

BYLAWS
OF
THE COLORADO OLDTIME FIDDLERS' ASSOCIATION, INC.
(a Colorado nonprofit corporation)

ARTICLE I

Name

The name of the corporation shall be the Colorado Old-Time Fiddlers' Association ("COTFA" or "the Association").

ARTICLE II

Offices

1. Business Offices. The principal office of the Association in the State of Colorado shall be located at 5082 E. Hampden Avenue, Suite 142, Denver, Colorado 80222. The Association may have other offices, either in or out of the State of Colorado, as the Board of Directors may determine.

2. Registered Office. The Association shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is at such registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may, but need not, be the same as the principal office in the State of Colorado, and the address of the registered office may be changed by the Board of Directors.

ARTICLE III

Purpose and Pledge

1. Purpose. The purpose of the Association is to promote and preserve the traditional American art form of old-time fiddling, with a special emphasis on Texas-style fiddling. COTFA fulfills this mission by encouraging the education of students of all ages; distributing scholarships and instruments to deserving students; producing and organizing fiddle contests throughout the State of Colorado, including the Colorado Fiddle Championships; publishing a newsletter; sponsoring workshops and jam sessions; and encouraging the exchange of ideas and experiences between all fiddlers throughout the State of Colorado.

2. Pledge. COTFA does not and will not discriminate against those it serves or in its use of any donation made based on race, color, religion, gender, national origin, disability, marital status, veteran status, sexual orientation, age, or on any other basis prohibited by law.

ARTICLE IV

Membership

Membership in COTFA shall be either active or honorary.

1. Active Membership: Active members are those in good standing. “Good standing” is defined as having paid the required membership dues for that current fiscal year. Active membership may be either an “Individual” membership or a “Family” membership.
 - a. Individual Membership: An Individual Membership may be held by one (1) person.
 - b. Family Membership: A Family Membership may be held by the members of a one- or two-adult household and all children within that household who are under the age of 21.
2. Honorary Membership: Honorary membership may be conferred by the Board upon any person closely associated with Colorado fiddling who has rendered an outstanding service or whose contribution to the art is or has been particularly noteworthy. Honorary members are exempt from the payment of dues and shall have the rights and privileges of active members except that they shall not have the right to vote or hold office.

ARTICLE V

Board of Directors

1. General Powers. The affairs of the Association shall be managed by its Board of Directors (“the Board”). Directors need not be residents of the State of Colorado.
2. Duties. The duties of the Board shall include administration of the affairs of the Association and general supervision of the finances of the Association, including the approval of expenditures.
3. Membership.
 - a. Number. The Board of Directors shall consist of between four (4) and twelve (12) Directors, comprised of the Officers of the Association and Members at Large. The number of Directors may be increased or decreased by the Board in its discretion, provided that there shall always be four (4) members of the Board.
 - b. Eligibility. In order to be eligible to serve as a Member of the Board, a nominee must be a member in good standing of the Association for at least one (1) year prior to his or her nomination.
 - c. Election. Members of the Board shall be elected at the Board’s Annual Meeting.

- d. Vacancies. In the event of a vacancy in the Board, the remaining Directors, though less than a quorum, may elect by a majority vote an individual to fill such vacancy.
- e. Term. Officers of the Board of Directors shall serve a term of two (2) years. Directors at Large shall serve a term of one (1) year, subject to renewal of their term by mutual agreement with the Board of Directors.
- f. Absences. Any Director who is absent for three (3) consecutive meetings, or for more than five (5) meetings in a fiscal year, shall be considered to have resigned from the Board. Exceptions to this provision may be made by a majority vote of the Board.

4. Meetings.

- a. Regular Meetings: Regular meetings of the Board of Directors shall be held no less than quarterly. The times and places of regular meetings shall be set by the Board.
- b. Special Meetings: Special meetings may be held any time the affairs of the Association necessitate a meeting. The times and places of special meetings shall be set by the Board.
- c. Annual Meeting: An Annual meeting of the Board of Directors shall be held at least once every fiscal year within one (1) month of the end of the previous fiscal year. The time and place of the Annual Meeting shall be set by the Board.

5. Notice of Meetings. Notice of each meeting of the Board, whether Annual, regular or special, shall be given to each Director. Notice is valid if given by mail, fax, voice mail message or electronic mail. The notice of all meetings shall state the place, date and time of the meeting, but need not, unless otherwise required by statute, state the purpose of the meeting.

- a. Annual Meeting: Notice shall be given at least ten (10) days prior to the meeting.
- b. Regular or Special Meetings: Notice shall be given at least four (4) days prior to the meeting.

6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

7. Meetings by Telephone. Members of the Board or any committee may hold or participate in any meeting by means of conference telephone, electronic mail or similar communications equipment.

ARTICLE VI

Officers and Directors at Large

1. Officers. The Officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers, such Officers to have the authority and perform the duties prescribed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. Directors at Large. The Directors at Large shall include a Creative Director and one or more Regional Contest Coordinators. A preference shall exist that both the Creative Director and the Regional Contest Coordinator(s) be professional fiddlers and/or fiddle teachers. The Board of Directors may elect or appoint such other Directors at Large as they see fit.

3. Eligibility. In order to be eligible to serve as an Officer or Director at Large, a nominee must have been an active member of COTFA for at least one (1) year.

4. Election. The Officers and Directors at Large of the Association shall be elected annually by a majority vote of the Board of Directors at its Annual Meeting. If the election of Officers shall not be held at such meeting, it shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board.

5. Resignation and Removal. Any Officer or Director may resign at any time by giving written notice to the Board, such resignation to take effect on the date specified. Any Officer or Director elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever the best interests of the Association may be served thereby. The President of the Association shall consider the merit of any complaint regarding an Officer or Director before such a vote may be held.

6. Vacancies. Vacancies in any office may be filled by the Board of Directors for the unexpired portion of the term.

7. President. The President shall be the principal Officer of the Association and shall in general supervise the business and affairs of the Association. He/she shall preside at all meetings of the Board of Directors and shall be an Ex-officio member of all committees. He/she may sign, with the Secretary, Treasurer or any other Officer of the Association, contracts or other instruments which the Board has authorized to be executed. The President shall, in addition, fulfill to the best of his/her ability the responsibilities outlined in the President's Job Description.

8. Vice President. In the absence of the President or in event of her/his inability or refusal to act, the Vice President (or in the event there is not Vice President, the Secretary) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as may be assigned to him by the President or by the Board of Directors and shall, in addition, fulfill to the best of her/his ability the responsibilities outlined in the Vice-President's Job Description.

9. Treasurer. The Treasurer shall be responsible for all funds maintained by the Association. She/he shall maintain the financial records and reports of the Association and present an accounting of the Association's financial position at each regular meeting of the Board. The Treasurer shall collect and keep accurate records of all dues and assessments from the Members of the Association, the proceeds from the sales of all merchandise sold by the Association, and all monetary donations, gifts, grants, and contributions to the Association. He/she shall pay all expenses of the Association as authorized by the Board of Directors. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties may be assigned to him by the President or by the Board of Directors, and shall, in addition, fulfill to the best of her/his ability the responsibilities outlined in the Treasurer's Job Description.

10. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the General Meeting of the Association and prepare and distribute the minutes as requested by the Board. He/she shall answer the Association's correspondence; see that all meeting notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents as required by law; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the President or by the Board of Directors. In addition, the Secretary shall fulfill to the best of her/his ability the responsibilities outlined in the Secretary's Job Description.

11. Creative Director. The Creative Director shall be COTFA's primary liaison with the Colorado and national old-time fiddling communities. His or her responsibilities will include advising the Board with respect to judges, rules, accompanists, format, etc. for regional contests and the Colorado Fiddle Championships; prospective teachers for workshops; and all aspects of the musical and creative components of COTFA's mission. She or he shall have primary responsibility for engaging the services and participation of judges and accompanists for the Colorado Fiddle Championships.

12. Regional Contest Coordinator(s). The Regional Contest Coordinator(s) shall be responsible for assisting the Board in producing, staffing, publicizing, and otherwise organizing and promoting the regional contests that COTFA sponsors and produces. His, her or their duties shall include investigating opportunities for new contests/events, maintaining relationships necessary to perpetuate existing events, and otherwise acting as necessary to preserve and expand this aspect of COTFA's mission. He or she shall also assist the Creative Director as necessary.

ARTICLE VII

Committees

1. Committees. The Board of Directors may designate and appoint committees as it deems appropriate. Each committee shall consist of one or more Directors.

2. Appointment and Removal of Members. Committee members may be appointed by vote of a majority of the Directors present at a meeting at which a quorum is present and may be removed in the same manner whenever the best interests of the Association shall be served by such removal. One member of each committee shall be appointed chairperson by the Board.

3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board and until his/her successor is appointed, unless the committee is disbanded or unless such member is removed from the committee or ceases to qualify as a member of the committee.

4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5. Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII

General Meeting

1. Time. A General Meeting of active members of the Association shall be held at least once every two (2) years.

2. Notice. At least thirty (30) days notice of a General Meeting shall be given to all active members of the Association. Notice is valid if given by mail, fax, voice mail message or electronic mail and shall include the date, hour and place of the General Meeting.

3. Purpose/Order of Business. The purpose of the General Meeting shall be

- a. To review the activities of the Association over the past fiscal year(s).
- b. To provide a forum for discussion of such issues as may be presented by any member in good standing. Any member seeking to present an issue for discussion at the General Meeting must submit a description of such issue to any member of the Board of Directors at least ten (10) days before such meeting.
- c. To vote on any matter presented by the Board of Directors to the membership for its vote.

- d. For members of the Association to vote to present matters to the Board for its decision. Matters presented by the membership of the Association to the Board at the General Meeting shall not be decided or voted upon at the General Meeting; instead, the Board shall vote upon such matters within thirty (30) days of the General Meeting. Results of such vote shall be presented to the members of the Association in writing, via mail or electronic mail, within seven (7) days of the Board's decision.

4. Voting. Unless otherwise expressly provided, a majority of votes cast on any matter shall carry that matter at the General Meeting. Members must be present in order to vote. Active members are entitled to vote as follows:

- a. Members holding an "Individual Membership" as defined in Article IV, Section 1(a), are entitled to one (1) vote.
- b. Members holding "Family Memberships" as defined in Article IV, Section 1 (b), are entitled to one (1) vote per each adult in the household; thus, a one-adult household is permitted one (1) vote and a two-adult household is permitted two (2) votes. No Family Membership shall be entitled to more than two (2) votes at the General Meeting.
- c. Members holding an "Honorary Membership" as defined in Article IV, Section 2, are not permitted to vote.

5. Quorum. One-half (1/2) of the members of the Association, as calculated for the current fiscal year, shall constitute a quorum at the General Meeting.

ARTICLE IX

Indemnification

1. Indemnification. The Association shall indemnify Directors of the Association to the extent expressly permitted or required by applicable Colorado statutes. The Association shall also indemnify officers, employees and agents of the Association who are not Directors at least to the same extent as it is permitted or required to do so for Directors of the Association, and may indemnify such Officers, employees and agents to a greater extent if consistent with law.

2. Limitation. Notwithstanding any other provision of this Article, during any period that the Association is a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States tax law (the "Code"), the Association shall not indemnify any person against such expenses, judgments, fines or amounts paid or necessarily incurred, nor shall the Association purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of Section 4941 of the Code, to be a taxable expenditure within the meaning of Section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE X

Contracts, Checks Deposits, Gifts and Proxies

1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Association.

3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, donation, gift, bequest or devise for the general purposes or for any special purpose of the Association.

5. Proxies. Unless otherwise provided by resolution adopted by the Board of Directors, the President or any Vice-President may from time to time appoint one or more agents or attorneys of the Association, in the name and on behalf of the Association, to cast the votes which the Association may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the Association, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, or to consent in writing, in the name of the Association as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Association and under its corporate seal, or otherwise, all such written proxies or other instruments as she or he may deem necessary or proper.

ARTICLE XI

Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the Association may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII

Corporate Seal

The corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary or Assistant Secretary for the authentication of contracts or other papers requiring the seal.

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Association a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by vote of a majority of the Directors present at any regular or special meeting or at the Annual meeting. At least two days' written notice must be given of intention to alter, amend or repeal or to adopt new bylaws.

ARTICLE XV

Rules

Roberts Rules of Order shall control at all meetings of the Association unless suspended by the President or presiding Officer with approval by a majority of the members present.

ARTICLE XVI

Dues

With the exception of those members designated as “Honorary” as described in Article IV, Section 2, membership in the Association shall be contingent on the payment of annual dues; however, waiver of this requirement may be made in special circumstances by vote of a majority of the Board. The Board shall have the authority to determine, by majority vote, the dues payment required to be paid for membership in the Association and shall be required to do so prior to the mailing of Annual Dues Notices. Dues shall not be refunded to any member of the Association for any reason.

ARTICLE XVII

Fiscal Year

The Fiscal Year of the Association shall begin on January 31st of each calendar year.

ARTICLE XVIII

Supersession

This version of the Bylaws of The Colorado Old-Time Fiddlers' Association supersedes all previous versions.