



CALIFORNIA STATE OLD-TIME FIDDLERS' ASSOCIATION

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 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

89 after a fair and open hearing at which the accused is
 90 present and is allowed to present a defense against
 91 the charges. A two-thirds (2/3) majority vote by the
 92 Board of Officers of the District involved is necessary
 93 for expulsion. Within thirty (30) days after such
 94 expulsion, the expelled member may make a request
 95 in writing to the State Board of Directors for re-
 96 admittance. At the next meeting of the State Board
 97 of Directors, a hearing on the matter will be held
 98 where all interested parties may be heard and the
 99 request is either denied or approved. The decision
 100 of the State Board of Directors shall be final.
 101 Expulsion from a District will terminate membership
 102 in the remaining Districts and in the Association with
 103 no refund of dues.

104 A member (including an Honorary Life Member) may
 105 not transfer his membership or any rights thereof. All
 106 rights of a member in the Association or all rights of
 107 a member to the use of the Association's property or
 108 a District's property shall cease upon termination of
 109 membership.

110 **2.05 Dues**

111 Annual dues shall be payable upon admission to
 112 membership and annually thereafter on the effective
 113 date due. A thirty (30) day grace period exists
 114 wherein dues may be paid without affecting
 115 continuity of membership.

116 The State Board of Directors shall determine dues
 117 amounts on an annual basis. Membership
 118 categories shall include:

- 119 Couples (with spouse or partner)
- 120 Adults – eighteen years of age or over
- 121 Minors - under eighteen years of age

122 Minors must have a parent or adult sponsor who is
 123 also a member. No further assessments to
 124 members shall be allowed.

125 **2.06 Meetings of Members**

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

139 District: A minimum of three regular business
 140 meetings shall be held each year at a place to be

141 determined by the Board of Officers and special
 142 meetings of the members may be called and held as
 143 may be ordered by the Board of Officers or by
 144 members holding not less than ten percent (10%) of
 145 the voting power of the members. Notice of
 146 meetings of members shall be given each member
 147 not less than ten (10) days before such meeting by
 148 mailing a copy of said notice to the address of each
 149 member as it appears on the Membership Roster of
 150 the District or by notifying members via the District
 151 newsletter.

152 Only members will be allowed to participate and vote
 153 in any meeting of this organization except by
 154 invitation of the State Board of Directors or the Board
 155 of Officers, as appropriate.

156 Any matter proposed at any meeting of members
 157 shall be approved only when a quorum is present
 158 and only when a majority of the votes cast are in
 159 favor of such proposal. Matters discussed when a
 160 quorum is not present are considered only advisory
 161 in nature.

162 At any business meeting of members, a quorum is
 163 present when at least one-third (1/3) of the eligible
 164 voting members (Association or District as
 165 appropriate) are either present in person or are
 166 represented by proxy. The vote of any member in
 167 good standing may be counted if the member
 168 authorizes in writing that another member can act on
 169 his/her behalf. The authority can be limited to one or
 170 more specific subjects requiring action or to all items
 171 discussed at a single meeting. A separate proxy is
 172 needed for each meeting that the member cannot
 173 attend. (Ref. Robert's Rules of Order 2011 Edition)

174 **ARTICLE III**

175 **Association Directors**

176 **3.01 Number and Qualification**

177 The authorized number of Directors of the
 178 Association shall be equal to the number of Districts
 179 established pursuant to Section 5.01 of these
 180 Bylaws. A Director shall be a member of a District
 181 and of the Association and shall cease to be a
 182 Director when for any reason he ceases to be a
 183 member. A Member of the State Board of Directors
 184 shall be appointed as Chairperson by a majority of
 185 the State Board of Directors. A Director shall not
 186 hold any other office in a District or the Association.

187 **3.02 Election and Term of Office**

188 One Director from each District shall be elected for a
 189 two-year term of office with the odd-numbered
 190 Districts electing a Director in the odd-numbered
 191 years and even-numbered Districts electing a
 192 Director in even-numbered years. The Election shall
 193 take place by mail vote as set by the Board of

194 Officers. The Secretary of the District shall
 195 immediately notify the Secretary and Membership
 196 Secretary of the Association in writing of the results
 197 of the election.

198 Nomination for Directors held under the provisions of
 199 these Bylaws shall be made in an open business
 200 meeting of District members.

201 A Director serves at the pleasure of the Home
 202 District members. A Director may be removed from
 203 office without cause if two-thirds (2/3) majority of
 204 votes cast by members in either a regular or special
 205 election of the Home District favors such removal. A
 206 Director may be removed for cause only as provided
 207 for in the California State Non-profit Law and
 208 Regulations.

209 3.03 Meetings

210 Meetings of the State Board of Directors shall be
 211 called by the Chairperson of the Board or when a
 212 majority of the Directors deem necessary. This
 213 meeting call may be accomplished by any practical
 214 means. There shall be a minimum of two (2) State
 215 Board of Directors meetings per calendar year.

216 3.04 Vacancies

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

224 3.05 Quorum

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

233 3.06 Fees and Compensation

234 Directors shall receive no compensation for their
 235 services, but may receive, from their Home District
 236 such reimbursement for expenses which are
 237 approved by the District Board of Officers. (See
 238 Standing Rules regarding reimbursement to State
 239 Officers.)

240 3.07 Powers and Duties

241 In addition to those duties which may be set forth or
 242 authorized under the provisions of the Articles of
 243 Incorporation or these Bylaws, the State Board of
 244 Directors shall exercise the powers of the
 245 Association, control its property and affairs, and

246 perform those acts authorized by law which are
 247 necessary or expedient for the administration of the
 248 affairs and attainment of the purposes of the
 249 Association.

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

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

261 It shall be the duty of the District Director to give a
 262 full report of all meetings of the State Board of
 263 Directors, its actions, proposals, and desires, to the
 264 District Board of Officers and to the District
 265 Members. It shall be the duty of the District Director
 266 to determine and forward to the State Board of
 267 Directors the wishes and desires of the District
 268 members.

269 3.08 State-Wide Fiddle Contest

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

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

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

287 3.09 Other Association Activities

288 The State Board of Directors may conduct other
 289 activities of an educational and/or social nature that
 290 relate to the promotion of Old-Time Fiddling. Such
 291 activities may take the form of conventions,
 292 meetings, workshops, school, classes,
 293 demonstrations, performances, exhibits, campouts,
 294 picnics etc. Such activities shall be open to all
 295 members on an equal basis. Association funds and
 296 property may be used for such activities only as
 297 authorized by the State Board of Directors.

ARTICLE IV

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:

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- a) A record of minutes of all meetings of the State Board of Directors and Association members;
- b) Copies of the Articles of Incorporation and of these Bylaws, as amended to date; and
- c) Record of resolutions, Standing Rules, and regulations adopted by the State Board of Directors.

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

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

4.07 Treasurer

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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.

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4.08 Editor

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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

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

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- a) Keep and maintain a Membership Roster containing the name and address of each

402 member, enrollment date, date of
 403 termination of membership, date dues are to
 404 be paid;
 405 b) Provide Districts with forms and instructions
 406 for use in enrollment procedures;
 407 c) Provide Districts with membership cards for
 408 issuance to members; and
 409 d) Keep and maintain the District Map as
 410 approved by the State Board of Directors,
 411 pursuant to Section 5.02 of these Bylaws.

ARTICLE V

DISTRICTS

5.01 Formation

415 Effective January 1, 1976, the entire territory of the
 416 State of California shall be divided into Districts of
 417 the California State Old-time Fiddlers' Association.
 418 The boundaries of each of these initial Districts shall
 419 be those boundaries proposed by the State Board of
 420 Directors. The Districts shall be numbered and
 421 named "District (number)," as the case may be.

5.02 Map

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

5.03 Dissolution or Change of Boundaries

426 The State Board of Directors may propose
 427 dissolution, alteration, or change of the boundaries of
 428 any District once established. However, no
 429 dissolution, boundary alteration, or change shall be
 430 effective prior to the holding of at least one public
 431 hearing to be scheduled and conducted by the State
 432 Board of Directors, or their appointed representative,
 433 in each District for which dissolution is proposed or
 434 such boundary is proposed to be altered or changed.
 435 Any such changes must be approved by a majority
 436 vote of the members of each affected District. Final
 437 approval rests with the Board of Directors.

438 A District may petition the State Board of Directors
 439 for dissolution, provided a majority of the District
 440 members vote for such dissolution. Also, a District
 441 with less than 25 members is subject to dissolution,
 442 upon the recommendation of the State Board of
 443 Directors and at the discretion of the Association
 444 members. If a District membership drops below 25,
 445 the State Board of Directors may cause a dissolution
 446 hearing to be held in that District. A report on that
 447 hearing will be presented to, and evaluated by the
 448 State Board of Directors. If the State Board of
 449 Directors determines that dissolution of the District
 450 may be in the best interests of the Association,
 451 additional public hearings will be held in the District
 452 with insufficient members and in adjacent Districts
 453 that would be affected by the dissolution. The State

454 Board of Directors will evaluate the results of all the
 455 hearings. A majority vote of the State Board of
 456 Directors, at a regular or special meeting, is
 457 necessary to dissolve the District. The area of the
 458 dissolved District shall be divided among adjacent
 459 Districts as approved by the State Board of
 460 Directors.

461 Upon dissolution of a District, official records of the
 462 District shall be ceded to the Association, and all
 463 cash and assets of value held by the District will be
 464 ceded to the Association. Remaining District
 465 members may apply to the District of their choice for
 466 continuing membership.

467 Any petition to create a new District must be
 468 submitted to the State Board of Directors. This
 469 petition must first indicate the viability and
 470 prospective success for the new District. The
 471 petition must include the desired geographic
 472 boundaries, a list of at least 25 prospective
 473 members, and a list of prospective officers.

474 A referee shall be appointed by the State Board of
 475 Directors as its official representative to assist and
 476 evaluate the new prospective District. The referee
 477 shall meet with the existing Districts that would be
 478 affected by membership and area loss. If there is
 479 mutual agreement, a positive report shall be
 480 submitted to the State Board of Directors.

5.04 Advisory Council

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

5.05 Officers

494 The Officers of the District shall be a President, Vice
 495 President, Secretary, Treasurer, and Membership
 496 Secretary. The District may also have such other
 497 officers as may be recommended by the Advisory
 498 Council and approved by the Board of Officers.
 499 Such Officers shall perform their functions on District
 500 matters in a manner parallel to the Association
 501 Officers, and shall be responsive to the needs of the
 502 District and to its members. Together with the
 503 Advisory Council they shall constitute the Board of
 504 Officers to exercise the powers of the District, to
 505 control the property and affairs of the District, and
 506 otherwise to conduct the business of the District. All
 507 elected advisors and officers serve at the pleasure of

508 the District Membership. Officers may be removed
 509 from office without cause by a majority vote of the
 510 District Members in either a regular or a special
 511 election. Removal of an officer for cause is a serious
 512 matter and must be conducted properly and only in
 513 accordance with the California State Nonprofit
 514 Corporation Law and Regulations.

515 5.06 Elections

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

530 5.07 District President

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

538 5.08 District Vice President

539 The Vice President shall, in the absence of the
 540 President, perform all the duties of the President and
 541 in such case, shall have the powers of, and be
 542 subject to, the restrictions upon the President. In the
 543 event the office of the President is vacated for any
 544 reason, the Vice President shall assume such office
 545 until a new President is appointed by the Board of
 546 Officers.

547 5.09 District Secretary

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

- 551 a) A record of minutes of all meetings of the
 552 Board of Officers and District members, with
 553 the time and place of holding, how called or
 554 authorized, the notice thereof given, the
 555 names of those present at Board of Officers'
 556 meetings, and the proceedings thereof;
- 557 b) A copy of these Bylaws, as amended to
 558 date;
- 559 c) A copy of all District Standing Rules; and

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

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

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

569 5.10 District Membership Secretary

570 The District Membership Secretary shall perform
 571 such duties as may be directed by the Board of
 572 Officers; to collect dues, issue membership cards,
 573 and remit fifty percent (50%) of all dues collected to
 574 the Association Treasurer, retaining fifty percent
 575 (50%) with the District; to maintain a District
 576 Membership Roster containing the name and
 577 address of each member, enrollment date, date of
 578 termination of membership, date dues are to be paid;
 579 and to provide membership information to the
 580 Association Membership Secretary.

581 5.11 District Treasurer

582 The District Treasurer shall perform such duties as
 583 may be directed by the Board of Officers and keep
 584 and maintain adequate and correct books of
 585 account, showing the receipts and disbursements of
 586 the District, and an account if its cash and other
 587 assets, if any. Such books of account shall, at
 588 reasonable times, be open to inspection by any
 589 member. The Treasurer shall deposit all moneys of
 590 the District with such depositories as are designated
 591 by the Board of Officers and shall disburse the funds
 592 of the District as may be ordered by the Board of
 593 Officers, and shall render to the President or the
 594 Board of Officers upon request statements of the
 595 financial condition of the district. An annual financial
 596 report shall be provided each member of the District.
 597 Such books of account for the District shall be
 598 examined annually prior to February 15 by a
 599 committee of two (2) District members,
 600 knowledgeable in bookkeeping, appointed by the
 601 Board of Officers. The Board of Officers may, if it
 602 deems necessary, seek additional assistance from
 603 the Association Treasurer and/or have the
 604 examination conducted by a professional CPA or
 605 qualified accountant who cannot be a member of the
 606 Association. Each District Treasurer shall prepare
 607 monthly financial reports of the District and shall file,
 608 prior to February 15, the annual financial report, as
 609 examined, of the District with the Association
 610 Treasurer.

611 5.12 District Fiddle Contests

612 In addition to any other activities performed, the
613 District Board of Officers may conduct a District
614 fiddle contest in accordance with rules and
615 procedures adopted by the Board of Officers. The
616 rules and procedures adopted by the District Board
617 of Officers pursuant to this Section shall be available
618 to all District members and to all prospective
619 contestants prior to start of the contest.

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

627 **5.13 Other District Activities**

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

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ARTICLE VI

641

MISCELLANEOUS

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6.01 Execution of Documents

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

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

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

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667 **6.02 Construction and Definitions**

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

679 **6.03 Rules of Order**

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

686 **6.04 Transfer of Records**

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

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693 **6.05 Mailing**

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

700 **6.06 Non-member Participation**

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

705 **6.07 Power of Members**

706 Proposals to adopt new Bylaws or to amend or
707 repeal these Bylaws may be made by a voting
708 member. Such proposal must be submitted in
709 writing and supported by the written assent of not
710 less than ten percent (10%) of the voting
711 membership. Upon receipt of such a valid proposal,
712 the State Board of Directors shall submit such
713 proposal to a vote of the Association membership.

714 Matters of business submitted to the members for
715 approval may be approved by a majority vote of the
716 members voting at a members' meeting, or by a
717 majority approval in a mail-in vote. In all such cases,
718 a quorum is required. At a members' meeting, a
719 quorum is defined as at least one-third (1/3) of the
720 eligible voters present. In a mail-in vote, a quorum is
721 defined as a vote received from at least one-third
722 (1/3) of the eligible voters.

723 6.08 Power of Directors

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

728 6.09 Voting Rights and Privileges

729 All members (including Honorary Life Members) shall
730 have equal voting and other rights and privileges

731 with the exception that minors under eighteen (18)
732 years of age shall not be entitled to vote.

733 6.10 Explanation of Terminology

734 Reference to the Association means the California
735 State Old-time Fiddlers' Association, as defined in
736 the Articles of Incorporation and these Bylaws.

737 Reference to the Board of Directors or the State
738 Board of Directors or the Board (in the State or
739 Association context) means the governing body of
740 the California State Old-time Fiddlers' Association
741 which consists of the several District Directors.

742 Reference to the Board of Officers or the Board (in
743 the District context) or the Advisory Council means
744 the respective governing bodies of the District.

745

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