INTERNATIONAL CLARINET ASSOCIATION

INTERNATIONAL CLARINET ASSOCIATION BYLAWS

Article I
Name

This organization shall be known as the International Clarinet Association, incorporated under the laws of the State of Nebraska as a nonprofit, nonstock 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; providing opportunity for the exchange of ideas, materials, and information among members; fostering the composition, publication, recording, and distribution of music for the clarinet; encouraging the research and manufacture of a more definitive clarinet; avoiding commercialism in any form while encouraging communication and cooperation among clarinetists and the music industry; encouraging and promoting 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 global locations.

Article IV
Powers

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

Section 2. Notwithstanding any other provisions of these articles, the corporation shall not take 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).

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, or endowments that may be presented by any person, firm, or corporation; 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 evidence of indebtedness issued in the name of the corporation shall be approved by the Treasurer and the President. Payment may be issued by the Treasurer, the President, and the Executive Director. 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 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. Regular and Partner Organization Members have the right to vote for the election of officers and for such other matters as are presented for voting. Associate Members have no voting privileges.

Section 3. There shall be three types of membership:

(a) Regular: The following Membership Levels: Adult, Student, Senior Citizen, New Horizons International Music Association, Military (Active and Veteran), and Commercial.

(b) Associate: a nonvoting membership available to students under the age of 18, libraries, publishers, dealers and similar entities.

(c) Partner Organization Members: members of partner organizations are considered Partner members of the ICA. Members in this category receive full voting privileges.

(d) Dues for the three 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 Executive Director of Operations 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's 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 ED and President sit on this board as nonvoting 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 circumstances and with unanimous approval by the Board of Directors. Under no circumstances shall more than six individuals be conferred this honor in any given year.

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. 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. Under no circumstances shall more than six individuals be conferred this honor in any given year.

Article VI
Board of 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. Decisions affecting the corporation will be made by majority vote of all members of the Board of Directors. If a vote culminates in a tie, the President will cast the deciding vote.

Article VII
Officers

Section 1. In order to be considered for the Board of Directors, individuals must be current regular members of the ICA and maintain regular membership throughout their term.

Section 2. The elected officers of the corporation shall be the President, President Elect, International Vice President, Secretary and Treasurer. Secretary and Treasurer shall hold office for a term of two years until their successors are duly elected and qualify. The President Elect shall automatically succeed to the office of President, following expiration of the President's two year term of office after which she/he/they will serve a two year term as Past President, for a total of six years of service, each term with varying responsibilities as stated in the bylaws. The International Vice President will serve a four year term. The terms of office of the officers shall begin on September 1 of even numbered years.

Section 3. The duties of the elected officers are:

(a) The President (and if absent, 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 Officer Election Committee. At their discretion, the President may appoint another officer to serve as ex officio on any ICA committee in their stead.

(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 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 working with the Executive Director to maintain the 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. Due to the incorporation of the ICA in the USA, the role of Treasurer must be occupied by an American citizen who resides in the USA.

Section 4. 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 office, and/or in some other way brings harm to the corporation, they may be removed from office by unanimous vote of the other current Officers.

(c) To avoid any conflicts of interest, no one principally employed by an industry sponsor may hold an officer position in the ICA.

(d) In the event of Officer resignation or removal, nominations and elections will be held at an emergency 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 will be elected to serve the remainder of the term. Nominations and elections for an interim appointment will be held for the positions of President Elect, International Vice President, Treasurer, and Secretary that may become open during a removed Officer's term should the length of that remaining term be longer than one year. In the event that the remaining time is less than one year, the Board by a vote of majority, may appoint a previously elected Board member to serve in an interim capacity.

Article VIII
Committees and Advisory Board

Section 1. The Past President will formulate an Officer Election Committee, which will be comprised of a well vetted group of diverse individuals who are well versed in the workings of the ICA to evaluate applications. The current Chair of the DEIA Committee will serve as a member of the Officer Election Committee. Should that person nominate themselves for a Board position, a replacement from the DEIA committee will be appointed by the Board of Directors to serve in their stead. A Chairperson will be appointed by the Past President for this committee. The ICA will place a Call for Officer Nominations to the membership on September 1 prior to the even numbered year in which elections take place. Nominations will be self nominations only, limited to one Board position per cycle. No more than four members will be put forward for nomination for each available Board position. Any current Secretary or Treasurer may renominate themselves to run for office for no more than 3 consecutive terms exclusive of special circumstances deemed necessary by the Board. The Officer Election Committee will vet each candidate’s application and put forward a qualified group of candidates that reflect the ICA’s commitment to diversity, equity, inclusion, and access. Only members with Regular membership will be considered for an officer position. Members without Regular membership may contact the Executive Director to change their membership status so they may nominate themselves for an office. The Officer Election

Committee's names will be shared with the membership in the Call for Officer Nominations and in *The Clarinet* journal (listing of final nominations in March and announcement of winners – June).

1. 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.
2. *The Executive Director shall administer the election, 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 2. The President, in consultation with the Board of Directors, will present a Call for Participation to the members of the organization in order to appoint members and chairpersons of such special committees as the Board of Directors determines are necessary for the proper functioning of the corporation. The President shall be an ex officio member of all committees except the Officer Election Committee and may also designate an additional officer to serve as ex officio in any committee.

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 of Directors and comprise a non voting unit. They are chosen from all facets of the clarinet world from performance to industry, represent a diverse group of individuals, and must be well acquainted with the ICA.

Section 4. The Board of Directors may 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, represent a diverse group of individuals, and must be well acquainted with the ICA. The EB will consist of five members along with the President and ED who will sit on this board as ex officio nonvoting members.

Section 5. The Board of Directors shall supervise the fiscal affairs of the corporation.

Section 6. The Board of Directors shall be responsible for advising the membership with respect to legal issues facing the corporation, for reviewing these bylaws, and for making modifications as it deems desirable.

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 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 bylaws.

Section 9. To avoid any conflicts of interest, no one principally employed by an industry sponsor may hold a staff position in the ICA.

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 their 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 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. In addition, any acts of violence or harassment or threat thereof will not be tolerated at any time and will result in termination of membership from the ICA.

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 of Directors. 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 bylaws 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 of Directors for it to take any action required or permitted to be taken by these bylaws 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 of Directors without a meeting, and that these bylaws authorize the Board to so act. Such a statement shall be *prima facie* evidence of authority.

Section 7. Under no circumstance may special arrangements be negotiated with sponsors. All agreements will be in accordance with the published sponsor agreement that all sponsors sign.

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 Chairs and Coordinators

Section 1. ICA State Chairs and Coordinator. The ICA will place a Call for State Chair Nominations when a position comes open in any state. Those who hold a Regular membership may apply to serve as State Chair. The Board of Directors will appoint State Chairs whose duty it is to encourage and assist in the formation of state/national 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. The Board of Directors will appoint the elected State Chair whose duty it is to encourage and assist in the formation of state/national 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.

The State Chairs, in consultation with the Board of Directors, shall appoint a State Chair Coordinator (SCC) in election (even) years. This will be a nonvoting 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 2. Country Chair. The International Vice President (IVP) will research and nominate appropriate individuals to the Board of Directors to serve as a Country Chair (CC). The three year CC term will commence on September 1 and can be renewed at the discretion of the IVP in consultation with the Board of Directors. The IVP may, at their discretion, assign multiple countries to an CC, based on geography, population, and membership numbers. The CC 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. Country Chairs will prepare two written reports notating all recruitment efforts, activities, and events presented. The written report should be submitted by email to the IVP and the International Ambassador on or before December 1 and June 1 each calendar year allowing adequate time for the IVP 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 CC will assist the Board, as requested, in the planning and logistics of a ClarinetFest® in their country(s). Any CC not fulfilling their responsibilities may be removed and replaced at any time by the Board of Directors or the IVP in consultation with the Board.

Section 3. Student Ambassadors: State Chairs are encouraged to select a student ambassador to help assist State Chairs in fulfilling their duties. Send ambassador name, contact information (email address), university affiliation, degree, class year and term of service to the State Chair Coordinator. Student Ambassadors may be utilized to assist with clerical duties (i.e. emailing state membership, coordinating social media) and recruitment efforts. State Chairs may appoint one or more Student Ambassadors for a term of one year by September 1. This term may be renewable. During the year of service, Student Ambassadors receive the "Performer Registration Rate" to attend the ICA ClarinetFest®.

Section 4. Continent Chairs. The International Vice President (IVP) may, in consultation with the Board of Directors, appoint a Continent Chair (CTC). The determination as to whether to appoint a CTC will depend upon several factors, including the number of countries being represented, size of membership in these countries, and the complexities involved with administrating the continent. The main responsibility of the CTC will be to oversee and coordinate association membership and activities in their continent. The CTC will be selected by the IVP, in consultation with the Board of Directors, from the existing pool of Country Chairs in the particular continent. The individual selected will serve simultaneously as both a Country Chair and the Continent Chair. In certain instances, the IVP, in consultation with the Board of Directors, may nominate person(s) who are not currently serving as Country Chairs. The three year term will commence on September 1 and can be renewed at the discretion of the IVP in consultation with the Board of Directors. Any CTC not fulfilling their responsibilities can be removed and replaced at any time by the Board of Directors or the IVP in consultation with the Board.

Article XIV
Amendments

These bylaws of the Corporation may be altered, amended or repealed, and new bylaws 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.