

**OREGON OLDTIME FIDDLERS' ASSOCIATION (OOTFA) INCORPORATED
BYLAWS - REVISED: 5-13-2023**

BYLAWS

ARTICLE I. NAME

The name is Oregon Oldtime Fiddlers' Association, hereafter referred to as OOTFA in this document.

ARTICLE II. PURPOSE

OOTFA is a non-profit 501(c)(3) organization with specific purposes: To promote, preserve and perpetuate Old Time Fiddling and Old Time music. To encourage everyone, especially young people, to play the fiddle and other acoustic stringed instruments and appreciate Old Time Fiddling and Old Time music. To provide regular times and places to meet to play this kind of music. OOTFA is governed by its Articles of Incorporation, these Bylaws, nonprofit law under ORS (Oregon Revised Statute) 65 and OOTFA Board of Directors.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility

Anyone who agrees with the purposes of our organization is eligible for membership. OOTFA will not practice or permit any unlawful discrimination on the basis of gender identification, age, ethnicity or race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2. Classes of Membership

- A. In-state members.
- B. Out-of-state members.
- C. Lifetime members. Any member or spouse who has been a paid member for five (5) years and who reaches the age of seventy (70) shall be eligible for a LIFETIME membership.

Section 3. Annual Dues

- A. Dues are payable on January 1 of each year for a household. This includes an individual, a couple or family members residing at the same address.
- B. Dues shall not be prorated except for new members.
- C. Lifetime Members are not required to pay dues.
- D. All other members shall pay annual dues as established by the OOTFA Board of Directors.

ARTICLE IV. DIVISION OF STATE INTO DISTRICTS

Section 1. Oregon is Divided into Ten (10) Districts.

Section 2. Districts

- A. The counties comprising each district are as follows:

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- District 1. Klamath
 - District 1E. Lake
 - District 3. Crook, Deschutes, Gilliam, Jefferson, Sherman, Wasco and Wheeler
 - District 4. Jackson, Josephine and Douglas (southern part)
 - District 5. Coos, Curry, Douglas (western part) and Lane (western part)
 - District 6. Lane (eastern part), Linn and Benton
 - District 7. Clackamas, Clatsop, Columbia, Hood River, Multnomah and Washington
 - District 8. Lincoln, Marion, Polk, Tillamook and Yamhill
 - District 9. Baker, Grant, Harney, Malheur, Morrow, Umatilla, Union and Wallowa
 - District 10. Douglas (from Canyonville north)
 - B. Any new District must be approved by the OOTFA Board of Directors.
- Section 3. Membership
- A. In-State members live in Oregon and are members of the District in which they reside.
 - B. Out-of-state (OS) members live beyond the Oregon borders. They may participate in district events but may not vote in the district. They may only vote at the State level.
- Section 4. Each District Elects its Own Officers.

ARTICLE V. OOTFA STATE OFFICERS

- Section 1. Name of the State Officers
The state officers of OOTFA are President, Vice President, Secretary and Treasurer.
- Section 2. Duties of State Officers
- A. President
 - (1) Shall preside at all state meetings assisted by the Vice President when necessary.
 - (2) Present an Annual Report to the membership at the State Convention.
 - (3) Appoint the Hoedowner Editor annually.
 - (4) Appoint Parliamentarian annually.
 - (5) Appoint the State Membership Chair annually.
 - (6) Appoint a committee to select person/persons for the OOTFA Norm Nash Distinguished Service Award and the Bill Yohey Award.
 - (7) Appoint an individual or committee to review the financial records

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of state and district books which shall be closed on June 30 of each year and then submit by September 15 of each year to a Certified Public Accountant, who shall prepare and file our annual IRS Form 990 in a timely manner.

- (8) Appoint one head teller and two assistant tellers for elections at the State Convention membership meeting.
 - (9) Appoint a Chair and two (2) member screening committee to review grant applications for the Kielhorn funds. These members:
 - (a) Are preferably neither state nor district OOTFA officers.
 - (b) Will serve for twelve (12) months.
 - (10) Appoint an individual or committee to coordinate the official Annual Oregon State Fiddle Contest.
 - (11) Appoint an individual or committee to coordinate the State Convention.
 - (12) And such other duties applicable to the office.
- B. Vice President
- (1) Preside over the meetings in the absence of the President.
 - (2) Chair the OOTFA State Scholarship Committee.
 - (3) Be responsible for prominently displaying the OOTFA Norm Nash Distinguished Service Award plaque at State functions when possible.
 - (4) And such other duties applicable to the office.
- C. Secretary
- (1) Take minutes of all state meetings.
 - (2) Facilitate the ballots of all the officers at the State Convention Membership meeting.
 - (3) And such other duties applicable to the office.
- D. Treasurer
- (1) Keep an accurate account of all monies received. All monies received from membership dues and State functions shall be retained by OOTFA.
 - (2) Keep accurate account of all business transactions.
 - (a) Maintain the State financial accounts. Although some banking institutions require a credit and/or debit card be assigned to an account, no credit or debit charges or electronic transfers will be allowed on any OOTFA State or District account.
 - (b) Oversee all Districts' financial accounts and transactions.
 - (3) Give full accounting at the bi-annual member meetings and the OOTFA Board of Directors Meetings.

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ARTICLE VI. NOMINATIONS, ELECTIONS AND VOTING

Section 1. OOTFA Board of Directors

The OOTFA Board of Directors will act as a nominating committee and shall submit names to the secretary for each office for placement on the ballot.

The members may nominate from the floor if the nominee is present, or with written consent that his or her name be placed in nomination.

Section 2. Qualifications to Serve as an Officer.

- A. Shall be a member for at least one (1) year prior to taking office.
- B. Must be at least eighteen (18) years of age.
- C. Must be a resident of the state of Oregon.

Section 3. Restrictions

- A. Only one (1) person in a household may hold a State or District office at the same time.
- B. Member may not hold both a District office and a State office simultaneously.

Section 4. Eligibility to Vote

- A. Must be eighteen (18) years of age or older.
- B. Must be a current member of OOTFA.
- C. In-State Members
 - (1) May hold District office and may vote in District meetings only in the District in which they reside.
 - (2) May hold State office and may vote in State membership meetings and elections.
 - (3) If the member moves during the membership year, their membership is transferred immediately to the new district thus allowing them to only vote in one district.
- D. Out-of-State Members
 - (1) May only vote in State meetings and annual elections.

Section 5. Elections of OOTFA State Officers

President, Vice President, Secretary and Treasurer must be elected by secret ballot if two (2) or more names are placed in nomination for an office. If three (3) or more names are nominated for an office and one (1) does not receive the majority of the votes, the two (2) receiving the most shall be voted on again. Election will be held at the State Convention membership meeting.

Section 6. Balloting

Ballots will be prepared with all the names for each office listed that are known by the nominating committee prior to elections. A write-in line will be provided for nominations made from the floor. Ballots will be passed out by the tellers. When the voting is complete, all ballots will be collected by the tellers. The three (3) tellers will count ballots and report the tally back to the membership. The tally sheet shall then be given to the President to then

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declare the winner for each office. All ballots will be given to the Secretary.

Section 7. Beginning Term of Office

State Officers will take office on the first day of the month following elections, except the State Treasurer, who remains in office until the end of financial fiscal year, June 30.

Section 8. Term of Office

The term of office shall be two (2) years but not more than two (2) consecutive terms. The Secretary and Treasurer shall be exempt from the two (2) consecutive term limitation.

Section 9. Succession of Officers

In the event that the President vacates the office, the Vice President shall succeed for the balance of the term. In the event that any other elected officer vacates that office, the President will have the power to appoint a successor, with the approval of OOTFA Board of Directors, until the next bi-annual State meeting.

Section 10. Procedures for Removing State Officers

A State officer can be removed by OOTFA Members at a Special State Meeting called for such purpose. The meeting notice must state that the purpose, or one of the purposes, is to remove the officer. No such vote to remove an officer shall be taken until the officer has been advised of the reasons for such removal and has had opportunity to submit to the OOTFA Board of Directors a statement relative to the removal, either oral or written. At such meeting a majority of the votes cast will be required for the officer to be removed. Such officer can also be removed pursuant to the OOTFA Directors and Officers Code of Conduct policy.

Section 11. District Officers

- A. District officers consist of a Chair, Vice or Co-Chair, Secretary and Treasurer. (The Secretary and Treasurer may be combined).
- B. District officers will take office at the same time the State officers take office. However, in the event of a state or national emergency when it is not possible to attend a State Convention general membership meeting, they may elect and install officers at a time and manner of their choosing. The term of office for District Chair and Vice Chair shall be two (2) years but not more than two (2) consecutive terms. District Secretary and District Treasurer are exempt from two term limitation.
- C. Duties of District Officers shall be similar to those of State Officers, but on the District level.
- D. By delegation of authority from the District Chair, the District Treasurer will receive monies and write checks. Each District Treasurer will furnish a monthly written itemized financial report to the State Treasurer.

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- E. For District expenditures over \$500, the District Chair will provide to the State President a request which will include the dollar amount requested, the payee, the purpose, and if for an event, a budget. This request must be received one week prior to requested payment date. Request will be reviewed and determined by a majority vote of the State Executive Board.
- F. A District officer can be removed by the District members at a Special District meeting called for such purposes. The meeting notice must state that the purpose, or one of the purposes, is to remove the officer. No such vote to remove an officer shall be taken until the officer has been advised of the reasons for such removal and has had an opportunity to submit to the District officers a statement relative to the removal, either oral or written. At such meeting a majority of the votes cast will be required for the officer to be removed. Such officers can also be removed pursuant to the OOTFA Directors and Officers Code of Conduct Policy.

ARTICLE VII. MEETINGS

Section 1. State Membership Meetings

- A. The OOTFA State Board meetings shall be held in conjunction with the bi-annual OOTFA State membership meetings.
- B. Two OOTFA membership (bi-annual) meetings shall be held during a calendar year. One of these meetings shall be held on the west side of the Cascades and one shall be held on the east side of the Cascades, if possible.
- C. An OOTFA State Convention should be held annually in conjunction with one of the OOTFA State membership meetings.

Section 2. Notice of Bi-Annual State membership meetings

Notice of bi-annual State membership meetings shall be published in the Hoedowner at least thirty (30) days prior to that meeting.

Section 3. Special Membership Meetings

Special meetings may be called either by the OOTFA Board of Directors or by one or more written demands by at least five percent (5%) of the general membership.

Section 4. Quorum

A quorum for a bi-annual State membership meeting or for a special State meeting shall be forty-five (45) members.

Section 5. Meeting Attendance by Officers

- A. State and District Officers, because they are expected to attend all State Meetings, will be reimbursed for mileage at the rate of the published Federal Business reimbursement rate.

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- B. State to reimburse State Officers and parliamentarian.
- C. District to reimburse District Officers.

Section 6. District Meetings

- A. Districts shall hold business meetings at least four (4) times each year
- B. A district quorum is made up of the eligible voting members present at the meeting. A majority vote consists of one half plus one of those members.

Section 7. District Special Meetings

- A. Special meetings may be called by the Chair or twenty percent (20%) of the District membership.
- B. Whoever calls such special meeting shall be responsible for notifying district membership, as to both time and place, thirty (30) days prior to such meeting, and twenty percent (20%) of the district membership must be present at that meeting to conduct business.

Section 8. Business Issues

Districts which have problems concerning members can bring them before the OOTFA Board of Directors for final disposition and each case to be reviewed and ruled upon individually.

Section 9. Remote Meetings

Meeting participation can be by remote communication or in person as long as the means of remote communication, such as by teleconference or another electronic method, allows all members the chance to read and/or hear the proceedings substantially concurrent with the occurrence of the proceedings, to raise points on matters submitted to the members, to pose questions, and to make any desired comments. Notice of all meetings must be published 30 days prior to meeting date in the Hoedowner or by electronic communication. Votes represented at a general membership meeting, either remotely or in person, constitute a quorum, and proxies are allowed. Actions without a regular meeting are permitted for a written ballot delivered to every member, and for emergency circumstances when the OOTFA Board of Directors can assume this power.

ARTICLE VIII. OOTFA BOARD OF DIRECTORS

Section 1. OOTFA Board of Directors

Consists of President, Vice President, Secretary, Treasurer, and all District Chairs or designated representatives.

Section 2. Meetings of OOTFA Board of Directors

OOTFA Board of Directors meetings shall be held quarterly each year and the State President shall be the presiding officer. Any or all members of the OOTFA Board of Directors may participate in a regular or special meeting by, or conduct a meeting through, use of any means of communication (in

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person, telephonic or electronic) by which either of the following occurs:

- A. All Directors participating may simultaneously hear or read each other's comments during the meeting; or
- B. All electronic communications during the meeting are immediately transmitted to each participating Director, and each participating Director may immediately send messages to all other participating Directors. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 3. Quorum

Shall be eight (8) members of the OOTFA Board of Directors, including at least two (2) Executive Board members.

Section 4. Special Meetings

May be called by the President or in a written request by at least three (3) members of the OOTFA Board of Directors.

Section 5. Altering a Decision

The OOTFA Board of Directors may never alter a decision of the membership assembly unless it is contrary to OOTFA Articles of Incorporation or is not allowed under State or Federal law.

Section 6. Emergency Bylaws

- A. The OOTFA Board of Directors may adopt temporary Bylaws to be effective only in a declared State or National emergency. The Emergency Bylaws, which are subject to amendment or repeal by the members, may contain all provisions necessary for managing OOTFA during the emergency, including:
 - 1) Procedures for calling a meeting of the OOTFA Board of Directors and/or members;
 - 2) Quorum requirements for the meeting; and
 - 3) Procedures for allowing remote meetings and elections using audio, video, email and other electronic means.
- B. All provisions of the regular Bylaws consistent with the emergency Bylaws remain effective during the emergency. The emergency Bylaws are not effective after the emergency ends except for actions taken during the emergency that extend past the end of the emergency, such as cancellation of meetings.
- C. Action taken in good faith in accordance with the emergency Bylaws binds OOTFA and may not be used to impose liability on a director, officer, employee or agent.

ARTICLE IX. COMMITTEES

Section 1. Permanent Committees

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- A. The State President, State Vice President, State Secretary and State Treasurer comprise the Executive Committee.
 - B. The President appoints the chair of each committee but is not an ex officio member.
 - (1) State Officers Nominating Committee
 - (2) Kielhorn Screening Committee
 - A perpetual trust established with the Oregon Community Foundation. Scholarship applications are reviewed by the Kielhorn Funds Screening Committee to ensure that the intent meets those specified by the Kielhorn Trust, and final determination is made by the OOTFA Board of Directors.
 - (3) State Scholarship Committee
- Section 2. Special Committees.
- A. The President shall appoint all necessary special advisory committees and shall be an ex officio member of each appointed committee. Special committees shall report to the President.
 - B. Each member serving on a committee shall have one vote. Committee members need not be board members.
- Section 3. District Committees
- The District Chair shall appoint at the District level.

ARTICLE X. PARLIAMENTARY AUTHORITY

- Section 1. Robert's Rules of Order
- Robert's Rules of Order shall be the sole authority for all business (that is not specifically addressed in this document) conducted on state and district levels.
- Section 2. Parliamentarian
- Shall be appointed by the President with the OOTFA Board of Directors approval.
- Section 3. District Chairs
- May appoint a Parliamentarian on the district level for their district.

ARTICLE XI. AMENDMENTS TO BYLAWS

- Section 1. Voting
- These Bylaws may be amended by a two-thirds (2/3) vote of the eligible voting members present at any one of the State membership meetings or at any special meeting called for that purpose.
- Section 2. Notice of Intent to Amend
- Any proposal to amend these Bylaws must be advertised in the OOTFA monthly publication, The Hoedowner, thirty (30) days prior to any State meeting or special meeting called for the purpose of amending these

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Bylaws.

ARTICLE XII. INDEMNIFICATION

To the fullest extent permitted by law, OOTFA shall indemnify and hold harmless all past, present, and future directors and officers as identified and defined in these Bylaws, and hold harmless any agent or employee of OOTFA and from all liabilities, expenses, and counsel fees reasonably incurred in connection with all claims, demands, causes of action, and other legal proceedings to which they may be subjected by reason of any alleged or actual action or inaction in the performance of the duties of such director, officer, employee or agent on behalf of OOTFA up to a maximum allowed by ORS 65, but in no case shall OOTFA be responsible for negligent or intentional acts.

ARTICLE XIII. DISSOLUTION

OOTFA may be dissolved, be merged with another nonprofit, or be allowed distributions or sale of assets, only upon adoption of a plan by the Board that is consistent with the Articles of Incorporation and approved by its members.

ARTICLE XIV. REVISIONS SUPERSEDE PREVIOUS BYLAWS

The adoption of these Bylaws shall serve to void and replace all previous Bylaws of OOTFA.

REVISED: February 8, 1986

REVISED: March 22, 1997

REVISED: April 14, 2012

REVISED: April 12, 2014

REVISED: April 9, 2016

REVISED: April 7, 2018

REVISED: September 8, 2018

REVISED: April 13, 2019

REVISED: September 14, 2019

REVISED: June 19, 2021

REVISED: May 13, 2023