BYLAWS OF THE

MARYLAND STATE SOCIETY OF ORTHODONTISTS

Adopted on April 14, 2010

A COMPONENT OF
THE MIDDLE ATLANTIC SOCIETY OF ORTHODONTISTS

AND
THE AMERICAN ASSOCIATION OF ORTHODONTISTS
## TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>I</td>
<td>Organization</td>
<td>3</td>
</tr>
<tr>
<td>II</td>
<td>Purposes</td>
<td>3</td>
</tr>
<tr>
<td>III</td>
<td>Membership</td>
<td>3</td>
</tr>
<tr>
<td>IV</td>
<td>Executive Board</td>
<td>4</td>
</tr>
<tr>
<td>V</td>
<td>Officers</td>
<td>6</td>
</tr>
<tr>
<td>VI</td>
<td>Committees</td>
<td>8</td>
</tr>
<tr>
<td>VII</td>
<td>Resignation and Removal</td>
<td>8</td>
</tr>
<tr>
<td>VIII</td>
<td>Sessions</td>
<td>8</td>
</tr>
<tr>
<td>IX</td>
<td>Finances</td>
<td>9</td>
</tr>
<tr>
<td>X</td>
<td>Indemnification</td>
<td>10</td>
</tr>
<tr>
<td>XI</td>
<td>Parliamentary Authority</td>
<td>10</td>
</tr>
<tr>
<td>XII</td>
<td>Amendments</td>
<td>10</td>
</tr>
<tr>
<td>XIII</td>
<td>Principles of Ethics</td>
<td>10</td>
</tr>
<tr>
<td>XIV</td>
<td>Seal</td>
<td>10</td>
</tr>
</tbody>
</table>
BYLAWS OF THE
MARYLAND STATE SOCIETY OF ORTHODONTISTS

ARTICLE I -- ORGANIZATION

A. NAME:
The name of this organization shall be the Maryland State Society of Orthodontists, hereinafter referred to as "the Society" or "this Society." This Society is a component of the Middle Atlantic Society of Orthodontists, which is recognized as a constituent organization, and hereinafter referred to as "MASO" or "the Constituent," of the American Association of Orthodontists, hereinafter referred to as "the AAO."

B. INCORPORATION
This Society is a non-profit corporation organized under the laws of the State of Maryland on _____________. If this corporation should be dissolved at any time, no part of its funds or property shall be distributed to or among its members, but after payment of all indebtedness of the corporation, its surplus funds and properties shall be used for the purposes of orthodontic education or research, as the then governing body of the Society may determine.

C. JURISDICTION:
The territory under the jurisdiction of this Society shall consist of the entire state of Maryland.

ARTICLE II -- PURPOSES

The purposes of this Society shall be:
To further the purposes and objectives of MASO and the AAO by serving as a liaison to the following within the state of Maryland:

A. Dental associations, in all matters affecting orthodontics;
B. Dental service corporations, if in operation;
C. Legislatures and other governmental agencies, in cooperation with the Maryland State Dental Association;
D. Public health agencies
E. Insurance companies and industries.
F. Orthodontic Residency Programs.

ARTICLE III -- MEMBERSHIP

A. CLASSIFICATION:
Election to, and the classification of, membership in this Society shall be as set forth in the Bylaws of the American Association of Orthodontists.
The members of this Society shall also maintain their principal place of
orthodontic practice in the state of Maryland.

B. PRIVILEGES:
Except as set forth elsewhere in these Bylaws, all members shall be entitled to all services and privileges as may be provided by this Society in accordance with their applicable classification of membership. Only active members in good standing shall be eligible to seek or hold office or other elective or appointive positions in this Society, or to vote or otherwise participate in the selection of Society officers or the establishment of Society policies.

C. DUES AND ASSESSMENTS:
1. Payment:
All dues, application fees, and assessments shall be payable to the AAO, with the exception of those fees or assessments which are to be used exclusively for the benefit of the members of this Society. Dues, fees, and assessments to be used exclusively by this Society will be paid directly to this Society or its designee.

2. Dues:
The dues for component membership in this Society shall be established by a vote of the general membership. A proposal for a change in dues may be considered at any meeting of the Society, or at any special meeting called for that purpose, provided that notice to the membership of the proposed change is given at least sixty (60) days prior to the date of the meeting at which it is to be considered.

3. Assessments:
An assessment may be proposed by the Society’s Executive Board, and levied upon all dues-paying members. Such assessments must be approved by a majority of the active members by mail or electronic ballot or by ballot at a regular business meeting. Such assessment shall not be deemed an increase in dues, and shall apply only to the particular year in which it is adopted.

ARTICLE IV--EXECUTIVE BOARD

A. The governing body of this Society shall be known as the Executive Board, herein referred to as “the Board”.

B. COMPOSITION: The Executive Board of this Society shall consist of the following:

1. Three (3) Officers: The President, President-Elect, and the Secretary/Treasurer. The officers shall serve for a term of one year or until their successors are elected.
2. Two (2) Directors elected from the general membership. One (1) Director shall be elected annually for a term of two years. During their second year as a Director, this individual shall serve as the Society liaison to the Maryland State Board of Dental Examiners. At the completion of their second year of office, a Director shall be eligible for election to the position of Secretary/Treasurer.

3. The Immediate Past President who shall be an ex-officio member without the privilege to vote.

C. QUALIFICATIONS:
The Executive Board shall be composed of active members in good standing with this Society.

D. NOMINATION AND ELECTION:
There shall be a Nominating Committee composed of the voting members of the Executive Board. This Committee shall present a nominee for the office of Director. The nomination shall be announced to the membership in a pre-annual meeting publication and shall be presented at the meeting of the members during the ensuing annual meeting. Other nominations for this office may be made from the floor. The Secretary of the Society shall promptly report the result of the election to the Secretary of MASO and the AAO.

E. VACANCY AND ABSENCE:
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 as well as for the full term which he/she would automatically assume according to these Bylaws. A vacancy in the office of President-Elect or Secretary/Treasurer shall be filled by the Board, who shall have the power to elect an interim successor. The vacancy shall then be filled at an election to be held at the next general membership meeting. In the absence of the President, the position of Chairperson of the Board shall be filled by the President-Elect, or the Secretary/Treasurer in that order.

F. POWERS:
The Executive Board shall have the power to:

1. Conduct all business of the Society, subject to the Articles of Incorporation, Bylaws, and the mandate of the membership.

2. Establish rules and regulations, consistent with the Bylaws, to govern this Society’s organization and procedure.

3. Establish ad interim policies when such policies are essential to the
management of the Society; provided, however, that all such policies
must be presented for review at the next meeting of the Society’s
membership.

4. Select nominees to serve in positions in the Middle Atlantic Society of
Orthodontists.

5. Establish the time and place of meetings of the Board and general
membership.

6. Create and appoint such special committees as may be necessary to
carry out the functions of this Society.

7. Act as an appellate body to approve, disapprove, or return for further
study the recommendations of any committee.

8. Perform those tasks and assignments given to it under these bylaws
and as may be prescribed to it from time to time by the membership.


10. Consider any change in the annual dues or membership fees, any
assessment upon the members, or any special appropriation of funds
from the treasury, and make its recommendations to the general
membership for final action.

11. Oversee the specific duties of each Director.

G. DUTIES: It shall be the duty of the Executive Board to:
1. Cause to be bonded by a surety company all officers and employees of
the Society entrusted with Society funds.

2. Cause all accounts of this Society to be audited or reviewed by an
independent certified public accountant at least once a year.

3. Submit an annual report of its activities to the membership.

4. Serve as a nominating committee for the elective officers of this
Society.

5. Perform such other duties as may be prescribed by these Bylaws.

ARTICLE V--OFFICERS:

A. TITLE:
The officers of this Society shall be the President, President-Elect, and
Secretary/Treasurer.
1. The President of the Society shall serve as Chair of all meetings of the Executive Board and general membership. It shall be the duty of the President to serve as the official representative of this Society in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of this Society, to serve as Chair of the Executive Board, to submit an annual report to the membership, and to perform such other duties as provided for in these Bylaws or as may be prescribed by the membership or the Executive Board and as usually appertain to the office of President.

2. The President-Elect shall serve as Chair of those meetings when the President is absent.

3. The Secretary-Treasurer of the Society who shall serve as both Secretary and Treasurer. He/she shall serve as the recording officer of the Executive Board and custodian of its records, and shall cause a factual record of the proceedings to be kept as the official transactions of the Board. In the absence of the Secretary, the Chair shall appoint a Secretary pro tem.

B. MEETINGS:

1. Regular Meetings: The Executive Board shall hold a minimum of two regular meetings each year.

2. Special Meetings and Meetings via Electronic Media: The Chair may call a special meeting of the Board at any time. The Chair shall call a special meeting at the request of three (3) voting members of the Board. All special meetings shall require a minimum of five (5) days' notice to each member of the Board unless waived by unanimous consent. The business of special meetings shall be limited to that stated in the official call unless waived by unanimous consent. The members of the Executive Board may participate in and act at a meeting of the Board on matters of the Society requiring immediate attention through the use of conferences via telephone and/or other communications equipment. These meetings shall be recorded and made a part of the action of the Executive Board.

3. Quorum: A majority of the voting members of the Executive Board shall constitute a quorum.
ARTICLE VI -- COMMITTEES

A. STANDING COMMITTEES
Standing Committees of this Society may be created at any session of the membership for the purpose of performing duties of a continuing nature not otherwise assigned by these Bylaws. The composition, chair, term and duties of such Committees shall be set forth in the resolution creating such Committees. The Standing Committees shall also be subject to the qualifications, privileges and limitations imposed upon councils of this Society as enumerated in these Bylaws.

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

ARTICLE VII -- RESIGNATION AND REMOVAL

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

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

ARTICLE VIII--SCIENTIFIC SESSIONS

A. PURPOSE:
The scientific sessions of this Society are established to foster the presentation and discussion of subjects pertaining to the improvement of the health of the public and the art and science of orthodontics.

B. TIME AND PLACE:
The Society may elect to hold a scientific session at a time and place
selected by the Executive Board. The Executive Board shall have the
power to change the time and place of the session, or to cancel same in
the event of extraordinary emergency.

C. MANAGEMENT AND GENERAL ARRANGEMENTS:
The Board shall be responsible for conducting the scientific sessions. For
this purpose, the Board may establish committees as required.

D. TRADE EXHIBITS:
Products or services may be exhibited at scientific sessions at the
discretion of the Executive Board, and in accordance with rules and
regulations established by the Board.

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

ARTICLE IX-- FINANCES

A. FISCAL YEAR:
The fiscal year of this Society shall begin January 1st of each calendar
year and end December 31st of the same calendar year.

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

C. BUDGET PREPARATION AND ADOPTION:
The proposed budget for each ensuing fiscal year shall be prepared by the
Board and submitted to the membership for adoption.

D. AUDITING OF ACCOUNTS:
All accounts of this Society shall be reviewed by an independent certified
public accountant at least annually, and a report of such audit shall be
submitted to the Executive Board and forwarded to MASO and the AAO.

E. SURETY BOND FOR OFFICERS AND EMPLOYEES:
At the expense of the Society, all officers and employees of the Society
entrusted with Society funds shall be bonded by a surety company in an
amount prescribed by the Board.
ARTICLE X -- INDEMNIFICATION

This Society shall indemnify to the full extent authorized or permitted by the Corporation Law of the State of Maryland 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 Society.

ARTICLE XI -- PARLIAMENTARY AUTHORITY

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

ARTICLE XII -- AMENDMENTS

A. PROCEDURE:
These Bylaws may be amended at any session of the membership by a two-thirds (2/3) affirmative vote of the legal votes cast, provided the proposed amendment shall have been presented to the membership in writing at least sixty (60) days prior to said meeting.

B. Notwithstanding the foregoing, these Bylaws may be amended by a four-fifths (4/5) affirmative vote of the active members present and voting at any business meeting of the Society.

C. AMENDMENT RELATING TO DUES:
An amendment to these Bylaws effecting a change in the dues of members shall require a three-fourths (3/4) vote of the legal votes cast of the membership.

ARTICLE XIII -- PRINCIPLES OF ETHICS

The professional conduct of a member of this Society shall be governed by the Principles of Ethics and Code of Professional Conduct of the AAO. In the event there is any inconsistency between these Bylaws and the AAO Bylaws, the AAO Bylaws shall, to the extent permitted by applicable law, control.

ARTICLE XIV -- SEAL

The corporate seal shall be recognized as official within this Society. This shall be employed as an evidence of incorporation on any official document requiring such evidence and shall be used only at the direction of the Executive Board.

( S E A L)