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Bylaws

**Kentucky Association
of
Orthodontists, Inc.**

Amended August 27, 2010

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

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

3. 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 Board of Directors and be elected by the General Assembly.

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

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

- a) Non-Resident is an Active, Affiliate, or Retired member in good standing of the component wherein he or she resides.
- b) Applications for Non-Resident membership are approved by this Association's Board of Directors who may rescind the non-resident membership at any time for any reason. An application for non-resident membership may be declined for any lawful

reason.

Privileges:

1. Except as set forth elsewhere in these Bylaws and policy statement 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 elective, representative or appointive positions in this Association, or to vote or otherwise participate in the selection of Association officials or the establishment of Association policies.

1 C) Dues and Assessments:

2
3 1. Payment:

4
5 All dues, application fees, and assessments shall be payable in U.S.
6 currency. All dues shall be due and payable on the due date specified in
7 the AAO Bylaws. Members failing to pay their annual dues and
8 assessment shall forfeit their membership as provided in these Bylaws_
9 and the AAO Bylaws.

10
11 2. Dues:

- 12
13 a.) The amount of the dues for active and affiliate members shall be \$75.00.
14
15 b.) Upon recommendation of the Board of Directors, the General
16 Assembly by a three-fourths(3/4) vote, may change the annual
17 dues on each Active and Affiliate member provided the Secretary
18 has published the dues change at least thirty(30) days prior to the
19 date of the annual meeting.
20
21 c.) Active and affiliate members who have attained the age of 65, and who
22 have been members in good standing of this Association for at least 30
23 consecutive years, shall pay 50% of dues and assessments.
24

25
26 3. Assessments:

27
28 Assessments may be levied upon all dues paying Active and Affiliate
29 members.

30
31 Upon recommendation of the Board of Directors, the General Assembly
32 by a three-fourths (3/4) vote, may levy an assessment on each Active and
33 Affiliate member provided the Secretary has published a copy of the
34 proposed assesment at least thirty (30) days prior to the date of the
35 meeting at which the assessment is to be acted upon. The
36 recommendation shall state the purpose of the assessment, the
37 categories of membership to be assessed, and the date payment of the
38 assessment is due. The funds so obtained may be used only for the
39 purpose for which the assessment in made. Any member failing to pay
40 the assessment within ninety (90) days of the due date shall forfeit
41 membership in this Association.
42
43

1 4. Waiver:
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3 A member who has suffered severe financial hardship due to catastrophe
4 or illness and has been so certified by this Association and/or the AAO
5 may be exempt from payment of the current year's dues.
6

7 5. Non payment of Dues and/or Assessments:
8

9 The date of membership termination for non-payment of dues or
10 assessments is determined by the AAO Bylaws and these Bylaws.
11 Members terminated for non-payment of dues or assessments may
12 reapply according to the provisions as specified in the AAO bylaws and
13 these Bylaws.
14

15 Provided that such action is taken within three (3) years of the date of
16 termination, an individual whose membership has been terminated in
17 accordance with this section may gain reinstatement by paying all back
18 dues and assessments, as well as all current dues and assessments and
19 a \$25.00 penalty.
20

21 D) Application, Election to Membership and Re-application:
22

23 1. Application for all classes of membership except Honorary and Non-resident
24 shall be made on the forms prescribed by the AAO and submitted to the AAO
25 following the guidelines and procedures as defined in the AAO and SAO Bylaws
26 and policies. Election to AAO and SAO membership shall create membership in
27 the corresponding status in the KAO.
28

29 Application for Non-resident membership shall be made to the
30 Secretary/Treasurer on the form prescribed by the KAO for approval by
31 the Board of Directors.
32

33 2. Reclassification:
34

35 A member's category of membership may be re-classified as a result of
36 any change in the status or type of the practice of such a member
37 and will be that classification as chosen by the AAO.
38

39 3. Termination of Membership and Reapplication:
40

41 a. Any member desiring to resign shall submit a written resignation to the
42 Board of Directors.
43

44 b. Termination of membership in the AAO or the SAO will automatically
45 terminate membership in the KAO.
46

1 c. Application for reinstatement of membership subsequent to 2. above
2 will be made to the Secretary/Treasurer on the form prescribed by
3 the KAO for approval by the Board of Directors.
4

5 **Article - IV**

6 **Board of Directors**

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8
9 A) Composition:

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11 The Board of Directors shall consist of seven (7) members. The President,
12 President-Elect, Secretary-Treasurer, a Senior Director, a Junior Director, the
13 Director to the SAO and the Delegate to the AAO House of Delegates shall
14 constitute the voting membership of the Board.

15
16 The officers of the association shall be the officers of the Board of Directors.
17

18 B) Qualifications:

19
20 Only active members will be eligible to serve on the Board of Directors. Should
21 the status of any Board member change in regard to the proceeding
22 qualifications during his/her term of office, that office shall be declared vacant
23 and such vacancy shall be filled as hereinafter provided.
24

25 C) Nomination and Election:

26
27 Nominating Committee - There shall be a Nominating Committee composed of
28 the voting members of the Board of Directors. This committee shall present one
29 nomination for each vacancy for elective position. These nominations shall be
30 published to the membership 30 days prior to the annual meeting. Other
31 nominations for these positions may be made from the floor. In order for a
32 candidate to be nominated from the floor, that candidate's name must have been
33 submitted to the current President at least seven (7) days prior to the annual
34 meeting to verify membership in good standing and willingness to serve.
35

36
37 If there is only one candidate for a position, the President may declare that
38 candidate to be elected. If there is more than one candidate for a position, voting
39 shall be by ballot with the majority of the legal votes cast being required to elect.
40 In the event no candidate receives a majority of the legal votes cast, the
41 candidate receiving the fewest votes shall be removed for the ballot and balloting
42 shall be resumed on the remaining candidates. This procedure shall be followed
43 until one candidate receives a majority of the legal votes cast.

44 D) Term of Office:
45

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

8
9 E) Vacancy and Absence:

10
11 In the event the office of President becomes vacant, the President-Elect shall
12 succeed to the office of President for the unexpired portion of the term as well as
13 for the full term which he/she would automatically assume according to these
14 Bylaws. In the event of a vacancy of the other Offices or elected
15 representatives, the President, with the consent of the Board of Directors, shall
16 appoint an Active member to fill such vacancy until a successor is elected. A
17 successor shall be elected at the ensuing session of the General Assembly for
18 the remainder of any unexpired term.

19
20 In the absence of the President, the Office of President shall be filled by the
21 President-Elect and, in his/her absence, the Board shall select a member of the
22 Board as President *pro tem*. In the absence of the Secretary, the President shall
23 appoint a Secretary *pro tem*.

24
25 F) Powers and Duties:

26
27 1. Powers - The Board of Directors shall be the managing body of the
28 Association, vested with full power to conduct all business of the
29 Association, subject to the laws of the State of Kentucky, the Articles of
30 Incorporation, the Bylaws, the mandates of the General Assembly the
31 AAO Bylaws, and the SAO Bylaws. The Board of Directors shall have the
32 power to:

- 33
34 a) Establish rules and regulations not inconsistent with these Bylaws
35 to govern its organization and procedure.
36
37 b) Direct the President to call a special session of the General
38 Assembly as provided in these Bylaws.
39
40 c) Establish ad interim policies, including the disbursement of
41 unbudgeted funds, when the General Assembly is not in session
42 and when such policies are essential to the management of the
43 Association; provided, however, that all such policies or
44 disbursement must be presented at the next meeting of
45 the General Assembly.
46

- 1 d) Appoint consultants whenever necessary.
- 2
- 3 e) Nominate honorary members and approve Non-Resident
- 4 members.
- 5
- 6 f) Hire an Executive Director.
- 7

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

9

- 10
- 11 a) Provide for the maintenance and supervision of the offices of the
- 12 Association and all of the property owned or operated by the
- 13 Association.
- 14
- 15 b) Determine the time and place for convening each annual and
- 16 scientific meeting of the Association and to provide for the
- 17 management and general arrangements for each meeting.
- 18
- 19 c) Submit an annual report of its activities to the membership.
- 20
- 21 d) Establish policies which are essential to the management of the
- 22 Association within the guidelines of the Bylaws.
- 23
- 24 e) Serve as a nominating committee for the elective officers of this
- 25 Association.
- 26
- 27 f) Perform such other duties as may be presented by these Bylaws
- 28 or requested by the membership.
- 29

30 G) Meetings:

31

- 32 1. Regular Meetings: The Board of Directors shall hold a minimum of one (1)
- 33 regular meeting held in conjunction with the General Assembly.
- 34
- 35 2. Special Meetings:
- 36
- 37 a) The President may call a special meeting of the Board at the
- 38 request of four (4) voting members of the Board. All special
- 39 meetings shall require a minimum of five (5) days notice to each
- 40 member of the Board unless waived by unanimous consent. The
- 41 business of special meetings shall be limited to that stated in the
- 42 official call unless waived by unanimous consent.
- 43
- 44 b) Special Meetings via Electronic Media: The members of the Board
- 45 of Directors may participate in and act at a meeting of the Board of

1 Directors called by the President on matters of the Association
2 through the use of conferences via telephone and/or other
3 communications equipment. Minutes of these meetings shall be
4 recorded and made a part of the action of the Board of Directors.
5

- 6 3. Quorum: A majority of the voting members of the Board of Directors shall
7 constitute a quorum.
8

9 H) Resignation and Removal:

10
11 Any elected official may resign at any time by giving written notification to the
12 President or the Secretary-Treasurer of this Association. Such resignation shall
13 take effect at the time specified herein, or immediately, if no time is specified.
14

15 Any elected official may be removed from his/her position for cause by the Board
16 of Directors by a 2/3 vote of the legal votes cast. The member being voted upon
17 shall be prohibited from voting on the issue. This decision may be appealed to
18 the General Assembly and if so appealed, shall be considered at the next duly
19 scheduled meeting of the General Assembly. A 2/3 vote by the General
20 Assembly shall be required to reverse the action taken by the Board of Directors.
21

22 **Article V**

23 **Officers, Directors and Elected Representatives**

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25
26 A) Officers

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28 1. The officers of this Association shall be the President, the President-Elect
29 and the Secretary-Treasurer.
30

31 B) Duties of Officers:

32
33 1. President:

- 34
35 • Performs all duties as usually appertain to the office of President
36 • Serves as the official representative of this Association in its
37 contacts with governmental, civic, business and professional
38 organizations for the purpose of advancing the objectives and
39 policies of this Association
40 • Presides over the Board of Directors and the annual business
41 meeting
42 • Appoints chairs of all committees
43 • Submits an annual report to the general membership
44 • Performs such other duties as provided in these Bylaws or as may
45 be prescribed by the membership or the Board of Directors
46

1 2. President-Elect:
2

- 3 • Performs all duties as usually appertain to the office of President-Elect
- 4 • Assumes the duties of the President in case of absence or incapacity
- 5 • Performs such other duties as may be provided in these Bylaws or as
- 6 may be prescribed by the members or the Board of Directors
- 7 • Plans the business and scientific meeting and provides for the
- 8 management and general arrangement for such meeting including
- 9 obtaining a speaker for a continuing education course
- 10 • Shall assume the position of President upon completion of his/her term

11
12 3. Secretary-Treasurer:
13

- 14 • Performs all duties as usually appertain to the office of Secretary-
- 15 Treasurer
- 16 • Keeps records of all proceedings of this Association
- 17 • Serves as custodian for all corporate records and the seal of the
- 18 Corporation
- 19 • Reports on all transactions as Treasurer and the financial condition of
- 20 the Association
- 21 • Submits an annual report on the financial condition of the Association
- 22 to the membership
- 23 • Transfers all Association records to the newly elected Secretary-
- 24 Treasurer in a timely manner and assists in the transition
- 25 • May be required to be bonded

26
27 B) Directors
28

29 There shall be a Senior and Junior Director elected from the general
30 membership
31

32 1. Duties of Directors
33

34 a.) Senior Director
35

36 The Senior director shall serve as the liaison between the
37 Association and the orthodontic programs at the University of
38 Kentucky and University of Louisville.

39 The Senior director shall serve as one of the two orthodontic
40 specialty board examiners for the Board of Dentistry. The director
41 will appoint one other person to assist as an examiner. If the
42 director is a full or part-time faculty member, he/she must appoint
43 two second examiners, removing him /herself as an examiner.
44

45 b.) Junior Director

1 The Junior director shall be responsible for reviewing amendments
2 to the Bylaws and have a working knowledge of the Association's
3 Bylaws. The junior director shall be appointed editor of an online
4 newsletter.

5
6 C. Elected Representatives

7
8 1. Director to the SAO Board of Directors

9
10 A Director shall be elected for a term of one (1) year, to represent the
11 Association on the SAO Board of Directors The consecutive tenure of a
12 Director shall be limited to three (3) years-The director shall represent the
13 KAO and the interest of it's members and shall report SAO Board actions
14 in a timely fashion to the membership.

15
16 2. Delegate to the AAO House of Delegates

17
18 A delegate shall be elected for a term of three (3) years, without limit on
19 the number of terms, to represent the Association as a delegate to the
20 AAO House of Delegates The Delegate shall serve as a member of the
21 SAO delegation to the AAO House of Delegates and shall represent the
22 KAO and the interest of it's members and shall report AAO HOD actions
23 in a timely fashion to the membership.

24
25 **Article VI**

26
27 **Committees**

28
29 The President, with the consent of the Board of Directors, may appoint committees to
30 perform duties not otherwise assigned by these Bylaws. The authority for the
31 appointment of members of a Special Committee and their numbers shall be set forth in
32 the resolution creating such committee.

33
34 **Article VII**

35
36 **Meetings**

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38 A) Scientific Sessions:

39
40 1. Purpose:

41
42 The scientific sessions of this Association are established to foster the
43 presentation and discussion of subjects pertaining to the improvement of
44 the health of the public and the art and science of Orthodontics.

45
46 2. Time and Place:

1
2 The Association shall hold a scientific session annually at a time and
3 place selected by the Board of Directors. The Board of Directors shall
4 have the power to change the time and place of the scientific session, or
5 to cancel same in the event of extraordinary emergency.
6

7 3. Management and General Arrangements:

8
9 The Board of Directors shall be responsible for conducting the scientific
10 sessions. For this purpose, the Board may establish committees as
11 required.
12

13 4. Trade Exhibits:

14
15 Products or services may be exhibited at scientific sessions at the
16 discretion of the Board of Directors, and in accordance with rules and
17 regulations established by the Board.
18

19 5. Admission:

20
21 Admission to meetings of the scientific sessions shall be limited to
22 members of this Association who are in good standing, and to others
23 admitted in accordance with rules and regulations established by the
24 Board of Directors.
25

26 Each Active member shall have the privilege of inviting one guest to a
27 meeting provided the guest is an Active or Affiliate member of the
28 American Association of Orthodontists. A written request by the member
29 must be submitted to the officers of the Kentucky Association of
30 Orthodontists thirty (30) days prior to such meetings. The Secretary shall
31 inform the guests, in writing, of his/her invitations and the fees. The fee
32 shall be determined by the officers of the Association.
33

34 B) Business Meetings:

35
36 1. Annual Meeting: The General Assembly of the membership shall meet at
37 least once annually.
38

39 The Secretary-Treasurer of this Association shall publish by a means
40 determined by the Board of Directors, at least thirty (30) days in advance,
41 an official notice with the time and place of each annual meeting.
42

43 2. Special Meeting: A special meeting of the General Assembly shall be
44 called by the President on a two-thirds (2/3) vote of the members of the
45 Board of Directors. The time and place of the special meeting shall be
46 determined by the President, provided the date selected shall not be more

1 than forty-five (45) days nor less than twenty (20) days after the date the
2 request was received. The business of the special meeting shall be
3 limited to that stated in the official call, except by unanimous consent of
4 those members present.

5
6 The Secretary-Treasurer of this Association shall send an official notice of
7 the time and place of each special meeting by a means determined by the
8 Board of Directors, along with a statement of the business to be
9 considered, at least fifteen (15) days prior to the opening of such meeting.

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

13
14 **Article VIII**

15
16 **Finances**

- 17
18 A) Fiscal Year:

19
20 The fiscal year of this Association shall begin June 1 of each year and end May
21 31 of the following year.

- 22
23 B) General Fund:

24
25 The General Fund shall consist of all monies received other than those
26 specifically allocated to other funds by these Bylaws. This fund shall be used to
27 meet all expenses incurred by this Association not otherwise provided for in
28 these Bylaws. The General Fund may be divided into operating and reserve
29 divisions at the discretion of the Board of Directors.

30
31 **Article IX**

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33 **Indemnification**

- 34
35 A) General:

36
37 Each director, officer, communication member, employees and other agents of the
38 association shall be held harmless and indemnified by the association against all claims
39 and liabilities and all costs and expenses, including attorney's fees, reasonable incurred
40 or imposed upon such persons in connection with, or resulting from, any action suit, or
41 proceeding -- or settlement or compromise thereof-to which such persons may be made
42 party of by reason of any action taken or omitted by such persons acting in good faith
43 and prudence.

- 44
45 B) Retroactive Protection:

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

4
5 C) Legal Representative Protected:

6
7 In the event of such person's deaths, the indemnification shall extend to their legal
8 representatives who are made parties to a legal actions growing out of such person's
9 acts or omissions while serving in the capacities named above, provided such persons
10 acted, or failed to act, in good faith and prudence.

11
12 D) Willful Acts Not Covered:

13
14 Nothing in this article is to be construed as indemnifying any such persons who
15 knowingly and/or willfully act in violation of federal, state, or local laws, or of the
16 association's Principles of Ethics, in the conduct of their service to, or employment by,
17 the association.

18
19 **Article X**

20
21 **Parliamentary Authority**

22
23 The current edition of *Sturgis Standard Code of Parliamentary Procedures* shall govern
24 this organization in all parliamentary situations that are not provided for in the law or in
25 this Association's Corporate Charter, Bylaws or adopted rules.

26
27 **Article XI**

28
29 **Amendments**

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

35
36 An amendment to these Bylaws effecting a change in the dues of members shall
37 require a three-fourths (3/4) vote of the General Assembly.

38
39 **Article XII**

40
41 **Principles of Ethics,**

42
43 The Principles of Ethics of the AAO shall be the principles of ethics of this Association.

44
45 **Article XIII**

Dissolution

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