



The Long Island Composers Alliance, Inc

Founded 1972

15 Strully Drive Massapequa Park, NY 11762-4041

tel. 516-799-8815 www.Licamusic.org

**BYLAWS of the LONG ISLAND COMPOSERS ALLIANCE,
A Not-For-Profit Corporation 501(c)(3)**
revised 2/2009

ARTICLE I: ORGANIZATION

The name of this corporation shall be The Long Island Composers Alliance, Inc. (LICA) A Not-For-Profit Corporation 501/c/3 (incorporated 6/2/1975).

ARTICLE II: PURPOSES

The following are the purposes for which this not-for-profit organization has been formed:

- To sponsor, encourage, perform and preserve the music of Long Island composers.
- To provide a vehicle wherein composers can hear their musical compositions performed and can perform and hear the musical compositions of others.
- To encourage student composers through competitions and performances.

ARTICLE III: MEMBERSHIP

A. Full membership: Any composer who resides in or is employed in the several counties of geographic Long Island - Suffolk County, Nassau County and the boroughs of Queens and Brooklyn - and whose compositions have been performed or published is eligible for full membership. The criteria for membership acceptance are the technical proficiency of the candidate's works and the suitability of said works on LICA concerts. Applications for membership are reviewed by a New Members Committee which presents its recommendations to the Board of Directors for ratification. (See Article IX, para. C.)

B. Associate Membership: Composers who have not been full members but who have resided in or have been employed in any of the aforementioned counties of Suffolk, Nassau, Queens and Brooklyn and now reside or are employed elsewhere are eligible for associate membership. Associate members pay the same dues and have the same rights as full members except the right to hold office or vote at general meetings. The number of associate members is limited to 25% of the total number of full members.

C. Honorary membership: Members who were in good standing and have passed away as well as friends of LICA whom the membership wishes to honor may be made honorary members by the Board of Directors. Though honorary members need not pay dues, they remain eligible for programming on LICA concerts.

D. Non-composer membership: Persons who are not composers may be admitted to non-composer membership by the Board of Directors for purposes of participation, collaboration and/or fundraising.



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E. Dues: At the time of this writing dues for full and associate members are \$70. per calendar year. Dues are payable by the first of the New Year. Dues paid after the turn of the year will be accessed a surcharge of 20%. Members who have not paid dues by March 1 are ineligible for performance. New members' admissions after June 1st are liable for 50% of the current year's dues.

ARTICLE IV: MEETINGS

General membership meetings are normally held twice a year on dates selected by the Board of Directors in the late fall and late spring. The members present at any properly announced meeting shall constitute a quorum. Only full members in attendance at the meetings may vote on legislative motions. Absentee voting is permitted only in the election of officers and directors-at-large.

ARTICLE V: BOARD OF DIRECTORS

A. The Board of Directors and its Officers manage the Long Island Composers Alliance. Officers shall by virtue of their office be members of the Board of Directors. The Board of Directors - consisting of the President, Vice President, Secretary, Treasurer, Concerts Director, Business Director, Public Relations/Publicity Director, Archivist and up to nine Directors-at-Large - has all the usual powers of a Board of Directors of a membership organization. It makes all rules, regulations (see separate document *Rules & Regulations of LICA*) and policy decisions proper to the governance of the organization, the due and orderly conduct of its affairs and management of its property as consistent with its Charter and Bylaws.

B. The Board should meet at least three times annually upon the call of the President. Any member of the Executive Committee (see Article IX, A) may call a special meeting of the Board provided that all Board members are given sufficient notice. Business is normally transacted by a majority vote of present members and any action taken shall be considered the action of the full Board. Voting by proxy is not permitted. A quorum of at least 40% of board members (seven board members as of 3/09) must be in attendance for business transactions to take place and motions to pass.

ARTICLE VI: OFFICERS

A. The President is responsible for overseeing all operations and ensuring that they function smoothly. S/he presides at general membership meetings and meetings of the Board of Directors. S/he shall have such powers as may be reasonably construed as belonging to the chief executive of any organization. (See separate document *Synopsis of the Duties & Responsibilities of the Officers of the Board of Directors of LICA.*)

B. The Vice President assumes the duties and responsibilities of the President when the President is unavailable. S/he assists the President in ways mutually agreed upon. (See



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separate document *Synopsis of the Duties & Responsibilities of the Officers of the Board of Directors of LICA.*)

C. The Secretary records and mails out to the membership minutes of all Board and general membership meetings, maintains a file of them, maintains and distributes an up to date membership roster and mails meeting announcements and other materials to the membership. (See separate document *Synopsis of the Duties & Responsibilities of the Officers of the Board of Directors of LICA.*)

D. The Treasurer handles all LICA bookkeeping funds; collects all moneys and handles all disbursements authorized by the Executive Committee, keeps control of each budget assigned to concert managers and prepares full financial reports for Board and general membership meetings. (See separate document *Synopsis of the Duties & Responsibilities of the Officers of the Board of Directors of LICA.*)

E. The Concerts Director (See separate document *Synopsis of the Duties & Responsibilities of the Officers of the Board of Directors of LICA.*) oversees and coordinates the activities of the concert managers (See separate document *Concert Manager Responsibilities and Checklist*).

F. The Business Director is responsible for coordinating the creation of new projects, insuring the preparation of grants and promoting new business. (See separate document *Synopsis of the Duties & Responsibilities of the Officers of the Board of Directors of LICA.*)

G. Public Relations/Publicity Director prepares or supervises the preparation of brochures, fact sheets and other promotional materials and distributes press releases and other publicity for LICA events. (See separate document *Synopsis of the Duties & Responsibilities of the Officers of the Board of Directors of LICA.*)

H. The Archivist maintains complete files of LICA correspondence, catalogues, concert recordings, programs, reviews, articles, press releases, donated scores & recordings, digital audio & video files, and historical descriptions of LICA. S/he makes said materials available as needed. (See separate document *Synopsis of the Duties & Responsibilities of the Officers of the Board of Directors of LICA.*)

ARTICLE VII: SALARIES

A. The Board of Directors shall serve without compensation. This does not prevent an officer or director from receiving compensation for duties other than as an officer or director. The Board of Directors can hire and fix compensation for employees to conduct business for the organization.

B. No part of the net earnings of the organization shall inure to the benefit of or be distributable to its officers, members or other 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 above.



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ARTICLE VIII: ELECTIONS AND TERMS OF OFFICE

- A. Elections of LICA Officers and Directors-at-large take place at one of the general membership meetings. Officers are elected to two year terms and director-at-large to one year terms.
- B. Written notice of election meetings shall be sent to all members at least thirty days in advance of the meeting and shall include the slate of candidates. Anyone who wishes to nominate a candidate for a position that has been filled on the slate must notify the Board of Directors in writing no fewer than 15 days prior to the election meeting.
- C. Removal from Office: The Board of Directors may by a 75% vote of the full board remove any officer or director-at-large from office for serious neglect of duties or serious abuse of power.

ARTICLE IX: STANDING COMMITTEES

- A. The Executive Committee - consisting of the President, Vice President, Secretary, Treasurer, Concerts Director, Business Director (*as per Board directive 4/11/09*), Public Relations/Publicity Director (*as per Board directive 8/4/09*) - is responsible for controlling LICA funds and their allocation. It may select members to fill Board of Director positions vacated at mid-term and may make policy decisions at times when meetings of the full Board of Directors cannot be arranged. Such policy decisions require a favorable vote by at least four of the seven committee members.
- B. The Nominating Committee - consisting of all past chief executive officers in good standing - is responsible for the preparation of a slate of officers and directors-at-large for election meetings. The committee shall choose its own chairperson and procedures. In preparing the slate the Committee shall take into account the need for distribution among members from Suffolk, Nassau, Queens and Brooklyn.
- C. The New Members Committee appointed by the Board of Directors shall review all applications for membership and report its recommendations to the Board of Directors. The Board shall either ratify its recommendations or if objections arise shall postpone ratification pending reconsideration by the committee. The chairperson of the committee shall make a candidate's application materials available to any board member who wishes to see them.
- D. Other Committees: The Executive Committee may appoint or dissolve committees and their personnel as necessary.

ARTICLE X: DISSOLUTION

Upon the dissolution of the corporation the Board of Directors shall after paying or making provision for the payment of all the liabilities of the corporation dispose of all of the assets of the corporation to organizations operated exclusively for charitable, educational, religious, or scientific purposes which qualify as exempt organizations under Section



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501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any assets not so dispersed of shall be disposed of by the Supreme Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organizations as the Court shall determine as are organized and operated exclusively for such purpose.

ARTICLE XI: AMENDMENTS

These Bylaws and the Articles of Incorporation may be amended by majority vote at any meeting of the Board of Directors but no amendment shall be in order at any meeting unless at least thirty days previous notice of the nature of the proposed amendment has been given by mail to all Board members.

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4/28/02 Amendment to ARTICLE VIII: ELECTIONS AND TERMS OF OFFICE
Beginning in 2003 the entire Board of Directors shall be elected to 2-year concurrent terms. Therefore, in 2002 the Vice President, Secretary, Treasurer & Business Director shall be elected to a 1-year term

6/03/03 Amendment to ARTICLE III SECTION A
Any member whose membership has lapsed for one year or more must apply for re-admission to the Executive Committee.

6/22/13 Amendment to ARTICLE IX SECTION B. The following amendment replaces the language of and restructures the formation of the Nominating Committee.
B. The Nominating Committee is formed by the current LICA President. S/he will select 4 other LICA members - each with at least 3 years of active membership and participation in LICA programs – to prepare a slate of officers and directors-at-large and present the slate to the membership for a formal vote. In preparing the slate the Committee shall take into account the need for distribution among members from Suffolk, Nassau, Queens and Brooklyn.



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LICA PROGRAMMING POLICIES

as revised by the Board of Directors 3/09

1. The allocation of LICA monies to fund concerts is dependent upon projected and received revenue(s) – including e.g. membership dues, grants, donations/contributions, earmarked funds, etc. The amounts per concert are determined by the Treasurer at the beginning of the concert season in consultation with the Executive Committee. LICA members are encouraged to seek out venues for concerts that contribute fees to supplement LICA moneys (e.g. libraries, churches, presenting organizations, etc.). Members are encouraged to seek out patrons, donors, philanthropic organizations, etc. for financial support and make applications to public and private granting organizations (e.g. other non-profits, endowments, composer commissioning organizations, etc). Members should report all possible sources, relationships, contacts, etc. to the Concerts Director. In addition members are urged to volunteer as Concert Managers through the Concert Director.

2. It is the general policy of LICA to program concerts in which music by LICA composers represents 80% of the music to be performed. On special request and for reasonable purposes, however, a Concert Manager may make an exception with the approval of the Concerts Director, President and Vice President.

3. Efforts are made to program at least one work by every current LICA composer member each year subject to the following conditions: payment of the composer's dues; availability of appropriate performers for the work chosen; attendance of the composer at the performance and at least one rehearsal unless serious extenuating circumstances prevent such attendance.

4. Beyond the above policy statement (#3) the programming of member works will depend in large measure upon their services to LICA. Such services include: active membership on the Board of Directors or on any of its subcommittees; concert managing or co-managing; newsletter editing; regular and active participation at general membership meetings; support of fellow composers through regular attendance at LICA concerts. LICA members who take on the task of managing a concert can expect priority consideration in the programming of their music at the concert.



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5. New members are expected to co-manage a concert within two years of their LICA membership. As well at the outset of their membership they should begin to attend general membership meetings in order to gain familiarity with LICA concert activities. Entering their details on the LICA web site - including a list of compositions - should be undertaken immediately upon membership.

6. While complete musical works are preferable to excerpts Concert Managers may program selected movements or sections from larger works with the consent of the composer.

7. Music by and for students: Students age 19 and under are eligible to participate in the annual student composers concert. Award winning student composers may have their works repeated on a regular LICA concert. Students of high school age and under are eligible to participate as performers in the annual student performers concert and other LICA concerts.



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RULES AND REGULATIONS OF THE LONG ISLAND COMPOSERS ALLIANCE, INC

1. Application for membership in LICA is open to any composer living or working on Long Island (Suffolk & Nassau Counties, Queens & Brooklyn) whose compositions have been performed and/or published. Membership acceptance is determined by the Board of Directors upon recommendation by the New Members Committee. The criteria for acceptance is the suitability of the composer's music for performance on LICA concerts.
2. It is the responsibility of each member of LICA to pay his/her annual dues when called for by the Treasurer in advance of the due date or if the need arises to work out a payment plan.
3. Each member of LICA is expected to assume responsibility for assisting in the various functions of running LICA each year. These functions may include concert manager, public relations assistant, fundraising assistant, performer, member of the Board of Directors or member of a committee, etc.
4. Membership acceptance, payment of dues and the assumption of responsibilities in the functioning of the organization do not necessarily guarantee representation on LICA programs. Programs are often determined by instrumentation (which reflects budgets and availability of performers) and time constraints. Efforts are made to perform at least one work of each regular member each season.
5. General membership meetings are held twice a year - in the fall and spring. The dates of these meetings are selected by the Board of Directors. At these meetings each member is eligible to cast one vote on each issue determined by the board to be suitable for a reckoning by the general membership. Each member is eligible to cast one vote in the selection of each Board of Directors position.
6. The Board of Directors (c.f. By Laws ARTICLE V, paragraph A) may consist of up to 8 Departmental Directors and up to 9 Directors-at-large. The 8 Departmental Directors are the President, Vice President, Secretary, Treasurer, Business Director, Concerts Director, Public Relations/Publicity Director and Archivist.



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7. The Executive Committee of the Board of Directors (c.f. By Laws ARTICLE IX, paragraph A) consisting of the President, Vice President, Secretary, Treasurer, Concerts Director, Business Director (*as per Board directive 4/11/09*), Public Relations/Publicity Director (*as per Board directive 8/4/09*). These seven persons may hold other departmental positions on the Board except that one person may not hold the position of both President and Treasurer concurrently. The responsibilities of the Executive Committee are to control LICA funds and their allocation and to replace vacated departmental Director positions.

8. The term of office for each departmental Director member is two years beginning at the end of the concert season in which the election takes place (c.f. ARTICLE VIII para. A).

9. If a vacancy takes place in one of the departmental Directorships the Executive Committee of the Board can appoint a member from the general membership, a Director-at-large or another Board member to the vacated position on the Board. The succeeding Board member would complete what remains of the term of office. If a vacancy occurs in the Executive Committee the following protocol should be followed:

Vacated position

President

Vice President

Treasurer

Secretary

Replace by

Vice President

any Director excluding Sec't or Treasurer

*Treasurer assistant or Vice President jointly.

*Secretarial assistant or each departmental Director would divide the tasks.

*Secretarial and Treasurer assistants are not considered members of the Board of Directors until the Board appoints them to fill a vacancy.

10. Ad Hoc Committees are formed by the Board of Directors as needs arise. A departmental Director must be assigned as head of or as liaison for each committee. The Executive Committee - as well as appointing - dissolves committees or reorganizes their personnel as necessary.

11. Only members of the Executive Committee of the Board are authorized and empowered to pay for services rendered and to make payments and distributions from LICA funds.



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SYNOPSIS OF THE DUTIES AND RESPONSIBILITIES OF THE OFFICERS OF THE BOARD OF DIRECTORS OF THE LONG ISLAND COMPOSERS ALLIANCE

Board of Directors

1. Review and formulate policy.
2. Resolve any and all organizational problems.
3. Prepare and approve the succeeding year's plans and goals.
4. Determine budgets for the year's concerts
5. The Executive Committee - consisting of the President, Vice President, Secretary, Treasurer, Concerts Director, Business Director (*as per Board directive 4/11/09*), Public Relations/Publicity Director (*as per Board directive 8/4/09*) - is responsible for the allocation of LICA funds and the selection of members to fill vacated Board of Directors positions in mid-term.

President

1. Oversee all operations and ensure that they are functioning smoothly.
2. Call meetings of the Board when necessary.
3. Resolve problems or delegate a person or group to seek solutions.
4. Prepare the agenda for membership meetings on the good and welfare of the organization.
5. Make certain that all Board members are kept up to date.
6. Act as the *face* of the organization: meeting with donors and contributors, prospective donors and contributors, Arts Councils' officials, artists managements, presenting organizations, etc. When advisable delegate such meetings to other Board members.

Vice President

1. Assume the duties and responsibilities of the President when the President is unavailable.
2. Assist the President by assuming part of the President's duties as agreed upon between the President and Vice President.

Secretary

1. Record minutes of Board and general membership meetings and prepare final copy.
2. Maintain file of minutes.
3. Post periodic general membership packets including minutes, announcements, calls for scores, roster updates and pertinent reports.
4. Handle mailings of meeting announcements, minutes, calls for scores, memoranda.
5. Maintain and distribute up-to-date membership roster and new member information packets.



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Treasurer

1. Handle all bookkeeping for LICA including ear-marked funds.
2. Collect all monies and handle all disbursements authorized by the Executive Committee.
3. Keep control of each assigned budget as determined by the Board.
4. Prepare a full report for Board and general membership meetings. Report should include expenditures by categories (for musicians' fees, ASCAP/BMI payments, etc.) and receipts (from arts councils, libraries, membership dues, donors, philanthropic organizations, etc.).

Business Director

1. The Business Director is responsible for coordinating the creation of new projects, insuring the preparation of grants and promoting new business.
2. Ensure that grants are written and forwarded on time. This necessarily involves coordination with the Treasurer and President for information and approval.
3. Seek out and encourage relationships with the general music community and business groups having an interest in concertizing and composer activities.

Public Relations/Publicity Director

1. Receive input from Concerts Director and other Directors regarding concert schedules to ensure adequate publicity can be generated in time.
2. Make certain that press releases and proper notifications to newspapers, radio, etc are sent out in time.
3. Prepare or supervise the preparation of brochures, fact sheets and other promotional materials of LICA and provide for their distribution.

Concerts Director

1. Liaise with Concert Managers (see separate document *Concert Manager Checklist*) for each concert. If a Concert Manager becomes health impaired the Concert Director should assume the management of that concert.
2. Throughout the year prepare and update the concert directory. Distribute it to the membership at meetings and through the post by the Secretary.
3. Prepare and through the Secretary distribute a yearly report detailing the number of performances received by LICA composers at LICA concerts and a listing of those members who were not performed so they may receive consideration for next season.



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Directors-At-Large

1. There are two categories of Directors-At-Large: (a) Directors who have formerly been Board members and (b) Directors who have not yet served on the Board.
 - a. The former Board members are to provide the Board with the benefit of their experience and advice.
 - b. It is expected that Directors-At-Large who have never served in departmental positions on the Board will gain familiarity with the processes of LICA and consider running in an election for a department position within two or three years.
2. The term of office of a Director-At-Large is one (1) year which can be renewed by election.



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CONCERT MANAGER RESPONSIBILITIES AND CHECKLIST

to be sent to each Concert Manager

This document outlines the duties of a Concert Manager of a LICA concert.
It offers a step by step chronology for LICA members who wish to
serve as a Concert Manager and organize a concert.

Initial Planning Stage: 3-6 months prior

- Prospective Concert Managers should first communicate their concert proposals to the Concert Director.
- Choose a **venue** (either seek one out or check LICA venue list for suggestions). Contact the venue and confirm a date and the details of the concert.
- Plan a budget for the concert in consultation with the Treasurer. File timely applications for possible supplemental monies to further support your concert.
- Choose a concert program. Decide upon the instrumentation and the composers to be included. Consult the on-line catalogue at LICAMUSIC.ORG as a programming tool.
- Contact potential performers (either seek them out or check LICA performers' list for suggestions).

Finalization Stage: 2-3 months prior

- Finalize program content, composers and performers availability.
- Send concert details to LICA web site manager to ensure its posting on the web site calendar
- Make certain that the preferred LICA recording engineer will be available to record the concert. If not, ask for contact info. for alternative recording engineers.
- Finalize budget and notify Treasurer. S/he will cut checks for the performers and recording engineer. Payment is usually made at the end of the concert unless an agreement was reached during initial negotiations that payment will follow by a stipulated time. If performers cannot be obtained to perform a concert at the allowable budget the Concert Manager in consultation with the Executive Committee can readjust the budget for that particular concert.



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- Make certain that all scores and parts have been received by the performers. Clarify with the composer that s/he must be in attendance for at least one rehearsal and should be prepared to offer input. In many cases the included composers and their performers may find it easier to work out rehearsal schedules independent of the Concert Manager. The Concert Manager is not responsible for the return of composers' scores and parts.
- The CM is responsible for putting together the printed concert program and reproducing sufficient quantities for distribution to the audience on the concert day. S/he should collect composer and performer bios and any song texts to be included within the program as well as applying concert protocol to listing the musical works to be performed.
- Contact Publicity Director or Archivist for LICA brochures to make available at the concert venue.
- Create a publicity flyer of the concert if desirable.
- Confirm stage management issues with the venue - i.e. piano tuning, availability of music stands, chairs, etc. Ensure with the venue coordinator that warm-up time is available for the musicians before the concert (at least 1 hour).

Concert Day

- Provide programs (and if desired LICA brochures) for audience members.
- Set up an email list/sign-up sheet near entrance of the hall.
- If appropriate set out a "LICA Donations" sign. If an admission or a suggested donation to the venue is requested all non-participating LICA attendees are expected to contribute.
- Concert Manager is expected to serve as the MC for the entire program. (As has become customary at LICA concerts our composers may/should introduce their works for the audience if time allows.) The CM should as well bring attention to any changes to the printed program.
- At concert conclusion the CM pays the performers and recording engineer.
- Provide both Treasurer and Archivist with 2 copies of the program.
- Report approximate audience numbers and general success of concert, venue, etc. to Concerts Director.