

## PROPOSED BYLAWS OF AREA VIII OF THE AMERICAN GUILD OF ENGLISH HANDBELL RINGERS, INC.

### PREAMBLE

Area VIII of The American Guild of English Handbell Ringers, Inc. (hereinafter referred to as "Area VIII"), a not for profit corporation recognized by the Internal Revenue Service as a 501(c)(3) charitable organization, shall be governed in accordance with the laws of the State of Missouri, with Area VIII Articles of Incorporation and with its additional amendments, if any, and with these Bylaws as amended periodically.

### ARTICLE I NAME AND OFFICES

Section 1. Name. The name of the Corporation shall be Area VIII, The American Guild of English Handbell Ringers, Inc.

Section 2. Offices. The principal office(s) of Area VIII shall be located at such place as the current Chair of Area VIII designates.

### ARTICLE II PURPOSE

Section 1. Purpose. The primary objectives of Area VIII shall be to educate, promote the exchange of ideas relating to handbell and handchime ringing, and sponsor educational activities that may be adjudicated but which exclude direct competition between handbell and handchime choirs, ensembles and/or ringers.

### ARTICLE III MEMBERSHIP

Section 1. Membership Categories. Members of Area VIII shall be all members of The American Guild of English Handbell Ringers, Inc., hereinafter referred to as AGEHR, Inc., who reside in the geographical area designated by AGEHR, Inc. as Area VIII and of AGEHR, Inc., who choose to affiliate with Area VIII.

(a) A member in good standing is one whose annual dues to AGEHR, Inc. are current and who has no other outstanding financial obligation to Area VIII or AGEHR, Inc.

(b) Categories of membership shall be consistent with AGEHR, Inc. Bylaws and policies.

Section 2. Voting and Other Privileges.

(a) *Voting*. Voting privileges of Area VIII members shall be consistent with AGEHR, Inc. Bylaws and policies.

(b) *Other Privileges*. In addition to the membership privileges granted by AGEHR, Inc., Area VIII Board of Directors may grant additional privileges.

Section 3. Nondiscrimination. Area VIII, its officers, employees and members will not discriminate against any voting or nonvoting member on any basis including, but not limited to, race,

age, color, religion, marital status, veteran status, gender, pregnancy, sexual orientation, national origin or physical or mental disability.

#### **ARTICLE IV ORGANIZATION**

Section 1. Sub-Areas and Districts.

(a) Area VIII is subdivided into divisional geographic Sub-Areas. Each Sub-Area consists of a smaller territory contained within the territory designated to Area VIII by AGEHR, Inc.

(b) Area VIII may redefine Sub-Area territories with the approval of the Area VIII Board of Directors and the voting membership of the proposed Sub-Area.

(c) Members who reside in Sub-Areas that are included within the geographical boundaries of Area VIII shall be members of that Sub-Area.

(d) Each Sub-Area may be further subdivided into additional geographic sub-areas known as Districts with the approval of the Area VIII Board of Directors. Each District will consist of a smaller territory contained within the territory designated to a single Sub-Area.

(e) Each Sub-Area and District must operate under the Bylaws of Area VIII.

Section 2. Area Administration.

(a) Area VIII shall be governed by the Area VIII Board of Directors, hereinafter referred to as the Area VIII Board, in accordance with these Bylaws and other Area VIII Official Documents.

(b) Area VIII shall be administered by a Chair elected from the voting membership of Area VIII.

(c) Each Sub-Area shall be administered by a Sub-Area Chair appointed by the Area VIII Chair and approved by the Area VIII Board.

(d) Sub-Areas may maintain a Sub-Area Board of Directors consistent with Area VIII Bylaws to assist the Sub-Area Chair in matters concerning the Sub-Area.

(e) Each District shall be administered by a District chair appointed by the Area VIII Chair and approved by the Area VIII Board.

(f) Area VIII and its Sub-Areas and Districts must operate in a manner consistent with AGEHR, Inc.'s Bylaws.

Section 3. Fiscal Year. The fiscal year of Area VIII shall begin October 1 and extend through September 30.

Section 4. Biennial Meeting. There shall be a biennial meeting of Area VIII membership for purposes of receiving reports of the Area VIII Board and for transacting any other such business as may be brought before the membership by either the Area VIII Board or its

members. No minimum number of members must be present, either in person or by proxy, for purposes of the transaction of any business at any meeting of Area VIII members; provided, however, at least 10% of the membership shall be present, either in person or by proxy, for the purpose of taking any action relating to the merger or dissolution of Area VIII.

#### **ARTICLE V EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

Section 1. Powers. Except as otherwise provided by law or in any Bylaw of Area VIII, the business of the Area shall be managed and all of the powers of the Area shall be exercised by the Area VIII Board. The Executive Committee may conduct the business of Area VIII during the period between meetings of the Area VIII Board.

Section 2. Membership.

(a) The Executive Committee shall consist of all elected officers of Area VIII. (Past Chair, Chair, Chair-Elect, Secretary and Treasurer).

(b) The Area VIII Board shall consist of the members of the Executive Committee and appointed positions as determined by the Area VIII Bylaws and other Official Documents. All officers of the Area VIII Board shall be members in good standing of AGEHR, Inc. during the entirety of their term in office.

Section 3. Tenure, Election and Appointment.

(a) Tenure of Chair and Chair-Elect. The Chair-Elect shall be elected for a six-year term to be served in the following manner: a two-year term as Chair-Elect followed by a two-year term as Chair and a two-year term as Past Chair. The term of the Chair and Chair-Elect shall commence at the beginning of the Area VIII fiscal year following the election of the Chair-Elect. The Chair, Chair-Elect and Past Chair may not renew their terms at the end of a six-year term as Chair-Elect, Chair and Past Chair until two years after the date on which such person last served on the Area VIII Board.

(b) Tenure of Secretary and Treasurer. The Secretary and Treasurer shall be elected for a two-year term and shall be eligible for re-election for one additional two-year term. The term of the Secretary and Treasurer shall commence at the beginning of the Area VIII fiscal year following the election of the Secretary and Treasurer.

(c) Tenure of Appointed Members of the Area VIII Board. Terms for all appointed positions shall be for two (2) years and shall commence concurrent with the Chair's term. Persons appointed to positions on the Area VIII Board may be reappointed to the same position for a second two-year term.

(d) Election of Officers. The election of officers shall be held in each even numbered year.

(1) Nominating Committee. A Nominating Committee of three members shall be appointed by the Area VIII Board, and shall include one and no more than one current member of the Area VIII Board. Such Members shall be appointed to the Nominating Committee in sufficient time to comply with other provisions of these bylaws governing elections and the assumption of office of those elected. The Nominating Committee shall nominate two (2) candidates each for Chair-Elect, Secretary and Treasurer.

(2) Election of Officers. All officers shall be elected by a plurality of the votes cast by the voting membership of Area VIII. An automatic recount shall occur if the margin of victory is less than or equal to one percent (1%) of the total votes cast. In case of a tie, the election shall be determined by a majority vote of the current Area VIII Board.

(i) The Area VIII Board or its appointee shall provide candidate names and information to the voting membership no less than 30 days prior to the start of the balloting period.

(ii) The Area VIII Board or its appointee shall provide a ballot containing names of all nominees to the voting membership no less than 30 days prior to the end of the balloting period.

(iii) A person or entity independent of the Area VIII Board will be designated to collect the ballots and release the results of each election.

(iv) Each Member ballot must be received by the designated independent agency or postmarked by the date required as set forth on the ballot.

(e) Appointment of Area VIII Board Positions. The Chair, with the approval of the Executive Committee, shall appoint directors from the voting membership to serve as members of the Area VIII Board. Titles, duties and privileges of each member shall be determined by the Executive Committee or documented in the Area VIII Bylaws or Other Official Documents of the Area VIII Board.

#### Section 4. Resignations, Attendance, Removal and Vacancies.

(a) Resignation. Any member of the Area VIII Board may resign at any time by filing a written resignation with the Chair. In the event that the Chair desires to resign, the written resignation must be filed with the Chair-Elect.

(b) Attendance. All members of the Area VIII Board are expected to attend all Board meetings. Absences from a total of two consecutive meetings is considered a resignation by such Board member. At the member's request,

reinstatement may be granted by the Area VIII Board once during the term of office of that member.

(c) Removal. Any member of the Area VIII Board shall be removed from the Board upon evidence of incapacity or unwillingness to serve or to follow these Bylaws or governing documents. Any member of the Area VIII Board may be removed from the Area VIII Board by the remaining members of the Area VIII Board whenever, in its judgment, the best interests of Area VIII would be served thereby. Such removal from office must be approved by a two-thirds (2/3) vote of the Area VIII Board (not counting such member in question) and the office be declared vacant.

(d) Vacancies.

(1) *Chair*. Should a vacancy occur in the office of Chair, the Chair-Elect shall accede to the office for the unexpired term of the Chair as well as serving his/her own term as Chair. Under these circumstances, the office of Chair-Elect shall remain vacant until the next scheduled election. The Area VIII Board shall distribute the duties of Chair-Elect to the remaining Board members.

(2) *Chair-Elect*. Should a vacancy occur in the office of Chair-Elect, other than through accession, the Area VIII Board shall, within a period of one month, appoint a Nominating Committee in accordance with Section 3 of this Article to nominate two persons for the office. Within a period of one month after nominees have been selected, a ballot containing these two names shall be provided to the voting Members in accordance with the procedures outlined in Section 3 of this Article.

(3) If a newly elected Chair-Elect becomes unable or unwilling to assume office, the Area VIII Board shall, within a period of one month, appoint a Nominating Committee in accordance with Section 3 of this Article to nominate two persons for the office. Within a period of one month after nominees have been selected, a ballot containing these two names shall be provided to the voting Members in accordance with the procedures outlined in Section 3 of this Article.

(4) *Past Chair*. Should a vacancy occur in the office of Past Chair, the Area VIII Board shall, within six months, appoint a member of Area VIII who has previously served as chair of any AGEHR Area Board to complete the unexpired term of the vacated office.

(5) *Secretary and Treasurer*. Should a vacancy occur in the office of secretary or treasurer during such person's term or if a newly elected secretary or treasurer becomes unable or unwilling to assume office prior to the commencement of that officer's term, the vacancy shall be filled by appointment by the Area VIII Board within three months of the vacancy. The appointed officer will complete the unexpired term of the vacated office.

(6) The term of any officer elected or appointed to fill a vacancy shall commence immediately upon notification of his/her election or appointment.

Section 5. Regular and Special Meetings.

(a) Regular Meetings. Regular meetings of the Area VIII Board shall be held at least once (1) per fiscal year at such time and method as shall be determined by the Chair.

(b) Special Meetings. Special meetings of the Area VIII Board may be called by the Chair, with the approval of at least three (3) additional Directors and notice to all members of the Area VIII Board.

(c) For meetings of the Area VIII Board, a quorum shall consist of a simple majority of the voting members of the Area VIII Board.

(d) The Area VIII Board may participate in a meeting by any means (e.g., established or emerging technologies) whereby all members can communicate with each other.

(e) Notice of all regular meetings must be provided to members of the Area VIII Board at least fourteen (14) days prior to the meeting and shall state date, time, place as applicable and agenda to be considered.

Section 6. Special Membership Vote. The Area VIII Board may call for a special vote of the membership when necessary. A two-thirds (2/3) vote of the Area VIII Board shall be required before the issue is submitted to the voting membership.

#### **ARTICLE VI DUTIES OF OFFICERS**

Section 1. Chair. The Chair shall preside at all meetings of the Area VIII Board, with the right to vote on all matters on which the Area VIII Board votes, and shall perform other assignments as determined by the Area VIII Board and outlined in Official Documents of Area VIII.

Section 2. Chair-Elect. The Chair-Elect shall perform such duties as assigned to him or her by the Chair or the Area VIII Board. In the absence of the Chair, the Chair-Elect shall preside at all meetings of the Area VIII Board and assume the duties of the Chair as determined by the Area VIII Board.

Section 3. Secretary. The Secretary will be responsible for maintaining all official and legal documents of the Area VIII Board. The secretary is responsible for maintaining minutes of all meetings of the Area VIII Board and the Executive Committee and for performing such other duties as assigned to him or her by the Chair or the Area VIII Board.

Section 4. Treasurer. The Treasurer shall be responsible for safekeeping of all monetary assets of Area VIII and for reporting thereon as requested by the Chair or the Area VIII Board. The Treasurer will also be responsible for performing such other duties as assigned to him or her by the Chair or the Area VIII Board.

## **ARTICLE VII COMMITTEES AND APPOINTMENTS**

- Section 1. The Area VIII Board may appoint committees. All committees appointed by the Area VIII Board are accountable to the Area VIII Board. The term of any committee may not extend past the term of the Chair who was in office at the time the committee was formed and may be terminated by the Area VIII Board at any time.
- Section 2. All appointed members of committees must be members in good standing of Area VIII during the entirety of their membership on the committee. An exception to this requirement may be made if approved by the Area VIII Board.

## **ARTICLE VIII BOOKS AND RECORDS**

- Section 1. Books and Records. Area VIII shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Area VIII Board and Committees having any of the authority of the Area VIII Board at a place or places designated by the Area VIII Board. It shall also keep, at its principal or registered office, a record of the names and addresses of the Board Members entitled to vote. All books and records of Area VIII may be inspected by any member of Area VIII or agent or attorney for such member or by AGEHR, Inc. for any proper purpose authorized by these Bylaws or as required by law.
- Section 2. Implementation. The Area VIII Board shall establish documents necessary for implementing these Bylaws and for governing the organization.
- Section 3. Rules. The rules contained in Robert's Rules of Order, most recently revised, shall govern Area VIII in all cases where they are applicable and when they are not inconsistent with these Bylaws or any official records adopted by Area VIII or by AGEHR, Inc.
- Section 4. Responsibilities to AGEHR, Inc. Area VIII and its Sub-Areas and Districts shall submit any and all reports and records to the next higher level of AGEHR, Inc. as requested by the AGEHR, Inc. Board of Directors or the AGEHR, Inc. Executive Director.

## **ARTICLE IX COMPENSATION AND CONFLICTS OF INTEREST**

- Section 1. Compensation. Except as may be specifically permitted by the Articles of Incorporation, the Bylaws or the Area VIII Official Documents, no member of the Area VIII Board or appointed committee shall receive any salary, fee, payment, honorarium or other compensation of any kind from Area VIII or any other party as a result of his/her position or affiliation with Area VIII. Nothing contained herein shall prevent any person from being reimbursed by Area VIII for expenses incurred in performing authorized business of, or on behalf of Area VIII; from being paid the usual and normal royalties or honoraria for authoring music, books, and other resources published by Area VIII; or from being paid the usual and normal honoraria for teaching, conducting, or serving as a clinician at events sponsored or endorsed by Area VIII. |
- Section 2. Conflicts of Interest with Area VIII. No member of the Area VIII Board or of an appointed committee shall engage in any course of conduct that may result in a conflict of interest with Area VIII. No member of the Area VIII Board or appointed committee, while

operating in that capacity, may take any public position contrary to the best interests of Area VIII or of AGEHR, Inc., without the prior written approval of the Area VIII Board.

#### **ARTICLE X INDEMNIFICATION**

Section 1. Area VIII shall provide for indemnification by Area VIII of any and all of its members of the Area VIII Board against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of having been member of the Area VIII Board. The exception to this indemnification relates to matters in which such members of the Area VIII Board in such action, suit or proceeding shall be judged liable for willful misconduct or gross negligence in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. AGEHR, Inc. provides coverage for such indemnification. In the event this coverage is terminated, Area VIII may purchase insurance for such indemnification.

#### **ARTICLE XI AMENDMENTS**

Section 1. Initiation. The process for amending the Bylaws of Area VIII or any of its Sub-Areas or Districts may be initiated by a Member of Area VIII (or the appropriate Sub-Area or District), by the Area VIII Board or a special committee appointed by the Area VIII Board.

Section 2. Review. Proposed Bylaws amendments shall be reviewed by the Area VIII Board. A two-thirds (2/3) vote of the Area VIII Board shall be required for approval before the proposed amendments are submitted to the AGEHR, Inc. National Board of Directors for review and approval.

Section 3. Petition. If the Area VIII Board rejects the proposed amendments, a petition to the Chair bearing the signatures of ten percent (10%) of the voting membership shall cause this set of proposed amendments to be sent to the AGEHR, Inc. National Board of Directors for review and approval.

Section 4. Voting Process.

(a) Upon approval by the AGEHR, Inc. National Board of Directors, the proposed Bylaws amendments shall be submitted to the voting membership no less than 30 days prior to the end of the balloting period.

(b) A person or entity independent of the Area VIII Board will be designated to collect the ballots and release the results of the proposed Bylaws amendments.

(c) Each Member ballot must be received by the designated independent agency or postmarked by the date required as set forth on the ballot.

Section 5. Adoption. A two-thirds (2/3) majority of the votes cast shall be required for adoption.

Section 6. Effective Date. Amendments shall be effective as of the date designated in the proposed amendments.

#### **ARTICLE XII DISSOLUTION**



Section 1. Upon dissolution of Area VIII or any Sub-Area or District of Area VIII, all assets of the dissolved Area VIII, Sub-Area or District shall be transferred to the next higher level of AGEHR, Inc.

July 2017 Revision

Approved by the voting members of Area 8, effective August 14, 2017