



**CALIFORNIA ASSOCIATION OF ORTHODONTISTS**

**BYLAWS**

**TABLE OF CONTENTS**

**[Page numbers to be updated once revisions are final]**

<b>ARTICLE I – Name and Territorial Jurisdiction</b>	<b>1</b>
<b>ARTICLE II – Core Mission</b>	<b>1</b>
<b>ARTICLE III – Core Purpose</b>	<b>1</b>
<b>ARTICLE <del>IV</del>III – Membership</b>	<b>2</b>
<b>ARTICLE <del>V</del>IV – Board of Directors</b>	<b>7</b>
<b>ARTICLE V – Officers</b>	<b>4</b>
<b>ARTICLE VII – Committees</b>	<b>11</b>
<b>ARTICLE VIII – Association Management Company</b>	<b>19</b>
<b>ARTICLE IX VIII – Meetings</b>	<b>20</b>
<b>ARTICLE IX – Finances</b>	<b>20</b>
<b>ARTICLE XI – Indemnification</b>	<b>21</b>
<b>ARTICLE XII – Parliamentary Authority</b>	<b>21</b>
<b>ARTICLE XIII – Amendments</b>	<b>21-22</b>
<b>ARTICLE XIV XIII – Principles of Ethics</b>	<b>22</b>
<b>ARTICLE XIV – Disciplinary Proceedings</b>	<b>22</b>
<b>ARTICLE XVI – Policy and Procedure Manual</b>	<b>22</b>

**BYLAWS OF THE**  
**CALIFORNIA ASSOCIATION OF ORTHODONTISTS**  
~~October 2018~~ Revised 2020

**ARTICLE I – NAME AND TERRITORIAL JURISDICTION**

The name of this organization shall be the California Association of Orthodontists, hereinafter referred to as “the Association” or “this Association” or “CAO.” This Association is recognized as a component of the Pacific Coast Society of Orthodontists, hereinafter referred to as “PCSO” or “the Constituent,” which is recognized as a constituent organization of the American Association of Orthodontists, hereinafter referred to as “the AAO.”

The territorial jurisdiction of this Association shall be comprised of members practicing in the State of California.

**ARTICLE II – CORE MISSION**

The Mission of CAO shall be to:

- A. Support its members in their pursuit of excellence during their practice of orthodontics,
- B. Promote the values of ethical practice as defined by the American Association of Orthodontists,
- C. Advocate for its members in issues related to professional governance and regulation,
- D. Provide continuing educational opportunities for its members; and
- E. Encourage the public to seek an orthodontic specialist when considering comprehensive orthodontic treatment.

**ARTICLE III – CORE PURPOSE**

~~The purpose of the CAO is to serve as the administrative entity whose duty is to effectively organize and facilitate the accomplishment of the CAO mission~~

**ARTICLE III IV – MEMBERSHIP**

- A. CLASSIFICATION: Election to and classification of membership in this Association shall be established as set forth in the ~~B~~bylaws of the AAO.
- B. ELIGIBILITY: Membership in this Association requires membership in the ~~Component~~ Constituent organization and the AAO.

- C. PRIVILEGES: Except as set forth elsewhere in these Bbylaws and policy statements of this Association, all members shall be entitled to all services and privileges as may be provided by this Association to the applicable classifications of membership.

Only active **members in good standing**, including life active and active academic status, ~~members in good standing~~ shall be eligible to seek or hold office or other elect~~ed~~ive or appointed positions in this Association, or to vote or otherwise participate in the selection of Association officials or the establishment of Association policies.

D. DUES AND ASSESSMENTS:

1. Payment: All dues, application fees, and assessments shall be payable in U.S. currency to the AAO as a portion of its annual billing. All dues shall be due and payable on June 1 of each year. Members failing to pay their annual dues and assessments shall forfeit their membership as provided in these Bbylaws.
2. The annual dues and assessments for members of this Association 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 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 Bbylaws supporting the request for a Senior Limited Practice Waiver.

The Board of Directors must approve the requests by a majority vote.

4. Exempt Members: Retired, Service and Honorary member shall be exempt from dues and assessments.
5. Non-Payment of Dues and/or Assessments:  
On December 31<sup>st</sup> 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**; ~~ELECTION TO MEMBERSHIP AND RE-APPLICATION:~~

Application: Application for all classes of membership, except honorary, shall be made on the form prescribed by the AAO and submitted directly to the AAO. Once accepted, and appropriately classified, the applicant shall be deemed to be a member of the Association.

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

## **ARTICLE ~~IV~~ VI – BOARD OF DIRECTORS**

- A. COMPOSITION: The Board of Directors shall consist of eleven (11) members: The four (4) officers of this organization (as defined in ARTICLE V, Section A) and seven (7) duly elected Directors. These eleven (11) members shall constitute the voting membership of the Board.

~~The Officers of the Board of Directors shall be the officers of this organization.~~ **The Executive Director and other management staff also have the right to attend and participate at all meetings of the board but shall have no voting privileges. Nonvoting advisors may also be invited as needed by the board. These individuals shall not be present when the board enters executive session, unless invited to attend in an advisory capacity with no voting privileges.**

- B. QUALIFICATIONS: A Director shall be an active member in good standing of this Association. Should the status of any Director change in regard to the preceding qualification during his/her term of office, that office shall be declared vacant and such vacancy shall be filled as hereinafter provided.

- C. NOMINATION AND ELECTION: Directors to the CAO board and Directors representing California on the PCSO board shall be nominated by the Nominating Committee. The Nominating Committee shall present nominations for the number of directors needed to fill the vacant positions to the CAO Board for approval. Candidates approved for nomination shall be presented to the Secretary-Treasurer no later than sixty (60) days prior to voting.**

**All voting for elected officials shall be by electronic ballot. The Secretary-Treasurer shall send ballots containing the names of the nominees to the membership no later than thirty (30) days prior to the election date. The Secretary-Treasurer shall**

designate the order in which the names appear and whether they were nominated by petition or by the Nominating Committee. Nominees receiving a majority of the responding ballots shall be deemed elected.

D. TERM OF OFFICE: The term of office of a Director shall be two (2) years. The consecutive tenure of a Director shall be limited to six (6) years.

E. TERMINATION, RESIGNATION, VACANCY AND ABSENCE:

1. Any officer or director may resign at any time by giving written notification to the President or the Secretary-Treasurer of this Association. Should a Director represent CAO at the PCSO, notification shall be made to the PCSO of such action. Such resignation shall take effect at the time specified therein, or immediately if no time is specified.

~~Upon receiving notification, The Board of Directors shall receive and pass upon resignation of officers and directors and shall fill such vacancies for the remainder of the term unless otherwise provided for in these B~~bylaws.

2. Any Officer or Director of this Association may be removed from their duly elected position with or without cause by a two-thirds (2/3) majority vote of the other members of the Board of Directors. The individual in question shall not be allowed to vote.

F. POWERS AND DUTIES of the BOARD of DIRECTORS:

1. The Board of Directors shall be the managing body of the Association, vested with full power to conduct all business of the Association, subject to the laws of the State of California, the Articles of Incorporation, and the Bbylaws and the policies and procedures approved by the Board of Directors and the mandates of the \*General Assembly. The Board of Directors shall have the power to:

- a. Establish rules and regulations not inconsistent with these Bbylaws to govern its organization and procedure.
- b. Direct the President to call a special session of the \*General Assembly as provided in these bylaws.
- c. ~~Charge~~ Change the annual dues or institute assessments for members of this Association as recommended by the Budget and Finance Committee to the Board of Directors (adoption shall require a three-fourths (3/4) vote of the Board of Directors for approval).
- d. Exercise full discretion in ~~e~~affecting publication in, or omission from, any official publication of the Association, in whole or part.
- e. Establish ad interim policies, including the disbursement of unbudgeted funds, when \*General Assembly is not in session and when such policies are essential to the management of the Association.
- f. Establish an Executive Committee.
- g. Define and ensure appropriate level and model of management support. Employ an Executive Director.

- h. Appoint consultants whenever necessary.
  - i. Nominate honorary members.
2. It shall be the duty of the Board of Directors to:
- a. Provide for the maintenance and supervision of all of the real and personal property owned or operated by the Association.
  - b. Make appointments as necessary to help administer this Association.
  - c. Determine the time and place for convening each ~~annual business~~ meeting of the Association and to provide for the management and general arrangements for such meeting.
  - d. Cause all accounts of this Association to be **reviewed or** audited by an independent certified **public** accountant at least once a **each** year.
  - e. Adopt a budget for carrying on the activities of this Association for each ensuing fiscal year.
  - f. Perform such other duties as may be prescribed by these ~~B~~bylaws.
  - g. Fill any vacancies on the PCSO Board of Directors that may arise from the resignation or termination of a PCSO Director from California. The new Director shall serve for the remainder of that term and be eligible to be reelected for ~~an~~ **one (1)** additional **two-year term** ~~(2) terms of two (2) years each.~~

#### G. BOARD MEETINGS:

1. Regular Meetings: The Board of Directors shall hold a minimum of three (3) regular meetings each year. Directors and Officers are expected to attend all meetings. No director or officer shall miss more than one meeting during their current term and not more than two during their tenure on the Board. If a director or office cannot attend a meeting, they must notify the President and the Executive Director at least 90 days in advance.
2. Special Meetings:
  - a. The President may call a special meeting of the Board at any time.
  - b. The President shall call a special meeting at the request of five (5) voting members of the Board. Unless waived by unanimous consent, all special meetings shall ~~required~~ a minimum of four (4) days notice to each member of the Board if by first-class mail or ~~forty-eight~~ (48) hours' notice if delivered personally or by electronic transmission (including email). The business of special meetings shall be limited to that stated in the official call unless waived by unanimous consent.
  - c. Special Meetings via Electronic Media: The members of the Board of Directors may participate in, and act at a meeting of the Board of Directors called by the ~~Chair~~ **President** on matters of the Association requiring immediate attention through the use of conference via telephone and/or other appropriate technology. These meetings shall be recorded and made part of

the action of the Board of Directors. When communication is by conference telephone, all members must be able to hear one another. When communication is by video or other electronic means, each member participating must be able to communicate with all other members concurrently and be provided with means to participate in all matters coming before the Board, including the capacity to propose or object to any action. Use of such modality requires the means to identify each person participating as a person entitled to participate and to verify that only such persons cast votes.

3. Quorum: ~~Six(6)~~ **A majority** of the voting members of the Board of Directors shall constitute a quorum.

#### H. ACTION WITHOUT MEETING:

1. The Board of Directors may transact any business without convening a meeting if the following conditions are met:
  - a. Each and every Board members shall be notified of the nature of the proposed business;
  - b. Each and every Board member shall approve the proposed action without a meeting by submitting via mail, fax, or email, written consent to the proposed action;
  - c. The action shall be effective as of the date the last Board member's approval is obtained (establishing unanimous Board consent), or other date specified in the action (including an earlier or later date);
  - d. The results of any approved **d** matters shall be properly ~~documents~~ **documented** and entered into the minutes of the next Board meeting.

### **ARTICLE ~~V~~ VI – OFFICERS**

- A. TITLE: The officers of this Association shall be the President, the President-Elect, the Immediate Past President and the Secretary-Treasurer.
- B. QUALIFICATIONS: Only an active member, including life active and active academic status, in good standing of this Association shall be eligible to serve as an officer.
- C. NOMINATIONS AND ELECTIONS: The President-Elect **and** Secretary-Treasurer ~~CAO Board Directors and PCSO Directors from California~~ are nominated by the Nominating Committee. The Nominating Committee shall present nominations for the offices of President-Elect **and** Secretary-Treasurer, ~~and the number of directors needed to fill the vacant positions on the Board of this Association to the Board for approval. Candidates approved for nomination shall be presented to the Secretary-Treasurer no later than sixty (60) days prior to the Annual Business meeting.~~ **These officers are elected by the general membership along with Directors as outlined in ARTICLE IV-Section C.**

D. TERM OF OFFICE: The officers shall serve for a term of one (1) year, or until their successors are elected. In the event that a candidate for specific office is not able to be identified, current officers may fulfill an additional term or terms in their present respective capacity(ies) as needed. In the event a current officer is not willing or able to continue service, a Past President of CAO may be nominated for service.

#### E. VACANCIES AND ABSENCES

1. In the event the office of President becomes vacant, the President-Elect shall succeed to the office of President for the unexpired portion of the term and the full term of President for which the President-Elect was elected. A vacancy in the office of President-Elect or Secretary-Treasurer shall be filled by the Board of Directors, provided that any person so appointed shall not automatically succeed to any other office. Filling these offices for subsequent terms beyond the interim shall be done by procedures described in these Bylaws.
2. In the absence of the President, the President-Elect shall act as Chair; if the President-Elect is also absent, a voting member of the Board shall be elected Chair pro-tem by the other members of the Board present.
3. In the absence of the Secretary-Treasurer, the Chair shall appoint a Secretary pro-tem.

#### F. DUTIES:

1. President: It shall be the duty of the President to:
  - a. Serve as an official representative of this Association in its contacts with governments, civic, business and professional organizations for the purpose of advancing the objectives and policies of this Association.
  - b. Serve as Chair of the Board of Directors.
  - c. Serve as a member of the Executive Committee.
  - d. Be ~~an ex-officio member of~~ a non-voting advisor on all committees.
  - e. Automatically succeed to the office of the Immediate Past President at the end of the President's term.
  - f. Perform such other duties as provided for in these Bylaws or as may be prescribed by the General Assembly\* or the Board of Directors and as usually appertain to the office of President.
2. President-Elect: It shall be the duty of the President-Elect to:
  - a. Assume the duties of the President in case of absence or incapacity.
  - b. Serve as a member of the Executive Committee
  - c. Automatically succeed to the office of the President at the end of the President-Elect term



- d. Perform such other duties as may be provided for in these **B**ylaws or as may be prescribed by the \*General Assembly or the Board of Directors and as usually appertain to the office of President-Elect.
3. It shall be the duty of the Secretary-Treasurer to:
    - ~~a. Approve payables as noted in the Policy Manual~~
    - a. Review the Association financial reports.
    - b. Authorize transfer of funds.
    - c. Serve as a member of the Executive Committee.
    - d. Keep a record of all proceedings of this Association
    - e. Perform such other duties as may be provided for in these **B**ylaws or the Board of Directors and as usually appertain to the office of Secretary-Treasurer.
  4. Immediate Past President: It shall be the duty of the Immediate Past President to:
    - a. Chair the Nominating and Management Services Evaluation Committees.
    - b. Serve as a member of the Executive Committee.
    - c. Perform such other duties as may be provided for in these **B**ylaws or by the Board of Directors and as usually appertain to the office of Immediate Past President.

## **ARTICLE VI VIII – COMMITTEES**

### **A. PURPOSE AND AUTHORITY:**

1. Committees of this Association are advisory, study and working bodies which are constituted to provide input to the Association from a diverse group of members. Committee authority is limited to study and recommendation within the organizational structure of the Association; this includes authority to seek information pertinent to such studies from any source outside the Association within guidelines as may be established by the Board of Directors. No outside person may participate directly or by observation in any committee delegations without specific authorization from the Board of Directors. No committee or member of a committee may communicate with any outside person, organization, or agency in such a way as to imply authority to represent the Association **or** of present an Association position without direction of the Board of Directors. The Board of Directors may assign other duties to committees. The President of this Association has the authority to appoint all committee chairs, unless otherwise appointed by these **B**ylaws.
2. All members of the committees must be active members in good standing of this Association.

### **B. TYPES OF COMMITTEES:**

1. Standing Committees: Those committees that the Association uses on a continual basis as set forth in the ~~B~~bylaws. Standing committee members are required to be members of the Board of Directors.
2. Ad Hoc Committees: Those committees that the Association forms to address a specific need. An ad hoc committee may exist for as long as deemed necessary to complete the work assigned to it. When the work of an ad hoc committee is complete, the committee may be dissolved. Ad hoc committee members are not required to be members of the Board of Directors.
3. Task Forces: A task force is formed by the Association if there is an objective to be achieved in a short period of time. When the work of a task force is complete, the task force may be dissolved. Task force members are not required to be members of the Board of Directors.

C. STANDING COMMITTEES:

1. The Standing Committees of this Association shall be:
  - a. ~~Budget and Finance Committee~~
  - b. **Executive Committee**
  - c. ~~Nominating Committee~~
  - d. ~~Strategic Planning Committee~~
  - e. ~~Management Services Evaluation Committee~~

2. Members and Charge:

- a. ~~Budget and Finance Committee:~~

Committee Members:

- i. Shall be comprised of a minimum number of three (3) committee members, including the Secretary-Treasurer who may not serve as Chair, each of whom may serve up to three (3) terms of two (2) years each. **The President-Elect and Executive Director shall serve as non-voting advisors to the committee in addition to the voting members.**
- ii. **The President may appoint a non-voting advisory member as a financial/investment expert to the committee as deemed necessary.**

Committee Charge:

- i. Shall prepare an annual budget for the next fiscal year using estimated amounts of income (excluding invested reserve fund income, which shall be reported separately) and disbursements for the ensuing year.
- ii. Allocate the amount of funds available to meet the various budget, committee, and Board of Directors funding requests.

- iii. Make recommendations and reports to the Board of Directors when requested.
- iv. **Oversee investments**

b. ~~Nominating Committee:~~

i. ~~Committee Members:~~

a. ~~The Nominating Committee shall consist of the Immediate Past President, who shall be Chairperson, and the three (3) Past Presidents who served immediately prior to the committee chair. Serving on the committee in an advisory capacity and without the right to vote is the current CAO Board President.~~

ii. ~~Committee Charge:~~

a. ~~This committee shall make nominations for elected CAO officers and directors and PCSO directors representing California. These nominations shall be presented to the Secretary/Treasurer no later than sixty (60) days prior to the Annual Business meeting.~~

b. ~~Additional nominations may be submitted from an active member in good standing to the Secretary/Treasurer no later than forty-five (45) days prior to the Annual Business meeting, if endorsed by a minimum of thirty (30) members.~~

c. ~~Strategic Planning Committee:~~

i. ~~Committee Members:~~

a. ~~Shall consist of the President-Elect, Secretary/Treasurer and a minimum of one (1) board member and two (2) members at large.~~

ii. ~~Committee Charge:~~

a. ~~Shall create and update a document (Strategic Plan) to guide CAO with purpose, values, goals, and a vision of the future. This document will be reviewed annually and recommendations presented at the board meeting in the fall.~~

b. ~~Shall review B**ylaws** every other year and present proposed changes at the ad-interim meeting in the spring of even-numbered years.~~

c. ~~Shall review Policy and Procedures every other year and present changes at the ad-interim meeting in the spring of odd-numbered years.~~

b. Executive Committee:

Committee Members:

- i. Shall be composed of the President, **who shall be the chair**, the President-Elect, the Immediate Past President, and the Secretary-Treasurer and chaired by the President.

Committee Charge:

- i. This committee shall have the power to act on behalf of the full Board of Directors on matters requiring attention or resolution in the interim between sessions of the Board.
- ii. This committee does not have the authority to amend or ~~reserve~~ **reverse** any action adopted by the full Board.
- iii. Any action taken by this Committee must be ratified by the majority of the Board at its next session in order to remain in effect. All such actions shall be recorded in the minutes of the Board session.

~~e. Management Services Evaluation Committee:~~

~~i. Committee Members:~~

- ~~a. Shall consist of the Immediate Past President, who shall be the Chairperson, and the three (3) previous Immediate Past Presidents.~~

~~ii. Committee Charge:~~

- ~~a. Shall annually poll the Association's leadership to evaluate the performance of the Executive Director and his/her staff.~~
- ~~b. Shall provide constructive feedback to the management team after annual session meeting in the fall.~~

**D. AD HOC COMMITTEES AND TASK FORCES:**

1. The President, with the consent of the Board of Directors, may appoint ad hoc committees and task forces to perform duties not otherwise assigned by these bylaws.
2. The tenure of an ad hoc committee or task force shall last only until the committee's report is accepted as complete by the Board of Directors or the term as set forth in the resolution creating the committee expires.
3. Membership:
  - a. Each ad hoc committee and task force shall consist of a Chair and an appropriate number of members to accomplish the assigned work. The number of members shall be set forth in the resolution creating the committee or task force. Where practical, the members shall be appointed equitably on a geographical basis. Upon approval of the Board of Directors, the President may change the number of members on a committee.
  - b. The Chair of each committee and task force will be appointed by the President.
  - c. Every effort should be made to ensure the committee membership "rotates" with a blend of experienced and new members appointed each year.

- d. All members of committees and task forces must be active members in good standing of this Association.

Ad Hoc committees are further defined in the *Policy & Procedures Manual* of the Association.

~~E. SPECIAL COMMITTEES, SUB-COMMITTEES, CONSULTANTS AND ADVISORS:~~

~~The Board of Directors or the President may appoint committees.~~

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

F. VACANCIES:

In the event of a vacancy in the membership of any committee, the President shall appoint an active member to fill such vacancy. In the event such vacancy involves the chair of the committee, the President shall have the power to appoint an ad interim chair unless otherwise provided for in these Bylaws.

G. QUORUM:

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

H. ACTION WITHOUT A MEETING:

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

1. Every committee member must be notified of the nature of the proposed business;
2. Every committee member must submit documented consent via mail, fax, or email to transact the business without a meeting;
3. The effective date of the action shall be upon receipt of the last required signature or other date specified in the action;
4. The results of the transactions(s) shall be properly documented and entered into the minutes of the next committee meeting.

**ARTICLE VII VIII – ASSOCIATION MANAGEMENT COMPANY**

A. ASSOCIATION MANAGEMENT COMPANY (AMC):

Upon approval of the Board of Directors, an Association Management Company will be contracted to perform the ~~durites~~ **duties** necessary to conduct the day-to-day business of the Association.

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

B. DUTIES:

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

1. Administer all Association business matters which includes providing a legal address and central office location, maintaining appropriate banking and investment accounts, and representing the Association and each of its officers.
2. Facilitate communication between officers, board, committees, PCSO, AAO, general membership and outside parties.
3. Negotiate contracts and execute agreements and provide management counsel as appropriate.
4. Maintain database of all financial transactions and an updated member database, providing accurate reports of financial activity and membership information to all interested parties.
5. Prepare annual budget for approval, process all invoices, and payments, track expenditures to budget, immediately communicate anticipated variances with proposed resolution for handling any variance, coordinate annual audit and tax return preparation.
6. Maintain current information (as provided by the Association) on the website or **co**ordinate with the Association's preferred provider.
7. Manage all logistics and information relative to Board and Committee meetings (including agenda, minutes and reports).

**ARTICLE VIII IX – MEETINGS of the MEMBERSHIP**

~~Annual Business Meeting: The Association shall call cause a meeting of the membership of this Association as needed at least once per calendar year. Such meeting shall be open to all members and known as the General Assembly\*. The Executive Director Secretary-Treasurer shall notify the membership at least 30 days four (4) weeks prior to the called meeting date. Such notification shall include the time, place, and anticipated program of each called meeting. This meeting is in line with the Bylaws of the Pacific Coast Society of Orthodontists.~~

## **ARTICLE IX XI – FINANCES**

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

The fiscal year of this Association shall begin January 1 and end December 31 of each calendar year.

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

~~All receipts of the Association shall be deposited in a bank to be approved by the Board of Directors. All bills shall be paid only by checks signed by the Executive Director and/or Secretary-Treasurer or any other two (2) officers of the Association.~~  
The General Fund consists of unrestricted net assets/monies not allocated for purposes specifically outlined in these bylaws. These assets can be designated as reserves and operating expenses at the discretion of the Board of Directors. These monies shall be used to meet all expenses incurred by the Association and not otherwise provided for in these bylaws.

### **C. BUDGET PREPARATION AND ADOPTION:**

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

### **D. AUDITING OF ACCOUNTS:**

All accounts of this Association shall be reviewed or audited by an independent certified public accountant at least annually, and a report of such review shall be submitted to the Board of Directors.

## **ARTICLE X XII – INDEMNIFICATION**

This Association shall indemnify to the full extent authorized or permitted by the Corporation Law of the State of California any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, 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 Association.

## **ARTICLE XI XIII – PARLIAMENTARY AUTHORITY**

The current edition of the parliamentary authority specified in the AAO bylaws shall govern this organization in all parliamentary situations that are not provided for in the law or in this Association's corporate charter, Bbylaws or policy and procedure manual.

## ARTICLE ~~XII~~ XIII – AMENDMENTS

### A. PROTOCOL:

1. Amendments to these Bbylaws may be proposed by either the Board of Directors, a duly authorized committee, or from the membership if it is endorsed by twenty-five (25) active members.
2. Proposed amendments shall be reviewed, modified, accepted, or rejected by the ~~Strategic Planning Committee~~ Board of Directors at least sixty (60) days prior to a membership vote the next PCSO Annual Session and such action may include the opinion of the Board Committee.
3. Once approved by the Board, the amendment shall be presented to the membership at least thirty (30) days prior to adoption date the next Annual Business meeting, where it may be approved by a two-thirds (2/3) affirmative vote of the active members present and voting. The Secretary-Treasurer shall designate the order in which the amendments appear and the origin of the amendment.

### B. MAIL-BALLOT:

An amendment having been approved by the Board of Directors may be adopted by an electronic or mail ballot. Provided that notices stating the contemplated changes have been distributed to the voting membership at least thirty (30) days prior to the adoption date, the amendments will be approved by a two-thirds (2/3) affirmative vote of the members voting.

### C. CLERICAL CORRECTIONS:

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

## ARTICLE ~~XIII~~ XIV – PRINCIPLES OF ETHICS

The professional conduct of a member of this Association shall be governed by Principles of Ethics and Code of Professional Conduct of the AAO. Failure to adhere to them may subject a member to disciplinary action as stated in the AAO Bbylaws.

## ARTICLE ~~XIV~~ XVI – DISCIPLINARY PROCEEDINGS

The Disciplinary Proceedings of the AAO as contained in its Bbylaws and policy statements shall be the Discipline Proceedings of this Association. Any ethics complaints against members of the Association shall be referred to the AAO for review



and any grounds for action. Each member hereby agrees to, and waives the right to hold this Association, its Officers, Trustees, Delegates, members employees or contractors or any of its constituent and component organizations responsible for any damage, pecuniary or otherwise, as a result of disciplinary proceedings against any member.

#### **ARTICLE XV XVI – POLICY AND PROCEDURE MANUAL**

Standing rules outlining the operations and requirements for all offices and committees of the Association, as well as duties and responsibilities not specified in these Bylaws, shall be set forth in a Policy and Procedure Manual. The manual shall be prepared, adopted, maintained and reviewed by the Board of Directors of the Association. The power to amend the Policy and Procedure Manual will shall be vested in the Board.

\*Note: The General Assembly is defined as the assembled CAO members during the Association's Annual Business Meeting a business meeting of the Association.