

BYLAWS OF THE LATIN AMERICAN SOCIETY OF TEMPOROMANDIBULAR JOINT SURGEONS

Approved May 1, 2014

Preamble

The Latin American Society of Temporomandibular Joint Surgeons (LASTMJS) is incorporated as a Brazilian nonprofit corporation and as such is subject to the Brazilian Nonprofit Association Act specially designed for the interests of all members from Latin American countries. As established by its Articles of Incorporation, the purpose of the LASTMJS is to extend and improve our understanding of the pathophysiology and clinical ramifications involved in the rehabilitation of persons with temporomandibular joint (TMJ) disorders, and the most effective solution for those disorders; to encourage by every appropriate means the improvement of health care services provided to persons suffering from TMJ disorders in order to improve their quality of life; and to stimulate health care specialists' and the public's interest in, and a more exact knowledge and improved practice of, the science and art of rehabilitation of persons with TMJ pathologies and degenerative joint disorders.

Chapter 1: Membership

- **General Qualifications.** Membership is a privilege which is accorded by the LASTMJS to a person who meets the qualifications established herein. Membership shall not be denied nor abridged on account of race, color, creed, sex or national origin. Membership will be by invitation only.
- **General Admission to Membership.** Candidates will be generated from among the Membership or by the Membership or Executive Committees, based upon their active interest or demonstrated competency in the diagnosis and management of temporomandibular disorders (TMDs), TMJ surgery, and/or unique, imaginative or pioneering clinical or research endeavors within the general field of temporomandibular disorders. Additionally, Candidates should have a national reputation in the field of temporomandibular joint disorders and have published and/or contributed to the advancement of the subspecialty.
 - Each year, Active Members may extend invitations to apply for membership in any category. The number of applicants to be selected shall be determined annually by the Executive Committee, based on the needs of the Society at that time. The Active Member who nominates an applicant shall request the LASTMJS central office to send the necessary application materials to the prospective member and to

review the application for proper completion before it is sent on to the Membership Committee.

- Each applicant must be nominated in writing to the Membership Committee by one sponsoring Active Member and seconded in writing by one Active Member. The seconding letter, for Active Membership only, must be from a member of the same medical or surgical specialty as the proposed applicant.
 - Applicants for Active Membership may not be nominated by an Active Member from their own practice group or academic institution.
 - All applications and recommendations will be reviewed by the Membership Committee and preliminary investigation will be carried out to ascertain that the potential new member has appropriate qualifications.
 - After review, if a Candidate meets all the criteria for membership and is approved by the Membership Committee, the Candidate will be recommended for approval by the Executive Committee.
 - If approved by the Executive Committee, the Candidate shall then be required to present a paper at the LASTMJS Annual Meeting.
 - During the Annual Business Session of that Annual Meeting, the Candidate will be presented for election to membership by the Voting Membership. If approved by a majority vote, the Candidate will be admitted to the LASTMJS and receive a Certificate of Membership.
 - Applicants for membership, including International Members, will pay application fees, registration fees for the Annual Meeting and other charges as determined by the Executive Committee.
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- **Classes of Membership**
 - **Active Members.** Active Membership is limited to persons practicing Oral and Maxillofacial Surgery, who possess current certification and are in good standing with their respective Specialty Board, and who also meet the following qualifications:
 - Adequate experience in the diagnosis and management of temporomandibular disorders and/or temporomandibular joint (TMJ) surgery, as established by the LASTMJS. Surgeons applying for Active Membership must submit a list of at least 25 TMJ surgery cases (surgical arthroscopy, arthrotomy, etc.) verified by the medical records librarian where the surgeries were performed and followed post-operatively for at

least two years, using the form sent to the applicant with his/her membership application.

- Verification of competence in the diagnosis and management of temporomandibular disorders and/or temporomandibular joint surgery by the Membership Committee, which shall make recommendations on all applicants to the Executive Committee.
 - Final determination of a Candidate's suitability for Active Membership shall be made by the Executive Committee.
 - Active Members shall be known as Fellows and shall each have one vote at any business meeting during the fiscal year for which they are a member in good standing and are present and voting.
 - Active Members will pay annual dues, registration fees and other assessments as determined by the Executive Committee.
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- **Associate Members.** Associate Membership is a time-limited status offered to persons practicing Oral & Maxillofacial Surgery, Orthopedic Surgery, Otolaryngology-Head and Neck Surgery or Plastic and Reconstructive Surgery who possess current certification and are in good standing with their respective Specialty Board, who are not yet candidates for Active Membership but who meet the following qualifications:
 - Adequate early experience in the diagnosis and management of temporomandibular disorders and/or temporomandibular joint surgery as established by the LASTMJS.
 - Verification of competence in the diagnosis and management of temporomandibular disorders and/or temporomandibular joint surgery by the Membership Committee, which shall make recommendations on all applicants to the Executive Committee.
 - Final determination of a Candidate's suitability for Associate Membership shall be made by the Executive Committee. If approved, the Executive Committee will present the Candidate for election to Associate Membership by the Voting Membership at the next Annual Business Session.
 - Surgeons approved for Associate Membership will have a 5-year time frame to accumulate at least 25 TMJ surgical cases (surgical arthroscopy, arthrotomy, etc.) verified by the medical records librarian at which the surgeries were performed and followed post-operatively for at least two years, using the form sent to the applicant with his/her membership application. This is required to advance to Active Membership.

- Before election by the Voting Membership the Associate Member must also present a paper as described in Chapter 1.B.e.
 - Completion of the requirements to advance to Active Membership will be determined by the Executive Committee.
 - Associate Members shall not have voting privileges and shall not use the designation of Fellow of the LASTMJS.
 - If an Associate Member reaches the end of the 5-year time frame without advancing to Active Membership, his or her membership in the LASTMJS will be terminated.
 - Associate Members will pay annual dues, registration fees and other assessments as determined by the Executive Committee.
- **Affiliate Membership.** Affiliate Membership may be conferred by the Executive Committee on non-surgeon members of the medical and dental profession, basic sciences or allied services whose interests and contributions are related to the advancement of surgical treatment of TMJ disorders. Affiliate Members will pay annual dues, registration fees and assessments at a rate determined by the Executive Committee. They may not hold office, but may serve on committees and vote only on matters concerning that committee's business.
 - **Emeritus Membership.** Emeritus Membership may be conferred upon any classification of membership upon written request and/or upon recommendation of the Executive Committee. The member must have reached age 65 years and be retired from active clinical practice, or present health or other reasons acceptable to the Executive Committee. Emeritus members are exempt from annual dues, but will pay registration fees and other related assessments for meetings.
 - **Honorary Membership.** The Executive Committee may confer honorary membership upon any person who has gained professional prominence by his or her contributions to the advancement of surgical treatment of TMJ disorders. Honorary members are exempt from dues, but will pay registration fees and other related assessments for meetings.
- **Resigning Membership.** Any member may resign from the Society upon notification to the Executive Committee. All dues and fees should be paid in full and are not subject to refund.

- **Forfeiture of Membership.**
 - Membership shall be revoked for cause by 2/3 vote of the Executive Committee present at any duly held meeting or by mail. Causes for forfeiture of membership include:
 - Loss or forfeiture of dental or medical license for any reason.
 - Loss or forfeiture of board-certification or specialty certification for any reason.
 - Behavior or conduct (personal or professional) judged to be detrimental to the purpose and mission of the LASTMJS.
 - Dues delinquency.
 - Membership may be revoked for cause by 2/3 vote of the Executive Committee for failure to attend at least one Annual Meeting every 3 years, regardless of circumstances. All dues and fees paid should be paid in full and are not subject to refund.
 - Any member whose dues are delinquent will receive written notification at his/her last known address 3 months after the first day of the fiscal year. Membership shall cease automatically if dues are delinquent 6 months after the first day of the fiscal year.
 - Any member whose membership in the Society has been terminated must in no way present himself/herself as a member of this Society.
- **Ethics and Discipline.** Any member may be subject to disciplinary action including dismissal, reprimand or censure for conduct injurious to the Society. Such conduct may include, but is not limited to violation of the Bylaws of the Society. All disciplinary actions against a member shall be by the Executive Committee which may censure, reprimand, suspend, expel or otherwise discipline a member.
 - Any complaints against a member or members or any request for disciplinary action against a member or members shall be made in writing and addressed to the President of the Society.

- The President of the Society shall submit such complaints to the Executive Committee at the next scheduled Executive Committee meeting.
 - The decision to process charges for disciplinary action shall require a vote of 2/3 of the members of the Executive Committee present at the meeting, otherwise the charges will be dismissed.
 - The Executive Committee shall set a date to consider the charges and the Secretary shall notify the member at least 30 days in advance in writing by registered or certified mail of the charges against him/her and shall specify the date, place and time of the meeting.
 - The member against whom the charges have been made and his/her representative may appeal and/or submit such evidence or material in his/her defense as he/she deems proper. Intention to have legal representation at the meeting shall be conveyed to the Secretary of the Executive Committee in advance of the meeting. The membership status of any member involved in a disciplinary hearing shall not be altered during the pendency of the hearings.
 - The format and conduct of the disciplinary meeting shall be at the sole discretion of the Executive Committee. If 2/3 of the members of the Executive Committee present at the disciplinary meeting vote in favor of the disciplinary action, the Secretary shall notify the member of the disciplinary action to be taken within 5 days by registered or certified mail.
 - The decision of the Executive Committee is final and binding.
 - A member who fails without good cause to appear and proceed at disciplinary meetings concerning him/her shall be deemed to have waived his/her right to a hearing and to have accepted the action of the Executive Committee as final.
- **Reinstatement.** A suspended member may be reinstated only by fully documented correction of the circumstances attending suspension and following a 3/4 affirmative vote for reinstatement by eligible voting members at an Annual Meeting.

Chapter 2: The Society's Officers

- **Officers.** The Society's Elected Officers are as follows and, per Chapter 3 below, serve on the Society's Executive Committee along with standing Committee Chairs:
 - President
 - Vice-President
 - Secretary/Treasurer
 - Immediate Past President

- **Nomination of Officers.** Only Active Members in good standing are eligible for nomination and election to Elected Officer positions.
 - The Nominating Committee shall prepare and submit to the Secretary/Treasurer a single slate of names for each office to be filled at least 4 months prior to the Annual Meeting.
 - The Secretary/Treasurer shall distribute the slate to all Active Members at least 3 months prior to the Annual Meeting.
 - Any Active Member may make additional nominations for office. Each nomination to be accompanied by supporting letters from 5 Active Members and submitted to the Executive Committee at least 60 days prior to the next Annual Meeting. Such nominations will be made known to all Active Members at least 30 days prior to the next Annual Meeting.
 - An Active Member who has served only a portion of a two-year term in an elected office remains eligible for nomination to serve a full term in that office.

- **Election of Officers.**
 - All officers shall be elected at the Annual Meeting for a term of 2 years by a majority of Active Members present and voting.
 - All offices for which there is a contested election require the elected officer to receive a numerical majority of Active Members present and voting.

- **Duties and Responsibilities of Officers**
 - **Duties in General.** Officers shall have such authority and shall perform such responsibilities as may be provided in the Bylaws or by resolution of the Executive Committee. Pursuant to the Tennessee Nonprofit Corporation Act, Officers must act with loyalty and care toward the LASTMJS. Loyalty must be undivided in the best interests of the LASTMJS, and, in the event a conflict of interest between the best interests of the LASTMJS and an Officer's own interest exists, the Officer must comply with Tennessee law in resolving the conflict. Duty means that an Officer must act reasonably, as a prudent person in similar circumstances would, that an Officer is familiar with the LASTMJS's activities and financial condition, and that an Officer will act in good faith and make informed decisions.

 - **Duties of Specific Officers**

- The President shall preside at all meetings of the Society and Executive Committee and shall appoint standing committee chairs and Ad Hoc committees to meet specific needs of the Society not provided for in the Bylaws. The President, with the approval of the Executive Committee, shall fill any vacancy for Secretary/Treasurer which may occur, and will serve as an ex officio member of all committees. The President shall be empowered to disburse funds of the Society in accordance with the duties incidental to the office of President.
 - The Vice-President shall perform all duties incidental to the office and any other duties prescribed by the Executive Committee. If the President requests, is absent or is unable to act, the Vice-President shall perform all duties and exercise all powers of the President.
 - The Secretary/Treasurer shall be responsible for the minutes of the Membership and the Executive Committee meetings. The Secretary/Treasurer shall give notice of such meetings, make a report of such meetings to the Society, keep a record of names of the members, notify applicants of their appointment to membership and notify members of their appointment to committees. The Secretary/Treasurer shall oversee the collection of the yearly dues, applications fees, assessments and registration fees, shall oversee the disbursement of all funds in accordance with budget or as authorized by the Executive Committee, and shall make a financial report at a meeting of the membership. The Secretary/Treasurer shall perform other such duties as may be assigned by the Executive Committee or President.
 - The Immediate Past President shall assist the President in matters involving the LASTMJS, and in the absence of the President and Vice-President shall preside and perform all duties and exercise all powers of the President.
- **Terms of Office, Succession, Installation, Removal, Filling Vacancies**
 - **Terms of Office.** The three officer members of the Executive Committee elected by the membership shall serve two-year terms of office. All other members serve by appointment by the President.
 - **Succession.** At the conclusion of their two-year terms, the Secretary/Treasurer is automatically nominated for election to the office of Vice President, the Vice President is automatically nominated for election to the office of President, and the President is automatically nominated for election to the office of Immediate Past President on the single slate of officers presented to the Voting Membership.

- **Installation.** Officers will begin their term in office at the conclusion of the Annual Business Meeting at which they are elected.

- **Removal.** Any officer may be removed by a 3/4 vote of the Executive Committee, just cause having been established. Any officer may resign at any time by written notice to the Executive Committee.

- **Filling Vacancies**
 - If a vacancy occurs in the office of President or Vice President, the officers in the chain of succession will ascend to the next office immediately. They will serve the remainder of the vacated term and then the full two-year term to which they would have ordinarily succeeded.

 - A vacancy in the office of Secretary/Treasurer shall be filled by appointment by the President with the approval of the Executive Committee. The appointee shall serve until the next Annual Business Meeting, at which time an election shall be held. If at that meeting a regularly scheduled election was due, it will proceed following the usual nomination and election process. If an unscheduled election is necessary, it will be for the office of Secretary/Treasurer only and the newly elected Secretary/Treasurer will complete the remaining term of office until the next regularly scheduled election.

 - A vacancy in the office of Immediate Past President may be filled by the previous Immediate Past President or remain unfilled if that person is unable to serve.

 - Vacancies in the Executive Committee, other than elected officers, shall be filled by appointment by the President with the approval of the Executive Committee.

Chapter 3: Executive Committee

- **Composition and Function.** The Executive Committee shall consist of the officers and standing committee chairs. The immediate past president shall serve on the Executive Committee for 2 years.

- **Powers and Duties.** The Executive Committee shall formulate the policies and shall have general charge and control of the affairs, funds and property of the Association. It shall present to the membership all major changes in policies, fee and fiscal matters for ratification. The President shall serve as the Chair of the Executive Committee and the President's vote shall decide an issue in the event of a tie.

- **Meetings.** The Executive Committee shall meet yearly in person during the Annual Meeting, and at any other time deemed necessary by the President. Other meetings may be conducted in person or by conference telephone call at the discretion of the President.

Chapter 4: Standing Committees

- **In General.** All standing committees will be composed of 3 members, with each member ordinarily serving for 3 years. The President shall recommend to the Executive Committee a new member for each committee and appoint the Chair yearly.
- **The Nominating Committee.** The Nominating Committee will be chaired by the Immediate Past President. This committee will be comprised of the three most recent Immediate Past Presidents. The President may nominate a Member in good standing to serve in place of an Immediate Past President who is unable to serve, with the approval of the Executive Committee.
- **Membership Committee.** The Membership Committee shall review the credentials of applicants and prepare its recommendations in a written report to the Executive Committee.
- **Resource Committee.** The Resource Committee shall be available to:
 - Monitor and review all investigations concerning surgical care of TMJ disorders, including new health devices and materials, in order to recommend and support improvement in the research and development of techniques, materials and related biological science. Furthermore, the Committee shall advise the Executive Committee regarding action on appropriate issues and problems in order to advise the appropriate agency, institute of health and/or any other philanthropic organization.
 - Foster collaborative and multi-institutional research.
 - Receive requests and proposals for funding in order to assist with the development of funding.

- Review any publications or presentations prior to any publication or presentation that contains any data taken out of the databank funded by the LASTMJS and then report on the information at the next Annual Meeting.
- **Program and Education Committee.** This Committee shall develop and coordinate the scientific sessions for the Annual Meeting and any educational program.
- **Surgical Review and Adjudication Committee.** This Committee shall:
 - Review surgical care of TMJ disorders as requested by any member, committee or officer of the LASTMJS, or by an appropriate outside person or agency, in order to determine quality of care.
 - Communicate with health insurance carriers, health maintenance organizations (HMO), professional provider organizations (PPO), governmental agencies or other entities which finance or otherwise control provision of health care in order to provide information, guidelines for care or other material deemed important or appropriate to the care of TMJ disorders as determined by the LASTMJS.
- **Guidelines Committee.** This Committee shall be responsible for annual review of the Guidelines, including content and bibliography, and shall entertain requests for specific revision upon receipt of written request and documentation.
- **Marketing Committee.** The Marketing Committee shall:
 - Assist the Program and Education Committee in preparation for the Annual Meeting, especially in the addition of sponsors (new and old) for the Annual Meeting.
 - Plan and help establish upgrades to the LASTMJS web site.
 - Function to promote the LASTMJS through multimedia advertising.
 - Work with other Standing Committee to foster and augment the mission of the LASTMJS.

Chapter 5: Governance Procedures

- **Annual Meetings.** The entire membership of the LASTMJS shall meet at least once a year. The Annual Meeting will be devoted to an Annual Business Meeting and to a Scientific Session. Attendance at the Annual Meeting is restricted to members, candidates and invited guests.

- **Fiscal Year.** The fiscal year begins on January 1st. The annual fees of each member shall be determined by the Executive Committee with approval of the membership payable on January 1st of each year.
- **Quorum.** The Active Members present at the Annual Business Meeting shall constitute a quorum of the Voting Membership for the purpose of conducting official Society business.
- **Simple Majority.** All questions before the Society, excluding applicant selection for Active Membership, shall be determined by a simple majority vote of those Active Members present at any regular meeting.
- **Parliamentary Authority.** In all matters not covered by its Bylaws, this organization shall be governed by the most current edition of the *Brazilian Law for International Interests*

Chapter 6: Amendments and Dissolution

- **Amendments to the Bylaws.** The Bylaws may be amended at any meeting of the Society by a 2/3 majority vote. Any amendment to the Bylaws shall be submitted to the Secretary/Treasurer 30 days prior to a meeting of the Executive Committee. If approved by the Executive Committee, the amendment will then be recommended to the Society for a vote at the next Annual Business Meeting.
- **Dissolution.** The Society shall use its funds only to accomplish the objectives and purposes specified by the Bylaws and no part of said funds shall inure to the benefit of, or be distributed to, members of the Society. In the event of dissolution or final liquidation of the Society, all its assets remaining after payments of its obligations shall be distributed to one or more regularly organized and charitable educational, scientific or philanthropic organizations to be selected by the Executive Committee.