



Bylaws of the World Federation of Orthodontists

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Bylaws of the World Federation of Orthodontists

I. NAME

- A. The name of this Federation shall be the “WORLD FEDERATION OF ORTHODONTISTS”, herein after referred to as the “WFO” or the “FEDERATION”.

II. PURPOSE

- A. The purpose of the Federation shall be to advance the art and science of orthodontics throughout the world.

III. OBJECTIVES

- A. Consistent with its purpose, the chief objectives of the Federation shall be to:
 1. encourage high standards in orthodontics throughout the world,
 2. encourage, and assist when requested, in the formation of a national organization of orthodontists in countries where such organizations do not exist,
 3. encourage and assist in the formation of national orthodontic specialty certification boards,
 4. encourage high standards in orthodontic research and treatment,
 5. encourage the exchange of orthodontic research and treatment information,
 6. encourage high standards of orthodontic education, training, certification and licensure and
 7. sponsor and administer periodic International Orthodontic Congresses (IOC), including selecting the site and the host organization.

IV. MEMBERSHIP

- A. The membership categories of this Federation are:
 1. Fellow
 2. Honorary Fellow
 3. Non-orthodontist Academic Member
 4. Student Member
 5. Retired Fellow

B. Fellow

1. To be a Fellow (active member) of this Federation, a specialist orthodontist (throughout this document referred to as ORTHODONTIST) must meet the following requirements:
 - a. Be a full or active member in good standing of a WFO-affiliated national organization of orthodontists and must practice within the jurisdiction of such organization.
 - b. Must endorse and sign a pledge to support the Federation's principles and objectives.
 - c. In the event an orthodontist practices in a country that does not have a WFO-affiliated national organization, such orthodontist may apply for Fellow membership as an individual, providing the following requirements are met.
 - i. Be educationally qualified by successfully completing the highest level of specialty orthodontic training available in the country in which the orthodontist practices.
 - ii. Where permitted, be legally authorized by local or national rules or law to identify themselves as orthodontists.
 - iii. Must endorse and sign a pledge to support the Federation's principles and objectives.
 - d. Subsequent to acceptance as an individual Fellow, should a national organization or society from the same country in which the Fellow practices become a WFO-affiliated national organization, said Fellow must join such national organization or society within three (3) years of the date of the recognized affiliation or by the renewal date of the Fellow's membership, whichever is earlier. Should any Fellow fail to comply with this requirement, that Fellow's membership in this Federation shall immediately terminate. Such former individual Fellows may reapply for WFO membership only upon becoming full or active members in the now WFO-affiliated national organization.
 - e. In the event a Fellow belongs to more than one WFO-affiliated national organization, that Fellow may designate to which organization his/her membership shall be credited. Should the Fellow make no designation following request by the Executive Committee, representation shall be credited to the WFO-affiliated national organization indicated on his/her original WFO membership application. Should the Fellow no longer belong to that original organization, the Executive Committee will decide which WFO-affiliated national organization will be credited with such Fellow's membership.

C. Honorary Fellow

- a. Any individual, orthodontist or not, who is deemed to have rendered outstanding service to the specialty of orthodontics may be nominated to the Executive Committee for consideration for Honorary Fellowship.
- b. The Executive Committee may by two-thirds (2/3) vote elect a nominee to Honorary Fellowship provided that there shall not be more than twenty (20) living Honorary Fellows at any one time.

- c. Nominations may be made by the WFO Council, the WFO Executive Committee, any WFO-affiliated organization or any Fellow in good standing, in the manner prescribed by the Executive Committee.
- d. The nominee must endorse and sign a pledge to support the Federation's principles and objectives.
- e. The salutation for an Honorary Fellow of the Federation shall be "Hon. WFO."

D. Non-Orthodontist Academic Member

1. Non-Orthodontist Academic Members must meet the following requirements:
 - a. Orthodontists are not eligible for membership in this category; the applicant must be a non-orthodontist engaged in full-time education or research related to orthodontics at a university or educational institution whose accreditation or credentialing is judged acceptable by the WFO-affiliated national organization with jurisdiction.
 - b. Must be certified by the dean, program director or person of equivalent academic rank as well as by the president of the WFO-affiliated national organization as fulfilling the requirements of section IV.D.1.a. at the time of application and at each subsequent membership renewal.
 - c. Must endorse and sign a pledge to support the Federation's principles and objectives.

E. Student Members

1. Student Members must meet the following requirements:
 - a. Must be a full-time student or resident, and be so certified by the dean, program director, or person of equivalent rank, in an accredited postgraduate orthodontic specialty program as determined and certified by a WFO-affiliated national organization. Such certification shall be verified by the signature of the president of said WFO-affiliated national organization on the application for student membership. Students in countries without a WFO-affiliated national organization are not eligible for student membership in this Federation.
 - b. Must endorse and sign a pledge to support the Federation's principles and objectives.
2. Student members may continue their membership in this Federation as long as they continue to be certified full-time students at an accredited institution, provided that such membership does not exceed five (5) years.

F. Retired Fellow

1. Retired Fellows must meet the following requirements:
 - a. Be retired from the active practice of orthodontics or full-time teaching.
 - i. Employment status shall be verified in a manner determined by the Executive Committee.
 - ii. Must have been a Fellow, Honorary Fellow or Non-Orthodontist Academic Member of the Federation for 10 cumulative years before retirement, and shall have requested reclassification by this Federation.

- b. A Retired Fellow may teach full-time *pro bono* or may be employed teaching on a part-time basis provided that he/she is compensated for teaching no more than the equivalent of two (2) days per week.
 - c. Retired Fellows will be registered with this Federation by home address.
 - G. Applications for all membership categories shall be made on the form prescribed by this Federation and submitted to the Secretary-General for review, and then forwarded to the Executive Committee for consideration and decision. Any applicant for membership whose application is denied may reapply not earlier than one (1) year following the date of rejection. Should the second application be denied, the applicant may submit a final application no earlier than two (2) years after the date of the second rejection. Should the third application be denied, no further application for membership may be made. In every case, the decision of the Executive Committee is final and may not be appealed.
- H. Member Duties, Rights and Privileges
 1. Members have the duty to support and advance the principles and objectives of this Federation and must comply with all the provisions of its bylaws and policies.
 2. Only Fellows whose membership is in good standing are eligible to hold office or be elected or appointed to any leadership or committee position. Only Fellows may vote or participate in the selection of Federation officials or establishment of Federation policy. Honorary Fellows who satisfy all membership criteria of the Fellow member category enjoy these same privileges.
 3. Fellows shall be entitled to all services and privileges as may be provided by the Federation.
 4. Members in all other categories shall be entitled to all rights and privileges as may be provided according to their category.
 5. The Federation shall establish and collect dues, based on Federation policy established by the Executive Committee. Nonpayment of dues will result in termination of membership in this Federation.
 6. The membership year of the Federation shall be from January 1 through December 31.

V. WFO-AFFILIATED ORGANIZATIONS

- A. Any national organization of orthodontists may apply for affiliation with this Federation, providing all the following requirements are met.
 1. The bylaws of the national organization must comply with this Federation's bylaws, as determined by the WFO Executive Committee in its sole and absolute discretion.
 2. The bylaws of the national organization must have a category of full membership that is only available to orthodontists. These orthodontist members must be educationally qualified and recognized to be orthodontists by local governing laws and/or the WFO-affiliated national association's bylaws. Members of this category must be entitled to all privileges of membership in that organization, including the

- right to hold office and vote. Unless forbidden by applicable law, only this category of membership may hold office and vote.
3. Membership in the national organization must be open to all qualified orthodontists practicing or teaching within its geographic jurisdiction.
 4. The national organization must not be recognized or perceived by the WFO Executive Committee, in its sole and absolute discretion, to be a study club or organization formed to promote or advance a particular modality of orthodontic treatment.
 5. In countries where an official accrediting agency or commission has recognized a national organization whose controlling members are not exclusively orthodontists, other national organizations whose controlling members are exclusively orthodontists are eligible for WFO affiliation, even if such organizations are not officially recognized by that country's accrediting agency or commission.
 6. The national organization must promote and advance standards consistent with the purpose and objectives of this Federation, as determined by the WFO Executive Committee in its sole and absolute discretion.
 7. Upon verification that all the above requirements have been met, the application for affiliation shall be approved by majority vote of the Executive Committee.
 8. Once accepted for affiliation with this Federation, such national organizations will be known as WFO-affiliated national organizations.
- B. WFO-Affiliated National Organization Duties, Rights and Privileges
1. WFO-affiliated national organizations have the duty to support and advance the principles and objectives of this Federation and must comply with all the provisions of this Federation's bylaws and policies.
 2. This Federation shall establish and collect dues for WFO-affiliated national organizations, based on Federation policy established by the Executive Committee. Nonpayment of dues will result in termination of affiliation with this Federation. In the event an organization's affiliation with this Federation is terminated for any reason, the current members of said organization that are WFO Fellow shall immediately become individual Fellows of this Federation, and may continue their membership as such. Members in other categories will continue in their current classification. All new applicants for membership in this Federation must apply per the requirements of section IV.B.1.c. of these bylaws.
 3. Each WFO-affiliated national organization shall be entitled to representation on the WFO Council, subject to the provisions of Article VII.
- C. Any regional association of two or more WFO-affiliated national organizations may apply for affiliation with this Federation, providing all the following requirements are met.
1. The bylaws of the regional organization must comply with this Federation's bylaws, as determined by the WFO Executive Committee in its sole and absolute discretion.
 2. All the member organizations in the regional association must be WFO-affiliated national organizations. WFO-affiliated regional organizations recognized prior to October 4, 2020, are exempt from this requirement.

3. No derived group of members of a WFO-affiliated regional organization (society, chapter, local organization, etc.) is eligible to become a WFO-affiliated national organization, nor are individual members of any such derived group eligible to be WFO members through the regional organization.
4. The regional organization must promote and advance standards consistent with the purpose and objectives of this Federation, as determined by the WFO Executive Committee in its sole and absolute discretion.
5. Upon verification that all the above requirements have been met, the application for affiliation shall be approved by majority vote of the Executive Committee, and such organizations will be known as WFO-affiliated regional organizations.

D. WFO-Affiliated Regional Organization Duties, Rights and Privileges

1. WFO-affiliated regional organizations must support and advance the principles and objectives of this Federation and must comply with all the provisions of its bylaws and policies.
2. This Federation shall establish and collect dues for WFO-affiliated regional organizations, based on Federation policy established by the Executive Committee. Nonpayment of dues will result in termination of affiliation with this Federation.
3. Each WFO-affiliated regional organization shall be entitled to one representative on the WFO Council, subject to the provisions of Article VII.

VI. GENERAL ASSEMBLY

- A. The General Assembly shall consist of all Fellows in good standing of this Federation.
- B. The General Assembly shall have the opportunity to meet at each International Orthodontic Congress (IOC).
- C. Quorum for any meeting of the General Assembly shall be forty percent (40%) of the number of all Fellows of this Federation.
- D. Subject to the provisions of Article XIX, WFO Fellows may not participate in meetings of the General Assembly by proxy. This includes submitting resolutions and voting.
- E. A special meeting of the General Assembly may be convened by Council in the intervening period between IOC's, with the following requirements:
 1. All Fellows must be notified in writing at least one hundred twenty (120) days in advance of the special meeting.
 - a. The notice must include the date, time, place and agenda of the meeting.
 - b. The statement of business to be considered must be specific and state if action is to be taken at the meeting. No new items of business may be added to the agenda. Only those items of business stated in the call for a special meeting may be considered at the meeting.

- F. Rights of the General Assembly include:
1. Receive reports from Council regarding any of its actions subsequent to the previous meeting of the General Assembly. Such report shall include the names of the newly elected Executive Committee.
 2. Receive reports from the Executive Committee regarding its actions subsequent to the previous meeting of the General Assembly.
 3. Receive a report from the Secretary-General; including a statement of the financial status of this Federation.

VII. COUNCIL

- A. The Council is the ultimate policy-making body of this Federation. It shall possess all the legislative powers necessary for the proper administration of the affairs of this Federation.
- B. The quorum requirement for Council to conduct business shall be fifty percent (50%) of the total number of Councilors, with each of the six geographic regions of this Federation being represented by at least fifty percent (50%) of the total number of its member organizations.
- C. The Council shall consist of representatives from each WFO-affiliated national organization or society, such representatives herein after referred to as Councilors.
1. Each WFO-affiliated national organization in good standing must select one of their members to represent them on Council. These Councilors must be Fellows of this Federation.
 - a. In the event more than one national organization in a country becomes affiliated with this Federation, that country shall still be represented on Council by only one councilor. The national organizations concerned shall mutually determine such councilor. Should these organizations be unable to reach mutual agreement, the WFO Executive Committee shall determine which organization will appoint the councilor. The decision of the Executive Committee is final and may not be appealed.
 2. In addition to the councilors provided for in Article VII.C.1, forty (40) additional councilors shall be selected by the WFO-affiliated national organizations with the largest number of WFO Fellows on a *pro rata* basis, in proportion to the number of members of each eligible organization who are WFO Fellows in good standing.
 - a. No single WFO-affiliated national organization may be represented by more than seven (7) of these forty councilors.
 - b. In the event multiple WFO-affiliated national organizations exist within a single country, the total number of councilors for that country must not exceed seven (7) councilors.
 - c. Policy for selecting the forty at-large councilors shall be determined by the Executive Committee.

- d. The length of term for any councilor is five (5) years, commencing at the first Council meeting following their selection, and ending immediately prior to the next regular Council meeting.
 - i. Councilors may be selected for more than one term.
 - ii. Once this Federation has received notice that a councilor has been selected by an eligible organization, said councilor may only be changed by written notice from the President of the WFO-affiliated national organization received by the Secretary-General prior to the Council Meeting.
 3. Each WFO-affiliated regional organization shall be entitled to one representative on the WFO Council, subject to the following provisions. Such representative must be a Fellow of this Federation and may address Council or participate in Council debate only with permission of the president or presiding officer. WFO-affiliated regional organization representatives do not have the right to vote on any issue before Council because each of the component organizations of the regional organization already have a voting representative seated in Council.
 4. The Secretary-General shall be an ex-officio member of the Council, without the right to vote.
 5. The Executive Committee shall be ex-officio members of the Council, without the right to vote.
 6. The President of the WFO, or the president's designee shall be the presiding officer at all meetings of the Council.
- D. The Council shall have the following powers and duties:
1. Amend these bylaws.
 2. Receive and ratify amendments to these bylaws made by the Executive Committee since the previous meeting of Council.
 3. Receive Executive Committee reports summarizing its activities since the previous meeting of Council, and act upon them if required.
 4. Receive the Secretary-General's report on the financial status of the Federation.
 5. Make recommendations to the Executive Committee for Honorary Fellows.
 6. Elect ten (10) members to the Executive Committee.
 7. Convene a special meeting of the General Assembly; a two-thirds (2/3) vote with a quorum of seventy-five percent (75%) of the total number of councilors, and with at least fifty percent (50%) of the eligible Councilors representing each of the six geographic regions of the world shall be required to convene such special meeting.
 8. Report its decisions to the General Assembly.
- E. The Council must meet at least once during each IOC.
- F. A special meeting of Council may be convened by the Executive Committee in the intervening period between IOC's, with the following requirements.
1. A two-thirds (2/3) vote with a quorum of 7 voting members of the Executive Committee is required to convene a special meeting of Council.

2. All Councilors and WFO-affiliated national organizations must be notified in writing at least one hundred twenty (120) days in advance of the special meeting.
 - a. The notice must include the date, time, place and agenda of the meeting.
 - b. The statement of business to be considered must be specific and clearly state if action is to be taken at the meeting. No new items of business may be added to the agenda. Only those items of business stated in the call for a special meeting may be considered at the meeting.
 - c. Special meetings may be held in any manner compliant with U.S. federal statutes and Missouri state statutes regarding nonprofit organizations.

- G. A special meeting of Council must be convened by the Secretary-General upon request of the presidents or councilors representing at least one-half of the WFO-affiliated national organizations.
 1. All Councilors and WFO-affiliated national organizations must be notified in writing at least one hundred twenty (120) days in advance of the special meeting.
 - a. The notice must include the date, time, place and agenda of the meeting.
 - b. The statement of business to be considered must be specific and clearly state if action is to be taken at the meeting. No new items of business may be added to the agenda. Only those items of business stated in the call for a special meeting may be considered at the meeting.
 - c. Special meetings may be held in any manner compliant with U.S. federal statutes and Missouri state statutes regarding nonprofit organizations.

VIII. EXECUTIVE COMMITTEE

- A. The Executive Committee shall consist of fourteen (14) members; the President and ten (10) members elected by Council shall be the voting members. The Secretary-General, one member selected by the WFO-affiliated national organization that will be the host organization for the upcoming IOC and the Editor-in-Chief of the Journal of the WFO shall be ex officio members of the Executive Committee without the right to vote.
 1. The 10 elected members shall be as follows:
 - a. One member elected from each of the 6 WFO regions of the world.
 - i. The 6 major regions of the WFO shall be as follows: Africa & Middle East, Central and East Asia, Central and South America, Europe, South East Asia and Oceania, North America.
 - b. 4 additional elected members, one allocated from each of the four geographic regions having the greatest number of Fellows in good standing at the time of allocation.
 - c. The Executive Committee shall determine and notify all WFO-affiliated national organizations which regions qualify for an additional representative on the Executive Committee. Such determination and notification must occur at least eighteen (18) months prior to the next regular Council meeting.

- B. The Executive Committee shall be the managing body of the Federation, vested with full power to conduct all business of the Federation, subject to the laws of the state of Missouri, USA, the Articles of Incorporation, these bylaws and the mandates of the Council of the WFO.
- C. The quorum requirement for the Executive Committee to conduct business shall be seven (7) of the eleven (11) voting members of the Executive Committee.
- D. The Executive Committee shall have the following powers and duties:
1. Establish rules and policy consistent with these bylaws to govern, guide and manage the Federation. All such policies must be presented for review at the next meeting of Council.
 2. Amend these bylaws subject to the provisions of section XV.C of these bylaws.
 3. Establish dues for all member categories
 4. Report to Council a summary of its actions in the interim between IOC's.
 5. Direct the President to convene a special meeting of the Council as provided in Article VII.F. of these bylaws.
 6. Determine the site of each International Orthodontic Congress (IOC).
 7. Establish policy governing all aspects of an IOC. The Executive Committee shall supervise the organization of the congress, working with the Executive Committee member liaison to the host organization, and advise the host organization on any aspect of the process it deems necessary.
 8. Vet and approve all applicants for every category of membership.
 9. Elect the President and Vice President.
 10. Select and employ the Secretary-General.
 11. Select the Editor-in-Chief.
 12. Enter into contracts with outside contractors, vendors, consultants or other outside entities.
 13. Elect Honorary Fellows.
 14. Approve the budget prepared and submitted by the Secretary-General.
 15. Establish rules and policy to govern and guide the officers and the Executive Committee.
 16. Establish criteria for recognizing WFO-affiliated national organizations.
 17. Establish criteria for recognizing WFO-affiliated regional organizations.
 18. Vet and approve national and regional organizations for WFO affiliation.
 19. Exercise full authority and discretion in managing the publication of any official publication of the Federation.
 20. Present to Council a slate of vetted candidates for election to the subsequent Executive Committee.
- E. In the interim between Council meetings at an IOC, the Executive Committee shall meet as often as the business of the Federation requires. The Federation may pay for part, or all, of these meeting expenses.

- F. Between Executive Committee meetings, the business of the committee may be conducted by any legally acceptable means of communication, including traditional mail, conference call, videoconference or teleconference and electronic mail.
- G. Members of the Executive Committee shall be eligible to serve on the Executive Committee for no more than two consecutive terms unless they are serving in an ex officio capacity or unless they have been elected President of the Federation.
- H. In the event that the office of President, Vice President, Secretary-General or any seat on the Executive Committee should become vacant, the Executive Committee shall appoint an individual to fill the unexpired term of office; provided that such person shall not automatically succeed to the office for which such person was appointed to fill.
- I. Nomination and Election.
 - 1. Five (5) members of the current Executive Committee shall be appointed by the President to serve on the Nominating Committee for the next Executive Committee. This Nominating Committee must receive and vet nominations from WFO-affiliated organizations.
 - 2. Any WFO-affiliated organization may submit names of qualified candidates for nomination. Only Fellows in good standing may be nominated.
 - 3. The Nominating Committee must receive the names for nomination at least one year prior to the next regular meeting of Council (Council meets during each IOC). Names received after this deadline cannot be considered.
 - 4. Should no nominations be received from any of the six designated regions of the world, the Nominating Committee must make a nomination for that region.
 - 5. The Nominating Committee shall distribute all nominations it receives to the appropriate regional Executive Committee members for review and vetting to confirm eligibility for election and present its recommendations to the Executive Committee for review. More than one nominee from any region may be submitted for final consideration by the Executive Committee. The Executive Committee shall consider the Nominating Committee's recommendations, may change any number of Nominating Committee recommendations and must decide on a single slate of nominees.
 - 6. The approved single slate of nominees will be submitted to Council and distributed to every Councilor at least four months prior to the next regular Council meeting.
 - 7. Council may elect the single slate of candidates with a single majority vote.
 - a. Prior to voting on the slate, one or more of the nominees may be removed from the single slate by majority vote. Should this occur, Council would adopt the amended single slate by majority vote and then vote to fill the remaining position(s), one region at a time.
 - b. Nominations for the open position may be made and seconded by any councilor. Any number of nominations may be made. A 2/3 vote of Council will be required to elect a candidate to the new Executive Committee. The process will continue until all positions on the new Executive Committee have been filled.

- c. Should a candidate that was previously on the single slate but was removed by majority vote be re-nominated for the position, that candidate may be elected to the new Executive Committee by majority vote instead of a two-thirds vote.

IX. OFFICERS

A. President

1. The President of this Federation shall be nominated by and elected from the members of the current Executive Committee at least 24 months prior to the pending IOC. Members of both the current Executive Committee and the immediately preceding Executive Committee are eligible for nomination and election. Once elected, this President will assume the office and its duties at the close of that pending IOC.
2. A majority of the eligible voting members of the Executive Committee who vote shall elect the new President, with a quorum of seven (7). Proxy voting is not permitted. Should a voting member of the Executive Committee be unable to be present for the election, voting by phone, teleconference or videoconference is permitted.
3. The term of office of President shall be five (5) years (or until the next IOC).
4. The President is not eligible for re-election.
5. The President shall preside over all meetings of the Executive Committee, Council and any meeting of the General Assembly as may occur during his/her term of office. The President shall also preside over the IOC following his/her installation in office.
6. The President shall serve without stipend.
7. The Executive Committee may reimburse or partially reimburse the President for expenses the President incurs in the performance of his/her official duties representing the WFO. Any designee performing these duties in the President's absence may be similarly reimbursed.

B. Vice President

1. The Vice President shall be nominated by and elected from the newly elected Executive Committee, following the IOC and installation of the new President. A majority of the eligible voting members of the Executive Committee who vote shall elect the new Vice President, with a quorum of seven (7). Proxy voting is not permitted. Should a voting member of the Executive Committee be unable to be present for the election, voting by phone, teleconference or videoconference is permitted.
2. The term of office of Vice President is five (5) years (or until the next IOC).
3. The Vice President shall not automatically succeed the President but shall be eligible for election to that office.
4. The Vice President shall perform the duties of the President at the President's request or in the President's absence.
5. The Vice President shall serve without stipend.

C. Secretary-General

1. The Secretary-General shall be nominated and selected by the Executive Committee. A majority of the eligible voting members of the Executive Committee who vote shall elect the new Secretary-General, with a quorum of seven (7). Proxy voting is not permitted. Should a voting member of the Executive Committee be unable to be present for the election, voting by phone, teleconference or videoconference is permitted.
2. The Secretary-General shall receive a salary. The Executive Committee shall negotiate the terms of employment, including salary.
3. The Secretary-General shall serve as the chief executive and financial officer of this Federation and shall be responsible for its day-to-day operations.
4. The Secretary-General shall be the chief executive and financial officer of the Executive Committee, Council and General Assembly.
5. The Secretary-General shall oversee the administrative and management operations of the IOC.
6. The Secretary-General shall report his/her actions to the Executive Committee.
7. The Secretary-General shall be responsible for the collection, management and disbursement of all Federation funds. The Secretary-General shall annually submit to the Executive Committee a budget with projected income and expenditures. A profit/loss summary statement will be submitted to the Executive Committee after the end of the fiscal year.
8. The Secretary-General shall be responsible for the management of the Secretariat. These duties include:
 - a. Securing and managing a physical location for the Federation's headquarters.
 - b. Employing management and secretarial staff.
 - c. Secretariat expenses, including all expenditures incurred by the Secretary-General in the management of the Secretariat, shall be the responsibility of the Federation.
9. The Secretary-General shall be responsible for publishing and distributing the WFO newsletter.

X. COMMITTEES

- A. Standing committees of this Federation may be created at any meeting of Council for the purpose of performing duties of a continuing nature not otherwise assigned by these bylaws. The composition, chair, term and duties of such committees shall be set forth in the resolution creating such committees. All standing committees shall be subject to the qualifications, privileges and limitations imposed in these bylaws.
- B. The following standing committees are authorized: the Bylaws Committee, the Awards Committee, the Finance Committee, Elections Committee and the Society of Specialty Orthodontic Certification Boards Committee.

1. Bylaws Committee
 - a. The Bylaws Committee shall consist of three Executive Committee members appointed by the President, to serve until the next IOC or until replaced. The committee chair shall be named by the President.
 - b. The Bylaws Committee shall periodically review these bylaws and recommend changes as necessary.
 - c. The Bylaws Committee shall assist the Council or Executive Committee in drafting proposed bylaws amendments for proper verbiage, content and to ensure any amendments are consistent with existing bylaws.
2. Awards Committee
 - a. The Awards Committee shall consist of the entire Executive Committee with the President serving as chair-
 - b. The Awards Committee shall nominate or receive nominations, vet and elect deserving individuals for appropriate recognition per awards this Federation may establish. The following awards and corresponding policy are authorized.
 - i. The William H. DeKock Distinguished Service Award.
 - ii. The WFO Regional Award of Merit
3. Finance Committee
 - a. The Finance Committee shall consist of the President, Vice-President, Secretary-General and two Executive Committee members appointed by the President, to serve until the next IOC or until replaced. The committee chair will be appointed by the President.
 - b. The duty of the Finance Committee is to provide financial oversight for the Federation by:
 - i. Creating and approving policies and procedures for financial transactions in a Financial Policy Manual, and annually reviewing and updating it as necessary.
 - ii. Creating, approving and updating as necessary policies that help ensure this Federation's assets are protected.
 - iii. Assisting and advising the Secretary-General in the hiring and continued evaluation of any investment managers that might be employed by the Federation.
 - iv. Creating and updating as necessary an investment policy for the Federation's investable assets, and ensure provisions of such policy are followed.
 - v. Providing for an audit of the Federations finances at least once during the five-year period between IOC's, and provide the Executive Committee with copies of these reports. An internal audit of the Federation's finances should be performed annually by the Secretary-General and submitted to the Finance Committee for review prior to distribution to the entire Executive Committee.
 - vi. Developing long term plans that integrate Federation goals with funding strategies.

4. Elections Committee

- a. The Elections Committee shall consist of three Executive Committee members appointed by the President, to serve until the next IOC or until replaced. The committee chair shall be named by the President.
- b. The Elections Committee shall supervise all Council elections, including:
 - i. Preparation, distribution and collection of ballots.
 - ii. Appointing tellers and ensuring the accuracy of the vote.
 - iii. Verifying the rules of notice and quorum are satisfied.
- c. In the event there are more than two candidates in an election, a method of preferential voting may be selected by the Elections Committee. The default preferential voting method described in this Federation's parliamentary authority shall be the method used.

5. Society of Specialty Orthodontic Certification Boards Committee

- a. The Society of Orthodontic Specialty Certification Boards (SOSCB) is an advisory committee of this Federation serving in an advisory capacity to the WFO Executive Committee. All actions of the Society of Orthodontic Specialty Certification Boards must comply with WFO bylaws and policy.
- b. The purpose of this Society shall be to improve the quality of orthodontic treatment throughout the world by improving the knowledge and skills of WFO-member orthodontists by encouraging them to aspire and challenge themselves to achieve orthodontic specialty board certification in their respective countries.
- c. In order to achieve its purpose, the SOSCB has established the following goals:
 - i. Invite and encourage established national orthodontic specialty boards to become members of the SOSCB.
 - ii. Encourage, and assist if requested, in the formation of a new national orthodontic specialty board in countries that do not already have a national board certification organization.
 - iii. Provide a forum for collaboration and the exchange of ideas between and among member board organizations for the purpose of improving the quality of orthodontic education and treatment.
 - iv. Provide a forum for collaboration and the exchange of ideas between and among member board organizations for the purpose of improving their board certification process.
 - v. Provide a forum for orthodontic specialty board representatives to share, discuss and learn about other issues of common interest.
 - vi. Provide a voice for national orthodontic specialty boards in the WFO, by serving as an advisory committee to the WFO Executive Committee.
- d. National orthodontic specialty board organizations shall apply for membership in the SOSCB to the WFO Executive Committee. In order to be eligible for membership in the SOSCB, an orthodontic board certification organization must satisfy the following:
 - i. The organization must be a national board certification organization; regional or local orthodontic certification boards are not eligible.

- ii. The organization must be affiliated with or endorsed by a recognized WFO-affiliated national organization.
- iii. Board certification by the applicant organization must be limited to orthodontists or orthodontic specialists only; the definition of orthodontist or orthodontic specialist shall be consistent with the definitions established in the bylaws of that country's WFO-affiliated national organization.
- iv. Should an applicant organization not satisfy the above membership requirements, the WFO Executive Committee (WFO EC) may review the application and further, may permit such organization to attend a SOSCB meeting. This permission may be revoked by the EC at any time. These decisions of the EC are final and may not be appealed.
- e. SOSCB shall select leaders as needed for the administration of society functions.
 - i. A Chair shall be elected by majority vote of the representatives of the member organizations, for a term of five years, coincident with the term of office of the WFO president.
 - ii. The chair may not be reelected.
 - iii. Should a vacancy develop, the WFO EC shall appoint a chair to serve the remainder of the term or may delegate that responsibility to the Society. Any chair that assumes less than a full five-year term is be eligible to be elected to a full five-year term as Chair.
 - iv. Quorum shall be fifty percent (50%) of the number of member organizations.
 - v. The name of the elected Chair shall be submitted to the WFO Executive Committee for approval. Additional leaders are not required, but may be named and selected as the SOSCB decides appropriate.
 - vi. Two (2) current members of the WFO Executive Committee shall serve as liaisons between the WFO EC and the SOSCB, and shall also serve in any aspect of the leadership of the SOSCB as determined necessary or advisable by the WFO Executive Committee. One of the EC liaisons to the SOSCB will conduct any meeting of the SOSCB in the absence of the chair.
- f. The duties of the Chair, and any additional leaders appointed or elected, include but are not limited to:
 - i. Administration of the society, including the development of necessary policies. All proposed policies must comply with WFO Bylaws and be approved by the WFO Executive Committee.
 - ii. Develop and submit a budget for any anticipated expenses to the WFO Executive Committee for consideration and approval. The SOSCB does not have the authority to spend or commit WFO resources.
 - iii. Organize its meetings in consultation with the WFO Executive Committee.
 - iv. Develop the agenda for SOSCB meetings.
 - v. Develop and submit a report of its meetings to the WFO Executive Committee.
 - vi. Distribute its report of meetings to SOSCB membership.
- g. MEETINGS

- i. The SOSCB shall have at least one (1) regular meeting every five years; this meeting to be held in conjunction with the International Orthodontic Congress (IOC). The WFO shall arrange and be responsible for meeting space and the necessary facilities for this meeting.
- ii. Additional meetings, either electronic or face-to-face, may be held providing that all such meetings are approved in advance by the WFO Executive Committee, the WFO President or the WFO Secretary General. The expenses for these additional meetings shall not be reimbursed by the WFO unless previously authorized by the WFO Executive Committee, the WFO President or the WFO Secretary General.
- iii. SOSCB meetings shall be a forum for discussion of topics relevant to orthodontic board certification, and any concerns or recommendations that result from such discussion may be submitted to the WFO Executive Committee.
- iv. Notice of all meetings shall be sent to SOSCB membership and to the members of the WFO Executive Committee. The notice shall include the draft agenda as well as the date, time and place of the meeting. The final agenda will be sent to the EC six (6) months in advance of the meeting.
- v. Meetings are open to representatives of all member organizations, as well as guests invited by society leadership. It is expected that this society shall reach out to national organizations and interested orthodontists from countries without specialty boards, to encourage and assist in the formation of a national board organization and certification process in their country.
- vi. A majority vote of the membership is not required to submit recommendations or concerns to the WFO Executive Committee, and there is not a quorum requirement for discussion or report.
- vii. Expenditures of the SOSCB for its regular meeting or activities must be authorized by the WFO Executive Committee or the WFO Secretary General.
- viii. It shall be the duty of SOSCB leadership to notify members at least nine months prior to its regular meeting and to urge member attendance.
- ix. The SOSCB membership roster shall be available to society members to facilitate communication between and within membership and WFO leadership.

C. SPECIAL COMMITTEES

1. Special committees of this Federation may be created by the Council or the President for the purpose of performing duties not otherwise assigned by these bylaws. The composition, chair and duties of the committee shall be set forth in the resolution creating the committee. Special committees cease to exist when their task is completed, and the final report is filed, or at the next meeting of Council.

XI. FINANCES

- A. The fiscal year of this Federation shall begin on January 1 and end on December 31 of each calendar year.

- B. Income for this Federation shall be maintained in a general fund, and shall consist of member dues, WFO-affiliated organization fees, investment income, profits from the IOC and any grants, gifts or bequests it may receive.
- C. The annual budget shall be distributed to all councilors for submission to their respective organizations.
- D. The Executive Committee may select and employ a qualified accountant to assist in the preparation of financial statements and budgets.
- E. The Secretary-General, in consultation with the Executive Committee, shall be authorized to allocate, invest and expend Federation funds at his/her discretion. The Secretary-General must provide a financial statement to the Executive Committee showing all such allocations whenever requested by the President, or at least annually.
- F. Under no circumstances shall the funds of this Federation be used to finance or reimburse councilors, ambassadors or delegates to the Council for any of their expenses for attendance at a Council meeting or IOC.
- G. The financing of the IOC shall be the responsibility of the host country. At the sole discretion of the Executive Committee, a loan from Federation funds may be made to the host country to initiate the organization of the IOC. The loan must be repaid in full when all accounts for the IOC have been settled, or within twelve months of the conclusion of the IOC, whichever is sooner.

XII. SECRETARIAT

- A. The Federation's headquarters and central office shall be known as the Secretariat. Its location shall be determined by the Executive Committee, in compliance with U.S. federal and Missouri state statutes regarding incorporated entities.

XIII. OFFICIAL LANGUAGE

- A. The official language of this Federation shall be English, and all correspondence or meetings of the Federation shall be conducted in English. Meetings of the IOC shall be conducted in English and, at the discretion of the host country, the host country's language. Notwithstanding this provision, simultaneous translations of scientific sessions of the IOC to other languages as feasible are recommended.

XIV. DISCIPLINARY PROCEEDINGS

A. Grounds for Action

1. The WFO, of its own volition or upon receipt of a written complaint from any other person, reserves the right to discipline any of its Fellows and to terminate the affiliation of any WFO-affiliated organization. Disciplinary action against a Fellow may include reprimand, suspension or expulsion. Violation of these bylaws or any lawful rule of practice duly adopted by this Federation or any other conduct prejudicial to the interests of this Federation shall constitute sufficient cause for disciplinary action or membership termination hereunder.
2. Each Fellow and WFO-affiliated organization hereby expressly waives the right to hold the Federation, Executive Committee, Council, officers, Fellows, councilors, delegates, employees, and any of its affiliated organizations responsible for any damage, pecuniary or otherwise, as a result of disciplinary or termination proceedings against any member or affiliated organization.

B. Disciplinary Proceedings

1. Jurisdiction: This Federation has jurisdiction to bring disciplinary proceedings against a Fellow and termination proceedings against a WFO-affiliated organization, which shall be conducted by the Executive Committee.
2. Investigation: The President shall select three members of the Executive Committee (the "Investigating Committee") to investigate any complaints against a Fellow or a WFO-affiliated organization. The Investigating Committee may conclude, in its sole discretion and based upon a preliminary review of any complaint, that the complaint contains insufficient information on which to base an investigation or is patently frivolous or inconsequential. In such case, the matter may be disposed of by written notice to the complainant. If the Investigating Committee concludes that a complaint constitutes a valid and actionable inquiry, the Investigating Committee shall conduct a confidential investigation in order to determine whether disciplinary action or termination may be warranted.
3. Such an investigation shall include contacting the accused Fellow or WFO-affiliated organization, as the case may be, and the complainant, if any, and gathering all relevant facts. The Investigating Committee shall file its report and recommendations with the President within a reasonable time after receipt of the complaint. Should the Investigating Committee determine that no disciplinary action is warranted, or that termination of the WFO-affiliated organization is not warranted, it shall notify the accused Fellow or the WFO-affiliated organization, as the case may be, the President, and the Secretary-General of this Federation. The notice to the accused Fellow or the WFO-affiliated organization shall be in writing and sent via certified mail, return receipt requested (or other similar means).
4. If the Investigating Committee determines that disciplinary action against a Fellow is warranted, or that termination of the organization's affiliation is warranted, the Executive Committee shall follow the procedures set forth below:

- a. Notice: The accused Fellow or organization, as the case may be, shall be notified in writing of the findings and decision of the Investigating Committee. Such notification shall be sent by mail, with return receipt requested (or other similar means), to the member's or organization's address of record. The Fellow or organization shall have the option to waive his/her/its right to a hearing or to request a hearing. Should the accused request a hearing in order to appear and present evidence, the President shall appoint a Hearing Committee composed of three members of the Executive Committee, none of whom were members of the Investigating Committee, and schedule a hearing. The accused entity may be represented by legal counsel, at his or her own expense.
- b. Hearing: Upon timely written request from the accused Fellow or organization, which must be given by certified mail, return receipt requested (or other similar means) to the WFO Secretary-General within thirty (30) days of the notice to the accused Fellow or organization of his/her/its right to a hearing, the accused Fellow or organization shall be entitled to a confidential hearing at which time he/she/it shall be given the opportunity to present his/her/its response to the charges. The hearing shall be conducted in accordance with the procedures adopted by this Federation at that time, at a place and time selected by the Hearing Committee at its sole discretion. The accused Fellow or organization shall be given reasonable advance notice of the date, time and place of the hearing. The members of the Hearing Committee shall elect from their number a Hearing Officer, who shall preside at the hearing and issue any appropriate procedural or evidentiary rulings and summarize the results of the investigation at the hearing for the other members. Formal rules of evidence or civil procedure shall not be required. The Hearing Committee may consider any relevant material.
- c. Decision: Every disciplinary decision of the Hearing Committee shall be in writing. Each written decision shall specify the charges made against the Fellow, or charges for termination of an organization, as the case may be, the facts which substantiate any or all of the charges, the decision rendered by the Hearing Committee, the penalty imposed or the decision as to termination of affiliation, the fact that the accused Fellow or organization has a right of appeal and the time for filing a notice of appeal. Within ten (10) days of the date on which the decision is rendered, a copy thereof shall be sent by mail, with return receipt requested (or other similar means), to the this Federation's last known address of each of the following parties: the accused Fellow or organization, the president of the affiliate organization of which he/she is a member (in the case of a Fellow), the President and the Secretary-General of this Federation.

C. Appeals

1. An accused Fellow or organization receiving an adverse decision from the Hearing Committee shall have the right to appeal from such a decision by filing a notice of appeal with the Secretary-General of this Federation.

2. The notice of appeal must be in writing and filed with the Secretary-General of this Federation within thirty (30) days of receipt of the notice of the adverse decision.
3. Each party to an appeal shall be entitled to submit a brief in support of his/her/its position. The accused Fellow or organization and the Hearing Committee shall submit his/her or its brief to the Secretary-General of the WFO via certified mail, return receipt requested (or other similar means), within ninety (90) days from when of the date the appeal was filed.
4. No decision shall become final while an appeal therefrom is pending or until the thirty (30) day period for filing notice of appeal has elapsed.
5. Within sixty (60) days of the receipt of a notice of appeal, the President of this Federation must appoint, and determine their willingness to serve, three members and three alternates, no one of whom shall have been a member of the Investigating Committee or Hearing Committee, to an Ad Hoc Appeals Panel. These six individuals must not be members of the Executive Committee. The Secretary-General of this Federation will notify the accused Fellow or organization of the names of these six Fellows via certified mail, return receipt requested (or other similar means). If the accused Fellow or organization shows good cause why any named Fellow is unacceptable, an alternate(s) will be selected by the President of the Federation. This selection shall be final. The Appeals Panel shall notify the Hearing Committee and the accused Fellow or organization of the time and place of the hearing, such notice to be sent by mail, with return receipt requested (or other similar means), to the last known address of the parties to the appeal and mailed not less than thirty (30) days prior to the date set for the appeal hearing.
6. The Appeals Panel shall meet within a reasonable time from the time when the appeal was filed. The accused Fellow or organization may have one representative appear, at his/her/its expense, before the Appeals Panel to make oral or written presentations to, and to respond to questions from, the Appeals Panel. The Hearing Officer shall designate a representative to appear before the Appeals Panel to support represent the decision of the Hearing Committee and to respond to questions of the Appeals Panel. Either party may be represented by counsel; however, the proceedings shall be conducted on an informal basis.
7. The Appeals Panel must review the decision being appealed and determine whether the charges brought against the accused Fellow or organization support the decision or warrant the penalty imposed or the termination of affiliation, as the case may be. The Panel may uphold or reverse the decision of the Hearing Committee. The Appeals Panel shall not be required to consider additional evidence unless there is a clear and convincing showing that either party to the appeal will be unreasonably harmed by failure to consider the additional evidence.
8. Every decision being appealed shall be reduced to writing and shall clearly state the conclusion of the Appeals Panel and reasons for reaching the conclusion. The Panel shall have the discretion to:
 - a. Uphold the decision of the Hearing Committee which brought charges against the accused fellow or the WFO-affiliated organization;

- b. Reverse all or any part of the decision of the Hearing Committee which brought charges and thereby exonerate the accused Fellow or the WFO-affiliated organization;
 - c. Deny an appeal which fails to satisfy the requirements of these bylaws;
 - d. Refer the case back to the Hearing Committee for a new proceeding, if the rights of the accused Fellow or the WFO-affiliated organization under all applicable bylaws were not accorded him/her/it; or
 - e. Accept the findings of the Hearing Committee but impose a different penalty.
9. Within a reasonable time from the date on which a decision on appeal is rendered, a copy thereof shall be sent by mail, with return receipt requested (or other similar means), to this Federation's last known address of each of the following parties: The accused Fellow or the WFO-affiliated organization, as the case may be, the President of the affiliate organization of which he/she is a member (in the case of a Fellow), the President and the Secretary-General of this Federation.

D. Resignation

- 1. If a Fellow or WFO-affiliated organization who is the subject of a complaint or other disciplinary or termination action by this Federation resigns at any time during the pending of the proceeding, the matter shall be dismissed and the Fellow or organization may not thereafter reapply for any class of membership or for affiliation, as the case may be.

E. Reporting Requirement

- 1. This Federation shall report any disciplinary information to such agency or agencies as may be required or permitted by any applicable law.

XV. BYLAWS AMENDMENTS

- A. Proposals for amendments to these bylaws must be submitted to the Executive Committee not less than five months before the next Council meeting. The Executive Committee will forward the proposed amendments with its recommendations to the Council not less than three months before the next Council meeting. Executive Committee recommendations to the Council regarding proposed bylaws amendments require approval by a two-thirds (2/3) affirmative vote of the Committee.
- B. A two-thirds (2/3) vote of the Council is required to approve the recommended changes to the bylaws, which may occur at regular or special meetings of the Council or by written ballot in the interim.
- C. Portions of these bylaws may be amended by the Executive Committee, with the following requirements and restrictions:
 - 1. Only articles contained within Sections II, III, IV, V, VIII, IX, X, XI, XII, XIII, XIV or XVI may be amended by the Executive Committee. Articles contained within sections I, VI, VII, XV, XVII, XVIII or XIX may not be amended by the Executive Committee.

2. Proposals for amendments to these bylaws must be submitted by one of the fourteen members of the Executive Committee to the eleven voting members of the Executive Committee, not less than three months before the Executive Committee meeting at which it is to be decided.
 - a. The decision must be made during a face-to-face meeting of the Executive Committee.
 - b. A two-thirds (2/3) affirmative vote with a quorum of eight (8) voting members is required to adopt any amendment.
3. All amendments to these bylaws made by the Executive Committee must be presented to Council for ratification at its next regular meeting. Should Council fail to ratify the amendment, these bylaws revert to their previous condition, and any actions taken by virtue of the unratified amendment are in as much as possible immediately abandoned or reversed.

XVI. INTERNATIONAL ORTHODONTIC CONGRESS

- A. The location and sponsoring national association for each IOC shall be determined by the Executive Committee in a manner consistent with policies established by the Executive Committee.
- B. A Congress Committee in the host country shall be appointed by the President of the host organization in consultation with the Executive Committee and appropriate officials in the host country. The Congress Committee must consult with the WFO Executive Committee and the WFO Secretary-General with regard to all arrangements for the IOC.
- C. The Congress Committee shall be responsible for securing the financial assistance required for the IOC.
- D. In the event IOC proceeds are insufficient to cover the reasonable expenses of the President, Vice-President, Secretary-General, and/or employee of the Secretariat in attending the International Orthodontic Congress, the same shall be paid by the WFO.
- E. All Fellows shall be eligible to attend the IOC, together with their families, upon payment of the registration fee. Members of their families shall be known as "Accompanying Persons."
- F. Practitioners who are not Fellows of the Federation may be permitted to attend the IOC. Such practitioners shall be called "Guests" and shall be required to pay a higher registration fee than that charged to Fellows. Members of Fellows' families shall receive priority with regard to events scheduled on the programs.
- G. National and regional representatives at the IOC shall be indicated as such.

- H. The Congress Committee shall be required to prepare a report following the IOC and to supply the report and relevant IOC literature and documents to the Secretary-General.
- I. The length of the IOC shall be determined by the Executive Committee, after consultation with the representative national or regional association in the host country, but shall not, in any case, exceed one week in duration.
- J. The dates of the IOC shall be determined by the Executive Committee provided it is held within five calendar years of the preceding IOC.
- K. The program for the IOC must provide for at least one meeting of the Council and may provide for one meeting of the General Assembly if required.
- L. The President of this Federation shall preside over the meeting of the General Assembly, the Council and all other material functions of the IOC.

XVII. INDEMNIFICATION

- A. The Federation shall indemnify to the fullest extent authorized or permitted by law any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he/she is or was a councilor of, officer of, employee of, or Fellow elected or appointed to any position of responsibility within this Federation.

XVIII. PARLIAMENTARY AUTHORITY

- A. The current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIPSC) shall govern this Federation in all parliamentary situations that are not provided for in the law or in the Federation's corporate charter, bylaws or adopted rules and policies.

XIX. DISSOLUTION OF THE FEDERATION

- A. A motion to dissolve this Federation may only be proposed by an absolute three-fourths (3/4) vote of the General Assembly. (For the purposes of this vote, an absolute majority is defined as three-fourths of the total number of Fellows who are members of the Federation, not three-fourths of the number of Fellows voting.)
- B. Once proposed, the motion for dissolution of this Federation must be adopted and ratified by either one-half of the WFO-affiliated national organizations or by all members of the Executive Committee.
- C. Should the motion for dissolution be adopted and ratified by either one-half of the WFO-affiliated associations or unanimously by the Executive Committee, that ratifying

group shall return the resolution to the General Assembly for consideration, at least one year before the meeting of the General Assembly at which it is to be decided. Such a motion must be sent to all Fellows of this Federation individually, each of who shall have the opportunity to vote in person or by proxy.

- D. Notwithstanding the foregoing, for dissolution to occur, an absolute majority of all Fellows of the Federation must approve the motion. (For the purposes of this vote, an absolute majority is defined as the majority of the total number of Fellows who are members of the Federation, not the majority of the number of Fellows voting.)
- E. If, upon dissolution and after all the Federation's debts are settled and all of its liabilities are satisfied, there remains any property or funds, the same shall neither be paid to nor distributed among the Fellows of the WFO. The funds shall, to the extent permitted by law, be transferred either to another institution(s), or charitable fund(s) having objectives similar to those of the Federation, or shall be used for some other charitable purpose as decided by a majority vote of the former Executive Committee with the approval of a majority of the former Council of the WFO.