

# WSSO

## BYLAWS OF THE WASHINGTON STATE SOCIETY OF ORTHODONTISTS

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# BYLAWS OF THE WASHINGTON STATE SOCIETY OF ORTHODONTISTS

## ARTICLE I – NAME

The name of this organization shall be the Washington State Society of Orthodontists, hereinafter referred to as “the Society”, “this Society”, or “WSSO”. The WSSO is recognized as a component of the American Association of Orthodontists and Pacific Coast Society of Orthodontists. The WSSO is composed of orthodontists who practice in the State of Washington.

## ARTICLE II – MISSION STATEMENT

The Washington State Society of Orthodontists is a professional organization of orthodontic specialists whose mission is to help its members provide the highest level of care to the public by providing quality continuing education, providing a framework for a strong political voice, and facilitating two-way communications between the organization and its members.

## ARTICLE III – MEMBERSHIP

A. CLASSIFICATION: The members of this Society shall be classified as follows:

1. Active
2. Affiliate
3. Academic (non-US/Canadian graduates)
4. Retired
5. Honorary
6. Service

B. ELIGIBILITY:

All membership in this society, except honorary members, shall be members of the American Association of Orthodontists (AAO) and the Pacific Coast Society of Orthodontists (PCSO) who practice in the State of Washington. The classifications of membership, and the qualifications of applicants for such classifications in this Society, shall be the same as set forth in the Constitution and Bylaws of the Pacific Coast Society of Orthodontists.

1. ACTIVE MEMBERS: To be an Active Member of this Society, a dentist shall meet the following requisites:
  - a. Education: Successful completion of the full curriculum of an accredited orthodontic program<sup>1</sup> or successful satisfaction of the educational requirements established by this Society and in effect at the time of completion of education.
  - b. Pledge: Sign a pledge to adhere to the Principles of Ethics of the American Association of Orthodontics.

- c. American Dental Association Membership: Be a member in good standing of the ADA if practice or residence is in the United States or one of its possessions, except those active academic applicants.
  - d. Type of Practice: Active members shall be in the exclusive practice of orthodontics. Multi-trained specialists and those members who meet the requisites of retired status, but do not request such reclassification are exempt from this requirement.<sup>2</sup>
  - e. Academic Members: Active members who are employed full-time in an orthodontic program accredited by the Commission on Dental Accreditation of the American Dental Association or the Commission on Dental Accreditation of Canada shall be designated active academic members and shall have the same privileges as active members. "Full time" means at least four days per week of teaching or research. The duration of such employment must be verified annually by the chair of the orthodontic department (or, in the case of the chair, by the dean) where the applicant is employed. In order to be active academic members they must be designated as either senior faculty (associate professor rank or higher), or junior faculty (assistant professor or lower) by the employing institution.
  - f. Life Membership Status: Active members who have attained the age of sixty-five (65) years and who have been members in good standing of this Society of at least thirty (30) consecutive years shall be designated life-active members, and shall have the same privileges as active members, except as otherwise provided in these Bylaws.
2. AFFILIATE MEMBERS: To be an Affiliate Member of this Society, a dentist shall meet the following requisites:
- a. Education: Successful completion of the full curriculum of an accredited orthodontic program<sup>3</sup> or successful satisfaction of the educational requirements established by this Society and in effect at the time of completion of education.
  - b. Pledge: Sign a pledge to adhere to the Principles of Ethics of the American Association of Orthodontists.
  - c. American Dental Association Membership: Shall be a member in good standing of the American Dental Association if practice or residence is in the United States or one of its possessions. (An affiliate member who was a member of this Society on May 4, 1983, but not a member of the ADA on that date is exempt from the ADA membership requisite).<sup>3</sup> Accredited orthodontic program, as used in these Bylaws, shall mean those advanced specialty education programs in orthodontics that are accredited by the Commission on Dental Accreditation of the American Dental Association (ADA) or the Commission on Dental Accreditation (ADC) of Canada
  - d. Type of Practice: Shall not be in the exclusive practice of orthodontics.<sup>4</sup>
  - e. Life Membership Status: Affiliate members who have attained the age of sixty-five (65) years and who have been members in good standing of this Society of at least thirty (30) consecutive years shall be designated life-active members, and shall have the same privileges as active members, except as otherwise provided in these Bylaws.

3. **ACADEMIC MEMBERS (Non U.S./Canadian graduates):** To be an academic member (non U.S./Canadian graduates) of this Society, a dentist shall meet the following requisites:
  - a. Education: Successful completion of the full curriculum of a specialty (graduate) orthodontic program outside the U.S. and Canada.
  - b. Pledge: Sign a pledge to adhere to the Principles of Ethics of this Society.
  - c. Employment Requirement: Be employed full-time (at least four days per week teaching or research) in an orthodontic program accredited by the Commission on Dental Accreditation of the American Dental Association. Employment must be certified annually by the dean of the dental school where the applicant is employed.
  - d. Term of Status: academic members (non U.S./Canadian graduates) status shall automatically terminate upon the earlier of the following:
    1. Election to active or affiliate membership in the Society, or
    2. Termination of full-time employment in an orthodontic program accredited by the Commission on Dental Accreditation of the American Dental Association.
4. **RETIRED MEMBERS:** To be a retired member of this Society, a member shall meet the following requisites:
  - a. Shall have retired from the active practice of orthodontics.
  - b. Eligibility: Shall have been an active, affiliate or service member of the Society for ten consecutive years immediately prior to retirement, and shall have requested reclassification by this Society.
  - c. Life Membership: shall be those members who have been designated life-active or life-affiliate members, shall be designated life-retired members upon retirement.
5. **HONORARY MEMBER:** To be an honorary member of this Society an individual shall have made outstanding contributions to the advancement of the art and science of orthodontics:
  - a. Be nominated by the Board of Directors or the general membership
  - b. Be elected by the general membership
  - c. Not be eligible for another classification for membership.
6. **SERVICE MEMBERS:** To be a service member of this Society, a dentist shall meet the following requisites:
  - a. Education: Successful completion of the full curriculum of an accredited orthodontic program<sup>1</sup> or successful satisfaction of the educational requirements established by this Society and in effect at the time of completion of education.
  - b. Pledge: Sign a pledge to adhere to the Principles of Ethics of the American Association of Orthodontists.
  - c. American Dental Association Membership: Shall be a member in good standing of the American Dental Association if practice or residence is in the United States or one

of its possessions. (An affiliate member who was a member of this Society on May 4, 1983, but not a member of the ADA on that date is exempt from the ADA membership requisite).

- d. Service: be a military or civilian employee of the United States or Canadian government.

#### C. PRIVILEGES:

Except as set forth elsewhere in these bylaws and policy statements of this Society, all members shall be entitled to all services and privileges as may be provided by this Society to the applicable classifications of membership.

Members that are of active, affiliate, academic, retired or service classification and that are in good standing shall be eligible to seek or hold office or other elective or appointive positions in this Society, or to vote or otherwise participate in the selection of Society officials or the establishment of Society policies.

#### D. DUES AND ASSESSMENTS:

1. Payment: All dues shall be due and payable on August 1 of each year. Members failing to pay their annual dues and assessments shall forfeit their membership as provided in these Bylaws.
2. The annual dues and assessments for members of this Society shall be as recommended by the Board of Directors and shall be approved by three-fourths (3/4) vote of the Board of Directors. Assessments not exceeding the equivalent of one year's dues (WSSO portion) in any calendar year may be levied upon the Active and Affiliate members by the Board of Directors.
3. Waiver: A member who has suffered severe financial hardship due to catastrophe or illness and has been so certified by the membership committee of this Society may be exempt from payment of the current year's dues.
4. Exempt Members: Retired, Service and Honorary members shall be exempt from dues and assessments.
5. Non-payment of Dues and/or Assessments: On November 1 of each year, the Secretary-Treasurer of this Society shall cause to be terminated the membership of those individuals whose dues and/or assessments for the current 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 AND RELOCATION:

1. Application: Application for all classes of membership, except Honorary, shall be made on the form prescribed by the American Association of Orthodontists and submitted to the Secretary-Treasurer of the AAO. Once accepted, and appropriately classified, the applicant shall be deemed to be members of the WSSO.

2. Relocation from one Jurisdiction to Another: To retain membership in the AAO, members who move the principal location of their professional activity into the geographical region of another constituent organization must make timely application to such constituent organization in accordance with the procedure described in the AAO Bylaws Article III. E.6

#### F. TERMINATION OF MEMBERSHIP:

Membership may be terminated:

1. By failure of member to meet his/her financial obligations owing to this Society.
2. By resignation.
3. Upon conviction of violation of the Bylaws, and/or the Principles of Ethics. Disciplinary action, whenever warranted, shall be initiated by the WSSO Board of Directors as provided by the WSSO Bylaws.
4. Upon loss or forfeiture of his/her membership in the American Association of Orthodontists and/or its constituents.

#### G. PRINCIPLES OF ETHICS:

The Principles of Ethics of the American Association of Orthodontists shall constitute the principles of ethics of the WSSO.

### ARTICLE IV – BOARD OF DIRECTORS

#### A. COMPOSITION:

1. The Board of Directors consists of eleven (11) voting members, including the President, President-Elect, Secretary-Treasurer, Immediate Past President, five (5) Chairpersons of Divisions, and two (2) Members-At-Large.
2. The President shall be the Chairperson of the Board.
3. The Immediate Past President shall act as advisor to the President and oversee the nominations for all director vacancies.

#### B. QUALIFICATIONS:

A Board member must be an active, affiliate, academic, retired or service member in good standing of this Society. Should the status of any director change making that person ineligible during his/her term of office, that office shall be declared vacant and such vacancy shall be filled by appointment of the President and confirmed by a majority of the members of the Board of Directors.

#### C. NOMINATION:

The Immediate Past President shall publish a report on nominations in the announcement of a general meeting. Additional nominations may be made from the floor.

#### D. ELECTION PROCEDURE:

Election of officers and Board of Directors shall take place at the winter semi-annual general business meeting and shall be by secret ballot if more than one (1) candidate is nominated for any office. Board Members are elected by a majority of the members present and voting. In the event no candidate receives a majority on the first ballot, the two candidates receiving the greatest number of votes shall be balloted on again.

#### E. TERM OF OFFICE:

The officers shall serve for a term of one (1) year and/or until their successors have been selected and installed, but in any case, not more than two (2) years. Division chairpersons shall serve for a term of two (2) years, but not for more than two (2) consecutive terms.

#### F. POWERS AND DUTIES:

1. **POWERS:** The Board of Directors shall be the managing body of the Society, vested with full power to conduct all the business of the Society, subject to the Articles of Incorporation, the Bylaws of the Society and the laws of the State of Washington. The Board of Directors shall have the power to:
  - a. Establish rules and regulations not inconsistent with these Bylaws to govern this organization's procedures;
  - b. Have the power to direct the President to call a special session of the Board of Directors;
  - c. Elect a successor, in the event of a vacancy on the Board, for the remainder of the term, until the next annual session;
  - d. Meet during general sessions and at such other times as deemed necessary;
  - e. Nominate a member for each PCSO Council vacancy;
  - f. Change the annual dues or institute assessments for members of this Society as recommended by the Executive Committee to the Board of Directors; adoption shall require a three-fourths (3/4) vote of the Board of Directors for approval;
  - g. Exercise full discretion in affecting publication in, or omission from, any official publication of the Society, in whole or part;
  - h. Establish ad interim policies, including the disbursement of unbudgeted funds, when the General Meeting is not in session and when such policies are essential to the management of the Society; provided, however, that all such policies or disbursements must be presented for review at the next meeting of the General Meeting;
  - i. Establish an Executive Committee;
  - j. Employ a Society Executive Director;
  - k. Appoint task forces whenever necessary;
  - l. Nominate honorary members.



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

- a. Provide for the maintenance and supervision of all of the real and personal property owned or operated by the Society;
- b. Make appointments as necessary to help administer this organization;
- c. Determine the time and place for convening each annual business and meeting of the Society and to provide for the management and general arrangements for such meetings;
- d. Cause all accounts of this Society to be reviewed or audited by an independent certified public accountant at least once each year;
- e. Adopt a budget for carrying on the activities of this Society for each ensuing fiscal year;
- f. Perform such other duties as may be prescribed by these bylaws.

G. MEETINGS:

1. Regular Meetings: The Board of Directors shall hold a minimum of three regular meetings each year.
2. Special Meetings:
  - a. The Chairman may call a special meeting of the Board at any time.
  - b. The Chairman 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 this limitation is waived by unanimous consent.
  - c. 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 Chairman 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 Board of Directors. When communication is by conference telephone, all members must be able to hear one another. When communication is by video or other electronic means, each member participating must be able to communicate with all of the other members concurrently, and be provided with the means to participate in all matters coming before the Board, including the capacity to propose or object to any action. Use of such modality requires the means to identify each person participating as a person entitled to participate, and to verify that only such persons cast votes.
3. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.
4. Action without meeting: The Board of Directors may transact any business without convening a meeting if the following conditions are met:
  - a. Every Board member must be notified of the nature of the proposed business,

- b. Every Board member must submit, via mail, fax, or email, documented consent to transact the business without a meeting,
- c. The effective date of the action shall be upon receipt of the last required signature or other date specified in the action, and
- d. The results of the transaction(s) shall be properly documented and entered into the minutes of the next Board meeting.

## ARTICLE V – OFFICERS

### A. TITLE:

The officers of this Society shall be the President, the President-Elect, and the Secretary-Treasurer.

### B. QUALIFICATIONS:

All active, affiliate, academic, retired or service WSSO members in good standing of this Society shall be eligible to serve as an officer.

### C. NOMINATION:

The Immediate Past President shall publish a report on nominations in the announcement of a general meeting. Additional nominations may be made from the floor.

### D. ELECTION PROCEDURE:

Election of officers shall take place at the winter semi-annual general business meeting and shall be by secret ballot if more than one (1) candidate is nominated for any office. Officers are elected by a majority of the members present and voting. In the event no candidate receives a majority on the first ballot, the two candidates receiving the greatest number of votes shall be balloted on again.

### E. TERMS OF OFFICE:

The officers shall serve for a term of one (1) year or until their successors have been selected and installed, but in any case, not more than two (2) years.

### F. INSTALLATION:

Officers and Board of Directors take office at the close of the last spring Board meeting.

### G. VACANCIES AND ABSENCES:

1. In the event that the office of President becomes vacant, the President-Elect shall assume the office of President for the unexpired portion of the term and for the full term of President for which the President-Elect was elected. A vacancy in the office of President-

Elect or Secretary-Treasurer shall be filled by a majority vote of the Board of Directors, provided that any person so appointed shall not automatically succeed to any other office. Filling these offices for subsequent terms beyond the interim shall be done by procedures described in these bylaws.

2. In the absence of the President, the President-Elect shall act as Chairman; if the President-Elect is also absent, a voting member of the Board shall be elected Chairman *pro tem* by the other members of the Board present. In the absence of the Secretary-Treasurer, the Chairman shall appoint a Secretary *pro tem*.

#### H. DUTIES:

1. President:
  - a. It shall be the duty of the President to serve as an official representative of this Society in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objects and policies of this Society, to serve as Chairman of the Board of Directors, to submit an annual report at the general meeting, and to perform such other duties as provided in these bylaws or as may be prescribed by the Board of Directors and as usually appertain to the office of President.
  - b. The President shall preside at all meetings of the Society and of the Board of Directors. He/She shall appoint all chairpersons not otherwise provided for, and fill all vacancies occurring therein. The President shall vote only in the event of a tie.
2. President-Elect: The President-Elect shall:
  - a. Assist the President in the performance of his/her duties, in the absence, incapacity or in case of a forced vacancy of the President. He/She shall be a member ex officio of all Divisions.
3. Secretary-Treasurer: The Secretary-Treasurer shall:
  - a. Keep the records, securities and funds of the organization and Board of Directors.
  - b. Have the books reviewed by a certified public accountant at the close of the fiscal year.
  - c. Keep the current roster of members classified as to type of membership in which shall be shown the full name, type of membership and address.
  - d. Transmit to the Secretary of the Pacific Coast Society of Orthodontists, and the Washington State Dental Association, the names of the newly elected officers.
  - e. Keep attendance records and minutes of each meeting of this Society and of the Board of Directors and send promptly a copy of the minutes to the members of the WSSO Board of Directors.
  - f. Notify the membership at least four (4) weeks prior to the regular meetings of the anticipated program.
  - g. Conduct the correspondence of this Society and keep copies of all official letters and answers to the same.

- h. In the event this office becomes vacant, the Board of Directors may appoint a successor.
- i. At the expiration of his term of office, deliver to his successor all the effects of the Society in his position.

## ARTICLE VI – EXECUTIVE DIRECTOR

### A. EXECUTIVE DIRECTOR:

An Executive Director of this Society may be employed or contracted by the Board of Directors. The Board of Directors shall determine the compensation and tenure of the Executive Director.

### B. DUTIES:

The Executive Director shall have the following duties, and the performance of these duties shall be subject to the supervision of the Board of Directors:

1. Shall keep and maintain the records of this Society.
2. Shall make e-mails/fax/phone calls/mailings as necessary to facilitate communications to the board members.
3. Shall help in the organization of the meetings of this Society and shall assist in the preparation of all reports of such meetings.
4. Shall assist the Secretary-Treasurer in carrying out the detailed duties of his/her office.

## ARTICLE VII – DIVISIONS AND COMMITTEES

### A. PURPOSE AND AUTHORITY:

Divisions and Committees of this Society are advisory, study and working bodies which are constituted to provide input to the Society from all of the component organizations and to provide a medium for communication between component organizations. Executive Committee and Division Chairperson authority is limited to study and recommendation within the organizational structure of the Society; this includes authority to seek information pertinent to such studies from any source outside the Society within guidelines as may be established by the Board of Directors. No outside person may participate directly or by observation in any Executive Committee or Division delegations without specific authorization from the Board of Directors. No Executive Committee or Division Chairperson may communicate with any outside person, organization, or agency in such a way as to imply authority to present the Society or present a Society position without direction of the Board of Directors. The Board of Directors may assign other duties to Division Chairpersons. The President of this Society has the authority to appoint all Division Chairpersons, unless otherwise appointed by these bylaws.

### B. DIVISIONS:

1. The Divisions of this Society shall be:

- a. Communications Division
- b. Legislative Division
- c. Membership Division
- d. Orthodontic Practice Division
- e. Peer Review Division

## 2. Division Makeup:

- a. Membership: A Division shall consist of one (1) Chairperson. Where practicable, the Chairperson shall be appointed on a geographic equitable basis. The President may increase the number of members in the Division during his term. The excess appointed members shall be nonvoting, but enjoy all other Board privileges.
- b. Composition: The Divisions shall consist of the Chairperson who in consultation with other board members makes recommendations to the Board of Directors.
- c. Reports: All Division Chairpersons shall submit written reports for the annual session to the Secretary-Treasurer at least thirty (30) days before that meeting.
- d. Intent of Division Definition: The intent of the following provisions is not to limit the Chairperson, but to provide guidelines in defining the providence of each Division.
- e. Ex-officio Members: Each representative to a Council of the AAO and PCSO shall be, where applicable, an ex-officio additional member of the like committee, except where such Council member is an appointed member of the WSSO Division.

## 3. Duties:

### a. Communications Division shall:

- 1. Consist of one (1) Chairperson appointed for a period of two (2) years.
- 2. Collect new items of interest to the Society and publish a spring and fall newsletter of each calendar year with supplemental newsletters as necessary. Newsletters are to include information on membership, political action/legislation, and any pertinent information related to the practice of orthodontics.
- 3. Supervise release of information to the dental and public media regarding new items highlighting activities of the Society or noteworthy activities of its members.
- 4. Oversee and maintain the WSSO website – adding and removing crucial information as necessary.

### b. Legislative Division shall:

- 1. Consist of one (1) Chairperson appointed for a period of two (2) years.
- 2. Represent this Society with the approval of the Board of Directors in negotiations regarding legislative procedures.
- 3. Bring to the attention of the Board legislation which affects the membership, explain legislative procedures, and suggest actions to be taken.

c. Membership Division shall:

1. Consist of one (1) Chairperson appointed for a period of two (2) years.
2. Maintain a current list of all orthodontists practicing in the State of Washington.
3. Contact the PCSO central office quarterly to obtain updated information about WSSO members:
  - a. Change of status (e.g. active to life)
  - b. New members
  - c. Death of members
4. Notify the Secretary-Treasurer upon the death of a member, and request that a memorial gift be sent to the AAO Foundation in the name of the deceased WSSO member.
5. Contact all new orthodontists practicing in the State of Washington
  - a. Welcoming them to the WSSO
  - b. Inviting them to the next WSSO meeting (PCSO Annual Session or PCSO Northern Division Meeting)
6. Create new members profiles to be published in the *WSSO Newswire*.
7. Present new members to the society during the WSSO business meeting at the PCSO Annual Session or PCSO Northern Division Meeting

d. Orthodontic Practice Division shall:

1. Consist of one (1) Chairperson appointed for a period of two (2) years.
2. Address all internal and external matters relating to the successful operation of an orthodontic practice
3. Consider issues affecting the economics of orthodontic practice in the State of Washington
4. Raise issues relating to adequate well trained practice personnel and advocate staff training opportunities
5. Suggest to the Board conditions under which orthodontic services are to be rendered and the recommended standard for the provision of the orthodontic service on a public health, prepaid, or other group plan.
6. Monitor orthodontic prepayment plans operating in the State of Washington
7. Act upon articles pertinent to Orthodontics presented in the public media.
8. Review developments in dentistry and other dental specialties which may impact orthodontic practice

e. Peer Review Division shall:

1. Consist of one (1) Chairperson appointed for a period of two (2) years.
2. Provide an expert and credible system for resolving disagreements regarding the appropriateness and quality of orthodontic practice by WSSO member orthodontists.
3. Help educate, mediate, clarify, and where necessary, exercise remedial procedures without disciplinary powers or punitive processes.

4. Act at the request of the Washington State Dental Association (WSDA) or Board of Directors of this Society.

#### C. COMMITTEES:

1. The Standing Committee of this Society shall be the:
  - a. Executive Committee
2. Executive Committee shall:
  - a. Be composed of four (4) voting members: the President, the President-Elect, the Secretary Treasurer and the immediate Past President.
  - b. Include other individuals as needed, the number to be determined by the Board of Directors, as non-voting members.
  - c. Have the power to act for the full Board of Directors on matters requiring immediate action in the interim between sessions of the Board, and it shall report such actions to the Board at its next meeting.
  - d. Not have the authority to reverse any action adopted by the full Board;
  - e. Have all of its actions ratified by a majority of the Board at its next session and recorded in the Board's minutes.

#### D. MEMBERS-AT-LARGE

There shall be two Board Members-at-Large. These individuals are to participate fully in the deliberations of the Board, and each will have full voting rights on the board. The general duties of the board members are outlined in Article IV – Board of Directors, Section F- Powers and Duties.

The Board Members-at-Large also will be assigned to chair ad hoc committees or Task Forces as assigned by the president. In this capacity the Board member should report back to the President and the Board of Directors.

#### E. TASK FORCES:

The President, with the consent of the Board of Directors, may appoint Task Forces to perform duties not otherwise assigned by these Bylaws. The authority for the appointment of members of a special Task Force and their numbers shall be set forth in the resolution creating such a Task Force.

#### F. VACANCIES AND ABSENCES:

In the event of a vacancy in the membership of any Division or Committee, the President shall appoint an active, affiliate, academic, retired or service member to fill such vacancy. In the event such vacancy involves the Division Chairperson, the President shall have the power to appoint an interim chairperson.

In the event a Division Chairperson is unable to attend a meeting, the President shall appoint a member to serve as Division Chairperson for that meeting only. The appointed member shall have full voting privileges for that meeting only.

## ARTICLE VIII – 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 Society. Such resignation shall take effect at the time specified therein, or immediately, if no time is specified.

### B. REMOVAL:

Any elected official or representative may be removed from his/her position for cause [by the Board of Directors by a 2/3 vote of the legal votes cast]. The member being voted upon shall be prohibited from voting on the issue. This decision may be appealed to the General Assembly and if so appealed, shall be considered at the next duly scheduled meeting of the General Assembly. A 2/3 vote of the legal votes cast by the General Assembly shall be required to reverse the action taken by the Board of Directors.

## ARTICLE IX – MEETINGS

### A. GENERAL BUSINESS MEETINGS:

#### 1. Time and Place:

There shall be two general business meetings annually. The meetings will be held in conjunction with the winter meeting of the northern region of the PCSO and the fall meeting of the PCSO.

#### 2. Admission:

- a. The scientific sessions shall be open to all members in good standing of the American Association of Orthodontics and other orthodontic societies recognized in their countries.
- b. Students in bona fide orthodontic courses and applicants for membership may be invited by any member to attend the scientific sessions of this Society upon payment of such fees as the Board of Directors shall determine.
- c. Any other guest must apply to the Board of Directors of the Washington State Society of Orthodontics thirty (30) days prior to the meeting.

#### 3. Quorum:

Twenty percent (20%) of the active members shall constitute a quorum.



B. SPECIAL MEETINGS:

1. The President may call a special meeting of the Board at any time.
  2. A special business meeting of the WSSO membership may be called by the President, by a three fourths (3/4) vote of the members of the Board of Directors, or on request of at least 5% of the voting membership. The time and place of the special business meeting shall be determined by the President, provided the date selected shall not be more than forty-five (45) days nor less than twenty (20) days after the date the request was received. The business of the special meeting shall be limited to that stated in the official call, except by unanimous consent of the WSSO membership.
3. 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 President 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 Board of Directors.

ARTICLE X – FINANCES

A. FISCAL YEAR:

The fiscal year of this Society shall begin January 1 of each calendar year and end December 31 of the same 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 Society 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 adopted by the Board of Directors.

D. REVIEW OF ACCOUNTS:

A review by a Certified Public Accountant shall be made of the Society's financial transactions when requested by a Society member. A report thereof shall be presented at the next membership meeting following completion of such a review.

ARTICLE XI – INDEMNIFICATION

This Society shall indemnify to the full extent authorized or permitted by the Corporation Law of the State of Washington 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, or a member elected or appointed to any position of responsibility within this Society.

## ARTICLE XII – 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 Society’s corporate charter, Bylaws or adopted rules.

## ARTICLE XIII – AMENDMENTS

### A. AMENDMENT PROTOCOL

1. Amendments to these bylaws may be proposed by either the Board of Directors, a duly authorized task force, or from the membership if it is endorsed by twenty-five (25) active members.
2. Proposed amendments shall be reviewed, modified, accepted, or rejected by the Board at least sixty (60) days prior to the next annual meeting.
3. Unless rejected, the Board shall submit the proposed amendment for approval by a majority vote of the Board,
4. Once approved by the Board, the amendment shall be presented to the membership at least thirty (30) days prior to the next Annual meeting, where it may be adopted by a majority vote of the active members present and voting at the regularly scheduled business meeting.

### B. CLERICAL CORRECTIONS:

The Board of Directors may, by majority vote, make corrections in punctuation, grammar, spelling, and formatting to these bylaws which do not alter their context or intent.

### C. MAIL BALLOT:

If there is an urgent need to adopt a proposed bylaws amendment, properly approved by the procedures detailed in Section A., the amendment may be distributed to the membership via either mail or electronically, and adopted by a majority vote of the returned responses, if the following conditions are met:

1. Every member must be notified of the nature of the proposed amendment,
2. Every member must submit documented consent, via mail, fax, proxy, or email, to transact the amendment without a meeting,
3. The effective date of the action shall be upon receipt of the last required signature or other date specified in the action, and
4. The results of the action shall be properly documented and entered into the minutes of the next Board meeting.

## ARTICLE XIV – PRINCIPLES OF ETHICS

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

## ARTICLE XV – DISCIPLINARY PROCEEDINGS

The Disciplinary Proceedings of the American Association of Orthodontists as contained in its Bylaws and policy statements shall be the Discipline Proceedings of this Society.

Any ethics complaints against members of the Society shall be referred to the AAO Council on Membership, Ethics and Judicial Concerns for disposition.

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<sup>1</sup>Accredited orthodontic program, as used in these Bylaws, shall mean those advanced specialty education programs in orthodontics that are accredited by the Commission on Dental Accreditation of the American Dental Association (ADA) or the Commission on Dental Accreditation (ADC) of Canada involved only in teaching or research and who are unable to obtain ADA membership because they are not engaged in the practice of dentistry in the U.S. and do not possess a license to practice dentistry in their respective states, are exempt from this requirement. (An active member who was a member of this Society on May 4, 1983, but not a member of the ADA on that date is exempt from the ADA membership requisite.)

<sup>2</sup>Exclusive practice of orthodontics, as used in these Bylaws, shall mean the type of dental practice which is limited and restricted specifically and solely to the practice of orthodontics or to the teaching of orthodontics in educational programs accredited by the Commission on Dental Accreditation of the American Dental Association (ADA) or the Commission on Dental Accreditation of Canada. This specification is applicable to multiple practice locations.

<sup>3</sup>Exclusive practice of orthodontics, as used in these Bylaws, shall mean the type of dental practice which is limited and restricted specifically and solely to the practice of orthodontics or to the teaching of orthodontics in educational programs accredited by the Commission on Dental Accreditation of the American Dental Association (ADA) or the Commission on Dental Accreditation of Canada. This specification is applicable to multiple practice locations.

<sup>4</sup>Accredited orthodontic program, as used in these Bylaws, shall mean those advanced specialty education programs in orthodontics that are accredited by the Commission on Dental Accreditation of the American Dental Association (ADA) or the Commission on Dental Accreditation (ADC) of Canada.