

BOT Policy Manual

As amended through November 2025

Table of Contents

- 1. Trustees..... 3**
- 2. Consent Forms..... 7**
- 3. Travel and Expense Policy 18**
- 4. Board Committee Appointments 25**
- 5. Duties and Responsibilities..... 34**
- 6. Reports 36**
- 7. Board Meetings 37**
- 8. Conference Calls and Ballots..... 40**
- 9. Board Planning..... 41**
- 10. Communications and Relationships..... 43**
- 11. Miscellaneous.....44**

Chapter 1. Trustees

1.1. TERM OF OFFICE OF TRUSTEE

Amended August 18-19, 2023

The term of office of a trustee shall begin at the meeting of the trustees held immediately following the last meeting of the annual session of the House of Delegates. The trustee-elect should sit in as an observer at the meeting of the Board of Trustees immediately preceding and during the annual session with his/her expenses reimbursed the same as any other trustee. The terms are for the constituent position, not the individual.

1.2. SENIORITY

February 23-25, 1991

Amended August 18-19, 2023

For the purpose of this provision, trustees from the various constituents will be assumed to succeed to the office of President in the following sequence: Midwestern, Southern, Great Lakes, Southwestern, Pacific Coast, Rocky Mountain, Northeastern, and Middle Atlantic.

Whenever two or more trustees have served on the Board for the same length of time, the trustee from the constituent next due to have its representative elected to the office of Secretary-Treasurer shall be considered senior.

1.3. TRUSTEE/OFFICER ORIENTATION

May 1-3, 2006

Amended November 18-19, 2017

The Chief Executive Officer, or his/her designee, and the President, and junior Trustee(s) are responsible to plan and execute an orientation for the incoming Trustee(s) within 60 days of his/her attendance at the Pre-Annual Session BOT meeting where s/he is an observer of the meeting in order to familiarize the new Trustee(s) of his/her responsibilities, current issues under deliberation and the work practices of the BOT so s/he can effectively engage as an informed BOT member in making decisions about the organization.

1.4. TRUSTEE MENTOR

Amended August 20-21, 1999

Amended November 16-17, 2007

Amended April 26-28, 2010

Amended August 19-20, 2011

Amended August 18-19, 2023

The President and the Chief Executive Officer shall contact the new person(s) as soon as possible after election in order to establish lines of communication and the appropriate guidelines for the forthcoming year and to plan and organize the orientation session.

The trustee(s)-elect and speaker-elect shall be informed immediately following election that they are expected to attend the pre-annual session meeting of the Board of Trustees and, when

invited, other meetings when held in the five (5) months immediately preceding their assumption of duties.

The trustee(s)-elect and speaker-elect will be assigned a trustee mentor for their first year in office. Trustee mentors will be assigned using the following criteria:

- Mentors for new trustees at-large will be the trustee from the same constituent as the trustee at-large, unless they are an officer of the Board or a first-year constituent trustee. In the event the constituent trustee is an officer of the Board or a first-year constituent trustee, the most senior trustee at-large will serve as the mentor.
- Mentors for new constituent trustees will be the most senior constituent trustee who is not an officer of the Board or serving as the mentor to the trustee at-large. In the event the most senior constituent trustee is an officer of the Board or serving as the mentor to the trustee at-large, the next most senior trustee will serve as the mentor.
- Mentors for new speakers will be the trustee from the same constituent as the speaker, unless they are an officer of the Board or serving as the mentor to another trustee. In the event the constituent trustee is an officer of the Board or serving as the mentor to another trustee, the next most senior constituent trustee will serve as the mentor.

1.5. SPEAKER OF THE HOUSE OF DELEGATES

February 18-20, 2000

Amended April 24-27, 2000

Revised February 20-22, 2003

Revised November 18-19, 2005

Amended August 18-19, 2023

The Speaker is the liaison between the Board of Trustees and the House of Delegates.

The role of Parliamentarian at Board meetings is determined by the President. The Speaker is a non-voting member of the Board. With discretion, comments are generally welcome; however the official representative from the Speaker's constituency is the trustee. Should the Speaker wish to propose an action to the Board, she/he may request a voting member of the Board to bring the proposal forward for consideration. As a non-voting ex-officio member of the Board, the Speaker is allowed to participate in closed sessions.

The speaker should attend all meetings of the Board as the liaison to the House of Delegates and the Pre-Annual Session meeting as an observer in the same year in which s/he begins his/her term of office.

1.6. HONORARIA

May 1998

Amended May 4, 2009

Amended May 2, 2012

Amended February 20-21, 2015

Amended November 16-17, 2018

Annual honoraria will be paid in four equal installments immediately prior to each board meeting beginning with the August/September Board meeting

1.7. SUCCESSION

February 25-27, 1995

If a vacancy occurs in the position of trustee, the AAO president shall immediately notify the appropriate constituent president and discuss the procedures that are involved in filling the vacancy. In addition to reviewing the AAO and constituent bylaws, the two presidents shall discuss the AAO Board's constituent rotation system for nominating the secretary-treasurer, criteria that should be considered in the selection of the trustee filling the vacancy, and offer AAO assistance, if needed.

If a vacancy occurs in the position of trustee, and such trustee vacating the position is in his/her third term of the constituent rotation system for nomination to be the next secretary-treasurer, the AAO President shall advise the constituent president of the criteria the Board will consider in determining whether or not the newly-appointed/elected trustee will remain in the constituent rotation pattern. The Board is responsible for modifying the rotation pattern if it is in the best interest of the Association.

Such criteria might include: 1. Prior service to the Association as a trustee; speaker; editor; council, committee, or task force member; delegate; or alternate delegate. 2. Similar or equivalent experience in other professional associations; for example, the American Dental Association, constituent or component boards, chamber of commerce and alumni associations. 3. If individual has served as the president/chair. 4. Held public office at the local, state or national level.

If a vacancy occurs in the office of secretary-treasurer, the Board shall appoint the next senior trustee to serve the balance of the term. If a trustee has already been elected by the constituent organization from which the secretary-treasurer was elected, then that trustee-elect will immediately become the trustee for that constituent.

If a vacancy occurs in the office of president-elect, the Board shall appoint a past president or past speaker of the House to fill that office, irrespective of constituent affiliation, which in its judgment may best serve the needs of the Association. That person may, but not necessarily will, be nominated to serve as president the following year.

If a vacancy occurs in the office of president, the president-elect shall assume the position of president as specified in the *Bylaws*.

1.8. PEER TO PEER EVALUATION

April 27-29, 2009

Amended January 29, 2013

Amended November 17-18, 2023

- That a written self-evaluation of the BOT, as a group, be performed annually, and further;
- That the President, along with the Executive Committee, be authorized to engage an outside consultant to help perform this evaluation, if needed, once every three years, and further;
- That the constituent officers be notified that the BOT is evaluated annually.

1.9. AAO CALENDAR GUIDELINES

August 28-29, 1988

Amended April 29-May 1, 1997

The following shall be listed on the AAO Calendar: 1) AAO annual sessions, symposia, workshops; 2) AAO council and committee meetings; 3) AAO Board of Trustees meetings; 4) meetings at which the AAO is represented by officers or staff; 5) AAO constituent meetings -- annual sessions; 6) American Board of Orthodontics meetings; 7) College of Diplomates meetings; 8) American Association of Orthodontists Foundation meetings; 9) American Dental Education Association meetings; 10) Canadian Association of Orthodontists' annual meetings; 11) European Orthodontic Society annual meetings; 12) national, secular and/or religious holidays; 13) American Dental Association annual session; 14) dental specialty group meetings; 15) ADA meetings (councils of particular concern at the discretion of the Chief Executive Officer, for example, Commission on Dental Accreditation, Council on Dental Education, and the Council on Dental Benefit Programs). Other meetings may be added at the discretion of the Chief Executive Officer.

1.10. TRUSTEE AT-LARGE GUIDELINES

August 15-16, 2025

- 1) The term of a Trustee At-Large (TAL) shall be 3 years. The BOT has discretion to shorten the term if desired.
- 2) Policy on Council/Committee Members Appointed to TAL Board Positions

This policy establishes guidelines for managing council/committee membership and term limits when a council/committee member is appointed to the Board of Trustees (BOT) as a Trustee at Large (TAL). It ensures clarity, fairness, and continuity by defining how an individual's council/committee service is impacted by their service on the BOT, while maintaining the integrity of council/committee term limits.

This policy applies to all council/committees within the AAO and to any individual serving on such a council/committee who is subsequently appointed to a Trustee at Large (TAL) position. This policy's provisions are intended to be flexible so that they can be applied to committees with different term lengths.

Individuals who transition from council/committee service to TAL Board service are subject to the following rules to manage their term limits and roles:

- a) Vacating Committee or Council Seat Upon Board Appointment: If an individual serving as a committee/council member is appointed to a Trustee at Large (TAL) position on the Board of Trustees before their term ends, they must relinquish (vacate) their seat for the duration of their Board service.
- b) Board Service Does Not Count Toward Committee/Council Term Limits: The period of time that the TAL serves on the Board will not count against the TAL's term limit for committee/council service if the individual is in the first half of their term. If the individual is in the second half of their term, that term will be considered a full term for determining how many terms have been completed.
- c) Returning to Committee After Board Term: Upon completion of the TAL Board service, the committee/council may consider a return to their former committee/council role to complete the remaining balance of their original committee/council term. This return is not automatic but is subject to two conditions: (a) there must be a vacant seat on the committee/council at that time, and (b) the committee/council (or the constituent) must approve the individual's return. If

approved to return, the individual will resume committee/council membership and may serve out whatever time was left in their term when they originally vacated the seat for Board service.

- 3) TALs are expected to attend ad-interim meetings if invited but fall constituent meetings are optional. If a TAL is invited/approved to attend an ad interim by the constituent in which the TAL holds membership, the AAO will pay for expenses related to travel reimbursement as it would for other official expenses. No reimbursement will be paid for expenses related to annual constituent meetings (typically held in the Fall). TALs attend fall constituent meetings the same as any member of their constituent but are encouraged to attend constituent board meetings if invited.

Chapter 2: Consent Forms

2.1. BOARD OF TRUSTEES - CODE OF ETHICS

April 26-28, 2010

Amended August 18-19, 2023

The AAO Board of Trustees shall accept the ethical parameters of conduct contained within the AAO Code of Ethics (below) and that all members of the AAO Board of Trustees will acknowledge their recognition of the Code on an annual basis.

Preamble

The AAO is a professional association with the following purposes:

- To advance the art and science of orthodontics;
- To advocate on behalf of the orthodontic specialty;
- To encourage and sponsor research;
- To strive for and maintain the highest standards of excellence in orthodontic education and practice; and
- To make significant contributions to the health of the public.

The business of the association is managed under the direction of the AAO Board of Trustees (the "Board"). This Code of Ethics (the "Code") serves as a code of conduct for board members. Code violations may result in sanctions imposed under the Board Member Conduct Review Procedures (the "Procedures"). The principles and requirements that comprise the Code and Procedures are based on and are designed to ensure full compliance by AAO and its officers, Trustees and other Board members with the fiduciary duties imposed on such individuals by state corporate law, the federal tax code's prohibition on private inurement and private benefit, and other requirements of federal tax exemption, common law due process requirements, federal and state antitrust and unfair competition law, state tort law, and other legal precepts and prohibitions. At the same time, the Code and Procedures are not designed to supplant courts of law in the resolution of disputes. Moreover, the checks and balances built into the Code and Procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations described here and ensuring the integrity and efficacy of the code on the one hand and, on the other, the protection of board members, through the use of reasonable due process procedures, against patently false, malicious, or groundless accusations that could result in significant business or personal harm if not properly handled. Members of the Board affirm their endorsement of the Code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the Board.

Members of the Board (including ex officio members of the Board) shall at all times abide by and conform to the following code of conduct in their capacity as Board members:

1. Each member of the Board will abide in all respects by the AAO Members' Code of Ethics and all other rules and regulations of the association (including but not limited to the association's articles of incorporation and bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer, director, employee, or owner, as the case may be) in the association

remains in good standing at all times. Furthermore, each member of the Board will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to be provided the full cooperation of the association when requested to do so by those institutions and their persons set in authority as are required to uphold the law.

2. Members of the Board will conduct the business affairs of the association in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Members of the Board will attend meetings prepared to discuss all items on the meeting agenda. Regular use of electronic communication technology is mandatory as it facilitates exchange before, during and after meetings.
4. Except as the Board may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the association and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of and among the Board.
5. Members of the Board will exercise proper authority and good judgment in their dealings with association staff, suppliers, and the general public and will respond to the needs of the association's members in a responsible, respectful, and professional manner.
6. No member of the Board will use any information provided by the association or acquired as a consequence of the Board member's service to the association in any manner other than in furtherance of his or her Board duties. Further, no member of the Board will misuse association property or resources and will at all times keep the association's property secure and not allow any person not authorized by the Board to have or use such property.
7. Each member of the Board will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
8. Upon termination of a member's Board service for any reason, such member will promptly return to the association all documents, electronic and hard files, reference materials, and other property entrusted to such member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate such member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Board.
9. The Board dedicates itself to leading by example in serving the needs of the association and its members and also in representing the interests and ideals of the orthodontic profession at large.
10. No member of the Board shall persuade or attempt to persuade any employee of the association to leave the employ of the association or to become employed by any person or entity other than the association. Furthermore, no member of the Board shall persuade or attempt to persuade any member, exhibitor, advertiser,

sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the association to terminate, curtail, or not enter into its relationship to or with the association, or to in any way reduce the monetary or other benefits to the association of such relationship.

11. The Board must act at all times in the best interests of the association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will identify the conflict, disclose in reasonable detail the nature of the conflict to the Board and, as required, remove themselves from all discussion and voting on the matter. Specifically, board members shall follow these guidelines:
- o Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the association; while the receipt of incidental personal or third-party benefit may necessarily flow from certain association activities, such benefit must be merely incidental to the primary benefit to the association and its purposes;
 - o Do not abuse board membership by improperly using board membership or the association's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; board members shall not represent to third parties that their authority as a board member extends any further than that which it actually extends;
 - o Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the association;
 - o Do not engage in or facilitate any discriminatory or harassing behavior directed toward association staff, members, officers, other members of the Board, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the association;
 - o Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the association without fully disclosing such items to the Board; and
 - o Provide goods or services to the association as a paid vendor to the association only after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board.

Acknowledgement:

The undersigned hereby acknowledges receipt of the foregoing Code, understands the terms thereof, and agrees to comply fully with the requirements set forth therein. Electronic signatures are acceptable.

Name: _____

Date: _____

2.2. BOARD MEMBER ACKNOWLEDGEMENT OF CODE OF ETHICS AS CODE OF CONDUCT

April 26-28, 2010

Amended August 15-16, 2025

The AAO Board of Trustees shall accept the following Board Member Conduct Review Procedures. All members of the AAO Board of Trustees shall acknowledge their recognition of these Procedures on an annual basis.

BOARD MEMBER CODE OF CONDUCT

I. Introduction

- A. **Background.** The Code of Ethics (the “**Code**”) of the Board of Trustees of the American Association of Orthodontists (“**AAO**”) serves as a code of conduct for members of the Board in their capacity as Board members. Members of the Board affirm their endorsement of the Code, and acknowledge their commitment to uphold and adhere to its principles by accepting membership on, and continuing as a member of, the Board. Violations of the Code may result in sanctions imposed under these Conduct Review Procedures (“*Procedures*”). These *Procedures* are intended to augment further any related provisions of the AAO’s *Bylaws* (including, but not limited to, Article X). To the extent any conflict exists between these *Procedures* and the *Bylaws*, the *Bylaws* shall control.
- B. **Basis for Violation.** The grounds for disciplinary action are one or more violations of any provision of the Code, or any other conduct deemed inappropriate by the Board of Trustees (each, a “**Violation**”). Multiple alleged Violations of the *Code* may be consolidated, at the discretion of the Chair (defined below), into a single Complaint (defined below).
- C. **Application.** These *Procedures* shall apply to all complaints, allegations, inquiries and submissions involving an actual or potential Violation (hereinafter, whether one or more, referred to as a “**Complaint**”) received by AAO about a Board member, whether initiated by another Board member, an officer, employee, member, or agent of AAO, or any third party.
- D. **Effect of Actions Hereunder.** Actions taken under these *Procedures* do not constitute enforcement of any law, rule or regulation; however, referral to appropriate federal, state or local agencies may, at the discretion of the Board, be made about a Board member's conduct in appropriate situations. Persons bringing a Complaint are not entitled to any relief or damages by virtue of this process, although they may be given notice of the actions taken in the manner provided herein.
- E. **Non-Reviewable Complaints.** Complaints that are essentially of a commercial nature (such as claims alleging defamation by or unfair

business practices of a competitor), or primarily requesting relief of a judicial or legal nature, may not be considered under these *Procedures*.

II. Development and Administration of Procedures

- A. Authority. The Board is responsible for the administration of these Procedures, and the Board has the authority and jurisdiction to administer these Procedures on behalf of the association. The President-Elect shall be responsible, on behalf of the Board, for ensuring that these *Procedures* are implemented and followed in the capacity of Chair. If, for any reason, the President-Elect is unable or unwilling to serve as Chair, the Board shall, by majority vote, appoint a member from among its ranks to serve as Chair. In the event the President-Elect serves as Chair, he or she shall serve without the right to vote.
- B. Indemnification. All Board members, AAO employees, and other individuals engaged in investigations or decisions on behalf of the AAO with respect to any Complaint under these *Procedures* are indemnified to the fullest extent permitted by applicable law, and shall be held harmless and defended by AAO, against any liability arising from such activities, as long as such individuals act in good faith and with reasonable care, without gross negligence or willful misconduct, and do not breach any fiduciary duty owed to the AAO.
- C. Conflicts of Interest. No individual who, directly or indirectly, has any personal or other conflict of interest shall be permitted to participate in the matter to be reviewed. The determination as to whether such conflict of interest exists shall be determined by the Board in its sole and absolute discretion. Any such involvement or connection shall be immediately disclosed by the affected individual to the Board.

III. Complaints

- A. How Made. A Complaint may be made or initiated by any person to any member of the Board.
- B. Retaliation Prohibited; False Complaints Prohibited. Direct or indirect retaliation of any kind by the AAO, or its officers, trustees, employees, members, or agents, against any individual that makes, initiates or is involved in the making of a Complaint is strictly prohibited. Similarly, a Complaint made with knowledge of its falsity, in whole or in part, is strictly prohibited.
- C. Preliminary Review; Insufficient, Vexatious and Frivolous Complaints. Upon receipt and preliminary review of a Complaint, the Chair may conclude, in the Chair's sole and absolute discretion, that it: (1) contains unreliable or insufficient information or (2) is patently vexatious, frivolous or trivial. In such cases, the Complaint will not constitute an actionable Complaint that would justify bringing it before the Board for determination, it shall be dismissed without prejudice, and written notice of the same to the complainant, if known, of such action shall be provided by the Chair.

All such preliminary dispositions of Complaints by the Chair shall be immediately reported in writing to all members of the Board, with a copy to the AAO President and AAO's General Counsel. Any such Complaint may be re-initiated at any subsequent time pursuant to these Procedures.

- D. Actionable Complaints. If a Complaint is determined by the Chair on a preliminary basis, in the Chairman's sole and absolute discretion, to be a potentially actionable Complaint, written notice shall be provided to the accused Board member, which shall advise such Board member that an investigation of the matter will be initiated. The Chair shall also provide written notice to the complainant, if known, that the Complaint is being reviewed by the Board.

IV. Review of Complaint by the Board

- A. Investigation. As to all actionable Complaints, the Chair shall authorize an investigation into its specific facts and circumstances to whatever extent is necessary to allow the Board to determine whether a Violation has occurred, and if so, the sanction that should be imposed. The Board may be assisted in the conduct of its investigation by AAO staff, legal counsel, and/or outside experts, provided that such individuals agree to maintain the complete confidentiality of the investigation. Both the complainant, if known, and the accused Board member may also be contacted by the Board or its agents for additional information with respect to the Complaint.
- B. Determination of Actionable Complaints. The Board shall then determine whether the Complaint warrants the bringing of charges under these *Procedures* against the accused Board member. If the Board concludes that charges should be brought, it shall prepare a written report explaining the alleged Violation. If the Board concludes that no charges should be brought, it shall dismiss the Complaint without prejudice and notify the accused Board member and the complainant, if known, of the same in writing. All such dispositions of Complaints shall be immediately reported in writing to all members of the Board, with a copy to the AAO President and to AAO's General Counsel.
- C. Reporting Violations of Law; When, regardless of whether charges are brought, the Board should determine whether the matter should be referred to any legal authority or agency as a result of any actual or potential violation of any law or regulation, and, if so, should promptly refer the matter as warranted.
- D. Notification to Accused Board Member of Actionable Complaints. If the Board determines that charges should be brought, the Chair shall notify the accused Board member and provide such Board member a copy of the Board's report, which shall identify the alleged Violations and the evidence supporting such Violations. The Chair shall advise the Board member in writing that a hearing will be held, and provide the Board member with the proposed date and time for such hearing. The Board member shall be further advised that he or she may request the

opportunity to submit information or arguments contesting the charge in person or in writing, by submitting the same to the Chair within 30 days from his or her receipt of the notice. The Board member also shall be advised that he or she may have the right to review evidence to be presented at the hearing, that formal rules of evidence shall not apply, and that he or she may be represented by legal counsel at his or her sole expense. The Board member shall also be sent a copy of these *Procedures*.

- E. Confidentiality. All investigations, examinations of the record by and deliberations of the Board are to be conducted in strict confidence to the extent possible, except that the Board shall be permitted to disclose any relevant information when compelled by law or to parties essential to the review and investigation of any Complaint.
- F. The Hearing. The hearing before the Board must be held in person. The Chair shall preside and make evidentiary and other procedural rulings with the advice of legal counsel. See Appendix 1 for full hearing procedure details.
- G. Waiver of Hearing. The accused Board member may waive the right to a hearing, in which case, the Board shall make its determination on the basis of the information and other evidence in its possession. See Appendix 1 for full hearing procedure details.
- H. Determination of Violation; Notice. Upon completion of the hearing, the Board shall determine, by a two-thirds (2/3) vote of the legal votes cast (excluding the accused Board member, and with the President casting a ballot on this issue provided that he/she is not the subject of the Complaint), whether there has been a Violation, and whether sanctions should be imposed. When the Board finds that there has been a Violation, it also shall impose a sanction. If the Board determines that a Violation has occurred, (1) it shall prepare a written report of its findings, together with the facts supporting such findings and the sanction to be imposed; and (2) written notice of the Board's determination and the sanction shall be provided to the accused Board member, the complainant, if known, the AAO President, the President of the Board member's constituent organization, and the AAO General Counsel. If the Board determines that a Violation has not occurred, the (1) Complaint shall be dismissed with prejudice so that it may not be refiled, and written notice thereof shall be provided to the accused Board member, the complainant, if known, the AAO President, the President of the Board member's constituent organization, and the AAO General Counsel; and (2) Board's decision shall be final with no right of appeal on the part of the complainant; provided, that if the sanction imposed is removal from the Board, the accused Board member may appeal such decision as set forth in the AAO's *Bylaws*.
- I. Probation When. The Board may, but shall not be obligated to and in its sole and absolute discretion, offer the accused Board member the opportunity to submit a written assurance that the conduct in question has

been terminated and will not recur. If such an offer is extended, the accused Board member must promptly submit the required written assurance to the Board, and the assurance must be submitted in terms that are acceptable to the Board, including, but not limited to, any probationary period, if required by the Board in its discretion. If the Board accepts the assurance, then written notice thereof shall be provided to the accused Board member, to complainant, if known, the AAO President, the President of the Board member's constituent organization, and the AAO General Counsel. Complaints disposed of in this manner shall be deemed to have been disposed of without prejudice.

V. Sanctions

One or more of the following sanctions may be imposed by the Board upon a Board member:

- A. Written reprimand to, or censure of, the Board member (combined with any probationary period, where applicable);
- B. Removal of the Board member from membership on the Board in accordance with provisions of AAO's *Bylaws*;
- C. Suspension of the Board member from membership in one or more AAO committees or other bodies or agencies for a designated period of time; and/or,
- D. Any other action the Board may deem appropriate.

VI. Resignation

If a Board member who is the subject of a Complaint voluntarily resigns (in writing) his or her membership on the Board or AAO membership at any time during the pendency of a Complaint or during the term of any imposed sanction under these *Procedures*, the Complaint shall be dismissed without prejudice, and the Board member who is the subject of the Complaint may not thereafter serve in any elective or appointed office within the AAO. The Board may communicate the fact and date of Board member's resignation, and the fact and general nature of the Complaint and/or the sanction that was pending at the time of resignation if required or permitted by law. Similarly, in the event of such resignation, the complainant shall be notified in writing of the fact and date of the resignation, and that the Board has dismissed the Complaint (without prejudice).

ACKNOWLEDGEMENT

I hereby certify that I have read and agree to be bound by the foregoing. Electronic signatures are acceptable.

Signature: _____

Print Name: _____

Date: _____

The Board Member Conduct Review Procedures and Board Code of Ethics documents will be signed by Board members at the post-Annual Session meeting of the Board.

2.3. BOARD MEMBER FIDUCIARY RESPONSIBILITY

August 24-25, 2007

Amended August 18-19, 2023

The AAO legal counsel shall review the fiduciary responsibilities of Board members, in particular to their voting responsibilities, at the beginning of each Board meeting.

Fiduciary Duty

Trustees must exercise reasonable care in performing duties for the AAO, exhibiting honesty and good faith.

1. Due care must be used when conducting activities, making statements, or otherwise working for the AAO.
2. The Trustee must be prudent and not reckless in AAO matters.
3. The Trustee must also be looking out for the AAO's best interest, not the Trustee's or the respective constituent organization's best interest.
4. Trustees must avoid the expropriation of programs and activities, particularly business prospects that properly belong to the AAO. When a Trustee learns of a business opening, investment, project or program through service to the AAO, the Trustee may not pursue that opportunity outside of the AAO without first offering it to the AAO.

Dualities or Conflicts of Interest

Trustees must provide undivided allegiance to the AAO and its mission.

A duality or conflict may exist when one participates in the decision-making process on an issue for the AAO while concurrently having other business, professional or personal interests that could tend one towards bias or predisposition on the issue.

Where a duality or conflict exists, the Trustee must actively address the conflict and deal with it in cooperation with the AAO pursuant to the AAO's conflict of interest policy.

Confidential Information

Trustees must maintain in confidence whatever information the AAO desires to keep confidential.

1. The obligation to maintain confidentiality continues indefinitely, even after the expiration of a Trustee's term.
2. Trustees may be personally liable for injury or damages that result from their unauthorized disclosure of confidential Association information.

Ordinary Diligence and Care

The basic rule of liability for directors is that, as long as a Trustee exercises diligence and care, no personal liability will arise, even when actions or decisions made in poor judgment cause damage or injury.

1. Good faith is the test for "ordinary diligence and care."

2. Trustees can help demonstrate good faith by:
 - a. Attending meetings and reviewing meeting minutes.
 - b. Reading AAO publications and correspondence carefully to keep fully aware of all Association policies and activities.
 - c. Reviewing AAO governing documents.
 - d. Insisting that meeting minutes accurately reflect comments or votes.
 - e. Reviewing both audited and unaudited periodic financial reports of the AAO.

2.4. CONFIDENTIALITY AGREEMENT

August 20-21, 2004

Amended August 18-19, 2023

The Board of Trustees shall sign a confidentiality agreement each year in which they serve.

Annually, the Board acknowledges awareness of these policies:

Antitrust Form

Duality or Conflict of Interest Form

Sexual Harassment and Fraternalization Form

AAO Policy on Surveys

Leadership Indemnification

2.5. DUTIES AND RESPONSIBILITIES OF AAO APPOINTEES TO OUTSIDE COMMITTEES, COMMISSIONS OR OTHER ENTITIES

August 22-23, 2003

Amended August 18-19, 2023

As long as it does not conflict with my fiduciary duties to the entity to which I have been selected to serve, including any duality or conflict of interest with my duty of confidentiality to that entity, I agree to:

1. Serve as liaison between the AAO and the designated entity, ensuring a high level of communication at all times.
2. Serve as a spokesperson for the AAO consistent with its policies.
3. Attend all meetings of the assigned entity. In the event of a conflict, notify the President and the Chief Executive Officer immediately upon learning of such conflict, so that an appropriate substitute may attend, if possible and practical.
4. Represent the best interests of the AAO at all times in conformity with all AAO *Bylaws*, rules and policies, expressing the AAO point of view rather than personal views which might conflict with the AAO position.
5. At the completion of all meetings and conference calls, prepare a complete report of the activities and actions that took place during such meeting or call, and submit such report as soon as possible after each meeting or call to the AAO President, Chief Executive Officer and any other appropriate Board or staff members.
6. Before each regularly scheduled meeting of the AAO Board of Trustees, prepare a brief report to the President and the Chief Executive Officer concerning any recent activities

of the designated entity, and calling the attention of the Board to any items or activities which might require their action.

7. Keep the President, Chief Executive Officer and other appropriate Board or staff members informed at all times of any activities of the outside entity which may be unusual or require immediate attention. Electronic signatures are acceptable

Signature

Date

Chapter 3: Travel and Expense Policy

3.1. TRAVEL AND EXPENSE POLICIES

August 20-21, 2010

Amended August 18-19, 2021

Amended February 18-19, 2022

Amended August 18-19, 2023

Amended February 16-17, 2024

Amended November 21-22, 2025

It is understood that each airline has different categories within all classes of service. For expense purposes, the following definitions will apply:

Economy airfare reimbursement shall be defined as a fare that includes an advance assignment of a seat. Baggage fees shall also be included.

For the president and president elect who, under certain policy conditions, may fly in the next class of service above economy, it shall be defined as business class where the cabin has economy and other levels of economy service as well as first class. For those cabins that have several categories of economy class and no business class, one level above shall be defined as first class.

A. Trustee Expenses

1. Unless noted by exception in this policy manual, members of the Board of Trustees shall be reimbursed economy class airfare, ground transportation and other actual reasonable business expenses for official AAO travel. This includes travel to Board, council and committee meetings, Board Planning Session, AAO Leadership Development Conference, AAO Professional Advocacy Conference and AAO Annual Session, as well as other meetings approved by the Board of Trustees, and shall begin with the Annual Session at which the Trustee-Elect is installed. For purposes of this policy, the Speaker of the House and the Editor-in-Chief, shall be reimbursed in the same manner as other members of the Board of Trustees. When they are invited to meetings of the Board of Trustees, the incoming Speaker of the House, the incoming Editor-in-Chief, and the Trustee(s)-Elect shall be reimbursed in the same manner as other members of the Board of Trustees.
2. For the AAO Annual Session:
 - a. Members of the Board of Trustees and their spouse/guest will be reimbursed economy class airfare, ground transportation and other actual reasonable expenses.
 - b. On the days preceding the Annual Session when members of the Board of Trustees and their spouse/guest are on-site, AAO staff will schedule and coordinate: one group activity and lunch (may or may not be in conjunction with the group activity) for BOT spouses/guests on each day of the pre-Annual Session Board meeting; one group activity and lunch (may or may not be in conjunction with the group activity) for the BOT and their spouse/guest on the day before the first meeting of the House of Delegates. During years in which a club level concierge lounge is not

available at the Annual Session headquarter hotel, group activities organized for BOT spouses/guests on each day of the pre-Annual Session Board meeting will not be paid by the AAO (not including lunch), so that funding may be used to create a concierge lounge in an available space within the hotel.

3. The Leadership Development Conference, which is typically held at the site of the AAO Winter Conference on the day before the Winter Conference begins, is required for all Board members.
4. The AAO Winter Conference is optional for all Board members. For those who attend, their spouse/guest will receive a complimentary registration.
5. For the American Dental Association Annual Session, AAO Executive Committee members are required to attend. Attendance by other Board members is optional. When attending the ADA Annual Session, Board members and their spouse/guest have the option of attending the ADA President's dinner dance, but are not required to do so. Spouse/guest airfare shall be reimbursed only for the President, President-elect and Secretary-Treasurer.
6. Airfare reimbursement will be for 30-day advance purchase lowest economy fare (full fare economy tickets will not be reimbursed except for official trips that require last minute booking) for official AAO travel. When approved for travel, spouse/guests will only be reimbursed for 30-day advance purchase lowest economy (full fare economy tickets will not be reimbursed). This applies to the AAO and ADA Annual Sessions, the Board Planning Session and any site visits which the spouse/guest attends.
7. For purposes of Trustee Travel Expense policies, spouse/guest meals will be reimbursed whenever their travel expenses are being reimbursed and for Board meals organized by AAO staff or the Chief Executive Officer. When reimbursement for spouse/guest travel is provided, the person who attends as their spouse/guest is left to the discretion of the Trustee (with the exception of the Board Planning Session which is governed under separate policy-See 10. below.)

Note that the IRS assesses tax on the value of travel benefits received by spouse/guests. The AAO will issue a 1099 to the spouse/guest or Trustee. If the spouse/guest is treated as a spouse or dependent on the Trustee tax return, the value of spouse/guest travel reimbursement will be included in the 1099 issued to the Trustee. In all other instances, the 1099 will be issued directly to the spouse/guest. It will be the responsibility of the Trustee to provide the information necessary to make this determination and to issue the 1099 correctly each year.

8. If the opportunity arises to leave early when on AAO business, a Board member may change plane tickets when the change results in the Board member avoiding at least one evening's stay or arriving home at least two hours earlier than current flight plan allows. Exceptions will be made in emergencies. AAO will reimburse the current customary change fee.
9. Members of the AAO Board of Trustees may, at their discretion, attend AAO-

sponsored conferences with their expenses and registration fees covered by the AAO. Expenses will be paid in accordance with Board travel policy and included in the appropriate conference budget.

10. Expense reimbursement for the annual Board Planning Session shall be administered as follows:
 - a. Attendance at the AAO Board of Trustees Planning Session is limited to the Board member and his/her spouse/guest. Attendees' children of any age may attend at the expense of the Board member. The Chief Executive Officer is to attend, as is senior staff, as determined by the Chief Executive Officer.
 - b. The meeting shall last for two days with expenses paid for three room nights and reasonable travel expenses for the board member, Chief Executive Officer and their spouse/guest per board travel policies, following a pattern of Thursday arrivals, Friday and Saturday Session and Sunday departures. The President-Elect and his/her spouse/guest will be reimbursed for an additional room night and expenses to allow for early arrival to make preparations for the meeting.
 - c. Group meals are mandatory for members and their spouse/guest since fellowship is an important function of the Board Planning Session. If for some reason the board member and/or spouse/guest cannot attend a function, expenses incurred in lieu of that function are the responsibility of the board member. For group meals, breakfasts should not exceed \$35/person, lunches should not exceed \$65/person and dinners should not exceed \$125/person plus taxes and gratuities, unless approved by the BOT in advance.
 - d. Board members arriving early or staying longer are responsible for any additional expenses.
 - e. Board members may upgrade their rooms at their own expense.
 - f. All routine expenses (as outlined in the BOT expense policy) are covered for members of the Board of Trustees and spouses or guests.
 - g. Airport transfers shall be handled in the most cost effective method determined by the AAO Meetings Department i.e. taxis, hotel shuttles or livery service. Transportation for group functions will be arranged by the AAO Meetings Department. Rental cars will be at the expense of the Board member.
11. Travel policies related to the World Federation of Orthodontists will be determined by the Board of Trustees for inclusion in the budget for the year when the event will occur. However, only the Executive Committee plus the next individual who is scheduled to serve as AAO President at the next rotation of the WFO will be reimbursed for travel.
12. The AAO shall reimburse the AAO Speaker of the House-designate for funds

expended in preparation for assuming the role of AAO Speaker. These funds are to be used to defray the costs for study materials, travel, tuition and room and board from special education programs, and special membership dues related to training in parliamentary procedures appropriate to the American Association of Orthodontists. Reimbursable charges may be incurred up to two years prior to assuming the role of Speaker but may only be paid after the Speaker-Designate has been officially recognized by the House of Delegates. All charges should be reviewed and approved by the current AAO Speaker and the Budget Advisory Committee prior to reimbursement.

13. The Speaker of the House shall be reimbursed for study materials, travel, tuition and room and board from special education programs, and special membership dues related to parliamentary procedures appropriate to the American Association of Orthodontists. Reimbursement approval follows the standard approval process per the board policy manual.
14. Travel accident insurance will be provided in the amount of \$500,000 for Board members and their spouses and \$10,000 for their dependent children. In addition, a medical evacuation plan is provided to all Board members and their families which provides emergency evacuation benefits if the member is travelling 150 miles or more from home.

B. Officer Travel

1. The AAO President, President Elect and Secretary-Treasurer will be reimbursed the annual cost of an airline club membership of his/her choice upon receipt of documentation that the officer has joined such an airline club.
2. The AAO President and his/her spouse/guest will be reimbursed for the next class above economy airfare for all official AAO travel (including international travel) involving flights longer than 2 hours. Whenever possible, the AAO President and his/her spouse/guest are requested to use upgrade coupons (expenses to the AAO) or free upgrades depending upon airline frequent flyer status. Official travel is defined as travel to: Board Meetings, Board Planning Session, Fall Constituent meetings, Leadership Development Conference, European Orthodontic Society (EOS), American Dental Association (ADA), College of Diplomates of the American Board of Orthodontists (CDABO), Canadian Association of Orthodontics (CAO), Professional Advocacy Conference, Annual Session, Dental Specialty Group, and a second international meeting to promote the annual session and membership. If another trustee represents the President at an official meeting, the trustee will be reimbursed according to the officer reimbursement policy
3. The AAO President-Elect and his/her spouse/guest will be reimbursed for the next class above economy airfare for all official AAO travel involving flights longer than 2 hours. Whenever possible, the AAO President-Elect and his/her spouse/guest are requested to use upgrade coupons (expensed to the AAO) or free upgrades depending upon airline frequent flyer status. Official travel is defined as travel to: Board Meetings, Board Planning Session, Fall Constituent meetings, Leadership Development Conference, European Orthodontic Society (EOS), American Dental Association (ADA), College of Diplomates of the American Board of Orthodontists (CDABO), Canadian Association of Orthodontics (CAO), Annual Session, Dental

Specialty Group, and Professional Advocacy Conference. If another trustee represents the President-Elect at an official meeting, the trustee will be reimbursed according to the officer reimbursement policy.

4. The AAO Secretary-Treasurer and his/her spouse/guest will be reimbursed for the next class above economy airfare for travel to AAO constituent meetings and the ADA Annual Session if the flight is longer than 2 hours. Whenever possible, the Secretary-Treasurer and his/her spouse/guest are requested to use upgrade coupons (expensed to the AAO) or free upgrades depending upon airline frequent flyer status.
5. In addition to travel to the EOS and the CAO, and CDABO, funds, as approved in each annual budget, shall be made available to the President for one additional trip to attend an international gathering of orthodontists that is consistent with AAO's strategic plan as approved by the AAO Executive Committee based on established policy. Funds shall cover the cost of transportation (business class travel at the lowest available rate), meals, lodging, AAO gifts and other miscellaneous travel related expenses for the President and his/her spouse/guest. A budget for such travel must be submitted by the President in the year preceding his/her presidential year. The President's attendance at such gatherings shall in no way conflict with his/her duties as President or the Association's policies, purposes or *Bylaws*.

In years when the Asian Pacific Orthodontic Society (APOS) and/or Latin American Association of Orthodontics (ALADO) congresses are held, the President is strongly encouraged to attend one of these meetings as their Presidential international meeting. In years when APOS and ALADO congresses are not held, consideration may be given to a different location for the Presidential international meeting. However, the meeting host should always be at a WFO-affiliated society.

6. The AAO shall pay for the travel expenses of the AAO President and President-Elect and a spouse/guest to attend their respective home constituency annual meetings regardless of whether they are the official AAO visiting officer.
7. The Secretary-Treasurer and his/her spouse/guest may make one site visit to one location for the purposes of planning the Board Planning Session during the year they serve as President-elect. Expenses for the site visit will be covered for the spouse/guest in accordance with AAO travel policies. The AAO meetings department will arrange for three nights at the prospective location. Nights not provided complimentary by the facility/venue will be paid by the AAO. If the Secretary-Treasurer stays beyond three nights, the additional nights and accompanying expenses will be his/her responsibility.
8. For purposes of Officer Travel Expense policies, when reimbursement for spouse/guest travel is provided, the person who attends as their spouse/guest is left to the discretion of the officer. (with the exception of the Board Planning Session which is governed under separate policy) Note that the IRS assesses tax on the value of travel benefits received by spouse/guests. The AAO will issue a 1099 to the spouse/guest or officer. If the spouse/guest is treated as a spouse or dependent on the officer's tax return, the value of spouse/guest travel reimbursement will be included in the 1099 issued to the officer. In all other instances, the 1099 will be issued directly to the spouse/guest. It will be the

responsibility of the officer to provide the information necessary to make this determination and to issue the 1099 correctly each year.

C. TRAVEL: ATTENDANCE AT DENTAL PROFESSIONAL RELATED MEETINGS/EVENTS

November 20-21, 2008
Amended February 20, 2015
Amended November 18-19, 2017
Amended November 16-17, 2018
Amended May 7, 2019
Amended November 21-22, 2025

For strategic and relationship purposes, the AAO will be represented at the following meetings:

AAO SPECIFIC MEETINGS

- AAO Annual Session
- Professional Advocacy Conference (annual)
- Leadership Development Conference, or other Leadership meetings
- Other AAO meetings as determined by the President in consultation with the Executive Committee

DENTAL PROFESSION MEETINGS

- American Dental Association Annual Session (represented by the Executive Committee, and the Chief Executive Officer). Attendance by other Board members is optional.
- American Dental Education Association annual meeting
- American Student Dental Association annual meeting
- Graduate Orthodontic Residents Program
- Dental Specialty Group meeting
- ADA Commission on Dental Accreditation meeting
- Canadian Association of Orthodontists (CAO) annual meeting (represented by an officer of the Board as determined annually at the same time as constituent meeting assignments, as well as the Chief Executive Officer). The constituent Trustee from the region where the CAO meeting is held is encouraged to attend for relationship building purposes. However, expenses will not be reimbursed by the AAO.
- College of Diplomates of the American Board of Orthodontics (represented by the President or their designee)
- ADA Dental Certifying Boards meeting

DENTAL SPECIALTIES' MEETINGS

The President's attendance at other dental specialties' annual meetings shall be at the President's discretion. These invitations are generally to be declined; but the President is encouraged to attend any of these meetings consistent with AAO's Strategic Plan.

INTERNATIONAL MEETINGS

- European Orthodontic Society congress (held annually; represented by the President,

President-Elect and the Chief Executive Officer)

- Asian Pacific Orthodontic Society (APOS) congress (held every two years)
- World Federation of Orthodontists International Orthodontic Congress (held every five years) (See Section A. 10. above)

Except as stated otherwise above, AAO should prioritize its international presence at prominent regional congresses rather than individual society meetings. Additionally, prior to finalizing the international meeting schedule each year, the AAO Membership Department should assess membership growth opportunities in each country/region for consideration.

Whenever possible, AAO should arrange to have a booth space, with AAO staff present at all international meetings it attends. A reciprocal booth at the AAO Annual Session (International Lounge) should be offered to each host orthodontic society to minimize costs. AAO should also take advantage of stage/podium time if offered.

OTHER MEETINGS

For strategic, Annual Session location, membership and relationship purposes, the AAO may consider having representation at additional conferences as determined by the President-Elect in consultation with their Executive Committee and Chief Executive Officer annually for the following fiscal year.

PLANNING AND BUDGETING

The President-Elect, along with their Executive Committee and the Chief Executive Officer, will meet at the November BOT meeting each year to determine the meeting schedule for the current Secretary-Treasurer's future presidential year with a goal of planning two years ahead as is possible. All meetings schedules that involve AAO representation will be confirmed/updated at that time and, if possible, shall include a booth to be staffed that promotes AAO membership. An appropriate budget for each meeting should be submitted with a stated purpose annually.

3.2. AAO OFFICER VISITATIONS TO CONSTITUENT ANNUAL MEETINGS

February 23-25, 1991

February 19-21, 2004

Amended August 19-20, 2005

Amended May 2, 2016

Amended August 18-19, 2023

The AAO Chief Executive Officer shall contact the executive directors/secretaries of all constituents in writing by March 15 of each year and inform them of the name of the AAO officer assigned for visitation of their next annual meeting and request a schedule of their program. Each trustee shall inform his or her constituency to anticipate some flexibility in the time of attendance of the visiting officer.

The AAO officer constituent visitation schedule shall be reviewed and modified as necessary each year by the officers to: 1). Avoid having the Secretary-Treasurer or President-Elect visit the AAO President's constituent meeting or the Secretary-Treasurer visit the President-Elect's constituent meeting, if deemed appropriate; and 2). Coordinate and resolve any meeting conflicts, such as the ADA and CAO meetings, that require attendance by the President or designate(s), with the intent being to visit each constituency once during their tenure on the Board, if possible. However, this may not always be possible or fiscally prudent.

In the case of joint meetings consisting of two or more constituencies, only one officer shall represent the AAO, except if the meeting includes the AAO President's or President-elect's constituent, in which case that individual may also attend their own constituent meeting. Because of joint meetings, an individual may be assigned to visit a constituent more than once during their years of service as an officer. The needs of the AAO and prudent fiscal responsibility should be considered the most important factors in assigning AAO officer visits.

Each officer assigned to attend a fall constituency annual meeting shall attend as much of the meeting as he/she feels able to; however, the assigned officer shall determine his/her participation with the concurrence of the individual constituency's Board so that the AAO is represented appropriately.

Chapter 4: Board Committee Appointments

4.1. BOARD COMMITTEES

Amended February 16-17, 2024

The President will review committees each year prior to the beginning of their term. The BOT may create new committees during the year if the need arises.

4.2. BOARD COMMITTEE APPOINTMENTS

April 27-29, 1988

Amended November 18-19, 2017

Amended August 18-19, 2023

Amended February 16-17, 2024

Amended August 15-16, 2025

A. EXECUTIVE COMMITTEE

Composition: The Executive Committee shall consist of the following five (5) members: the President, President-Elect, Secretary-Treasurer and the next two senior Constituent Trustees.

Powers: The Executive Committee shall have the power to act for the full Board of Trustees in the interim between sessions of the Board of Trustees and it will report any such actions to the Board at its next meeting.

Duties: It shall be the duty of the Executive Committee to perform such duties as may be assigned by the Board of Trustees.

In addition to the Executive Committee, the Board of Trustees is organized into such standing committees, reference committees and such special committees as may be established from time to time.

B. SPECIAL COMMITTEES

Amended April 30-May 2, 2012

Amended February 14-15, 2020

The special committees are:

1. BUDGET AND FINANCE COMMITTEE

April 30-May 1, 2002

Amended September 5-6, 2014

Amended February 20-21, 2015

Amended November 18-19, 2017

Amended August 16-17, 2019

Amended February 18-19, 2022

Amended August 15-16, 2025

The Budget and Finance Committee shall be comprised of the Secretary-Treasurer, the next two most senior Constituent trustees and the President-Elect. The President, Chief Executive Officer, and Vice President, Finance shall serve

as ex-officio, non-voting members. The chair shall be the Secretary-Treasurer.

The committee shall meet as frequently as necessary to fulfill its duties and responsibilities, but not less frequently than quarterly. Meetings shall be held at the call of the chair or any two of its voting members.

The duties of the Budget and Finance Committee are:

- A. Review of the preliminary annual budget including estimates of income and expense, and requests for new and increased operating and capital expenditures. The objective of the review is to recommend to the Board of Trustees a budget that represents funding to best execute the goals in the strategic plan and operating plan for the upcoming fiscal year.
- B. Evaluate the cost effectiveness of new and existing programs and make appropriate recommendations to the Board of Trustees regarding their inclusion or exclusion (discontinuation) in the preliminary budget.
- C. Review the long-range financial plan of the Association annually, and make appropriate recommendations regarding the financial matters of the Association at a minimum of two years into the future.
- D. Review the current membership status, recent and projected changes in membership and membership status as it affects dues revenue.
- E. Verify the calculation of designated and undesignated net assets and make recommendations to the Board regarding appropriate actions related to Reserves.
- F. Review and update the AAO Budget Methodology Document annually to ensure it reflects current and best practices.
- G. Participate in the relationship with AAO's audit firm including audit firm selection, pre-audit and post-audit meetings and interim discussions regarding financial accounting and tax issues.
- H. Review financial reporting practices and internal controls to ensure appropriate and adequate financial policies and procedures.
- I. Review quarterly financial statements to ensure clear communication of the organization's financial position, adherence to budget and allocation of resources.
- J. To approve additional unbudgeted expense requests up to \$50,000 and capital expenditure requests up to \$100,000.

2. COMMITTEE ON REPORT TO HOUSE OF DELEGATES

August 28-30, 1993

Amended August 18-19, 2023

It shall consist of the Secretary-Treasurer, Speaker of the House, Chief

Executive Officer and the AAO General Counsel. The Secretary-Treasurer shall serve as Chair.

Meetings shall be subject to the call of the chair.

Its duties are: To prepare the reports of the Board of Trustees to the House of Delegates at the annual session, subject to the approval of the Board of Trustees; and to determine methods for the presentation of such reports to the House of Delegates.

3. **COMMITTEE ON NOMINATIONS**

August 19, 2017

Amended November 18-19, 2017

Amended August 18-19, 2023

The Committee on Nominations shall consist of the voting members of the Board of Trustees. The AAO's Critical Issue #1 recognizes that orthodontists are increasingly diverse in terms of age, gender, race and ethnicity and in how they practice. The Board of Trustees strives to reflect this diversity throughout AAO leadership.

Meetings shall be subject to the call of the chair.

Its duties are: To select a slate of nominations for the office of Secretary-Treasurer. While this nomination shall be presented at the first business meeting of the annual session of the House of Delegates, it shall be publicized to the membership at least 30 days in advance of that annual session. Election of a given slate of officers shall take place at the annual session subsequent to the one at which they are nominated.

In addition, the Board of Trustees shall serve as a nominating committee for membership of the councils, committees and directors of the American Board of Orthodontics. Likewise, these nominations shall be presented at the first business meeting of the annual session of the House of Delegates. Elections shall take place at the final business meeting of the House of Delegates at the same annual session at which the nominations are made.

4. **CENTRAL OFFICE ADVISORY COMMITTEE**

August 23-24, 2002

The Central Office Advisory Committee shall be composed of all voting members of the Board of Trustees and the President, who will serve as chair.

August 17-19, 1996

Amended April 30, 2020

Amended August 18-19, 2023

It shall be the duties of the COAC to:

1. Evaluate the performance of the Chief Executive Officer after having received input from the Board of Trustees. Further, the COAC shall

consult with the Chief Executive Officer concerning central office internal matters, the Chief Executive Officer's concerns, long-range plans of the Association, or other similar recommendations to be made by the Chief Executive Officer to the Board of Trustees. The results of the evaluation of the Chief Executive Officer will be communicated to the Chief Executive Officer by the immediate Past President, in conjunction with the President.

5. **COAC CHIEF EXECUTIVE OFFICER REVIEW ADVISORY COMMITTEE**

November 18-19, 2011

Amended November 18-19, 2017

Amended April 30-May 1, 2019

Amended April 30, 2020

Amended August 18-19, 2023

A Chief Executive Officer Review Advisory Committee shall be established annually at the post-Annual Session Board meeting consisting of the President, who will serve as chair, President-Elect, Secretary-Treasurer, the next most senior Trustee and the fourth year Trustee. The immediate Past President will serve as an ex-officio member.

Responsibilities and Duties:

1. Work with the Chief Executive Officer to establish annual performance goals that will be presented to COAC for approval.
2. Review established performance criteria with the Chief Executive Officer, including financial and strategic objectives, on a quarterly basis. The Committee will report any concerns to COAC.
3. Ensure that the AAO's executive compensation package conforms with prevailing best practices, standards of reasonableness and applicable legal and regulatory requirements, with an annual report to COAC no later than 30 days prior to the COAC meeting.
4. Per the terms of the Chief Executive Officer's contract with the AAO, review the total remuneration package of the AAO Chief Executive Officer, including compensation and benefits and recommend adjustments to COAC.
5. With COAC approval, retain third-party advisory and consultative services to help in the collection and analysis of comparative compensation and employment practices data.
6. Review and offer recommendations for revisions to the Chief Executive Officer contract when specifically directed by COAC.

COAC will retain sole authority and discretion for the performance evaluation of the Chief Executive Officer after receiving input from the Board of Trustees. COAC must approve advisory committee reports, performance goals, contracts and compensation for the AAO Chief Executive Officer.

6. **COMMITTEE C**

Amended November 20-22, 1992

Amended August 19-20, 2011

Amended August 18-19, 2023

Committee C is made up of three trustees, including the junior trustee at-large and the Editor-in-Chief with one of the trustees serving as chair. The Board liaison to COC should be considered for the committee.

What material is reviewed?

- 1) All new advertising and all substantial changes in current advertising for the AJO/DO.

Purpose of the review

- 1) Adherence to AAO policy and for scientific and dental/orthodontic accuracy.

Prior to review

- 1) New or changed advertising for the AJO/DO is to be reviewed by staff and legal counsel prior to being submitted to Committee C.
- 2) Those responsible for presenting the materials to Committee C shall, in advance, verify the source of the material and the authenticity and credentials of any organizations/companies presenting the material.

Other Duties

- 1) Additional material review duties may be assigned by the President with the advice and consent of the Board of Trustees.

Committee C shall also act as an appellate judicatory for disagreements in printed materials and decisions.

7. **BOARD POLICIES AND PROCEDURES REVIEW COMMITTEE**

May 12-14, 1993

Amended November 18-19, 2017

Amended August 18-19, 2023

Amended February 16-17, 2024

Amended August 15-16, 2025

The said Committee shall consist of three trustees, the Speaker of the House and the Chief Executive Officer. The three trustees, at least one of whom will be a newly elected Constituent trustee, and the Chair will be appointed by the President.

Meetings shall be subject to the call of the chair or two of its members.

Duties of this Committee will be as follows:

- A. Annually review the manual of Board policies and make recommendations, if any, for deletions or amendments. This report shall be due at the August meeting of the Board.
- B. The report shall be styled as a resolution formally adopting such actions as Board policy.
- C. In consultation with the Electronic Health Records Committee, manage

- periodic review and maintenance of the AAO Glossary.
D. This committee shall be assigned issues regarding bylaws.

8. **PROFESSIONAL ADVOCACY CONFERENCE PLANNING COMMITTEE**

February 22, 2007

Amended November 18-19, 2011

The Chairs of COGA and AAOPAC, or their designees, and the Board Liaison for that year to both groups shall serve as the planning committee for the conference.

9. **LIBRARY ADVISORY COMMITTEE**

August 23-24, 2002

Amended May 9-11, 2011

Amended November 22-23, 2013

The purpose of this standing committee is to provide direction and guidance to the Library Resources staff in the administration of the library resources of the AAO. The Committee shall be composed of two members at large as appointed by the AAO President with substantial AAO institutional history and a strong interest in the library, its collections and services, and may serve consecutive terms. The Committee will meet electronically as needed.

10. **INVESTMENT COMMITTEE**

November 17-18, 2006

Amended June 29, 2012

Amended April 29-30, 2013

Amended November 18-19, 2017

Amended August 15-16, 2025

The Investment Committee shall be composed of six members. Of these six members, three (3) shall be trustees and two (2) shall be AAO members with demonstrated interest and knowledge of investment philosophy and practice who will be at-large members of the Committee. These members of the Investment Committee shall have the right to vote. The AAO Secretary-Treasurer shall serve as an ex-officio member of the Investment Committee without the right to vote.

The Investment Committee shall oversee the management of the AAO reserves portfolio and other investments as appropriate and ensure that activity is consistent with the Board-approved investment policy. The Investment Committee, when appropriate, makes recommendations to the AAO Board of Trustees in order to improve the performance of the reserves portfolio.

Trustees shall serve on the Investment Committee during their 5th, 6th, and 7th year of board service. During the 7th year of board service, the trustee shall serve as chair of the Investment Committee. At-large committee members will be appointed by the president for three-year terms with the terms being staggered so that no more than one at-large member is replaced in a given year.

Committee members may only serve one term. Should a Committee member

need to be replaced for any reason, the replacement will serve out the term of the replaced member and will not be eligible to serve an additional three-year term if they complete less than half the term of the member they replaced.

The Committee will be assisted by the AAO Vice President of Finance and will meet regularly with the investment advisor engaged by the AAO. Minutes of all meetings and reports of the investment advisor will be provided to the Board of Trustees quarterly and an annual report on performance will be provided to the House of Delegates.

11. **CLINICAL PRACTICE GUIDELINES REVIEW COMMITTEE**

February 16-17, 2024

Amended August 15-16, 2025

The Clinical Practice Guidelines Review Committee (CPGRC) shall consist of five members, including two trustees, one director from the American Board of Orthodontics and two at-large members. The trustees shall consist of one senior member and one junior member with the senior member serving as chair and trustee liaison. The senior trustee shall vote only to break a tie. The senior trustee should have the experience of being on the committee previously, and the junior member will become the senior member on the next committee. The AAO General Counsel shall serve as staff liaison to the committee.

Committee members shall serve up to two, two-year terms with no more than three members (the senior trustee, ABO director and one at-large member) rotating off the committee following each revision to the Clinical Practice Guidelines.

The CPGRC will review the document in its entirety every two years. The CPGRC will submit a report to the BOT no later than the February BOT meeting.

12. **BUSINESS DEVELOPMENT COMMITTEE**

November 17-18, 2023

That AAO Board of Trustees establish the Business Development Committee (BDC) as a standing committee of the Board of Trustees, charged with overseeing the Innovation & Transformation Fund Initiatives and Endorsements according to the policies and procedures as detailed in Exhibit A.

That the Business Development Committee be comprised of:

- Voting Members: Four Trustees with up to one being a Trustee At-Large, where one constituent Trustee serves as Chair where the Chair votes only in the case of a tie
- Non-Voting Members: AAO CEO (ex-officio), AAO VP of Strategy & Innovation (also serves as Staff Liaison), AAO VP of Finance & Accounting and a Venture Capital Consultant
- Staff Support: Product Manager, Business Development

That AAO Staff and subject matter experts (members and/or external) with specific expertise relevant to a project or project task are engaged as appropriate.

Chapter 5: Duties and Responsibilities

5.1. ADA OFFICERS MEETING

February 16-18, 2006

The AAO President, President-Elect, Secretary-Treasurer and Chief Executive Officer shall have an annual face-to-face meeting with the officers and Executive Director of the American Dental Association to discuss issues of mutual concern.

5.2. COLLEGE OF DIPLOMATES OF THE ABO (CDABO) ANNUAL MEETING

August 20-21, 2004

Either the President or his/her designee shall attend the CDABO annual meetings.

5.3. GRADUATE ORTHODONTIC RESIDENTS PROGRAM (GORP)

August 22-24, 1992

Amended August 20-21, 2004

Amended August 18-19, 2023

The AAO President and President-elect, or their designees from the Board, are encouraged and authorized to attend the annual Graduate Orthodontic Residents Program and, if possible, the President formally address the attendees. The address should be concerning the value of the AAO to the specialty and to the residents as they pursue careers in orthodontics.

5.6. REPRESENTATIVE TO AMERICAN STUDENT DENTAL ASSOCIATION

August 20-21, 2010

The President, in consultation with CONYM, shall be authorized to appoint a member as AAO's representative to ASDA, and if a suitable representative is not found, the Board shall be requested to submit nominees.

5.7. COUNCIL MEMBER CONTINUITY

August 20-21, 2010

Amended November 18-19, 2017

1. Prior to the November BOT meeting, staff will provide the following spreadsheets for discussion and review:
 - a) One sorting by Council, then term, year of term expiration date.
 - b) One sorting by year of term expiration date, then term, then Council.
2. Each trustee will see the current year and future year's changes at a glance for his/her constituency.
3. Each trustee will see the upcoming changes for his/her liaison council.
4. Each trustee should confirm prior to this meeting, the desire for senior council members (2+terms) to complete their existing term and intent to run for another term.
5. When 2+ council members with 3 or more term's experience are leaving, special scrutiny is warranted.

5.8. COMMUNICATIONS AND INTERACTIONS AMONG THE BOARD OF TRUSTEES, COUNCILS AND STAFF

Amended April 30, 2020

Board of Trustees area of responsibility or assignment:

1. Elect chairs of councils at the next Board meeting following the nomination.
2. Review the trustee liaison assignments for next year that are to be made by the President-Elect.
3. Review the meeting and appropriate agenda (educational) for the staff liaison and new council chair to be held at the annual session.

5.9. TESTIMONY BEFORE CONGRESS

August 24-25, 2001

The Board of Trustees, in consultation with COGA, shall authorize an AAO representative to present testimony before Congressional committees as to issues and opportunities of interest to the AAO.

5.10. AAOF MEETING ATTENDANCE

April 24-27, 2000

Amended April 18, 2017

Amended November 18-19, 2017

The third most senior trustee following the Secretary Treasurer shall be the AAOF trustee liaison for a one-year term.

5.11.1. MEETINGS WITH AAOIC AND AAOSI BOARDS

February 18-20, 2010

The AAO Board of Trustees shall hold separate regular meetings with both the AAOIC Board and the AAOSI Board at a place and time to be determined.

5.11.2. NOMINEES FOR AAOSI BOARD OF DIRECTORS

August 20-21, 2004

The voting members of the AAO Board, including the President, shall have a vote for the AAOSI nominees for directors

5.12. GIFTS FOR FOREIGN ORGANIZATIONS

November 20-22, 1992

Amended August 19-20, 2005

Amended August 18-19, 2023

The AAO official representative to the annual meeting of a foreign orthodontic organization shall present a suitable memento to the official representatives (up to three per meeting) at a cost not to exceed \$200 per gift.

Chapter 6: Reports

6.1. REPORTS TO THE BOARD OF TRUSTEES

November 21-22, 2003

Reports to the Board of Trustees shall be completed within two weeks of council/committee meetings (and distributed to BOT upon completion).

Assignments of Board Committees shall be completed, if at all possible, at least one month prior to the next BOT meeting.

Document(s) shall be sent electronically to BOT/staff, when possible.

6.2. CONSTITUENT ORGANIZATION FACT SHEET

November 18-20, 1994

Staff shall develop a fact sheet of important issues to be reported to the constituent organizations by the trustees during their ad interim meetings and the draft fact sheet shall be presented annually at the Board's February meeting.

6.3. RESEARCH

August 24-25 2001

The Board shall receive the results of each survey completed by any independent research firm.

6.4. TRUSTEES CONSTITUENT REPORT TO THE BOARD

May 9, 2001

Amended August 21, 2009

Editorially Amended November 30, 2016

Amended November 18-19, 2017

Amended August 18-19, 2023

Each constituent-elected trustee will submit a written informational report on the individual constituent for which they are responsible if there is new information to report. This report is to be presented at regularly scheduled Board meetings and placed in a separate tab in the Board Agenda Book.

6.5 DISTRIBUTION OF POLICY MANUALS

August 27-28, 1989

AAO policy manuals will be made available to all Board members in an electronic format.

Chapter 7: Board Meetings

7.1. ATTENDANCE AT REGULAR AND SPECIAL SESSIONS

February 23-25, 1991

Amended August 18-19, 2023

Amended August 15-16, 2025

When the Board of Trustees is in a regular or special meeting, the voting members, the ex-officio members, the Chief Executive Officer, AAO General Counsel, senior staff and the recording secretaries shall be privileged to attend. Other staff members who are liaisons to councils or committees may attend Board meetings during discussion of those council and committee reports. Others may be privileged to attend as consultants at any regular or special meeting on the invitation of the President or of the chair of any committee of the Board of Trustees with prior notification of the President.

7.2. COUNCIL CHAIRS' ATTENDANCE AT BOARD MEETINGS

May 1-6, 2006

Amended August 15-16, 2025

At the invitation of the President, Chief Executive Officer, and/or Board Liaison, the chair of a council or committee or their designee may attend the appropriate meeting of the AAO Board of Trustees either in person or via conference call to explain the rationale for their council/committee recommendation(s) to the Board and to provide background information. Upon approval of attendance, the funds for attending shall be allocated from undesignated net assets.

7.3. PRESENTATION OF BOARD AGENDA ITEMS

April 27-29, 1988

Amended August 15-16, 2025

1. All board agenda items should be available to the Board at least two weeks before the Board meeting whenever possible. Late submissions will be considered depending on urgency or extenuating circumstances but are discouraged.
2. Committee reports shall be reviewed and approved by the Chair/Liaison prior to presentation to the Board.
3. Verbatim reading of reports and extensive discussion of reports is discouraged. Proposed actions for Board consideration should be presented in the form of motions.

7.4. AGENDAS FOR BOARD MEETINGS

May 11-12, 1989

Revised February 20-22, 2003

Amended August 15-16, 2025

1. The agenda for Board of Trustee meetings shall be developed by the President, President-elect and Chief Executive Officer.
2. Proposed agenda items must be submitted in an orderly and timely manner, preferably in writing and well in advance of the meeting, to ensure appropriate time for preparation, dissemination, and review. Proposed agenda items shall be submitted to the Chair of the Board, through Executive Department staff, or by specific request of the Chair, may be submitted to the Chief Executive Officer; however, inclusion of all such proposed items in

the Board agenda requires prior approval by the Chair.

3. CLOSED SESSIONS

February 14-16, 1997
Revised February 20-22, 2003
Revised April 26, 2017
Amended August 18-19, 2023
Amended August 15-16, 2025

All sessions of the Board of Trustees shall include a closed session. The timing of the closed session is at the discretion of the President or Presiding Officer. Attendance at closed sessions shall include, but not be limited to, the President, the Chief Executive Officer and all members of the Board. At the discretion of the President, other attendees may include other staff and consultants. The Chief Executive Officer should be included in closed sessions except when their performance is being evaluated or when their presence might limit debate as determined by the President or a majority vote of the Board of Trustees taken in closed session by written ballot.

At each session of the Board of Trustees, a closed closed session of the Board is routinely scheduled. The list of staff who can attend the closed closed session will be announced by the President or Presiding Officer prior to the closed closed session.

The minutes of the closed session or closed closed session will register when the BOT entered the closed session and when it moved back into open session. At each closed session or closed closed session, the voting members of the BOT will decide what action items will be reported in the minutes.

7.5. SCANNING SESSIONS

February 17-19, 2005
Amended May 16-18, 2005

Each BOT meeting, except for the Annual Session meetings, shall allow sufficient time at the beginning of each meeting to allow members of the Board to conduct an environmental scanning session, whereby issues that are of strategic importance, to both the AAO members and the public, be given consideration for present and future planning.

7.6. RULES OF ORDER

The business of the Board of Trustees shall be conducted formally in accordance with the accepted rules of parliamentary procedure. The American Institute of Parliamentarians Standard Code of Parliamentary Procedure, most current edition, shall govern the deliberations of the Board of Trustees.

Recommendations made by councils and committees composed of non-Board members and/or non-voting members of the Board require a voting Board member to move the recommendation and a voting Board member to second the motion.

7.7. SUSPENSION OF RULES

Amended November 21-22, 2014
Amended August 15-16, 2025

Any Board policy may be temporarily suspended by a motion to suspend the rules from a voting member of the BOT. The motion to suspend the rules also requires a second from another voting member of the BOT. The motion to suspend the rules is usually processed by the presiding officer by general consent, but if a vote is preferred, the motion requires a two-thirds majority to be adopted. The motion is not debatable and not amendable.

Once the action under consideration has been concluded, the suspended Board policy shall immediately become effective again.

This policy does not apply to policy concerning notice of meetings, quorum requirements, specific voting requirements, or to itself.

7.8. BOARD MEETING MINUTES

August 3-4, 1986

Amended April 29-May 1, 1997

Initial consideration of the minutes of the Board of Trustees meetings shall be sent to members of the Board in draft form as soon as possible after the closing of the meeting. A meeting summary will be sent to members of the Board within a week of the meeting.

7.9. RECORD OF PROCEEDINGS

The Chief Executive Officer and their staff shall be responsible for preparing the initial draft of the minutes which shall be presented to the Secretary-Treasurer for review before being presented to the Board of Trustees for approval. The Secretary-Treasurer shall prepare the minutes for all closed sessions of the Board of Trustees.

7.10. AUDIO RECORDING OF BOARD MEETINGS

March 1-3, 1996

Amended April 29-May 1, 1997

Amended August 18-19, 2023

Staff shall record the Board of Trustees' meetings for the preparation of minutes and the files are to be destroyed immediately following the Board's approval of the minutes.

7.11. DISTRIBUTION OF MEETING MINUTES

May 17, 1989

August 27-28, 1989

Amended April 29-May 1, 1997

Distribution of the *unapproved* minutes of Board meetings are to be confined to Board members and staff and not to outside consultants or any other person, unless otherwise directed by the Board of Trustees.

Approved minutes shall be available to all Board members. No other person or entity, other than members, shall be entitled to receive approved minutes unless specifically authorized by the Board of Trustees, Chief Executive Officer or applicable law.

Chapter 8: Conference Calls and Ballots

8.1. VOTING AND PREPARATION OF BALLOTS

February 19-21, 2004

1. The Board may vote on matters through technology such as conference calls and digital platforms in between in-person Board meetings in accordance with state law. According to Missouri laws, if one member votes no, the mail ballot is void. The chairman will make the decision as to how to proceed (conference call, place on next meeting's agenda, etc.)
2. The provisions of the AAO *Bylaws* (Article VI, Section I) regarding "Mail Vote" shall be implemented utilizing the following criteria:
 - a. A ballot will be invalid unless pre-authorized by the chair of the Board, or committee thereof.
 - b. Matters brought to the Board by ballot will be capable of a "yes", "no", "abstain" decision;
 - c. Such matters should have been already discussed by the Board or be accompanied by a thorough evaluation of the pros and cons of the issue; and
 - d. The form of the ballot will be such that the voting member of the Board shall be first asked to vote upon whether the matter at issue is appropriate for solution by mail ballot:

I favor (_____) do not favor (_____), deciding this issue by mail ballot.

Through the use of unanimous written consent, the Board or any committee thereof 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, or committee thereof, taking the action.

I support (_____) oppose (_____) the action proposed on this issue.

Signature of Board Member

3. Mail ballots of the voting members of the Board will remain secret until all ballots have been received. At that time the ballots will be counted and the final decision including the vote count will be disseminated to all Board members. If the results of the secret ballot are not challenged within one week of reporting the results, the ballots will be destroyed. This "amended" date is noted above.

8.2. MAIL BALLOTS - EXECUTIVE COMMITTEE

November 18-19, 1988

When the Executive Committee takes action via mail ballot, all Board members shall be notified within ten days of such action and provided with the background information as well as the vote results.

Chapter 9: Board Planning

9.1. BOARD PLANNING SESSION COMMITTEE

February 19-21, 2009

Amended August 18-19, 2023

Purpose

- The purpose of the planning session is to allow time for the BOT to scan, conduct strategic planning and discuss a range of global issues that are not part of the regular agenda of the routine BOT meetings.

Topics

- Emphasis should be placed on scanning issues that will affect our specialty in the future with the strategic plan being used as a guide.
- The topics for discussion are presented by the President-Elect for preliminary approval to a committee composed of the Secretary-Treasurer, President-Elect, President and Chief Executive Officer with the BOT having final approval at the February BOT meeting immediately prior to the planning session.
- Routine business may be handled at the planning session by the President, but the total meeting time shall not exceed one hour. If a BOT meeting is scheduled, it will be held in addition to the approximately 12½ hours of the planning session program time.

Meeting Time

- The meeting shall last for two days with coverage for three room nights and expenses for trustee and spouse (or significant other where applicable) per Board policy.
- The President-Elect shall arrive a day earlier to make preparations for the meeting and will be reimbursed for four room nights and expenses.
- There will be a total of approximately 12½ hours dedicated to the planning session subject(s). The meeting will last approximately eight (8) hours the first day and approximately four-and-a-half-hours (4½) the second day.
- Group dinners are mandatory for members and their spouse (significant other) since fellowship is an important function of the planning session. If for some reason a member cannot attend the function, those expenses are the responsibility of the BOT member.

Site Visit

- Preliminary site selection is made by the AAO Secretary-Treasurer in consultation with the Chief Executive Officer with final approval by the BOT at the February BOT meeting prior to the fiscal year that the planning session will take place (at least one-and-one-half-years out from the planning session dates).
- Site election can only be made after receiving a reasonable proposal from a facility/venue.
- The Secretary-Treasurer may make only one site visit to one location
- The AAO meetings department will arrange for three nights at the prospective location; nights not provided complimentary by the facility/venue shall be covered by the AAO.
- If the officer/trustee stays beyond the three nights, the additional nights shall be his/her responsibility.

- Expenses for the site visit will be covered for the spouse or significant other. This will include airfare and meals per existing BOT policy.

Expenses Covered for BOT Member/Spouses (Significant Other) at the Planning Session

- All routine expenses (as outlined in the BOT expense policy) are covered for members of the Board of Trustees and spouses or significant others.
- Members arriving early or staying late will be responsible for their own additional expenses.
- Members may upgrade rooms at their own expense.

9.2. BOARD PLANNING SESSION ATTENDANCE POLICY

February 19-21, 2009

Amended November 19-20, 2010

Attendance at the AAO Board of Trustees Planning Session is limited to the Board member, his/her guest/spouse, the Chief Executive Officer and senior staff where appropriate as determined by the Chief Executive Officer.

Chapter 10: Communications and Relationships

10.1. COMMUNICATIONS WITH DENTAL ORGANIZATIONS

April 27-29, 2009

In order to better communicate with dental organizations, the following actions shall be implemented to encourage member participation in related dental and healthcare organizations:

- Continue to compile a list each year of AAO members that participate in ADA and ADEA activities.
- Continue to hold meetings with the DSG, individual specialty officer groups, ADEA officers and the ADA officers; at these meetings, the AAO needs to communicate AAO activities in the area of access to care, educational support, legislative issues and other programs that are of interest within the dental profession; results of these meetings should be communicated to the LinkedIn group.
- AAO president to write a personal note of cooperation every June to all dental specialty group presidents.
- Continue to appoint liaisons to ADEA, ASDA and other appropriate organizations; this will promote and encourage the sharing and exchange of information on issues of interest to all of dentistry as well as to the AAO.
- Continue to build a strong relationship with ADEA through COE.
- Continue to fund the Dean's event.
- Permanently appoint the Councilor of the ADEA Orthodontic Section as an advisor to COE and invite him/her to attend all COE meetings and fund the attendance.
- Host an Interdisciplinary event. Discussion with the education councils, officers and staff of AAOMS, AAP, ACP, etc.
- Co-sponsor an Interdisciplinary Reception along with AAPD, AAP, ACP, etc.
- Identify activities for AAO members in the ADA (all levels), ADEA (educators, both full and part time) and ASDA and promote these opportunities to AAO members.
- Survey these individuals in August every year and ask for their input on ADA issues.
- In June each year have an article in *The Bulletin* encouraging AAO members to assume ADA leadership roles.
- Appoint a student liaison to ASDA from the AAO.
- Continue and perhaps expand AAO's ADA Advisory Committee with more AAO members that participate in the ADA HOD.
- Encourage AAO Board members to attend the ADA meeting and to make contacts in their respective ADA delegations.

Chapter 11: Miscellaneous

11.1. AAO MEMBER FACEBOOK GROUP

December 4-5, 2020

Social Media is constantly changing the way we connect and the AAO wants to ensure that we are providing avenues for members to connect in the ways they want to connect. The AAO Member Facebook Group Policy was created to provide a path for member groups to make valuable connections and share ideas with fellow orthodontists. As well as to protect AAOs' reputation, facilitate compliance with applicable law and regulations, and empower members and staff to be advocates of the organization.

AAO Member Facebook Group Guidelines:

1. Each AAO Member Facebook Group will be a Member only group meant to create a platform for the sharing of ideas and experiences for a specific member segment. (i.e. academia or technology).
2. New group requests can be made via the staff liaison of your council or committee or through a member representative of your group.
3. New group applications will be vetted by the AAO Executive department to ensure the group's purpose aligns with the AAO's Mission, Vision and Values and final approval will be given by a Board Committee assigned by the Board President. If at any time the approved member Facebook group conducts itself outside of AAO's guidelines, the AAO has the right to close the group upon notification to the group's administration team.
4. Upon approval, each group will be assigned a staff administrator and one to two member administrators as well as one or more member moderators. See the AAO Member Facebook Group Procedures for more information about these roles.
5. Administrators, moderators, and Member-only approved spokespersons can speak on behalf of the AAO. When posting in the group, be clear that the views and opinions you have expressed are your own. If you think an official AAO response may be required for something you see in your member Facebook group, contact the group's staff administrator

ANNUAL REVIEW

This policy will be reviewed once per year. All employees will be provided with access to a copy.

11.2. AAO MEMBER INTEREST GROUPS (MIGs)

August 18-19, 2021

Amended November 19-20, 2021

Amended August 18-19, 2023

AAO Member Interest Groups (MIGs) are structured yet informal groups that allow AAO members to collaborate, share information and learn about common areas of interest. The policies written below are designed to help provide ample structure that will ensure all AAO MIGs are created and operated equally and consistently. These policies should be observed during the formation and throughout the facilitation of all MIGs. Any amendments to these policies are subject to approval from the AAO Board of Trustees.

1. MIGs are open (and optional) to all AAO members.
2. There is no cost for members to participate.
3. MIGs are exclusive to AAO members unless otherwise approved by the AAO Board of

Trustees.

4. Each MIG will be led by a Chair, Vice-Chair and Staff Advisor.
 - a. Chairs and Vice-Chairs should be members in good standing.
 - b. Nominations for Chairs and Vice-Chairs should be submitted to and approved by the MIG Steering Committee.
 - c. Chairs and Vice-Chairs should serve two-year, renewable terms up to a maximum of six years (three terms).
5. Appointments to all MIGs, as well as general program oversight, will be guided by a Steering Committee.
 - a. The MIG Steering Committee should consist of:
 - i. One member of the AAO Board of Trustees (as Chair)
 - ii. One member of the Council on Membership, Ethics & Judicial Concerns
 - iii. One member of the Council on New and Younger Members
 - iv. One member of the Council on Orthodontic Practice
 - v. One member of the Special Committee on Inclusion & Engagement
 - vi. AAO Vice President, Governance and Membership (as Staff Advisor)
 - b. Appointments to the Steering Committee should be made by the AAO President.
 - c. Steering Committee members should serve two-year, renewable terms up to a maximum of six years (three terms). Any Steering Committee member whose term expires on their Board/Council/Task Force will no longer be eligible to serve on the Steering Committee.
6. Each MIG should maintain ongoing, virtual collaboration through a closed/private Facebook group. All MIG Facebook groups will follow the AAO Member Facebook Group Policies and Procedures as previously adopted by the Board of Trustees.
7. Each MIG should host one in-person meeting at each AAO Annual Session and at least one virtual (Zoom) meeting per year.
8. In-person MIG meetings must have a minimum of ten members in attendance to be held.
9. Each in-person MIG meeting should include time for networking.
10. Because MIG Chairs and Vice-Chairs will be required to attend in-person MIGSIG meetings, the AAO will reimburse for airfare, two nights of lodging, and other expenses incurred during travel days and the day of the meeting (in accordance with council and committee expense guidelines).
11. Either the in-person or virtual MIG meeting (but not both in a given year) may incorporate one educational session (speaker/lecture) on a topic that is pertinent to the MIG.
12. During the first year of implementation, up to four MIGs will be created and implemented. After the first year, no more than three MIGs should be added per year.
 - a. All new MIGs must be approved by the AAO Board of Trustees prior to development.

AAO APPOINTEES TO OUTSIDE COMMITTEES, 16
 AAO LEADERSHIP DEVELOPMENT CONFERENCE COMMITTEE, 32
 AAO TRAVEL AND EXPENSE POLICY, 18
 AAOF MEETING ATTENDANCE, 35
 AAOIC BOARDS-MEETINGS WITH, 35
 AAOPAC CHAIR, 34
 AAOSI BOARD OF DIRECTORS, 35
 AAOSI BOARDS-MEETINGS WITH, 35
 ADA OFFICERS MEETING, 34
 AGENDA ITEMS, 37
 AMERICAN STUDENT DENTAL ASSOCIATION-REPRESENTATIVE TO, 34
 ANNUAL SESSION REPORT, 36
 ATTENDANCE AT DENTAL PROFESSIONAL RELATED MEETINGS/EVENTS, 22
 ATTENDANCE AT REGULAR AND SPECIAL SESSIONS, 37
 AUDIOTAPING OF BOARD MEETINGS, 39
 BOARD COMMITTEE APPOINTMENTS, 25
 BOARD MEETING MINUTES, 39
 BOARD MEETINGS, 39
 BOARD MEMBER CONDUCT REVIEW PROCEDURES, 10
 BOARD MEMBER FIDUCIARY RESPONSIBILITY, 15
 BOARD OF TRUSTEES - CODE OF ETHICS, 7
 BOARD PLANNING SESSION COMMITTEE, 41
 BUDGET ADVISORY COMMITTEE, 25
 CALENDAR GUIDELINES, 5
 CDABO, 34
 COLLEGE OF DIPLOMATES OF THE ABO, 34
 COMMITTEE A, 30
 COMMITTEE B, 30
 COMMITTEE D, 31
 COMMITTEE ON NOMINATIONS, 28
 COMMITTEE ON REPORT TO HOUSE OF DELEGATES, 28
 COMMITTEE ON TECHNOLOGY, 26
 COMMUNICATIONS AND INTERACTIONS AMONG THE BOARD OF TRUSTEES, COUNCILS AND STAFF, 35
 COMMUNICATIONS WITH DENTAL ORGANIZATIONS, 43
 CONFERENCE CALLS, 40
 CONFIDENTIALITY AGREEMENT, 16
 CONGRESS, 35
 CONSTITUENT ORGANIZATION FACT SHEET, 36
 COUNCIL CHAIRS' ATTENDANCE AT BOARD MEETINGS, 37
 COUNCIL MEMBER CONTINUITY, 34
 Dental Organizations-Communications, 43
 DISTRIBUTION OF MEETING MINUTES, 39
 DUTIES AND RESPONSIBILITIES OF AAO APPOINTEES, 16
 EVALUATION-PEER TO PEER, 5
 EXECUTIVE COMMITTEE, 25
 EXPENSE POLICY, 18
 FACT SHEET, 36
 FIDUCIARY RESPONSIBILITY OF BOARD MEMBERS, 15
 GIFTS, 35
 GIFTS FOR FOREIGN ORGANIZATIONS, 35
 GORP, 34
 GRADUATE ORTHODONTIC RESIDENTS PROGRAM (GORP), 34
 HONORARIA, 4
 INFORMATION BINDER, 3
 INVESTMENT COMMITTEE, 33
 LIBRARY OVERSIGHT COMMITTEE, 32
 MEETING MINUTES, 39
 MEETINGS WITH AAOIC AND AAOSI BOARDS, 35
 NOMINATIONS, 28
 NOMINEES FOR AAOSI BOARD OF DIRECTORS, 35
 OFFICER INFORMATION BINDER, 3
 Officer Travel, 20
 PEER-TO-PEER EVALUATION, 5
 PRESENTATION OF BOARD AGENDA ITEMS, 37
 PROCEEDINGS, 39
 PROFESSIONAL ADVOCACY CONFERENCE PLANNING COMMITTEE, 32
 RECORD OF PROCEEDINGS, 39
 REPORT TO HOUSE OF DELEGATES, 28
 REPORTS TO THE BOARD OF TRUSTEES, 36

RESEARCH FAMILY, 36
RULES OF ORDER, 38
STRATEGIC PLANNING COMMITTEE, 32
SUCCESSION, 4
SUSPENSION OF RULES, 38
TERM OF OFFICE OF TRUSTEE, 3

TESTIMONY, 35
TRAVEL AND EXPENSE POLICY, 18
TRUSTEE AT-LARGE GUIDELINES, 6
TRUSTEE MENTOR, 3
TRUSTEE/OFFICER INFORMATION
BINDER, 3

APPENDIX 1: HEARING PROCEDURE COMPLAINT AGAINST AAO TRUSTEE

Preamble:

The AAO Board of Trustees is responsible for the administration of hearing and disciplinary procedures regarding allegations or complaints made against AAO Trustees. The President-Elect shall be responsible for ensuring that any hearing is administered in accordance with this procedure and the AAO BOT Policy Manual. The President-Elect shall serve as the chair of any such hearing without the right to vote. (AAO BOT Policy Manual, Chapter 2, Section 2.2., Subsection II.A.).

Purpose:

This internal policy establishes a formal procedure for hearing and resolving complaints against a Trustee of the AAO. It supplements the existing notice and investigation process, ensuring a fair hearing, an impartial decision-making body, and a clear appeals process consistent with AAO Bylaws and best practices of professional associations. All proceedings under this policy are administrative in nature and do not constitute legal enforcement of laws.

I. Hearing Committee

A. Composition and Participants

Complaints against a Trustee shall be heard by an ad hoc **Hearing Committee** composed of current members of the Board of Trustees only. The Hearing Committee will consist of the AAO President-Elect, who shall serve as chair, and three (3) additional Trustees. The AAO President-Elect will serve as a non-voting member of the Hearing Committee except in the event of a tie, in which case the President-Elect may cast a vote. The AAO's General Counsel shall attend all hearings as a non-voting participant, providing legal advice to the Hearing Committee on procedural and evidential matters. The accused Trustee, the AAO President, and any Trustees selected for a potential Appeals Panel (see Section IV, below) shall not serve on the Hearing Committee. This restriction preserves impartiality and avoids role conflicts.

B. Selection Procedure

The members of the Hearing Committee shall be selected in a fair and unbiased manner.

1. Upon determination by the Board that a hearing is required, the President-Elect shall cause to be circulated a notice to all eligible Trustees (excluding the accused Trustee and any Trustee with a known conflict of interest regarding the matter to be heard), requesting expressions of interest in serving on the Hearing Committee.
2. Within seven (7) days of the notice, the President-Elect shall compile the list of all eligible and willing Trustees.

3. If more than three (3) Trustees express willingness to serve, the President-Elect shall have the authority and discretion to select the Hearing Committee from those Trustees who have volunteered.

4. If fewer than three (3) Trustees volunteer, the President-Elect shall proceed to select Trustees to fill the remaining positions.

5. The accused Trustee shall be notified of the selected Hearing Committee members and shall be provided an opportunity to object to any member for cause (e.g., actual bias or conflict of interest). The President-Elect, in consultation with the General Counsel, shall review any objection and determine whether a replacement is warranted. Any resulting vacancy shall be filled by the same process outlined herein.

C. Authority and Indemnification

The Hearing Committee is authorized by the Board to conduct a hearing, make findings of fact, and recommend actions regarding the complaint. The President-Elect, as Chair of the Hearing Committee, shall preside over the hearing. The Chair is responsible for maintaining decorum, ruling on evidence, resolving procedural questions (in consultation with the General Counsel), and ensuring a fair opportunity for all parties to be heard. All Trustees serving on a Hearing Committee, as well as AAO staff or counsel supporting the process, shall be indemnified and held harmless, consistent with Article XIII of the Bylaws of the Organization, by the AAO against any liability arising from their service, provided they act in good faith and without gross negligence or willful misconduct.

II. Hearing Format and Conduct

A. Confidential In-Person Proceedings

Hearings under this policy shall be conducted in person and held in strict confidence. The hearing will be held in a closed session, attended only by the Hearing Committee members, AAO General Counsel, the accused Trustee and their counsel, and any witnesses invited to give testimony. Proceedings are not open to the membership or the public. All participants are expected to maintain confidentiality of the investigation, hearing testimony, and Committee deliberations, except as disclosure is required by law or authorized by the AAO for implementation of this policy.

B. Representation

The accused Trustee has the right to be present at any hearing and to be accompanied by legal counsel. The Trustee shall be given reasonable notice of the hearing date and the specific allegations to be addressed. The accused must be informed of their right to review the evidence to be presented and of their right to have counsel attend and participate at their own expense. If the accused Trustee declines to appear or waives the hearing, the Hearing Committee may proceed and make its determination based on the available evidence.

C. Administrative Nature

The hearing is an internal administrative proceeding, not a court of law. Formal judicial rules of procedure shall not apply, and the Hearing Committee's role is not to determine legal liability but to decide, as a matter of organizational governance, whether the accused Trustee violated AAO's Code of Ethics, their fiduciary duties, or other AAO policies. Any retaliation—direct or indirect—against a complainant, witness, or participant in the process is strictly prohibited. Further, knowingly filing a false complaint is prohibited and may itself result in disciplinary action. Members of the Hearing Committee are bound by their ethical obligations not to misuse the proceedings for personal gain; they must exercise their duties honestly, in good faith, and not seek any personal benefit from their position.

III. Rules of Evidence and Hearing Procedure

A. Scope of Issues

Evidence and arguments at the hearing must be limited to the facts and violations alleged in the complaint or those uncovered in the investigation and included in the charge notice.

B. Evidentiary Standards

The Hearing Committee is not bound by formal rules of evidence. The Hearing Committee may consider any evidence that is relevant and reliable to determine the truth of the allegations. This may include documents, emails, witness statements, physical evidence, and oral testimony. Hearsay or second-hand evidence may be allowed but will be given appropriate weight by the Hearing Committee. The Chair, in consultation with the General Counsel, has discretion to exclude or limit evidence that is unduly repetitive or clearly irrelevant.

C. Witness Testimony

Both the accused Trustee and the individual or body presenting the case (including the Hearing Committee) may call witnesses to give relevant testimony. The party calling a witness is responsible for arranging the witness's attendance at the hearing. Witnesses should have firsthand knowledge of facts related to the complaint. They will be questioned first by the party who called them, and then subject to questioning by the opposing side (cross-examination) and by the Hearing Committee. The accused Trustee has the right to cross-examine any witness who provides testimony or evidence against them.

D. Procedural Guidelines

At the start of the hearing, the charges and key evidence will be summarized. The accused or their counsel will then have the opportunity to respond to the charges, present their defense, and call any supporting witnesses. Hearing Committee members may interject to ask questions of any party or witness. Formal objections are not required. A record of the proceedings should be kept for use in deliberations and any appeal.

E. Deliberation and Burden of Proof

After all evidence and arguments have been presented, the Hearing Committee will meet in private to deliberate and decide whether a violation occurred. The burden of proof is a preponderance of the evidence unless any law or AAO policy requires a higher standard. The Hearing Committee will weigh all the evidence and make findings of fact.

F. Decision and Recommendation

The Hearing Committee's decision should be documented in writing, including findings on each alleged violation, a summary of the evidence, and a recommended sanction if a violation is found. Each member of the Hearing Committee shall sign the report outlining the decision and recommendations and indicate their support for or opposition to the findings. The report will be delivered to the full Board of Trustees for final action.

IV. Appeals Process

A. Right to Appeal

If the Board of Trustees imposes any sanction on based on the Hearing Committee's findings, the accused Trustee may file an appeal with the Board.

B. Appeals Panel Composition

The **Appeals Panel** shall consist of three (3) Trustees who did not serve on the Hearing Committee and have no conflict of interest. They shall be appointed by the AAO President. The accused Trustee shall be notified of the selected Appeals Panel members and shall be provided an opportunity to object to any member for cause (e.g., actual bias or conflict of interest). The President, in consultation with the General Counsel, shall review any objection and determine whether a replacement is warranted. Any resulting vacancy shall be filled by the same process outlined herein.

C. Written Briefs Only

Appeals will be conducted on the written record. The appellant must submit a notice of appeal within 10 days of receiving notice of the decision of the Board of Trustees. The appellant shall submit their written brief within 30 days of the decision of the Board of Trustees. Appeal briefs are limited to 15 pages, and shall be formatted as follows: Size 12 Times New Roman Font, Double Spaced, 1" margins.

D. Standard of Review

The Appeals Panel will give deference to the Hearing Committee's findings and will not overturn them unless they are clearly erroneous or the result of procedural unfairness.

E. Decision on Appeal

The Appeals Panel may affirm, modify, reverse, or remand the matter to the Hearing Committee with instructions, including for further investigation or consideration of new found evidence. Any decision issued by the Appeals Panel shall be in writing, signed by each member thereof and indicating their position. If the Appeals Panel determines that

a modification, reversal, or remand of the matter is warranted, it shall make such a recommendation to the full AAO Board of Trustees (excluding the accused Trustee) for consideration and vote. A decision to affirm by the Appeals Panel shall be the final decision within the AAO process, subject to any rights of appeal to the AAO House of Delegates.

V. Board Action

A. Deliberation and Voting

After receiving the Hearing Committee's report and recommendation, the full AAO Board of Trustees (excluding the accused Trustee) shall deliberate in a closed session. A two-third (2/3) vote of the full Board is required to impose any sanction.

B. Notification

The President shall notify the accused Trustee of the Board's decision and any right to appeal.

C. Finality and Reporting

Unless appealed, the Board's action is final. Records shall be maintained confidentially, and reporting of the outcome shall occur in a manner appropriate for the findings and in light of the nature of the allegations. The report shall be prepared by the President-Elect with input from the entire Board and reviewed by the AAO Chief Executive Officer and General Counsel. Upon finalization, the report shall be signed by each Trustee who took part in the deliberation and shall note their position on the determination.