

**By-Laws of Island Senior Citizens Orchestra, Inc.
DBA Island Symphony Orchestra**

Article 1 - NAME

The Island Senior Citizens Orchestra, Inc. (DBA Island Symphony Orchestra) also designated herein as ISO, a non profit organization in the Town of Islip, County of Suffolk, New York.

Mission Statement: Island Symphony Orchestra's mission is to provide a fulfilling artistic experience for musicians of all ages in an orchestral setting, and to bring concerts of classical music to a wide and diverse audience. Through our public performances, open rehearsals, and intergenerational (performances), we demonstrate that music is a life-long activity to be enjoyed by all. Our music enriches the quality of life for both our performers and our audiences.

Vision: Island Symphony Orchestra aspires to be a high quality, creative, and inclusive orchestra that values artistic challenge and personal growth, and shares its love of music with the Long Island community.

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

Article II - Membership

Section 1: Any person, who has participated in five rehearsals, and continues on a regular basis, shall be considered for membership.

Section 2: MUSICIANS. Any person interested in performing with ISO shall contact the Music Director. Auditions may be required. Granting auditions and accepting applicants are at the discretion of the Music Director.

Section 3: ISO members will receive a "Rights and Responsibilities" document. Members will be provided with a copy of the ISO By - Laws.

Section 4: ANNUAL MEETING: There will be an annual meeting for all members held at the end of the Spring Concert Season. The meeting shall be held no later than June 30. The minutes of the last Annual Meeting shall be read by the Recording Secretary, and the Treasurer will also make a financial report.

Relevant reports from other Board members or Committee chairs may be read. Elections will be held for those Board vacancies & Board members whose terms are expiring. Official voting requires a quorum to be present.

A. a simple majority of the members, at any meeting duly called, shall constitute a quorum, as long as 51% of the voting members are in attendance. Once a quorum is reached, it is not broken by subsequent withdrawal of any member.

B. The meeting will be adjourned by motion and agreement of the quorum present.

C. The President must give two weeks notice to all ISO members of the Annual Meeting. If the date of the annual meeting is known, it shall be included in the orchestra schedule for the season.

D. An agenda shall be distributed with the proposed slate of candidates.

E. The ISO voting members shall participate in the election of the Executive Board.

F. All other business shall be authorized by a majority of the votes cast, as long as the quorum has been met.

G. The ISO Board shall have the discretion to appoint a Nominating Committee to recruit candidates for the Executive Board.

1. The ISO Vice President shall chair this committee with one additional Board member and one non-board member.

2. The Committee shall report a slate of candidates, for all vacancies to the Board at least one month prior to the Annual Meeting.

H. Voting by email by the general membership may be conducted with Board approval.

Section 6: SPECIAL MEETINGS Special meetings of the members may be called by any member of the Board. Members of the orchestra may request a special meeting by contacting a member of the Board and shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated. In the event of an emergency, meetings without the minimum notification may be called.

Article III - Board of Directors

Section 1.

Subject to any provision in the certificate of incorporation, the activities of ISO shall be managed by a duly elected Executive Board. They will carry out the day-to-day business and operational activities of the ISO. The Executive Board shall be responsible to the membership for implementation of the stated purposes, mission, and vision of the ISO. Board members must be at least eighteen years of age.

Section 2.

The Board shall consist of nine members:

- The Executive Board (President, Vice President, Treasurer and Secretary) will be elected by the orchestra for three year terms and will begin their terms at the final meeting (the annual meeting) of the season.
- Five additional members will be appointed by the Executive Board

Section 3.

The Executive Board will have the responsibility of signing official documents and serve as a liaison for the Music Director. In a situation requiring immediate attention, the Executive Board may act to address the situation, and the Board shall be informed of the action taken ASAP.

Section 4: VOTING PRIVILEGES OF MUSIC DIRECTOR AND ASSISTANT CONDUCTOR

The Music Director shall be a non-voting member of the Board, and will participate in Board meetings upon the request of the Board.

The Assistant Conductor (AC) shall be a non-voting member. If the AC, as a member of ISO, is duly elected as a Director on the Board, then, and only then, shall they be entitled to a vote. The AC must recuse him/herself from discussion and vote that relates to their role as Assistant Conductor.

Section 5: VACANCIES, RESIGNATION, COMPENSATION

A member on the Board, may resign at any time via written or email correspondence. A member may be removed, by a two-thirds majority vote of the remaining Board members, for failure to participate or adequately perform the duties of their offices, or for engaging in activities harmful to the purposes of the ISO. Mid-term vacancies will be filled by appointment through a majority vote of the remaining Board. The appointed member shall serve out the term until the next Annual Meeting (elections). Board members will not be compensated for serving on the Board, though they are not restricted from being reimbursed for expenses approved by the Board.

The volunteer functions of the ISO that need to be fulfilled shall be filled by qualified members of the ISO. If no one with the appropriate skill set comes forward, the Board may choose to hire an outside contractor.

Nothing herein contained shall be construed to preclude any Board member from serving the Orchestra in any other capacity and receiving compensation therefor.

Section 6: BOARD MEETINGS

The Board shall conduct meetings at an agreed upon time and date. The schedule of meetings will be set by the President. A quorum of the Board is a simple majority of its members. When there is no consensus, decisions will be made by the vote of the majority. The Annual Meeting of the Board shall take place in the Summer, at which the proposed annual budget will be presented by the treasurer.

The Board will hold a minimum of five meetings per year, including the Annual Membership Meeting plus one Summer Meeting. Meetings may be held either in any accessible forum, including but not limited to in person, email, phone or videoconference. Votes may be entered into the record from any of these forums. Known regularly scheduled meetings shall be included in the ISO Seasonal Schedule.

Section 7: MEETING AGENDA; ATTENDANCE AT BOARD MEETINGS; JOB DESCRIPTIONS

The President shall set an agenda for all Board meetings, which will be provided at least 24 hours in advance of scheduled meetings. Members may submit agenda items to the President.

ISO members may attend a general Board meeting but must provide two weeks advance notice and will be placed on the meeting agenda. Members may not attend an Executive Session.

A. Each Board member shall have one vote.

B. Suggested membership contributions/donations will be determined by the Board.

DUTIES OF THE EXECUTIVE BOARD: (Job Descriptions)

A. President - The ISO President shall chair all meetings of the Board. They shall oversee all operating activities and details to ensure successful performances by the ISO in accordance with the orchestra's mission and vision. The President shall establish committees and delegate tasks as required. They shall be the primary communicator with the orchestra on organizational matters (ie. Seasonal Schedule) and shall provide oversight on all vendors and concert venues. The President shall, with the Treasurer, Vice President, and Secretary be a Legal Signatory for the ISO.

B. Vice-President - The ISO Vice President shall serve as an advisor to the President, Chair Standing Committees or participate in Ad Hoc committees as needed. They will temporarily assume the President's duties when the President is unavailable. The Vice President shall oversee and coordinate concert tasks such as ushering, manning the donation table, distributing promotional materials, and post concert receptions.

During the absence or disability of the President, the Vice President shall have all the functions and powers of the President. The Vice President will report on the activities of the Standing Committees at monthly meetings of the Board of Directors. The Vice President shall, with the President, Treasurer and Secretary shall each be a Legal Signatory for ISO.

C. Recording Secretary - The ISO Recording Secretary shall draft, share, and archive Board meeting minutes and shall maintain a record of group activities, and the recording of votes. The minutes of each Board meeting should be available prior to the next meeting. The ISO Recording Secretary shall maintain the archives of all submitted grants. The President, Vice President, Treasurer and Secretary shall each be a Legal Signatory for ISO.

D. Treasurer - The ISO Treasurer shall be responsible for the financial activities of the ISO, including but not limited to: managing bank accounts, preparing the grant budgets, preparing records for audit, preparing annual budgets, tracking income and expenditures, and distributing Board approved reimbursements for orchestra related expenses. The Treasurer shall file all necessary Federal and State tax returns and financial forms in a timely manner. The Treasurer will prepare and present an annual financial report at the yearly meeting of the membership. The Treasurer shall, with the President, Vice President and Secretary be a Legal Signatory for the ISO and will maintain a PO Box for all mailings.

DUTIES OF APPOINTED BOARD MEMBERS:

Personnel Manager - The ISO Personnel Manager, in coordination with the Music Director will address the personnel needs of the orchestra, maintain the orchestra roster and seating chart, take attendance at rehearsals, and communicate with existing and potential musicians regarding their membership. The Personnel Manager will work cooperatively with the Music Director to set up auditions as required.

Librarian - The ISO Librarian will acquire, prepare, distribute, and collect the musical scores and parts for ISO concerts and will maintain the orchestral music library. The Librarian will work with the Music Director and the Music Selection Committee on the selection of music and its availability. Music purchases must be approved by the Executive Board.

Publicity Director - The ISO Publicity Director will be in charge of publicizing ISO concerts, competitions and other events, within the approved budget, and will be, with the President, and the Music Director, a contact for members of the public, the audience, and the media. The Publicity Director shall oversee, with the President and the Music Director, the creation of Concert Programs and related promotional materials. The Publicity Director and President shall coordinate publicity and the social media presence of the ISO with the webmaster.

Corresponding Secretary - The ISO Corresponding Secretary shall send formal acknowledgement letters of tax deductible donations, as well as any other internal orchestra correspondence. The Corresponding Secretary will coordinate all “good and welfare” activities.

Technical/Stage Manager - The ISO Technical/Stage Manager shall oversee any lighting, sound, photo, and video needs, as requested by the Music Director, Publicity Director, President, or request of the Board per consensus. All purchases of equipment or services shall be approved by the Executive Board. The Technical/Stage Manager will enlist a Stage Crew.

The Executive Board shall have the right to expand the number of board members in the event of special considerations. Upon consensus of the Executive Board, duties of the Board members may be shared or transferred to other members of the Board. The Board has the discretion to invite the past president to attend Board meetings.

Article IV - Committees - Standing - Ad Hoc

Section 1: STANDING COMMITTEES

A. Financial Review Committee shall perform a financial review of the ISO financial records. The Financial Review Committee(s) shall be appointed by the Vice President and shall consist of three members, at least one of whom shall be a board member. The President and Treasurer may not be a member of a financial review committee.

1. Biennial reviews shall be completed following the scheduled Annual Meeting (Business Meeting) and no later than September 30th.
2. The Board reserves the right to order an independent audit as it deems necessary.
3. A review of the financial records shall be completed within 30 days following the resignation of the Treasurer if earlier than the date of the Annual Business Meeting.

B. The Music Committee shall assist the Music Director in the selection of Music for the upcoming season and identify issues that might make a Work undesirable..ie religious concerns, extreme difficulty for certain instrumental sections of the ISO, unavailable music or instrumentation.

C. Additional Standing Committees may be established by the Board.

Section 2: AD HOC COMMITTEES

Ad Hoc Committees may be set up for a specific task. Such committees shall include at least one general member of the ISO.

Article V - Music Director - Duties

Section 1: The Conductor of the ISO shall be known as the Music Director (MD). The MD shall agree to abide by the terms of an employment agreement executed by the MD and the ISO.

A. The Music Director (MD) shall attend Board meetings at the request of the Board, preside at rehearsals and concerts, recommend special rehearsals and oversee the musical quality and development of the Island Symphony Orchestra.

1. The MD will not be a voting member of the Board.

2. The MD shall not make any decision having a financial impact on the ISO without prior approval of the Board.

B. The Music Director will make available, and release to the Board and the Director of Publicity, a personal publicity statement/biography, photo, and any video/audio library which can be used to promote the ISO. (ie. concerts, programs).

C. The MD will work with the Music Committee to create programs for the upcoming concert season(s). Programs should be presented to the Board prior to the onset of the concert season.

D. The MD may invite Guest Soloists and players. Such players shall be presented to the Board for approval prior to the upcoming concert season. Any stipend or fee shall need to be approved by the Executive Board.

E. The MD shall receive compensation approved by the Board.

F. The MD, with approval of the Board, shall appoint an Assistant Conductor (AC) who may be a non-voting member of the ISO. If the music director becomes unavailable, the AC shall temporarily perform the duties of MD. Compensation to the Assistant Conductor will be determined, prior to each annual season, by the Board. If the Assistant Conductor is a member of the Board, he must recuse himself from such discussion.

Section 2: Vacancy of Music Director

A. In the event of a vacancy of the position of Music Director, the Board will appoint a Search Committee consisting of five members, three Board members, including the President and two non board members.

1. The Search Committee will advertise the position of Music Director.

2. The Search Committee will screen candidates through resume, phone interview, and in person interview.

B. The Search Committee will make its recommendation to the Board.

1. No more than four candidates shall audition within one concert season.
2. The general membership will be given the opportunity to give its input to the board regarding the candidates.

C. The final selection shall be made by the Board with input from the

Assistant Conductor.

Article VI - Legal Instruments

Section 1: BY-LAW CHANGES

A. By-Laws may be amended, repealed, or adopted by the Board subject to vote of the full membership.

B. By-Laws are to be reviewed at a minimum of every (four) years by the Board and facilitated by the President.

C. Members must be provided with a statement of the changes made.

Section 2: PURPOSES OF THE CORPORATION

In addition to the purposes of the Corporation, set forth in its certificate of incorporation, the Corporation's purposes shall include charitable and educational purposes within the meaning of the Internal Revenue Code 501 (c)(3). No part of the net earnings of which shall inure to the benefit of any private member or individual.

Article VII - Dissolution

Upon dissolution of the Corporation, the assets will be distributed to one, or more, organizations exempt pursuant to Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or Local Government, for a public purpose. Otherwise distribution shall be by Court Order, to another organization, to be used in such manner as in the judgement of the Court deems will best accomplish the general purposes for which this Corporation was organized.

**Definitions:

- Executive Board to include elected board members (President, Vice President, Secretary, Treasurer)
- Appointed Board members to include all remaining board members appointed by the Executive Board
- Board--to include both the Executive Board and the Appointed Board members.
- Membership--to include all members of the ISO

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