



ICONIQ THE SOUNDTRACK ORCHESTRA, INC
Bobbie Lee Crow III, Artistic Director

By-Laws

ARTICLE I – CORPORATION NAME

The corporation shall be known as iconiQ The Soundtrack Orchestra, Inc., hereinafter referred to as ITSO, a non-profit organization operating in the state of New York.

Section 1: Definition of Terms

- a. “ITSO” shall mean the iconiQ The Soundtrack Orchestra, Inc.
- b. “The Board” shall mean The Board of Directors of ITSO.
- c. “Member” shall mean any individual who has met the Membership requirements as stated in Article III of these By-laws.
- d. “Membership” shall mean all voting Members of ITSO.
- e. The “Regular Performing Season” shall refer to the period of the rehearsals and concerts, usually extending from the month of September through May of the following year.

ARTICLE II – PURPOSE

ITSO is a musical organization dedicated to preserving, appreciating, disseminating, and promoting the performance and study of music written for animated films and programs, cartoons, Japanese animé, and video games in New York and surrounding communities. This is accomplished through free and



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affordable public concerts, music releases, and educational programs for audiences of all ages and cultural backgrounds.

ARTICLE III – MEMBERSHIP

Section 1: Class of Membership

There shall be two classes of Membership in ITSO.

Section 2: Admission to Membership

Membership is open to all persons who possess the skills necessary to perform or the services needed for the successful execution of ITSO's mission. At the time of incorporation, those persons to be given Membership status shall be determined by majority vote of the incorporators; thereafter, Members will be accepted by action of The Board after recommendation by the Artistic Director. A Member may vacate his or her seat voluntarily by notifying The Board directly. Expulsion of a Member shall occur only by a two-thirds (2/3) vote of The Board. Members shall not be paid for their services.

Section 3: Non-Member Participants

On occasion, it may be necessary to recruit persons from outside the Membership to fill temporary or recurring special roles. Such roles include instrumentalists to cover parts not covered by Members, instrumental or vocal soloists, and management personnel (e.g. orchestra manager, publicist, stage manager). Such



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non-Member participants may or may not be paid for their services, as determined by The Board.

ARTICLE IV – BOARD OF DIRECTORS

The Board of Directors shall act as executive Officers and be responsible for carrying out the day-to-day business of ITSO including managing and controlling financial and business affairs as provided for under the General Statutes of the State of New York, its Certificate of Incorporation, and these By-laws.

Section 1: Number of Directors

The Board of Directors shall comprise of not less than three (3) and no more than nine (9) Directors. Of the total number of Directors, a majority shall be Members of ITSO.

Section 2: Election of Directors and Terms of Office

Directors shall be elected at the Annual Meeting for a term of three years. Should a Director cease to be in office due to death, resignation, or lawful removal, a successor shall be elected to serve out the unexpired term by vote of the Membership at a special meeting called for that purpose. A Director may be removed from office upon a two-thirds vote of The Board. A Director may voluntarily resign upon notifying The Board of such intentions.

Section 3: Duties of Directors



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Directors shall enact the policies in these By-laws, attend Board meetings, and serve on at least one Committee or hold office.

Section 4: Officers

The Officers of ITSO shall be as follows:

- a. Chairperson: The Chairperson shall preside at all meetings and shall serve as Chair of The Board. The Chairperson shall oversee all operating activities, serve as a legal signatory for ITSO, assign committee chairpersons, and act as ex-officio Member of all committees. The Chairperson also serves as Artistic Director of ITSO.
- b. Vice-Chairperson: The Vice-Chairperson shall act as the liaison between The Board and the Membership of the orchestra. In the absence of the Chairperson, the Vice-Chairperson shall act for and assume the responsibilities of the Chairperson until the next Annual Meeting. In the case of voluntary resignation or removal of any other Officer, the Vice-Chairperson shall temporarily hold the vacant office until a replacement is selected by vote of The Board at a Special Meeting.
- c. Secretary: The Secretary shall notify Members and Directors of meetings, record and maintain a permanent record of minutes of all meetings, and handle correspondence.
- d. Treasurer: The Treasurer shall have charge of all funds and securities of the ITSO, deposit all monies received by ITSO in a bank account bearing



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its name, disperse monies by instruction of The Board, and shall keep accurate records of all such transactions.

The Board may appoint other Officers from time to time. A Director may hold up to two offices at a time.

Section 5: Election of Officers and Terms of Office

Officers shall be elected at the Annual Meeting and serve for a term of one year from September 1 through August 31. An Officer may be removed from office upon a two-thirds vote of The Board. An Officer may voluntarily resign upon notifying The Board of such intentions.

Section 6: Vacancies

Vacancies in any Director or Officer position shall be filled by action of The Board during a Special Meeting.

ARTICLE V – ANNUAL MEETING

The Annual Meeting of The Board shall be held on the first Thursday in September for the purpose of appointing Committees, electing Directors and Officers, and the transaction of any other pertinent business.

Section 1: Notification of Annual Meeting



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Notification of each Annual Meeting shall be presented to the Membership at least two weeks prior to the date of the meeting. The Board shall make a reasonable effort to notify all eligible Members through any or all of the following methods: the ITSO website, verbal announcements at rehearsals and performances, voice-mail, email, and distribution of announcements or flyers. The notification shall include any proposed slate of candidates for election to the ensuing year's Board of Directors.

Section 2: Special Meeting

Other meetings of The Board may be held whenever and at such place deemed advisable by the Chairperson or a majority of The Board, notice thereof to be given at least ten (10) days prior to such meeting.

Section 3: Quorum

The holders of a majority of the directorships shall constitute a quorum for the transaction of business at all meetings of The Board. A majority vote of the Directors constituting a quorum at such a meeting shall constitute an action by The Board. Proxy voting is not permitted.

Section 4: Directors' Consent

Any written resolution approved and signed by each of a group of Directors, whose Membership constitutes at least a majority of The Board of Directors, shall have



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the same force and effect as if such action were authorized by a meeting of The Board of Directors duly called, advertised, and held for that purpose.

ARTICLE VI – COMMITTEES

Section 1: Standing Committees

- a. Personnel Committee: The duties of this committee shall include the preparation of a list of nominees for elected offices, the development and maintenance of a list of Member expectations for ITSO, and the acquisition of non-Member participants and maintaining an active list of participants.
- b. Finance Committee: The duties of this committee shall be to assist as needed in the preparation of the Annual Projected Budget for approval by The Board at its initial meeting for the ensuing concert season.

Section 2: Additional Committees

- a. Public Relations and Fundraising Committee: The duties of this committee shall be to develop and implement an annual public relations plan for ITSO.
- b. Educational Outreach Committee: The duties of this committee shall be to develop an annual out-reach plan that includes activities that engage local communities in musical experiences.



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- c. Production Committee: The duties of this committee shall be to research and procure event facilities, assist in setup of event locations, develop and print programs for each concert, and acquire all necessary equipment as needed for events.
- d. Music Committee: The duties of this committee shall be to select music and themes for the upcoming performing season in keeping with budget and personnel limitations.
- e. By-Laws Committee: The duties of this committee shall be to annually review the By-Laws of ITSO and make written changes or Amendments to be proposed to The Board in time for notification of the Membership before the Annual Meeting.

Section 3: Ad Hoc Committees

Ad Hoc Committees may be appointed by the Chairperson at any time in order to carry out any legitimate business of ITSO that would normally not fall under the purview of a standing committee.

ARTICLE VII – AMENDMENTS

These By-laws or any article or section thereof may be amended or repealed by a two-thirds majority vote of the Members at a meeting of The Board, provided that they constitute a quorum and that specific notice of such action is included in an agenda given or mailed to each Board Member.



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ARTICLE VIII – MISCELLANEOUS

Section 1: Conflict of Interest Policy

A Board Member shall abstain from any decision involving any matters involving a direct or indirect material interest of that Member. All Board Members shall complete a Conflict of Interest Statement detailing any possible conflict of interest.

Section 2: Non-discrimination Policy

ITSO does not discriminate against individuals on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, age, veteran status, ancestry, marital status, or national or ethnic origin.

ARTICLE IX – DISSOLUTION

ITSO may be dissolved by a two-thirds vote of The Board at a Special Meeting called expressly for that purpose. In the event of dissolution, no Member, Director, Officer, or any private individual shall be entitled to share in the distribution of any assets of ITSO. All assets remaining after payment of all debts and obligations and the necessary expenses of dissolution shall be distributed to another nonprofit organization or organizations exempt under IRS §501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.