

# BYLAWS OF THE

## Indiana Association of Orthodontists

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# **BYLAWS OF THE INDIANA ASSOCIATION OF ORTHODONTISTS**

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## **ARTICLE I--GENERAL**

The name of the corporation shall be the “Indiana Association of Orthodontists”, hereinafter referred to as the “Corporation”. The corporation is a component of the Great Lakes Association of Orthodontists, hereinafter referred to as “the Constituent”, which is recognized as a constituent organization of the American Association of Orthodontists, hereinafter referred to as “the AAO”,

The post office address of the Corporation is the address of the Secretary- Treasurer. The resident agent is the Secretary-Treasurer.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

## **ARTICLE II—PURPOSES**

The purposes of the Corporation shall be to further the purposes and objectives of the Constituent and the AAO. Also the Corporation will provide educational opportunities and communication for its members to improve their services to Indiana residents and serve as a liaison to the following Indiana entities:

- A. Dental associations in all matters affecting orthodontics**
- B. Legislatures and other governmental agencies in cooperation with the Indiana Dental Association**
- C. Public health agencies**

## **ARTICLE III—MEMBERSHIP**

**A. CLASSIFICATION:** The members of this Corporation shall be classified as specified in the Bylaws of the American Association of Orthodontists.

**B. ELIGIBILITY:** The members of this Corporation shall be members in good standing of the AAO. All members shall be required to adhere to the Principles of Ethics of the AAO. The members of this Corporation shall also maintain their principal place of orthodontic practice in Indiana.

**C. PRIVILEGES:**

- 1. Except as set forth elsewhere in the Bylaws and policy statements of the Corporation, all members shall be entitled to all services and privileges as may be provided by this Corporation to the applicable classifications of membership.**

**2. Only active members in good standing shall be eligible to seek or hold office or other elective or appointive positions in this Corporation, or to vote or otherwise participate in the selection of Corporation officials or the establishment of Corporation policies.**

#### **D. DUES AND ASSESSMENTS**

##### **1. Payment:**

**All dues and assessments shall be payable in U.S. currency. All dues shall be due and payable via payment of annual AAO dues each year. All dues shall be payable on June 1 of each year. Members failing to pay their annual dues and assessments shall forfeit their membership as provided in these Bylaws.**

##### **2. Dues:**

- a. Dues amount shall be set by the Board of Directors, subject to approval by a four-fifths (4/5) vote of legal vote cast at an annual Corporation meeting.**
- b. Retired, Honorary, and Student members shall be exempt from dues and assessments.**

##### **3. Assessments:**

**Assessments may be levied upon all dues-paying active and affiliate members. Upon recommendation by the Board of Directors, the Association's membership, by a four-fifths (4/5) vote of the legal votes cast, may levy an assessment on each active and affiliate member. The recommendation shall state the purpose of the assessment and the date the assessment is due. The funds so obtained may be used only for the purpose for which the assessment is made. Any member failing to pay the assessment within ninety (90) days of the due date shall forfeit membership in this Corporation as provided in these Bylaws.**

##### **4. Waiver:**

**A member who has suffered severe financial hardship due to catastrophe or illness and has been so certified by this Corporation may be exempt from payment of the current year dues. Dues waiver requests will require a majority vote of the board for approval.**

##### **5. Non-Payment of Dues and/or Assessments:**

**On January 1st of each year, the Secretary-Treasurer of this Corporation shall cause to be terminated the membership of individuals whose dues and/or assessments for the previous year have not been received.**

**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, as well as all current dues and assessments and provide proof of AAO membership.**

## **E. APPLICATION, ELECTION TO MEMBERSHIP AND REAPPLICATION:**

### **1. Application:**

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

### **2. Nondiscrimination:**

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

### **3. Reapplication:**

**Any applicant for membership whose application is denied may reapply one year following the date on which said rejection becomes final. Should this second application be denied, said applicant may file a final reapplication two years after the date on which the rejection of the second application becomes final. Each such reapplication shall be considered as an initial application.**

### **4. Denial of Membership:**

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

### **5. Reclassification:**

**Members' category of membership may be reclassified as a result of any change in the status or type of the practice of such a member.**

## **ARTICLE IV -- BOARD OF DIRECTORS**

### **A. COMPOSITION:**

**1. The Board of Directors shall be comprised of the officers and directors of the Corporation.**

**2. The Directors of the Corporation shall represent the three regional components as well as two at-large directors and the GLAO representative.**

**3. The Officers shall be the President, the Vice President, the Secretary-Treasurer, and the immediate past President.**

**4. The Officers and Directors shall constitute the voting membership of the Board, with the exception of the President, who may vote in the event of a tie, and the GLAO representative.**

**5. A Legislative Liason, appointed by the American Association of Orthodontists and a member of the Indiana Association of Orthodontists, may attend all board meetings. This individual shall not have voting privileges, but may give a report on legislative items which concern the Corporation and the Indiana Association of Orthodontists members.**

**6. Committee chairpersons are encouraged to attend all board meetings but do not have voting privileges of the board.**

## **B. OFFICERS:**

- 1. Only an active member in good standing of this Corporation shall be eligible to serve as an officer or Board member.**
- 2. The Secretary-Treasurer shall be elected biennially to a two- year term. All officers shall begin their duties at the conclusion of the annual meeting.**
- 3. The Vice President and the President are not elected directly, but assume office by automatic succession from the office of Secretary-Treasurer and Vice-President, respectively.**
- 4. The President of the Corporation shall preside at all meetings of the Corporation and the Board of Directors and may vote only in the event of a tie. It shall be the duty of the President to serve as an official representative of the Corporation in its contacts with governmental, civic, business, and professional organizations for the purpose of advancing the objectives and policies of this Corporation. He or she shall submit an annual report to the membership and perform such other duties as provided in the Bylaws or as prescribed by the membership or Board of Directors and as usually appertain to the office of President. The President shall be an ex-officio member of all committees. The President will serve a two year term.**
- 5. The Vice President shall preside at any meetings in the absence of the President. It shall be the duty of the Vice President to assume the duties of the President in case of absence or incapacity. The Vice President shall coordinate the Annual Session and membership meeting and serve as chair for this event. The Vice President shall also be an ex- officio member of all committees. The Vice President will serve a two year term.**
- .6 The Secretary-Treasurer of the Corporation shall serve as the recording officer and records custodian of the Board of Directors and Corporation, and shall cause a factual record of the proceedings to be kept as the official transactions of the Board and Corporation. The Secretary-Treasurer shall keep a record of all transactions of the Corporation and the Board of Directors and keep a record of names and contact information of all members. He or she shall notify members in arrears on paying their dues, and termination of membership as well as collect and deposit in an authorized bank or depository all monies due the Corporation. The Secretary-Treasurer shall disperse funds only by the direction of the President or Vice-President and provide basic oversight of tax filings and any financial audits as deemed necessary by the Board of Directors. The Secretary-Treasurer will serve a two year term.**
- 7. The immediate Past President shall be for a term of two years, following the office of President. The immediate Past President shall attend board meetings and have voting privileges of other board members.**

**8. Nomination and Election:** Nominations for Secretary-Treasurer shall be made at the Board Meeting preceding the annual meeting of the Corporation. The nomination shall be presented at the annual meeting of the Corporation and other nominations may be made from the floor. Nominations from the floor do not require a second. If there is more than one nominee, then an election shall be held at the Corporation meeting by secret ballot. A majority of the ballots cast shall be necessary for election. In the event no candidates receive a majority of the ballots cast on the first ballot, the two candidates receiving the greatest number of votes shall be voted on again.

**9. Vacancies:** In the event the office President becomes vacant, the Vice President shall succeed to the office of President for the unexpired portion of the term as well as for the full term which he/she would automatically assume according to these Bylaws. A vacancy in the office of Vice President or Secretary-Treasurer shall be filled by the Board, provided that any person so appointed shall not automatically succeed to any other reason of his/her appointment to fill such vacancy, and the following procedure shall apply: In the event of a vacancy occurring in the office of Vice President, the office of President for the ensuing two year term shall be filled by election by the membership at the next annual business meeting.

#### **C. DIRECTORS:**

The Directors of the Board shall consist of the GLAO Representative, Northern Director, Central Director, Southern Director, and two At-large Directors

##### **1. Qualifications:**

A Director shall be an active member of this Corporation entitled to vote. Should the status of any Director change in regard to the proceeding qualifications during his/her term of office, the office shall be declared vacant and such vacancy shall be filled as hereinafter provided.

##### **2. Nomination and Election:**

Following the election of officers at the annual meeting of the members, the remaining directors shall be elected by the active members with at least one director from each of the following geographical areas: a. South- all area south of U.S. 36 west of Indianapolis and south of Interstate 70 east of Indianapolis except for the Central geographic area described herein. b. North- all area north of U.S. 36 west of Indianapolis and north of Interstate 70 east of Indianapolis except for the Central geographic area described herein. c. Central- the area within a twenty-mile radius of the Marion County border.

Nomination for directors shall be made from the floor of the annual meeting of the members. If there is more than one nominee from any of the above classifications, then the election of the director from that classification shall be by secret ballot. A

majority of the ballots cast shall be necessary for election.

### **3. Term of Office**

The term of office of a Director shall be three years. The consecutive tenure of a Director shall be limited to nine years. The terms shall be staggered so that in a given year at least two of the directors served in the previous year as a director.

### **4. Vacancy and Absence**

A vacancy in any directorship shall be filled by the President of the Corporation for an interim term expiring at the next annual meeting of the members when the members shall elect a director for the balance of the unexpired term.

## **D. POWERS AND DUTIES**

**1. Powers:** The Board of Directors shall be the managing body of the Corporation, vested with full power to conduct all business of the Corporation, subject to the laws of the state of Indiana, the Articles of Incorporation, and these Bylaws. The Board of Directors shall have the power to:

- a. Establish rules and regulations consistent with these Bylaws to govern its organization and procedure.
- b. Direct the President to call a special meeting of the membership as provided in these Bylaws.
- c. Establish ad interim policies when such policies are essential to the management of the Corporation; provided, however, that all such policies must be presented for review at the next meeting of the Corporation's membership.
- d. Exercise full discretion in effecting publication in, or omission from, any official publication of the Corporation, in whole or part.
- e. Appoint consultants whenever necessary.
- f. Nominate honorary members.

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

- a. Submit an annual report of its activities to the membership.
- b. Serve as a nominating committee for the elective officers of this association.
- c. Provide for the maintenance and supervision of the executive offices and property owned or operated by the Corporation.
- d. Assist the Vice-President in determining the time and place for convening each annual scientific and membership meeting of the Corporation and to assist with the arrangements for each meeting.



- e. Cause to be bonded by a surety company all officers entrusted with Corporation funds.**
- f. Submit to the membership of the Corporation at its annual meeting nominations for membership to Standing Committees.**
- g. Appoint annually the Chair of each Standing Committee from nominations submitted by the respective committees.**
- h. Review the reports of the Committees of the Corporation and make recommendations concerning such reports to the Corporation's membership.**
- i. Perform such other duties as may be prescribed by these Bylaws.**

### **3. Meetings**

- a. Regular Board Meetings: The Board of Directors shall meet at least quarterly, either directly, by conference call, web conference, or any means of communication by which all Directors participating may simultaneously hear each other during the meeting.**
- b. Special Meetings: The Chair may call a special meeting of the Board at any time. The Chair shall call a special meeting at the request of the majority of 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. Special meetings may use any means of communication by which all Directors participating may simultaneously hear each other.**
- c. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.**
- d. Voting: Issues considered by the Board of Directors shall be approved upon receiving a majority vote of the Board.**

### **4. Mail Vote**

**Through the use of unanimous written consent, the Board of Directors or any Standing Committee or Special Committee may take any action without convening a meeting. The consent to the action taken must be in writing, must set forth the action taken, and must be executed by each member of the Board of Directors or the Committee taking the action. Action taken under this directive is effective when the last Director or committee member signs the consent, unless the consent specifies a different prior or subsequent effective date, in which cases the action is effective on or as of the specified date.**

## **ARTICLE V—COMMITTEES**

### **A. STANDING COMMITTEES**

**The Standing Committees of the Corporation shall be as follows:**

- 1. Membership: The Committee shall consist of the Secretary-Treasurer and each of the geographical area representatives of the Board of Directors.**
- 2. Communications and Public Relations**
- 3. By-laws**
- 4. Access to Care/ Donated Orthodontic Care**
- 5. Advocacy**

### **B. SPECIAL COMMITTEES**

**Special Committees of this Corporation may be created by the membership or by the Board of Directors for the purpose of performing duties not otherwise assigned by these Bylaws. The authority for the appointment of members of a Special Committee and their numbers shall be set forth in the resolution creating such committee.**

## **ARTICLE VI—RESIGNATION AND REMOVAL**

### **A. RESIGNATION**

**Any elected official may resign at any time by giving written notification to the President or the Secretary-Treasurer of this Corporation. Such resignation shall take effect at the time specified therein, or immediately, if no time is specified.**

### **B. REMOVAL**

**Any elected official representing the Corporation may be removed for cause at any time by the Board of Directors by a 2/3 vote of the legal votes cast, with the President casting a ballot on this issue provided that he/she is not the subject of the removal proceedings. The member being voted upon shall be prohibited from voting on the issue. This decision may be appealed to the membership, and if so appealed, shall be considered at the next duly scheduled meeting of the membership. A 2/3 vote of the legal votes cast by the membership shall be required to reverse the action taken by the Board of Directors.**

## **ARTICLE VII—SCIENTIFIC SESSIONS AND MEMBERSHIP MEETINGS**

### **A. PURPOSE**

**The scientific sessions of this Corporation are established to foster the presentation and discussion of subjects pertaining to the improvement of public health and the art and science of orthodontics.**

### **B. TIME AND PLACE**

**The Corporation shall hold a scientific session annually at a time and place selected by the Board of Directors. The Board of Directors shall have the power to change the time and place of the annual session, or to cancel same in the event of extraordinary emergency.**

#### **C. MANAGEMENT AND GENERAL ARRANGEMENTS**

**The Board shall be responsible for conducting the scientific sessions. For this purpose the Board may establish a committee as required with the Vice-President serving as the Committee Chair.**

#### **D. TRADE EXHIBITS**

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

#### **E. ADMISSION**

**Admission to meetings of the scientific sessions shall be limited to members of this Corporation who are in good standing, and to others admitted in accordance with rules and regulations established by the Board.**

#### **F. MEMBERSHIP MEETING**

**A membership meeting shall take place during a break of the scientific session. All Indiana Association of Orthodontist members may attend the membership meeting, either in person or virtually via web conferencing. For voting privileges the virtual attendee must be visible via web conference with a raised hand counting as a "yes", "no" or "abstention" vote. The order of business to be followed during the business sessions of the membership meetings shall be: 1) Calling of meeting to order 2) Reading of the minutes of the previous meeting 3) Reports of Standing Committees 4) Reports of Special Committees 5) Unfinished Business 6) New Business 7) Adjournments**

**The order of business may be suspended by a 2/3 vote of the active members present.**

### **ARTICLE VIII--- FINANCES**

#### **A. FISCAL YEAR:**

**The fiscal year of this Corporation shall begin the first day of each calendar year and end the last day of the calendar year.**

#### **B. GENERAL FUND**

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

**All checks, drafts, or other orders for payment of money by the Corporation shall be signed by the Secretary-Treasurer or such person or persons as the Board of Directors may from time to time designate by resolution.**

#### **C. CONTRACTS**

**The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Except as provided for in these by-laws, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount unless so authorized by the Board of Directors.**

**Unless authorized by the Board of Directors, no loan shall be made by or contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.**

#### **ARTICLE IX—INDEMNIFICATION**

**This Corporation shall indemnify to the full extent authorized or permitted by the Corporation Law of the state of Indiana any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, administrative or investigative) by reason of the fact that he/she is or was a Director of, officer of, employee of, or a member elected or appointed to any position of responsibility within this Corporation.**

#### **ARTICLE X – PARLIAMENTARY AUTHORITY**

**The current edition of Sturgis, Sturgis Code of Parliamentary Procedures, shall govern this organization in all parliamentary situations that are not provided for in the law or in this Corporation's corporate charter, Bylaws or adopted rules.**

#### **ARTICLE XI – AMENDMENTS**

##### **A. PROCEDURE:**

**These Bylaws may be amended at any session of the membership by a two-thirds (2/3) vote of the legal votes cast, provided the proposed amendment shall have been presented in writing (either print or electronic) to the membership at least 30 days in advance of the Indiana Association of Orthodontists Annual Membership Meeting. These Bylaws may be amended without 30 days advance notice to the membership with a four-fifths (4/5) vote of the legal votes cast at any session of the membership.**

##### **B. AMENDMENT RELATING TO DUES:**

**An amendment to these Bylaws affecting a change in the dues of members shall require a three-fourths (3/4) vote of the legal votes cast of the membership.**

#### **ARTICLE XII – PRINCIPLES OF ETHICS**

**The professional conduct of a member of this Corporation shall be governed by the Principles of Ethics and Code of Professional Conduct of the AAO. In the event there is any**

**inconsistency between these Bylaws and the AAO Bylaws, the AAO Bylaws shall, to the extent permitted by applicable law, control.**