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**Bylaws**

**Kentucky Association  
of  
Orthodontists, Inc.**

**Amended April 6, 1997**

**Bylaws**  
**Kentucky Association of Orthodontists, Inc.**

**Article I**

**Name and Territorial Jurisdiction**

The name of this organization shall be the Kentucky Association of Orthodontists, herein after referred to as "the Association". The Association's territory includes the state of Kentucky. This Association is recognized as a component of the Southern Association of Orthodontists, hereinafter referred to as "the Constituent" or "SAO" which is recognized as a constituent organization of the American Association of Orthodontists, hereinafter referred to as "the AAO."

**Article II**

**Purposes**

The purpose of this Association, consistent with the purpose of the Constituent and the AAO, 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 oral health of the public.

**Article III**

**Membership**

- A) Classification:

The members of this Association shall be classified as defined by the AAO Bylaws.

- B) Eligibility:

1 1. The members of this Association, with the exception of Honorary  
2 members, shall be members in good standing of the AAO and the and the  
3 SAO to the desired classification of the member in this Association.  
4

5 2. The members of this Association, except non-resident, shall maintain their  
6 principal place of orthodontics practice in the State of Kentucky and shall  
7 be duly licensed in the Specialty of Orthodontics by the Kentucky State  
8 Board of Dental Examiners.  
9

10 3. Honorary members: To be an Honorary member of this Association, an  
11 individual shall have made outstanding contributions to the advancement  
12 of the art and science of orthodontics and shall be nominated by the  
13 Board of Directors and be elected by the General Assembly.  
14

15 A member who becomes an Honorary member may retain all the  
16 privileges of prior membership status.  
17

18 4. Non-Resident: An applicant who practices outside this Association's  
19 territory may become a Non-Resident member of this Association, on the  
20 following conditions:  
21

22 a) Non-Resident is an Active, Affiliate, or Retired member in good  
23 standing of the component wherein he or she resides.  
24

25 b) Applications for Non-Resident membership are approved by this  
26 Association's Board of Directors who may rescind the non-  
27 resident membership at any time for any reason. An application for  
28 non-resident membership may be declined for any lawful reason.  
29

#### 30 Privileges:

31

32 1. Except as set forth elsewhere in these Bylaws and policy statement of this  
33 Association, all members shall be entitled to all services and privileges as  
34 may be provided by this Association to the applicable classifications of  
35 membership.  
36

37 2. Only Active members in good standing shall be eligible to seek or hold  
38 office or other elective, representative or appointive positions in this  
39 Association, or to vote or otherwise participate in the selection of  
40 Association officials or the establishment of Association policies.  
41

#### 42 C) Dues and Assessments:

43

44 1. Payment:  
45

1 All dues, application fees, and assessments shall be payable in U.S.  
2 currency. All dues shall be due and payable on the due date specified in  
3 the AAO Bylaws. Members failing to pay their annual dues and  
4 assessment shall forfeit their membership as provided in these Bylaws\_  
5 and the AAO Bylaws.

6  
7 2. Dues:

8  
9 a.) The amount of the dues for active and affiliate members shall be \$75.00.

10  
11  
12 b) Active and affiliate members who have attained the age of 65, and who  
13 have been members in good standing of this Association for at least 30  
14 consecutive years, shall pay 50% of dues and assessments.

15  
16 3. Assessments:

17  
18 Assessments may be levied upon all dues paying Active and Affiliate  
19 members.

20  
21 Upon recommendation of the Board of Directors, the General Assembly  
22 by a three-fourths (3/4) vote, may levy an assessment on each Active and  
23 Affiliate member provided the Secretary has published a copy of the  
24 proposed assesment at least thirty (30) days prior to the date of the  
25 meeting at which the assessment is to be acted upon. The  
26 recommendation shall state the purpose of the assessment, the  
27 categories of membership to be assessed, and the date payment of the  
28 assessment is due. The funds so obtained may be used only for the  
29 purpose for which the assessment in made. Any member failing to pay  
30 the assessment within ninety (90) days of the due date shall forfeit  
31 membership in this Association.

32  
33 4. Waiver:

34  
35 A member who has suffered severe financial hardship due to catastrophe  
36 or illness and has been so certified by this Association and/or the AAO  
37 may be exempt from payment of the current year's dues.

38  
39 5. Non payment of Dues and/or Assessments:

40  
41 The date of membership termination for non-payment of dues or  
42 assessments is determined by the AAO Bylaws and these Bylaws.  
43 Members terminated for non-payment of dues or assessments may  
44 reapply according to the provisions as specified in the AAO bylaws and  
45 these Bylaws.

1            Provided that such action is taken within three (3) years of the date of  
2            termination, an individual whose membership has been terminated in  
3            accordance with this section may gain reinstatement by paying all back  
4            dues and assessments, as well as all current dues and assessments and  
5            a \$25.00 penalty.

6  
7            D)    Application, Election to Membership and Re-application:

- 8  
9            1.    Application for all classes of membership except Honorary and Non-resident  
10           shall be made on the forms prescribed by the AAO and submitted to the AAO  
11           following the guidelines and procedures as defined in the AAO and SAO Bylaws  
12           and policies. Election to AAO and SAO membership shall create membership in  
13           the corresponding status in the KAO.

14  
15           Application for Non-resident membership shall be made to the  
16           Secretary/Treasurer on the form prescribed by the KAO for approval by  
17           the Board of Directors.

- 18  
19           2.    Reclassification:

20  
21           A member's category of membership may be re-classified as a result of  
22           any change in the status or type of the practice of such a member  
23           and will be that classification as chosen by the AAO.

- 24  
25           3.    Termination of Membership and Reapplication:

26  
27           a. Any member desiring to resign shall submit a written resignation to the  
28           Board of Directors.

29  
30           b. Termination of membership in the AAO or the SAO will automatically  
31           terminate membership in the KAO.

32  
33           c. Application for reinstatement of membership subsequent to 2. above  
34           will be made to the Secretary/Treasurer on the form prescribed by  
35           the KAO for approval by the Board of Directors.

36  
37           **Article - IV**

38  
39           **Board of Directors**

40  
41           A)    Composition:

42  
43           The Board of Directors shall consist of seven (7) members. The President,  
44           President-Elect, Secretary-Treasurer, a Senior Director, a Junior Director, the  
45           Director to the SAO and the Delegate to the AAO House of Delegates shall  
46           constitute the voting membership of the Board.

1  
2 The officers of the association shall be the officers of the Board of Directors.

3  
4 B) Qualifications:

5  
6 Only active members will be eligible to serve on the Board of Directors. Should  
7 the status of any Board member change in regard to the proceeding  
8 qualifications during his/her term of office, that office shall be declared vacant  
9 and such vacancy shall be filled as hereinafter provided.

10  
11 C) Nomination and Election:

12  
13 Nominating Committee - There shall be a Nominating Committee composed of  
14 the voting members of the Board of Directors. This committee shall present one  
15 nomination for each vacancy for elective position. These nominations shall be  
16 published to the membership 30 days prior to the annual meeting. Other  
17 nominations for these positions may be made from the floor. In order for a  
18 candidate to be nominated from the floor, that candidate's name must have been  
19 submitted to the current President at least seven (7) days prior to the annual  
20 meeting to verify membership in good standing and willingness to serve.

21  
22 If there is only one candidate for a position, the President may declare that  
23 candidate to be elected. If there is more than one candidate for a position, voting  
24 shall be by ballot with the majority of the legal votes cast being required to elect.  
25 In the event no candidate receives a majority of the legal votes cast, the  
26 candidate receiving the fewest votes shall be removed for the ballot and balloting  
27 shall be resumed on the remaining candidates. This procedure shall be followed  
28 until one candidate receives a majority of the legal votes cast.

29  
30 D) Term of Office:

31  
32 The term of office of Officers and Directors shall be one (1) year with the  
33 exception of the Secretary-Treasurer who will serve for not less than two years  
34 and/or until his/her successor has been elected and installed. The term of each  
35 director may be extended one year only above their stated tenure. This term  
36 extension must be accepted by a majority vote of the General Assembly. The  
37 Director of the SAO and the Delegate to the AAO shall serve as specified by  
38 their AAO and SAO Bylaws.

39  
40 E) Vacancy and Absence:

41  
42 In the event the office of President becomes vacant, the President-Elect shall  
43 succeed to the office of President for the unexpired portion of the term as well as  
44 for the full term which he/she would automatically assume according to these  
45 Bylaws. In the event of a vacancy of the other Offices or elected  
46 representatives, the President, with the consent of the Board of Directors, shall

1 appoint an Active member to fill such vacancy until a successor is elected. A  
2 successor shall be elected at the ensuing session of the General Assembly for  
3 the remainder of any unexpired term.  
4

5 In the absence of the President, the Office of President shall be filled by the  
6 President-Elect and, in his/her absence, the Board shall select a member of the  
7 Board as President *pro tem*. In the absence of the Secretary, the President shall  
8 appoint a Secretary *pro tem*.  
9

10 F) Powers and Duties:

11  
12 1. Powers - The Board of Directors shall be the managing body of the  
13 Association, vested with full power to conduct all business of the  
14 Association, subject to the laws of the State of Kentucky, the Articles of  
15 Incorporation, the Bylaws, the mandates of the General Assembly the  
16 AAO Bylaws, and the SAO Bylaws. The Board of Directors shall have the  
17 power to:  
18

19 a) Establish rules and regulations not inconsistent with these Bylaws  
20 to govern its organization and procedure.  
21

22 b) Direct the President to call a special session of the General  
23 Assembly as provided in these Bylaws.  
24

25 c) Establish ad interim policies, including the disbursement of  
26 unbudgeted funds, when the General Assembly is not in session  
27 and when such policies are essential to the management of the  
28 Association; provided, however, that all such policies or  
29 disbursement must be presented at the next meeting of  
30 the General Assembly.  
31

32 d) Appoint consultants whenever necessary.  
33

34 e) Nominate honorary members and approve Non-Resident  
35 members.  
36

37 f) Hire an Executive Director.  
38

39 2. Duties: It shall be the duty of the Board of Directors to:  
40

41  
42 a) Provide for the maintenance and supervision of the offices of the  
43 Association and all of the property owned or operated by the  
44 Association.  
45

- b) Determine the time and place for convening each annual and scientific meeting of the Association and to provide for the management and general arrangements for each meeting.
- c) Submit an annual report of its activities to the membership.
- d) Establish policies which are essential to the management of the Association within the guidelines of the Bylaws.
- e) Serve as a nominating committee for the elective officers of this Association.
- f) Perform such other duties as may be presented by these Bylaws or requested by the membership.

G) Meetings:

1. Regular Meetings: The Board of Directors shall hold a minimum of one (1) regular meeting held in conjunction with the General Assembly.
2. Special Meetings:
  - a) The President may call a special meeting of the Board at the request of four (4) voting members of the Board. All special meetings shall require a minimum of five (5) days notice to each member of the Board unless waived by unanimous consent. The business of special meetings shall be limited to that stated in the official call unless waived by unanimous consent.
  - b) Special Meetings via Electronic Media: The members of the Board of Directors may participate in and act at a meeting of the Board of Directors called by the President on matters of the Association through the use of conferences via telephone and/or other communications equipment. Minutes of these meetings shall be recorded and made a part of the action of the Board of Directors.
3. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.

H) Resignation and Removal:

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 herein, or immediately, if no time is specified.

1 Any elected official may be removed from his/her position for cause by the Board  
2 of Directors by a 2/3 vote of the legal votes cast. The member being voted upon  
3 shall be prohibited from voting on the issue. This decision may be appealed to  
4 the General Assembly and if so appealed, shall be considered at the next duly  
5 scheduled meeting of the General Assembly. A 2/3 vote by the General  
6 Assembly shall be required to reverse the action taken by the Board of Directors.  
7

## 8 **Article V**

### 9 **Officers, Directors and Elected Representatives**

#### 10 **A) Officers**

11  
12 1. The officers of this Association shall be the President, the President-Elect  
13 and the Secretary-Treasurer.  
14

#### 15 **B) Duties of Officers:**

##### 16 1. President:

- 17 • Performs all duties as usually appertain to the office of President
- 18 • Serves as the official representative of this Association in its  
19 contacts with governmental, civic, business and professional  
20 organizations for the purpose of advancing the objectives and  
21 policies of this Association
- 22 • Presides over the Board of Directors and the annual business  
23 meeting
- 24 • Appoints chairs of all committees
- 25 • Submits an annual report to the general membership
- 26 • Performs such other duties as provided in these Bylaws or as may  
27 be prescribed by the membership or the Board of Directors

##### 28 2. President-Elect:

- 29 • Performs all duties as usually appertain to the office of President-Elect
- 30 • Assumes the duties of the President in case of absence or incapacity
- 31 • Performs such other duties as may be provided in these Bylaws or as  
32 may be prescribed by the members or the Board of Directors
- 33 • Plans the business and scientific meeting and provides for the  
34 management and general arrangement for such meeting including  
35 obtaining a speaker for a continuing education course
- 36 • Shall assume the position of President upon completion of his/her term

##### 37 3. Secretary-Treasurer:

- 1 • Performs all duties as usually appertain to the office of Secretary-  
2 Treasurer
- 3 • Keeps records of all proceedings of this Association
- 4 • Serves as custodian for all corporate records and the seal of the  
5 Corporation
- 6 • Reports on all transactions as Treasurer and the financial condition of  
7 the Association
- 8 • Submits an annual report on the financial condition of the Association  
9 to the membership
- 10 • Transfers all Association records to the newly elected Secretary-  
11 Treasurer in a timely manner and assists in the transition
- 12 • May be required to be bonded

13  
14 B) Directors

15  
16 There shall be a Senior and Junior Director elected from the general  
17 membership

18  
19 1. Duties of Directors

20  
21 a.) Senior Director

22  
23 The Senior director shall serve as the liaison between the  
24 Association and the orthodontic programs at the University of  
25 Kentucky and University of Louisville.

26 The Senior director shall serve as one of the two orthodontic  
27 specialty board examiners for the Board of Dentistry. The director  
28 will appoint one other person to assist as an examiner. If the  
29 director is a full or part-time faculty member, he/she must appoint  
30 two second examiners, removing him /herself as an examiner.

31  
32 b.) Junior Director

33 The Junior director shall be responsible for reviewing amendments  
34 to the Bylaws and have a working knowledge of the Association's  
35 Bylaws. The junior director shall be appointed editor of an online  
36 newsletter.

37  
38 C. Elected Representatives

39  
40 1. Director to the SAO Board of Directors

41  
42 A Director shall be elected for a term of one (1) year, to represent the  
43 Association on the SAO Board of Directors The consecutive tenure of a  
44 Director shall be limited to three (3) years-The director shall represent the  
45 KAO and the interest of it's members and shall report SAO Board actions  
46 in a timely fashion to the membership.

1  
2 2. Delegate to the AAO House of Delegates  
3

4 A delegate shall be elected for a term of three (3) years, without limit on  
5 the number of terms, to represent the Association as a delegate to the  
6 AAO House of Delegates The Delegate shall serve as a member of the  
7 SAO delegation to the AAO House of Delegates and shall represent the  
8 KAO and the interest of it's members and shall report AAO HOD actions  
9 in a timely fashion to the membership.  
10

11 **Article VI**

12 **Committees**

13  
14 The President, with the consent of the Board of Directors, may appoint committees to  
15 perform duties not otherwise assigned by these Bylaws. The authority for the  
16 appointment of members of a Special Committee and their numbers shall be set forth in  
17 the resolution creating such committee.  
18  
19

20 **Article VII**

21 **Meetings**

22  
23  
24 A) Scientific Sessions:

25  
26 1. Purpose:

27  
28 The scientific sessions of this Association are established to foster the  
29 presentation and discussion of subjects pertaining to the improvement of  
30 the health of the public and the art and science of Orthodontics.  
31

32 2. Time and Place:

33  
34 The Association shall hold a scientific session annually at a time and  
35 place selected by the Board of Directors. The Board of Directors shall  
36 have the power to change the time and place of the scientific session, or  
37 to cancel same in the event of extraordinary emergency.  
38

39 3. Management and General Arrangements:

40  
41 The Board of Directors shall be responsible for conducting the scientific  
42 sessions. For this purpose, the Board may establish committees as  
43 required.  
44

45 4. Trade Exhibits:  
46

1 Products or services may be exhibited at scientific sessions at the  
2 discretion of the Board of Directors, and in accordance with rules and  
3 regulations established by the Board.  
4

5 5. Admission:  
6

7 Admission to meetings of the scientific sessions shall be limited to  
8 members of this Association who are in good standing, and to others  
9 admitted in accordance with rules and regulations established by the  
10 Board of Directors.  
11

12 Each Active member shall have the privilege of inviting one guest to a  
13 meeting provided the guest is an Active or Affiliate member of the  
14 American Association of Orthodontists. A written request by the member  
15 must be submitted to the officers of the Kentucky Association of  
16 Orthodontists thirty (30) days prior to such meetings. The Secretary shall  
17 inform the guests, in writing, of his/her invitations and the fees. The fee  
18 shall be determined by the officers of the Association.  
19

20 B) Business Meetings:  
21

- 22 1. Annual Meeting: The General Assembly of the membership shall meet at  
23 least once annually.  
24

25 The Secretary-Treasurer of this Association shall publish by a means  
26 determined by the Board of Directors, at least thirty (30) days in advance,  
27 an official notice with the time and place of each annual meeting.  
28

- 29 2. Special Meeting: A special meeting of the General Assembly shall be  
30 called by the President on a two-thirds (2/3) vote of the members of the  
31 Board of Directors. The time and place of the special meeting shall be  
32 determined by the President, provided the date selected shall not be more  
33 than forty-five (45) days nor less than twenty (20) days after the date the  
34 request was received. The business of the special meeting shall be  
35 limited to that stated in the official call, except by unanimous consent of  
36 those members present.  
37

38 The Secretary-Treasurer of this Association shall send an official notice of  
39 the time and place of each special meeting by a means determined by the  
40 Board of Directors, along with a statement of the business to be  
41 considered, at least fifteen (15) days prior to the opening of such meeting.  
42

- 43 3. Quorum: Ten (10)% of the active members shall constitute a quorum  
44 for the transaction of business at any meeting.  
45

46 **Article VIII**

1  
2 **Finances**  
3

4 A) Fiscal Year:

5  
6 The fiscal year of this Association shall begin June 1 of each year and end May  
7 31 of the following year.  
8

9 B) General Fund:

10  
11 The General Fund shall consist of all monies received other than those  
12 specifically allocated to other funds by these Bylaws. This fund shall be used to  
13 meet all expenses incurred by this Association not otherwise provided for in  
14 these Bylaws. The General Fund may be divided into operating and reserve  
15 divisions at the discretion of the Board of Directors.  
16

17 **Article IX**

18 **Indemnification**  
19

20  
21 A) General:

22  
23 Each director, officer, communication member, employees and other agents of the  
24 association shall be held harmless and indemnified by the association against all claims  
25 and liabilities and all costs and expenses, including attorney's fees, reasonable incurred  
26 or imposed upon such persons in connection with, or resulting from, any action suit, or  
27 proceeding -- or settlement or compromise thereof-to which such persons may be made  
28 party of by reason of any action taken or omitted by such persons acting in good faith  
29 and prudence.  
30

31 B) Retroactive Protection:

32  
33 This right of indemnification shall inure to such persons whether or not they are serving  
34 in the capacities named above at the time such liabilities, costs, or expenses are  
35 imposed or incurred.  
36

37 C) Legal Representative Protected:

38  
39 In the event of such person's deaths, the indemnification shall extend to their legal  
40 representatives who are made parties to a legal actions growing out of such person's  
41 acts or omissions while serving in the capacities named above, provided such persons  
42 acted, or failed to act, in good faith and prudence.  
43

44 D) Willful Acts Not Covered:  
45

1 Nothing in this article is to be construed as indemnifying any such persons who  
2 knowingly and/or willfully act in violation of federal, state, or local laws, or of the  
3 association's Principles of Ethics, in the conduct of their service to, or employment by,  
4 the association.  
5

## 6 **Article X**

### 7 **Parliamentary Authority**

8  
9  
10 The current edition of *Sturgis Standard Code of Parliamentary Procedures* shall govern  
11 this organization in all parliamentary situations that are not provided for in the law or in  
12 this Association's Corporate Charter, Bylaws or adopted rules.  
13

## 14 **Article XI**

### 15 **Amendments**

16  
17  
18 These Bylaws may be amended at any session of the General Assembly by a two-  
19 thirds (2/3) vote of the legal votes cast, provided the proposed amendment shall have  
20 been published by a means determined by the Board of Directors 30 days before  
21 meeting date, or presented at a previous meeting of the General Assembly.  
22

23 An amendment to these Bylaws effecting a change in the dues of members shall  
24 require a three-fourths (3/4) vote of the General Assembly.  
25

## 26 **Article XII**

### 27 **Principles of Ethics,**

28  
29  
30 The Principles of Ethics of the AAO shall be the principles of ethics of this Association.  
31

## 32 **Article XIII**

### 33 **Dissolution**

34  
35  
36 If the corporation should be dissolved at anytime, no part of its assets shall be  
37 distributed to, or among its members; but after payment of all indebtedness of the  
38 corporation, the Board of Directors shall designate which tax-exempt organizations,  
39 recognized under the 501 (c) tax code of the IRS, the surplus assets shall be distributed  
40 among.