



THE GREAT LAKES ASSOCIATION
OF ORTHODONTISTS

Bylaws

of the

GREAT LAKES ASSOCIATION OF ORTHODONTISTS

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ARTICLE I – NAME AND TERRITORIAL JURISDICTION

The name of this organization shall be the Great Lakes Association of Orthodontists, hereinafter referred to as “the Association” or “this Association”. This Association is recognized as a constituent of the American Association of Orthodontists.

The territorial jurisdiction of the Association shall be comprised of members practicing in Indiana, Michigan, Ohio, that part of Pennsylvania west of the Alleghenies and the Canadian province of Ontario.

ARTICLE II – PURPOSES

The purposes of this Association, consistent with the purposes of the American Association of Orthodontists, shall be:

- A. To advance the art and science of orthodontics;
- B. To encourage and sponsor research;
- C. To strive for and maintain the highest standards of excellence in orthodontic education and practice; and
- D. To make significant contributions to the health of the public.

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:

1. The membership of this Association shall be comprised of orthodontists with their principal location of professional activities in the territorial jurisdiction of this Association. The eligibility requirements shall be those as specified in the **Bylaws** of the American Association of Orthodontists for the respective categories of membership.
2. Non Resident: A non-resident of this Association’s territorial jurisdiction may become a non-resident member of this Association on the following conditions:
 - a. The non-resident applicant must be a member in good standing of the AAO constituent organization wherein the applicant resides or be a service member; and
 - b. The application for the non-resident membership is approved by this Association’s Board of Directors.

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. Only active members in good standing shall be eligible to seek or hold office or other elected 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. All dues and assessments for this Association shall be determined by Board of Directors and approved by the General Assembly of this Association.

Dues, application fees and assessments shall be payable in U.S. currency. Dues shall be due and payable on August 1st of each year. Members failing to pay their annual dues and assessments shall forfeit their membership as provided in these **Bylaws**.

2. Assessments: Assessments may be levied upon all dues-paying active and affiliate members.

The General Assembly by a three-fourths (3/4) vote of the legal votes cast, may levy an assessment on each dues-paying member provided that members are notified by mail of such proposed assessment at least sixty (60) days in advance of the date when this vote is to be taken.

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 and the American Association of Orthodontists.

3. 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.
4. Non-Payment of Dues and/or Assessments:
On December 31 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 current year have not been received.

Procedures for notifying terminated members of their change in status, reinstating members and determining the membership years for reinstated members will be consistent with the AAO bylaws and practices.

E. APPLICATION, ELECTION TO MEMBERSHIP AND REAPPLICATION:

1. Application:

Application for all classes of membership shall be made on the form prescribed by the American Association of Orthodontists. Applications for membership shall be submitted to the American Association of Orthodontists and reviewed by the Board of Directors of this Association. In considering applications, this Association shall follow the application and appeal procedures adopted by The American Association of Orthodontists.

2. Nondiscrimination:

Nothing contained in the **Bylaws** of the American Association of Orthodontists or this Association shall operate against eligibility for membership in the American Association of Orthodontists and 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 in accord with the American Association of Orthodontists bylaws.

4. Denial of Membership:

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

5. Reclassification:

The Association reserves the right to reclassify members as a result of any change in the status or type of the practice of such a member.

6. Waiver:

Every applicant for membership by virtue of submitting an application does waive the right to hold the Association, its officers, directors, delegates, committee members and employees responsible for any damages, pecuniary or otherwise, in case of refusal of this association to grant membership.

ARTICLE IV – COMPONENT ORGANIZATIONS

A. NAMES AND TERRITORIAL JURISDICTION:

The names and territorial jurisdiction of the component organizations shall be: Indiana Association of Orthodontists, Michigan Association of Orthodontists, Ohio Association of Orthodontists, Pennsylvania Association of Orthodontists and the Ontario Association of Orthodontists.

B. POWERS AND DUTIES:

A component organization shall have the following powers and duties:

1. Governance: Provide for its governance through the establishment of bylaws, rules and regulations, provided such bylaws, rules and regulations do not conflict with or limit the Bylaws of this Association and the American Association of Orthodontists. To the extent that they do so conflict with or limit those **Bylaws** they are void. Whenever the bylaws of a component organization conflict with or limit by the bylaws of this Association and the American Association of Orthodontists, the component organization may be placed on probation by either the Board of Directors or General Assembly by a two-thirds (2/3) vote of the legal votes cast. The component organization shall be allowed a period of at least one (1) year in which to bring its bylaws into conformity. In the event a component organization on probation fails to so comply, the recognition of that component organization by this Association may be suspended by the Board of Directors or General Assembly by a two-thirds (2/3) vote of the legal votes cast.
2. Discipline: Discipline any of its members in accordance with the provisions of these **Bylaws**.
3. Component Dues and Assessments: Provide for its financial support by establishing any dues and assessments of the component organization. Such dues and assessments shall be in addition to any dues and assessments of the American Association of Orthodontists and this Association.
4. Meetings: Hold a business meeting at least once each calendar year.
5. Legal Charter: Each component organization shall be registered as a not-for-profit corporation with the Secretary of State, commonwealth, district or province of its jurisdiction and shall be a separate legal entity from the Association.

C. MEMBERSHIP:

1. The members of the component organizations shall be members in good standing of the American Association of Orthodontists and this Association if practice or residence is in the United States or one of its possessions.
2. Membership in the component organizations shall be based upon the territorial jurisdiction of the primary professional activities of the member.

D. CLASSES OF MEMBERSHIP:

The component organizations may have classes of membership as specified in the bylaws of the American Association of Orthodontists. Component organizations may also have a classification of non-resident without the right to vote, provided that those members are members of another component organization. Only active members shall have the privilege of voting and holding office.

E. PRINCIPLES OF ETHICS:

The Principles of Ethics of the American Association of Orthodontists shall constitute the principles of ethics of each component organization.

ARTICLE V – BOARD OF DIRECTORS

A. COMPOSITION:

The Board of Directors shall consist of twelve (12) members: The President, the Immediate Past President, the President-Elect, the Vice President, the Secretary-Treasurer, the Trustee to the Board of Trustees of the American Association of Orthodontists, the Editor and five (5) directors selected by their respective component organizations. The President, President-Elect, the Vice President, the Secretary-Treasurer, the Trustee to the Board of Trustees of the American Association of Orthodontists and the five directors shall constitute the voting membership of the board (10).

B. QUALIFICATIONS:

A Director shall be an active member of this Association and a voting member of the component organization he/she is elected to represent. 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.

C. NOMINATION AND ELECTION:

A Director shall be nominated and elected by the component organization in accordance with the procedures of such organization. The Secretary of such organization shall promptly report the election of such Director to the Secretary-Treasurer of this Association.

D. TERM OF OFFICE:

The term of office of a Director shall be three (3) years. The consecutive tenure of a director shall be limited to two (2) terms.

E. VACANCY AND ABSENCE:

In the event of a vacancy in the office of the Director, such vacancy shall be filled by the respective component organization in a manner prescribed by such organization.

In the event a Director is to be absent for an entire session of the Board of Directors, the respective component organization, in a manner prescribed by such organization and in accordance with the provisions of these **Bylaws**, shall appoint a substitute Director to serve during such session.

F. OFFICERS:

The offices of the Board of Directors shall be:

1. The President of the Association who shall be the Chair.
2. The President-Elect of the Association.
3. The Vice President of the Association.
4. The Secretary-Treasurer of the Association who shall be the Secretary.

In the absence of the President, the office of Chair shall be filled by the President-Elect and, in his/her absence, the Vice President and, in his/her absence; a voting member of the Board shall be elected Chair pro tem.

In the absence of the Secretary-Treasurer, the Chair shall appoint a Secretary pro tem.

G. 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 and the Articles of Incorporation, the **Bylaws** and the mandates of the General Assembly. 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 session of the General Assembly 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, including the disbursement of unbudgeted funds, when the General Assembly is not in session and when such policies are essential to the management of the Association provided, however, that all such policies or disbursements must be presented for review at the next meeting of the General Assembly.
 - e. Establish an Executive Committee composed of five (5) members: The President, the President-Elect, the Vice President, Secretary-Treasurer and A.A.O. Trustee. 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 all of the real and personal property owned or operated by the Association.
 - b. Appoint an Editor of the Association.

- c. Determine the time and place for convening each annual business and scientific meeting of the Association and to provide for the management and general arrangements for such meetings.
- d. Cause to be bonded by a surety company all officers of the Association entrusted with Association funds.
- e. Cause all accounts of this Association to be audited by an independent certified public accountant every two years, alternating between a financial audit and a financial audit review.
- f. Prepare a budget for carrying on the activities of this Association for each ensuing fiscal year.
- g. Review the reports of the committees of the Association and make recommendations concerning such reports to the General Assembly.
- h. Determine the honoraria appropriate for members of the Board of Directors, Delegates and Alternate Delegates.
- i. Submit an annual report of its activities to the General Assembly.
- j. Serve as a nominating committee for the elective offices of this Association and nominate active members to serve as representatives on Councils of the American Association of Orthodontists and to serve as Editor.
- k. Perform such other duties as may be prescribed by these **Bylaws**.

H. MEETINGS:

- 1. Regular Meetings: The Board of Directors shall hold a minimum of two regular meetings each year.
- 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 five (5) 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 Meetings: 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.
- 2. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.

I. MAIL VOTE:

Through the use of unanimous written consent, The Board of Directors or any 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 VI – OFFICERS

A. TITLE:

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

B. QUALIFICATIONS:

Only an active member in good standing of this Association shall be eligible to serve as an officer.

C. NOMINATION AND ELECTION:

1. There shall be a Nominating Committee of the Board of Directors composed of the President-Elect (Chairman), Immediate Past President, Vice President and two (2) Directors appointed by the President. This Committee shall vet and select a single slate of candidates for the offices of President-Elect, Vice President, and Secretary-Treasurer and the position of Trustee. The Nominations Committee shall present one candidate for each office or position to the Board of Directors, prior to the Annual Board Meeting and to the membership at the Annual Business Meeting.
2. Officers will be elected by vote of active members in good standing, per current election policy.
3. The Board of Directors shall submit candidates for AAO Councils to the AAO Board of Trustees. Representatives to AAO Councils will be elected by the AAO House of Delegates.

D. TERM OF OFFICE:

The President, the President-Elect and the Vice President shall serve for a term of one year or until their successors are elected. The Secretary-Treasurer shall serve a term of three years or until a successor is elected. The officer's terms shall begin at the conclusion of the annual session at which they are elected.

E. VACANCIES:

In the event the office of President becomes vacant, the President-Elect 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 President-Elect, Vice President or Secretary-Treasurer shall be filled by the Board of Directors, provided that any person so appointed shall not automatically succeed to any other office by reason of his/her appointment to fill such vacancy.

F. DUTIES:

1. President: 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 General Assembly and to perform such other duties as provided in these **Bylaws** or as may be prescribed by the General Assembly or the Board of Directors and as usually appertain to the office of the President.
2. President-Elect: It shall be the duty of the President-Elect to assume the duties of the President in case of absence or incapacity, to serve as Chair of the Nominating Committee, and to perform such other duties as may be provided in these **Bylaws** or as may be prescribed by the General Assembly or the Board of Directors and as usually appertain to the office of President-Elect.
3. Vice President: It shall be the duty of the Vice President to serve as Chair of the Site Selection Committee, and to perform such other duties as may be provided in the **Bylaws** or as may be prescribed by the General Assembly or the Board of Directors and as usually appertain to the office of Vice President
4. Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to 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.

ARTICLE VII – DELEGATES TO THE AAO

A. ELIGIBILITY, NOMINATION AND ELECTION:

The Nominating Committee shall vet all candidates for the positions of Delegates and Alternate Delegates. The Nominations Committee shall present the current list of eligible candidates to the Board of Directors, prior to the Annual Board Meeting and to the membership at the Annual Business Meeting. Each Component will have at least one Delegate or Alternate Delegate. The President and President-Elect shall serve a term of one year as Delegates to the House of Delegates of the American Association of Orthodontists, commensurate with their office. Component representation of the designated Officers is calculated first in determining delegate representation from each Component. There may be the same number of alternate delegates as delegates. In the event that a component is not represented in the delegation to the AAO House of Delegates, the candidate from that component who received the highest number of votes will automatically become an alternate delegate, replacing the alternate delegate elected with the least number of votes, whose replacement would not eliminate another component's representation.

B. POWERS AND DUTIES:

The delegates shall represent this Association in all matters pertaining to its affairs coming before the meetings of the House of Delegates of the American Association of Orthodontists. A report shall be made to this Association's Board of Directors at the time of its annual session by one of the delegates or the trustee and shall include the transactions of the House of Delegates of the American Association of Orthodontists.

C. TERM:

Delegates and Alternate Delegates shall serve for a term of two (2) years in the House of Delegates of the American Association of Orthodontists, beginning with the close of this Association's annual session after their election. The consecutive tenure of anyone serving as a Delegate or Alternate Delegate shall be limited to ten (10) years.

D. CHAIR OF DELEGATION:

The chairperson of the delegation shall be selected by the conclusion of the Annual Meeting by a vote of the delegates and alternate delegates elected to serve at the subsequent AAO House of Delegates.

ARTICLE VIII – TRUSTEE TO AAO

A. ELIGIBILITY, NOMINATION AND ELECTION:

Every two (2) years, this Association shall elect a Trustee to the Board of Trustees of the American Association of Orthodontists. The Trustee must be an active member of this Association. The Secretary-Treasurer of this Association shall report promptly the election of such trustee to the Secretary-Treasurer of the American Association of Orthodontists.

The office of Trustee may be held in combination with any other office of this Association except for the office or position of delegate or alternate delegate to the American Association of Orthodontists.

B. POWERS AND DUTIES:

The Trustee shall represent this Association in all matters pertaining to its affairs coming before the meeting of the Board of Trustees of the American Association of Orthodontists or before the annual session thereof.

C. REPORTS:

The Trustee will report at all meetings of the Board of Directors of this Association and at the annual session of the General Assembly.

D. TERM OF OFFICE:

1. Term:

The Trustee shall be elected for a term of two (2) years. The consecutive tenure of a Trustee shall be limited to eight (8) years.

2. Vacancies:

In the event the office of A.A.O. Trustee becomes vacant, the President of the Association shall serve until the next election of this Association at which time, a successor Trustee shall be elected.

3. Absences:

In the event an A.A.O. Trustee is to be absent for an entire session of the Board of Trustees, the President of this Association shall appoint a substitute Trustee to serve during such session.

ARTICLE IX – ELECTIONS

A. NOMINATIONS:

Annually, the Nominating Committee will present a single slate of candidates for each office to the membership at the Annual Business Meeting and open nominations from the floor. Any active member in good standing may nominate additional candidates for each available office or position from the floor. Nominations made from the floor will be added to the ballot, provided nominees are willing to serve and their eligibility is verified by the Nominating Committee. A second to the motion is not required. Once nominations are closed, additional nominations may not be added to the ballot.

B. VACANCIES:

After the ballot has been closed, should a vacancy develop prior to the election, the Board of Directors shall be authorized to select a name to place on the ballot.

C. VOTING:

Voting shall be conducted by mail (or electronic) ballot with results available at least 60 days prior to the General Assembly at the Annual Business Meeting of this association.

For the positions of officers and trustee, when there are more than two candidates for one office or position, the American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIPSC) default preferential vote counting protocol will be utilized.

If there is a tie, the voting members of the Board of Directors of this Association shall determine the winner by secret ballot.

D. TELLERS COMMITTEE:

The Tellers Committee shall be comprised of a minimum of four people, designated by the Board of Directors.

ARTICLE X - COMMITTEES

A. PURPOSE AND AUTHORITY:

The Board of Directors or the President of this Association, with the approval of the Board of Directors, may appoint a Standing or Ad Hoc Committee to perform duties not otherwise assigned by these **Bylaws**. The authority for the appointment of members to a Standing or Ad Hoc Committee and their numbers shall be set forth in the resolution creating such committee.

Committees of this Association are advisory, study, and working bodies which are constituted to provide input to the Association from all of the component organizations and to provide a medium for communication between component organizations. Committee authority is limited to study and recommendation within the organizational structure of the Association and its component organizations; this includes authority to seek information pertinent to such studies from any source outside the Association within guidelines as may be established by the Board of Directors. No outside person may participate directly or by observation in any committee deliberations without specific authorization from the Board of Directors. No committee or member of a committee may communicate with any outside person, organization, or agency in such a way as to imply authority to represent the Association or present an Association position without direction of the Board of Directors. The Board of Directors may assign other duties to committees.

B. SUBCOMMITTEES, CONSULTANTS AND ADVISORS:

1. Subcommittees: A committee may appoint subcommittees comprised of committee members to assist in the performance of its duties.
2. Consultants and Advisors: A committee shall have the authority to recommend consultants and advisors for appointment by the Board of Directors in conformity with rules and regulations as may be established by the Board of Directors.

C. TERM OF OFFICE:

The term of office of members of any standing committees shall be two (2) years. The consecutive tenure of a member shall not exceed eight (8) years.

D. VACANCIES AND ABSENCES:

In the event of a vacancy in the membership of any committee, the component organization shall appoint an active member to fill such vacancy in accordance with the procedures of such organization.

E. QUORUM:

A majority of the members of any committee shall constitute a quorum.

F. MAIL VOTES:

Through the use of unanimous written consent, any committee 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 committee.

ARTICLE XI – 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 there, 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 XII – MEETINGS

A. SCIENTIFIC SESSIONS:

1. 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.

2. TIME AND PLACE:

The Association shall 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 scientific session, or to cancel same in the event of extraordinary emergency.

3. MANAGEMENT AND GENERAL ARRANGEMENTS:

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

4. 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.

5. 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 of Directors.

B. BUSINESS MEETINGS:

1. Annual Meeting: The General Assembly shall meet at least once annually. The Board of Directors shall cause a meeting at least once annually of the membership of this Association. Such meeting shall be open to all members and known as the General Assembly.

The Secretary-Treasurer of this Association shall cause to be published an official notice with the time and place of each annual meeting at least sixty (60) days in advance.

2. Special Meeting: A special meeting of the General Assembly shall be called by the President on a three-fourths (3/4) vote of the members of the Board of Directors or on the written request of more than seven (7) members of the Board of Directors. The time and place of the special 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.

The Secretary-Treasurer of this Association shall send to each member an official notice of the time and place of each special meeting, along with a statement of business to be considered at least fifteen (15) days prior to the opening of such meeting.

3. Quorum: The number of active members attending the Annual Session Business Meeting shall constitute a quorum for the transaction of business.
4. Order of Business: The order of business shall be that order of business adopted by the General Assembly.
5. Election Procedures: The Secretary-Treasurer shall provide for the voting for candidates for the offices of President-Elect, Vice President and Secretary-Treasurer and the positions of A.A.O. Trustee, Delegates and Alternate Delegates. A slate of candidates for all positions being elected shall be presented by the Nominating Committee to the membership at the preceding annual session of the General Assembly with additional nominations for all positions being accepted from the floor.

ARTICLE XIII – FINANCES

A. FISCAL YEAR:

The fiscal year of this Association shall begin July 1st of each calendar year and end June 30th of the following 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 General Assembly for adoption.

D. AUDITING OF ACCOUNTS:

All accounts of this Association shall be audited by an independent certified public accountant every two years, alternating between a financial audit and a financial audit review, 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 this Association, all officers of the Association entrusted with Association funds shall be bonded by a surety company in an amount prescribed by the Board of Directors.

ARTICLE XIV – 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 office of, employee of, or a member elected or appointed to any position or responsibility within this Association.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The current edition of "The Standard Code of Parliamentary Procedure" by Alice Sturgis 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 XVI – AMENDMENTS

A. PROCEDURE:

These **Bylaws** may be amended at any session of the General Assembly by a two-thirds (2/3) vote of the legal votes cast.

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 vote's cast of the General Assembly.

ARTICLE XVII – PRINCIPLES OF ETHICS

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

ARTICLE XVIII – DISCIPLINARY PROCEDURES

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

ARTICLE XIX – SEAL

Both a corporate and ornamental seal shall be recognized as official within this Association.