ARTICLE I
PRINCIPAL OFFICE

1.01 Principal Office
The California State Old-Time Fiddlers’ Association (Association) is chartered by the State of California as an Educational Non-profit Corporation IRS 501(c)(3) 23-7288853. 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. Any such change shall be noted by the Secretary, opposite this section, but shall not be considered an amendment of these 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 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 Qualifications and Admission of Members
An applicant shall be admitted to membership upon 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 card by the District and will become a member of the Association.

The membership cards shall be supplied to Districts by the Membership Secretary. The face of the 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.

An applicant may request admission in writing in 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 made at each District involved and is effective after notification to the State Membership Secretary.

Members who have made exceptional contributions to the Association or District may be appointed as Honorary Life Members following the 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 charged dues in their designated Home District. The District may be assessed a one-time processing fee by the State Board of Directors 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 transferrable. An Honorary Life Member may have the Honorary Life Membership revoked for serious cause, as may be recommended by the District Board of Officers and approved by the State Board of Directors.

2.04 Termination of Membership
A membership automatically terminates upon the death or resignation of a member or for non-payment of dues.

A member may be expelled for conduct which the Board of Directors shall deem inimical to the best interests of the Association. The State Board of Directors shall establish Guidelines for Expulsion consistent with the Articles of Incorporation, these Bylaws and existing laws, defining the “best interests of the Association” and providing uniform current procedures for implementing these provisions. Expulsion is a serious matter and should occur only...
after a fair and open hearing at which the accused is determined by the Board of Officers and special present and is allowed to present a defense against meetings of the members may be called and held as the charges. A two-thirds (2/3) majority vote by the may be ordered by the Board of Officers or by Board of Directors of the District involved is necessary members holding not less than ten percent (10%) of for expulsion. Within thirty (30) days after such the voting power of the members. Notice of expulsion, the expelled member may make a request meetings of members shall be given each member in writing to the State Board of Directors for re- not less than ten (10) days before such meeting by admittance. At the next meeting of the State mailing a copy of said notice to the address of each Board of Directors, a hearing on the matter will be member as it appears on the Membership Roster of held where all interested parties may be heard and the the District or by notifying members via the District request is either denied or approved. The decision newsletter.

Only members will be allowed to participate and vote of the State Board of Directors shall be final. in any meeting of this organization except by

Expulsion from a District will terminate membership invitation of the State Board of Directors or the Board in the remaining Districts and in the Association with of Officers, as appropriate.

Any matter proposed at any meeting of members no refund of dues. shall be approved only when a quorum is present and only when a majority of the votes cast are in

Minors must have a parent or adult sponsor who is favor of such proposal. Matters discussed when a eighteen years of age or over quorum is not present are considered only advisory

A member (including an Honorary Life Member) may in nature.

not transfer his membership or any rights thereof. All

At any business meeting of members, a quorum is
good standing may be counted if the member present when at least one-third (1/3) of the eligible represented by proxy. The vote of any member in voting members (Association or District as good standing may be counted if the member appropriate) are either present in person or are authorized in writing that another member can act on his/her behalf. The authority can be limited to one or more specific subjects requiring action or to all items discussed at a single meeting. A separate proxy is

Minors - under eighteen years of age needed for each meeting that the member cannot


Minors must have a parent or adult sponsor who is also a member. No further assessments to

Adults – eighteen years of age members shall be allowed.

Minors - under eighteen years of age

Minors - under eighteen years of age

2.05 Dues

Annual dues shall be payable upon admission to membership and annually thereafter on the effective date due. A thirty (30) day grace period exists wherein dues may be paid without affecting continuity of membership. The State Board of Directors shall determine dues amounts on an annual basis. Membership
categories shall include:

Couples (with spouse or partner)

Adults – eighteen years of age or over

2.06 Meetings of Members

State Association: One annual business meeting of the members shall be held at a place to be determined by the State Board of Directors each year, and special meetings of the members may be called and held as may be ordered by the State Board of Directors or by members holding not less than ten percent (10%) of the voting power of the members. Notice of the meetings of members shall be given not less than ten (10) days before such meeting by mailing a copy of such notice to the address of each member as it appears on the Membership Roster of the Association or by notifying members via the State and District newsletter.

District: A minimum of three regular business meetings shall be held each year at a place to be
3.03 Meetings
Meetings of the State Board of Directors shall be called by the Chairperson of the Board or when a majority of the Directors deem necessary. This meeting call may be accomplished by any practical means. There shall be a minimum of two (2) State Board of Directors meetings per calendar year.

3.04 Quorum
Any vacancy caused by the death, resignation, disability, suspension, termination of membership or other reason, shall be filled by the appointment of a new Director by the Board of Officers of the appropriate District. Such appointee shall serve for the unexpired term only of the former Director unless elected pursuant to Section 3.02.

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

3.06 Fees and Compensation
Directors shall receive no compensation for their services, but may receive, from their Home District such reimbursement for expenses which are approved by the District Board of Officers. (See Standing Rules regarding reimbursement to State Officers.)

3.07 Powers and Duties
In addition to those duties which may be set forth or authorized under the provisions of the Articles of Incorporation or these Bylaws, the State Board of Directors shall exercise the powers of the Association, control its property and affairs, and perform those acts authorized by law which are necessary or expedient for the administration of the affairs and attainment of the purposes of the Association.

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

The District Director shall attend meetings of the District Board of Officers as well as the State Board of Directors in order that effective communications take place between both boards. The Director shall have voting power only at meetings of the State Board of Directors.

It shall be the duty of the District Director to give a full report of all meetings of the State Board of Directors, its actions, proposals, and desires, to the District Board of Officers and to the District Members. It shall be the duty of the District Director to determine and forward to the State Board of Directors the wishes and desires of the District members.

3.08 State-Wide Fiddle Contest
In addition to any other activities performed, the State Board of Directors shall conduct a state-wide fiddle contest each year in accordance with rules and procedures adopted by the Board.

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

The Association may present trophies and/or prize money to the winders of the Contest. The Association may pay for services and facilities necessary for the contest. Such disbursements may go to either Association Members or to Non-members. Such disbursements shall be of an amount and form as is approved by the State Board of Directors.

3.09 Other Association Activities
The State Board of Directors may conduct other activities of an educational and/or social nature that relate to the promotion of Old-Time Fiddling. Such activities may take the form of conventions, meetings, workshops, school, classes, demonstrations, performances, exhibits, campsouts, picnics etc. Such activities shall be open to all members on an equal basis. Association funds and property may be used for such activities only as authorized by the State Board of Directors.
ASSOCIATION OFFICERS

4.01 Officers

The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, a Membership Secretary, and a Newsletter Editor. The Association may also have such other officers as may be appointed by the State Board of Directors. No person may hold more than one office.

4.02 Appointment

The officers shall be chosen annually by the State Board of Directors and each shall hold office until resignation, removal, or disqualification. The officers serve at the pleasure of the State Board of Directors.

4.03 Removal and Resignation

Any officer may resign, or may be removed for cause by the State Board of Directors at any time. Vacancies caused by death, resignation, or removal of any officer may be filled by appointment by the State Board of Directors, or by the President until such appointment by the State Board of Directors.

Removal of an officer for cause is a serious matter and must be conducted properly and only in accordance with the California State Nonprofit Corporation Law and Regulations.

4.04 President

The President shall be the executive officer of the Association and subject to the control of the State Board of Directors; and, have general supervision, direction, and control of the affairs of the Association.

The President shall preside at all meetings of Members and meetings of the State Board of Directors. In case of a tie vote by the State Board of Directors, the President shall cast a vote pro or con to break the tie. In addition to such other duties as the State Board of Directors may prescribe, the President shall coordinate all State-sponsored contests, appoint committees for same, and have general supervision of such contests.

4.05 Vice President

The Vice President shall, in the absence 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 record of minutes of all meetings of the State Board of Directors and Association members;
- Copies of the Articles of Incorporation and of these Bylaws, as amended to date; and
- Record of resolutions, Standing Rules, and 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.

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 examined annually within the first quarter of the New Year, and prior to submission of tax forms by a professional CPA or qualified accountant; this examiner may not be a member of the California State 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 regularly describing the events and activities of the Association. 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, including:

- Keep and maintain a Membership Roster containing the name and address of each member 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 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. Any such changes 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 to dissolve the District. The area of the dissolved District shall be divided among adjacent Districts as approved by the State Board of Directors.

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 will be ceded to the Association. Remaining District members may apply to the District of their choice for continuing membership.

Any petition to create a new District must be submitted to the State Board of Directors. 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 its official representative to assist and evaluate the new prospective District. The referee shall meet with the existing Districts that would be affected by membership and area loss. If there is mutual agreement, a positive report shall be submitted to the State Board of Directors.

5.04 Advisory Council
Each District shall have an Advisory Council consisting of three members elected by membership of the District. A member of the Advisory Council shall not hold any other office in the District or Association. The Advisory Council shall serve in an advisory capacity and may recommend rules and regulations to the Board of Officers for the conduct of District business which is not in conflict with law, the Articles of Incorporation, or these Bylaws. The members of the Advisory Council will constitute a portion of the membership of the Board of Officers.

5.05 Officers
The Officers of the District shall be a President, Vice President, Secretary, Treasurer, and Membership Secretary. The District may also have such other officers as may be recommended by the Advisory Council and approved by the Board of Officers. Such Officers shall perform their functions on District matters in a manner parallel to the Association Officers. Members of the District. Together with the Advisory Council they shall constitute the Board of Officers to exercise the powers of the District, to control the property and affairs of the District, and otherwise to conduct the business of the District. All elected advisors and officers serve at the pleasure of...
the District Membership. Officers may be removed from office without cause by a majority vote of the District Members in either a regular or a special election. Removal of an officer for cause is a serious matter and must be conducted properly and in accordance with the California State Nonprofit Corporation Law and Regulations.

5.06 Elections

Nominations for the District Director, all Officers, and the Advisory Council will be held in the fall of each year. The Advisory Council or a nominating committee should be utilized, followed by the opening of nominations from the floor. Nominations must be made in an open business meeting that has been publicized at least ten (10) days before such meeting by mail. A mail ballot, with provisions for write-in votes, will be prepared for each member. Ballots will be counted and the results announced. A majority of the votes cast is needed to elect candidates. A quorum, as defined in Section 6.07, is required for such actions. All those elected assume office on January 1.

5.07 District President

The President shall be the Executive Officer of the District; and, subject to the control of the Board of Officers, have general supervision, direction, control of the affairs of the District, and shall preside at all meetings of District members and meetings of the Board of Officers. The President has voting privileges at both meetings.

5.08 District Vice President

The Vice President shall, in the absence 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 Board of Officers.

5.09 District Secretary

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

a) A record of minutes of all meetings of the Board of Officers and District members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at Board of Officers' meetings, and the proceedings thereof;

b) A copy of these Bylaws, as amended to date;

c) A copy of all District Standing Rules; and

d) A record of resolutions, rules, and regulations adopted by the Board of Officers.

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

The District Secretary shall notify the Secretary and Membership Secretary of the Association in writing of the results of the elections, or change in any office and expulsion of members, within thirty (30) days after occurrence.

5.10 District Membership Secretary

The District Membership Secretary shall perform such duties as may be directed by the Board of Officers; to collect dues, issue membership cards, and remit fifty percent (50%) of all dues collected to the Association Treasurer, retaining fifty percent (50%) with the District; to maintain a District Membership Roster containing the name and address of each member, enrollment date, date of termination of membership, date dues are to be paid; and to provide membership information to the Association Membership Secretary.

5.11 District Treasurer

The District Treasurer shall perform such duties as may be directed by the Board of Officers and keep and maintain adequate and correct books of account, showing the receipts and disbursements of the District, and an account if 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 District with such depositories as are designated by the Board of Officers and shall disburse the funds of the District as may be ordered by the Board of Officers, and shall render to the President or the Board of Officers upon request statements of the financial condition of the district. An annual financial report shall be provided each member of the District. Such books of account for the District shall be examined annually prior to February 15 by a committee of two (2) District members, knowledgeable in bookkeeping, appointed by the Board of Officers. The Board of Officers may, if it deems necessary, seek additional assistance from the Association Treasurer and/or have the examination conducted by a professional CPA or qualified accountant who cannot be a member of the Association. Each District Treasurer shall prepare monthly financial reports of the District and shall file, prior to February 15, the annual financial report, as examined, of the District with the Association Treasurer.

5.12 District Fiddle Contests
In addition to any other activities performed, the District Board of Officers may conduct a District fiddle contest in accordance with rules and procedures adopted by the Board of Officers. The rules and procedures adopted by the District Board of Officers pursuant to this Section shall be available to all District members and to all prospective contestants prior to start of the contest.

The District may present trophies and/or prize money to the winners. The District may pay for services and facilities necessary for the contest. Such disbursements may go to either District Members or to non-Members. Such disbursements shall be of an amount and form as is approved by the District Board of Officers.

5.13 Other District Activities

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

ARTICLE VI
MISCELLANEOUS

6.01 Execution of Documents

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

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

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

6.02 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California State Non-profit Corporation Law shall govern the construction of these Bylaws and the operation of the Association. Nothing contained in these Bylaws shall be construed to authorize this Association to carry out any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members as such, except as outlined herein or except upon dissolution of the Association.

6.03 Rules of Order

The rules contained in Robert's Rules of Order, Revised, shall govern all meetings of members, the Advisory Council and Boards, except in instances of conflict between said Rules of Order and the Articles of Incorporation or Bylaws of the Association or provisions of law.

6.04 Transfer of Records

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

6.05 Mailing

Any provision of these Bylaws relating to mailing of information or voting material to members may be met by the inclusion of the appropriate material in an issue of the State Newsletter and/or in an issue of the District Newsletter within the time limits which may be prescribed in these Bylaws.

6.06 Non-member Participation

Non-members may participate in any activity conducted or sponsored by any District and/or the Association upon approval of the Board of Officers or the State Board of Directors, as the case may be.

6.07 Power of Members

Proposals to adopt new Bylaws or to amend or repeal these Bylaws may be made by a voting member. Such proposal must be submitted in writing and supported by the written assent of not less than ten percent (10%) of the voting membership. Upon receipt of such a valid proposal, the State Board of Directors shall submit such proposal to a vote of the Association membership.
Matters of business submitted to the members for approval may be approved by a majority vote of the members voting at a members' meeting, or by a majority approval in a mail-in vote. In all such cases, a quorum is required. At a members' meeting, a quorum is defined as at least one-third (1/3) of the eligible voters present. In a mail-in vote, a quorum is defined as a vote received from at least one-third (1/3) of the eligible voters.

6.08 Power of Directors
The State Board of Directors may take all actions relating to this Association that are not contrary to the Articles of Incorporation, these Bylaws, or applicable California State laws.

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

6.10 Explanation of Terminology
Reference to the Association means the California State Old-time Fiddlers' Association, as defined in the Articles of Incorporation and these Bylaws. Reference to the Board of Directors or the State Board of Directors or the Board (in the State or Association context) means the governing body of the California State Old-time Fiddlers' Association which consists of the several District Directors. Reference to the Board of Officers or the Board (in the District context) or the Advisory Council means the respective governing bodies of the District.

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.

In Witness Whereof, I have hereunto subscribed my name this ____ day of _______________, 2017.

________________________________________
Secretary, CSOTFA