

# Proposed Changes to the Bylaws of the Florida Association of Orthodontists

*Proposed changes and editions are included below in red.*

## **ARTICLE I: MEMBERSHIP**

### **Section1: Classification**

The members of this Association shall be classified as follows:

Active  
Affiliate  
Academic (including non-United States/Canada graduate)  
Retired  
Honorary  
Non-Resident

### **Section2: Eligibility**

A. The membership of this Association, with the exception of non-resident and honorary members, shall be comprised of orthodontists with their principal location of professional activities in the territorial jurisdiction of this Association. The eligibility requirements for active, affiliate, academic and retired members shall be those as specified in the Bylaws of the AAO for their respective categories of membership.

B. Active or Affiliate members who have reached age 65 and have been members in good standing for at least 30 (thirty) consecutive years shall be designated Life-Active or Life-Affiliate.

C. Honorary members: To be an honorary member of this Association, an individual shall have made outstanding contributions to the advancement of the art and science of orthodontics and shall be nominated by the Executive Committee and be elected by the General Membership at the annual scientific meeting.

D. Non-Resident: A non-resident of this Association's territorial jurisdiction may become a non-resident member of the Association on the following conditions:

1. Non-resident is an active, affiliate or retired member in good standing with the AAO constituent wherein he or she resides or a military service member of such constituency.
2. The Association's Executive Committee approves the application for non-resident membership and may rescind the non-resident membership at any time for any reason.
3. An application for non-resident membership may be declined for any lawful reason.

E. Retired: Retired members shall be defined by the AAO and SAO.

F. Life-Active and Life-Affiliate members upon retirement, as defined by the SAO, shall be designated Life-Retired.

### **Section 3: Privileges**

A. Except as set forth elsewhere in the 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.

B. Only active members in good standing shall be eligible to seek or hold office or other elective or appointed position in this Association, or to vote or otherwise participate in the selection of the Association officials or the establishment of Association policies.

C. All members in good standing shall retain their membership status while in temporary military service provided that they comply with all other provision of these Bylaws.

D. Life-Active members in good standing shall have all the rights and privileges of an active member.

#### **Section 4: Application and election to membership**

Application for all classes of membership except Honorary and Non-resident shall be made on the forms prescribed by the AAO and submitted to the AAO following the guidelines and procedures as defined in the AAO and SAO Bylaws and policies. Election to AAO and SAO membership shall create the corresponding membership status in the FAO.

Application for Non-resident membership shall be made to the Secretary/Treasurer on the form prescribed by the FAO for approval by the Executive Committee.

#### **Section 5: Denial of membership**

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

#### **Section 6: Termination of membership and Reapplication**

A. Any member desiring to resign shall submit a written resignation to the Executive Committee.

B. Termination of membership in the AAO or SAO will automatically terminate membership in the FAO.

C. Application for reinstatement of membership subsequent to A or B above will be made to the Secretary/Treasurer on the form prescribed by the FAO for approval by the Executive Committee.

#### **Section 7: Non-discrimination**

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

### **ARTICLE II: DUES AND ASSESSMENTS**

**Section 1:** The annual dues of active, affiliate and non-resident members shall be \$150, and shall be payable August 1<sup>st</sup>

**Section 2:** From time to time, as deemed necessary by the Executive Committee and voted upon and approved by a majority vote at a meeting of the membership consisting of at least of 10 percent of the active, affiliate

or non-resident members, an assessment may be authorized to cover the costs of special programs of the Association, such as public relations, attorneys' fees, etc.

### **Section 3:**

A. Honorary, Retired, Life-Retired and Academic members shall be exempt from dues and assessments of this Association. Such exemptions shall be effective on August 1st, in the year following acquisition of exempt status. They must, however, pay FAO annual scientific meeting registration fee if they attend.

B. Life-Active or Life-Affiliate members shall be excused from assessments and shall pay one-half active and affiliate dues.

C. Non-resident members shall be exempt from assessments of this Association. They must, however, pay FAO annual scientific meeting registration fee if they attend.

**Section 4:** On December 31st of each year, the membership of those individuals whose dues and/or assessments for the current year have not been received will be terminated.

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 and a penalty of \$25 per year; unless it is the first instance of non-payment of dues and assessments, in which case and individual may gain reinstatement by paying all current dues and assessments and complying with the provisions of the organization.

## **ARTICLE III: ANNUAL SCIENTIFIC MEETING**

### **Section1: General**

The Association shall hold an annual scientific meeting, the date and place to be determined by the Executive Committee. This meeting may be in person, virtual, or hybrid in type.

### **Section2: Admission**

Admission to the annual scientific meeting shall be limited to members of this Association in good standing and others approved by the Executive Committee.

### **Section 3: Fees**

The Executive Committee shall determine the registration fees for the annual scientific meeting.

### **Section 4: Quorum**

Ten per cent of the active members present and in good standing shall constitute a quorum for the transaction of business.

### **Section 5: Order of Business**

The order of business at the annual scientific meeting shall include:

1. Executive Committee meeting.
2. Opening business session.
3. Scientific session.
4. Additional business sessions as required.
5. Closing business session.

The order of business may be altered or suspended by a two-thirds majority vote.

### **Section 6 : Voting at meetings (Annual Scientific, Business or Special)**

**Voting may take place as needed by in person affirmation by the majority, hand raising, paper ballot, electronic, or other means as noted by the President to all members prior to the meeting taking place.**

## **ARTICLE IV: OFFICERS AND REPRESENTATIVES**

### **Section1: Officers**

The officers of this Association shall be a president, a vice president and a secretary/treasurer.

### **Section 2: Elected Representatives**

#### **A. Representative Director to the SAO Board of Directors**

1. A member will be elected to serve as State Director to the SAO Board of Directors for terms of office as defined by the Bylaws and policies of the SAO.
2. In the event the Director is to be absent for an entire session of the SAO Board of Directors, the FAO president will appoint a substitute Director to serve during such session.
3. In the event of a vacancy in the office of State Director, the FAO president will appoint a replacement to serve until nomination and election of a successor at the next annual scientific meeting.

B. Delegate(s) to the AAO will be elected to serve as a member of the SAO delegation to the AAO in numbers and terms of office as defined in the Bylaws and/or policies of the SAO and the AAO.

### **Section 3: Nomination and Election**

Nominations for all offices and elected representatives shall be announced at the opening business session of the annual scientific meeting. **Nominations may come from the floor for those positions at that time as well.** The election to offices shall be at the closing business session, and shall be made by written ballot if requested. **In the event the annual scientific meeting is postponed or canceled the** Nominations for all offices and elected representatives shall be announced at the opening of the business session **or a special session as needed to be held live in person or by a virtual session.**

The election to offices shall be at the closing of the business session **or a special session as needed to be held live in person or by a virtual session. Voting may take place as needed by in person affirmation by the majority, hand raising, paper ballot, electronic, or other means as noted by the President to all members prior to the meeting taking place.** A majority vote shall be required for election. If more than two persons have been nominated and no candidate receives a majority on the first ballot, the candidate with the fewest

votes will be dropped until one candidate receives the required majority or until two candidates remain for the final ballot. The vice president shall automatically succeed to the office of president.

#### **Section 4: Installation**

The elected officers shall begin their terms of office at the close of the annual scientific meeting at which they were elected. **In the event the annual scientific meeting is postponed or canceled the elected officers shall begin their terms at the close of the annual business session or a special session as needed to be held live in person or by a virtual session.** Representatives to the SAO and AAO will serve their terms of office as defined by the respective Bylaws.

#### **Section 5: Officer Duties**

A. The **president** shall:

1. Preside at all meetings of the Association and Executive Committee.
2. Appoint any necessary committees not provided for in the Bylaws, and shall designate the chairman of these committees.
3. Be an ex-officio member of all committees.
4. Sign all official documents requiring signature and shall be authorized to sign checks in the absence of the secretary/treasurer for the payment of Association debts.
5. Call a special session of the Association upon written request of 30 per cent of the active membership, **or in the event there is needed significant input from the membership outside what would be a regular annual Scientific Meeting or business meeting.**
6. Perform such other duties as appertain to his/her office and shall remain on the Executive Committee for two year as a past president.
7. Serve until his/her successor is installed.

B. The **vice president** shall:

1. Assist the president in performance of his/her duties.
2. Be a member of the Executive Committee.
3. Occupy the chair in the absence of the president.
4. Arrange for suitable clinician for the next annual scientific meeting.
5. Succeed to the office of president in the event of the death, resignation, or removal of the president.

6. Serve as a member of all standing committees and chair the Public Relations Committee.
7. Serve until his/her successor is elected and installed.

C. The **Secretary/Treasurer** shall:

1. Keep full and accurate records of the Association and Executive Committee and surrender them to his/her successor.
2. Keep an accurate list of the active, affiliate, and non-resident members of this Association comprising an individual record of each, upon the form prescribed by the Executive Committee, with such other information as shall be deemed advisable.
3. Keep separate from the aforementioned, a list of retired and honorary members, with such information as is necessary to provide an accurate historically acceptable record.
4. Be custodian of the seal of the Association, and such other records pertaining to his/her office.
5. Keep an up-to-date copy of the Constitution and Bylaws showing any and all amendments and shall furnish copies to the membership.
6. Send notice to the membership of any and all meetings of the Association, as well as other pertinent Association business in the form of a newsletter.
7. Serve as a member of the Executive Committee.
8. Serve as ex-officio member of all standing committees.
9. Attend to all correspondence and keep a copy of all official letters received with replies to same.
10. Have printed all official stationery to be used by the Association each year.
11. Act as custodian of all moneys, securities, and deeds belonging to the Association and that shall come into his/her possession.
12. Hold, invest, disburse or convey such funds or instruments in the name of the Association at the direction of the Executive Committee or the general membership.
13. Make all disbursements by check which shall be signed by the treasurer of the Association or the president in the absence of the treasurer.
14. Render a written report of the fiscal position of the Association to the Executive Committee and the general membership at the annual scientific meeting.
15. Furnish a bond in an amount determined by the Executive Committee and paid for by the Association.

16. Surrender to his/her successor within 90 days, an audited report by a certified public accountant of the financial status of the Association.
17. Render to the Executive Committee immediately upon request any and all records pertaining to the financial status of the Association.
18. Perform other such duties as usually appertain to the office of Secretary/Treasurer and other duties as required by the Executive Committee.
19. Serve until his/her successor is elected and installed.

## **ARTICLE V: DIRECTORS**

### **Section1: Title**

There shall be four Directors in addition to the officers of this Association. They shall serve as members of the Executive Committee.

### **Section 2: Nomination and Election**

The Nominating Committee shall recommend each year, one new director to serve on the Executive Committee for a term of four years. This nominee shall be elected by a majority vote at the annual scientific meeting. **In the event the annual scientific meeting is postponed or canceled the nominee shall be elected by a majority vote at the annual business session or a special session as needed to be held live in person or by a virtual session.** From time to time, as a vacancy exists in the office of director on the Executive Committee, it may be necessary to nominate a director for the term of one, two, or three years to fill the un-expired term of a director who may have vacated his/her office.

### **Section3: Installation**

The duly elected director shall begin his/her term of office at the close of the annual scientific meeting at which he/she was elected. **In the event the annual scientific meeting is postponed or canceled the elected director shall begin his/her term of office at the close of the annual business session or special session as needed to be held live in person or by a virtual session.**

### **Section 4: Duties of Directors**

1. Serve as members of the Executive Committee in the transaction of business of this Association.
2. Serve until his/her successor is elected and installed.

## **ARTICLE VI: EXECUTIVE COMMITTEE**

### **Section 1: Composition**

The executive control of this Association shall be vested in the Executive Committee, which shall be composed of the president, the vice president, the secretary/treasurer, the four directors, and the immediate past president of the Association. The officers of the Association shall be the officers of the Executive Committee.

## **Section 2: Duties**

- A. The Executive Committee annually shall appropriate the amount of money to be spent by all officers, standing committees, and special committees.
- B. The Executive Committee shall designate the amount of the bond for the secretary/treasurer or any other agents of the Association authorized to collect moneys due the Association for amounts sufficient to fully protect the Association against a loss.
- C. The Executive Committee may authorize certain officers or committees to expend money for specific purposes; but appropriations, other than the legitimate expense of the association, shall have the approval of a majority of the Association.
- D. The Executive Committee shall convene during the annual scientific meeting prior to its scheduled business session, the time to be designated by the president, or may be called into session at any time by the president to conduct the business of the Association. The sessions of the Executive Committee shall be open to all members of the Association, and any member of the Association may be heard on matters under consideration by consent of the Committee.
- E. The business of the Association, including reports of the standing committees, shall be referred to the Executive Committee before being presented to the Association.
- F. The Executive Committee shall be responsible for the auditing of the accounts of all officers, standing committees, and special committees handling funds of the Association.
- G. In the event of a vacancy in the office of vice president or secretary/treasurer between meetings, the Executive Committee is empowered to fill the vacancy by appointment.
- H. The Executive Committee has the right to institute disciplinary proceedings against any of its members who may be guilty of malpractice, unprofessional conduct, or violation of its Principles of Ethics and/or Bylaws.
- I. The Executive Committee shall employ, establish duties and monitor the performance of an Executive Director.
- J. The Executive Committee shall recommend to the SAO such positions as AAO Trustee, standing committee members, special committees, elected leadership and other positions as called for by the SAO.

## **Section 3: Quorum**

A majority (five members) of the Executive Committee shall constitute a quorum for the transaction of business.

## **Section 4: Meeting by Electronic Means**

The Executive Committee may meet by electronic means, such as by conference call, etc.

## **Section 5: Mail Ballot**



The Executive Committee may transact business by mail ballot or by electronic communication. Motions approved by electronic means must be affirmed at the next meeting of the Executive Committee.

## **ARTICLE VII: STANDING COMMITTEES**

### **Section 1: Classification**

The Standing Committees of the Association shall be as follows:

A. Committee on Bylaws

B. Nominating Committee

### **Section 2: Duties**

1. Committee on Bylaws shall:
  1. Be comprised of at least three members appointed by the president who shall also designate the chairman.
  2. Meet at least biannually to review and recommend to the Executive Committee advisable changes in the Bylaws of the Association.
  3. Prepare and submit to the membership such changes as the Executive Committee shall direct.
  4. Supervise distribution of the Bylaws or parts of them, as necessary.
  5. Act as a standing reference committee on the Bylaws during the annual scientific meetings and/or Executive Committee meetings.
  
2. Nominating Committee shall:
  1. Be comprised of the immediate past presidents and one active member appointed by the president.
  2. Present one nomination for each vacancy for elective office.

## **ARTICLE VIII: JUDICIAL PROCEDURES**

The judicial and disciplinary procedures of this Association shall be those specified in the AAO Bylaws.

## **ARTICLE IX: INDEMNIFICATION**

### **Section 1: General**

Each director, officer, committee member, employee and other agent of the Association shall be held harmless and indemnified by the Association against all claims and liabilities and all costs and expenses, including attorneys' fees, reasonably incurred or imposed upon such persons in connection with, or resulting from, any action, suit, or proceeding--or the settlement or compromise thereof--to which such persons may be made a party of by reason of any action taken or omitted by such persons acting in good faith and prudence.

### **Section 2: Retroactive Protection**

This right of indemnification shall inure to such persons whether or not they are serving in the capacities named above at the time such liabilities, costs, or expenses are imposed or incurred.

### **Section 3: Legal Representative Protected**

In the event of such persons' deaths, the indemnification shall extend to their legal representatives who are made parties to any legal action growing out of such persons acts or omissions while serving in the capacities named above, provided such persons acted, or failed to act, in good faith and prudence.

### **Section4: Insurance**

To the extent available, the Association shall insure against any potential liability hereunder and the indemnification will take into account any personal or individual liability insurance such persons may have.

### **Section 5: Willful Acts Not Covered**

Nothing in this article is to be construed as indemnifying any such persons who knowingly and/or willfully act in violation of federal, state, or local laws, or of the Association's Principles of Ethics, in the conduct of their service to, or employment by, the Association.

## **ARTICLE X: RULES OF ORDER**

Sturgis' Standard Code of Parliamentary Procedure, latest edition, shall govern all procedural matters not determined by these Bylaws.

## **ARTICLE XI: SUSPENSION OF THE BYLAWS**

The Bylaws may be suspended at a regular meeting during the annual scientific meeting of the association by a unanimous affirmative vote.

## **ARTICLE XII: AMENDMENTS**

The Constitution and these Bylaws may be amended or repealed at any regular meeting, or at any special meeting, by the affirmative vote of two-thirds. Notice of any proposed amendment or repeal must be sent to the members at least 30 days prior to the regular or special meeting.

## **ARTICLE XIII: DISSOLUTION**

If this corporation should be dissolved at any time, no part of its assets shall be distributed to, or among its members; but after payment of all indebtedness of the corporation, the Executive Committee shall designate which tax-exempt organization(s) recognized under 501(c) tax code of the IRS the surplus assets shall be distributed to.

3-06 (3-09) (Current Proposed)