

INTERNATIONAL CLARINET ASSOCIATION BY-LAWS

Article I Name

This organization shall be known as the International Clarinet Association, incorporated under the laws of the State of Delaware as a non-profit, non-stock organization.

Article II Location

The headquarters of the corporation shall be in the United States. The initial registered office of the corporation is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, and its registered agent at such address is the Corporation Trust Company. The address of the registered office may be changed from time to time by the Board of Directors of the corporation.

Article III Objectives

The objectives and purposes of this corporation are:

- (a) To foster communications and fellowship of clarinetists on a worldwide basis through the corporation.
- (b) To establish a research library providing all corporation members an extensive bibliography of materials pertaining to the clarinet.
- (c) To support projects which will benefit clarinet performance; provide the opportunity for the exchange of ideas, materials and information among members; foster the composition, publication, recording and distribution of music for the clarinet; encourage the research and manufacture of a more definitive clarinet; encourage communication and cooperation among clarinetists and the music industry; and encourage and promote the performance and teaching of the clarinet literature.
- (d) To publish a quarterly journal, *The Clarinet*, to be distributed to all members.
- (e) To organize, arrange and sponsor festivals of clarinet music on an annual or more frequent basis in various locations throughout the United States and elsewhere.

Article IV
Powers

Section 1. The corporation shall have the powers necessary and proper to the achievement of the aforementioned purposes for which the corporation is organized.

Section 2. Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), or by the Delaware Code.

Section 3. No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to, its members, officers, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. This corporation may hold real estate and own copyrights and property. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. The corporation may accept outright any unrestricted gifts, grants, endowments, or devise of any type of property or services, that may be presented by any person, firm, or corporation for the general and special charitable purposes of the Corporation, on terms as the Board of Directors or any executive committee may approve; and such gifts, grants, or endowments shall be placed in the general funds of the corporation to be used, as directed by the Board of Directors, for the aims and purposes of the corporation.

Section 6. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the Treasurer. The President shall have this authority in the event that the Treasurer is unable to attend to his/her duties. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as selected by the Board of Directors.

Section 7. Dues from the membership will support the activities of the corporation and also provide for subscription to the quarterly journal.

Section 8. The fiscal year of the corporation shall be the period beginning September 1 of each year and ending August 31 of the following year.

Article V **Membership**

Section 1. The initial members of this corporation shall be the incorporators of the corporation.

Section 2. Membership in this corporation shall be open to all individuals interested in the clarinet upon payment of annual dues. All members shall be entitled to all rights and privileges of membership in the corporation, including a subscription to the quarterly journal. Members shall have the right to a voice and the right to a vote for the election of officers and for other such matters as are presented for voting.

Section 3. There shall be two types of membership:

- (a) Active: the only category of membership with voting privileges.
- (b) Associate: a non-voting membership available to libraries, publishers, dealers and others with an active interest in the clarinet music and clarinet related professions.

Dues for the two types of membership shall be determined by the Board of Directors and shall be approved by a majority of those present and voting at a general meeting of members.

Section 4. Application for membership, with dues, shall be sent to the Secretary of the corporation or to such other person as is designated by the Board of Directors to serve as membership coordinator of the corporation.

Section 5. As memberships are received from countries other than the United States, the Board of Directors shall take appropriate action to ensure their representation in the corporation and to foster a truly international organization.

Section 6. Termination of Membership. Any Member who shall be in default of payment of dues, assessments, or fees authorized or imposed by the Board of Directors will be terminated from Membership. When the purposes of the Corporation are adversely affected by a Member by his or her conduct, the member may be terminated after an appropriate hearing and majority vote of the Ethics Board, which is appointed by the Board of Directors. The EDO and president sit on this board as non-voting members. Voting rights shall cease on termination of Membership.

Section 7. A special category of Honorary Memberships may be created for individuals of unusual distinction from the areas of professional service, teaching, performance, and/or lifetime achievements. Such individuals can be nominated at any time by the corporation's membership or the Board of Directors. They may be elected to honorary status upon approval by the board of directors and upon thereafter receiving a two-thirds vote of the members present and voting at a general business meeting of members. Honorary memberships shall not be awarded posthumously except under extraordinary circumstance and with unanimous approval by the Board of Directors.

Section 8. The Board of Directors may at their discretion designate deceased individuals for consideration of the Association's highest honor of ICA Legend. This title may be conferred upon individuals of extraordinary distinction from the areas of performance, teaching, professional service, and lifetime achievement. Nominated individuals must have had internationally celebrated careers with a lasting significance to the field posthumously. Such individuals may be nominated at any time by the Board of Directors or the corporation's membership. Nominees may be confirmed as an ICA Legend through unanimous approval by the Board of Directors and upon thereafter receiving a three-quarters vote by the members present at a general business meeting of members. Under no circumstances shall more than three individuals be conferred this honor in any given year. The designation of ICA Legend is reserved for posthumous awarding to the indisputable leaders and luminaries in the field. Nominations will only be considered beginning five years from the time of an individual's passing.

Article VI **Directors**

Section 1. The affairs of the corporation shall be managed by a Board of Directors, six in number.

Section 2. The elected officers of the corporation, together with the immediate Past President of the corporation, shall constitute the members of the Board of Directors. They shall hold office for a term of two years and until their successors are duly elected and qualify.

Section 3. The Board of Directors, by resolution duly adopted by a majority of the directors in office, may designate and appoint an Executive Committee consisting of two or more directors to exercise the authority of the Board of Directors between meetings except that such committee may not take any action expressly required by Delaware law to be taken only by the Board of Directors.

Article VII Officers

Section 1. The elected officers of the corporation shall be the President, President-Elect, International Vice President, Secretary and Treasurer. They shall hold office for a term of two years and until their successors are duly elected and qualify, except that the President-Elect shall automatically succeed to the office of President following expiration of the President's two-year term of office. The terms of office of the officers shall begin on the September 1 of even-numbered years. In the event that there is no immediate Past President, the President, in consultation with the Board of Directors, Advisory Committee and an appointed nominating committee, will identify appropriate candidates to run for board positions. When warranted, the advisory committee may serve as a nominating committee in consultation with the Board of Directors.

Section 2. Members of the corporation by way of online or mailed ballots* shall elect the officers. For this purpose, the election information shall be included in the even-numbered years March issue of *The Clarinet* for collection by electronic medium with a specific deadline of May 1st. The Chair of the nominating committee shall tally the ballots, and announce the results electronically, at the general meeting of members at that year's annual ClarinetFest®, and in the first issue of *The Clarinet* issued thereafter.

- (a) For those members who vote online, the ballot must be properly marked and returned electronically via the ICA website as set forth in the instructions provided with the online ballot prior to May 1.
- (b) For those members who vote by paper ballot, the member must request a paper ballot in writing to the corporation office by Feb. 15 in the election year, and the completed ballot must be received at the corporation office on or before April 15 of the election year.

Section 3. The duties of the elected officers are:

- (a) The President (and in his/her absence, the President-Elect) shall preside at all meetings of the corporation, shall be the Chief Executive Officer of the corporation, and shall be a member ex-officio of all special and standing committees except the nominating committee, unless the immediate Past-President is either indisposed or not serving on the current board.

- (b) The President-Elect shall act in the absence of the President and shall accept such other responsibilities and assignments as the President may request.
- (c) The International Vice President shall represent the interests of the international membership and work with the Chair of International Relations to promote global membership and participation.
- (d) The Secretary shall be responsible for recording the proceedings of all general meetings of the corporation, for presenting these minutes to the following general meeting, for the correspondence of the corporation, and for the maintenance of a current membership list.
- (e) The Treasurer shall be responsible for the financial records of the corporation and for the disbursement of the funds of the corporation except that, in the event the Treasurer is unable to do so, the President may disburse the funds of the corporation.

Section 4. The Board of Directors may designate such persons to serve as Assistant Secretaries and/or Assistant Treasurers of the corporation as may be necessary for the proper functioning of the corporation.

Section 5. Officer Resignation and/or Removal:

- (a) At any time, any Officer may resign by delivering to the Board of Directors an oral or written resignation. Officer resignation is effective immediately upon receipt by the Board of Directors.
- (b) If an Officer fails to uphold and follow the designated duties of his/her office, and/or in some other way brings harm to the corporation, he/she may be removed from office by unanimous vote of the other current Officers.
- (c) In the event of Officer resignation or removal, nominations and elections will be held at a special meeting of the Board of Directors to fill the office position that has become open. If the President has been removed, the President-Elect shall take over the President's duties until the next Board election. If the Past-President has been removed, a previous Past-President or Board designee will be appointed to serve the remainder of the term.

Article VIII
Committees and Advisory Board

Section 1. There shall be a Nominating Committee, the Chairperson of which shall be the immediate Past President or other President/Board designee. The Board of Directors may, at its discretion, designate the following additional committees as it, from time to time, deems necessary for the proper functioning of the corporation: Finance, Legal and By-Laws, Library, Membership and Program. The President shall be an ex-officio member of all committees except the Nominating Committee. Should the immediate Past-President be indisposed or not currently serving on the Board, the President shall serve as chair of the Nominating Committee or appoint a former Past-President to serve in this capacity, in which case the President shall be an ex-officio member of the Nominating Committee. In this circumstance, the President may, at his/her discretion, consult with the Board and/or the Advisory Board regarding the nomination process, and the election practices and procedures.

Section 2. The President, in consultation with the Board of Directors, may, from time to time, appoint the members and chairpersons of such special committees as the Board of Directors determines are necessary for the proper functioning of the corporation.

Section 3. The President, in consultation with the Board of Directors shall appoint an Advisory Board (hereinafter referred to as AB). The AB is auxiliary to the Board of Directors and will serve a three-year term. The AB is intended to serve in a consulting capacity. The members are appointed by the board and comprise a non-voting unit. They are chosen from all facets of the clarinet world from performance to industry and must be well acquainted with the ICA.

Section 4. The Board of Directors shall supervise the fiscal affairs of the corporation.

Section 5. The Board of Directors shall be responsible for advising the membership with respect to legal issues facing the corporation, for reviewing these By-Laws, and for making modifications as it deems desirable.

Section 6. The Library Committee shall be responsible for the maintenance of a library to serve the purposes of the corporation as described in Article III of these By-Laws.

Section 7. The Board of Directors shall be responsible for maintaining contact with members of the corporation and for seeking the enrollment of new members.

Section 8. The Nominating Committee shall be responsible for recommending nominees for officers to the Past President or Board appointed designee. The President, in consultation with the Board of Directors, Advisory Board, and Nominating Committee shall appoint the members of each committee and shall designate one of the members as chairperson.

Section 9. The Board of Directors shall appoint an Ethics Board (hereinafter referred to as EB) to serve in a consulting capacity. At the discretion of the Board of Directors, members of the Advisory Board may serve a dual membership on the Advisory Board and Ethics Board. The EB is auxiliary to the Board of Directors and will serve a three-year term. EB members will be chosen from all facets of the clarinet world from performance to industry and must be well acquainted with the ICA. The EB will consist of five members along with the President and EDO who will sit on this board as Ex-Officio non-voting members.

Article IX

Indemnification and Insurance

Section 1. Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action against or brought by the Corporation) by reason of the fact that he or she is or was a member of the Board of Directors, or an officer, appointee, employee, or agent of the Corporation, if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal matter, had no reason to believe the conduct was unlawful, to the fullest extent permitted pursuant to applicable laws.

Section 2. Insurance. The Corporation shall purchase and maintain Fiduciary Liability Insurance and Directors and Officers Liability Insurance to cover the acts of any person who is a member of the Board of Directors, or who is an officer, employee, appointee, or agent of the Corporation, or who is serving at the request of the Corporation as a member of the Board of Directors, officer, employee, appointee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against that person or incurred by that person acting in such a capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article IX, Section 1.

Article X
Statement of Ethics and Conduct

The International Clarinet Association is committed to providing a safe and comfortable environment for all officers, staff, members, performers, students, vendors, business associates, and visitors. The Association maintains a policy against any form of sexual harassment. This includes any unwanted or inappropriate physical, verbal, written, and/or electronic contact. The Association will thoroughly investigate any accusations and can, at its discretion, initiate disciplinary action to the offending person(s). This action can include, but is not limited to, expulsion or suspension from the Association, canceling or prohibiting performing, presenting, participating in and/or attending ClarinetFest® or any ICA sponsored event, contacting law enforcement, and legal action.

Article XI
Meetings

Section 1. There shall be a general meeting, including a business meeting, once each year of all members. The Board of Directors shall determine the time and place of the meeting. The Board of Directors shall submit a general report on the affairs of the corporation at the annual meeting of the corporation.

Section 2. There shall be at least one meeting each year of the Board of Directors held in connection with and at the time of the general business meeting of members. The Board shall meet at such other times as called by the President or at the request of any three members of the Board. The President shall determine the time and place of meetings.

Section 3. Notice of the annual general business meeting of the membership shall be given to each member in writing at least thirty days prior to the meeting. Notice of the annual general business meeting of the membership may be given by publication in *The Clarinet*. Notice of any meeting of the Board of Directors shall be given to each Board member at least two days prior to the meeting. Notice of a meeting of the Board of Directors may be given by mail or by telephone or by any means of electronic communication.

Section 4. A quorum at the annual general business meeting of membership will constitute all those in attendance. If voting includes a ballot by electronic medium or by mail, those who vote in this manner shall be counted as in attendance. A quorum at the Board of Directors meeting shall be a majority of filled seats of the Board. The rules and order of business of Robert's Rules of Order shall govern the corporation in all cases where they are applicable and where they are not inconsistent with the Certificate of Incorporation and By-Laws of the corporation.

Section 5. Any member may propose new business to the Board of Directors to be brought before the membership for discussion and voting.

Section 6. No meeting needs to be held by the Board for it to take any action required or permitted to be taken by these By-Laws or applicable law, provided all Board members consent in writing and such written consent is filed with the minutes of the Board proceedings. Action by written consent will have the same force and effect as action by unanimous vote of the directors taken at a meeting. Any certificate or other document filed under any provision of applicable law which relates to action so taken will state that the action was taken by unanimous written consent of the Board without a meeting, and that these By-Laws authorize the directors to so act. Such a statement shall be prima facie evidence of authority.

Article XII **Publications**

The publications of the corporation shall include an official scholarly journal to be published quarterly. The publications are the responsibility of the editor and publisher and any staff appointed by the Board of Directors.

Article XIII **Regional Chapters**

Section 1. The Board of Directors will appoint a State Chair Coordinator and Chair of International Relations (CIR) who will encourage and assist in the formation of state/national/international chapters for the purposes of more frequent meetings, communication, and engagement of members, more widely varied activities of the corporation between annual meetings, and to foster and encourage musical performance and informational exchange by the members.

Section 2. National Chair. The Chair of International Relations will research and nominate appropriate individuals to the Board to serve as a National Chair (NC). The three-year NC term will commence on June 1 and can be renewed at the discretion of the CIR in consultation with the Board. The CIR may, at their discretion, assign multiple countries to an NC, based on geography, population, and membership numbers. The NC will coordinate and communicate with association membership in their respective country(s). Primary responsibilities are to actively seek new members, plan and present national association events, and regularly communicate with members through a monthly mass email and announcements of other news items and/or events. National Chairs will prepare an annual written report notating all recruitment efforts, activities, and events presented. The written report should be submitted by email to the CIR on or before June 1 of each

calendar year allowing adequate time for the Chair of International Relations to gather and compile all reports for submission to the Secretary of the Board of Directors for presentation to the Board during the annual summer Board meeting. The NC will assist the Board, as requested, in the planning and logistics of a ClarinetFest® in their country(s). Any NC not fulfilling their responsibilities may be removed and replaced at any time by the Board or the CIR in consultation with the Board.

Section 3. Continent Chairs. The Chair of International Relations may, in consultation with the Board, appoint a Continent Chair (CC). The determination as to whether to appoint a CC will depend upon a number of factors, including the number of countries being represented, size of membership in these countries, and the complexities involved with administering the continent. The main responsibility of the CC will be to oversee and coordinate association membership and activities in their continent. The CC will be selected by the CIR, in consultation with the Board, from the existing pool of National Chairs in the particular continent. The individual selected will serve simultaneously as both a National Chair and the Continent Chair. In certain instances, the CIR in consultation may nominate person(s) who are not currently serving as national chairs. The three-year term will commence on June 1 and can be renewed at the discretion of the CIR in consultation with the Board. Any CC not fulfilling their responsibilities can be removed and replaced at any time by the Board or the CIR in consultation with the Board.

Section 4. State Chair Coordinator. The President, in consultation with the Executive Board, shall appoint a State Chair Coordinator (SCC) in election (even) years. This will be a non-voting position with a two-year term. At the Board's discretion, the term may be renewed one time for a term no longer than four years. The SCC will be responsible for communicating with and organizing all activities of the state chairs. This shall include initiating membership drives, state and regional events, contributing to the quarterly journal, and reporting to the Board at ClarinetFest® and when requested.

Section 5. Chair of International Relations. The President, in consultation with the Executive Board, shall appoint a Chair of International Relations (CIR). This will be a non-voting position with a three-year term. The main responsibility of the CIR will be to foster relationships between the ICA Board of Directors/Staff, Continental Chairs, National Chairs, and all international ICA members. This shall include initiating membership drives, national and regional events, contributing to the quarterly journal, and reporting to the Board at ClarinetFest® and when requested. The three-year term will commence on September 1 and can be renewed at the discretion of the Board. Any CIR not fulfilling their responsibilities can be removed and replaced at any time by the Board.

Section 6. Youth Representative. The President, in consultation with the Executive Board, shall appoint a Youth Representative (YR) in election (even) years. This will be a non-voting position

with a two-year term. The YR will be between the ages of 18-30 and will serve to advise the Board on all matters relating to current and future youth membership, and assist in the development of association initiatives specifically for these members.

Article XIV
Amendments

These By-Laws of the Corporation may be altered, amended or repealed, and new By- Laws may be adopted by the Board of Directors or by a majority of the members present and voting at a general meeting of the Corporation.