

**ARTICLES OF ORGANIZATION AND BY-LAWS
OF THE PENNSYLVANIA ASSOCIATION OF ORTHODONTISTS**

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TABLE OF CONTENTS

CONSTITUTION.....	3
BY-LAWS.....	5
CHAPTER I MEMBERSHIP.....	5
CHAPTER II BOARD OF DIRECTORS.....	7
CHAPTER III OFFICERS.....	8
CHAPTER IV DIRECTORS.....	9
CHAPTER V COMMITTEES.....	11
CHAPTER VI MEETINGS.....	14
CHAPTER VII ETHICS AND DISCIPLINE.....	15
CHAPTER VIII INDEMNIFICATION.....	16
CHAPTER IX RULES OF ORDER.....	16
CHAPTER X ORDER OF BUSINESS.....	17
CHAPTER XI AMENDMENTS.....	17

**PENNSYLVANIA ASSOCIATION OF ORTHODONTISTS CONSTITUTION AND BY-LAWS
CONSTITUTION**

ARTICLE I – NAME

The name of the organization shall be THE PENNSYLVANIA ASSOCIATION OF ORTHODONTISTS hereinafter referred to as “Association” or “this Association”.

ARTICLE II – OBJECT

The object of this Association shall be to advance the art and science of orthodontics, and to represent the specialty of Orthodontics in Pennsylvania.

ARTICLE III – ORGANIZATION

The Association is a non-profit corporation, organized under the laws of the Commonwealth of Pennsylvania. If this corporation shall be dissolved at any time, no part of its funds or property shall be distributed to, or among, its members, but, after payment of all indebtedness of the corporation, its surplus funds and properties shall be used for orthodontic or dental education or research in such manner as the then governing body of the Association may determine.

ARTICLE IV – GOVERNING BODY

The governing body of this organization shall be a Board of Directors, also known as the Board, or this Board. The number of and the procedure for electing members to the Board of Directors shall be as provided in Chapter III of the By-Laws.

ARTICLE V – MEETINGS

There shall be an annual meeting as prescribed in Chapter V, Section 1, of the By-Laws.

ARTICLE VI – AMENDMENTS

Section 1.

This Constitution may be amended at any business session at an annual meeting by a unanimous affirmative vote of at least 20% of the members registered for the meeting, provided the proposed amendment shall have been presented in writing at a previous business session with the same percentage of attendees voting.

Section 2.

This Constitution may be amended by affirmative vote of two-thirds (2/3) of the legal votes cast at any business session of this Association during an Annual Meeting, provided that the proposal to amend shall have been presented in writing at a previous annual meeting, and that a copy of the proposed amendment shall have been sent to each active member at least thirty (30) days before the meeting at which the amendment is to be considered.

BY-LAWS

For purposes of this agreement, the singular shall be deemed to include the plural and vice versa, and the use of any gender shall include all genders whenever the same shall be appropriate.

CHAPTER I – MEMBERSHIP

Section 1. CLASSIFICATION

The members of this Association shall be classified as follows:

- A. Active Members
- B. Affiliate Members
- C. Associate Members
- D. Retired Members
- E. Other Membership Categories listed in the American Association of Orthodontics (AAO) By-Laws.

Section 2. ELIGIBILITY

A. ACTIVE MEMBERS:

1. A dentist who is legally and ethically engaged in the practice of orthodontics in Pennsylvania and who has met the education requirements of the AAO; and a dentist who has been duly elected to active or associate membership in a constituent society of the American Association of Orthodontists.
2. The applicant must be a member of good standing in the Pennsylvania Dental Association and the American Dental Association.

B. AFFILIATE MEMBERS:

A dentist who has successfully completed a full curriculum of dental education and who meets the requirements of an Affiliate Member according to the By-Laws of the American Association of Orthodontists.

C. ASSOCIATE MEMBER:

1. The Associated member of this Association shall meet the same requirements as an active member in addition to the following terms.
2. Associate membership status shall automatically terminate upon the earlier of the following:
 - a. Election to active membership in this Association.
 - b. December 31 of the first full year following completion of the educational requirements.

D. RETIRED MEMBERS:

1. Active members in good standing who have been members of this Association for 10 consecutive years immediately prior to retirement.
2. Reclassification to Retired Member Status: Active members in good standing who have retired from active orthodontic practice may apply to the AAO Secretary, in writing, requesting retired member status. On approval of the AAO, the applicant will be exempt from AAO and PAO dues and assessments and will not have voting privileges.

Section 3. APPLICATION FOR MEMBERSHIP

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

Section 4. DUES AND ASSESSMENTS

- A. The dues for active members shall be payable June 1 of each year. Members failing to pay their dues by September 15 of each year shall be terminated.
- B. Special assessments may be made by affirmative vote of three-fourths (3/4) of the legal votes cast at the Annual Meeting.

Section 5. TERMINATION OF MEMBERSHIP

- A. Resignation of a member in good standing.
- B. Failure to fulfill financial obligations.
- C. Violation of the AAO Code of Ethics.

Section 6. REINSTATEMENT OF MEMBERSHIP

A former member who is delinquent in dues and assessments may be reinstated by the payment of seventy-five dollars and the total amount of dues and assessments in arrears and the current year's dues and assessment.

Section 7. NONDISCRIMINATION

Nothing contained in the By-Laws of this Association shall operate against eligibility for membership in this Association on the basis of sex, color, religion, race, national origin, political affiliation or physical disability.

CHAPTER II – BOARD OF DIRECTORS

ORGANIZATION AND DUTIES

The Board of Directors shall consist of the officers of the organization, and the five (5) elected Directors. The President of the Association shall be the Chairman of the Board of Directors.

- A. The Board of Directors shall be the administrative body of the organization and shall have the control and general management of its business affairs. Such control is to be limited to regular routine business. Any and all unusual and extraordinary business matters shall be submitted to the organization as a whole for review and action.
- B. The Board of Directors shall fill all vacancies either in session or by mail or telephone ballot as prescribed per these bylaws.
- C. The Board of Directors shall hold ad interim meetings or conference calls if a majority of the members of the Board desires or the President so directs.
- D. A simple majority of the voting members of the Board of Directors shall constitute a quorum.
- E. EDITOR: The Editor shall be the Chair of the Communications Committee. The Board of Directors shall elect an Editor for a term of two (2) years. The editor's duties shall be to work in conjunction with the President and Board of Directors to publish and distribute newsletters as necessary.
- F. The Board of Directors shall employ an Executive Secretary.

CHAPTER III – OFFICERS

Section 1. OFFICERS

- A. President
- B. President-Elect
- C. Vice-President
- D. Secretary
- E. Treasurer

Section 2. ELIGIBILITY

Active members in good standing are eligible for elective office.

Section 3. DUTIES

A. PRESIDENT:

The President shall preside at all meetings of the organization. He/she shall be a member ex-officio of all committees and shall perform such other duties as may be required of him/her by the Board of Directors or membership, and in addition, those duties as usually pertain to this office. He/she shall be Chairman of the Board of Directors.

B. PRESIDENT-ELECT:

The President-Elect shall assist the President in the performance of his/her duties, and serve during the absence of the President or in case of forced vacancy.

C. VICE-PRESIDENT:

The Vice-President shall assist the President and President-Elect in the performance of their duties and serve during the absence of the President or President-Elect.

D. SECRETARY:

The secretary shall keep the record of the organization and of the Board of Directors. He/she shall carry on all correspondence, notification and other usual functions of a Secretary or delegate those functions to the Executive Secretary. The Secretary shall be the contact person to monitor the committee chairs and obtain committee reports.

E. TREASURER:

The treasurer shall keep records, securities and funds of the organization; pay the Association's financial obligations. He/she shall make an annual written report to the organization regarding the organizations funds. He/she shall turn over to his/her successor all organizational property, funds or securities in his/her possession.

CHAPTER IV – DIRECTORS

A. ELECTION:

Up to Six (6) directors shall be elected at the annual meeting for a term of one (1) year. Directors may serve up to four (4) consecutive one (1) year terms. After a one (1) year absence, previous Directors can return for additional terms if so elected.

B. ELIGIBILITY:

Active members in good standing are eligible for elective office.

C. DUTIES:

The duties of the Directors, in addition to those previously described in Chapter

II, Section 1. in these bylaws are based upon their year of service and their committee assignments as designated in the Manual of Procedures.

Section 1. ELECTIONS OF OFFICERS AND DIRECTORS

The election of officers and directors shall be by ballot at the Annual Meeting. An affirmative vote of a majority of the legal votes cast is necessary for the election of a candidate.

A. The Nominating Committee shall make recommendations for the officers and directors.

B. Additional nominations for elective officers and directors may be made from the floor.

C. The names of nominees from the Nominating Committee shall be published at least 30 days in advance of the annual meeting.

Section 2. TENURE

The tenure of the Officers shall be for a period of one year and/or until their successors have been elected and installed. If the officers and directors remain a member of the Board there will be the following progression:

Vice President

President Elect

President

Section 3. VACANCIES

If a position on the Board is vacated by resignation, illness, issues presented in these bylaws or loss of position by election, the President, after consulting with the Board shall appoint an active member to fill such vacancy, in accordance with the above progression, until a successor is elected at the next annual meeting.

Section 4. INSTALLATION

The elective officers shall be installed at the end of the second business meeting at the annual meeting.

Section 5. ATTENDANCE

If any officer or director who shall inexcusably absent himself/herself from 2 consecutive board meetings may be removed from office by a $\frac{3}{4}$ vote of the Board of Directors. The position shall be filled as prescribed in Section 3 of this Chapter.

CHAPTER V – COMMITTEES

Section 1. STANDING COMMITTEES

A. The Standing Committees of this Association shall be:

1. Communications
2. Executive
3. Programs

Section 2. SPECIAL COMMITTEES

Special Committees may be appointed by the President to perform such duties as are prescribed at the time of appointment.

Section 3. COMPOSITION AND APPOINTMENT

- A. All committees, unless otherwise provided, shall be composed of a minimum of three members of the Board of Directors to be assigned as per the Manual of Procedures.
- B. The President may appoint additional members to the committee.
- C. The President shall appoint the Committee's Chairperson. Should the President not appoint the Chairperson, the liaison to the Board shall be the chairperson.

Section 4. TENURE

The appointment shall be for a term of one year or as prescribed in the Manual of Procedures.

Section 5. QUORUM

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

Section 5 REPORT

Each committee shall submit an annual written report, through the Executive Secretary, to the President.

Section 6 DUTIES:

A. COMMUNICATIONS COMMITTEE shall:

1. Encourage and support public and patient education in orthodontics and dentistry.
2. Enhance inter-professional relations for the improvement of oral health of the public.
3. To educate the public regarding the qualifications required by a dentist to be certified as an orthodontic specialist.
4. Provide lay organizations and educational groups with information relating to orthodontics.

B. EXECUTIVE COMMITTEE shall:

Make immediate and emergency decisions relative to the good and welfare of the Association and report all actions to the Board of Directors within 15 days.

1. Investigate and advise on all proposed amendments to, or revisions of, the Constitution and By-Laws.
2. Advise on the legality of all amendments or revisions of the Constitution and By-Laws.
3. Propose amendments or revisions of the Constitution and By-Laws when such changes are necessary or recommended.
4. Monitor, study, and make recommendations to the Board of Directors concerning local and state legislation and regulation that may affect the practice of orthodontics.

C. PROGRAM COMMITTEE shall:

1. Recommend a meeting site dates and speaker for the annual meeting with approval of the Board of Directors.
2. Identify corporate sponsorship for the annual meeting.
3. Select educational or research award recipients.

CHAPTER V I – MEETINGS

Section 1. TIME AND PLACE

The Association shall hold an Annual Meeting at a time and place selected by the Board of Directors. In the event of emergency, the Board of Directors has the power to cancel or change the time and place of the Annual Meeting.

Section 2. ADMISSION

A. ACTIVE, AFFILIATE, AND ASSOCIATE MEMBERS:

Active, Affiliate, and Associate members may attend the annual meeting at a fee determined by the Board of Directors.

B. RETIRED MEMBERS:

1. May attend the scientific lecture at no charge.
2. Registration fees for retired members will be decided by the Board of Directors.

C. RESIDENTS:

Residents in Orthodontics at any recognized University School of Dentistry or Hospital may attend the Program. A fee will designated by the Board of Directors.

D. GUEST:

Invited guests may attend the scientific program provided:

The charge to a guest, non-PAO, or non-AAO member will be decided by the Board of Directors.

Section 3. SPECIAL MEETINGS

Special Meetings may be held at such time and place, as the Board of Directors may consider advisable.

- A. Notice of Special Meetings must be mailed to the membership with at least fifteen (15) days in advance.

Section 4. QUORUM

Twenty (20) percent of those eligible to vote members registered at the meeting shall constitute a quorum.

CHAPTER VII – ETHICS AND DISCIPLINE

Section 1. ETHICS

The ethical conduct of the members of this Association shall be governed by:

- A. The Principles of Ethics of the American Dental Association.
- B. The Principles of Ethics of the Pennsylvania Dental Association.
- C. The Principles of Ethics of the American Association of Orthodontists.

Section 2. DISCIPLINE

Disciplinary action shall be initiated by written charge and signed by at least three members. The complaint shall be received by the Secretary and referred To the Membership Committee. The Membership Committee will provide the Accused member an opportunity to refute the charge. If the charge is sustained, A report with recommendations shall be submitted to the President who shall then submit the finding with recommendations to the members at the Annual or Special Meeting.

The Association shall then take two-thirds (2/3) affirmative Vote of the members present to assess penalty.

Section 3. POSSIBLE CONFLICT OF INTEREST

Active members in good standing who are eligible for elected office in this Association must notify the Secretary in writing within one month of their Employment, any position paid or unpaid they may hold with a third-party Dental group or plan.

CHAPTER VIII – INDEMNIFICATION

The Association shall indemnify and hold harmless each officer, and each member of the Committees, now and hereafter serving the Association, from and against any and all claims and liabilities to which he/she may be or become subject, by reason of his/her now or hereafter being, or having heretofore been an officer, and/or member of a Committee of the Association, and/or reason of his/her alleged acts or omissions as an officer, and/or member of a committee, aforesaid, and shall reimburse each officer and each member of the committees of the Association for all legal and other expenses reasonably incurred by him/her in connection with defending against any such claims or liabilities, provided, however, that no officer or member of a committee shall be indemnified against, or be reimbursed for claim or liability arising out of his/her own negligence or willful misconduct. The foregoing rights of officers and members of committees shall not be exclusive of other rights to which they may be entitled lawfully.

CHAPTER IX – RULES OF ORDER

Section 1. STURGIS STANDARD CODE OF PARLIAMENTARY PROCEDURE, SECOND EDITION

Sturgis Standard Code of Parliamentary Procedure, Second Edition shall be used to decide all procedures not covered in the Constitution and By-Laws.

Section 2.

The Constitution and By-Laws shall not be suspended or altered, except in the Matter of Order of Business, which may be altered by a majority vote of the members present.

CHAPTER X- ORDER OF BUSINESS

The Order of Business shall be established by the Executive Committee in consultation with the Board of Directors.

CHAPTER XI – AMENDMENTS

Section 1.

Any provision of these Bylaws may be amended in part or deleted in its entirety, by an affirmative vote of two-thirds of the Trustees in attendance at any official meeting of the Foundation, provided the proposed Amendment shall have been proposed at a previous meeting of the Board and published in the minutes of that meeting.

Section 2.

These Bylaws may also be amended at the same meeting at which the amendments are proposed if that amendment receives the unanimous approval of all Trustees present.