

**COLLEGE OF DIPLOMATES OF THE AMERICAN BOARD OF ORTHODONTICS
BYLAWS**

As amended September 3, 2024

**ARTICLE I
Name**

The name of this organization shall be the College of Diplomates of the American Board of Orthodontics hereinafter referred to as the College.

**ARTICLE II
Purposes**

The purposes of this organization shall be to stimulate and promote the spirit of self-improvement and research in students, teachers and practitioners of orthodontics/dentofacial orthopedics; to encourage qualified specialists in orthodontics to pursue the educationally and clinically stimulating process of board certification; and to pursue these purposes in a manner such that the autonomy of the American Board of Orthodontics will not be compromised in either fact or appearance.

**ARTICLE III
Members**

Section 1. Classification

- A. Active
- B. Retired

Section 2. Eligibility

- A. Active membership in the College shall be limited to active and retired Diplomates of the American Board of Orthodontics.

Section 3. Privileges

- A. Active and retired members shall be entitled to all services and privileges of the College.

Section 4. Application

- A. Membership shall be automatic for eligible applicants as determined from the then current roster of Diplomates of the American Board of Orthodontics, upon receipt of the secretary of a completed application and applicable fees.

Section 5. Dues

- A. Dues for active members shall be one hundred fifty dollars (USD \$150) or as otherwise Determined by the Executive Council from time-to-time **(August, 2024)**
- B. Dues for retired members shall be twenty-five dollars (USD \$25) or as determined by the by the Executive Council from time-to-time. **(August, 2024)**
- C. Dues for active members who are full-time faculty shall be seventy-five dollars (USD \$75) or as determined by the Council from time-to-time. **(August, 2024)**
- D. Dues for excused members shall be waived.
- E. Dues shall be due and payable on or before 1 September of each year. Membership shall be delinquent if dues are not paid by 1 November and forfeited if dues are not received by 1 January. The treasurer will notify members whose dues are not paid by 1 November.
- F. Any member dropped from the roll may be reinstated by paying the applicable fee as determined by the Executive Council. **(August, 2024)**

Section 6. Termination

- A. Membership shall terminate automatically upon termination of Diplomate status by the American Board of Orthodontics.

ARTICLE IV OFFICERS AND EXECUTIVE COUNCIL

Section 1. Officers

The elected officers of the College shall be a president-elect, secretary and treasurer. The president-elect, upon completion of his term in office, shall automatically assume the office of President. The positions appointed by the president, subject to the approval of the council, shall be an editor and a parliamentarian. The president may also appoint a historian. The president shall assign duties of the appointed officers.

Section 2. The Executive Council

- A. The voting members of the Executive Council shall consist of the president, five councilors, and editor.
- B. Councilors are elected by the College, and each represents a College of Diplomates constituent that will be as follows:

Eastern (combined NESO and MASO)
Southern (SAO)
Midwest (combined GLAO and MSO)
Mountain (combined RMSO and SWSO)
Pacific (PCSO)

Of the five councilors, three also occupy College officer positions: president-elect, secretary and treasurer.

- C. Executive Council members without the right to vote shall be the parliamentarian, and if appointed by the President, the historian.

Section 3. Nomination

Nominations shall be made by the Nominating Committee to the Executive Council. The Executive Council will select one nominee to be published in the call for the annual session and for presentation to the business meeting. Additional nominations may be made from the floor only at the business meeting.

Section 4. Election

Election shall be held at the business meeting at the annual meeting. If there is more than one candidate for an office, the election shall be anonymous written or electronic ballot **(August, 2024)**

Section 5. Terms of Office

- A. Terms of office shall begin after the close of the business meeting at which the election is held with the exception of the term of the treasurer, which begins September 1 and ends August 31 of the following year.
- B. The president-elect shall assume the office of president after the close of the business meeting.
- C. The term of office of each councilor shall be two years. Each councilor may not exceed three two-year terms.

Section 6. Vacancy in Office

A vacancy in any elective office shall be filled by the Executive Council until the next annual election.

Section 7. Removal of Officers and Councilors

The Executive Council, by unanimous vote of the members entitled to vote (excluding the member subject to the vote,) may remove an officer or councilor from office for cause. **(August, 2024)**

ARTICLE V
Duties of Officers, Councilors and Executive Council

Section 1. General

The officers shall perform the duties prescribed by these bylaws, by the membership and by the latest edition of the "Standard Code of Parliamentary Procedure", and such other duties as usually appertain to their office.

Section 2. President

The president shall preside at all meetings of the College and of the Executive Council. The president shall appoint all committees and their chairmen, not otherwise provided for in these bylaws, subject to the approval of the Executive Council.

Section 3. Councilors

Councilors shall serve on the Executive Council, assist the officers in the fulfillment of their duties, and perform such other duties for the benefit of the College as may be assigned by the president or Executive Council.

Section 4. Executive Council

- A. The Executive Council shall conduct all business of the organization between annual meetings, subject to such direction or limitation as may be voted on by the membership.
- B. In the interim between meetings of the Executive Council, a vote by electronic media may be taken. Such action shall be reported at the next meeting of the Executive Council and made a part of the minutes of that meeting.
- C. A mail vote may be taken provided that a conference call must be held if requested by one or more members of the Executive Council. Actions taken by mail vote shall be reported at the next meeting of the Executive Council and made a part of the minutes of that meeting.

ARTICLE VI
Meetings

Section 1. Annual Meeting

The annual meeting shall be held at a time and place designated by the future president who will be hosting the meeting that year and confirmed by the Executive Council.

Section 2. Lecturers

Lecturers at any meeting held or sponsored by the College who are qualified specialists in orthodontics must be Diplomates of the American Board of Orthodontics. Provided however, that with a two-thirds affirmative vote by the Executive Council, this requirement may be waived. This limitation does not apply to scientists, experts in related fields or foreign-trained orthodontists.

Section 3. Special Meetings

Special meetings may be called by the Executive Council upon reasonable notice to the membership.

Section 4. Quorum

1. For an Annual or Special Meeting, the presence of twenty-five (25) members shall constitute a quorum. **(August, 2024)**
2. For any meeting of the Executive Council, a quorum shall be present if the majority of Councilors entitled to vote are present. **(August, 2024)**

ARTICLE VII Committees

Section 1. Nominating Committee

A Nominating Committee consisting of three members shall be appointed annually by the Executive Council.

Section 2. Audit Committee

An Audit Committee consisting of three members shall be appointed by the president promptly after each annual meeting. Its duty shall be to audit the treasurer's account at the close of the fiscal year and report at the next annual meeting.

Section 3. Finance and Budget Committee

A finance and budget committee composed of the Treasurer and three other members shall be appointed by the president promptly after each annual meeting. It shall be the duty of this committee to review investments and prepare a budget for the fiscal year and to submit its recommendations at the next annual meeting.

Section 4. Special Committees

Additional committees may be appointed and duties prescribed by the president with the approval of the Council and shall serve for a term corresponding to that of the officers or until their successors have been chosen.

ARTICLE VIII Parliamentary Authority

The current edition of The Standard Code of Parliamentary Procedure governs this organization in all parliamentary situations that are not provided for in the law, or in its charter, bylaws, or adopted rules.

ARTICLE IX Dissolution

In the event of the dissolution of this organization, all funds remaining after satisfaction of obligations then existing shall be transferred as an unrestricted gift to the Foundation of the College or to its successor.

ARTICLE X Amendments

These bylaws may be amended at any regular or special business meeting of the College by a two-thirds (2/3) affirmative vote of the active members present and voting, provided that written notice of the proposed amendment has been mailed to all members not less than thirty (30) days prior to the meeting.

ARTICLE XI Indemnification

The College shall indemnify to the fullest extent authorized or permitted by the corporate law of the State of Nevada, any person made, or threatened to be made, a party in an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was an officer, councilor, or a member elected or appointed to any position or responsibility within this College.

The College shall indemnify to the fullest extent authorized or permitted by the corporate law of the State of Tennessee, any person made, or threatened to be made, a party in action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was an officer, councilor, or member elected or appointed to any position or responsibility within this College, **(August, 2024)**