

Amended and Restated Bylaws
of Wisconsin Society of Orthodontists

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Proposed: August 2017

**AMENDED AND RESTATED BYLAWS OF
WISCONSIN SOCIETY OF ORTHODONTISTS**

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**AMENDED AND RESTATED BYLAWS OF
WISCONSIN SOCIETY OF ORTHODONTISTS**

ARTICLE I -- NAME

The name of this organization shall be WISCONSIN SOCIETY OF ORTHODONTISTS, hereinafter referred to as "**the Society**" or "**this Society**." This Society is a component of the Midwestern Society of Orthodontists, hereinafter referred to as "**the MSO**," 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 Society shall be consistent with the purposes of the MSO and AAO:

- A. To advance the art and science of orthodontics;
- B. To encourage and sponsor research;
- C. To strive for and maintain the highest standards of excellence in orthodontic education and practice;
- D. To make significant contributions to the health of the public; and
- E. To promote fellowship and support among orthodontists in Wisconsin.

ARTICLE III -- MEMBERSHIP

A. CLASSIFICATION: The members of this Society shall be classified ~~as follows (or as may be~~ specified by the bylaws or other governance documents of the MSO and AAO.:

- ~~1. Active~~
- ~~2. Affiliate~~
- ~~3. Academic (non-United States/Canada graduates)~~
- ~~4. Retired~~
- ~~5. Honorary~~

B. ELIGIBILITY:

1. General: The members of this Society shall be comprised of ~~professional-educationally qualified~~ orthodontists who primarily reside, maintain, or last maintained a principal practice location or academic position within the geographic boundaries of the State of Wisconsin, except as otherwise provided below. The eligibility requirements ~~for active (including active academic), affiliate, academic (non-United States/Canada graduates) and retired members~~ shall be those as specified in the Bylaws of the AAO for the respective categories of membership.

- ~~2. Honorary Member: To be an honorary member of this Society an individual shall have made outstanding contributions to the advancement of the art and science of orthodontics and have rendered valuable service to this Society. The name of any person to be considered for honorary membership shall be presented in writing to the Board of Directors with a brief outline of the nominee's accomplishments, endorsed by at least five (5) active members of this Society. Upon recommendation of the Board of Directors, such person may be elected to honorary membership at the business meeting during an annual session.~~

~~This classification of membership shall only be available to those individuals who are not eligible for any other classification of membership. There are no geographic limitations for honorary membership.~~

- ~~3. Life Membership Status: Active or affiliate members who have attained the age of sixty five (65) years, and who have been members in good standing of the AAO for at least thirty (30) cumulative years (excluding student membership), shall be designated life-active or affiliate-active members and shall have the same privileges as active or affiliate members, except as otherwise provided in these Bylaws.~~

C. PRIVILEGES:

1. Except as set forth elsewhere in these Bylaws and policy statements of this Society, all members shall be entitled to all services and privileges as may be provided by this Society to the applicable classifications of membership.
2. Only active members in good standing shall be eligible to seek or hold office or other elective or appointive position in this Society, or to vote or otherwise participate in the selection of Society officials or the establishment of Society policies.

D. DUES AND ASSESSMENTS:

1. Payment: All dues, application fees, and assessments shall be payable in U.S. currency. All dues and assessments shall be due and payable as invoiced by the American Association of Orthodontists, ~~on June 1 of each year~~. Members failing to pay their annual dues and assessments shall forfeit their membership as provided in these Bylaws.
2. Dues:
 - a. General: Dues shall be established upon the recommendation of the Board and the affirmative ratification of a three-fourths (3/4th) vote of the members present at any annual meeting. Dues so established shall remain in effect until changed in accordance with the foregoing procedure.
3. Assessments: Assessments may be levied upon all dues-paying ~~active, affiliate and academie members~~. The recommendation shall state the purpose of the

assessment, the categories of membership to be assessed, and the date payment of the assessment is due. The funds so obtained may be used only for the purpose for which the assessment is made. Any member failing to pay the assessment within ninety (90) days of the due date shall forfeit membership in this Society. A recommendation proposing an assessment can neither be considered nor adopted at the annual meeting of the General Assembly at which it is introduced, except by a four-fifths (4/5) vote of the legal votes cast.

4. Waiver: Upon application, a dues-paying member ~~who has suffered significant financial hardship due to an act of God or other similar event beyond the member's control, or a medical condition, or a dues-paying member who serves in the military reserves for the U.S. or Canadian armed forces and has been activated for military duty,~~ may be exempt from payment of ~~100% or 50% (determined by the Society in its discretion)~~ of the current year's dues and assessments.
5. Non-Payment of Dues and/or Assessments: The membership of those individuals whose dues and/or assessments for the current year have not been received shall be terminated per the provisions of the American Association of Orthodontists. An individuals whose membership has been terminated in accordance with this section may gain reinstatement by complying with the provisions of the American Association of Orthodontists. On December 31 of each year, the Secretary-Treasurer of this Society shall cause to be terminated the membership of those individuals whose dues and/or assessments for the current year have not been received. The name of each such individual shall be removed from the membership rolls of the Society, the MSO, and the AAO.
6. ~~Reinstatement: An individual whose membership has been terminated for non-payment of dues and/or assessments may gain reinstatement by paying all current dues and assessments, together with any unpaid dues and assessments from prior years, and by complying with the provisions of this Society's organization or with the procedures specified by the MSO or by the AAO.~~

E. APPLICATION, ELECTION TO MEMBERSHIP AND REAPPLICATION:

1. Application: Application for all classes of membership shall be made on the form prescribed by the AAO. Applications for ~~active, affiliate, or retired~~ membership shall be requested from and submitted to the ~~Secretary-Treasurer of the AAO, and accompanied by the required application fee. Honorary membership for this Society shall be accepted as outlined in Article III B.2. The AAO may charge an application fee in an amount to be determined by the AAO Board of Trustees.~~
2. Election: Election to membership is by the AAO which confers membership in this Society and in the MSO based upon the principal location of where professional activities are located.

Under extenuating circumstances, an applicant ~~tion for active or affiliate~~

~~membership~~ may be considered for membership within ~~deemed to be a member of~~ this Society ~~other~~ rather than that in which the applicant practices or primarily resides upon approval of the AAO Board of Trustees in consultation with this Society. Approval of such membership may be denied for any of the reasons set forth in these Bylaws or solely on the grounds that the applicant does not practice or primarily reside within the territorial jurisdiction of this Society.

3. Nondiscrimination: Nothing contained in the Bylaws of this Society shall operate against eligibility for membership in this Society on the grounds of color, religion, race, sex, age, national origin, political affiliation, or physical disability.
4. Reapplication: Any applicant for membership whose application is denied may reapply one (1) year following the date on which said rejection becomes final. Should this second application be denied, said applicant may file a final reapplication two (2) years after the date on which the rejection of the second application becomes final. Each such reapplication shall be considered as an initial application.
5. Denial of Membership: Nothing herein contained shall prevent the AAO through its Council on Membership, Ethics and Judicial Concerns from denying or terminating membership in any classification, on its own volition and at its discretion, to any person who fails to satisfy the requirements for membership, or who would not, through their membership, contribute to the general welfare of the public, to the good of the profession, or to the reputation of the AAO or this Society. Notwithstanding the foregoing, any applicant whose application for membership is denied by the AAO may appeal that decision to such Council. The Council shall utilize the procedures set forth in their bylaws in considering all such appeals and/or terminating the membership of any member of the AAO and this Society. The decision by this Council shall be final with no right of appeal.
6. Determination of Qualifications: Nothing herein contained shall prevent a) the AAO, in its sole discretion and on its own volition or in conjunction with this Society, from conducting an investigation of any matter prior to or after membership in any category has been granted, which it considers necessary for determining the qualifications of any applicant for membership in any classification, or ~~(b) any constituent society from requiring active or affiliate members to attend a membership orientation program after membership has been granted by the AAO, and the failure to complete such program may result in termination of membership by the AAO.~~
7. Relocation from one Jurisdiction to Another: To retain membership in this Society, a member who moves his/her principal practice location or primary residence into the geographical region of another constituent society must make timely reapplication to the AAO in order to maintain continuity of membership; provided, that, ~~retired~~ members who move to the geographical territory of a different constituent society may elect to make such reapplication or maintain

their membership in their previous constituent society. The AAO may, in its sole discretion, waive any or all application requirements for persons transferring from another constituent society.

8. Reclassification: The AAO reserves the right to reclassify members as a result of any change in the status or type of the practice of such a member.

ARTICLE IV -- BOARD OF DIRECTORS

A. COMPOSITION:

The Board shall consist of at least three (3) independent directors, together with the officers of this Society and the director to the MSO. The directors, president-elect, vice president, secretary-treasurer, and the director to the MSO shall constitute the voting membership of the Board. The president shall be an ex-officio member without the right to vote except as otherwise provided in these bylaws.

B. QUALIFICATIONS:

A Director shall be an active member of this Society entitled to vote. Should the status of any Director change in regard to the preceding qualifications 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:

A Director shall be nominated and elected by the Society's membership at its annual meeting, who shall serve until his/her successor Director is duly elected. The Secretary of the Society shall promptly report the election of the component director to the MSO.

D. TERM OF OFFICE:

The term of office of a Director shall be one (1) year. The consecutive tenure of a Director shall be limited to three (3) successive 1-year terms, or a total of three (3) successive years. The Director to the MSO serves a two (2) year term, and may serve ~~two (2)~~ four (4) consecutive terms.

E. VACANCY AND ABSENCE:

Any vacancy occurring for whatever reason in the Board of Directors and any Director positions to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The Board of Directors is not required

to fill any vacant Director positions or any vacancies occurring in the Board of Directors. Such vacancy may otherwise be filled in accordance with the provisions of these Bylaws.

F. OFFICERS:

The officers of the Board of Directors shall be:

1. The President of the Society who shall be the Chair.
2. The President-Elect of the Society.
3. The Vice President of the Society.
4. The Secretary-Treasurer of the Society.

In the absence of the President and of the President-Elect, a voting member of the Board shall be elected Chair *pro tem* by the Board.

In the absence of the Secretary, the Chair shall appoint a Secretary *pro tem*.

G. POWERS AND DUTIES:

1. POWERS: The Board of Directors shall be the managing body of the Society, vested with full power to conduct all business of the Society, subject to the laws of the State of Wisconsin, the Articles of Incorporation and these Bylaws. The Board of Directors shall have the power to:
 - a. Establish rules and regulations not inconsistent with these Bylaws to govern its organization and procedure.
 - b. Direct the President to call a special meeting of the membership as provided in these Bylaws.
 - c. Exercise full discretion in effecting publication in, or omission from, any official publication of the Society, in whole or part.
 - d. 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.
 - e. Establish an Executive Committee composed of five members: The President, President-Elect, Vice President, Secretary-Treasurer and the director to the MSO. This Committee shall have the power to act for the full Board of Directors in the interim between sessions of the Board, and it shall report such actions to the Board at its next meeting.
 - f. Employ an Executive Director, if appropriate.
 - g. Appoint consultants whenever necessary.
 - h. Nominate honorary members.
2. DUTIES: It shall be the duty of the Board of Directors to:
 - a. Provide for the maintenance and supervision of the executive office and all of the property owned or operated by the Society.

- b. Determine the time and place for convening each annual and scientific meeting of the Society and to provide for the management and general arrangements for each meeting.
- c. Cause to be bonded by a surety company all officers and employees of the Society entrusted with Society funds as necessary or appropriate.
- d. Cause all accounts of this Society to be audited by an independent certified public accountant at least once a year as necessary or appropriate.
- e. Prepare a budget for carrying on the activities of this Society for each ensuing fiscal year.
- f. Submit to the membership of the Society at its annual meeting nominations for membership to the committees.
- g. Appoint annually the Chair of each committee.
- h. Review the reports of the committees of the Society and make recommendations concerning such reports to the Society's membership.
- i. Determine the honoraria appropriate for members of the Board of Directors.
- j. Submit an annual report of its activities to the membership.
- k. Serve as or appoint a nominating committee for the elective officers of this Society.
- l. Perform such other duties as may be prescribed by these Bylaws.

H. MEETINGS:

- 1. Regular Meetings: The Board of Directors shall hold at least one (1) regular meeting each year. The time and place of a regular meeting shall be selected by the Board of Directors.
- 2. Special Meetings:
 - a. The President may call a special meeting of the Board at any time. The President shall call a special meeting at the request of five (5) 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.
 - b. 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 President 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 Board of Directors.
- 3. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.

I. MAIL VOTE:

Through the use of unanimous written consent, the Board of Directors or any Standing Committee or Special Committee of the Board of Directors may take any action without convening a meeting. The consent to the action taken must be in writing, must set forth the action so taken, and must be executed by each member of the Board of Directors or the Committee taking the action. Such signed written consent may be provided via electronic communications.

J. **ELECTRONIC MEANS:**

The Directors of this Society, or any committee consisting of Directors of this Society, may participate in meetings of the Board of Directors or committees by, or such meetings may be conducted through the use of, the telephone, instant messaging, video conference, or any other means of communication by which any of the following occurs:

1. All participants may simultaneously hear or read each other's communications during the meeting, or
2. All communication during the meeting is immediately transmitted to each participant and each participant is able to immediately send messages to all other participants.

A Director participating in a meeting by any means authorized in the Bylaws shall be deemed to be present in person at the meeting.

K. **COMPENSATION:**

Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board or reimbursement of reasonable expenses incurred in the fulfillment of any Director's duties; but nothing contained in the Bylaws shall be construed to preclude any Director from serving this Society in any other capacity and receiving compensation therefore.

ARTICLE V -- OFFICERS

A. **TITLE:**

The officers of this Society shall be the President, President-Elect, Vice President and the Secretary-Treasurer.

B. **QUALIFICATIONS:**

Only an active member in good standing of this Society shall be eligible to serve as an officer.

C. **NOMINATION AND ELECTION:**

1. **Nominating Committee:** There shall be a Nominating Committee composed of the voting members of the Board. This Committee shall present one nomination for the offices of President-Elect, Vice President, and Secretary-Treasurer. These

nominations shall be posted for active members at least ninety (90) days in advance of their presentation at the meeting of the General Assembly during the ensuing annual session. Active members may submit other candidates to be nominated from the floor provided that a *curriculum vitae*, a conflict of interest statement, and a filing notice for the office one wishes to seek has been received by this Society's secretary/treasurer by certified mail a minimum of sixty (60) days prior to the Annual Meeting of the General Assembly.

2. Election: The officers shall be elected at the business meeting of the component annual session. If more than one candidate is nominated for the same office, voting shall be by secret ballot. The majority of ballots cast shall elect.

D. TERM OF OFFICE:

Each officer shall serve for a term of (1) one year or until his/her successor is elected and qualified.

E. VACANCIES:

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, Vice President or Secretary-Treasurer shall be filled by the Board, provided that any person so appointed shall not automatically succeed to any other office by reason of his/her appointment to fill such vacancy. In the event of a vacancy occurring in the office of President-Elect, the office of President for the ensuing year shall be filled by election at the next annual meeting of the membership.

F. DUTIES:

1. President: It shall be the duty of the President to serve as an 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 Board of Directors, to submit an annual report to the membership, and to perform such other duties as provided in these Bylaws or as may be prescribed by the membership or the Board of Directors and as usually appertain to the office of President. The President shall have the right to vote in any case of a tie vote.
2. President-Elect: It shall be the duty of the President-Elect to occupy the chair in the absence of the President, to succeed to the office of President in the event of a vacancy, and to perform such duties as may be provided 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-Elect.
3. Vice President: It shall be the duty of the Vice President to perform such duties as may be provided 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 Vice President.
4. Secretary-Treasurer: It shall be the duty of the Secretary-Treasurer to keep a record of all proceedings of this Society, to submit an annual report to the

membership and to perform such other duties as may be provided in these Bylaws or as may be prescribed by the membership or the Board of Directors and as usually appertain to the office of Secretary-Treasurer.

ARTICLE VI -- COMMITTEES

A. STANDING COMMITTEES

Standing Committees of this Society may be created at any session of the membership or by resolution of the Board of Directors 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.

1. **NAME:** Any Standing Committees created or authorized pursuant to these Bylaws shall be named in accordance with such committee's purpose and authority.

2. **PURPOSE AND AUTHORITY:**

Committees of this Society are advisory, study and working bodies which are constituted to provide input to the Society. Committee authority is limited to study and recommendation within the organizational structure of the Society; this includes authority to seek information pertinent to such studies from any source outside the Society within guidelines as may be established by the Board of Directors. No outside person may participate directly or by observation in any committee deliberations 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 Society or present a Society position without direction of the Board of Directors. The Board of Directors may assign other duties to committees.

3. **MEMBERSHIP, NOMINATIONS, ELECTIONS AND ELIGIBILITY**

- a. **Membership:**

- Each Standing Committee shall consist of the number and composition of members as determined at the creation of such committee during a session of the membership or by the resolution of the Board of Directors.

- b. **Nominations and Elections:** There shall be a Nominating Committee composed of the voting members of the Board of Directors. This Committee shall present nominations for committees.

- c. **Eligibility:** All members of committees must be active members in good standing of this Society.

4. **CHAIR:** The chair of each committee shall be nominated and appointed by the Board of Directors.

5. **COMMITTEES, CONSULTANTS AND ADVISORS:**

- a. **Subcommittees:** A committee may appoint subcommittees comprised of committee

members, to assist in the performance of its duties.

b. Consultants and Advisors: 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.

6. TERM OF OFFICE: The term of office of members of committees shall be two (2) years and the consecutive tenure of a member of a committee shall not exceed four (4) terms, except the Chair of the Committee on Communications which may have an unlimited term as designated by the Board of Directors. The number of terms may be extended upon extenuating circumstances upon approval of the Board of Directors.

7. VACANCIES AND ABSENCES: In the event of a vacancy in the membership of any committee, the President shall appoint an active member to fill such vacancy until a successor is elected. In the event such vacancy involves the chair of the committee, the President shall have the power to appoint an interim chair. In the event a committee member is unable to attend a committee meeting, the President may appoint an active member to serve on such committee for that meeting only. The appointed member shall have full voting privileges for that meeting only.

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

9. MAIL VOTES AND SPECIAL MEETINGS VIA ELECTRONIC MEDIA: Through the use of unanimous written consent, any committee may take any action without convening a meeting. The consent to the action taken must be in writing, must set forth the action so taken, and must be executed by each member of the committee. The members of these Society committees may participate in and act at a meeting called by the committee Chair requiring immediate attention through the use of conferences via telephone and/or other communications equipment. These meetings shall be recorded. The committees may meet via these means but can only act through the use of unanimous written and signed consent. Otherwise, decisions can only be made via in-person meetings.

10. DUTIES:

The duties of any Standing Committee shall be as determined at the creation of such committee during a session of the membership or by the resolution of the Board of Directors.

B. SPECIAL COMMITTEES:

Special Committees of this Society may be created by the Board of Directors 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. Other resignations may be accomplished in accordance with the procedures prescribed by the MSO.

- B. REMOVAL: Any elected official representing the Society may be removed for cause at any time by the Board of Directors by a two-thirds (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 elected official 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 two-thirds (2/3) vote of the legal votes cast by the membership shall be required to reverse the action taken by the Board of Directors. If the elected official being voted upon is also a member, such member shall be prohibited from voting on the issue.

ARTICLE VIII -- MEETINGS

A. SCIENTIFIC SESSIONS

1. 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.

2. TIME AND PLACE:

The Society shall hold a scientific session annually at a time and place selected by the Board of Directors. The Board of Directors shall have the power to change the time and place of the annual session, or to cancel same in the event of extraordinary emergency.

3. MANAGEMENT AND GENERAL ARRANGEMENTS:

The Board shall be responsible for conducting the scientific sessions. For this purpose, the Board may establish committees as required.

4. TRADE EXHIBITS:

Products or services may be exhibited at scientific sessions at the discretion of the Board of Directors, and in accordance with rules and regulations established by the Board.

5. 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.

B. BUSINESS MEETINGS:

1. Annual Meeting. The Society shall call a meeting of the membership of this Society at least once annually. Such meeting shall be open to all members and known as the General Assembly. The Secretary-Treasurer of this Society shall post an official notice with the time and place of each annual meeting to the active membership at least 30 days in advance of the General Assembly during the ensuing annual session.
2. Special Meeting. A special meeting of the General Assembly shall be called by the President on a three-fourths (3/4) vote of the members of the Board of Directors or the written request of more than twenty-five (25) percent of the active members in good standing. The time and place of the special meeting shall be determined by the President, provided the date selected shall not be more than forty-five (45) days or less than twenty (20) days after the date the request was received. The business of the special meeting shall be limited to that state in the official call, except the business may be altered by unanimous consent. The Secretary-Treasurer of this Society shall post an official notice of the time and place of each special meeting, along with a statement of the business to be considered, at least fifteen (15) days prior to the opening of such meeting.
3. Quorum: The Active Members present at a duly called session of the Society shall constitute a quorum for the transaction of business at any meeting.
4. Order of Business: The order of business shall be that order of business adopted by the General Assembly.
5. Election Procedures: The Secretary-Treasurer shall provide facilities for voting. If there is only one candidate for a position, the Chair may declare that candidate to be elected. If there is more than one candidate for a position, voting shall be by ballot with the majority of the legal votes cast being required to elect. In the event no candidate receives a majority of the legal votes cast, the candidate receiving the fewest votes shall be removed from the ballot and balloting shall be resumed on the remaining candidates. This procedure shall be followed until one candidate receives a majority of the legal votes cast.

ARTICLE IX -- FINANCES

- A. **FISCAL YEAR:**
The fiscal year of this Society shall begin June 1 of each calendar year and end on May 31 of the following 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 of Directors.

- C. **BUDGET PREPARATION AND ADOPTION:**
The proposed budget for each ensuing fiscal year shall be prepared by the Board of Directors and submitted to the membership for adoption.
- D. **REVIEW 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 Board of Directors.
- 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 of Directors.
- F. **CONTRACTS:**
The Board of Directors may authorize any officer or officers, agent or agents of this Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Society, and such authority may be general or confined to specific instances.
- G. **CHECKS, DRAFTS, ETC.:**
All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of this Society, shall be signed by such officer or officers, agent or agents of this Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, all such instruments in the amount of \$1,000.00 or more shall be signed by two officers, at least one of which shall be the President or the Vice President of the corporation. No disbursement shall be made on behalf of this Society except by check, unless specifically authorized by the Board of Directors.
- H. **DEPOSITS:**
All funds of this Society shall be deposited from time to time to the credit of this Society in such banks, trust companies or other depositories as the Board of Directors may select.
- I. **GIFTS.**
The Board of Directors may accept on behalf of this Society any contribution, gift, bequest or devise for the general purposes or for any special purposes of this Society.

ARTICLE X -- INDEMNIFICATION

This Society shall indemnify, to the full extent authorized or permitted by the corporation laws of the State of Wisconsin, 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. This Society, its Directors, Officers and members shall not be liable to anyone for making or refusing to authorize any reimbursement or indemnification to any director, officer or employee.

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) vote of the legal votes cast, provided the proposed amendment shall have been

1. presented in writing at a previous session,
2. presented in writing to the active membership in a pre-annual meeting publication at least 30 days in advance of the General Assembly during the ensuing annual meeting, or
3. a previous meeting of the same session of the General Assembly.

However, these bylaws may be amended at any General Assembly upon a four-fifths (4/5) vote of the legal votes cast, in which case the amendment need not be submitted as provided above.

B. 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 Principles of Ethics and Code of Professional Conduct of the AAO shall serve as the Principles of Ethics and Code of Professional Conduct ~~be the principles of ethics~~ of this Society.

ARTICLE XIV — DISCIPLINARY PROCEDURES

The Disciplinary Proceedings of the AAO as contained in its Bylaws and policy statements shall be the Discipline Proceedings of this Society.

ARTICLE XV -- SEAL

The corporate seal, if any, shall be recognized as official within this Society following its adoption. Such seal, if any, 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 Board of Directors.