

## BYLAWS OF

### WASHINGTON OLD TIME FIDDLERS ASSOCIATION

Revision A, October 14, 2006

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**BYLAWS OF  
WASHINGTON OLD TIME FIDDLERS ASSOCIATION**

Revision A, October 14, 2006

**ARTICLE I. Places of Business**

The principal place of business of this corporation shall be in the County in the State of Washington in which the President of this corporation resides; provided, however, that the principal place of business may be changed at any time by act of the Board of Directors. This corporation also may have other offices in such place or places as the Board may from time to time determine, or the business of this corporation may require.

**ARTICLE II. Objects and Purposes**

The objects and purposes of this corporation shall be as stated in this corporation's Articles of Incorporation.

**ARTICLE III. Board of Directors**

**Section 1. Management of Corporation.** The property and business of this corporation shall be managed and controlled by its Board of Directors.

**Section 2. Number, Term, Qualification.** A person must be a Voting Member of this corporation to qualify for election to the Board of Directors. The Board of Directors shall consist of the District Chairpersons of the Districts established by this Corporation pursuant to these bylaws. A Director shall serve for a term expiring at the Annual Meeting of this corporation next following the assumption of their duties as such District Chairperson, or until their successor as District Chairperson is elected and assumes the responsibilities of such office. All terms shall commence as of the date of written acceptance of such Director as District Chairperson and Director of this corporation, and each Director shall serve for the term for which elected and until his or her successor shall have been duly elected and has qualified.

**Section 3. Vacancies.** Whenever any vacancy shall occur in the Board of Directors, by reason of death, resignation, or increase in the number of directors or otherwise, it may be filled by an affirmative vote of a majority of the remaining Directors, though less than a quorum, for the balance of the term of the Director who was replaced; except that, in the case of an increase in the number of Directors not made at the Annual Meeting, such vacancy may be filled only for a term expiring at the next Annual Meeting.

**Section 4. Removal of Directors.** A Director may be removed from his or her position by an affirmative vote of 2/3 of the full Board of Directors, registered in person at any regular or special meeting called for that purpose, for conduct detrimental to the interests of this corporation, or for failure to perform their fiduciary duty as District Chairperson and/or Director, or for malfeasance resulting in conviction of a felony, and/or for failure to render reasonable assistance in carrying out the purposes of this corporation. Any such director proposed to be removed shall be entitled to at least fourteen days verbal and written notice of the meeting at which such removal is to be voted upon, and shall be entitled to appear before, and be heard at such a meeting.

**Section 5. Compensation of Directors.** No Director shall receive compensation for his or her services as such. Travel and other expenditures of Board members for ordinary and reasonable expenses incurred in connection with the business of this corporation may be reimbursed by this corporation pursuant to policies which may be established from time to time by the Board of Directors.

**Section 6. Place of Meetings.** The Directors shall hold their meetings at the executive offices of this corporation, or at such other places as they may from time to time determine.

**Section 7. Annual Meeting.** The annual meeting of the Board of Directors, of which no notice shall be necessary, shall be held as specified in the Resolutions of the Board for the purpose of the organization of the Board, filling vacancies in the Board due to expiring terms of Directors, and the election or appointment of officers for the ensuing year and for the transition of such other business as may conveniently and properly be brought before such meeting.

**Section 8. Regular Meetings.** Regular meetings of the Board shall be held at such time and place as shall from time to time be determined by a majority of the Board of Directors. The secretary shall give notice of the time, place, and purpose or purposes

of each special meeting by mailing the same at least two days before the meeting, and/or by telephoning and/or electronically communicating the same at least one day before the meeting to each director.

**Section 9. Special Meetings.** Special meetings of the Board of Directors may be called by order of the President, or upon the request of three of the Directors. The Secretary shall give notice of the time, place, and purpose or purposes of each special meeting by mailing the same at least two days before the meeting or by telephoning or electronically communicating the same at least one day before the meeting to each Director.

**Section 10. Electronic Attendance.** Directors may attend and participate at any meeting of the Board of Directors or any committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, as provided by the Washington Non-Profit Corporations Act. A Director so participating may be required to bear the costs of such participation. The Board shall not be required to meet at places facilitating such electronic participation.

**Section 11. Quorum.** A number equal to 1/3 of the Directors and State Officers, holding office at any time shall constitute a quorum for the conduct of business at meetings of the Board of Directors.

**Section 12. Voting.** All matters coming before the Board of Directors shall be decided upon by a majority voting at any meeting constituting a quorum, except as otherwise provided in these bylaws. After appointment/ election to office, State Officers will be entitled to one vote each, on all matters except election/appointment of State Officers. Except for the election of officers and privileged motions, all voting shall be by roll call. Votes cast shall be recorded by the Secretary and retained as part of the minutes of the meeting.

**Section 13. Conduct of Meetings.** At meetings of the Board of Directors, the President, or a designated Vice President shall preside. A quorum as defined in Article III, Section 11, shall be necessary for the conduct of business, but less than a quorum may adjourn any meeting from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice. At any meeting at which every Director shall be present, even though without any notice, any business may be transacted.

**Section 14. Action by Consent.** The Board of Directors, or a committee thereof, may act without a meeting upon unanimous written consent of all directors or committee members in the manner provided by the Washington Non-Profit Corporations Act.

**Section 15. Manifestation of Dissent.** A Director of this corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of this corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

#### ARTICLE IV. Committees

**Section 1. Establishment of Committees.** The Board of Directors, by majority resolution, may create or abolish one or more special or standing committees. The responsibilities of each committee shall be determined by the Board of Directors.

**Section 2. Committee Appointments.** The President shall make all committee appointments.

**Section 3. Limitation of Authority of Committees.** No committee established under this Article shall have the power to amend, alter or repeal these bylaws, or to elect or remove any member from any Board committee, or elect or remove any Director or Officer of this corporation. No Board committee shall have be authorized to enter into any type of legal agreement with any person or organization, or assume any power of this corporation contained in the bylaws or the articles of incorporation, except as may specifically be authorized by resolution of the Board of Directors.

**Section 4. Rules of Procedure.** A majority of the members of any committee may fix its rules of procedure. All action by any committee shall be reported to the Board of Directors at a meeting succeeding such action and shall be subject to revision, alteration, and approval by the Board of Directors; provided that no rights or acts or third parties shall be affected by any such revision or alteration.

## **ARTICLE V. Advisory Boards or Councils**

The Board of Directors may appoint individuals who may, but need not be, Directors, Officers, Members, or employees of the corporation to serve as members of one or more Advisory Boards or Advisory Councils of this corporation or of one or more operating divisions of this corporation and may fix fees or compensation for attendance at meetings of any such Advisory Boards or Councils. The members of any such Advisory Board or Council may adopt and from time to time may amend rules and regulations for the conduct of their meetings and shall keep minutes which shall be submitted to the Board of Directors of this corporation. The term of office of any member of an Advisory Board or Council shall be at the pleasure of the Board of Directors of this corporation and shall expire the day of the Annual Meeting of the Board of Directors of this corporation. The function of any such Advisory Board or Council shall be to advise with respect to the affairs of this corporation or operating division thereof as to which it is appointed. Such an Advisory Board or Council shall have no power whatsoever to bind this corporation, and this corporation shall have no obligation of any nature to act upon or follow any decisions or actions of such an Advisory Board or Council.

## **ARTICLE VI. Operating Divisions of the Corporation**

**Section 1. Divisions.** The Board of Directors may create operating divisions of this corporation and may specify the parameters of operation of each such division and the relationship between divisions and between the divisions and this corporation. Each operating division shall operate as may from time to time be specified by the Board of Directors.

**Section 2. Titles.** The Board of Directors may from time to time confer on the members or employees of this corporation assigned to any operating division of this corporation, or discontinue, the title of President, Vice President, and/or any other title or titles deemed appropriate. The designation of any such official titles for employees assigned to operate divisions of this corporation shall not be permitted to conflict in any way with any executive or administrative authority established from time to time by this corporation. Any employee so designated as an officer of an operating division shall have authority, responsibilities, and duties with respect to his/her operating division corresponding to those normally vested in the comparable officer of this corporation by these bylaws, subject to such limitations as may be imposed by the Board of Directors.

## **ARTICLE VII. Officers**

**Section 1. Appointment; Term.** The officers of this corporation shall be appointed by the Board of Directors and shall be: President, one or more Vice-Presidents, a Secretary, and a Treasurer. The Board need not appoint officers to all of the foregoing positions. The Board of Directors may also appoint a Controller, and such other officers as it may designate. Each such officer must be a Voting Member of this corporation. Each officer shall be appointed at the Annual Meeting of the Board of Directors to serve for a term of one year, expiring at the next Annual Meeting, or until his/her successor is appointed.

**Section 2. Assistant Secretary, Treasurer.** The Board of Directors shall have the power to elect or appoint one or more Assistant Secretaries and one or more Assistant Treasurers who shall perform the duties and functions of Secretary and Treasurer respectively, in their absence, as provided by resolution of the Board of Directors.

**Section 3. Agents, Assistants.** The Board may appoint such agents or assistants, as it shall find necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

**Section 4. Removal.** The Board of Directors by the vote of a majority of the whole Board, may leave unfilled for any such period as it may fix by resolution any office except those of President and Secretary. Any officer or agent shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors. Any officer, agent, or employee, other than officers appointed by the Board of Directors, shall hold office at the discretion of the officer appointing him or her.

**Section 5. Compensation.** An officer of this corporation shall not receive compensation as such officer, but may receive compensation for the performance of management or other services for and on behalf of this compensation as an employee of this corporation as may be established by the Board of Directors.

**Section 6. Duties of President.** The President shall be the chief operations officer of this corporation. The President shall preside at all meetings of the Board of Directors and Members. He or she shall exercise such duties as customarily pertain to the office of President and shall have general and active supervision over the operations of the Board of Directors. He or she may sign, execute, and deliver in the name of this Association powers of attorney, contracts, bonds, and other obligations, so long as the obligations

related thereto do not exceed \$1,000.00 and shall perform such duties as may be prescribed from time to time by the Board of Directors, or by the Bylaws. Any matters concerning obligations in excess of \$1,000.00 must be voted on and be agreed to by a majority of the quorum of the Board of Directors at any regular or special meeting.

**Section 7. Duties of Vice Presidents.** Vice Presidents shall have such powers and perform such duties as may be assigned to them by the Board of Directors or the President. In the absence or disability of the President, the Vice President designated by the Board shall perform the duties and exercise the powers of the President. A Vice President may sign and execute contracts and other obligations pertaining to the regular course of his or her duties.

**Section 8. Duties of Controller.** The Controller, if one is appointed by the Board, shall be responsible to the Board of Directors and the President for all financial control and internal audit of this corporation and its subsidiaries. He or she shall perform such other duties as may be assigned to him or her by the Board of Directors or the President.

**Section 9. Duties of Treasurer.** The Treasurer shall have general custody of all the funds and securities of this corporation and have general supervision of the collection and disbursement of funds of this corporation. He or she shall endorse on behalf of this corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of this corporation in such bank or banks or depositories as the Board of Directors may designate. He or she may sign, with the President, or such other person or persons as may be designated for the purpose by the Board of Directors, all bills of exchange or promissory notes of this corporation. He or she shall enter or cause to be entered regularly in the books of the books of this corporation full and accurate account of all moneys received and paid by him or her on account of this corporation; shall at all reasonable times exhibit his or her books and accounts to any Director of this corporation upon application at the office of this corporation during business hours; and, whenever required by the Board of Directors or the President, shall render a statement of accounts. He or she shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the bylaws. He or she shall not be required to give bond for the faithful performance of his or her duties.

**Section 10. Duties of Secretary.** The Secretary shall, subject to the direction of the Board of Directors and/or the President, keep the minutes of all meetings of the Board of Directors and Members, and to the extent ordered by the Board of Directors or the President, the minutes of meetings of all committees. He or she shall cause notice to be given of meetings of Members, of the Board of Directors, and of any committee appointed by the Board, if such notice is required by these bylaws or by the resolution establishing such committee. He or she shall have custody of the corporate seal and general charge of the records, documents, and papers of this corporation not pertaining to the performance of the duties vested in other officers, which shall at all reasonable times be open to the examination of any Director. He or she may sign or execute contracts with the President, or a Vice President hereunto authorized in the name of this corporation thereto. He or she shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the bylaws.

**Section 11. Vacancies.** In case any office shall become vacant, the Board of Directors shall have power to fill such vacancies for a term expiring at the next Annual Meeting of the Board of Directors. In case of the absence or disability of any officer, the Board of Directors may delegate the powers or duties of any officer to another officer or a director for the time being.

**Section 12. Exercise of Rights as Stockholders.** Unless otherwise ordered by the Board of Directors, the President, or a Vice President thereunto duly authorized by the President, shall have full power and authority on behalf of this corporation to attend and to vote at any meeting of stockholders of any corporation in which this corporation may hold stock, and may exercise on behalf of this corporation any and all of the rights and powers incident to the ownership of such stock at any such meeting, and shall have power and authority to execute and deliver proxies and consents on behalf of this corporation in connection with the exercise by this corporation of the rights and powers incident to the ownership of such stock. The Board of Directors, from time to time, may confer like powers upon any other person or persons.

## **ARTICLE VIII. Members**

**Section 1. Members.** This corporation may have one or more class or classes of members having such qualifications, rights, privileges, duties, and terms and conditions of membership as may be established from time to time by the Board of Directors. There shall be two classes of members, Voting Members and Associate Members.

**Section 2. Meetings of Members.** There shall be no requirement for an annual or special meetings of members for any

purpose. Meetings of members, if any, shall be called, held, and conducted as may be specified from time to time by the Board of Directors.

**Section 3. Voting Members.** A person who is a resident of the State of Washington interested in the promotion and perpetuation of old time fiddling may become a Voting Member of this corporation upon such terms and conditions as may be established from time to time by this corporation, including the payment of such annual dues as may be established for such membership. Voting members shall have the right to vote for the election of the Director of the District in which they reside of this corporation, and to vote on all matters submitted to the membership by the Directors of this corporation, and to vote on all matters submitted to the membership of this corporation, and to participate in members' activities and events of this corporation.

**Section 4. Associate Members.** A person not a resident of the State of Washington interested in the promotion and perpetuation of old time fiddling may become an Associate Member of this corporation upon such terms and conditions as may be established from time to time by this corporation, including the payment of such annual dues as may be established for such membership. An Associate Member shall not have the right to vote for the election of Directors of this corporation, nor to vote on matters coming before a vote of the membership of this corporation, but may participate in members activities and events of this corporation, except those activities and events restricted to Voting Members by action of the Board of Directors.

**Section 5. Termination of Membership.** Membership in this corporation, both Voting and Associate shall terminate automatically upon the failure of a member to pay the dues required by this corporation to retain such membership. Such membership shall terminate as of the date of expiration of the term of membership for which such dues have been paid. A member may be terminated by action of the Board of Directors for actions adverse to the purposes of this corporation or for malfeasance which may affect this corporation pursuant to such procedures which may be established by the Board of Directors, which shall include the right of and procedure for such member presenting his/her reasons why such termination should not be made.

## ARTICLE IX. Districts

**Section 1. Establishment.** The Board of Directors shall establish such geographically based Districts in the State of Washington as they may deem desirable better to enable this corporation to provide services to its members and to further the objects and purposes of this corporation. Such Districts shall be Divisions of this corporation as set forth in Article VI of these bylaws. The geographical boundaries of each such District shall be set forth in the resolution of the Board establishing each such District.

**Section 2. Membership in a Division.** Each Voting Member of this corporation residing within the geographical limits of a District shall be a member of such District and entitled to vote upon all matters coming to a vote of the membership of such District.

**Section 3. District Chairperson and Board Member.** Each such District shall be administered by a District Chairperson who shall be elected by the Voting Members of such District from among the Voting Members in good standing of such District according to election procedures established by the Board of Directors. The election of a person as District Chairperson shall also be the election of such person as a Director of this corporation, to take office as such Director immediately following his/her election. A person so elected as District Chairperson shall not be confirmed in such office, nor commence his/her term of such office unless and until such person gives his/her written assent to serving as such District Chairperson and as a Director of this corporation for the term for which so elected in such form as specified by the Board of Directors.

**Section 4. Removal of Chairperson.** The removal of a District Chairperson as a Director of this corporation as set forth in these Bylaws also shall constituted removal as such District Chairperson.

**Section 5. District Meetings.** Each District may establish its own rules regarding meetings of the members of such District, provided, however, that meetings to elect the District Chairperson shall conform to the notice and other requirements for such meeting and election as specified by the Washington Non-Profit Corporations Act.

**Section 6. District Activities, Events, Operations.** District activities, events, and operations shall be conducted according to guidelines as may be established by the Board of Directors of this corporation, and shall be in furtherance of the objects and purposes of this corporation and not is potential conflict with the retaining of this corporation of its tax exempt status.

## ARTICLE X. Indemnification

**Section 1. Right to Indemnification.** Each person who was or is made a party or is threatened to be made a party to or is involved (including without limitation, as a witness) in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent, of this corporation or, being or having been such a director, officer, employee, or agent, he or she is or was serving as the request of this corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as a director, officer, employee, or agent shall be indemnified and held harmless by this corporation to the full extent authorized by the Washington Non-profit Corporation Act or other applicable law, as the same exist or may hereafter be amended, against all expense, liability, a and loss(including attorneys' fees, judgments, fines, ERISA, excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking to enforce rights to indemnification, this corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of this corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by this corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to this corporation of an undertaking, by or on behalf of such director, officer, employee, or agent, to repay all amount so advanced if it shall ultimately be determined that such director, officer, employee, or agent, is not entitled to be indemnified under this Section 1 or otherwise.

**Section 2. Right to Bring Suit.** If a claim under Section 1 of this Article is not paid in full by this corporation within sixty days after a written claim has been received by this corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty days, the claimant may at any time thereafter bring suit against this corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, whether the required undertaking has been tendered to this corporation) and thereafter this corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled. Neither the failure of this corporation (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by this corporation (including its Board of Directors, independent legal counsel, or its members) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

**Section 3. Non-exclusivity of Rights.** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of members or disinterested directors, or otherwise.

**Section 4. Insurance, Contracts, and Funding.** This corporation shall maintain insurance, at its expense, to protect itself and any director, officer, employee, or agent of this corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense liability, or loss, whether or not this corporation would have the power to indemnify such person against such expense liability, or loss under the Washington Non-Profit Corporations Act. This corporation may enter into contracts with any director, officer, employee, or agent, of this corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

**Section 5. Separability of Provisions.** If any provision of this Article shall be held to be invalid, illegal, or unenforceable, for any reason, the validity and enforceability of the remaining provisions of this Article (including valid portions of paragraphs containing invalid provisions) shall in no way be affected or impaired thereby, and, to the fullest extent possible, the provisions of this Article shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

**Section 6. Partial Indemnification.** If a claimant is entitled to indemnification by this corporation for some or a portion of expenses, liabilities or losses, but not for the total amount thereof, this corporation shall nevertheless indemnify the claimant for the portion of such expenses, liabilities and losses to which the claimant is entitled.

**Section 7. Successors and Assigns.** All obligations of this corporation to indemnify any director or officer shall be binding upon all successors and assigns of this corporation (including any transferee of all or substantially all of its assets and any successor by merger or otherwise by operation of law), shall be binding on an inure to the benefit of the spouse, heirs, personal representatives and estate of the director, officer, employee, or agent, and shall continue as to any claimant who has ceased to be a director, officer, partner, trustee, employee or agent (or other relationship or capacity). This corporation shall not effect any sale of substantially all of its assets, merger, consolidation or other reorganization unless the surviving entity agrees in writing to assume all such obligations of this corporation under this Article.

#### **ARTICLE XI. Fiscal Year**

The Board of Directors shall have power to fix, and from time to time change, the fiscal year of this corporation. The fiscal year of this corporation shall be January 1 through December 31.

#### **ARTICLE XII. Notices**

**Section 1. How Given.** Whenever under the provisions of these bylaws notice is required to be given to Director, officer, or member, it shall be construed to mean personal notice, but such notice may be given in writing, or by mail, or by electronic transmission, or by publication in the corporation newspaper, as herein provided, addressed to such member, officer or Director, attorney or proxy, at such address as appears on the books of this corporation or, in default of other address, to such Director, officer or member, attorney or proxy, at the general post office in the city in which such person is located, and such notice shall be deemed to be given at the time when the same be thus mailed or electronically transmitted.

**Section 2. Waiver.** Any Director, officer, or member may waive any notice required to be given under these bylaws.

#### **ARTICLE XIII. Funds and Checks**

**Section 1. Deposit, Withdrawal.** All funds received by this corporation in the course of its business and for its own account, shall be deposited in one or more banking accounts of this corporation and disbursed for the purposes and requirements of this corporation only by check or interbank fund transfer. Funds in any other account in which this corporation may have an interest by contract or otherwise may be disbursed only by check in a manner determined by the Board of Directors.

**Section 2. Execution.** Drafts, checks, bills of exchange, acceptances and other instruments for the payment of money shall be signed by the Treasurer or Assistant Treasurer and countersigned by another officer as the Board of Directors shall direct, provided, that the Board of Directors shall at any time have the right to select any officer or employee of this corporation and empower him or her to sign checks and other instruments for the payment of money.

#### **ARTICLE XIV. Amendments**

The Board of Directors shall have power to add any provision to or to alter or repeal any provision of these bylaws by the vote of a majority of all the directors at any regular or special meeting of the Board, provided that a statement of the proposed action shall have been included in the notice or waiver of notice of such meeting of the Board, and further provided that such amendment is not in violation of provisions of the Washington Non-Profit Corporations Act regarding actions requiring a vote of the Members.



Revision A approved at Fall Board Meeting October 14, 2006  
Revision Original accepted by State Convention August 5, 2006

## Revision A

### ARTICLE III

**Section 8. Regular Meetings.** Regular meetings of the Board shall be held, ~~without notice~~, at such time and place as shall from time to time be determined by a majority of the Board of Directors. ~~The secretary shall give notice of the time, place, and purpose or purposes of each special meeting by mailing the same at least two days before the meeting, and/or by telephoning and/or electronically communicating the same at least one day before the meeting to each director. No notice need be given of regular meetings.~~

**Section 11. Quorum.** A number equal to ~~at least 25%~~ 1/3 of the Directors and State Officers holding office at any time shall constitute a quorum for the conduct of business at meetings of the Board of Directors.

**Section 12. Voting.** All matters coming before the Board of Directors shall be decided upon by a majority voting at any meeting constituting a quorum, except as otherwise provided in these bylaws. After appointment/ election to office, State Officers will ~~have voting privileges~~ be entitled to one vote each, on all matters except election/appointment of the State Officers. Except for the election of officers and privileged motions, all voting shall be by roll call. Votes cast shall be recorded by the Secretary and retained as part of the minutes of the meeting.

**Section 13. Conduct of Meetings.** At meetings of the Board of Directors, the President, or a designated Vice President shall preside. A quorum as defined in Article III, Section 11, shall be necessary for the conduct of business, ~~[A number equal to at least 25% 1/3 of the Directors holding office at any time shall constitute a quorum for the conduct of business.]~~ but less than a quorum may adjourn any meeting from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice. At any meeting at which every Director shall be present, even though without any notice, any business may be transacted.

### ARTICLE VII

**Section 6. Duties of President.** The President shall be the chief operations officer of this corporation. The President shall preside at all meetings of the Board of Directors and Members. He or she shall exercise such duties as customarily pertain to the office of President and shall have general and active supervision over the operations of the Board of Directors. He or she may sign, execute, and deliver in the name of this ~~corporation~~ Association powers of attorney, contracts, bonds, and other obligations, so long as the obligations related thereto do not exceed \$1,000.00 and shall perform such ~~other~~ duties as may be prescribed from time to time by the Board of Directors, or by the Bylaws. Any matters concerning obligations in excess of \$1,000.00 must be voted on and be agreed to by a majority of the quorum of the Board of Directors at any regular or special meeting.

### ARTICLE VIII

**Section 3. Voting Members.** A person who is a resident of the State of Washington interested in the promotion and perpetuation of old time fiddling may become a Voting Member of this corporation upon such terms and conditions as may be established from time to time by this corporation, including the payment of such annual dues as may be established for such membership. Voting members shall have the right to vote for the election of the Directors of the District in which they reside of this corporation, and to vote on all matters submitted to the membership by the Directors of this corporation, and to vote on all matters submitted to the membership of this corporation, ~~coming before a vote of the membership of this corporation~~, and to participate in members' activities and events of this corporation.

### ARTICLE XII

**Section 1. How Given.** Whenever under the provisions of these bylaws notice is required to be given to ~~any~~ Director, officer, or member, it shall ~~not~~ be construed to mean personal notice, but such notice as may be given in writing, or by mail, or by electronic transmission, or by publication in the corporation newspaper, as herein ~~before~~ provided, addressed to such member, officer or Director, attorney or proxy, at such address as appears on the books of this corporation or, in default of other address, to such Director, officer or member, attorney or proxy, at the general post office in the city in which such person is located, and such notice shall be deemed to be given at the time when the same be thus mailed or electronically transmitted.