

# **Washington State Society of Orthodontists**

## **BYLAWS OF THE WASHINGTON STATE SOCIETY OF ORTHODONTISTS**

Last Revised 9 April 2021  
Enacted 3 June 2021  
WSSO General Membership Meeting

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**BYLAWS OF THE  
WASHINGTON STATE SOCIETY OF ORTHODONTISTS**  
Revised April 2021

**ARTICLE I – NAME AND TERRITORIAL JURISTITION**

The name of this organization shall be the Washington State Society of Orthodontists, hereinafter referred to as “the Society,” “this Society,” or “WSSO.” The WSSO is recognized as a component of the Pacific Coast Society of Orthodontists, hereinafter referred to as “PCSO” or “the Constituent,” which is recognized as a constituent organization of the American Association of Orthodontists, hereinafter referred to as “the AAO.”

The territorial jurisdiction of the WSSO shall be comprised of members practicing in the State of Washington.

**ARTICLE II – CORE MISSION**

The mission of the WSSO is to help its members provide the highest level of care to the public by providing quality continuing education, providing a framework for a strong political voice, and facilitating communication between the organization and its members.

**ARTICLE III – MEMBERSHIP**

- A. CLASSIFICATION: Election to and classification of membership in this Society shall be established as set forth in the bylaws of the AAO.
- B. ELIGIBILITY: Membership in this Society requires membership in the Constituent organization and the AAO.
- C. PRIVILEGES: 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.

Only active members in good standing, including life active and active academic status, shall be eligible to seek or hold office or other elective or appointed positions 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 to the AAO as a portion of its annual billing. All dues shall be due and

payable 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. The annual dues and assessments for members of this Society shall be as recommended by the Board of Directors and shall be approved by three-fourths (3/4) vote of the Board of Directors. Assessments not exceeding the equivalent of one year's dues (WSSO portion) in any calendar year may be levied upon the Active and Affiliate members by the Board of Directors.
3. Waiver: In order for a member to be granted a requested waiver (full or partial) of the current year's dues obligation or assessment, they must provide the Board of Directors the following:
  - a. Completed dues waiver request form detailing the member's need for the waiver;
  - b. A physician's letter certifying the physical limitations, if any, related to the request;
  - c. A letter certifying their current service in active military duty, if related to the request;
  - d. Information as required by the AAO bylaws supporting the request for a Senior Limited Practice Waiver.

The Board of Directors must approve the request by a majority vote.

4. Exempt Members: Retired, Service and Honorary members shall be exempt from dues and assessments.
5. Non-payment of Dues and/or Assessments: On December 31<sup>st</sup> of each year, the Secretary-Treasurer of the AAO shall cause to be terminated the membership of those individuals whose dues and/or assessments for the current year have not been received.

Provided that such action is taken within three (3) years of the date of termination, an individual whose membership has been terminated in accordance with this section may gain reinstatement by paying all back dues and assessments, as well as all current dues and assessments.

#### E. APPLICATION AND RELOCATION:

Application: Application for all classes of membership, except honorary, shall be made on the form prescribed by the AAO and submitted directly to the AAO. Once accepted, and appropriately classified, the applicant shall be deemed to be a member of the WSSO.

Relocation from one Jurisdiction to Another: To retain membership in the AAO, members who move the principal location of their professional activity into the geographical region of another component organization must make timely application to such component organization in accordance with the procedure described in the AAO bylaws.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **A. COMPOSITION:**

1. The Board of Directors consists of ten (10) voting members, including the President, President-Elect, Secretary, Treasurer, three (3) Chairs of Standing Committees, and three (3) Members-At-Large.
2. The President shall be the Chair of the Board.

**B. QUALIFICATIONS:** A Director must be an active member in good standing of this Society. Should the status of any Director change in regard to the preceding qualification during their term of office, that office shall be declared vacant and such vacancy shall be filled by appointment of the President and confirmed by a majority of the members of the Board of Directors.

**C. NOMINATIONS AND ELECTIONS:** The President shall publish a report on nominations in the announcement of a general meeting. Additional nominations may be made from the floor. Election of officers and Board of Directors shall take place at a semi-annual general business meeting and shall be by secret ballot if more than one (1) candidate is nominated for any office. Directors are elected by a majority of the members present and voting. In the event no candidate receives a majority on the first ballot, the two candidates receiving the greatest number of votes shall be balloted on again.

**D. TERM OF OFFICE:** The term of office of a Director will be two (2) years. The consecutive tenure of a Director shall be limited to 4 years. The president, president-elect, and secretary shall serve for a term of one (1) year and/or until their successors have been selected and installed, but in any case, not more than two (2) years. The treasurer and Committee Chairs shall serve for a term of two (2) years, but not for more than two (2) consecutive terms.

### **E. TERMINATION, RESIGNATION, VACANCY AND ABSENCE:**

1. Any officer or director may resign at any time by giving written notification to the President or the Secretary of this Society. Should a Director represent the WSSO at the PCSO, notification shall be made to the PCSO of such action. Such resignation shall take effect at the time specified therein, or immediately if no time is specified.  
Upon receiving notification, The Board of Directors shall fill such vacancies for the remainder of the term unless otherwise provided for in these bylaws.
2. Any Officer or Director of this Society may be removed from their duly elected position with or without cause by a two-thirds (2/3) majority vote of the other members of the Board of Directors. The individual in question shall not be allowed to vote.

### **F. POWERS AND DUTIES of the BOARD of DIRECTORS:**

1. POWERS: The Board of Directors shall be the managing body of the Society, vested with full power to conduct all the business of the Society, subject to the laws of the State of Washington, the Articles of Incorporation, the Bylaws, and the policies and procedures approved by the Board of Directors. 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 session of the Board of Directors;
  - c. Change the annual dues or institute assessments for members of this Society as recommended by the Executive Committee to the Board of Directors; adoption shall require a three-fourths (3/4) vote of the Board of Directors for approval;
  - d. Exercise full discretion in affecting publication in, or omission from, any official publication of the Society, in whole or part;
  - e. Establish ad interim policies, including the disbursement of unbudgeted funds, when the General Meeting is not in session and when such policies are essential to the management of the Society; provided, however, that all such policies or disbursements must be presented for review at the next meeting of the General Meeting;
  - f. Establish an Executive Committee;
  - g. Define and ensure appropriate level and model of management support; employ a Society Administrative Assistant;
  - h. Appoint consultants whenever necessary;
  - i. Nominate honorary members.
  
2. DUTIES: It shall be the duty of the Board of Directors to:
  - a. Provide for the maintenance and supervision of all of the real and personal property owned or operated by the Society;
  - b. Make appointments as necessary to help administer this organization;
  - c. Determine the time and place for convening each meeting of the Society and to provide for the management and general arrangements for such meetings;
  - d. Cause all accounts of this Society to be reviewed or audited by an independent certified public accountant at least once each year;
  - e. Adopt a budget for carrying on the activities of this Society for each ensuing fiscal year;
  - f. Perform such other duties as may be prescribed by these bylaws.
  - g. Fill any vacancies on the PCSO Board of Directors that may arise from the resignation or termination of a PCSO Director from Washington State. The new Director shall serve for the remainder of that term and be eligible to be reelected for one (1) additional two-year term.

#### G. BOARD MEETINGS:

1. Regular Meetings: The Board of Directors shall hold a minimum of three (3) regular meetings each year. All Directors or officers shall attend all meetings during their tenure on the Board. If a Director or officer cannot attend a meeting, they must notify the President and the Executive Assistant at least 14 days in advance.
2. Special Meetings:
  - a. The President may call a special meeting of the Board at any time.
  - b. The President shall call a special meeting at the request of three (3) voting Directors of the Board. All special meetings shall require a minimum of five (5) days' notice to each Director of the Board unless waived by unanimous consent. The business of special meetings shall be limited to that stated in the official call unless this limitation is waived by unanimous consent.
  - c. 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 may be recorded and made a part of the action of the Board of Directors. When communication is by conference telephone, all members must be able to hear one another. When communication is by video or other electronic means, each member participating must be able to communicate with all of the other members concurrently, and be provided with the means to participate in all matters coming before the Board, including the capacity to propose or object to any action. Use of such modality requires the means to identify each person participating as a person entitled to participate, and to verify that only such persons cast votes.
3. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.

#### H. ACTION WITHOUT MEETING:

1. The Board of Directors may transact any business without convening a meeting if the following conditions are met:
  - a. Each and every Director must be notified of the nature of the proposed business,
  - b. Each and every Director must submit, via mail, fax, or email, documented consent to transact the business without a meeting,
  - c. The effective date of the action shall be upon receipt of the last required signature or other date specified in the action or another date specified in the action (including an earlier or later date), and
  - d. The results of the transaction(s) shall be properly documented and entered into the minutes of the next Board meeting.

## ARTICLE V – OFFICERS

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

B. QUALIFICATIONS: Only an active member, including life active and active academic status, in good standing of this Society shall be eligible to serve as an officer.

C. NOMINATIONS AND ELECTIONS: The President shall publish a report on nominations in the announcement of a general meeting. Additional nominations may be made from the floor. These officers are elected by the general membership along with Directors as outlined in ARTICLE IV-Section C.

D. TERM OF OFFICE: The officers shall serve for a term of one (1) year or until their successors have been selected and installed, but in any case, not more than two (2) years. In the event that a candidate for specific office is not able to be identified, current officers may fulfill an additional term or terms in their present respective capacity(ies) as needed. In the event a current officer is not willing or able to continue service, a Past President of this Society may be nominated for service.

E. INSTALLATION: Officers and Board of Directors take office on July 1.

F. VACANCIES AND ABSENCES:

1. In the event that the office of President becomes vacant, the President-Elect shall assume the office of President for the unexpired portion of the term and for the full term of President for which the President-Elect was elected. A vacancy in the office of President-Elect or Secretary shall be filled by a majority vote of the Board of Directors, provided that any person so appointed shall not automatically succeed to any other office. Filling these offices for subsequent terms beyond the interim shall be done by procedures described in these bylaws.
2. In the absence of the President, the President-Elect shall act as Chair; if the President-Elect is also absent, a voting member of the Board shall be elected Chair *pro tem* by the other members of the Board present.
3. In the absence of the Secretary, the Chair shall appoint a Secretary *pro tem*.

G. DUTIES:

1. President: It shall be the duty of the President to:
  - a. Serve as an official representative of this Society in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objects and policies of this Society.
  - b. To serve as Chair of the Board of Directors.
  - c. Serve as a member of the Executive Committee.
  - d. Be a non-voting advisor on all committees.

- e. To submit an annual report at the general meeting, and to perform such other duties as 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.
  - f. The President shall preside at all meetings of the Society and of the Board of Directors. The President shall appoint all Chairs not otherwise provided for, and fill all vacancies occurring therein. The President shall vote only in the event of a tie.
2. President-Elect: The President-Elect shall:
- a. Assume the duties of the President in case of absence or incapacity.
  - b. Serve as a member of the Executive Committee.
  - c. Automatically succeed to the office of the President at the end of the President-Elect term.
  - d. Perform such other duties as may be provided for 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. Secretary: The Secretary shall:
- a. Keep the current roster of members classified as to type of membership in which shall be shown the full name, type of membership and address.
  - b. Serve as a member of the Executive Committee
  - c. Transmit to the Secretary of the Pacific Coast Society of Orthodontists, and the Washington State Dental Association, the names of the newly elected officers.
  - d. Keep attendance records and minutes of each meeting of this Society and of the Board of Directors and send promptly a copy of the minutes to the members of the WSSO Board of Directors.
  - e. Notify the membership at least four (4) weeks prior to the regular meetings of the anticipated program.
  - f. Conduct the correspondence of this Society and keep copies of all official letters and answers to the same.
  - g. Maintain a current list of all orthodontists practicing in the State of Washington.
  - h. Contact the PCSO central office quarterly to obtain updated information about WSSO members:
    - i. Change of status (e.g. active to life)
    - ii. New members
    - iii. Death of members
  - i. Notify the Board upon the death of a member, and request that a memorial gift be sent to the AAO Foundation in the name of the deceased WSSO member.
  - j. Contact all new orthodontists practicing in the State of Washington
    - i. Welcoming them to the WSSO
    - ii. Inviting them to the next WSSO meeting (PCSO Annual Session or WSSO Educational Meeting)

- k. Present new members to the society during the WSSO business meeting at the PCSO Annual Session or WSSO Educational Meeting
4. Treasurer: The Treasurer shall:
- a. Keep the records, securities and funds of the organization and Board of Directors.
  - b. Serve as a member of the Executive Committee
  - c. Authorize transfer of funds
  - d. Have the Society finances reviewed by a certified public accountant at the close of the fiscal year.
  - e. See that all tax returns and organizational/ corporate filings are submitted in a timely manner.

## ARTICLE VI – COMMITTEES AND MEMBERS AT LARGE

### A. PURPOSE AND AUTHORITY:

1. Committees of this Society are advisory, study and working bodies which are constituted to provide input to the Society from all of the component organizations and to provide a medium for communication between component organizations. Executive Committee and Committee Chair 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 Executive Committee or Committee delegations without specific authorization from the Board of Directors. No Executive Committee or Committee Chair may communicate with any outside person, organization, or agency in such a way as to imply authority to present the Society or present a Society position without direction of the Board of Directors. The Board of Directors may assign other duties to Committee Chairs. The President of this Society has the authority to appoint all Committee Chairs, unless otherwise appointed by these bylaws.
2. All members of committees must be active members in good standing of this Society.

### B. TYPES OF COMMITTEES:

1. Standing Committees: Those committees that the Society uses on a continual basis as set forth in the bylaws. Standing committee Chairs are required to be members of the Board of Directors.
2. Ad Hoc Committees: Those committees that the Society forms to address a specific need. An ad hoc committee may exist for as long as deemed necessary to complete the work assigned to it. When the work of an ad hoc committee is complete, the committee may be dissolved. Ad hoc committee members are not required to be members of the Board of Directors.
3. Task Forces: A task force is formed by the Society if there is an objective to be achieved in a short period of time. When the work of a task force is complete, the task force may be dissolved. Task force members are not required to be members of the Board of Directors.

### C. STANDING COMMITTEES:

1. The Standing Committees of this Society shall be:
  - b. Executive Committee
  - c. Communications Committee
  - d. Orthodontic Practice & Legislative Committee
  - e. Peer Review Committee

2. Executive Committee shall:
  - a. Be composed of four (4) voting members: the President, the President-Elect, the Secretary, and the Treasurer.
  - b. Include other individuals as needed, the number to be determined by the Board of Directors, as non-voting members.
  - c. Have the power to act for the full Board of Directors on matters requiring immediate action in the interim between sessions of the Board, and it shall report such actions to the Board at its next meeting.
  - d. Not have the authority to amend or reverse any action adopted by the full Board;
  - e. Any action taken by this Committee must be ratified by the majority of the Board at its next session in order to remain in effect. All actions shall be recorded in the minutes of the Board session.
  
3. Communications Committee shall:
  - a. Consist of one (1) Chair appointed for a period of two (2) years.
  - b. Collect new items of interest to the Society and publish a spring and fall newsletter of each calendar year with supplemental newsletters as necessary. Newsletters are to include information on membership, political action/legislation, and any pertinent information related to the practice of orthodontics.
  - c. Supervise release of information to the dental and public media regarding new items highlighting activities of the Society or noteworthy activities of its members.
  - d. Oversee and maintain the WSSO website – adding and removing information as necessary.
  
4. Orthodontic Practice and Legislative Committee shall:
  - a. Consist of one (1) Chair appointed for a period of two (2) years.
  - b. Represent this Society with the approval of the Board of Directors in negotiations regarding legislative procedures.
  - c. Bring to the attention of the Board legislation which affects the membership, explain legislative procedures, and suggest actions to be taken.
  - d. Raise issues relating to adequate well trained practice personnel and advocate staff training opportunities
  - e. Suggest to the Board conditions under which orthodontic services are to be rendered and the recommended standard for the provision of the orthodontic service on a public health, prepaid, or other group plan.
  - f. Act upon articles pertinent to Orthodontics presented in the public media.
  - g. Review developments in dentistry and other dental specialties which may impact orthodontic practice
  
5. Peer Review Committee shall:
  - a. Consist of one (1) Chair appointed for a period of two (2) years.

- b. Provide an expert and credible system for resolving disagreements regarding the appropriateness and quality of orthodontic practice by WSSO member orthodontists.
- c. Help educate, mediate, clarify, and where necessary, exercise remedial procedures without disciplinary powers or punitive processes.
- d. Act at the request of the Washington State Dental Association (WSDA) or Board of Directors of this Society.

D. AD HOC COMMITTEES AND TASK FORCES:

1. The President, with the consent of the Board of Directors, may appoint ad hoc committees and task forces to perform duties not otherwise assigned by these bylaws.
2. The tenure of an ad hoc committee or task force shall last only until the committee's report is accepted as complete by the Board of Directors or the term as set forth in the resolution creating the committee expires.
3. Membership:
  - a. Each ad hoc committee and task force shall consist of a Chair and an appropriate number of members to accomplish the assigned work. The number of members shall be set forth in the resolution creating the committee or task force. Where practical, the members shall be appointed equitably on a geographical basis. Upon approval of the Board of Directors, the President may change the number of members on a committee.
  - b. The Chair of each committee and task force will be appointed by the President.
  - c. Every effort should be made to ensure the committee membership "rotates" with one-third (1/3) of each committee to be appointed by the President following annual elections for a maximum of three (3) terms of two (2) years. In the case of newly created committees, one-third (1/3) of each the members shall be appointed to serve for one (1) year, one-third (1/3) for two (2) years, and one-third (1/3) for three (3) years.
  - d. All members of committees and task forces must be active members in good standing of this Society.

Ad Hoc committees are further defined in the *Policy & Procedures Manual* of the Washington State Society of Orthodontists.

E. SUB-COMMITTEES, CONSULTANTS AND ADVISORS:

1. Subcommittees:
  - a. A committee may appoint subcommittees comprised of committee members to assist in the performance of its duties.
2. Consultants and Advisors:

- a. 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.

#### F. MEMBERS-AT-LARGE

Members of the Board of Directors who are not Officers or Committee Chairs shall be Members-at-Large. These individuals may participate fully in the deliberations of the Board and will have full voting rights on the board. The general duties of the Directors are outlined in Article IV – Board of Directors, Section F- Powers and Duties.

The Members-at-Large also may be assigned to chair ad hoc committees or Task Forces by the president. In this capacity the Directors should report back to the President and the Board of Directors.

#### G. 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. In the event such vacancy involves the Committee Chair, the President shall have the power to appoint an ad interim chair unless otherwise provided for in these bylaws.

#### H. QUORUM:

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

### **ARTICLE VII – ADMINISTRATIVE ASSISTANT**

ADMINISTRATIVE ASSISTANT: An Administrative Assistant of this Society may be employed or contracted by the Board of Directors. The Board of Directors shall determine the compensation and tenure of the Administrative Assistant.

#### B. DUTIES:

The Administrative Assistant shall have the following duties, and the performance of these duties shall be subject to the supervision of the Board of Directors:

1. Shall keep and maintain the records of this Society.
2. Shall make e-mails/fax/phone calls/mailings as necessary to facilitate communications to the Directors.
3. Shall help in the organization of the meetings of this Society and shall assist in the preparation of all reports of such meetings.
4. Shall assist the Secretary in carrying out the detailed duties of his/her office.

### **ARTICLE VIII – MEETINGS of the MEMBERSHIP**

#### A. GENERAL BUSINESS MEETINGS:

The Association/Society shall call a meeting of the membership as needed. Such meeting shall be open to all members and known as the General Assembly\*. The

Secretary shall notify the membership at least 30 days prior to the meeting date. Such notification shall include the time, place, and anticipated program of each called meeting.

## **ARTICLE IX – FINANCES**

### **A. FISCAL YEAR:**

The fiscal year of this Society shall begin January 1 of each calendar year and end December 31 of the same calendar year.

### **B. GENERAL FUND:**

The General Fund shall consist of unrestricted net assets/monies not allocated for purposes specifically outlined by these Bylaws. These assets can be designated as reserves and operating expenses at the discretion of the Board of Directors. These monies shall be used to meet all expenses incurred by this Society not otherwise provided for in these Bylaws.

### **C. BUDGET PREPARATION AND ADOPTION:**

The proposed budget for each ensuing fiscal year shall be prepared by the Treasurer and adopted by the Board of Directors.

### **D. REVIEW OF ACCOUNTS:**

All accounts of this Society shall be reviewed or audited by an independent certified public accountant at least annually, and a report of such review shall be submitted to the Board of Directors.

## **ARTICLE X – INDEMNIFICATION**

This Society shall indemnify to the full extent authorized or permitted by the Corporation Law of the State of Washington 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, or a member elected or appointed to any position of responsibility within this Society.

## **ARTICLE XI – PARLIAMENTARY AUTHORITY**

The current edition of the parliamentary authority specified in the AAO bylaws 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 policy and procedure manual.

## **ARTICLE XII – AMENDMENTS**

### **A. AMENDMENT PROTOCOL**

1. Amendments to these bylaws may be proposed by either the Board of Directors, a duly authorized task force, or from the membership if it is endorsed by twenty-five (25) active members.
2. Proposed amendments shall be reviewed, modified, accepted, or rejected by the Board at least sixty (60) days prior to a membership vote and such action may include the opinion of the Board.
3. Once approved by the Board, the amendment shall be presented to the membership at least thirty (30) days prior to the adoption date, where it may be adopted by a two-thirds (2/3) vote of the active members present and voting. The Secretary shall designate the order in which the amendments appear and the origin of the amendment.

### **B. BALLOT:**

An amendment having been approved by the Board of Directors may be adopted by an electronic or mail ballot. Provided that notices stating the contemplated changes have been distributed to the voting membership at least thirty (30) days prior to the adoption date, the amendments will be approved by a two-thirds (2/3) affirmative vote of the members voting.

### **C. CLERICAL CORRECTIONS:**

The Board of Directors may, by majority vote, make corrections in punctuation, grammar, spelling, and formatting to these bylaws which do not alter their context or intent.

## **ARTICLE XIII – PRINCIPLES OF ETHICS**

The professional conduct of a member of this Society shall be governed by Principles of Ethics and Code of Professional Conduct of the AAO. Failure to adhere to them may subject a member to disciplinary action as stated in the AAO bylaws.

## **ARTICLE XIV – DISCIPLINARY PROCEEDINGS**

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

Any ethics complaints against members of the Society shall be referred to the AAO for review and any ground for action. Each member hereby agrees to, and waives the right to hold this Society, its Officers, members or contractors responsible for any damage, pecuniary or otherwise, as a result of disciplinary proceedings against any member.

## **ARTICLE XV – POLICY AND PROCEDURE MANUAL**

Standing rules outlining the operations and requirements for all offices and committees of the Society, as well as duties and responsibilities not specified in these bylaws, shall be set forth in a Policy and Procedure Manual. The manual shall be prepared, adopted, maintained and reviewed by the Board of Directors of the Society. The power to amend the Policy and Procedure Manual shall be vested in the Board.

\*Note: The General Assembly is defined as the assembled WSSO members during a business meeting of the Association.