

TENNESSEE ASSOCIATION OF ORTHODONTISTS

BYLAWS OF THE TENNESSEE  
ASSOCIATION OF ORTHODONTISTS

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# TENNESSEE ASSOCIATION OF ORTHODONTISTS

## ARTICLE I – NAME

The name of this not for profit organization as incorporated under the laws of the State of Tennessee shall be the Tennessee Association of Orthodontists, hereinafter referred to as "**the Association**" or "**this Association**." This Association is a component of the Southern Association of Orthodontists, hereinafter referred to as "**the SAO**," which is recognized as a constituent organization of the American Association of Orthodontists, hereinafter referred to as "**the AAO**."

## ARTICLE II – PURPOSES

The purposes of this Association shall be to serve as an advocate for its members in their effort to provide the best possible oral health care for the public and to further the ideals and objectives of the SAO and the AAO by serving as a liaison to the following within the State of Tennessee:

- A. Citizens of Tennessee to promote excellent oral health.
- B. Dental associations in all matters affecting orthodontics and dentofacial orthopedics.
- C. Dental service corporations, if in operation.
- D. Legislatures and other governmental entities in cooperation with the Tennessee Dental Association.
- E. Insurance companies and other businesses.

## ARTICLE III – MEMBERSHIP

- A. CLASSIFICATION: The members of this Association shall be classified as defined by the AAO Bylaws.
- B. ELIGIBILITY: The members of this Association shall be members in good standing of the AAO and the SAO in the classification which corresponds to the appropriate classification of the member in this Association. The members of this Association shall also maintain their principal place of orthodontic practice in the State of Tennessee.
- C. PRIVILEGES:
  - 1. Except as set forth elsewhere in these Bylaws 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.
  - 2. All dues-paying members will receive the customary publications and

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1 notifications\* of this Association, as determined from time to time by the Board  
2 of Directors or as required by these Bylaws.

- 3  
4 3. Only active members in good standing shall be eligible to seek or hold  
5 office or other elective or appointive positions in this Association, or  
6 to vote or otherwise participate in the selection of the Association  
7 officials or the establishment of the Association's policies.  
8

### 9 D. DUES AND ASSESSMENTS:

- 10  
11 1. Dues: The annual dues of active and affiliate members shall be approved by the  
12 General Assembly. Any changes in the dues shall require a three-fourths (3/4)  
13 vote of the legal votes cast at a duly called General Assembly following proper  
14 notice a minimum of sixty (60) days prior to the General Assembly meeting.  
15  
16 2. Assessments: Assessments may be levied upon all dues paying active and  
17 affiliate members.  
18  
19 a. Procedure for passage: Upon recommendation by the Board of Directors and  
20 with proper notice a minimum of thirty (30) days prior to a regular or special  
21 session of the General Assembly, the Association's membership may levy an  
22 assessment on each active and/or affiliate member. Proper notice of the  
23 recommendation shall state the purpose of the assessment, the categories of  
24 membership to assessed, and the date the assessment shall be due. A  
25 recommendation that proposes an assessment without prior notice cannot be  
26 adopted at the meeting of the General Assembly at which it is introduced  
27 except by a four-fifths (4/5) vote of the legal votes cast.  
28  
29 b. Disbursement of funds: The funds so obtained by a duly passed assessment  
30 may be used only for the purposes for which the assessments is made. Any  
31 funds raised by an assessment for a particular purpose that are not spent  
32 within five years for the specified purpose will revert to the general funds of  
33 the Association.  
34  
35 3. Payment: All dues shall be due and payable on the due date specified by the  
36 AAO. Members failing to pay their annual dues or assessments shall forfeit their  
37 membership as provided in these Bylaws and the Bylaws of the AAO. Any  
38 assessment duly passed by this Association will be due on the date specified in the  
39 assessment and it will be deemed a forfeiture of membership if unpaid within  
40 ninety (90) days of the due date.  
41

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42  
43 \* "Notice" or "notification" as used in these Bylaws shall mean by written, published, or  
44 electronic means as determined by the Board of Directors but must insure that each required  
45 recipient has timely visual exposure to the notice.  
46

**TENNESSEE ASSOCIATION OF ORTHODONTISTS**

- 1           4.     Waiver. A member who has suffered severe financial hardship due to
- 2                     catastrophe, illness, or unanticipated and extended military service and has been
- 3                     so certified by the Board of Directors of this Association may be exempt from
- 4                     payment of the current year's dues and/or assessments.

5  
6     E. APPLICATION, ELECTION TO MEMBERSHIP AND REAPPLICATION

- 7
- 8           1.     Application for all classes of membership except Honorary shall be made on the
- 9                     forms prescribed by the AAO and submitted to the AAO following the guidelines and
- 10                    procedures as defined in the AAO and SAO Bylaws and policies. Election to AAO
- 11                    and SAO membership shall create membership in the corresponding TAO
- 12                    membership category.

- 13
- 14           2.     Termination of Membership and Reapplication:
- 15                     Any member who desires to resign shall submit his/her written resignation to the
- 16                     Board of Directors. Termination of membership in the AAO or SAO will
- 17                     automatically terminate membership in the TAO.

18                     Application for reinstatement of membership must be made to the TAO Secretary  
19                     Treasurer who will present the application to the Board of Directors on the form  
20                     prescribed by the TAO.

21  
22                     **ARTICLE IV - OFFICERS AND ELECTED REPRESENTATIVES**

- 23
- 24     A.    TITLE: The officers of this Association shall be the President, President-Elect, Vice-
- 25                     President and Secretary-Treasurer. Additional elected representatives are the three TAO
- 26                     Directors, SAO Director for Tennessee, and AAO Delegate for Tennessee.

27  
28     B.    OFFICERS AND DUTIES:

29  
30                     The duties of the officers of the Board of Directors shall be:

- 31
- 32           1.     President
- 33                     a.     Serve as official representative of this Association in its contacts with
- 34                     governmental, civic, business, and professional organizations.
- 35                     b.     Preside at all meetings of the Association and of the Board of Directors.
- 36                     c.     Be an ex-officio member of all committees.
- 37                     d.     Call a special session of the Association upon request of the Board of
- 38                     Directors
- 39                     e.     Perform such other duties as usually pertain to this office and such duties
- 40                     as may be required of him by the Board of Directors.
- 41
- 42           2.     President-Elect
- 43                     a.     Assist the President in the performance of his duties.
- 44                     b.     Preside at meetings in the absence of the President.
- 45                     c.     Succeed to the office of President in the event of a vacancy in the office of
- 46                     President.

## TENNESSEE ASSOCIATION OF ORTHODONTISTS

- d. Be a member of the Board of Directors.
- e. Perform such other duties as usually pertain to this office and such duties as may be required of him/her by the Board of Directors.
- f. Attend SAO Board meetings as the official representative of the TAO.

### 3. Vice-President

- a. Be the program chairman for the annual meeting.
- b. Perform such other duties as may be required of him/her by the Board of Directors.

### 4. Secretary-Treasurer

- a. Keep the records and be the custodian of the funds of the Association.
- b. Carry on the correspondence, give or cause to be given all necessary notices
- c. Supply a written annual report of all his/her transactions on behalf of the Association.
- d. Monitor and report, in writing, the financial condition of the Association.
- e. Cause the financial records of the Association to be reviewed by an accountant annually and files the necessary tax return.
- f. Deliver to his successor all funds, records, and securities of the Association in his possession.
- g. Perform such other duties as may be required of him/her by the Board of Directors.

## C. ELECTED REPRESENTATIVES AND DUTIES

### 1. TAO Directors

- a. Attend all TAO Board of Directors meetings.
- b. Perform such duties as required of him/her by the Board of Directors

### 2. SAO Director

- a. Serve as liaison between the Association and the SAO.
- b. Attend all meetings of the SAO Board of Directors.
- c. Make a report to the TAO Board of Directors and to the TAO membership.
- d. Perform such other duties as may be required of him/her by the Board of Directors.

### 3. AAO Delegate

- a. Serve as liaison between the Association and the AAO.
- b. Attend all SAO Board meetings and the AAO House of Delegates meeting each year.
- c. Make a report to the TAO Board of Directors and TAO membership.
- d. Perform such other duties as may be required of him/her by the Board of Directors.

**TENNESSEE ASSOCIATION OF ORTHODONTISTS**

1 D. QUALIFICATIONS:  
2

3 Only an active member in good standing shall be eligible to serve as an elected officer or  
4 representative.  
5

6  
7 E. NOMINATION AND ELECTION  
8

9 Nominations for all offices, directors and elected representatives shall be given to the  
10 membership by proper notification at least 30 days before the annual session. Additional  
11 nominations from the floor may be made. In order for a candidate to be nominated from  
12 the floor, that candidate's name must have been submitted to the current president at least  
13 seven (7) days prior to the annual meeting to verify membership in good standing and  
14 willingness to serve.  
15

16 The election shall be by written secret ballot if there are two or more candidates for the  
17 same office. A majority vote shall be required for election. If more than two persons  
18 have been nominated and no candidate receives a majority on the first ballot, the  
19 candidate with the fewest votes will be dropped until one candidate receives the required  
20 majority or until two candidates remain for the final ballot.  
21

22  
23 F. TERMS OF OFFICE  
24

- 25 1. The President, President-Elect, and Vice President shall serve for a term of one year  
26 beginning with their election or until their successors have been elected or installed.  
27
- 28 2. The Secretary-Treasurer shall serve for a term of one year but may serve multiple  
29 terms until his/her successor is elected and installed.  
30
- 31 3. One TAO Director shall be elected from Eastern, Middle, and Western Tennessee to a  
32 three-year term beginning with their election. The terms shall be staggered with one  
33 Director elected each year. Directors may serve one-term.  
34
- 35 4. The SAO Director shall be elected for a one calendar year term but may serve  
36 multiple terms. However, the SAO Director cannot serve successive terms beyond  
37 three years for any series of successive terms.  
38
- 39 5. The AAO Delegate shall serve for a three calendar year term with no limit on the  
40 number of terms that a Delegate may serve.  
41

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43  
44  
45 G. VACANCY AND ABSENCE:  
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## TENNESSEE ASSOCIATION OF ORTHODONTISTS

1 In the event the office of president becomes vacant, the President-Elect shall succeed to  
2 the office of president for the unexpired portion of the term as well as for the full term  
3 which he/she would automatically assume.  
4

5 All other vacancies shall be filled by the Board of Directors until the next business  
6 meeting of the membership.  
7

### 8 H. RESIGNATION AND REMOVAL 9

10 Any elected official may resign at any time by giving written notification to  
11 the President or the Secretary-Treasurer of this Association. Such  
12 resignation shall take effect at the time specified therein, or immediately if  
13 no time is specified.  
14

15 Any elected official who represents the Association may be removed for cause  
16 at any time by a 2/3 vote of the Board of Directors. The President must cast a ballot on  
17 this issue provided that he/she is not the subject of removal proceedings. The member  
18 being voted upon shall be prohibited from voting on the issue. The Board's decision may  
19 be appealed to the membership, and if so appealed, shall be considered at the next duly  
20 scheduled meeting of the membership. A 2/3 vote of the membership shall be required to  
21 reverse the action taken by the Board of Directors.  
22

## 23 24 ARTICLE V - BOARD OF DIRECTORS 25

### 26 A. COMPOSITION: 27

28 The Board of Directors shall number seven (7) and consist of the President, President-  
29 Elect, Vice President, Secretary-Treasurer, and three (3) directors who shall constitute the  
30 voting membership of the Board, except that the President may vote only  
31 in the event of a tie. The SAO Director and AAO Delegate shall serve as ex-officio  
32 members without the right to vote.  
33  
34

### 35 B. POWERS AND DUTIES: 36

37 1. POWERS: The Board of Directors shall be the managing body of the Association,  
38 vested with full power to conduct all business of the Association subject to the  
39 laws of the State of Tennessee, the Articles of Incorporation, the AAO Bylaws,  
40 the SAO Bylaws, and these Bylaws. The Board of Directors shall have the power  
41 to:  
42

43 a. Establish rules and regulations to govern its organization and procedure  
44 not inconsistent with these Bylaws.  
45

46 b. Direct the President to call a special meeting of the membership

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as provided in these Bylaws.

- c. Establish ad interim policies when such policies are essential to the management of the Association
- d. Employ an Executive Director if deemed necessary.
- e. Hire consultants whenever necessary.
- e. Nominate honorary members.

3. DUTIES: It shall be the duty of the Board of Directors to:

- a. Determine the time and place for convening each annual and/ or scientific meeting of the Association and to provide for the management and general arrangements for each meeting.
- b. Cause to be bonded by a surety company all officers and employees of the Association entrusted with Association funds.
- c. Cause all accounts of this Association to be reviewed by an independent certified public accountant at least once a year and file the appropriate tax return.
- d. Review the reports of the Committees of the Association and make recommendations concerning such reports to the Association's membership.
- e. Submit an annual report of its activities to the membership.
- f. Nominate honorary members.
- g. Fill the vacancy(ies) in the offices of President-Elect, Vice President, Secretary-Treasurer, TAO Directors, SAO Director, and AAO Delegate by appointment until the next meeting of the membership.
- h. Perform such other duties as may be prescribed by these Bylaws.

G. MEETINGS:

- 1. Regular Meetings: The Board of Directors shall hold a minimum of one regular meeting each year in conjunction with but prior to the General Assembly (annual business meeting).
- 2. Special Meetings:



**TENNESSEE ASSOCIATION OF ORTHODONTISTS**

- 1           a.       The President may call a special meeting of the Board at the request of
- 2                   four (4) voting members of the Board. All special meetings shall require a
- 3                   minimum of five (5) days notice to each member of the Board unless
- 4                   waived by unanimous consent. The business of special meetings shall be
- 5                   limited to that stated in the official call unless waived by unanimous
- 6                   consent of the entire Board.
- 7
- 8           b.       Special Meetings via electronic media: The members of the
- 9                   Board of Directors may participate in and act at a meeting of the
- 10                  Board of Directors called by the President on Association matters that
- 11                  require attention through the use of “conferences” via telephone and/or
- 12                  other electronic means.
- 13
- 14        3.       Quorum: A majority, four (4), of the voting members of the Board of Directors
- 15                  shall constitute a quorum.
- 16

**ARTICLE VI - MEETINGS**

**A. SCIENTIFIC SESSIONS**

- 17
- 18
- 19        1.       Purpose
- 20                  The scientific sessions of this Association are established to foster the presentation
- 21                  and discussion of subjects pertaining to the improvement of the health of the public
- 22                  and the art and science of orthodontics and dentofacial orthopedics.
- 23
- 24
- 25        2.       Time and Place
- 26                  The Association shall hold a scientific session annually at a time and place selected
- 27                  by the Board of Directors. The Board of Directors shall have the power to change the
- 28                  time and place of the annual session, or to cancel same in the event of extraordinary
- 29                  emergency.
- 30
- 31        3.       Management and General Arrangements
- 32                  The Board of Directors shall be responsible for conducting the scientific sessions.
- 33
- 34        4.       Trade Exhibits:
- 35                  Products or services may be exhibited at scientific sessions at the discretion of the
- 36                  Board of Directors, and in accordance with rules and regulations established by the
- 37                  Board.
- 38
- 39        5.       Attendance
- 40                  Attendance at the scientific sessions shall be limited to members of this Association
- 41                  who are in good standing and to others admitted in accordance with rules and
- 42                  regulations established by the Board of Directors.
- 43
- 44

**B. BUSINESS MEETINGS**

45

46

**TENNESSEE ASSOCIATION OF ORTHODONTISTS**

- 1           1. Annual Business Meeting (General Assembly of members of the TAO)  
2            There shall be an annual business meeting ( General Assembly) of the membership.  
3
- 4           2. Notice  
5            The Secretary-Treasurer of this Association shall provide proper notice of the time  
6            and place of the annual meeting to the membership.  
7
- 8           3. Quorum  
9            Twenty (20) active members of this Association shall constitute a quorum for the  
10           transaction of business at any meeting.  
11
- 12          4. Business  
13            The business shall include but is not limited to reports from the Secretary-Treasurer,  
14            SAO Director, and AAO Delegate and election of officers, directors, and honorary  
15            members.  
16  
17  
18

**ARTICLE VII - COMMITTEES**

A. STANDING COMMITTEES

- 23           1.       Standing Committees of this Association may be created at any meeting of  
24            the Board of Directors for the purpose of performing duties of a continuing  
25            nature not otherwise assigned by these Bylaws. The composition, chair,  
26            term and duties of such Committees shall be set forth in the resolution creating  
27            such Committees. The standing Committees shall be required to report annually  
28            to the Board of Directors and the General Assembly upon request.  
29
- 30           2.       Nominating Committee  
31            The Nominating Committee shall consist of the three most recent Past Presidents  
32            of the Association. The member most removed in time from the presidency will  
33            serve as Chairman. This committee shall report to the Board of Directors at least  
34            sixty (60) days prior to the election date of the nominees.  
35

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

**TENNESSEE ASSOCIATION OF ORTHODONTISTS**

**ARTICLE VIII - AMENDMENTS**

**A. PROCEDURE:**

- 1. These Bylaws may be amended at any session of the TAO general assembly by a two-thirds (2/3) affirmative vote of the legal votes cast, provided the proposed amendment shall have been presented:
  - a. At a previous annual session; or
  - b. In a TAO publication or general membership notification a minimum of 30 days prior to the next General Assembly meeting.
- 2. These Bylaws may be amended at a second meeting of the same session of the General Assembly by a four-fifths (4/5) affirmative vote of the legal votes cast.

**ARTICLE IX - INDEMNIFICATION**

**A. GENERAL:**

Each director, officer, committee member, delegation member, employee and other agent of the Association shall be held harmless and indemnified by the Association against all claims and liabilities and all costs and expenses, including attorney’s fees, reasonably incurred or imposed upon such persons in connection with, or resulting from, any action, suit or proceeding--or the settlement or compromise thereof--to which such persons may be made party of by reason of any action taken or omitted by such persons acting in good faith and prudence within the course of acting in behalf of this Association.

**B. RETROACTIVE PROTECTION:**

This right of indemnification shall inure to such persons whether or not they are serving in the capacities named above at the time such liabilities, costs, or expenses are imposed or incurred.

**C. LEGAL REPRESENTATIVES PROTECTED:**

In the event of such persons’ death, the indemnification shall extend to their legal representatives who are made parties to any legal action growing out of such person’s acts or omissions while serving in the capacities named above, provided such persons acted, or failed to act, in good faith and prudence.

**E. WILLFUL ACTS NOT COVERED:**

**TENNESSEE ASSOCIATION OF ORTHODONTISTS**

1 Nothing in this Article is to be construed as indemnifying any such persons who knowingly  
2 and/or willfully act in violation of federal, state, or local laws, or of the Association's  
3 Principles of Ethics, in the conduct of their service to, or employment by, the Association.  
4

5  
6 **ARTICLE X - PARLIAMENTARY AUTHORITY**  
7

8 The current edition of "Sturgis Standard Code of Parliamentary Procedures" shall govern this  
9 organization in all parliamentary situations that are not provided for in the law or in this  
10 Association's corporate charter, bylaws or adopted rules.  
11

12  
13  
14 **ARTICLE XI - PRINCIPLES OF ETHICS**  
15

16 The Principles of Ethics of the American Association of Orthodontists shall be the principles of  
17 ethics of this Association.  
18

19  
20  
21 **ARTICLE XII - DISSOLUTION**  
22

23 If this Association (corporation) should be dissolved at any time, no part of its assets shall be  
24 distributed to, or among its members; but after payment of all indebtedness of the corporation,  
25 the Board of Directors shall designate to which tax-exempt organization(s) recognized under 501  
26 (C) tax code of the IRS the surplus assets shall be distributed.