membership by a two-thirds (2/3) vote of the legal votes cast, provided the proposed amendment shall have been presented in writing (either print or electronic) to the membership at least 30 days in advance of the OAO Annual Meeting. These Bylaws may be amended without 30 days advance notice to the membership with a four-fifths (4/5) vote of the legal votes cast at any session of the membership.

B. AMENDMENT RELATING TO DUES:

An amendment to these Bylaws effecting a change in the dues of members shall require a three-fourths (3/4) vote of the legal votes cast of the membership.

ARTICLE XII -- PRINCIPLES OF ETHICS

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

