

Final Clean

**NORTH
CAROLINA
ASSOCIATION
OF
ORTHODONTISTS
BYLAWS**

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Bylaws of the North Carolina Association of Orthodontists

ARTICLE I: NAME

- A. The name of this organization shall be the North Carolina Association of Orthodontists (NCAO), hereinafter referred to as "the Association" or "this Association."
- B. This state Association is one of the component states included in the territory of the Southern Association of Orthodontists (SAO), which is a constituent of the American Association of Orthodontists (AAO) in that Association's Bylaws.

ARTICLE II: PURPOSES

- A. To advance the art and science of orthodontics.
- B. To encourage and sponsor research.
- C. To strive for optimal standards of excellence in orthodontic education and practice.
- D. To make significant contributions to the dental health of the public.

ARTICLE III: MEMBERSHIP

Section 1. CLASSIFICATION

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

Section 2. ELIGIBILITY

- A. The membership of this Association shall be comprised of orthodontists whose main offices are in the state of North Carolina.
- B. The eligibility requirements
- C. Members of NCAO must be a member in good standing of the SAO and the AAO.
- D. Honorary Members
 - 1. An individual who has made outstanding contributions to the advancement of the art and science of dentistry, or to this Association, upon nomination by the Board of Directors and upon election by active members at an Annual Meeting, shall be classified as an honorary member.
- E. Non-Resident Members
 - 1. An applicant who practices outside North Carolina may apply for non-resident membership.
 - 2. The Board of Directors approves the application for non-resident membership and may rescind the non-resident membership at any time for any reason.
 - 3. An application for non-resident membership may be declined for any lawful reason.

Section 3. PRIVILEGES

- A. All members shall be entitled to:
 - 1. Attend any scientific meeting of this Association.
 - 2. Other services and privileges as may be provided by this Association to its general membership.
 - 3. Retain their membership status while in temporary military service, provided that they comply with all other provisions of these Bylaws.
- B. Only active members in good standing shall be eligible to:
 - 1. Vote in elections.

- 1 2. Stand for election or appointment as a Delegate to the AAO, or as a Director to the SAO.
2 2. Stand for election or appointment to any office, council, or committee of this Association.
3 C. Members under disciplinary sentence or suspension shall:
4 1. Not be privileged to hold office, either elective or appointive, including Delegate or Alternate
5 Delegate to the AAO.
6 2. Not vote or otherwise participate in the election of officers or other Association officials.
7 3. Pay the non-member registration fee in order to attend the Annual Meeting.
8 4. The Board of Directors may further limit the privileges of any member under suspension as the Board
9 sees fit.

10
11 **Section 4. NOMINATION AND ELECTION**
12

13 Application for all classes of membership except Honorary and Non-resident shall be made on the forms
14 prescribed by the AAO and submitted to the AAO following the guidelines and procedures as defined in the
15 AAO and SAO Bylaws and policies. Election to AAO and SAO membership shall create membership in the
16 corresponding status in the NCAO.
17

18 **Section 5. RESIGNATION**
19

- 20 A. Any member desiring to resign shall submit a written resignation to the Secretary-Treasurer.
21 B. Such resignation shall be considered by the Board of Directors and reported to the general membership
22 and the SAO.
23

24 **Section 6. TERMINATION**
25

26 Termination of membership in this Association in all classifications shall be in conformity with the AAO
27 Bylaws.
28

29 **Section 7. REINSTATEMENT**
30

31 Reinstatement after termination shall be in conformity with the AAO Bylaws.
32

33 **Section 8. RECLASSIFICATION**
34

35 The AAO shall reclassify a member who is no longer eligible for the member's existing NCAO classification.
36 No dues refund will be made for this change in membership classification during the current year.
37

38 **ARTICLE IV: DUES AND ASSESSMENTS**
39

40 **Section 1. ANNUAL DUES**
41

- 42 A. All dues, and assessments shall be payable in U. S. currency. All dues shall be due and payable on the
43 due date specified in the AAO Bylaws. Members failing to pay their annual dues and assessments shall
44 forfeit their membership as provided in these Bylaws and the AAO Bylaws.
45 B. The annual dues for all categories of membership shall be determined by the Board of Directors, subject
46 to approval of the majority of members present and voting at any regular business meeting of the
47 Association, provided 60 days' written notice has been given to the membership.
48 C. Active and affiliate members who have attained the age of 65, and who have been members in good
49 standing of this Association for at least 30 consecutive years, shall pay 50% of dues and assessments.
50 D. Honorary and retired members shall be exempt from payment of dues and assessments. Non residents
51 shall be exempt from payment of assessments.

1 E. Members who have been exempted from dues by the ADA due to their having suffered severe financial
2 or physical hardship shall be exempted from NCAO dues by the Board of Directors in the same billing
3 year.
4

5 **Section 2. ASSESSMENTS**
6

- 7 A. Upon recommendation by the Board of Directors, the general membership may order an assessment on
8 each member, not exempt from assessment, by a three-fourths vote of voting members present and voting
9 at a business meeting or Annual Meeting. This vote may occur following notification of the general
10 membership of the proposed assessment by a method selected by the Board of Directors.
11 B. A resolution proposing an assessment without prior published notice can be approved at a business
12 meeting of the Annual Meeting at which it is introduced by a four-fifths majority of those present and
13 voting.
14 C. The resolution of the General Membership enacting such assessment shall contain:
15 1. A statement of the purpose of the assessment.
16 2. The classification(s) of members to be assessed.
17 3. The date by which the assessment is to be paid.
18 D. Any funds raised by an assessment for a particular purpose that are not spent for that purpose within five
19 years will revert to the general funds of the organization.
20 E. An assessment so ordered is payable within 90 days of the due date.
21 F. Exemptions from paying assessments can be made by the Board of Directors.
22

23 **ARTICLE V: MEETINGS**
24

25 **Section 1. GENERAL**
26

27 The Association shall hold an Annual Meeting. The date and place shall be determined by the Board of
28 Directors.
29

30 If unforeseen circumstances arise after the meeting has been scheduled, the Board may cancel an Annual
31 Meeting or change the place or date. If that occurs, the Board must then notify the members of the change
32 and the reason for it.
33

34 **Section 2. ADMISSION**
35

36 Admission to the Annual Meeting shall be limited to members of this Association, Other AAO members in
37 good standing, and others approved by the President and Secretary-Treasurer.
38

39 **Section 3. REGISTRATION FEE**
40

41 The Board of Directors shall determine registration fees for the Annual Meeting.
42

43 **Section 4. QUORUM**
44

45 Twenty active members present and in good standing shall constitute a quorum for the transaction of
46 business. There shall be no voting by proxy.
47

48 **Section 5. NOTICE OF ANNUAL MEETING**
49

50 Notice of the Annual Meeting shall be sent to each member by a method selected by the Board of Directors
51 not less than 60 days prior to the meeting.
52

53 **Section 6. ORDER OF BUSINESS**

1
2 The order of business shall be as follows:

- 3 1. Call to order
- 4 2. Minutes of the previous meeting
- 5 3. President's report
- 6 4. Secretary-Treasurer's report
- 7 5. Report of the Board of Directors, including SAO Director and AAO
8 Delegate
- 9 6. Report of Standing and Special Committees
- 10 7. Unfinished business
- 11 8. Miscellaneous business
- 12 9. New business
- 13 10. Nominations and elections
- 14 11. Announcements of a date and place for the next meeting.

15 The order of business may be altered or suspended by a two-thirds majority vote of the active members
16 present.

17
18 **Section 7. SPECIAL MEETINGS**

19
20 Special meetings of the general membership may be called by the president at the request of a majority of the
21 Board of Directors or 30% of the active membership.

22
23 Notice of a special meeting of the Association stating the purpose thereof shall be published not less than 10
24 days prior to such meeting. Business transacted at a special meeting shall be confined to the purpose stated in
25 the notice of such meeting.

26
27 **Section 8. INVITED GUESTS**

- 28
29 A. Graduate Students. Graduate students in orthodontics at the University of North Carolina may be invited
30 to attend scientific meetings as non-paying guests.
- 31 B. Other Guests. Invitations to guests are issued by the Secretary-Treasurer at the request of a member in good
32 standing. An invited guest must let the Board of Directors know his/her intentions by accepting the invitation and
33 paying the guest fee prior to the meeting. Once guests once guests have stated their intention to attend, there shall be
34 no refund by the Secretary-Treasurer except by resolution of the Board of Directors.

35
36 **ARTICLE VI: OFFICERS**

37
38 **Section 1. POSITIONS**

- 39 A. President
- 40 B. President-Elect
- 41 C. Secretary-Treasurer
- 42 D. Senior Director
- 43 E. Middle Director
- 44 F. Junior Director
- 45 G. SAO Director
- 46 H. AAO Delegate

47
48 **Section 2. ELIGIBILITY**

49 Only active members of this Association shall be eligible to serve as elected officials.
50
51
52

1 **Section 3. NOMINATION AND ELECTION**

2
3 Nominating Committee of three members shall present nominations for each vacancy of an elected office to
4 be published in the notice of the Annual Meeting at least 60 days in advance of said meeting. Additional
5 nominations may be made from the floor provided the candidate's name has been submitted in writing to the
6 current President at least seven days prior to the annual meeting in order to verify membership and
7 willingness to serve.
8

9 Voting shall be by written ballot, except when there is only one candidate for any office, with a majority
10 needed for election. If additional votes are necessary to obtain a majority, then the candidate with the least
11 number of votes shall be dropped from successive votes.
12

13 **Section 4. INSTALLATION**

14
15 The elected officials shall be installed at the last business meeting of the Annual Meeting of the members at
16 which they are elected.
17

18 **Section 5: VACANCIES**

19
20 In the event that the office of President becomes vacant, the President-Elect shall serve as President for the
21 unexpired term, but this shall not prevent him from serving the full term as President to which he shall
22 ascend.
23

24 In the event that the office of President-Elect becomes vacant, the office of President for the ensuing year
25 shall be filled at the Annual Meeting. In the event that the office of Secretary-Treasurer, AAO Delegate, or
26 Director(s) becomes vacant, said vacancy shall be filled by appointment of the Board of Directors until the
27 next Annual Meeting.
28

29 **Section 6. TERMS OF OFFICE**

30
31 The officers shall serve for a term of one year or until their successors have been elected or installed. Any
32 officer may be re-elected, but may not serve for more than three consecutive terms in the same office.
33

34 The SAO Director may serve three successive one-year terms.
35

36 The AAO Delegate shall serve for a three-year term with no limit on the number of terms that a Delegate may
37 serve.
38

39 NCAO Directors shall be elected to a three-year term with tenure limited to two successive terms. Expiration
40 of the terms of Directors, shall be staggered so that one term expires each year.
41

42 **Section 7. DUTIES**

43
44 A. President

- 45
46 1. Serves as official representative of this Association in its contacts with governmental, civic,
47 business, and professional organizations.
48 2. Presides at all meetings of the Association and of the Board of Directors and shall exercise a
49 general supervision of both.
50 3. Is an ex-officio member of all committees.
51 4. Shall appoint an Annual Meeting Arrangements Committee and shall be directly responsible for
52 the efficient functioning of same.

5. Shall fill by appointment for the remaining term any vacancy occurring in committees.
6. Signs all official documents requiring his signature.
7. Shall call a Special Meeting of the Association upon the written request of 30% of the active members or the majority of the Board of Directors.
8. Performs such other duties as usually pertain to this office and such duties as may be assigned to him/her by the Board of Directors.

B. President-Elect

1. Assists the President in the performance of his duties.
2. Performs such other duties as may be required of him by the Board of Directors.
3. Succeeds to the office of President in the event of a vacancy in the office of President.
4. Succeeds to the office of the President at the regular Annual Meeting subsequent to his election.
5. Serves as substitute SAO Director if required.
6. Shall be a member of the Board of Directors.
7. Serves on the Nominating Committee.
8. Performs such other duties as usually pertain to this office and such duties as may be assigned to him/her by the Board of Directors.

C. Secretary-Treasurer

1. Keeps the records and has custody of the funds and securities of the Association.
2. Carries on the correspondence, gives or causes to be given all necessary notices, and shall perform those duties which usually pertain to the office of Secretary-Treasurer.
3. Makes a written annual report of all his transactions and the financial condition of the Association.
4. Causes the financial records of the Association to be reviewed as established by policy of the Board of Directors.
5. Files all Association tax returns as required by law.
6. Delivers to his successor all funds, records, and securities of the Association in his pos.
7. Is a member of the Board of Directors.
8. Performs such other duties as usually pertain to this office and such duties as may be assigned to him/her by the Board of Directors.

D. SAO Director

1. Serves as liaison between the Association and the SAO.
2. Is a member of the Board of Directors.
3. Consults with and is in continuous liaison with the Board of Directors on all appropriate matters.
4. Attends the SAO ad-interim meeting.
5. Supports the wishes of this Association on any matters in which specifically instructed by the Board of Directors or the General Membership.
6. Performs such other duties as usually pertain to this office and such duties as may be assigned to him/her by the Board of Directors.

E. Delegate to the AAO

1. Serves as liaison between the Association and the AAO.
2. Is a member of the Board of Directors.
3. Consults with and is in continuous liaison with the Board of Directors on all appropriate matters including those before the AAO House of Delegates.

4. Attends the SAO Board meetings and the AAO House of Delegates each year.
5. Performs such other duties as usually pertain to this office and such duties as may be assigned to him/her by the Board of Directors.

F. Immediate Past President

1. Is a member of the Board of Directors.
2. Serves as Chairman of the Nominating Committee.
3. Performs such other duties as usually pertain to this office and such duties as may be assigned to him/her by the Board of Directors.

G. Senior Director

1. Is a member of the Board of Directors.
2. Initiates contacts with new members to welcome them into the Association.
3. Performs such other duties as usually pertain to this office and such duties as may be assigned to him/her by the Board of Directors.

H. Middle Director

1. Is a member of the Board of Directors.
2. Serves on the Nominating Committee.
3. Maintains the NCAO website.
4. Performs such other duties as usually pertain to this office and such duties as may be assigned to him/her by the Board of Directors.

I. Junior Director

1. Is a member of the Board of Directors;
2. Makes a Necrology Report with appropriate eulogies and remembrances.
3. Performs such other duties as usually pertain to this office and such duties as may be assigned to him/her by the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. COMPOSITION AND TERM OF OFFICE

The voting membership of the Board of Directors shall consist of the President (in case of tie), President-Elect, Secretary-Treasurer, Immediate Past President, three Directors, the SAO Director, and the Association Delegate (or alternate if applicable) to the AAO.

Section 2. QUALIFICATIONS

A Director must be an active member in good standing of this Association. Should the status of any Officer or Director change in regard to the preceding qualifications during his term of office, that office shall be declared vacant, and such vacancy may be filled until the next meeting of the general membership by Board appointment as described in Article VI, Section 5 (Vacancies).

Section 3. MEETINGS

The Board shall meet on the day preceding the first day of the scientific meetings of the Annual Meeting and shall hold subsequent meetings at the call of the President.

Section 4. QUORUM

1
2 Six members of the Board shall constitute a quorum for the transaction of business.
3

4 **Section 5. AUTHORITY**
5

- 6 A. The Board of Directors shall be the managing body of the Association with the full power to conduct all
7 business of the Association according to the laws of the State of North Carolina, the Articles of
8 Incorporation, the Bylaws and mandates of the AAO House of Delegates and the SAO Board of
9 Directors and the NCAO Bylaws.
10 B. It shall have the power to establish rules and regulations not inconsistent with the Bylaws to govern its
11 organization and procedures.
12 C. It shall have the power to direct the President to call a Special ~~Session~~ Meeting of the General
13 Membership.
14 D. It shall have the power to establish ad-interim policies when the General Membership is not in session
15 and when policies are essential to the management of the Association.
16 E. It shall have the power to appoint consultants whenever necessary.
17

18 **Section 6. GENERAL DUTIES**
19

20 The Board of Directors shall:

- 21 A. Provide for the maintenance and supervision of property owned by the Association.
22 B. Determine the date and place for convening each Annual Meeting of the Association.
23 C. Cause all accounts of the Association to be reviewed according to policy established by the Board of
24 Directors.
25 D. Review the reports of the committees of the Association and to make recommendations
26 concerning such reports to the General Membership.
27 E. Nominate Honorary Members.
28 F. Cause to be presented to each outgoing President an honorary plaque.
29 G. Perform such other duties as may be prescribed by these Bylaws.
30

31 **ARTICLE VIII: COMMITTEES**
32

33 **Section 1. STANDING COMMITTEES**
34

35 **A. Peer Review Committee**
36

37 This committee shall consist of five members representing each of the five District Dental Societies of the
38 North Carolina Dental Society in staggered terms of two years duration. Duties shall be the same as those
39 prescribed by the Ethics and Patient Relations Committee of the SAO in keeping with the peer review
40 guidelines of the North Carolina Dental Society. The purpose of this committee is to review matters
41 concerning utilization and quality of care upon appropriate requests from a patient, a dentist, or a third party.
42

43 **B. Nominating Committee**
44

45 This committee is made up of the current Immediate Past President, the President-Elect and the Middle
46 Director. This committee shall submit at least one nomination for each vacancy of an elected office at least
47 60 days prior to the NCAO Annual Meeting.
48

49 **Section 2. SPECIAL COMMITTEES**
50

51 Special Committees of this Association may be created by the President of the Association or by the
52 Board of Directors for the purpose of performing duties not otherwise assigned by these Bylaws.

1 The authority for the appointment of members of a Special Committee, their numbers, specific
2 purpose of the committee, and the term length of the committee shall be set forth in the resolution
3 creating such committee.

4 **ARTICLE IX: PRINCIPLES OF ETHICS**

5
6 The Principles of Ethics of the American Association of Orthodontists shall be the principles of ethics of this
7 Association.

8 9 **ARTICLE X: JUDICIAL PROCEDURE**

10
11 The judicial and disciplinary procedures of this Association shall be those specified in the AAO Bylaws.
12

13 **ARTICLE XI: COMPENSATION**

14
15 Neither the members of the Board of Directors nor of any standing or special committee shall receive any
16 compensation for their services, but may be reimbursed for expenses incurred while engaged in the business
17 of the Association; provided however, that such reimbursement shall be made only upon the express
18 authorization of the Board of Directors.
19

20 **ARTICLE XII: INDEMNIFICATION**

21 **Section 1. GENERAL**

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

30 **Section 2. RETROACTIVE PROTECTION**

31
32 This right of indemnification shall inure to such persons whether or not they are serving in the capacities
33 named above at the time such liabilities, costs, or expenses are imposed or incurred.
34

35 **Section 3. LEGAL REPRESENTATIVES PROTECTED**

36
37 In the event of such persons' deaths, the indemnification shall extend to their legal representatives who are
38 made parties to any legal action growing out of such persons' acts or omissions while serving in the capacities
39 named above, provided such persons acted, or failed to act, in good faith and prudence.
40

41 **Section 4. INSURANCE**

42
43 To the extent available, the Association shall insure against any potential liability hereunder, and the
44 indemnification will take into account any personal or individual liability insurance such persons may have.
45

46 **Section 5. WILLFUL ACTS NOT COVERED**

47
48 Nothing in this Article is to be construed as indemnifying any such persons who knowingly and/or willfully
49 act in violation of federal, state, or local laws, or of the Association's Principles of Ethics, in the conduct of
50 their service to, or employment by, the Association.
51

52 **ARTICLE XIII: PARLIAMENTARY PROCEDURES**

1
2 **Section 1. PARLIAMENTARY AUTHORITY**
3

4 *Sturgis Standard Code of Parliamentary Procedure*, current edition, shall govern the proceedings of all
5 meetings and deliberations except as otherwise specified in the Bylaws.
6

7 **Section 2. SUSPENSION OF BYLAWS**
8

9 The Bylaws may be suspended at a business meeting of the General Membership by a two-thirds affirmative
10 vote of the active members present and in good standing.
11

12 **ARTICLE XIV: AMENDMENTS**
13

14 **Section 1.** These Bylaws may be amended by the unanimous affirmative vote of the active membership
15 present and voting at any regular business meeting of the Association provided the proposed amendment has
16 been presented at a previous regular business meeting of the Association.

17 **Section 2.** These Bylaws may be amended by a two-thirds affirmative vote of the active members present and
18 voting at any regular business meeting of the Association during an Annual Meeting provided the proposed
19 amendment has been presented to the Association at a regular business meeting during the previous Annual
20 Meeting, or provided the proposed amendment has been presented to the voting membership of the
21 Association, following a general membership notification by a method selected by the Board of Directors, at
22 least 60 days prior to the meeting at which the proposed amendment is to be voted upon.
23

24 **ARTICLE XV: DISSOLUTION**
25

26 If this corporation should be dissolved at any time, no part of its assets shall be distributed to or among its
27 members; but after payment of all indebtedness of the corporation, the Board of Directors shall designate
28 which tax-exempt organization(s) recognized under 501 (C) tax code of the Internal Revenue Service the
29 surplus assets shall be distributed to.
30

31
32 Adopted February 4, 1994 at Raleigh, NC
33

34 Amended February 6, 1998 at Research Triangle Park, NC
35

36 Adopted February 1, 2003 at Research Triangle Park, NC
37

38 **AMENDMENTS**