

BYLAWS OF AREA VII OF THE AMERICAN GUILD OF ENGLISH HANDBELL RINGERS, INC.

PREAMBLE

Area VII (doing business as Area 7) of The American Guild of English Handbell Ringers, Inc. (the "Area" or "Area 7"), 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 South Dakota, with the Area's 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 VII, The American Guild of English Handbell Ringers, Inc., hereinafter known as Area 7.

Section 2 Offices. The principal office(s) of the Area shall be located at the residence of the current Chair of the Area or such other place as the current Chair of the Area may designate.

ARTICLE II PURPOSE

Section 1 Purpose. The primary objectives of the Area 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 7 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 7 and any member classified by AGEHR, Inc. as living outside the defined boundaries of any Area of AGEHR, Inc. who chooses to affiliate with Area 7.

- 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 7 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 7 members shall be consistent with AGEHR, Inc. Bylaws and policies.
- b. *Other Privileges of Membership*. In addition to the membership privileges granted by AGEHR, Inc., the Area 7 Board of Directors may grant additional privileges.

Section 3 Nondiscrimination. The Area, 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 7 is subdivided into divisional geographic Sub-Areas. Each Sub-Area consists of a smaller territory contained within the territory designated to Area 7 by AGEHR, Inc.
- b. Area 7 may redefine Sub-Area territories with the approval of the Area 7 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 7 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 7 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 7.

Section 2 Area Administration

- a. Area 7 shall be governed by the Area 7 Board of Directors, hereinafter referred to as the Area 7 Board, in accordance with these Bylaws and other Area 7 official documents.
- b. Area 7 shall be administered by a Chair elected from the voting membership of Area 7.
- c. Each Sub-Area shall be administered by a Sub-Area Chair appointed by the Area 7 Chair and approved by the Area 7 Board.
- d. Each District shall be administered by a District chair appointed by the Area 7 Chair and approved by the Area 7 Board.
- e. Area 7 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 the Area shall begin October 1 and extend through September 30.

Section 4 Biennial Meeting. There shall be a biennial meeting of the Area membership for purposes of receiving reports of the Area 7 Board and for transacting any other such business as may be brought before the membership by either the Area 7 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 the Area 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 the Area.

ARTICLE V EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Section 1 Powers. Except as otherwise provided by law or in any Bylaw of the Area, the business of the Area shall be managed and all of the powers of the Area shall be exercised by the Area 7 Board.

Section 2 Membership.

- a. The Executive Committee shall consist of all elected officers of the Area. These officers are Past Chair, Chair, Chair-Elect, Secretary and Treasurer.
 - i. At the discretion of the Board of Directors, the Executive Committee may act for the entire Board of Directors. A majority vote of the entire Executive Committee constitutes adoption.
- b. The Area 7 Board shall consist of the members of the Executive Committee and appointed

positions as determined by the Area 7 Bylaws and other Official Documents. All members of the Area 7 Board shall be members in good standing of Area 7 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's 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 7 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 (1) additional two-year term. The term of the Secretary and Treasurer shall commence at the beginning of the Area's fiscal year following the election of the Secretary and Treasurer.
- c. Tenure of Appointed Voting Members of the Area 7 Board. Terms for appointed voting members shall be for two (2) years and shall commence at the beginning of the Area's fiscal year following their appointment. Persons appointed to a voting position on the Area 7 Board may be reappointed to the same position for a one (1) additional two-year term.
- d. Tenure of Appointed Non-Voting Members of the Area 7 Board. Terms for appointed non-voting positions shall be for two (2) years, and are eligible for re-appointment. Terms shall commence at the beginning of the Area's fiscal year following their appointment.
- e. Election of Officers. The election of officers shall be held in each even-numbered year. The voting shall be conducted by mail ballot or electronic ballot.
 - i. Nominating Committee. A Nominating Committee of three (3) members shall be appointed by the Area 7 Chair, with the approval of the Executive Committee. One of these members shall be the current Past Chair who shall be Chair of the Nominating Committee. If the current Past Chair position is vacant, the Chair shall appoint a Nominating Committee Chair. 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.
 1. The Nominating Committee shall nominate two (2) candidates, after obtaining written consent of the nominees, for Chair-Elect, Secretary and Treasurer.
 - ii. Election of Officers. All officers shall be elected by a plurality of the votes cast by the voting membership of the Area. 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 7 Board.
 1. The Area 7 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. Measures should be taken to ensure only one (1) vote per membership.
 2. A person or entity independent of the Area 7 Board will be designated to collect the ballots and release the results of each election.
 3. Each Member ballot must be received by the designated independent

agency or postmarked by the date required as set forth on the ballot.

- f. Appointment of voting Area 7 Board Positions. The Chair, with the approval of the Executive Committee, shall appoint the following from the Area 7 membership to serve as voting members of the Area 7 Board. Duties and privileges of each member shall be determined by the Executive Committee or documented in the Area 7 Bylaws or Other Official Documents of the Area 7 Board.
 - i. Sub-Area Chairs
 - ii. Publications Manager
 - iii. Membership Chair
- g. Appointment of Non-voting Area 7 Board Positions. The Chair, with the approval of the Executive Committee, shall appoint the following from the Area 7 membership to serve as non-voting members of the Area 7 Board. Duties and privileges of each member shall be determined by the Executive Committee or documented in the Area 7 Bylaws or Other Official Documents of the Area 7 Board.
 - i. Events Coordinator
 - ii. Manitoba Representative
 - iii. Special Needs Groups Coordinator
 - iv. CHIME Representative
 - v. Media Library Coordinator
 - vi. Historian
 - vii. Website Administrator
 - viii. Youth Events Planner
 - ix. Other Special Task Coordinators, as needed
 - x. District Leaders

Section 4 Resignations, Attendance, Removal and Vacancies.

- a. Resignation. Any member of the Area 7 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 7 Board are expected to attend all Board meetings. Absences from a total of three (3) board meetings is considered resignation by such Board member. At the member's request, reinstatement may be granted by the Board once during the term of office of that member.
- c. Removal. Any member of the Area 7 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 7 Board may be removed from the Area 7 Board by the remaining members of the Area 7 Board whenever, in its judgment, the best interests of the Area would be served thereby. Such removal from office must be approved by a two-thirds (2/3) vote of the voting members of the Area 7 Board (not counting such member in question), and the office will be declared vacant.
 - i. Any officer who moves from Area 7 shall relinquish their office immediately.
- d. Vacancies.
 - i. 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.
 - ii. Chair-Elect. Should a vacancy occur in the office of Chair-Elect within the first year of his/her two-year term, the Chair, with the approval of the Executive

Committee 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.

- iii. Past Chair. Should a vacancy occur in the office of Past Chair, the Chair, with the approval of the Executive Committee shall, within six (6) months, appoint a member of Area 7 who has previously served as chair of any AGEHR Area Board to complete the unexpired term of the vacated office.
- iv. 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 7 Chair, with the approval of the Executive Committee, within six (6) months of the vacancy. The appointed officer will complete the unexpired term of the vacated office.
- v. Vacancy Term. 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 7 Board shall be held at least once (1) per fiscal year at such time and place as shall be determined by the Chair.
- b. Special Meetings. Special meetings of the Area 7 Board may be called by:
 - i. The Chair, with the approval of the Executive Committee and notice given to all members of the Area 7 Board.
 - ii. A 2/3 majority vote of the Executive Committee and notice given to all members of the Area 7 Board.
- c. Quorum. For meetings of the Area 7 Board, a quorum shall consist of a simple majority of the voting members of the Area 7 Board.
- d. Communication Means. The Area 7 Board may participate in a meeting by any means (e.g., established or emerging technologies) whereby all members can communicate with each other.
- e. Open Meeting. Meetings of the Board of Directors shall be open to all members in good standing. These members may attend without the privilege of a vote.
- f. Notice. Notice of all regular meetings must be provided to members of the Area 7 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 7 Board may call for a special vote of the membership when necessary. A two-thirds (2/3) vote of the Area 7 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 7 Board, with the right to vote on all matters on which the Area 7 Board votes, and shall perform other assignments as determined by the Area 7 Board and outlined in Official Documents of Area 7.

Section 2 Chair-Elect. The Chair-Elect shall perform such duties as assigned to him or her by the

Chair or the Area 7 Board. In the absence of the Chair, the Chair-Elect shall preside at all meetings of the Area 7 Board and assume the duties of the Chair as outlined in Official Documents of Area 7.

Section 3 Secretary. The Secretary will be responsible for maintaining all written documents of the Area 7 Board. The secretary is responsible for maintaining minutes of all meetings of the Area 7 Board and the Executive Committee and for performing such other duties as assigned to him or her by the Chair or in Official Documents of Area 7.

Section 4 Treasurer. The Treasurer shall be responsible for safekeeping of all monetary assets of Area 7 and for reporting thereon as requested by the Chair or the Area 7 Board. The Treasurer will also be responsible for performing such other duties as assigned to him or her by the Chair or in Official Documents of Area 7.

ARTICLE VII COMMITTEES AND APPOINTMENTS

Section 1 The Area 7 Board may appoint committees. All committees appointed by the Area 7 Board are accountable to the Area 7 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 7 Board at any time.

Section 2 All appointed members of committees must be members in good standing of Area 7 during the entirety of their membership on the committee. An exception to this requirement may be made if approved by the Area 7 Board.

ARTICLE VIII BOOKS AND RECORDS

Section 1 Books and Records. The Area shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Area 7 Board and Committees having any of the authority of the Area 7 Board at a place or places designated by the Area 7 Board. It shall also keep a record of the names and physical addresses of the Board Members entitled to vote. All books and records of the Area may be inspected by any member of Area 7 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 7 Board shall establish documents necessary for implementing these Bylaws and for governing the organization. These shall include the Book of Motions, the Rules of Procedure and any other official documents approved by the Area 7 Board of Directors.

Section 3 Rules. The rules contained in Robert's Rules of Order, most recently revised, shall govern the Area in all cases where they are applicable and when they are not inconsistent with these Bylaws or any official records adopted by the Area or by AGEHR, Inc.

Section 4 Responsibilities to AGEHR, Inc. Area 7 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's Official Documents, no member of the Area 7 Board or appointed

committee shall receive any salary, fee, payment, honorarium or other compensation of any kind from the Area or any other party as a result of his/her position or affiliation with the Area. Nothing contained herein shall prevent any person from being reimbursed by the Area for expenses incurred in performing authorized business of, or on behalf of the Area; from being paid the usual and normal royalties or honoraria for authoring music, books, and other resources published by the Area; or from being paid the usual and normal honoraria for teaching, conducting, or serving as a clinician at events sponsored or endorsed by the Area.

Section 2 Conflicts of Interest with the Area. No member of the Area 7 Board or of an appointed committee shall engage in any course of conduct that may result in a conflict of interest with the Area. No member of the Area 7 Board or appointed committee, while operating in that capacity, may take any public position contrary to the best interests of the Area or of AGEHR, Inc., without the prior written approval of the Area 7 Board.

ARTICLE X INDEMNIFICATION

Section 1 The Area shall provide for indemnification by the Area of any and all members of the Area 7 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 7 Board. The exception to this indemnification relates to matters in which such members of the Area 7 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. Area 7 may purchase insurance for such indemnification.

ARTICLE XI AMENDMENTS

Section 1 Initiation. The process for amending the Bylaws of Area 7 may be initiated by a member of Area 7, by the Area 7 Board or a special committee appointed by the Area 7 Board.

Section 2 Review. Proposed Bylaws amendments shall be reviewed by the Area 7 Board. A two-thirds 2/3 majority vote of the Area 7 Board shall be required for approval before the proposed amendments are submitted to the AGEHR, Inc. Board of Directors for review and approval.

Section 3 Petition. If the Area 7 Board rejects the proposed amendments, a petition to the Chair bearing the signatures of ten percent (10%) of the Area 7 voting membership shall cause this set of proposed amendments to be sent to the AGEHR, Inc. Board of Directors for review and approval.

Section 4 Voting Process

- a. Upon approval by the AGEHR, Inc. 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. The voting shall be conducted by mail ballot or electronic ballot. Measures shall be taken to ensure only one (1) vote per membership.
- c. A person or entity independent of the Area 7 Board will be designated to collect the ballots and release the results of the proposed Bylaws amendments.
- d. 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 7 or any Sub-Area or District of Area 7, all assets of the dissolved Area, Sub-Area or District shall be transferred to the next higher level of AGEHR, Inc.

Effective as of: _____