

Stringed Instrument Makers of Southern California
BY-LAWS

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Article I BY-LAWS

The following are the By-Laws of the **Stringed Instrument Makers of Southern California**, hereinafter "SIMSCal", or "the Association".

Article II PUBLICATION

These By-Laws shall be published on the SIMSCal website.

Article III MEMBERSHIP

Section 1 Membership

Membership shall be open to anyone with an interest in lutherie. Members can be suspended for cause. They can likewise be re-instated.

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Section 2 Membership Year

The Membership Year shall be from January 1 through December 31.

Section 3 Dues

1. Dues for the Membership Year shall be determined by the General Membership at the Annual Meeting. Dues shall not be pro rated for fractions thereof. Members who leave the Association shall forfeit their membership dues.
2. Payment of annual dues entitles members to the following -
 - Vote for officers and other matters put to the membership for vote.
 - Hold office. Only paid-up members shall be eligible for office.
3. Membership cards, as proof of membership, shall be issued upon payment of dues, and shall be valid for the membership year.

Section 4 Responsibilities

Members shall provide contact information to the Association for meeting notification purposes.

Article IV MEETINGS [Reserved]

Article V VOTING AND ELECTIONS

Section 1 Voting

With the exception of number 4 below, the definition of a quorum, the following is taken directly from the California Corporations Code applicable to unincorporated associations, **SECTION 18330 Article 3, Member Voting**

1. A vote may be conducted either at a member meeting at which a quorum is present or by a written ballot in which the number of votes cast equals or exceeds the number required for a quorum. Approval of a matter voted on requires an affirmative majority of the votes cast.

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2. Written notice of the vote shall be delivered to all members entitled to vote on the date of delivery. The notice shall be delivered or mailed or sent electronically to the member addresses shown in the Association's records a reasonable time before the vote is to be conducted. The notice shall not be delivered electronically, unless the recipient has consented to electronic delivery of the notice. The notice shall state the matter to be decided and describe how and when the vote is to be conducted.
3. If the vote is to be conducted by written ballot, the notice of the vote shall serve as the ballot. It shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the unincorporated association.
4. A majority (50% plus 1) of the voting power of the association constitutes a quorum.
5. The voting power of the association is the total number of votes that can be cast by members on a particular issue at the time the member vote is held."

Section 2 Elections

- Elections for the Membership Year shall take place at the Annual Meeting.
- Any member in good standing shall be eligible to stand for and hold office, subject to term limits.
- Duties of Officers are outlined in Article VI of these By-Laws. These shall be read to the membership at the Annual Meeting elections.
- To provide a basis for informed voting, candidates will introduce themselves with a little background as a guitarmaker, special qualifications for the office, ideas for the term of office, etc. This shall apply even in instances of only one nomination.

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- Elections shall be by secret, written ballot, and tallied by the Secretary / Treasurer in accordance with Section 1 above.

Article VI OFFICERS

Section 1 Officers

The General Membership shall elect the following officers: President, Secretary/Treasurer, Director of Communications and Director of Guitarmaking Operations.

Section 1 Duties

The President shall -

- Ensure that the Association is run in accordance with the Articles of Association, By-Laws, Standing Rules, traditions and common practices of the Association.
- Establish the agenda for the Association for the year, in accordance with the Statement of Purpose.
- Be responsible for the scheduling and organization of General Meetings throughout the year, including the subsequent Annual Meeting.
- Preside over meetings of the General Membership and the Executive Board
- Be the principal representative to external organizations, publications etc. in matters concerning the Association.

The Secretary/Treasurer shall -

- Be the keeper of the SIMSCal permanent records, such as, but not limited to -
 - Original Association documents - such as Articles of Association, By-Laws, Standing Rules, Minutes of Annual Meeting, etc. (secretary function)

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- Legal documents - such as Association registration, tax filings etc. (treasurer function)
- In matters of voting (secretary function) -
 - Determine the number of members in good standing that constitutes a quorum
 - Tally election ballots
- Record and retain the minutes of the Annual Meeting (secretary function) in the permanent records of the Association.
- Receive and issue receipts for membership dues, and maintain a Paid Membership roster, with contact information forwarded to the Director of Communications (treasurer function)
- Issue Membership cards to paid members. (secretary/treasurer function)
- Be accountable for the monetary assets of the Association, and disbursements thereof – "the holder of the checkbook" (treasurer function)
- Be responsible for the preparation and filing of Federal and State income taxes (treasurer function)
- Provide a final financial report to the General Membership at the Annual Meeting.
- Transition Association books of record, and bank account signature authorizations to the new Secretary / Treasurer at the end of the term of office.

The Director of Guitarmaking Operations shall -

- Advise the Executive Board and General Membership on matters of guitarmaking and organization.

The Director of Communications shall be responsible for the ordinary internal and external communications of the Association, including:

- Maintain the SIMSCal website with

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- The SIMSCal Articles of Association, and By-Laws and Standing Rules
- Meeting information: announcements, Minutes, etc.
- Other items of interest which are appropriate to the Association
- The focal point of contact information for the Association, including -
 - Paid members, with inputs from the Secretary/Treasurer
 - Guitarmaking Class members, with inputs from the Director of Guitarmaking Operations
 - Friends of SIMSCal and those expressing interest in the Association.
- The developer, distributor and repository of Association promotional materials, such as Association brochures, banners etc.

Section 2 Delegation of Authority

The respective Officers, while maintaining responsibility for the duties of his office, may designate a delegee to stand-in for him, as appropriate.

Section 3 Term of Office

The ordinary term of office shall be from election to the close of the subsequent Annual Meeting.

Section 4 Term Limits

Except for the position of Treasurer, there are no limits to the number of times that an officer can be re-elected. For financial control purposes, Treasurers shall be limited to two (2) consecutive terms.

Section 5 Succession

Vacancies shall be filled by a majority election of the membership at the next General Meeting. If the next General Meeting is the Annual Meeting, the Officer will be replaced in due course.

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Article VII EXECUTIVE BOARD

The Executive Board shall consist of the elected Officers of the Association.

Section 1 Duties

The duties of the Executive Board include, but are not limited to, the following,

- Act as a steering committee for the Association, within the framework of the Articles of Association, and By-Laws and Standing Rules.
- Refer to the General Membership on matters requiring significant expenditures,
 - When referral to the General Membership is impractical, a majority of Board members shall be required for such expenditures.

Section 2 Authorities

The Board has the authority to bind the Association in matters concerning the ordinary operation of the Association. Extraordinary matters are subject to approval of the membership. "Ordinary matters" include, but are not limited to -

- Authorizing purchases on behalf the Association
- Changing the Standing Rules, which do not require a vote of the General Membership

Article VIII FINANCES

Section 1 Fiscal Matters

Such matters include, but are not limited to, the following,

- For financial control purposes, a voucher system shall be used for disbursements.
- A joint checking account shall be maintained in the Association's name. The Treasurer and the President shall have signature authority over the Association accounts. The Treasurer shall have custody of the checkbook.

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Section 2 Organization, Taxes and Other Filings

- The Association shall be structured as an unincorporated association, and, as such, is registered with the California Secretary of State. This registration is renewable every 5 years, subject to a filing fee.
- For state and federal tax purposes, the Association shall elect to pay taxes as a corporation. As such, filings are due by March 15, for the preceding year.

Article IX CHANGES TO THE BY-LAWS

Section 1 Procedure

The following shall be followed for enacting, amending or repealing any portion of these By-Laws:

- The proposed amendment shall be submitted in writing to an Officer, with sufficient time for consideration by the members, for approval by the General Membership comporting with Article V, section 1, above.
- For purposes of changing the By-Laws, a favorable vote of a majority (50% + 1) of all members in good standing shall be required to enact, amend or repeal any of these By-Laws. This is a higher standard than required by Article V for ordinary Association business.

APPROVED

Date