



PACIFIC COAST SOCIETY OF ORTHODONTISTS

**BYLAWS OF THE
PACIFIC COAST SOCIETY OF ORTHODONTISTS**

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Comment [CC1]: NOTE: page numbers will be updated when all content has been finalized.

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1 BYLAWS OF THE
2 PACIFIC COAST SOCIETY OF ORTHODONTISTS

3 ARTICLE I — NAME AND TERRITORIAL JURISDICTION

4 The name of this organization shall be the Pacific Coast Society of Orthodontists, hereinafter referred
5 to as "the Society", "this Society", or "PCSO". This Society is recognized as a constituent of the
6 American Association of Orthodontists, also referred to as "the AAO".

7 The territorial jurisdiction of this Society shall be comprised of members practicing in Alaska, Alberta,
8 Arizona, British Columbia, California, Hawaii, that part of Idaho which includes Twin Falls and
9 Ketchum and all areas west within Idaho, Nevada, the Northwest Territories, Oregon, Saskatchewan,
10 Washington, the Yukon Territories, and the territorial possessions of the United States in the Pacific
11 area.

12
13 ARTICLE II — MISSION STATEMENT

14
15 The Pacific Coast Society of Orthodontists is a professional organization of orthodontic specialists
16 whose mission is to help its members provide the highest level of care to the public by providing
17 quality continuing education, providing a framework for a strong political voice, and facilitating two-
18 way communications between the organization and its members.

19 This ~~organization~~ **Society** is legally incorporated consistent with the laws of California.

20
21
22 ARTICLE III — MEMBERSHIP

23 A. CLASSIFICATION **AND ELIGIBILITY: Election to and classification of membership in this**
24 **Society shall be established as set forth in the bylaws of the AAO.**

25
26 ~~Membership in this Society~~ **for U.S. members** requires membership in the respective component
27 organization. Canadian members are not required to be members of their respective provincial
28 component organizations.

Comment [CC2]: Moved from Article III, "B".

29
30 ~~The members of this Society shall be classified as follows:~~

- 31 ~~1. Active~~
32 ~~2. Affiliate~~
33 ~~3. Academic (non-US/Canadian graduates)~~
34 ~~4. Retired~~
35 ~~5. Honorary~~
36 ~~6. Service~~

37
38 B. **ELIGIBILITY:**

39 ~~The membership of this Society shall be comprised of orthodontists with their principal location of~~
40 ~~professional activities in the territorial jurisdiction of this Society. The eligibility requirements for~~
41 ~~active, affiliate, academic, service, and retired members shall be those as specified in the bylaws~~
42 ~~of the American Association of Orthodontists for the respective categories of membership.~~

43
44 ~~Membership in this Society requires membership in the respective component organization.~~
45 ~~Effective with the 1998-1999 dues year, Canadian members are not required to be members of~~
46 ~~their respective provincial component organizations. U.S. Members in this Society who were not~~
47 ~~component members at the time this change took effect will not be required to become component~~
48 ~~members.~~

1
2 ~~1. Active Members: To be an active member of this Society, a dentist shall meet the following~~
3 ~~requisites:~~
4

5 ~~a. Education: Successful completion of the full curriculum of an accredited orthodontic~~
6 ~~programⁱ or successful satisfaction completion of the educational requirements established~~
7 ~~by this Society the AAO and in effect at the time of completion of education at least one (1)~~
8 ~~year prior to the date of application for active membership.~~
9

10 ~~b. Pledge: Sign a pledge to adhere to the Principles of Ethics of the American Association of~~
11 ~~Orthodontists.~~
12

13 ~~c. American Dental Association Membership: Be a member in good standing of the American~~
14 ~~Dental Association on the date of application for membership if practice or residence is in~~
15 ~~the United States or one of its possessions, unless the dentist is an AAO member within~~
16 ~~another membership category, and except those active academic applicants involved only~~
17 ~~in teaching or research and who are unable to obtain ADA membership because they are~~
18 ~~not engaged in the practice of dentistry in the U.S. and do not possess a license to practice~~
19 ~~dentistry in their respective states are exempt from this requirement. (An active member~~
20 ~~who was a member of this Society on May 4, 1983, but not a member of the ADA on that~~
21 ~~date, is exempt from the ADA membership requirement.)~~
22

23 ~~d. Type of Practice: Active members shall be in the practice of orthodontics.ⁱⁱ Multi-trained~~
24 ~~specialists and those members who meet the requisites of retired status, but do not request~~
25 ~~such reclassification, are exempt from this requirement.³~~
26

27 ³ ~~Multi-trained specialist, as used in these bylaws, shall mean educationally qualified in~~
28 ~~more than one recognized dental specialty and limits dental practice to those specialty~~
29 ~~areas.~~
30

31 ⁴ ~~The General Assembly is defined as the group of voting PCSO members attending the~~
32 ~~Annual Business meeting.~~
33

34 ~~e. Academic Members: Active members who are employed full-time in an orthodontic program~~
35 ~~accredited by the Commission on Dental Accreditation of the American Dental Association~~
36 ~~or the Commission on Dental Accreditation of Canada shall be designated active academic~~
37 ~~members and shall have the same privileges as active members. "Full time" means at least~~
38 ~~four days per week of teaching or research. The duration of such employment must be~~
39 ~~verified annually by the chair ofⁱⁱⁱ the orthodontic department (or, in the case of the chair, by~~
40 ~~the dean) where the applicant is employed. In order to be active academic members, they~~
41 ~~must be designated as either senior faculty (associate professor rank or higher), or junior~~
42 ~~faculty (assistant professor or lower) by the employing institution.~~
43

44 ~~f. Life Membership Status: Active members who have attained the age of sixty-five (65) years~~
45 ~~and who have been members in good standing of this Society of at least thirty (30)~~
46 ~~cumulative years, excluding student members, shall be designated life-active members,~~
47 ~~and shall have the same privileges as active members, except as otherwise provided in~~
48 ~~these bylaws.~~

1
2 ~~2. Affiliate Members: To be an affiliate member of this Society, a dentist shall meet the following~~
3 ~~requisites:~~

- 4
5 ~~a. Education: Successful completion of the full curriculum of an accredited orthodontic~~
6 ~~program¹ or successful satisfaction of the educational requirements established by this~~
7 ~~Society and in effect at the time of completion of education.~~
8
9 ~~b. Pledge: Sign a pledge to adhere to the Principles of Ethics of the American Association of~~
10 ~~Orthodontists.~~
11
12 ~~c. American Dental Association Membership: Shall be a member in good standing of the~~
13 ~~American Dental Association if practice or residence is in the United States or one of its~~
14 ~~possessions. (An affiliate member who was a member of this Society on May 4, 1983, but~~
15 ~~not a member of the ADA on that date, is exempt from the ADA membership requisite.)~~
16
17 ~~d. Type of Practice: Shall not be in the exclusive practice of orthodontics (member practices~~
18 ~~an ADA recognized dental specialty in addition to orthodontics)² except that an affiliate~~
19 ~~member who meets the requisites of retired or other membership status, but does not~~
20 ~~request reclassification to such other status, may retain affiliate membership by complying~~
21 ~~with all other requirements of affiliate membership.~~
22
23 ~~e. Life Membership Status: Affiliate members who have attained the age of sixty-five (65)~~
24 ~~years and who have been members in good standing of this Society of at least thirty (30)~~
25 ~~cumulative years, excluding student members, shall be designated life affiliate members,~~
26 ~~and shall have the same privileges as affiliate members, except as otherwise provided in~~
27 ~~these bylaws.~~

28
29 ~~3. Academic Members (non-U.S./Canadian graduates): To be an academic member (non-~~
30 ~~U.S./Canadian graduates) of this Society, a dentist shall meet the following requisites:~~

- 31
32 ~~a. Education: Successful completion of the full curriculum of a specialty (graduate) orthodontic~~
33 ~~program outside the U.S. and Canada.~~
34
35 ~~b. Pledge: Sign a pledge to adhere to the AAO Principles of Ethics.~~
36
37 ~~c. Employment Requirement: Be employed full-time (at least four days per week teaching or~~
38 ~~in research) in an orthodontic program accredited by the Commission on Dental~~
39 ~~Accreditation of the American Dental Association. Employment must be certified annually~~
40 ~~by the dean of the dental school where the applicant is employed.~~
41
42 ~~d. Term of Status: Academic members (non-U.S./Canadian graduates) status shall~~
43 ~~automatically terminate upon the earlier of the following:~~
44
45 ~~i. Election to active or affiliate membership in the Society or~~
46 ~~ii. Termination of full-time employment in an orthodontic program accredited by the~~
47 ~~Commission on Dental Accreditation of the American Dental Association.~~

48
49 ~~4. Retired Members: To be a retired member of this Society, a member shall meet the following~~
50 ~~requisites:~~

- 51
52 ~~a. Shall have Retired from the active practice of orthodontics.~~

1
2 ~~b. Eligibility: Shall have been an active or affiliate member of this Society for ten (10)~~
3 ~~cumulative years prior to retirement, and shall have requested reclassification by this~~
4 ~~Society. Such reclassification will be made by the AAO upon verification of eligibility and~~
5 ~~will be effective on August 1 of the calendar year in which the request is made.~~

6
7 ~~5. Life Membership: Those members who have been designated life-active or life-affiliate~~
8 ~~members shall be designated life-retired members upon retirement.~~

9
10 ~~6. Honorary Members: To be an honorary member of this Society, an individual shall **have:**~~

11 ~~a. Have **Made** outstanding contributions to the advancement of the art and science of~~
12 ~~orthodontics;~~

13
14 ~~b. **Been** nominated by the Board of Directors or the General Assembly⁴;~~

15
16 ~~c. **Been** elected by the General Assembly⁴;~~

17
18 ~~d. **Not been** eligible for another classification for membership.~~

19
20 ~~7. Service Members: To be a service member of this Society, a dentist shall meet the following~~
21 ~~requisites:~~

22
23 ~~a. Education: Successful completion of the full curriculum of an accredited orthodontic~~
24 ~~program⁴ or successful satisfaction of the educational requirements established by this~~
25 ~~Society and in effect at the time of completion of education.~~

26
27 ~~b. Pledge: Sign a pledge to adhere to the Principles of Ethics of the American Association of~~
28 ~~Orthodontists.~~

29
30 ~~c. American Dental Association Membership: Shall be a member in good standing of the~~
31 ~~American Dental Association if practice or residence is in the United States or one of its~~
32 ~~possessions. (An affiliate member who was a member of this Society on May 4, 1983, but~~
33 ~~not a member of the ADA on that date is exempt from the ADA membership requisite.)~~

34
35 ~~d. Service: Be a military or civilian employee of the United States or Canadian government.~~

36
37 C. PRIVILEGES:

38 Except as set forth elsewhere in these bylaws and policy statements of this Society, all members
39 shall be entitled to all services and privileges as may be provided by this Society to the applicable
40 classifications of membership.

41
42 Only active members, (including life active and active academic status,) in good standing shall be
43 eligible to seek or hold office or other elect~~ed~~**ive** or appoint~~ed~~**ive** position~~s~~ in this Society, or to
44 vote or otherwise participate in the selection of Society officials or the establishment of Society
45 policies.

46
47 D. DUES AND ASSESSMENTS:

48 1. Payment: All dues, application fees, and assessments shall be payable in U.S. currency **to the**
49 **AAO as a portion of its annual billing**. The adjusted rate for Canadian member dues,
50 application fees, and assessments is determined by the AAO bylaws. All dues shall be due
51 and payable on June 1 of each year that they are due. Members failing to pay their annual
52 dues and assessments shall forfeit their membership as provided in these bylaws.

2. The annual dues and assessments for members of this Society shall be as recommended by the Budget and Finance Committee to the Board of Directors and shall be approved by a three-fourths (3/4) vote of the Board of Directors.
3. Waiver: In order for a member to be granted a requested waiver (full or partial) of the current year's dues obligation or assessment, they must provide to the Board of Directors the following:
 - a. completed dues waiver request form detailing the member's need for the waiver;
 - b. a physician's letter certifying the physical limitations, if any, related to the request;
 - c. a letter certifying their current service in active military duty, if related to the request;
 - d. information as required by the AAO bylaws supporting the request for a Senior Limited Practice waiver.

The Board of Directors or Executive Committee must approve the request by a majority vote.

4. Exempt Members: Retired, Service, and Honorary members shall be exempt from dues and assessments.
5. Non-Payment of Dues and/or Assessments: On December 31 of each year, the Secretary-Treasurer of the AAO shall cause to be terminated the membership of those individuals whose dues and/or assessments for the current 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.

E. APPLICATION AND RELOCATION:

Application: Application for all classes of membership, except Honorary, shall be made on the form prescribed by the ~~AAO American Association of Orthodontists~~ and submitted **directly** to the ~~Secretary-Treasurer of the~~ AAO. Once accepted, and appropriately classified, the applicant shall be deemed to be **a** members of the PCSO.

Relocation from one Jurisdiction to Another: To retain membership in the AAO, members who move the principal location of their professional activity into the geographical region of another constituent organization must make timely application to such constituent organization in accordance with the procedure described in the AAO bylaws ~~Article III.E.6~~.

ARTICLE IV — COMPONENT ORGANIZATIONS

A. NAMES AND TERRITORIAL JURISDICTION:

The names and territorial jurisdiction of the component organizations shall be:

1. Alaska State Society of Orthodontists,
2. Alberta Society of Orthodontists,
3. Arizona ~~State Orthodontic Association of Orthodontists~~,
4. British Columbia Society of Orthodontists,
5. California Association of Orthodontists,

6. Hawaii Society of Orthodontists,
7. Idaho State ~~Orthodontic Society-of-Orthodontists~~ (for those members practicing in Twin Falls and Ketcham and all areas west within the state),
8. Nevada State ~~Orthodontic Society-of-Orthodontists~~,
9. Oregon State Society of Orthodontists,
10. Saskatchewan Society of Orthodontists,
11. Washington State Society of Orthodontists,
12. Territorial possessions of the United States in the Pacific area,
13. Yukon and Northwest Territories.

B. POWERS AND DUTIES:

A component organization shall have the following powers and duties:

1. Governance: Provide for its governance through the establishment of bylaws, rules, and regulations, provided such bylaws, rules, and regulations do not conflict with or limit the bylaws of this Society and the AAO. To the extent that they do so conflict with or limit those bylaws they are void.

Whenever the bylaws of a component organization conflict with or limit the bylaws of this Society and the ~~AAO American Association of Orthodontists~~, the component organization may be placed on probation by either the PCSO Board of Directors or General Assembly¹ by a two-thirds (2/3) vote of the legal votes cast. The component organization shall be allowed a period of at least one (1) year in which to bring its bylaws into conformity. In the event a component organization on probation fails to so comply, the recognition of that component organization by this Society may be suspended by the PCSO Board of Directors or General Assembly¹ by a two thirds (2/3) vote of the legal votes cast.

2. Discipline: Discipline any of its members in accordance with the provisions of these bylaws.
3. Component Dues and Assessments: Provide for its financial support by establishing any dues and assessments of the component organization. Such dues and assessments shall be in addition to any dues and assessments of the AAO and this Society.
4. Meetings: Hold a business or board meeting at least once each calendar year.
5. Legal Charter: Each component organization shall be registered as a not-for-profit corporation with the secretary of state, commonwealth, district, or province of its jurisdiction and shall be a separate legal entity from this Society.

C. MEMBERSHIP:

All members of ~~the~~ component organizations s in the United States shall be members in good standing of the AAO and this Society. Members of component organizations in Canada do not have the tripartite requirement.

ARTICLE V — BOARD OF DIRECTORS

A. COMPOSITION:

The Board of Directors shall consist of a total of twenty-two (22) voting members, including the President, President-Elect, Secretary-Treasurer, AAO Trustee, Immediate Past President, and seventeen (17) voting Directors. ~~(Components shall be represented with the following number of voting Directors: Alberta - 1, Alaska - 1, Arizona - 1, British Columbia - 1, California - 7, Hawaii - 1, Idaho - 1, Nevada - 1, Oregon - 1, Saskatchewan - 1, and Washington - 1).~~

1
2 In addition, the *Bulletin* Editor, Delegation Chair, New and Younger Members Committee
3 Chair, and Executive Director have the right to attend and participate at all meetings of the
4 board, but shall have no voting powers. These members shall not be present when the
5 board enters executive session unless invited to attend in an advisory capacity with no
6 voting powers.

7
8 ~~In addition, the *Bulletin* Editor, Internet Editor, Delegation Chair, Chair of the New and Young~~
9 ~~Members Committee, and Chair of the Strategic Planning Committee shall serve as a non-voting~~
10 ~~advisory member of the Board.~~

11 B. QUALIFICATIONS:

12 1. A Director shall be an active member, including life active and active academic, of this Society
13 and a voting member of the component organization that said Director is elected to represent.
14 Should the status of any Director change in regard to any of the preceding qualifications during
15 that Director's term of office; that office shall be declared vacant and such vacancy shall be
16 filled as hereinafter provided.

17
18 2. Each Director shall sign this Society's Conflict of Interest form.

19
20 C. NOMINATION AND ELECTION:

21 A Director shall be nominated and elected by the component organization in accordance with the
22 procedures of such organization. The Secretary of such organization shall promptly report the
23 election of such Director to the Secretary-Treasurer of this Society.

24
25 D. TERM OF OFFICE:

26 The term of office of a Director shall be two (2) years. The consecutive tenure of a Director shall
27 be limited to four (4) years.

28
29 E. VACANCY AND ABSENCE:

30 In the event of a vacancy in the office of Director, such vacancy shall be filled by the respective
31 component organization in accordance with the provisions of that organization. In the event a
32 Director is to be absent for an entire session of a Board of Directors meeting, a substitute Director
33 shall be appointed by the component from which that Director was elected and in accordance with
34 the provisions of that organization, to serve during such sessions. The substitute Director shall **not**
35 **have voting privileges** ~~have all of the duties and powers enjoyed by other Directors~~ during their
36 term of appointment.

37
38 F. DIRECTORS ELECTED TO OFFICE:

39 A Director who is elected as an officer **in this Society** or **AAO** Trustee ~~in this Society~~ shall be
40 considered to have relinquished the remainder of the term as Director and to remain on the Board
41 of Directors only by reason of the new elective office.

42
43 G. POWERS AND DUTIES:

44 1. POWERS: The Board of Directors shall be the managing body of the Society, vested with full
45 power to conduct all business of the Society, subject to the laws of the State of California, the
46 Articles of Incorporation, the bylaws, the Policies and Procedures approved by the Board of
47 Directors and the mandates of the General Assembly¹. The Board of Directors shall have the
48 power to:
49
50

- 1 a. Establish rules and regulations not inconsistent with these bylaws to govern its organization
2 and procedure;
- 3
- 4 b. Direct the President to call a special session of the General Assembly¹ as provided in these
5 bylaws;
- 6
- 7 c. Change the annual dues or institute assessments for members of this Society as
8 recommended by the Budget and Finance Committee to the Board of Directors; (adoption
9 shall require a three-fourths (3/4) vote of the Board of Directors for approval);
- 10
- 11 d. Nominate and elect the Trustee to represent the Society on the Board of Trustees of the
12 ~~AAO American Association of Orthodontists~~;
- 13
- 14 e. Nominate a member for each ~~AAO American Association of Orthodontists~~ council vacancy;
- 15
- 16 f. Exercise full discretion in affecting publication in, or omission from, any official publication
17 of the Society, in whole or part;
- 18
- 19 g. Establish ad interim policies, including the disbursement of unbudgeted funds, when the
20 General Assembly¹ is not in session and when such policies are essential to the
21 management of the Society;
- 22
- 23 h. Establish an Executive Committee;
- 24
- 25 i. ~~Define and ensure appropriate level and model of management support; Employ an~~
26 ~~Association Management Company~~;
- 27
- 28 j. Appoint consultants whenever necessary;
- 29
- 30 k. Nominate honorary members.

31
32 2. DUTIES: It shall be the duty of the Board of Directors to:

- 33 a. Provide for the maintenance and supervision of all of the real and personal property owned
34 or operated by the Society;
- 35
- 36 b. Make appointments as necessary to help administer this organization;
- 37
- 38 c. Determine the time and place for convening each ~~Annual Session and other meetings~~
39 ~~business and scientific meeting~~ of the Society and to provide for the management and
40 general arrangements for such meetings;
- 41
- 42 d. Cause all accounts of this Society to be reviewed or audited by an independent certified
43 public accountant at least once each year;
- 44
- 45 e. Adopt a budget for carrying on the activities of this Society for each ensuing fiscal year;
- 46
- 47 f. Perform such other duties as may be prescribed by these bylaws.
- 48

49
50 H. MEETINGS:

- 1 1. Regular Meetings: The Board of Directors shall hold a minimum of three regular meetings each
2 year.
- 3
- 4 2. Special Meetings:
 - 5 a. The ~~President~~ ~~Chairman~~ may call a special meeting of the Board at any time.
 - 6
 - 7 b. The ~~President~~ ~~Chairman~~ shall call a special meeting at the request of five (5) voting
8 members of the Board. **Unless waived by unanimous consent, all** special meetings shall
9 require a minimum of ~~five (5)~~ **four (4)** days' notice to each member of the Board **if by first-**
10 **class mail or 48 hours' notice if delivered personally or by electronic transmission**
11 **(including email).** ~~unless waived by unanimous consent.~~ The business of special meetings
12 shall be limited to that stated in the official call unless this limitation is waived by unanimous
13 consent.
 - 14
 - 15 c. Special Meetings via Electronic Media: The members of the Board of Directors may
16 participate in and act at a meeting of the Board of Directors called by the ~~President~~
17 ~~Chairman~~ on matters of the Society requiring immediate attention through the use of
18 conferences via telephone **or other appropriate technology** ~~and/or other communications~~
19 ~~equipment~~. These meetings shall be recorded and made a part of the action of the Board of
20 Directors. When communication is by conference telephone, all members must be able to
21 hear one another. When communication is by video or other electronic means, each
22 member participating must be able to communicate with all ~~of the~~ other members
23 concurrently, and be provided with the means to participate in all matters coming before the
24 Board, including the capacity to propose or object to any action. Use of such modality
25 requires the means to identify each person participating as a person entitled to participate,
26 and to verify that only such persons cast votes.
 - 27
- 28 3. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.
- 29
- 30 4. Action without meeting: The Board of Directors may transact any business without convening a
31 meeting if the following conditions are met:
 - 32
 - 33 a. **Each and every** Board member ~~must shall~~ be notified of the nature of the proposed
34 business;
 - 35
 - 36 b. **Each and every** Board member **shall approve the proposed action without a meeting**
37 **by submitting** ~~must submit~~, via mail, fax, or email, **written** ~~documented~~ consent to **the**
38 **proposed action** ~~transact the business without a meeting~~;
 - 39
 - 40 c. The **action shall be** effective **as of the** date ~~of the action shall be upon receipt of~~ the last
41 **Board member's approval is obtained (establishing unanimous Board consent),**
42 ~~required signature~~ or other date specified in the action **(including an earlier or later date)**;
43 and
 - 44
 - 45 d. The results of **any approved matters** ~~the transaction(s)~~ shall be properly documented and
46 entered into the minutes of the next Board meeting.
 - 47

ARTICLE VI — OFFICERS

A. TITLE:

1 The officers of this Society shall be the President, the President-Elect, and the Secretary-
2 Treasurer.

3
4 B. QUALIFICATIONS:

5 Only an active member, including life active and active academic status, in good standing of this
6 Society shall be eligible to serve as an officer.

7
8 C. NOMINATION AND ELECTION:

9 The President-Elect and Secretary-Treasurer are nominated by the Nominating and Awards
10 Committee. These nominations are reported to the Board of Directors and to the Secretary-
11 Treasurer no less than sixty (60) days prior to the Annual Session. The General Assembly¹ elects
12 the President-Elect and Secretary-Treasurer.

13
14 D. TERM OF OFFICE:

15 The officers shall serve for a term of one (1) year or until their successors are elected.

16
17 E. VACANCIES and ABSENCES:

18 1. In the event the office of President becomes vacant, the President-Elect shall succeed to the
19 office of President for the unexpired portion of the term and for the full term of President for
20 which the President-Elect was elected. A vacancy in the office of President-Elect or Secretary-
21 Treasurer shall be filled by the Board of Directors, provided that any person so appointed shall
22 not automatically succeed to any other office. Filling these offices for subsequent terms
23 beyond the interim shall be done by procedures described in these bylaws.

24
25 2. In the absence of the President, the President-Elect shall act as Chair~~man~~; if the President-
26 Elect is also absent, a voting member of the Board shall be elected Chair~~man~~ pro tem by the
27 other members of the Board present.

28
29 3. In the absence of the Secretary-Treasurer, the Chair~~man~~ shall appoint a Secretary pro tem.

30
31 F. DUTIES:

32 1. President: It shall be the duty of the President to:

33
34 a. Serve as an official representative of this Society in its contacts with governmental, civic,
35 business, and professional organizations for the purpose of advancing the objects and
36 policies of this Society,

37
38 b. Serve as Chair~~man~~ of the Board of Directors,

39
40 c. Submit an annual report to the General Assembly¹, and

41
42 d. Perform such other duties as provided in these bylaws or as may be prescribed by the
43 General Assembly¹ or the Board of Directors and as usually appertain to the office of
44 President.

45
46 2. President-Elect: It shall be the duty of the President-Elect to:

47
48 a. Assume the duties of the President in case of absence or incapacity and
49

1 b. Perform such other duties as may be provided in these bylaws or as may be prescribed by
2 the General Assembly¹ or the Board of Directors and as usually appertain to the office of
3 President-Elect.
4

5 3. Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to:

- 6
7 a. Keep a record of all proceedings of this Society,
8
9 b. Submit an annual report to the General Assembly¹, and
10
11 c. Perform such other duties as may be provided in these bylaws or as may be prescribed by
12 the General Assembly¹ or the Board of Directors and as usually appertain to the office of
13 Secretary-Treasurer.
14

15 ARTICLE VII — DELEGATES TO THE AAO

16 A. DELEGATES:

17 The number of delegates from PCSO to the AAO House of Delegates shall be determined
18 by the AAO. The delegation ~~to the House of Delegates of the American Association of~~
19 ~~Orthodontists~~ shall be composed of the President, a delegation Chair to be named by the
20 President, who shall be Chair or shall appoint a chair of the delegation, the President-Elect, and
21 the Secretary-Treasurer., ~~while~~ The remainder of the delegation shall be nominated by the
22 President and elected by a majority vote of the Board of Directors.
23
24

25 B. ALTERNATE DELEGATES:

26 Alternates to the House of Delegates, the number of which shall not exceed the number of
27 delegates, shall be nominated by the President and approved by a majority vote of the Board of
28 Directors.
29

30 ARTICLE VIII — TRUSTEE TO AAO

31 A. NOMINATIONS AND ELECTION:

32 The Board of Directors shall nominate and elect an individual to serve as Trustee on the Board of
33 Trustees of the AAO American Association of Orthodontists. The Trustee shall serve in
34 accordance with the bylaws of the AAO American Association of Orthodontists.
35
36

37 B. AUTHORIZATION:

38 The Trustee to the AAO is authorized to represent PCSO in all matters pertaining to its
39 affairs coming before the Board of Trustees of the AAO.
40

41 C. POWERS AND DUTIES:

42 The Trustee will make timely reports to the PCSO Board of Directors and shall serve as a
43 voting member of the PCSO board and executive committee. Other ~~The~~ powers and duties
44 shall be as described in the AAO bylaws ~~Article VI.G.1 and Article VI.G.2~~.
45

1 D. VACANCIES AND ABSENCES:

2 Should the Trustee temporarily be unable to carry out the Trustee's assigned duties, the President
3 or the President's appointee shall serve as Interim Trustee until the Trustee can resume the
4 Trustee's duties. If the Trustee is permanently unable to carry out the Trustee's duties, a new
5 Trustee shall be elected by the Board of Directors to complete the unexpired term. Said election
6 shall occur at or before the next regularly scheduled Board meeting.

7
8 ARTICLE IX — COMMITTEES

9
10 A. PURPOSE AND AUTHORITY:

11 Committees of this Society are advisory, study, and working bodies which are constituted to
12 provide input to the Society from all of the component organizations and to provide a medium for
13 communication between component organizations. Committee authority is limited to study and
14 recommendation within the organizational structure of the Society and its component
15 organizations; this includes authority to seek information pertinent to such studies from any source
16 outside the Society within guidelines as may be established by the Board of Directors. No outside
17 person may participate directly or by observation in any committee delegations without specific
18 authorization from the Board of Directors. No committee or member of a committee may
19 communicate with any outside person, organization, or agency in such a way as to imply authority
20 to represent the Society or present a Society position without direction of the Board of Directors.
21 The Board of Directors may assign other duties to committees. The President of this Society has
22 the authority to appoint all committee chairs, unless otherwise appointed by these bylaws.

23
24 B. TYPES OF COMMITTEES:

- 25 1. Standing Committees: Those committees that the Society uses on a continual basis as
26 set forth in the bylaws. Standing committee members are required to be members of the
27 Board of Directors.
- 28
- 29 2. Ad Hoc Committees: Those committees that the Society forms to address a specific
30 need. An ad hoc committee may exist for as long as deemed necessary to complete the
31 work assigned to it. When the work of an ad hoc committee is complete, the committee
32 may be dissolved. Ad hoc committee members are not required to be members of the
33 Board of Directors.
- 34
- 35 3. Task Forces: A task force is formed by the Society if there is an objective to be
36 achieved in a short period of time. When the work of a task force is complete, the task
37 force may be dissolved. Task force members are not required to be members of the
38 Board of Directors.

39
40 C. STANDING COMMITTEES:

- 41 1. The standing committees of this Society shall be:
- 42
- 43 a. Budget and Finance
44 ~~b. Bylaws~~
45 ~~c. Nominating and Awards~~
46 ~~d. Critical Issues~~
47 ~~e. Continuing Education~~
48 ~~f. Communications~~
49 g. Executive
50 ~~h. Management Evaluation~~

- 51
52 2. Budget and Finance Committee:

1 **a. Membership:**

- 2 i. Consists of the Secretary-Treasurer, who shall be Chair, and four (4) **current board**
3 members **in addition to the** ~~The~~ President-Elect and the Executive Director **who** will
4 serve as non-voting advisors.
- 5
- 6 ii. **Where practical, the members shall be appointed equitably on a geographical**
7 **basis. Upon approval of the Board of Directors, the President may change the**
8 **number of members on this committee.**
- 9
- 10 iii. **The President may appoint a non-voting advisory member as a**
11 **financial/budgetary expert to the committee as deemed necessary.**
- 12
- 13 iv. **Membership shall be "rotating" with no more than two (2) members completing**
14 **their term each year. Members will be appointed by the President following the**
15 **Annual Session for a maximum of two (2) terms of two (2) years.**
- 16
- 17 v. **All members of the committee must be active members in good standing of this**
18 **Society and sign the Conflict of Interest form.**

19 b. Duties:

- 20
- 21 i. Prepare an annual budget including the estimated amounts of income and
22 disbursements for the ensuing year.
- 23
- 24 ii. Allocate, in accordance with its best judgment, the amount of funds available to meet
25 the various requests and present its recommendations to the Board of Directors.
- 26
- 27 iii. Consider all fiscal matters of the Society and make recommendations to the Board of
28 Directors.

29

30 3. Executive Committee:

31 a. Membership:

- 32
- 33 i. ~~Be composed of~~ Five (5) voting members **to include:** the President who shall be the
34 Chair, the President-Elect, the Secretary-Treasurer, the Immediate Past President, and
35 the Trustee.
- 36
- 37 ii. **Non-voting members** include the **appointed Delegation Chair, Executive Director,**
38 **Chair of the Strategic Planning Committee,** and additional individuals as needed, the
39 number to be determined by the Board of Directors, ~~as non-voting members;~~
- 40
- 41 iii. **All members of the committee, with the exception of the Executive Director, must**
42 **be active members in good standing of this Society and sign the Conflict of**
43 **Interest form.**

44 b. Duties:

- 45
- 46 i. ~~Has~~ **ve** the power to act for the full Board of Directors on matters requiring immediate
47 action in the interim between sessions of the Board.
- 48
- 49 ii. **Does n**ot have the authority to reverse any action adopted by the full Board.
- 50
- 51 iii. ~~Have~~ ~~All of its~~ actions **must be** ratified by a majority vote of the Board at its next
52 session and recorded in the Board's minutes.

1
2 D. **SPECIAL AD HOC COMMITTEES AND TASK FORCES:**

- 3 1. The President, with the consent of the Board of Directors, may appoint ad hoc committees **and**
4 **task forces** to perform duties not otherwise assigned by these bylaws. ~~The authority for the~~
5 ~~appointment of members of a special committee and their numbers shall be set forth in the~~
6 ~~resolution creating such committee.~~
7
8 2. The tenure of an ad hoc committee **or task force** shall last only until the committee's report is
9 accepted as complete by the Board of Directors or the term as set forth in the resolution
10 creating the committee expires.

11 **3. Membership:**

- 12 a. Each ad hoc committee and task force shall consist of a Chair and an appropriate
13 number of members to accomplish the assigned work. The number of members shall
14 be set forth in the resolution creating the committee or task force. Where practical,
15 the members shall be appointed equitably on a geographical basis. Upon approval of
16 the Board of Directors, the President may change the number of members on a
17 committee.
18
19 b. The Chair of each committee and task force will be appointed by the President.
20
21 c. Every effort should be made to ensure the committee membership "rotates" with
22 one-third (1/3) of each committee to be appointed by the President following the
23 Annual Session for a maximum of three (3) terms of two (2) years. In the case of
24 newly created committees, one-third (1/3) of each the members shall be appointed to
25 serve for one (1) year, one-third (1/3) for two (2) years, and one-third (1/3) for three (3)
26 years.
27
28 d. All members of committees and task forces must be active members in good
29 standing of this Society and sign the Conflict of Interest form.
30
31 c. Non-voting members: Each representative to a council of the AAO shall be, where
32 applicable, a non-voting additional member of the like committee, except where such
33 council member is an appointed member of the committee.
34
35 4. Ad Hoc committees are further defined in the Policy & Procedures Manual of the
36 Society.
37
38

39 E. SUBCOMMITTEES, CONSULTANTS, AND ADVISORS:

- 40 1. Subcommittees: A committee may appoint subcommittees comprised of committee members
41 to assist in the performance of its duties.
42
43 2. Consultants and Advisors: A committee shall have the authority to recommend consultants and
44 advisors for appointment by the Board of Directors in conformity with rules and regulations as
45 may be established by the Board of Directors.
46

47 F. VACANCIES AND ABSENCES:

48 In the event of a vacancy in the membership of any committee, the President shall appoint an
49 active member to fill such vacancy. In the event such vacancy involves the chair of the committee,
50 the President shall have the power to appoint an ad interim chair.
51

1 ~~In the event a committee member is unable to attend a committee meeting, the President shall~~
2 ~~appoint an active member to serve on such committee for that meeting only. The appointed~~
3 ~~member shall have full voting privileges for that meeting only.~~
4

5 G. QUORUM:

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

7
8 H. ACTION WITHOUT A MEETING:

9 Committees may transact any business without convening a meeting if the following conditions
10 are met:

- 11 1. Every committee member must be notified of the nature of the proposed business;
- 12
- 13 2. Every committee member must submit documented consent, via mail, fax, or email, to transact
14 the business without a meeting;
- 15
- 16 3. The effective date of the action shall be upon receipt of the last required signature or other
17 date specified in the action; **and**
- 18
- 19 4. The results of the transaction(s) shall be properly documented and entered into the minutes of
20 the next committee meeting.
21

22
23 ~~2. MEMBERSHIP, APPOINTMENTS, TERM OF OFFICE, AND ELIGIBILITY:~~
24

25 ~~a. Membership: Each standing committee, except the Nominating and Awards Committee and~~
26 ~~the Management Evaluation Committee, shall consist of no less than a Chair and four (4)~~
27 ~~other members. Where practical, the members shall be appointed equitably on a~~
28 ~~geographical basis. Upon approval of the Board of Directors, the President may change the~~
29 ~~number of members on a committee.~~
30

31 ~~b. Composition: Except where otherwise stipulated in these bylaws, standing committees shall~~
32 ~~be "rotating" committees; one third (1/3) of each committee to be appointed by the~~
33 ~~President at each Annual meeting for a maximum of two (2) terms of three (3) years, and~~
34 ~~the Chair to be appointed by the President; provided, however, that in newly created~~
35 ~~committees, one third (1/3) shall be appointed to serve for one (1) year, one third (1/3) for~~
36 ~~two (2) years, and one third (1/3) for three (3) years.~~
37

38 ~~c. Ex-officio members: Each representative to a council of the American Association of~~
39 ~~Orthodontists shall be, where applicable, an ex-officio additional member of the like~~
40 ~~committee, except where such council member is an appointed member of the committee.~~
41

42 ~~d. Eligibility: All members of the committees must be active members in good standing of this~~
43 ~~Society and sign the Conflict of Interest form.~~
44

45 ~~3. DUTIES:~~
46

47 ~~5. Budget and Finance Committee shall:~~
48

49 ~~a. Consist of the Secretary-Treasurer, who shall be Chair, and four (4) members. The~~
50 ~~President-Elect and the Executive Director will serve as non-voting advisors;~~
51

1 ~~b.—Prepare an annual budget including the estimated amounts of income and~~
2 ~~disbursements for the ensuing year;~~

3
4 ~~c.—Allocate, in accordance with its best judgment, the amount of funds available to meet~~
5 ~~the various requests and present its recommendations to the Board of Directors;~~

6
7 ~~d.—Consider all fiscal matters of the Society and make recommendations to the Board of~~
8 ~~Directors.~~

9
10 ~~6.—Bylaws Committee shall:~~

11 ~~a.—Consist of five (5) members, including the Chair, who shall be appointed by the~~
12 ~~President~~

13
14 ~~b.—Make recommendations on revisions to the bylaws as may be deemed advisable for the~~
15 ~~improvement of the Society and not in conflict with the provisions and policies of the~~
16 ~~American Association of Orthodontists;~~

17
18 ~~c.—Study all amendments proposed by members or by the Board and report its~~
19 ~~recommendations to the Board of Directors;~~

20
21 ~~d.—Review changes in the bylaws of the American Association of Orthodontists and submit~~
22 ~~recommendations for amendments to reflect these changes;~~

23
24 ~~e.—Recommend bylaws changes to the various component societies.~~

25
26
27 ~~7.—Nominating and Awards Committee shall:~~

28 ~~i.—Be composed of the three (3) most recent Immediate Past Presidents and the Trustee,~~
29 ~~with the most recent Immediate Past President to serve as Chair; the Trustee serves~~
30 ~~without the right to vote;~~

31
32 ~~ii.—Provide nominations for the President-Elect and Secretary-Treasurer of the Society and~~
33 ~~report their recommendations to the Board of Directors and to the Secretary-Treasurer~~
34 ~~no less than sixty (60) days prior to the Annual Session;~~

35
36 ~~iii.—Provide nominations for Society and other awards as requested~~

37
38
39 ~~8.—Strategic Planning Committee shall:~~

40 ~~a.—Be composed of the Editors of the Bulletin and Internet, President-Elect, and five (5)~~
41 ~~members-at-large, with the Chair to be appointed by the President;~~

42
43 ~~b.—Review and evaluate the Strategic Plan on an ongoing basis;~~

44
45 ~~c.—Consider new issues and priorities and make recommendations to the Board of~~
46 ~~Directors;~~

47
48
49 ~~9.—Continuing Education Committee shall:~~

1 a. ~~Consist of a Chair appointed by the President and additional members, the number to~~
2 ~~be determined by the Board of Directors;~~

3
4 b. ~~Oversee the development and coordination of educational programs.~~

5
6 ~~10. Communications Committee shall:~~

7
8 a. ~~Be comprised of a Chair appointed by the President, the PCSO Editor in Chief, the~~
9 ~~Managing Editor, and additional members selected by the President, the number to be~~
10 ~~determined by the Board of Directors; the President Elect and the Executive Director~~
11 ~~shall serve as ex-officio members;~~

12 b. ~~Identify appropriate information to share with various PCSO membership;~~

13 c. ~~Prepare or cause to be prepared articles, abstracts, and other communication vehicles;~~

14 d. ~~Review all communication for accuracy, appropriateness, and potential legal issues;~~

15 e. ~~Examine new vehicles for communication with PCSO members;~~

16 f. ~~Investigate activities and costs associated with the implementation of such vehicles and~~
17 ~~make recommendations to the Board for expansion of communication activities as~~
18 ~~appropriate;~~

19 g. ~~Provide oversight to the PCSO Editorial Board.~~

20
21
22
23
24
25
26
27 ~~11. Executive Committee shall:~~

28 a. ~~Be composed of five (5) voting members: the President who shall be the Chair, the~~
29 ~~President Elect, the Secretary-Treasurer, the Immediate Past President, and the~~
30 ~~Trustee;~~

31 b. ~~Include the Chair of the Strategic Planning Committee, and additional individuals as~~
32 ~~needed, the number to be determined by the Board of Directors, as non-voting~~
33 ~~members;~~

34 c. ~~Have the power to act for the full Board of Directors on matters requiring immediate~~
35 ~~action in the interim between sessions of the Board;~~

36 d. ~~Not have the authority to reverse any action adopted by the full Board;~~

37 e. ~~Have all of its actions ratified by a majority vote of the Board at its next session and~~
38 ~~recorded in the Board's minutes.~~

39
40
41
42
43
44
45 ~~12. Management Evaluation Committee shall:~~

46 a. ~~Be composed of four (4) voting members: the Immediate Past President who shall be~~
47 ~~the Chair, the President Elect, and two (2) PCSO Board members selected by the~~
48 ~~President;~~

49
50
51
52 ~~1. Be charged to provide ongoing oversight of the management services company, to act~~
~~as a liaison between PCSO volunteers and staff, to develop a useable evaluation form~~

1 ~~for use by PCSO leadership to assess staff performance, and report results of the~~
2 ~~evaluation at a Board meeting annually.~~

3
4 ARTICLE X — Association Management Company

5
6 A. Association Management Company (AMC):

7 Upon approval of the Board of Directors, an Association Management Company will be contracted
8 to perform the duties necessary to conduct the day-to-day business of this organization.

9
10 The AMC shall provide a competent Executive Director who will be responsible for all
11 administration, operations, and organizational support. The Executive Director will supervise all
12 staff, consultants, contract personnel, and outside services. The Executive Director shall follow all
13 PCSO policies and procedures and communicate effectively with the PCSO Board of Directors,
14 volunteers, and all members as appropriate. The Executive Director will be accountable to the
15 PCSO Board of Directors through the PCSO Management Evaluation Committee and the PCSO
16 Board of Directors shall have the right to request that the Executive Director be replaced by the
17 AMC should circumstances warrant.

18
19 B. DUTIES:

20 The Association Management Company shall have the following duties and the performance of
21 these duties shall be subject to the supervision and approval of the Board of Directors:

- 22 1. Administer all PCSO business matters which includes providing a legal address and central
23 office location, maintaining appropriate banking and investment accounts, and representing the
24 PCSO and each of its officers;
 - 25 2. Facilitate communication between officers, board, committees, component organizations,
26 general membership, and outside parties;
 - 27 3. Negotiate contracts and execute agreements and provide management counsel as
28 appropriate;
 - 29 4. Maintain database of all financial transactions and ~~an~~ perpetually updated member database,
30 ~~and~~ providing accurate reports of financial activity and membership information to all
31 interested parties;
 - 32 5. Prepare annual budget for approval. ~~P,~~ process all ~~purchase orders,~~ invoices, and payments.
33 ~~T,~~ track expenditures to budget, ~~and~~ immediately communicate anticipated variances with
34 proposed resolution for handling any variance. ~~C,~~ and coordinate annual audit and tax return
35 preparation;
 - 36 6. Coordinate tasks associated with developing, designing, printing, and distributing member
37 newsletter/journal. ~~P~~ and partner with other professionals charged with PCSO publications;
 - 38 7. Maintain current information (as provided by PCSO) on the website or coordinate with the
39 PCSO preferred provider;
 - 40 8. Manage all logistics and information relative to Board, Delegation, and Committee Meetings
41 (including agenda, minutes and reports); and
- 42
43
44
45
46
47
48
49
50

- 1 9. Manage all logistics and information for the PCSO Annual Session Meeting and other
2 educational meetings which includes engaging exhibitors and sponsors as appropriate.
3

4 ARTICLE XI — RESIGNATION AND REMOVAL
5

6 A. RESIGNATION:

7 Any ~~elected official~~ **officer or director** may resign at any time by giving written notification to the
8 President or the Secretary-Treasurer of this Society. **Should a director represent a component**
9 **of the PCSO, notification shall be made to that component of such action.** Such resignation
10 shall take effect at the time specified therein, or immediately, if no time is specified. **Board**
11 **members may be asked to resign by the executive committee if more than one board of**
12 **directors meeting absence is requested during his/her tenure.**
13

14 B. REMOVAL:

15 Any **officer or director of this Society** ~~elected official or representative~~ may be removed from
16 their ~~elected~~ position **with or without cause** ~~for cause~~ by **a vote of the majority of the members**
17 **present and voting at a duly noticed meeting of the General Assembly¹ with a quorum. ~~the~~**
18 **Board of Directors with a two thirds (2/3) vote of the legal votes cast. The member being voted**
19 **upon shall be prohibited from voting on the issue. This decision may be appealed to the General**
20 **Assembly¹, and if so appealed, shall be considered at the next duly scheduled meeting of the**
21 **General Assembly¹. A two thirds (2/3) vote of the legal votes cast by the General Assembly¹ shall**
22 **be required to reverse the action taken by the Board of Directors.**
23

24 ARTICLE XII — MEETINGS OF THE MEMBERSHIP
25

26 A. ANNUAL SESSIONS:

- 27 1. Purpose: The Annual Sessions of this Society are established to foster the presentation and
28 discussion of subjects pertaining to the improvement of the health of the public and the art and
29 science of orthodontics.
30
31 2. Time and Place: The Society shall hold an Annual Session at a time and place selected by the
32 Board of Directors. The Board of Directors shall have the power to change the time and place
33 of the Annual Session or to cancel same in the event of extraordinary emergency.
34
35 3. Management and General Arrangements: The President shall appoint a committee to oversee
36 each Annual Session and develop the educational program, ~~and such committee shall be~~
37 ~~approved by the Board of Directors.~~
38
39 4. Trade Exhibits: Products or services may be exhibited ~~at scientific sessions~~ at the discretion of
40 the Board of Directors and in accordance with rules and regulations established by the Board.
41
42 5. Admission: Admission ~~to meetings of the scientific sessions~~ shall be limited to members of this
43 Society who are in good standing, and to others admitted in accordance with rules and
44 regulations **of registration as** established by the Board of Directors.
45

46 B. BUSINESS MEETINGS:

- 47 1. Annual Business Meeting: The Society shall call a business meeting of the membership of this
48 Society at least once annually. Such meetings shall be open to all members and known as the
49 General Assembly¹. The Secretary-Treasurer of this Society shall cause to be published an
50 official notice with the time and place of the business meeting, **business to be voted upon,**
51 **and officers to be elected.**
52

- 1 2. Special Business Meeting: A special business meeting of the General Assembly¹ may be
2 called by the President, by a three-fourths (3/4) vote of the members of the Board of Directors,
3 or on request of at least 5% of the voting membership. The time and place of the special
4 business meeting shall be determined by the President, provided the date selected shall not be
5 more than forty-five (45) days nor less than twenty (20) days after the date the request was
6 received. The business of the special meeting shall be limited to that stated in the official call,
7 except by unanimous consent of the General Assembly¹.

8
9 The Secretary-Treasurer of this Society shall send to each member an official notice of the
10 time and place of each special business meeting, along with a statement of the business to be
11 considered, at least fifteen (15) days prior to the opening of such meeting.

- 12
13 3. Quorum: Twenty (20) active members shall constitute a quorum for the transaction of business
14 at any meeting.
15
16 4. Election Procedures: The Board of Directors shall determine the election procedures using the
17 guidelines set forth in the current parliamentary authority as stated in Article XV for the election
18 of officers and others, and specify those procedures in the PCSO *Policy and Procedures*
19 *Manual*.

20
21 C. OTHER EDUCATIONAL MEETINGS:

- 22 1. Purpose: Meetings of this Society may be established to foster the presentation and discussion
23 of subjects pertaining to the improvement of the health of the public and the art and science of
24 orthodontics.
25
26 2. Time and Place: These meetings may be held at a time and place approved by the Board of
27 Directors. The Board of Directors shall have the power to change the time and place of the
28 meeting or to cancel same in the event of extraordinary emergency.
29
30 3. Management and General Arrangements: The President shall appoint a committee to oversee
31 each meeting and develop the educational program; ~~s.~~ Such committee shall be approved by
32 the Board of Directors.
33
34 4. Trade Exhibits: Products or services may be exhibited at **PCSO educational meetings**
35 ~~scientific sessions~~ at the discretion of the Board of Directors and in accordance with rules and
36 regulations established by the Board.

37
38 ARTICLE XIII — FINANCES

39
40 A. FISCAL YEAR:

41 The fiscal year of this Society shall begin January 1 of each calendar year and end December 31
42 of the same calendar year.

43
44 B. GENERAL FUND:

45 The General Fund consists of unrestricted net assets/monies not allocated for purposes
46 specifically outlined in these bylaws. These assets can be designated as reserves and operating
47 expenses at the discretion of the Board of Directors. These monies shall consist of all monies
48 received other than those specifically allocated to other funds by these bylaws. This fund shall be
49 used to meet all expenses incurred by the Society not otherwise provided for in these bylaws. ~~The~~
50 ~~General Fund may be divided into operating and reserve divisions at the discretion of the Board of~~
51 ~~Directors.~~

1
2 C. BUDGET PREPARATION AND ADOPTION:

3 The proposed budget for each ensuing fiscal year shall be prepared by the Budget and Finance
4 Committee and adopted by the Board of Directors.

5
6 D. REVIEW OF ACCOUNTS:

7 All accounts of this Society shall be reviewed or audited by an independent certified public
8 accountant at least annually and a report of such audit shall be submitted to the Board of
9 Directors.

10
11 ARTICLE XIV — INDEMNIFICATION

12
13 This Society shall indemnify, to the full extent authorized or permitted by the Corporation Law of the
14 State of California, any person made, or threatened to be made, a party to an action, suit, or
15 proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that the
16 individual is or was a Director of, officer of, employee, or a member elected or appointed to any
17 position of responsibility within this Society.

18
19 ARTICLE XV — PARLIAMENTARY AUTHORITY

20
21 The current edition of the parliamentary authority specified in the AAO bylaws shall govern this
22 organization in all parliamentary situations that are not provided for in the law or in this Society's
23 corporate charter, bylaws, or Policies and Procedures Manual *adopted rules*.

24
25 ARTICLE XVI — AMENDMENTS

26
27 A. AMENDMENT PROTOCOL:

28 1. Amendments to these bylaws may be proposed by either the Board of Directors, a duly
29 authorized committee, or from the membership if it is endorsed by twenty-five (25) active
30 members.

31
32 2. Proposed amendments shall be reviewed, modified, accepted, or rejected by the Bylaws
33 Committee at least sixty (60) days prior to the next Annual Session; **and** such action may
34 include the opinion of the Committee *'s opinion*.

35
36 ~~3. Unless rejected, the Bylaws Committee shall submit the proposed amendment for approval by~~
37 ~~the AAO at least sixty (60) days prior to submission for adoption by a majority vote of the~~
38 ~~Board.~~

39
40 4. Once approved by the Board, the amendment shall be presented to the membership at least
41 thirty (30) days prior to the next Annual Session, where it may be adopted by a two-thirds **(2/3)**
42 vote of the active members present and voting at the regularly scheduled business meeting.

43
44 B. CLERICAL CORRECTIONS:

45 The Board of Directors may, by majority vote, make corrections in punctuation, grammar, spelling,
46 and formatting to these bylaws which do not alter their context or intent.

47
48 ARTICLE XVII — PRINCIPLES OF ETHICS

49
50 The professional conduct of a member of this Society and each component organization shall
51 be governed by the ~~The Principles of Ethics~~ and Code of Professional Conduct of the AAO.
52 Failure to adhere to them may subject a member to disciplinary action as stated in the AAO

1 ~~bylaws. American Association of Orthodontists shall be the principles of ethics of this Society and of~~
2 ~~each component organization.~~

3
4 ARTICLE XVIII — DISCIPLINARY PROCEEDINGS

5
6 The Disciplinary Proceedings of the ~~AAO American Association of Orthodontists~~ as contained in its
7 bylaws and policy statements shall be the Disciplinary Proceedings of this Society. Any ethics
8 complaints against members of the Society shall be referred to the AAO ~~Council on Membership,~~
9 ~~Ethics, and Judicial Concerns~~ for review and any grounds for action disposition. Each member
10 hereby agrees to and waives the right to hold this Society, its Officers, Trustee, Delegates,
11 members, employees, or any of its component organizations responsible for any damage,
12 pecuniary or otherwise, as a result of disciplinary proceedings against any member.

13
14 ARTICLE XIX — POLICY AND PROCEDURES MANUAL

15
16 Standing rules outlining the operations and requirements for all offices and committees of
17 PCSO, as well as duties and responsibilities not specified in these bylaws, shall be set forth in
18 a Policy and Procedures Manual. Said manual shall be prepared, adopted, maintained, and
19 reviewed by the Board of Directors of PCSO. The power to amend the Policy and Procedures
20 Manual shall be vested in the Board.

ⁱ ~~Accredited orthodontic program, as used in these bylaws, shall mean those advanced specialty education programs in orthodontics that are accredited
by the Commission on Dental Accreditation of the American Dental Association (ADA) or the Commission on Dental Accreditation (ADC) of Canada.~~

¹ The General Assembly is defined as the group of voting PCSO members attending the Annual Business meeting.