



# CALIFORNIA STATE OLD-TIME FIDDLERS' ASSOCIATION

## ~~BY-LAWS~~ BYLAWS

### ARTICLE I

#### PRINCIPAL OFFICE

##### 1.01 Principal Office

The California State Old-Time Fiddlers' Association (~~Association~~) is chartered by the State of California as a ~~Nonprofit Corporation~~ ~~an Educational Non-profit Corporation~~ ~~IRS 501 (c)(3) 23-7288853~~. ~~The Association is categorized as Mutual Benefit, sub-category Social.~~ The Association is subject to the appropriate State of California laws and regulations. ~~The State of California Entity Number is 0573213.~~

The principal office of the Association is hereby fixed and located at Oroville, Butte County, California. The State Board of Directors is hereby granted full power and authority to change said principal office from one location to another. ~~in the County of Butte.~~ Any such change shall be noted by the Secretary, opposite this section, but shall not be considered an amendment of these ~~by-laws~~ ~~Bylaws~~.

### ARTICLE II

#### MEMBERS

##### 2.01 Classification of Members

There shall be one class of members of the Association. However, such members shall be considered adults, minors or honorary life members, as the case may be, for purposes specified elsewhere in these ~~by-laws~~ ~~Bylaws~~. All members must be affiliated with a District. There will be no members at large.

##### 2.02 Eligibility for Membership

Only those persons interested in preserving and perpetuating authentic old-time music shall be eligible to apply for membership in the Association. Applications shall be on forms furnished and prescribed by the State Board of Directors.

##### 2.03 Qualification and Admission of Members

An applicant shall be admitted to membership ~~only upon approval of the Advisor Council of the District of the applicant's choice~~ ~~completion of the membership form (Application for Membership) and submission to the applicant's Home District Membership Secretary.~~ Upon payment of dues, the applicant shall be issued a membership ~~certificate~~ ~~card~~ by the District and will become a member of the ~~California State Old-Time Fiddlers' Association.~~

The membership ~~certificates~~ ~~cards~~ shall be supplied to Districts by the ~~State Board of Directors~~ ~~Membership Secretary.~~ The face of the ~~certificate~~ ~~card~~ shall contain, but not necessarily be limited to, the name/~~number~~ of the District, ~~and~~ name of the State Association identified as a non-profit organization. ~~and the date annual dues are payable.~~

An applicant may request admission in writing in ~~another~~ ~~other~~ than the District of residence. A member may belong to more than one District but must designate a Home District and shall have office-holding and voting privilege in the designated Home District only. A change of designated Home District may be ~~requested~~ ~~made~~ to each District involved and is effective ~~only upon each District's approval~~ ~~after notification to the State Membership Secretary.~~

Members ~~that~~ ~~who~~ have made exceptional contributions to the Association or District may be appointed as Honorary Life Members following the guidance ~~guidelines~~ adopted by the State Board of Directors. Among other eligibility criteria that may be imposed, a prospective Honorary Life Member must have been a member of a District and the Association continuously for at least five (5) years. The Honorary Life Members will not be ~~assessed~~ ~~charged~~ dues in their designated Home Districts. ~~however, the~~ ~~The~~ District may be assessed a one-time processing fee by the State Board of Directors ~~from~~ ~~for~~ each Honorary Life Member applicant processed. An Honorary Life Member has the same benefits and privileges as other members. Such benefits and privileges are not transferable. An Honorary Life Member may have the Honorary Life Membership revoked, for serious cause,

94 as may be recommended by the District Board of  
 95 Officers and approved by the State Board of Directors.

97 **2.04 Termination of Membership**

98  
 99 A membership automatically terminates upon the death  
 100 or resignation of the member or for non-payment of  
 101 dues.

102  
 103 A member may be expelled for conduct which the  
 104 Board of Officers shall deem inimical to the best  
 105 interests of the Association. The State Board of  
 106 Directors shall establish Guidelines for Expulsion,  
 107 consistent with the Articles of Incorporation, these By-  
 108 laws Bylaws and existing laws, defining the "best  
 109 interests of the Association" and providing uniform,  
 110 current procedures for implementing these provisions.  
 111 Expulsion is a serious matter and should occur only  
 112 after a fair and open hearing at which the accused is  
 113 present and is allowed to present a defense against  
 114 the charges. A two-thirds (2/3) majority vote of by the  
 115 District Board of Officers of the District of enrollment  
 116 involved is necessary for expulsion. Within thirty (30)  
 117 days after such expulsion, the expelled member may  
 118 make a request in writing to the State Board of  
 119 Directors for re-admittance. At the next meeting of the  
 120 State Board of Directors, a hearing on the matter will  
 121 be held where all interested parties may be heard and  
 122 the request is either denied or approved. The decision  
 123 of the State Board of Directors shall be final. Expulsion  
 124 from a District will terminate membership in the  
 125 remaining Districts and in the Association with no  
 126 remuneration-refund of dues.

127  
 128 A member (including an Honorary Life Member) may  
 129 not transfer his membership or any rights therefrom  
 130 thereof. All rights of a member in the Association or all  
 131 rights of a member to the use of the Association's  
 132 property or a District's property shall cease upon  
 133 termination of membership.

135 **2.05 Dues**

136  
 137 Annual dues, as prescribed in the following schedule,  
 138 shall be payable upon admission to membership and  
 139 annually thereafter on the effective due date. A 30-day  
 140 grace period exists wherein dues may be paid without  
 141 affecting continuity of membership. Members may not  
 142 be assessed:

143  
 144 Husband and Wife (Married adults and married minors) \$12.00  
 145 Adult (18 years of age or over) \$10.00  
 146 Minor (Under 18 years of age) \$ 2.00  
 147

148 The State Board of Directors shall determine dues  
 149 amounts on an annual basis. Membership categories  
 150 shall include:

- 151
- 152 Couples (with spouse or partner)
- 153 Adults – 18 years of age or over
- 154 Minors – Under 18 years of age
- 155

156 Minors must have a parent or adult sponsor who is  
 157 also a member. ~~Honorary Life Members will not be~~  
 158 ~~assessed dues in the Home District. No further~~  
 159 ~~assessments to members shall be allowed.~~

161 **2.06 Meetings of Members**

162  
 163 State Association: One annual business meeting of the  
 164 members shall be held at a place to be determined by  
 165 the State Board of Directors each year, and special  
 166 meetings of the members may be called and held as  
 167 may be ordered by the State Board of Directors or by  
 168 members holding not less than ten percent (10%) of  
 169 the voting power of the members. Notice of the  
 170 meetings of members shall be given not less than ten  
 171 (10) days before such meeting by mailing a copy of  
 172 such notice to the address of such each member as it  
 173 appears on the Membership Register Roster of the  
 174 Association, or by notifying members via the State and  
 175 District Newsletter.

176  
 177 District: A minimum of three regular business meetings  
 178 shall be held each year at a place to be determined by  
 179 the Board of Officers and special meetings of the  
 180 members may be called and held as may be ordered  
 181 by the Board of Officers or by members holding not  
 182 less than ten percent (10%) of the voting power of the  
 183 members. Notice of meetings of members shall be  
 184 given each member not less than ten (10) days before  
 185 such meeting by mailing a copy of such said notice to  
 186 the address of such each member as it appears on the  
 187 Membership Register Roster of the District, or by  
 188 notifying members via the District Newsletter.

189  
 190 ~~Any person who is not a member will not be allowed to~~  
 191 ~~participate in any business meeting of this organization~~  
 192 ~~Only members will be allowed to participate and vote in~~  
 193 ~~any meeting of this organization~~ except by invitation of  
 194 the State Board of Directors or the Board of Officers,  
 195 as appropriate. ~~Any person who is not a member will~~  
 196 ~~not be allowed to vote in any business meeting of this~~  
 197 ~~organization.~~

198  
 199 Any matter proposed at any meeting of members shall  
 200 be approved only when a quorum is present and only  
 201 when a majority of the votes cast are in favor of such  
 202 proposal. Matters discussed when a quorum is not  
 203 present are considered only advisory in nature.

204  
 205 At any business meeting of members, a quorum is  
 206 present when at least one-third (1/3) of the eligible  
 207 voting members (Association or District as appropriate)  
 208 are either present in person or are represented by  
 209 proxy. ~~The vote of any member in good standing may~~  
 210 ~~be counted if the member authorizes in writing that~~  
 211 ~~another member can act on his/her behalf. The~~  
 212 ~~authority can be limited to one or more specific~~  
 213 ~~subjects requiring action or to all items discussed at a~~  
 214 ~~single meeting. A separate proxy is needed for each~~  
 215 ~~meeting that the member cannot attend. (Ref. Robert's~~  
 216 ~~Rules of Order 2011 Edition)~~

### ARTICLE III

#### ASSOCIATION DIRECTORS

##### 3.01 Number and Qualification

224 The authorized number of Directors of the Association  
 225 shall be equal to the number of Districts established  
 226 pursuant to ~~Article V, Section~~ ~~Section 5.01~~, of these ~~by~~  
 227 ~~laws~~ ~~Bylaws~~. A Director shall be a member of a District  
 228 and of the Association and shall cease to be a Director  
 229 when for any reason he ceases to be a member. A  
 230 member of the State Board of Directors shall be  
 231 appointed as Chairperson by a majority of the State  
 232 Board of Directors. A Director shall not hold any other  
 233 office in a District or the Association.

##### 3.02 Election and Term of Office

237 One Director from each District shall be elected for a  
 238 two-year term of office with the odd numbered Districts  
 239 electing a Director ~~on~~ ~~in~~ odd numbered years and even  
 240 numbered Districts electing a Director ~~on~~ ~~in~~ even  
 241 numbered years. The Election shall take place by mail  
 242 vote ~~on a day in October~~ ~~as~~ set by the Board of  
 243 Officers. The Secretary of the District shall immediately  
 244 notify the Secretary and Membership Secretary of the  
 245 Association in writing of the results of the election.

247 Nomination for Directors held under the provisions of  
 248 these ~~by-laws~~ ~~Bylaws~~ shall be made in an open  
 249 business meeting of District Members ~~with the current~~  
 250 ~~President presiding~~.

252 A Director serves at the pleasure of the Home District  
 253 Members. A Director may be removed from office  
 254 without cause if ~~the~~ ~~two-thirds~~ (2/3) majority of votes  
 255 cast by members in either a regular or special election  
 256 of the Home District favors such removal. A Director  
 257 may be removed for cause only as provided for in the

258 California State Nonprofit Corporation Law and  
 259 ~~regulations~~ ~~Regulations~~.

##### 3.03 Meetings

263 Meetings of the State Board of Directors shall be called  
 264 by the Chairperson of the Board ~~only~~ ~~or~~ when a  
 265 majority of the Directors deem necessary. ~~This meeting~~  
 266 ~~call may be accomplished by any practical means.~~  
 267 ~~There shall be a minimum of two (2) State Board of~~  
 268 ~~Directors meetings per calendar year.~~

##### 3.04 Vacancies

272 Any vacancy caused by the death, resignation,  
 273 disability, suspension, termination of membership or  
 274 other reason, shall be filled by the appointment of a  
 275 new Director by the Board of Officers of the  
 276 appropriate District ~~of residence~~. Such appointee shall  
 277 serve for the unexpired term only of the former Director  
 278 unless elected pursuant to ~~Section 2 of this Article~~  
 279 ~~Section 3.02~~.

##### 3.05 Quorum

283 A majority of the authorized number of Directors shall  
 284 be necessary to constitute a quorum for the transaction  
 285 of business. Every act or decision, done or made by a  
 286 majority of the Directors present at which a quorum is  
 287 present, shall be regarded as ~~the~~ ~~an~~ act of the Board  
 288 of Directors unless a greater number be required by  
 289 law or by the Articles of Incorporation.

##### 3.06 Fees and Compensation

293 Directors shall receive no compensation for their  
 294 services, but may receive, from their Home District,  
 295 such reimbursement for expenses which are approved  
 296 by the District Board of Officers, ~~as limited by the~~  
 297 ~~provisions of a resolution adopted by the State Board~~  
 298 ~~of Directors governing such expenditures. (See~~  
 299 ~~Standing Rules regarding reimbursement to State~~  
 300 ~~Officers.)~~

##### 3.07 Powers and Duties

304 In addition to those duties which may be set forth or  
 305 authorized under the provisions of the Articles of  
 306 Incorporation or these ~~by-laws~~ ~~Bylaws~~, the State Board  
 307 of Directors shall exercise the powers of the  
 308 Association, control its property and affairs, and  
 309 perform those acts authorized by law which are  
 310 necessary or expedient for the administration of the  
 311 affairs and attainment of the purposes of the  
 312 Association.

313

314 The State Board of Directors shall designate the  
 315 appropriate officer of the Association to prepare,  
 316 process and forward any reports, as approved by the  
 317 State Board of Directors, which are required to be so  
 318 handled in the name of the Association.  
 319

320 The District Director ~~may~~ shall attend meetings of the  
 321 District Board of Officers as well as the State Board of  
 322 Directors in order that effective communications take  
 323 place between both boards. The Director shall have  
 324 voting power only at meetings of the State Board of  
 325 Directors.  
 326

327 It shall be the duty of the District Director to give a full  
 328 report of all meetings of the State Board of Directors,  
 329 its actions, proposals, and desires, to the District Board  
 330 of Officers and to the District Members. It shall be the  
 331 duty of the District Director to determine and forward to  
 332 the State Board of Directors the wishes and desires of  
 333 the District Members.  
 334

### 3.08 State-Wide Fiddle Contest

337 In addition to any other activities performed, the State  
 338 Board of Directors shall conduct a state-wide fiddle  
 339 contest each year in accordance with rules and  
 340 procedures adopted by the Board. ~~The rules must be~~  
 341 ~~concise, fair, and must satisfy the requirements of a~~  
 342 ~~smooth running contest.~~  
 343

344 The rules and procedures adopted by the State Board  
 345 of Directors pursuant to this Section shall be published  
 346 in the ~~Soundpost~~ State Newsletter and mailed to each  
 347 member of the Association at least thirty (30) days  
 348 prior to the State Contest.  
 349

350 The Association may present trophies and/or prize  
 351 money to the winners of the ~~contests~~ Contest. The  
 352 Association may pay for services and facilities  
 353 necessary for the contest. Such disbursements may go  
 354 to either Association Members or to Non-members.  
 355 Such disbursements shall be of an amount and form as  
 356 is approved by the State Board of Directors.  
 357

### 3.09 Other Association Activities

360 The State Board of Directors may conduct other  
 361 activities of an educational and/or social nature that  
 362 relate to the promotion of ~~Old-Time~~ Old-Time Fiddling.  
 363 Such activities may take the form of conventions,  
 364 meetings, workshops, schools, classes,  
 365 demonstrations, performances, exhibits, campouts,  
 366 picnics, etc. Such activities shall be open to all  
 367 members on an equal basis. Association funds and  
 368 property may be used for such activities only as  
 369 authorized by the State Board of Directors.

370

371

372

373

374

## 375 4.01 Officers

376

377 The officers of the Association shall be a President, a  
 378 Vice President, a Secretary, ~~a Membership Secretary,~~  
 379 ~~a Treasurer and an Editor~~ Treasurer, Membership  
 380 Secretary, and a Newsletter Editor. The Association  
 381 may also have such other officers as may be appointed  
 382 by the State Board of Directors. No person may hold  
 383 more than one office.  
 384

## 385 4.02 Appointment

386

387 The officers shall be chosen annually by the State  
 388 Board of Directors and each shall hold ~~his~~ office until  
 389 ~~he shall resign~~ resignation, ~~be removed~~ removal, or  
 390 ~~otherwise be disqualified to serve, and his successor~~  
 391 ~~shall be chosen~~ disqualification. The officers serve at  
 392 the pleasure of the State Board of Directors.  
 393

## 394 4.03 Removal and Resignation

395

396 Any officer may resign, or may be removed ~~without~~ for  
 397 cause by the State Board of Directors at any time.  
 398 Vacancies caused by death, resignation, or removal of  
 399 any officer may be filled by appointment by the State  
 400 Board of Directors, or by the President until such  
 401 appointment by the State Board of Directors.  
 402

403 Removal of an officer for cause is a serious matter and  
 404 must be conducted properly and only in accordance  
 405 with the California State Nonprofit Corporation Law and  
 406 ~~regulations~~ Regulations.  
 407

## 408 4.04 President

409

410 The President shall be the executive officer of the  
 411 Association and subject to the control of the State  
 412 Board of Directors; and, have general supervision,  
 413 direction, and control of the affairs of the Association.  
 414 ~~He~~ The President shall preside at all meetings of  
 415 ~~members~~ Members and meetings of the State Board of  
 416 Directors. In case of a tie vote by the State Board of  
 417 Directors, the President shall cast ~~his~~ a vote pro or con  
 418 to break the tie. In addition to such other duties as the  
 419 State Board of Directors may prescribe, ~~he~~ the  
 420 President shall coordinate all state State-sponsored  
 421 contests, appoint committees for same, and have  
 422 general supervision of such contests.  
 423

424

**4.05 Vice President**

The Vice President shall, in the absence or disability of the President, perform all the duties of the President and in such case, shall have the powers of, and be subject to, the restrictions upon the President. In the event the office of the President is vacated for any reason, the Vice President shall assume such office until a new President is appointed by the State Board of Directors.

**4.06 Secretary**

The Secretary shall perform such duties as may be directed by the State Board of Directors, and keep and maintain:

(a) a ~~book~~ **record** of minutes of all meetings of the State Board of Directors and Association members; ~~with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at Directors' meetings, and the proceedings~~

(b) ~~copy~~ **copies** of the Articles of Incorporation and of these ~~by laws~~ **Bylaws**, as amended to date; and,

(c) a ~~book~~ **record** of resolutions, ~~rules~~ **Standing Rules**, and ~~regulations~~ **regulations** adopted by the State Board of Directors.

The Secretary shall forward copies of official minutes to each Director, State Officer and District President.

Such records shall, at reasonable times, be open for inspection by the members. ~~The Secretary shall forward, in summary form, the decisions of the State Board Meetings to the Soundpost Editor for inclusion in the Soundpost.~~

**4.07 Treasurer**

The Treasurer shall perform such duties as may be directed by the State Board of Directors and keep and maintain adequate and correct books of account, showing the receipts and disbursements of the Association, and an account of its cash and other assets, if any. Such books of account shall, at reasonable times, be open to inspection by any member. The Treasurer shall deposit all moneys of the Association with such depositories as are designated by the State Board of Directors and shall disburse the funds of the Association as may be ordered by the State Board of Directors, and shall render to the President or the State Board of Directors upon request

statements of the financial condition of the Association. An annual financial report shall be provided each member of the Association each year. Such books of account for the Association shall be ~~audited~~ **examined** annually ~~in December~~ **within the first quarter of the New Year**, and prior to submission of tax forms by a professional CPA or qualified accountant; this ~~auditor~~ **examiner** may not be a member of the California State ~~Old-Time~~ **Old-Time** Fiddlers' Association.

**4.08 Editor**

The Editor shall perform such duties as may be directed by the State Board of Directors and shall publish a newsletter ~~at least six times a year~~ **regularly** describing the events and activities of the Association. ~~This newsletter shall be called The Soundpost.~~ Actions of the State Board of Directors, including, but not necessarily limited to, official notices, rules, regulations, resolutions, or procedures adopted, shall be included in this newsletter on a timely basis. Such items may be in summary form for this purpose.

**4.09 Membership Secretary**

The Membership Secretary shall perform such duties as may be directed by the State Board of Directors, ~~and:~~ **including:**

(a) keep and maintain a Membership ~~Register~~ **Roster** containing the name and address of each member, enrollment date, date of termination of membership, date dues are to be paid;

(b) provide Districts with forms and instructions for use in enrollment procedures;

(c) provide Districts with membership ~~certificates~~ **cards** for issuance to members; and,

(d) keep and maintain the District Map as approved by the State Board of Directors, pursuant to ~~Article V, Section 2,~~ **Section 5.02**, of these ~~by laws~~ **Bylaws**.

~~(e) Open records for inspection by members at reasonable times.~~

~~(f) Provide a current list of eligible voting members to any member of good standing within five (5) business days after receiving a written demand and upon payment of cost for preparation and mailing. The list must be used only for a lawful purpose within the stated purpose and functioning of the Association~~

## ARTICLE V

### DISTRICTS

#### 5.01 Formation

Effective January 1, 1976, the entire territory of the State of California shall be divided into Districts of the California State Old-Time Fiddlers' Association. The boundaries of each of these initial Districts shall be those boundaries proposed by the State Board of Directors. The Districts shall be numbered ~~consecutively~~ and named "District (number)," as the case may be.

#### 5.02 Map

The State Board of Directors shall prepare and maintain a map clearly delineating each District.

#### 5.03 Dissolution or Change of Boundaries

The State Board of Directors may propose dissolution, alteration, or change of the boundaries of any District once established. However, no dissolution, boundary alteration, or change shall be effective prior to the holding of at least one public hearing to be scheduled and conducted by the State Board of Directors, or their appointed representative, in each District for which dissolution is proposed or such boundary is proposed to be altered or changed. ~~Final approval of any~~ **Any such changes in Districts is effective only after approval by a majority vote of the Association members, with a quorum present must be approved by a majority vote of the members of each affected District. Final approval rests with the Board of Directors.**

A District may petition the State Board of Directors for dissolution, provided a majority of the District members vote for such dissolution. Also, a District with less than 25 members is subject to dissolution, upon the recommendation of the State Board of Directors and at the discretion of the Association members. If a District membership drops below 25, the State Board of Directors may cause a dissolution hearing to be held in that District. A report on that hearing will be presented to, and evaluated by the State Board of Directors. If the State Board of Directors determines that dissolution of the District may be in the best interests of the Association, additional public hearings will be held in the District with insufficient members and in adjacent Districts that would be affected by the dissolution. The State Board of Directors will evaluate the results of all the hearings. A majority vote of the State Board of

Directors, at a regular or special meeting, is necessary for a proposal to dissolve the District. ~~Approval of the dissolution proposal shall be by a majority vote of the Association members with a quorum present.~~ The area of the dissolved District shall be divided among adjacent Districts as approved by the State Board of Directors. ~~and the Association members in response to the dissolution hearings.~~

Upon dissolution of a District, official records of the District shall be ceded to the Association, and all cash and assets of value held by the District ~~may~~ **will** be ceded to the Association. Remaining District members ~~shall~~ **may** apply to the District of their choice for continuing membership. ~~The Number of that District shall not be reassigned unless members or prospective members in that same geographical area successfully apply for admission as a new District.~~

~~A prospective new District must petition~~ **Any petition to create a new District must be submitted to** the State Board of Directors. ~~for consideration of acceptance into the California State Old Time Fiddlers' Association. The prospective District must indicate the desired geographic boundaries, a list of initial members, a list of prospective officers, and indicate the viability and prospective success of a new District There shall be at least 25 names on the list of initial members.~~ **This petition must first indicate the viability and prospective success for the new District. The petition must include the desired geographic boundaries, a list of at least 25 prospective members, and a list of prospective officers.**

A referee shall be appointed by the State Board of Directors as ~~their~~ **its** official representative to assist and evaluate the new prospective District. The referee shall ~~hold a meeting~~ **meet** with the existing Districts that would be affected by membership and area loss. If there is mutual agreement, a positive report shall be ~~made~~ **submitted** to the State Board of Directors.

~~All questions and requirements being satisfied, the State Board of Directors may vote to submit the proposal for the admission of the new District to be voted on by the members of the Association. A majority vote of the Association members, with a quorum present, is necessary to approve the admission of a new District.~~

#### 5.04 Advisory Council

Each District shall have an Advisory Council consisting of three members elected by membership of the District. ~~Each member shall be a member of the District and of the Association. A Chairperson shall be elected by a majority of the Advisory Council.~~ A member of the

648 Advisory Council shall not hold any other office in the  
649 District or Association. The Advisory Council shall  
650 serve in an advisory capacity and may recommend  
651 rules and regulations to the Board of Officers for the  
652 conduct of District business which is not in conflict with  
653 law, the Articles of Incorporation, or these ~~by-laws~~  
654 **Bylaws**. The members of the Advisory Council will  
655 constitute a portion of the membership of the Board of  
656 Officers.

#### 657 658 **5.05 Officers**

659  
660 The Officers of the District shall be a President, Vice  
661 President, Secretary, Treasurer, and Membership  
662 Secretary. The District may also have such other  
663 officers as may be recommended by the Advisory  
664 Council and approved by the Board of Officers. Such  
665 Officers shall perform their functions on District matters  
666 in a manner parallel to the Association ~~officers~~ **Officers**,  
667 and shall be ~~responsible~~ **responsive** to the needs of the  
668 District and to its members. Together with the Advisory  
669 Council they shall constitute the Board of Officers to  
670 exercise the powers of the District, to control the  
671 property and affairs of the District, and otherwise to  
672 conduct the business of the District. All elected  
673 advisors and officers serve at the pleasure of the  
674 District Membership. Officers may be removed from  
675 office without cause by a majority vote of the District  
676 Members in either a regular or a special election.  
677 Removal of an officer for cause is a serious matter and  
678 must be conducted properly and only in accordance  
679 with the California State Nonprofit Corporation Law and  
680 ~~regulations~~ **Regulations**.

#### 681 682 **5.06 Elections**

683  
684 Nominations for the District Director, all Officers, and  
685 the Advisory Council will be held in ~~September~~ **the fall**  
686 of each year. The Advisory Council or a nominating  
687 committee should be utilized, followed by the opening  
688 of nominations from the floor. Nominations must be  
689 made in an open business meeting that has been  
690 publicized at least ten (10) days before such meeting  
691 by mail. A mail ballot, ~~would with provisions for write-in~~  
692 ~~votes, will then be prepared for each member.~~ **votes, will** ~~then~~  
693 ~~be prepared for each member.~~ **will** ~~be~~  
694 ~~counted at a similarly publicized October meeting and~~  
695 ~~the new Officers results announced.~~ A majority of the  
696 votes cast is needed to elect candidates. A quorum, as  
697 defined in ~~Article VI, Section 7~~ **Section 6.07**, is required  
698 for such actions. ~~The District Director assumes the~~  
699 ~~office on November 1 and the District Officers and~~  
700 ~~Advisory Council.~~ **All those elected** assume office on  
701 January 1.

702  
703

#### 704 **5.07 District President**

705  
706 The President shall be the ~~executive officer~~ **Executive**  
707 **Officer** of the District; and, subject to the control of the  
708 Board of Officers, have general supervision, direction,  
709 and control of the affairs of the District. ~~He~~ **and** shall  
710 preside at all meetings of District members and  
711 meetings of the Board of Officers. The President has  
712 voting privileges at both meetings.

#### 713 714 **5.08 District Vice President**

715  
716 The Vice President shall, in the absence ~~or disability~~  
717 of the President, perform all the duties of the President  
718 and in such case, shall have the powers of, and be  
719 subject to, the restrictions upon the President. In the  
720 event the office of the President is vacated for any  
721 reason, the Vice President shall assume such office  
722 until a new President is appointed by the Board of  
723 Officers.

#### 724 725 **5.09 District Secretary**

726  
727 The District Secretary shall perform such duties as  
728 may be directed by the Board of Officers, and shall  
729 keep and maintain:

- 730  
731 (a) a ~~book~~ **record** of minutes of all meetings of  
732 Board of Officers and District members, with the  
733 time and place of holding, how called or  
734 authorized, the notice thereof given, the names of  
735 those present at Board of Officers' meetings, and  
736 the proceedings thereof;
- 737  
738 (b) a copy of these ~~by-laws~~ **Bylaws**, as amended  
739 to date;
- 740  
741 (c) a copy of all District Standing Rules; and,
- 742  
743 (d) a ~~book~~ **record** of resolutions, rules, and  
744 regulations adopted by the Board of Officers.

745  
746 Such records shall, at reasonable times, be open for  
747 inspection by the members.

748  
749 The District Secretary shall notify the Secretary and  
750 Membership Secretary of the Association in writing of  
751 the results of the elections, or change in any office and  
752 expulsion of members, within 30 days after occurrence.

#### 753 754 **5.10 District Membership Secretary**

755  
756 ~~It shall be the duty of the~~ **The** District Membership  
757 Secretary ~~to~~ **shall** perform such duties as may be  
758 directed by the Board of Officers; to collect dues, issue  
759 membership ~~certificates~~ **cards**, and remit fifty percent

760 (50%) of all dues collected to the Association  
 761 Treasurer, retaining fifty percent (50%) with the District;  
 762 to maintain a District Membership Register ~~Roster~~ **Roster**  
 763 containing the name and address of each member,  
 764 enrollment date, date of termination of membership,  
 765 date dues are to be paid; and to provide membership  
 766 information to the Association Membership Secretary;  
 767 ~~as requested.~~

#### 769 5.11 District Treasurer

770  
 771 The District Treasurer shall perform such duties as  
 772 may be directed by the Board of Officers and keep and  
 773 maintain adequate and correct books of account,  
 774 showing the receipts and disbursements of the District,  
 775 and an account of its cash and other assets, if any.  
 776 Such books of account shall, at reasonable times, be  
 777 open to inspection by any member. The Treasurer  
 778 shall deposit all moneys of the District with such  
 779 depositories as are designated by the Board of Officers  
 780 and shall disburse the funds of the District as may be  
 781 ordered by the Board of Officers, and shall render to  
 782 the President or the Board of Officers upon request  
 783 statements of the financial condition of the District. An  
 784 annual financial report shall be provided each member  
 785 of the District. Such books of account for the District  
 786 shall be ~~audited~~ **examined** annually in ~~December and~~  
 787 ~~prior to January 1~~ **prior to February 15** by a committee  
 788 of two (2) District members, knowledgeable in  
 789 bookkeeping, appointed by the Board of Officers. The  
 790 Board of Officers may, if ~~they~~ **it** ~~deems~~ **deems** necessary, seek  
 791 additional assistance from the Association Treasurer  
 792 and/or have the ~~audit~~ **examination** conducted by a  
 793 professional CPA or qualified accountant ~~that may~~ **who**  
 794 ~~cannot~~ **cannot** be a member of the Association. Each District  
 795 Treasurer shall ~~file~~ **prepare** monthly financial reports of  
 796 the District and shall file, prior to February 15, the  
 797 annual financial report, as ~~audited-examined~~, of the  
 798 District with the Association Treasurer.

#### 800 05.12 District Fiddle Contests

801  
 802 In addition to any other activities performed, the District  
 803 Board of Officers may conduct a District fiddle contest  
 804 in accordance with rules and procedures adopted by  
 805 the Board of Officers. ~~The rules must be concise, fair,~~  
 806 ~~and must satisfy the requirements of a smooth-running~~  
 807 ~~contest.~~ The rules and procedures adopted by the  
 808 District Board of Officers pursuant to this Section shall  
 809 be available to all District members and to all  
 810 prospective contestants prior to start of the contest.

811  
 812 The District may present trophies and/or prize money  
 813 to the winners. ~~of the contests.~~ The District may pay for  
 814 services and facilities necessary for the contests. Such  
 815 disbursements may go to either District Members or to

816 Non-members. Such disbursements shall be of an  
 817 amount and form as is approved by the District Board  
 818 of Officers.

#### 820 5.13 Other District Activities

821  
 822 The District Board of Officers may conduct other  
 823 activities of an educational and/or social nature that  
 824 relate to the promotion of ~~Old-Time~~ **Old-Time** Fiddling.  
 825 Such activities may take the form of conventions,  
 826 meetings, workshops, schools, classes,  
 827 demonstrations, performances, exhibits, campouts,  
 828 picnics, etc. Such activities shall be open to all  
 829 members on an equal basis. District funds and  
 830 properties may be used for such activities only as  
 831 authorized by the District Board of Officers.

## 833 ARTICLE VI

### 834 MISCELLANEOUS

#### 837 6.01 Execution of Documents

838  
 839 The State Board of Directors may authorize any officer  
 840 or officers, agent or agents, to enter into any contract  
 841 or execute any instrument in the name of or on behalf  
 842 of the Association and such authority may be general  
 843 or confined to specific instances; and, unless so  
 844 authorized by the State Board of Directors, no officer,  
 845 agent, or other person shall have any power or  
 846 authority to bind the Association by any contract of  
 847 engagement or to pledge its credit or to render it liable  
 848 for any purpose or to any amount.

849  
 850 The District Board of Officers may authorize any officer  
 851 or officers, agent or agents, to enter into any contract  
 852 or execute any instrument in the name of or on behalf  
 853 of the District and such authority may be general or  
 854 confined to specific instances; and, unless so  
 855 authorized by the Board of Officers, no officer, agent,  
 856 or other person shall have any power or authority to  
 857 bind the District by any contract of engagement or to  
 858 pledge its credit or to render it liable for any purpose or  
 859 to any amount.

860  
 861 Officers, District Directors, or Members shall not be  
 862 held personally liable for the debts, liabilities, or  
 863 obligations of the Association.

#### 865 6.02 Construction and Definitions

866  
 867 Unless the context otherwise requires, the general  
 868 provisions, rules of construction, and definitions  
 869 contained in the California State Non-profit Corporation  
 870 Law shall govern the construction of these ~~by-laws~~



871 **Bylaws** and the operation of the Association. Nothing  
 872 contained in these Bylaws shall be construed to  
 873 authorize this Association to carry out any activity for  
 874 the profit of its members, or to distribute any gains,  
 875 profits or dividends to any of its members as such,  
 876 except as outlined herein or except upon dissolution of  
 877 the Association.

878

### 879 **6.03 Rules of Order**

880

881 The rules contained in Robert's Rules of Order,  
 882 Revised, shall govern all meetings of members, the  
 883 Advisory Councils and Boards, except in instances of  
 884 conflict between said Rules of Order and the Articles of  
 885 Incorporation or ~~By-laws~~ **Bylaws** of the Association or  
 886 provisions of law.

887

### 888 **6.04 Transfer of Records**

889

890 All records of the District or Association required to be  
 891 kept or maintained by any officer shall be transferred  
 892 by such officer to the newly appointed officer on or  
 893 before the date such new appointment is effective.

894

### 895 **6.05 Mailing**

896

897 Any provision of these ~~by-laws~~ **Bylaws** relating to  
 898 mailing of information or voting material to members  
 899 may be met by the inclusion of the appropriate material  
 900 in an issue of ~~The Soundpost~~ **the State Newsletter**  
 901 **and/or** in an issue of the District Newsletter within the  
 902 time limits which may be prescribed **by these Bylaws.**

903

### 904 **6.06 Non-Member Participation**

905

906 ~~A non member~~ **Non-members** may participate in any  
 907 activity conducted or sponsored by any District and/or  
 908 the Association upon approval of the ~~Advisory Council~~  
 909 **or Board of Officers** or the State Board of Directors, as  
 910 the case may be.

911

### 912 **6.07 Power of Members**

913

914 Proposals to adopt new ~~by-laws~~ **Bylaws** or to amend or  
 915 repeal these ~~by-laws~~ **Bylaws** may be made by a voting  
 916 member. Such proposal must be submitted in writing  
 917 and supported by the written assent of not less than  
 918 ten percent (10%) of the voting membership. Upon  
 919 receipt of such a valid proposal, the State Board of  
 920 Directors shall submit such proposal to a vote of the  
 921 Association membership.

922

923 ~~Any action that would change the authorized number of~~  
 924 ~~Directors shall be approved only by an affirmative vote~~

925 ~~of a majority of the Association members voting on~~  
 926 ~~such a proposal. Therefore, any actions that would add~~  
 927 ~~new Districts change the boundaries of existing~~  
 928 ~~Districts, or dissolve existing Districts shall be~~  
 929 ~~approved only by an affirmative vote of a majority of~~  
 930 ~~the Association members voting on such a proposal~~  
 931 ~~submitted by the State Board of Directors or by written~~  
 932 ~~assent of the majority of the voting Association~~  
 933 ~~members.~~

934

935 ~~Other~~ Matters of business submitted to the members  
 936 for approval may ~~similarly~~ be approved by a majority  
 937 vote of the members voting at a members' meeting, or  
 938 by a majority approval in a mail-in vote. In all such  
 939 cases, a quorum is required. At a members' meeting, a  
 940 quorum is defined as at least one-third (1/3) of the  
 941 eligible voters ~~being either present. or represented by~~  
 942 ~~proxy. For~~ **In** a mail-in vote, a quorum is defined as a  
 943 ~~vote response being~~ received from at least one-third  
 944 (1/3) of the eligible voters.

945

### 946 **6.08 Power of Directors**

947

948 ~~Proposals to adopt new by-laws, amend or repeal~~  
 949 ~~these by-laws, to add new Districts, to dissolve existing~~  
 950 ~~Districts, or to change the boundaries of existing~~  
 951 ~~Districts may be made by the State Board of Directors.~~  
 952 The State Board of Directors may take all ~~other~~ actions  
 953 relating to this Association that **is are** not contrary to  
 954 the Articles of Incorporation, these ~~By-Laws~~ **Bylaws**, or  
 955 ~~governing Corporations Code~~ **applicable California**  
 956 **State laws.**

957

### 958 **6.09 Voting Rights and Privileges**

959

960 All members (including Honorary Life Members) shall  
 961 have equal voting and other rights and privileges with  
 962 the exception that minors under eighteen (18) years of  
 963 age shall not be entitled to vote.

964

### 965 **6.10 Explanation of Terminology**

966

967 Reference to the Association means the California  
 968 State Old-Time Fiddlers' Association, as defined in the  
 969 Articles of Incorporation and these ~~By-Laws~~ **Bylaws.**  
 970 Reference to the Board of Directors or the State Board  
 971 of Directors or the Board (in the State or Association  
 972 context) means the governing body of the California  
 973 ~~State Old-Time~~ **Old-Time** Fiddlers' Association which  
 974 consists of the several District Directors. Reference to  
 975 the Board of Officers or the Board (in the District  
 976 context) or the Advisory Council means the respective  
 977 governing bodies of the District.

978

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the California State Old-Time Fiddlers' Association, a California non-profit corporation, and that the foregoing Bylaws constitute the Revised Bylaws of said corporation as duly adopted **by its members in elections in each district (pursuant to Section 5.06), within six (6) months following State Board approval.** ~~at a general membership meeting held on \_\_\_\_\_, \_\_\_\_\_.~~

In Witness Whereof, I have hereunto subscribed my name this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Josie E. Rosica, Secretary, CSOTFA