

**NORTHERN CALIFORNIA
EDWARD H. ANGLE SOCIETY OF
ORTHODONTISTS
BYLAWS**

Bylaws
Edward H. Angle Northern California Orthodontic Society

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Bylaws
Edward H. Angle Northern California Orthodontic Society

Article I. Name and Official Statements

- A. The name of this Component is the Edward H. Angle Northern California Orthodontic Society, a California corporation.
 - 1. Hereinafter referred to as any of the following designations:
 - a. NCASO
 - b. Northern California Component
 - c. Component
- B. The parent organization is the Edward H. Angle Society of Orthodontists, Inc., a Wisconsin corporation.
 - 1. Hereinafter referred to as any of the following designations:
 - a. Edward H. Angle Society of Orthodontists
 - b. EHASO (pronounced as letters)
 - c. Angle Society
 - d. Society
- C. Language
The English language shall be the only official language of the Angle Society.

Article II. Statement of Purpose

- A. The purposes of the Northern California Component shall be:
 - 1. To foster, support, encourage and advance the dental profession and the specialty of Orthodontics.
 - 2. To promote excellence in Orthodontics.
 - 3. To design and conduct professional meetings at regular intervals for interprofessional discourse in research, clinical practice, and for the dissemination of current knowledge and practice principles in the specialty of Orthodontics.
 - 4. To promote and encourage high educational standards for the education and motivation of Orthodontists.
 - 5. To provide administrative and judicial duties for the membership of The Edward H. Angle Society of Orthodontists in carrying out their decisions and programs.

6. To promote and encourage the members of the Angle Society to participate in research and studies suitable for publication in The Angle Orthodontist.

Article III. Membership

A. Geographic qualification of membership

1. All members of the Component except Active members-at-large shall practice within the area labeled “Northern California” on the map attached hereto. (See Fig.1) Such area includes the State of Hawaii and the Northern portions of the states of California and Nevada. Said Northern portions are divided geographically from the Southern California component by a line drawn from Santa Maria, California to Bakersfield, California, to Las Vegas, Nevada extended onto the Arizona State line.
2. Members outside the Northern California Component geographic area
 - a. A person may become a member of the NCASO in whose geographical jurisdiction that person does not practice, under unusual and extenuating circumstances and subject to the following conditions: If the NCASO Component wishes to invite such person into membership it must first obtain written permission of the Executive Committee of the component in which such person practices. Prospective members whose geographical practice location is not in any component’s jurisdiction at the time may be invited into any component without prejudice, limits or pre-approval.
 1. The NCASO may not invite into membership more than two (2) persons each year who practice in the geographical jurisdiction of other components.
 2. The NCASO must report to the Secretary of the EHASO names of persons who are invited into membership by the NCASO in which they practice under the conditions noted above.
 3. In the event of a disagreement between components, all action on membership of such persons shall be suspended and the matter referred to the Board of Directors of the EHASO for adjudication.

- b. Inter-component Transfers
 - 1. Members in good standing may transfer from one component to another under the following conditions.
 - a. The member must obtain written permission of the Executive Committee of the component from which the member wishes to transfer.
 - b. The member must obtain written approval of the Executive Committee of the component to which the member wishes to transfer.
 - c. The member must receive approval of three-fourths (3/4) majority vote of a mail or electronic ballot of all voting members of the component to which the member wishes to transfer.
 - d. A member who moves a practice into the territory of a component other than that in which the member holds membership, may retain the existing membership or may seek membership in the component into whose territory the member has moved.

B. Classes of Membership

The membership of the Component shall consist of four (4) classes of members: Active members, Active members-at-large, Senior members (Active and Retired), and Affiliate members. They are all members of the EHASO in their respective categories.

C. The Classification and Definition of Membership

- 1. ACTIVE MEMBERS shall consist of those who have been elected to Active membership. Active members shall have the right to vote and hold office.
- 2. ACTIVE MEMBERS-AT-LARGE shall include those who are eligible for Active membership, but who reside and practice outside of the geographic boundaries of the Northern California Component of the EHASO. Their location makes it impractical or impossible to meet all of the attendance requirements for meetings of the NCASO, but they fulfill all other requirements for membership. They shall have the right to vote and hold office.
- 3. SENIOR MEMBERS are those members who have been so elected at the discretion of the Board of Directors (herein after also known as the Board or BOD). To be eligible for such membership, the recipient must have been an Active member for twenty-five years (25) or have reached the age of sixty-five (65). Other members who have retired from active practice for physical or health reasons may

be granted senior membership status upon approval by the EHASO Board of Directors following a petition submitted by the executive committee of the NCASO. Senior members may attend scientific or other sessions, taking part if asked or if they so desire, but are not otherwise obligated to do so. Senior members shall have the right to vote and hold office. There are two categories of Senior membership:

- a. SENIOR ACTIVE: Members who are still in active practice (full or part time and/or engaged in orthodontic education with significant remuneration). They shall pay dues, assessments, contribute to the Memorial fund and subscribe to The Angle Orthodontist journal the same as Active members, and be identified as Senior Active in the Component roster.
- b. SENIOR RETIRED: Members who are fully retired from the active practice of Orthodontics with no significant remuneration from teaching or other allied professional activities shall not pay dues, assessments or contribute to the Memorial fund. Their subscriptions to The Angle Orthodontist are entirely optional.

4. AFFILIATE MEMBERS are those who are elected by the NCASO as candidates for membership in the NCASO. Affiliate members cannot hold office or vote.

D. Admission to Membership

1. Affiliate membership shall be by invitation only and such invitation shall be issued by the Board of Directors of this Component as follows:
 - a. An Active member shall submit a request to the Board of Directors through the Secretary of the NCASO requesting that an invitation to present an oral case report be extended to the proposed candidate.
 - b. Upon the unanimous approval of the Board of Directors of the NCASO, the candidate shall be invited to show a case presentation to the membership at an upcoming membership meeting. In the event that for any reason the proposed candidate is not accepted by the Board of Directors, the candidate is not offered the initial invitation for case presentation and the candidate's potential application to the society ends at that juncture.
 - c. Upon completion of the oral case report presentation and acceptance by a three-quarter ($\frac{3}{4}$) majority of the members of the Board of Directors, the candidate shall be proposed to the

membership by mail or electronic ballot. Upon an affirmative three-quarter ($\frac{3}{4}$) vote of the membership entitled to vote, the candidate shall be notified of election to Affiliate membership and shall be assigned two sponsors by the Board of Directors and informed in writing of acceptance by the organization into Affiliate status. The sponsors shall be responsible for overseeing the progress of the candidate during the Affiliate membership period.

- d. In the event that the Board of Directors does not approve the case presentation, the Board by a three-quarter ($\frac{3}{4}$) majority shall decide whether to reject the applicant or to offer the candidate an additional opportunity to present another case to fulfill the guest presentation requirement preceding the Affiliate status. Thereafter, the process shall be repeated as stated in item (c) above.

2. Minimum Requirements

- a. The principles and objectives of the EHASO and the NCASO as contained in the Articles of Incorporation, Preamble and Bylaws of the EHASO and the Articles of Incorporation and the Bylaws of the NCASO shall be explained to the candidate for Affiliate membership and the candidate must subscribe thereto.
- b. The minimum period of Affiliate membership shall be for two (2) years.
- c. The Affiliate member shall submit, during the period of Affiliate membership, a written contribution acceptable to the Board of Directors of the NCASO and suitable for consideration for publication in the Angle Orthodontist. This paper must be presented to the chair of the Thesis Committee in a form suitable for publication in the Angle Orthodontist. In addition, the paper must have been prepared specifically for presentation to the NCASO membership.
- d. The Affiliate member shall be required to meet all scientific and clinical requirements set forth by the Board of Directors.
- e. The Affiliate member shall be expected to attend all membership meetings of the NCASO, except in the case of an Affiliate who is a candidate for Active member-at-large. In this instance, because of geographic remoteness of the candidate to the meeting place, the NCASO may waive or establish special attendance requirements.

- f. The Board of Directors or Executive Committee of the EHASO or the Board of Directors of the Component may give such additional tests, either written, oral, or practical, as any of said bodies shall deem necessary in order to determine the qualifications for Active membership of any Affiliate member.
 - 3. Active Membership shall be granted to all Affiliate members who comply with the following:
 - a. Who meet all requirements listed in Article III.D.2.
 - b. Who are elected to Active membership by an affirmative three-quarter ($\frac{3}{4}$) vote by mail or electronic ballot of the members of the Component entitled to vote following the recommendation of a majority of the Board of Directors of the NCASO.
 - c. All Active members shall comply with all sections of these bylaws.
 - d. Active members shall be required to make a contribution to the profession, acceptable to the Component, at least once every three (3) years.
 - 4. Active membership-at-large may be granted to Affiliate members who comply with the following:
 - a. Who meet all requirements listed in Article III.D.2.
 - b. Who are elected to Active membership-at-large by an affirmative three-quarter ($\frac{3}{4}$) vote by mail or electronic ballot of the members of the Component entitled to vote following the recommendation of a majority of the Board of Directors of the Component.
 - c. All Active members-at-large shall comply with all sections of these bylaws.
 - d. Active members-at-large shall be required to make a contribution to the profession acceptable to the Component at least once every three (3) years.
- E. Nondiscrimination
There shall be no discrimination against candidates for membership of any class in the Component based upon grounds of color, religion, race, gender, national origin or political affiliation.
- F. Duties and Privileges of Members
1. It shall be the duty of each member to subscribe to the principles of membership as set forth in the Articles of Incorporation, Preamble and Bylaws of the EHASO and the Articles of Incorporation, Bylaws AND Policy and Procedure Manual of the Component. It shall also be the duty of each member to uphold the honor and

dignity of the Component and the EHASO and to discharge all duties both professionally and personally in a manner as to bring no reproach upon oneself, the Society, the Component or the profession.

2. Active and Affiliate members shall be expected to attend all membership meetings of the Component and the EHASO and otherwise support them and shall contribute to the program of such meetings according to their ability.
3. Active members-at-large may receive special consideration relative to attendance requirements because of geographic remoteness.
4. In the event that an Affiliate member is unable to attend the aforementioned meetings the Affiliate shall submit an E-mail or a written explanation of the absence to the Affiliates sponsors within thirty days of the date of that meeting. The sponsors will submit that explanation to the Board of Directors and, if approved, the Affiliate member shall be excused. In the absence of such approval, the Affiliate shall be subject to the disciplinary procedures set forth in Article XI. of these Bylaws.
5. Active members shall be expected to attend all meetings of the NCASO and the EHASO. Failure to comply with this requirement for three successive meetings without written or verbal notice to the Secretary within thirty days of the date of that meeting shall render the member subject to the disciplinary procedures set forth in Article XI. of these Bylaws.
6. Active members shall be required to make a contribution to the profession acceptable to the Board of Directors of the NCASO at least once every three years. Members shall be encouraged to make this contribution in the form of participation in the program at one or more of the NCASO regular meetings. However, this requirement can be satisfied by that member making a significant contribution to the profession within that three-year period in a manner acceptable to the Board of Directors of the Component.
7. All members of the Component and the EHASO who conduct themselves in a manner detrimental to the advancement of orthodontics or to the best interests of the Component and the EHASO or fail to comply with the Articles of Incorporation, Preamble and Bylaws of the EHASO and Articles of Incorporation and Bylaws of the Component shall be subject to disciplinary procedures as hereinafter set forth in these Bylaws.

Article IV. Officers

A. Principal Officers

1. The principal officers of the Component shall be:
 - a. President
 - b. President-Elect
 - c. Secretary
 - d. Treasurer
2. Collectively along with the Northern California Director to the EHASO, they shall be called the Executive Committee (ExCom)

B. Nomination

The principal officers are nominated by the three (3) most recent Past Presidents sitting as a nominating committee.

C. Election and Term of Office

The officers of the Component shall be elected by the members entitled to vote at the annual meeting of the Component as follows: The President and the President-Elect shall be elected every two (2) years; the Secretary and Treasurer shall be elected each year. Each officer shall hold office until a successor has been duly elected or until resignation, removal or death.

D. Vacancy

A vacancy in any office because of, resignation, removal, death or otherwise shall be filled by majority vote of the Board of Directors for the unexpired portion of the term.

E. Removal

Any officer or agent of the Component may be removed by the Board of Directors from his/her position as an officer whenever in its judgment the best interest of the NCASO will be served hereby. This requires a two-thirds (2/3) vote of all members of the Board of Directors.

F. Officers Duties

1. President.
 - a. When present, shall preside over all meetings of the members and of the Board.
 - b. Shall sign as President all deeds, contracts and other instruments in writing which have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of a lesser officer.
 - c. Shall call meetings of the Board whenever it is deemed necessary in accordance with rules and upon notice agreed upon by the Board. Said notice period shall, with the exception of

- emergencies, in no event be less than three (3) days, and the President shall have, subject to the advice of the Board, general supervision, direction and control of the affairs of the NCASO.
- d. Perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
2. President-Elect (Program Chair)
 - a. Shall act in place and stead of the President in the event of the President's absence, inability or refusal to act.
 - b. Shall exercise and discharge such other duties as may be required of the President-Elect by the Board. In connection with any such additional duties, the President-elect shall be responsible to the President.
 - c. Shall be the Program Chair and as such shall arrange for speakers at all Component meetings and coordinate with the Membership committee the presentation of all clinical and scientific material prepared by Affiliates before becoming eligible for election to Active membership.
 - d. Shall have the responsibility to arrange for the appropriate facilities in which the Component meetings are held and to work with the Secretary in providing the general membership with timely notification of regular Component meetings.
 3. Secretary
 - a. Shall keep the minutes of all meetings and proceedings of the Board and of the NCASO.
 - b. Shall keep the corporate seal of the NCASO and affix it on all papers requiring said seal.
 - c. Shall serve such notices of meetings of the Board and the members required either by law or by these Bylaws.
 - d. Shall keep appropriate current records of the members of the Component together with their addresses.
 - e. Shall sign as Secretary all deeds, contracts and other instruments in writing which have been first approved by the Board if said instruments require a second signature, unless the Board has authorized another officer to sign in the place and stead of the Secretary by duly adopted resolution.
 4. Treasurer
 - a. Shall receive and deposit in such bank or banks as the Board may, from time to time, direct all of the funds of the Component.

- b. Shall be responsible for and shall supervise the maintenance of books and records to account for such funds and other Component assets. These records, ledgers and forms shall be maintained to adequately detail all transactions for audit purposes.
- c. Shall disperse and withdraw said funds as the Board may, from time to time, direct and in accordance with prescribed procedures.

Article V. The Governing Body

- A. The governing body of the Component
 - 1. Shall be a Board of Directors consisting of the President, the President-elect (Program Chair), the Secretary, the Treasurer, the Immediate Past-President, the Director to the EHASO and five members with voting rights.
- B. Election of the Board of Directors
 - 1. At each annual meeting of the members of NCASO, the members entitled to vote shall elect a Board of Directors for the forthcoming year consisting of the above eleven (11) members.
- C. Term
 - 1. The President and President-elect shall serve for a period of two (2) years. The Secretary and Treasurer are elected each year, but may serve in this capacity for multiple years. All officers shall serve in their respective positions until their successors are elected or until their resignation, removal, or death, whichever is the earlier.
 - 2. The Immediate Past-President shall serve for a period of two (2) years or until resignation, removal, or death whichever is the earlier.
 - 3. The Director to the Board of Directors of EHASO shall be elected and serve for seven (7) years at the first regular business meeting of the NCASO in the year following NCASO hosting the International Biennial Meeting and every seven (7) years thereafter and shall serve in that capacity in compliance with Article V.A. of the bylaws of the EHASO.
 - 4. NCASO Directors shall serve for a period of five (5) years or until death, resignation, or removal, whichever is the earlier.

D. Vacancies

Vacancies on the Board shall be filled by a vote of the majority of the remaining Directors, though less than a quorum, and each director so elected shall hold office until his successor is elected by the members entitled to vote. Upon tender of a resignation by a director, the Board shall have the power to elect a successor to take office at such time as the resignation becomes effective.

E. Power and Duties of the Board of Directors

1. The Board of Directors shall have the exclusive right and responsibility to perform diligently all of the obligations and functions and corporate powers of the Component.
2. The Board shall maintain a complete record of all of their minutes and acts of the proceedings of the members.

F. Meetings

1. Regular Meetings

Meetings of the Board may be called, held and conducted in accordance with such regulations as the Board may adopt. The Board by resolution shall set the time and place for holding regular meetings of the members and regular meetings of the Board. The Board may also act without a meeting by unanimous written consent of the Directors.

2. Quorum

Six (6) members of the Board shall constitute a quorum and if a quorum is present, the decision of the majority of those present shall be the act of the Board, except where a greater vote is required by law or the provisions of these Bylaws.

3. Special Meetings

Special meetings of the Board may be called at the request of the President or any five (5) of the elected officers or Directors. Notice of any special meetings of the Board shall be given no later than 30 days prior thereto by registered mail or an agreed upon accepted mode of electronic communication to each Director at their business address unless an emergency exists. The business of a special session shall be limited to that stated in the official notice, except by unanimous consent of those in attendance.

G. Duties of the Director to the EHASO

1. Shall serve as a member of the Board of Directors of the Component: The Director shall represent the NCASO in all its relations with the EHASO and shall report to the NCASO all pertinent matters.

2. Shall submit a written report of the actions taken and recommendations made by the Board of Directors of EHASO at its biannual meeting to the Board of Directors of the NCASO prior to its annual business meeting.
3. Shall submit any amendments to these Bylaws or changes in the organizational form of the NCASO to the Board of Directors of the EHASO for its approval.

Article VI. Finances

- A. Contracts, Loans, Checks, Deposits and Assignment of Securities
 1. Contracts
The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of the Component, and such authorization may be general or confined to specific instances.
 2. Loans
No loans shall be contracted on behalf of the Component and no evidence or indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.
 3. Checks, Drafts and Legal Tender
All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Component shall be signed by such officer or officers, agent or agents, and in a such manner as shall from time to time be determined by or under the authority of a resolution passed by three-quarters ($\frac{3}{4}$) of the Board of Directors.
 4. Deposits
All funds of the Component not otherwise employed shall be deposited from time to time to the credit of the NCASO in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.
- B. Dues and Assessments
Dues and assessments for the NCASO shall be set by the Board of Directors. Annual Component dues shall be collected by the NCASO treasurer. Annual dues to the EHASO shall be collected by the administrator for the EHASO no later than February 15, of each year.

- Dues delinquent after March 15, will be cause for suspension of membership in the EHASO and the Component.
- C. Books and Records
The Board of Directors shall keep correct and complete books and records of accounts. At the annual meeting of the members, the Board shall present to the members a written statement of the funds of the NCASO itemizing receipts and disbursements for the preceding year.

Article VII. Membership Meetings

- A. General Membership
 - 1. Annual Meeting
There shall be an annual meeting of the members at least once each year at such reasonable time or place, as the Board shall designate. The Secretary of the Board shall give appropriate notice to all members at least thirty (30) days prior to the date fixed for said annual meeting.
 - 2. Special Meetings
Special meetings of the members may be called at any time by E-mail, by written notice signed by a majority of the Board or twenty-five percent (25%) of the voting members and delivered not-less-than thirty (30) days prior to the date fixed for said meeting. Said notices shall specify the date, time and place of the meeting and the matters to be considered thereat.
 - 3. Quorum
The presence at any meeting of the members of forty percent (40%) of the members entitled to vote in person or by proxy shall constitute a quorum. Unless otherwise expressly provided in the Articles of Incorporation or these Bylaws, any action may be taken at any meeting of the members upon the affirmative vote of the majority of the members entitled to vote present at such meeting in person or by proxy, if a quorum be present.
 - 4. Voting Rights
At any meetings of the members, the Active members, Active members-at-large, Senior Active, and Senior Retired shall each be entitled to vote. Any voting member may attend and vote at meetings in person or by a proxy holder duly appointed by a written proxy signed by the member and filed with the Secretary. Any proxy shall be for a term of not to exceed eleven (11) months unless otherwise expressly provided therein and may be revoked at any

time by written notice to the Secretary. It shall be deemed revoked when the Secretary shall receive actual notice of the death or judicially declared incompetence of such member.

Article VIII. Committees

A. Standing Committees

1. Bylaws Committee

This committee shall consist of three (3) members appointed by the President. The term of office will be three (3) years unless reappointed and the chair of this committee shall be the senior member in tenure of appointment. It shall be the duty of this committee to make recommendation on revisions to the Bylaws as may be deemed advisable for the improvement of the Component, and not in conflict with the EHASO Bylaws and Policies. It also shall study all amendments proposed by members or the Board and report its recommendations to the BOD. This committee will review changes in the Bylaws of the EHASO and submit recommendations for amendments to reflect these changes.

2. Clinical Evaluation Committee

This committee shall consist of a minimum of five (5) members and shall be appointed by the President. The term of office will be four (4) years, unless reappointed, and the chairperson of this committee will be the senior member in tenure of appointment and shall be a member of the Membership Committee. It shall be the duty of this committee to examine the clinical requirements for Active membership submitted by each Affiliate and report their findings to the membership chairperson who shall in turn report their findings to the Board of Directors of the NCASO.

3. Equipment Committee

This committee shall consist of two (2) members appointed by the President for a period of four (4) years. It shall be the duty of this committee to provide the necessary audio-visual equipment for speakers at regular Component meetings. This includes microphones, podium, lights, screens, projectors, and any specialized equipment required by a particular speaker. Members of this committee shall be of assistance to speakers in operating equipment, projectors, etc. It is also their duty to ensure the safe storage of any equipment owned by the NCASO. This would of necessity require close coordination with the Program Chair. It shall

be the duty of this committee to maintain the Society's equipment in acceptable working order and make recommendations to the Board of Directors when the purchase of additional equipment becomes necessary.

4. Membership Committee

This committee shall consist of three (3) members to be appointed by the President. The term of office shall be four (4) years unless reappointed. The Chair shall be the senior member in tenure of appointment and shall be a member of the Board of Directors. The other two members shall be chairpersons of the Clinical Evaluation Committee and the Thesis Evaluation Committee respectively. It shall be the duty of this committee to assign Affiliate requirements (prescribed by the Board of Directors) with due dates which must be satisfied before becoming eligible for election to Active membership. It shall be the duty of the Chair of this committee to coordinate the presentation of clinical and thesis material at the general membership meetings with the Program Chair. The Chair shall also report the findings of the Thesis and Clinical Evaluation Committees to the Board of Directors.

5. Nominating Committee

This committee shall consist of the three (3) most recent Past-Presidents with the most recent Past-President serving as chair. Their term of office shall be two (2) years. Their duty shall be to prepare a slate of officers and directors for the ensuing term and submit this recommendation to the Board of Directors for approval at the last regular meeting of the NCASO preceding the annual business meeting. Additional nominations may be made from the floor at the annual meeting.

6. Policy and Procedures Committee

This committee shall consist of the three (3) members appointed by the President to the Bylaws Committee. The term of office will coincide with that of the Bylaws Committee. The chair of this committee shall be the senior member in tenure of appointment. It shall be the duty of this committee to make recommendations on revisions to the Policy and Procedure Manual as may be deemed advisable for the improvement of the Component and not in conflict with the NCASO Bylaws or the EHASO Bylaws and Policies. This Committee shall study all Amendments proposed by members or the Board and report its recommendations to the BOD.

7. Thesis Evaluation Committee

This committee shall consist of three (3) members and shall be appointed by the President. Their term of office, unless reappointed, shall be three (3) years and the chairperson of this committee will be the senior member in tenure of appointment and shall be a member of the membership committee. It shall be the duty of this committee to examine the written contribution for Active membership prepared by each Affiliate in compliance with Article III.D.2.c. of these Bylaws.

B. Special Committees

The President, with the consent of the Board of Directors, may appoint ad hoc committees to perform 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 IX. Amendments

A. Amendments to the Bylaws

1. Amendments may originate from the voting membership or the Board of Directors.
2. Proposed amendments must be approved by a three quarters ($\frac{3}{4}$) majority vote of the Board of Directors. However, the Board of Directors may not adopt, amend or repeal a bylaw changing the authorized number of Directors.
3. Amendments must be adopted by a two thirds ($\frac{2}{3}$) majority vote of all voting members, all members having had an opportunity to vote, either in person or by written or electronic ballot, or the vote of a majority of a quorum at a meeting of members duly called.

B. Amendments to the Policy and Procedure Manual

1. Amendments may originate from the voting membership or the Board of Directors.
2. Proposed amendments must be approved by a majority vote of the Board of Directors.

Article X. Voting

A. All voting power shall be vested in the Active, Active members-at-large and Senior Membership.

1. In the event of a mail or electronic ballot, all ballots not returned within thirty (30) days will be cast as affirmative votes.

Article XI. Discipline and Judicial Procedure

- A. Discipline of Members
 - 1. NCASO reserves the right to punish or discipline any member whose conduct is deemed to be detrimental to the advancement of orthodontics or to the best interests of the NCASO or the EHASO or who fails to comply with the Articles of Incorporation and Bylaws of the Component.
 - 2. Disciplinary action shall originate in the Component against members of the Component except in the case of a Senior Retired member, an Active member at large, or an Honorary member. Disciplinary proceedings of these three classes of membership shall originate in the EHASO.
- B. Type of Discipline or Punishment
 - 1. Discipline or punishment shall be by:
 - a. Reprimand
 - b. Censor
 - c. Suspension
 - d. Expulsion.
- C. Disciplinary Proceedings
 - 1. Before disciplinary action may be taken against any member, the following procedures shall be followed by the Component:
 - a. Initial complaint: Any members of the Component with voting rights may file a complaint in writing with the Board of Directors against any other member of any class of the Component. The Board of Directors shall examine said complaint and make such investigation thereof, as they shall deem necessary.
 - b. Hearing: After completion of such investigation, the Board shall vote as to whether a hearing shall be held on the matter. An affirmative majority vote by the Board shall be required to set the matter for hearing. If such majority vote is not obtained, the matter shall be dropped. If the Board determines that a hearing is necessary as hereinabove set forth, they shall set the matter for hearing and shall designate either a committee of the Board or the full Board to hear the matter. The member against whom a complaint has been filed shall be given an opportunity at the hearing to present a defense to all charges brought against the member.

- c. Notice: The member against whom the complaint has been filed shall be notified in writing of the charges brought against the member and of the time and place of hearing. Such notice shall be sent registered mail, addressed to the member at the last known business address and mailed not-less-than thirty (30) days prior to the date set for the hearing.
- d. Decision:
 - 1. Within sixty (60) days after the hearing is completed, the Board shall render a decision in writing regarding the matter. In the event that the decision invokes disciplinary action of any kind, the decision shall contain the following:
 - a. The charges made against the member.
 - b. The facts substantiating the charges.
 - c. The conclusions rendered on the facts and charges.
 - d. The disciplinary action imposed.
 - e. Notice to the disciplined member advising the member of the members' rights to appeal.
 - 2. Within ten (10) days after the date on which the decision is rendered, a copy thereof shall be sent by registered mail to the last known address of each of the following parties:
 - a. The accused member.
 - b. The Secretary of the NCASO.
 - c. The President of the NCASO.
 - d. The Secretary of the EHASO.

D. Appeal Process

- 1. Any member of the NCASO who has had a decision imposing disciplinary action against that member shall have the following rights of appeal:
 - a. The first right of appeal shall be to the general membership of the NCASO.
 - b. The second right of appeal shall be to the Board of Directors of the EHASO.
 - c. The disciplined member may invoke his/her rights of appeal as follows:
 - 1. Within sixty (60) days after a decision invoking discipline has been mailed to an accused member, said accused member may file a request in writing with the Board of the Component to invoke the right of appeal to the general membership of the Component. The Board shall within

thirty (30) days after receipt of such request in writing send copies of the decision to all voting members of the Component, along with a ballot providing space only for approval or disapproval of the decision of the Board. The Board at said time shall also notify all voting members that they shall have thirty (30) days from the date of such mailing to return their marked ballots to the Board. The Board's action shall be deemed approved unless a disapproval vote of three quarters (3/4) of all voting members of the Component is received by the Board within said time period.

2. The disciplined member may also invoke the right of appeal to the Board of Directors of the EHASO by filing a written notice of appeal with EHASO within sixty (60) days after the date of mailing the decision to the accused member.
3. The right of appeal to the Board of Directors of the EHASO may not be invoked by the disciplined member until that member has invoked the right of appeal to the general membership of the NCASO and said procedure has been completed.
4. The decision of the Board of Directors of the EHASO shall be final.

E. Termination of Membership

1. Membership in the Component and the EHASO may be terminated as follows:
 - a. Written resignation.
 - b. Failure of any member to pay his/her dues and assessments.
 - c. Lack of attendance.
 - d. Disciplinary proceedings resulting in a decision of expulsion as herein above provided; provided, however, that no disciplinary action resulting in expulsion shall be valid unless the Board of Directors of the NCASO shall have reached such decision by a two-thirds (2/3) vote of the Board.

F. Hold Harmless

Every member of any class who accepts membership in the Component does thereby waive any rights the member might have for pecuniary damages or otherwise against the Component, its Board of Directors, officers, members, agents or employees, and the EHASO and their

officers, Board of Directors, members, agents and employees, in any way arising out of disciplinary proceedings instituted against such member.

Article XII. Parliamentary Authority

A. Procedures

1. The current edition of Standard Code of Parliamentary Procedure by Sturgis shall govern all business procedure unless otherwise provided in these Bylaws.

B. Communications

1. All written communications of the Component and its Board may be by postal mail or electronic means (facsimile, e-mail) or a combination of these methods, unless otherwise provided.

Figure 1.

Edward H. Angle Society of Orthodontists
Component Boundaries

