

**TENNESSEE SOCIETY  
OF ORAL AND MAXILLOFACIAL SURGEONS**

**CONSTITUTION AND BYLAWS**

## **CONSTITUTION**

### **Article I. Name**

The name of this organization shall be the Tennessee Society of Oral and Maxillofacial Surgeons; hereinafter referred to as "the Society," "this Society," or "TSOMS."

### **Article II. Purpose of this Society**

- A. Contribution to the public welfare by advancement of the profession of dentistry and in particular of the specialty of oral and maxillofacial surgery.
- B. The advancement of programs of education and standards of practice in the specialty of oral and maxillofacial surgery in Tennessee.
- C. The improvement of relations between the allied health services.

### **Article III. Organization**

#### **Section 1. Incorporation**

The Society is a not-for-profit organization chartered under the laws of the State of Tennessee. If this Society is dissolved at any time, no part of its funds or property shall be distributed to, or among, its members; but, after payment of all indebtedness, its surplus funds and properties shall be used for education and research in such a manner as the then governing body of the Society may determine.

#### **Section 2. Central Office**

The registered office shall be in the State of Tennessee, at the office of the Secretary-Treasurer. A separate Administrative Office may also be established without regard to location. If a separate Administrative Office is not established, then it, too, will be at the office of the Secretary-Treasurer.

#### **Section 3. Membership**

The membership of this Society shall be as established in Chapter I. of the **Bylaws**.

### **Article IV. Government**

#### **Section 1. Legislative**

The legislative and governing body of this Society shall be the membership as described in Chapter I. of the **Bylaws**.

#### **Section 2. Administrative Body**

The administrative body of this Society shall be the Executive Committee as described in Chapter II of the **Bylaws**.

### **Article V. Officers**

#### **Section 1. Elective Officers**

The elective officers of this Society shall be President, Vice President and Secretary-Treasurer, each of whom shall be elected at the annual meeting.

#### **Section 2. Appointive Officer**

The membership may appoint an Executive Director for the day-to-day administrative management of the Society.

#### **Article VI. Meetings**

Meeting shall be conducted as provided in Chapter IX of the **Bylaws**.

#### **Article VII. Principles of Ethics**

The **Code of Professional Conduct and Official Advisory Opinions** of the American Association of Oral and Maxillofacial Surgeons shall govern the professional conduct of all members.

#### **Article VIII. Amendments**

This **Constitution** may be amended by action of the membership a) at the same meeting at which the proposal is read, provided a unanimous vote is obtained, b) at a meeting when the proposal has been read at a previous meeting and three-fourths of those present approve, or c) at a meeting where the proposal has been provided to the active members thirty days prior to the meeting and three-fourths of those present approve.

## BYLAWS

### Chapter I. Membership

**Section 1. Classification:** The members of this Society shall be classified as follows:

- A. Active Members
- B. Provisional Members
- C. Associate Members
- D. Life Members
- E. Honorary Members
- F. Resident Members

**Section 2. Qualifications:**

A. Active Members: The following requirements shall be prerequisites:

1. Membership in the American Association of Oral and Maxillofacial Surgeons (AAOMS).
2. Graduate of a dental school accredited by the Commission on Dental Accreditation (CODA) of the American Dental Association (ADA)
3. Completion of a CODA-accredited training program in oral and maxillofacial surgery.
4. Professional licensure to practice dentistry or medicine in the State of Tennessee.
5. Oral and maxillofacial surgery specialty licensure in the State of Tennessee.
6. Limitation of practice exclusively to oral and maxillofacial surgery.
7. Successful completion of the Tennessee Society's on-site office anesthesia evaluation program with re-evaluation every five (5) years based on the AAOMS Office Anesthesia Evaluation Program or required applicable state and federal regulations as a precondition of membership. Applicants who are solely in administrative positions or research positions, and those who do not administer intravenous conscious sedation, and/or deep sedation/general anesthesia are eligible for a waiver of this requirement at the discretion of the Executive Committee.

B. Provisional Members: A provisional member shall fulfill all qualifications for membership except fulfillment of the component society's on-site office anesthesia evaluation, be recommended for provisional status by the Credentials and Ethics Committee, and be accepted for provisional membership by the vote of a majority of members present at any meeting of the Society.

Provisional membership should only apply for a two-year period. If an on-site office anesthesia evaluation is not fulfilled within this two-year period, the provisional member must reapply and document acceptable reasons to continue his/her status as a provisional member.

Upon successfully fulfilling an office on-site anesthesia evaluation, the provisional member shall automatically be transferred to the proper membership classification as determined by the Committee on Membership.

C. Associate Members: To be eligible for associate membership, an applicant must have completed all of the requirements for active membership in this Society, including the office anesthesia evaluation program and the educational requirements for membership in the American Association of Oral and Maxillofacial Surgeons, but he/she need not be a member of the American Association of Oral and Maxillofacial Surgeons.

Should an associate member of this Society become a member of the American Association of Oral and Maxillofacial Surgeons, he/she shall be automatically elevated to active membership in this Society.

- D. Life Members: A member may achieve the status of life member at age 65 or following retirement through application with documentation of the member's age at the discretion of the Executive Committee.
- E. Honorary Members: Honorary membership may be granted to those holding no other class of membership who have made distinguished contributions to the specialty of oral and maxillofacial surgery. Nominations to this class of membership shall bear the signatures of five (5) active members and election shall be in accordance with Section 5 of this chapter of the **Bylaws**. No more than two (2) honorary members may be elected in any one year.
- F. Resident Members: Resident members shall be in training in an American Dental Association's (ADA) Commission on Dental Accreditation (CODA) accredited training program in oral and maxillofacial surgery in the United States and be a member of the Resident Organization of the American Association of Oral and Maxillofacial Surgeons (ROAAOMS). Membership shall be terminated when a member completes training, resigns, or is dismissed from an accredited postgraduate training program in oral and maxillofacial surgery. Residents in their senior year shall be allowed to begin their application process for active membership in TSOMS prior to graduation from their training program.

### **Section 3. Rights and Privileges**

- A. Active Members: Active members shall enjoy all rights and privileges, including the right to vote on all matters and to hold office. Any active member who is not a member of the American Association of Oral and Maxillofacial Surgeons will not be allowed to vote on matters pertaining to AAOMS, including election of AAOMS delegates and alternate delegates.
- B. Provisional Members: A provisional member shall enjoy the same privileges as a member of this Society, except the right to hold any office.
- C. Associate Members: Associate members shall enjoy all the rights and privileges of active members except the right to hold any office and to vote on any business matters relating to the American Association of Oral and Maxillofacial Surgeons.
- D. Life Members: Life members shall enjoy all the rights and privileges of the class of membership they formerly held except they may not hold office.
- E. Honorary Members: Honorary members shall have the right to attend meetings, but they shall not enjoy the right to vote or hold office, nor shall they enjoy any other rights and privileges reserved to other classes of membership.
- F. Resident Members: Resident members, like honorary members, shall have the right to attend meetings, but shall not enjoy the right to vote or hold office.

### **Section 4. Dues and Assessments**

All active, provisional, and associate members shall be required to pay annual dues and assessments. Life and honorary members shall not be required to pay dues and assessments.

### **Section 5. Applications and Election**

- A. Forms for application to any class of membership are available upon request to the Administrative Office.
- B. Election to any category of membership shall be by a majority of the members present and voting at any meeting of the Society. The Credentials and Ethics Committee shall

review all applications and shall present them to the membership with their recommendations within one (1) year of their receipt.

#### **Section 6. Membership Appeals Process**

- A. If a candidate is denied membership in the Society, he may appeal but must do so within ninety (90) days. The component must notify the candidate of his right of appeal;
- B. If the candidate appeals, the Society will be required to set up an Appeals Committee comprised of three component members of TSOMS (excluding those on the membership committee) to evaluate the candidate within six (6) months. A detailed and documented evaluation of allegations made against the candidate shall be conducted by the Appeals Committee to determine validity of said allegations. All TSOMS members will be notified to submit written concerns regarding the candidate to the Appeals Committee during the six month evaluation period. After evaluation, should allegations presented prove to be unsubstantiated, membership shall be granted. After evaluation, if membership is again denied, the Appeals Committee is required to report (by way of the TSOMS Notice of Appeal Form) on the candidate denied membership to the AAOMS Committee on Membership. TSOMS must notify the candidate at that time of his right to appeal to the AAOMS (Candidate Notice of Appeal Form);
- C. A candidate denied membership after an appeal to TSOMS has the right to appeal that decision to a national review committee. The candidate has ninety (90) days to file a written appeal to the AAOMS Committee on Membership (through Candidate Notice of Appeal Form). Within six (6) months, the AAOMS Committee on Membership will establish a four-member Review Committee composed of the Chairman of the AAOMS Committee on Membership as moderator, and three (3) voting members: one from the AAOMS Membership Committee, one from TSOMS Credentials and Ethics Committee, and a third voting member as a neutral arbitrator, i.e., a retired judge or one from an organization such as the American Arbitration Association. The candidate may have an advisor present to assist and speak on his/her behalf. The proceedings shall be non-adversarial and not subject to cross-examination. A verbatim transcript shall be made of the national review committee meeting, the cost to be borne by AAOMS. Copies of the transcript will be provided to the respondent upon request at his/her expense. All costs associated TSOMS and candidate representation during the appeals process will be borne by TSOMS and the candidate respectively. This AAOMS/TSOMS Review Committee will interview and evaluate the candidate, make the determination of the individual's eligibility with the decision of the Review Committee binding on both the AAOMS and the respective component society.

#### **Section 7. Termination of Membership**

- A. A member of the Society may effect resignation from the Society at any time by writing the Secretary-Treasurer and returning the certificate of membership.
- B. An active or associate member shall be disqualified from that classification of membership by loss of licensure or failure to limit his/her practice to oral and maxillofacial surgery.
- C. A member whose dues and assessments or fees have not been paid prior to the convening of the TSOMS annual meeting shall automatically forfeit his/her membership. Reinstatement may be secured upon payment of all dues, assessments, and fees owed for all years of absence. A new application and application fee must be submitted to the Society to be considered for reinstatement.
- D. A member may be expelled from the Society on the basis of written charges showing action by the member detrimental to the interests or honor of the Society. Such charges shall be initiated by the Committee on Credentials and Ethics, and shall have the concurrence of the Executive Committee; however, expulsion shall be solely by a two-thirds (2/3) affirmative vote of those present and voting at any regular meeting of the

Society. The right of the member to hearing with or without counsel shall, at all times, be preserved.

- E. Active members who fail to successfully participate in the Society's on-site office anesthesia evaluation program every five (5) years may be expelled by a two-thirds (2/3) vote of the members present and voting at any regular meeting, provided that at least thirty (30) days prior notice shall have been sent to said member by registered or certified mail, return receipt requested.

## **Chapter II. Executive Committee**

### **Section 1. Executive Committee**

The Executive Committee will consist of President, Immediate Past President, Vice President, Secretary-Treasurer, and the Delegates and Alternate Delegates to the American Association of Oral and Maxillofacial Surgeons. The President shall serve as Chairman. If the membership has appointed an Executive Director, then he/she will serve as an ex-officio member.

### **Section 2. Powers**

- A. The Executive Committee shall be the managing body of the Society, vested with full power to conduct all business of the Society subject to the Laws of Tennessee, the **Constitution** and **Bylaws**, and the mandates of the membership.
- B. The Executive Committee shall have the power to establish policies not inconsistent with these **Bylaws** and to govern its organization, procedures, and conduct.

### **Section 3. Duties**

- A. To determine the time of the meetings of the membership.
- B. To administer the affairs of this Society between meeting.
- C. To conduct disciplinary action and conduct hearings involving termination of membership.
- D. To cause all accounts of the Society to be audited as the council shall determine.
- E. To approve all awards, honors or other special commendations given in the name of the Society.
- F. To perform such other duties as prescribed in these **Bylaws**.

## **Chapter III. Officers**

### **Section 1. Elective Officers**

#### **A. Composition**

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

#### **B. Eligibility**

Active members shall be eligible to hold office.

#### **C. Nominations**

Nomination may be made by any active member of the Society.

**D. Elections**

Officers shall be elected by a majority vote of the active members voting at the annual meeting. A voice or secret ballot may be used.

**E. Tenure**

The term of each office shall be a single two (2) year term. Upon completion of their terms, the Secretary/Treasurer and Vice President become Vice President and President, respectively, by formal election.

**F. Installation**

Officers shall be installed at the end of each annual meeting.

**G. Vacancies**

Vacancies shall be filled by the Executive Committee until the next election.

**H. Duties**

**1. President**

- a. Serve as Chairman of the Executive Committee.
- b. Determine the order of business and preside at all meetings of the Society.
- c. Call special sessions of the Society and Executive Committee.
- d. Appoint chairmen and members of all committees.
- e. Fill vacancies in either the delegate or alternate delegate positions until elections may be held.
- f. Perform other such duties as may be provided in these **Bylaws**.

**2. Vice President**

- a. To assist the President as requested
- b. To serve as a member of the Executive Committee.
- c. To succeed to the Office of President in the event of temporary or permanent vacancy in that office.
- d. To perform such other duties as may be provided for in these **Bylaws**.

**3. Secretary-Treasurer**

- a. To complete all communications under the direction of the President and Executive Committee.
- b. To serve as a member of the Executive Committee.
- c. To record minutes of all Society and Executive Committee meetings
- d. To maintain adequate records.
- e. To notify members of all meetings and appointment to committees.



- f. To receive all applications for membership submit them to the Credentials and Ethics Committee.
- g. To be custodian of all funds and monies of the Society.
- h. To send statements of dues.
- i. To sign checks for disbursement of funds in payment of Society expenses, in accordance with accounting regulations established by the Executive Committee.
- j. To submit his books and accounts for audit.
- k. To turn over to the successor of the office, all books, papers, records and other properties of the Society.

## **Section 2. Appointive Officer**

### **A. Appointment**

The membership, upon recommendation of the Executive Committee, may appoint an Executive Director as provided in Article V of the Constitution.

### **B. Tenure**

The Executive Committee will determine the tenure of the Executive Director according to the mandates of the membership.

### **C. Duties**

- 1. To manage the day-to-day administrative functions of the Society.
- 2. To assist with the duties of the Secretary/Treasurer.
- 3. To serve as an ex-officio member of the Executive Committee.

## **Chapter IV. Committees**

### **Section 1. Members**

Committee chairmen and members shall be appointed by the President, and shall be active members of the Society.

### **Section 2. Tenure**

Committee members shall be appointed for one year, with no limit on the number of years the member may serve. Any member may be replaced at any time at the discretion of the President, after consultation with the Executive Committee.

### **Section 3. Standing Committees**

- A. Outpatient Care Review Committee.** It shall be the responsibility of this committee to administer the on-site anesthesia evaluation program as well as evaluate any other outpatient care issues as directed by the President.
- B. Legislative Committee.** This committee shall evaluate pertinent federal, state, and local legislation as it is proposed or enacted, and report to the membership its potential impact on the practice of oral and maxillofacial surgery.

- C. **Credentials and Ethics Committee.** It shall be the responsibility of this committee to review the credentials of all applicants for membership in the Society and present their findings to the membership. This committee shall also be responsible for appeals of denial of membership and termination of membership as prescribed in Chapter I, Sections 6 and 7, respectively.
- D. **Hospital Affairs Committee.** This committee shall concern itself with oral and maxillofacial surgery practice in the hospital.
- E. **Insurance Committee.** It shall be the responsibility of this committee to examine interactions between the insurance industry and the practice of oral and maxillofacial surgery.

#### **Section 4. Ad Hoc Committees**

Ad hoc committees may be created and the members appointed by the President. An ad hoc committee shall cease to exist upon completion of their charge, or at the completion of the term of office of the President who created and appointed same.

### **Chapter V. Finances**

#### **Section 1. Fiscal Year**

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

#### **Section 2. Dues**

Dues of the membership, except life and honorary members, shall be \$350 due January 1 for the ensuing year. The amount of annual dues may be fixed or changed at any meeting by a majority of the membership present and voting providing that notice of any proposed changes shall be presented in writing to the Secretary-Treasurer and that the membership is thereupon notified in writing at least thirty (30) days prior to the meeting. Dues of any member may be waived by the Executive Committee due to hardship, **provided that application for such waiver is made prior to the end of the dues payment grace period.**

#### **Section 3. Assessments**

Any assessment shall be due at the time specified in the motion providing for it. Assessments may be approved at any meeting of the membership by a majority of the membership present and voting, providing that notice of any proposal to enact an assessment shall be presented in writing to the Secretary-Treasurer and providing that the membership is thereupon notified in writing at least thirty (30) days prior to the meeting.

#### **Section 4. Delinquency**

**Dues should be paid by January 1;** however, the month of January will be considered a grace period for dues payment and no late fee will be charged. If dues have not been paid by February 1, the member will be notified, and a late fee will be charged. Dues will be considered delinquent if not paid by April 1. At that time a member will be classified as not in good standing. The member will be notified, and a delinquent dues fee will be charged. The member will be dropped from the TSOMS mailing list until all monies are paid. Members who fail to pay all dues, assessments, and fees prior to the convening of the TSOMS annual meeting of the first year of delinquency will be terminated from membership.

### **Chapter VI. Quorum**

The quorum for any meeting or special meeting shall be twelve percent (12%) of the membership.

### **Chapter VII. Discipline**

## **Section 1. Procedure**

Any member may be reprimanded, suspended or expelled for violations of the Code of Ethics of the Tennessee Society of Oral and Maxillofacial Surgeons (as outlined in Chapter X). The manner of charge and investigation shall be in accordance with Chapter I. Section 7D of these **Bylaws**, and the right of hearing shall be preserved in all cases.

## **Section 2. Readmission**

Any member expelled from the Society shall be permitted to reapply for membership five (5) years from the date of expulsion. Dues shall be suspended during the period of expulsion.

## **Chapter VIII. Parliamentary Authority**

**Sturgis Standard Code of Parliamentary Procedure**, most recent edition, shall be the parliamentary authority for all activities of the Society not otherwise governed by the rules, **Bylaws** or procedures of the Society.

## **Chapter IX. Meetings**

### **Section 1. Annual and Mid-Winter Meetings**

The date, time and location of the annual and midwinter meetings shall be determined by the Executive Committee.

### **Section 2. Special Meetings**

Special meetings of the membership may be called by the President or by the Executive Committee.

## **Chapter X. Code of Ethics**

Members of the Tennessee Society of Oral and Maxillofacial Surgeons shall be governed in ethical matters by the **Code of Professional Conduct and Official Advisory Opinions** of the American Association of Oral and Maxillofacial Surgeons.

## **Chapter XI. Amendment**

These **Bylaws** may be amended by action of the membership a) at the same meeting at which the proposal is read, provided a unanimous vote is obtained, b) at a meeting when the proposal has been read at a previous meeting and two-thirds of those present approve, or c) at a meeting where the proposal has been provided to the active members thirty days prior to the meeting and two-thirds of those present approve.

## **Chapter XII. Adoption**

The **Constitution** and **Bylaws** as herewith stated shall have effect immediately upon adoption and all conflicting laws, parts of laws or resolutions shall thereupon be null and shall stand repealed.

## **Chapter XIII. American Association of Oral and Maxillofacial Surgeons**

The Society shall elect delegates and alternate delegates to the American Society of Oral and Maxillofacial Surgeons (AAOMS). The number of each will be determined by AAOMS, and those elected must be fellows or life fellows of the AAOMS. Delegates and alternates will serve a two (2) year term. Alternate delegates do not necessarily replace their retiring delegates, but must be elected to that position.

Only those active and life members who are fellows and life fellows of the AAOMS may vote for delegates and alternate delegates to the AAOMS; or on other matters directly relating to, or

arising out of the business of the AAOMS, including proposed resolutions to the AAOMS House of Delegates.

#### **Chapter XIV. Definitions of Dentistry and Oral and Maxillofacial Surgery**

1. **Dentistry** is defined as the evaluation, diagnosis, prevention and/or treatment (nonsurgical, surgical or related procedures) of diseases, disorders and/or conditions of the oral cavity, maxillofacial area and/or the adjacent and associated structures and their impact on the human body; provided by a dentist, within the scope of his/her education, training and experience, in accordance with the ethics of the profession and applicable law (*adopted by the ADA House of Delegates in 1997*).
2. **Oral and Maxillofacial Surgery** is the specialty of dentistry which includes the diagnosis, surgical and adjunctive treatment of diseases, injuries and defects involving both the functional and esthetic aspects of the hard and soft tissues of the oral and maxillofacial region. (*adopted by the ADA House of Delegates in 1953 with the last amendment adopted by the ADA House in October 1990*)