**ICDA, Inc. Bylaws**

**Adopted by its Board of Directors at an organizational meeting held on the 14th day of May, 1994, and revised in 1997, 2000, 2003, 2008, 2014, and 2017.

ARTICLE I**
Section 1.
The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors

**ARTICLE II — MEMBERSHIP**
Section 1.
Every member of the Iowa Choral Directors Association shall be a member of the American Choral Directors Association.

Section 2.
The membership categories of the Iowa Choral Directors Association shall be the same as the American Choral Directors Association.

Section 3.
Dues for membership of the Iowa Choral Directors Association, Inc. shall be established annually by the Board of Directors and shall include the cost of membership in the American Choral Directors Association.

Section 4.
Members are to pay their membership dues to the national ACDA office. The Executive Secretary-Treasurer is responsible for maintaining the current list of members.

**ARTICLE III -- ANNUAL MEETING**
Section 1.
The corporation shall hold an annual meeting at a location selected by the President near the center of the state. Said annual meeting shall be held during the summer symposium or at such other time as the President may direct in writing.

Section 2.
Notice of the annual meeting shall be published in the ICDA Sounding Board which shall be mailed to all members not later than twenty (20) days prior to the annual meeting.

Section 3.
A quorum for the annual meeting shall be ten (10) percent of all active, retired, and life members of the corporation.

**ARTICLE IV -- GOVERNMENT**
Section 1.
Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice-President (who is the past president), and the Executive Secretary-Treasurer.

Section 2.
Board of Directors. The Board of Directors shall consist of the Executive Committee, the eight (8) District chairpersons and the Sounding Board Editor.

Section 3.
All other board positions are ex officio positions. Ex officio board members shall be appointed by the President with the approval of the Executive Committee. Ex officio board members shall attend Board of Directors meetings, but shall not have voting rights. Project board members will not be expected to attend meetings, but are invited should they have business to bring to the group and have requested to be added to the agenda in advance.

Section 4.
The parliamentary principles set forth in Roberts' Rules of Order shall govern in all cases not covered by the Articles of Incorporation or these Bylaws.

**ARTICLE V -- OFFICERS**
Section 1.
President.  The duties of the President shall be those of chief executive of the corporation. The President shall have the power in an emergency to make temporary rulings until a meeting of the Board of Directors can be called. The President shall acquaint the President-Elect with the activities of the office
of President. The President shall attend all division and national conventions, if possible. The President shall be empowered to make appointments.

Section 2.
President-Elect. The President-Elect shall be responsible for the usual and customary duties of the office. The President-Elect shall have served on the Board of Directors, or as Summer Symposium Chair, Opus Honor Choir Chair, or chair of another major statewide event. The President-Elect shall become familiar with the functions of the organization and duties of the President. The President-Elect shall be the mentor chair and shall carry out such other duties as designated by the President.

Section 3.
Vice-President. The Vice-President shall be the immediate past President who shall assist the President and chair the Choral Commission Committee. In the event of a vacancy of the office of President, the Vice-President shall serve the balance of the unexpired term unless he or she declines to do so and in that case, the President-Elect shall assume the office of President. The Vice-President shall chair all meetings and perform the duties of President in the absence of the President.

Section 4.
Executive Secretary-Treasurer.  As Executive Secretary-Treasurer this officer shall keep and circulate minutes of the corporation, shall be the custodian of the funds of the corporation, keep the appropriate records of the corporation, provide the desired periodic reports to the Board of Directors and submit an annual report. The Executive Secretary-Treasurer shall be the custodian of all reports submitted by the District Chairs and the Chairs of all committees.

The Executive Secretary-Treasurer shall be hired by the Executive Committee. The Executive Secretary-Treasurer’s duties and performance are subject to annual reviews by the Executive committee. All duties and salary are specified in the annual contract.

Section 5.
District Chairperson. Each District Chairperson shall attend the meetings of the Board of Directors and act as coordinator for activities in his/her respective district, to promote the organization, recruit new members, to act as liaison between the general membership and the Board of Directors and to act as an advisor in selecting a succeeding District Chairperson.

Section 6.
ICDA Sounding Board Editor. The ICDA Sounding  Board is the official publication of the Iowa Choral Directors Association, Inc. The ICDA Sounding Board Editor shall be appointed by the President. The Editor shall be responsible for the publication of the ICDA Sounding Board as well as serving as a liaison between the Choral Journal, Melisma, and ICDA.

Section 7.
All elected and appointed officers shall assume the duties of their office on July 1 following their election or appointment. All records pertaining to the office shall be transferred to the new officer on or before the date or as soon as possible there-after. The records, including the records of the districts, remain the property of the Iowa Choral Directors Association, Inc.

Section 8.
Vacancy. In the case of a vacancy of any of the members of the Board of Directors during the elected term, the President is empowered to appoint, with the approval of the Executive Committee, a member of the Iowa Choral Directors Association, Inc. to such office.

Section 9.
Expense Reimbursement. The Executive Committee shall have the authority to determine when and if partial expenses may be paid to the officer representing Iowa at a divisional or national meeting.

Section 10.
Further Appointments. The President shall have the authority to make additional appointments to the Board of Directors with the approval of the Board of Directors.

Section 11.
Committees.  The President shall appoint and terminate committees according to the needs of the Iowa Choral Directors Association, Inc.

**BOARD OF DIRECTORS (41)Executive Board (5)**
President
President-Elect
Vice-President
Executive Secretary-Treasurer
Sounding Board Editor

**Additional voting members (8)**
Central District Chair
East Central District Chair
North Central District Chair
Northeast District Chair
Northwest District Chair
South Central District Chair
Southeast District Chair
Southwest District Chair

**Ex-Officio Board Members (11)**
Weston Noble Endowment Fund Chair
IAAE Representative
Current Summer Symposium Chair
Future Summer Symposium Chair
Opus Chair
All-State Jazz Choir Chair
Student Representative
R & R/Youth Coordinator
Repertoire Specific Coordinator
Collegiate Coordinator
Lifelong Coordinator

**​Project Board Members (7)** -are not expected to attend meetings
Mentor Program Chair
Sounding Board Ad Manager
Historian
Social Media Chair
High School Awards Chair
Retired Members Coordinator
Webmaster

**Repertoire & Resources Committee Members**
**(10 additional)**- only four area coordinators attend meetings as ex-officio board members
R&R Coordinator
Children’s and Community Youth Choirs
Junior High & Middle School Choirs
Senior High School Choirs
Bass Clef Choirs
Jazz Choirs
Show Choirs
Treble Clef Choirs
Self-Published Works
Student Activities
Two-Year College Choirs
Four-Year College & University Choirs
Music in Worship
Community Choirs

**ARTICLE VI -- ELECTIONS**
Section 1.
The President, President-Elect, Vice-President and the eight (8) district chairpersons shall be nominated by the Executive Committee. The current President-Elect shall act as chair of the Executive Committee while acting as a nominating committee. Candidates for President-Elect must have had the specified experience as an Iowa Choral Directors Association board member.

Section 2.
The nominating committee shall meet annually and submit a slate of candidates at a board meeting for Board approval. Election results will be published in an issue of the Sounding Board following the election.

Section 3.
Term of Office. The elected members of the Board of Directors shall serve a term of two (2) consecutive years according to the following schedule: President-Elect and Chairpersons of South Central, Southeast, Northwest and
East Central Districts elected in uneven years.

Chairpersons of North Central, Northeast, Southwest and Central Districts being elected in the even years.

Section 4.
District Chairpersons shall be elected by members of their respective districts for not more than two (2) consecutive terms.

Section 5.
The Districts are organized as follows:

Northwest District - counties of: Buena Vista, Carroll, Cherokee, Clay, Crawford, Dickinson, Ida, Lyon, Monona, O'Brien, Osceola, Plymouth, Sac, Sioux, Woodbury.

Southwest District - counties of: Adair, Adams, Audubon, Cass, Fremont, Guthrie, Harrison, Mills, Montgomery, Page, Pottawattamie, Ringgold, Shelby,
                        Taylor, Union

North Central District - counties of: Butler, Cerro Gordo, Emmet, Floyd, Franklin, Hancock, Humboldt, Kossuth, Mitchell, Palo Alto, Pocahontas,
                        Winnebago, Worth, Wright

Central District - counties of: Boone, Calhoun, Greene, Grundy, Hamilton, Hardin, Marshall, Story, Webster

South Central District - counties of: Appanoose, Clarke, Dallas, Decatur, Jasper, Lucas, Madison, Marion, Monroe, Polk, Poweshiek, Warren, Wayne

Northeast District - counties of: Allamakee, Blackhawk, Bremer, Buchanan, Chickasaw, Clayton, Delaware, Dubuque, Fayette, Howard, Winneshiek

East Central District - counties of: Benton, Cedar, Clinton, Iowa, Jackson, Johnson, Jones, Linn, Tama
Southeast District - counties of: Davis, Des Moines, Henry, Jefferson, Keokuk, Lee, Louisa, Mahaska, Muscatine, Scott, Van Buren, Wapello, Washington

Section 6.
Election shall be conducted by the national office with an online ballot being emailed to all active, retired and life members in good standing. Members must electronically submit their ballots during a two-week period, with the election opening and closing on the dates specified.

Section 7.
The first officers of the corporation shall be elected by the Board of Directors at their organizational meeting. These officers shall serve until the next regular election for their office.

**ARTICLE VII -- BOARD OF DIRECTORS MEETINGS**
Section 1.
The Board of Directors shall have at least three (3) regular meetings per year and may be called for special meetings by the President.

Section 2.
A quorum of the Board of Directors shall be a majority of the number of directors fixed in the Bylaws.

**ARTICLE VIII -- ADMINISTRATIVE AND FISCAL YEAR**
Section 1.
The Administrative and Fiscal Year shall be from July 1 through June 30.

**(Revised 9/16/17**