

Area II Bylaws

(Proposed, Voted and Adopted 4/2019 by the Membership of AGEHR, Area II, Inc.)

PREAMBLE

AGHER – Area II Inc., a non-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 New York, with the corporation’s Articles of Incorporation, with amendments, if any, and with these Bylaws as amended periodically.

ARTICLE I

Name And Offices

Section 1. The name of the organization is AGEHR – Area II, Inc (hereafter referred to as Area II) of the American Guild of English Handbell Ringers, Inc. (hereafter referred to as AGEHR Inc.)

Section 2. 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. The primary objectives of Area II shall be to educate, to promote the exchange of ideas relating to handbell and handchime ringing, and to sponsor educational activities which may be adjudicated but which exclude direct competition between handbell choirs, ensemble, and/or ringers.

ARTICLE III

Membership

Section 1. Membership Categories: Members of Area II shall be 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 as Area II and any member classified as living outside the defined boundaries of any Area of AHEGR, Inc. who chooses to affiliate with Area II.

(a) A member in good standing is one whose dues to AGEHR, Inc. are current and has no other outstanding financial obligations to Area II 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 II members shall be consistent with AGEHR, Inc. Bylaws and policies.

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- (b) Other Privileges of Membership. In addition to the membership privileges granted by AGEHR, Inc., the Area II 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 II may be subdivided into divisional geographic Sub-Areas. Each Sub-Area will consist of a smaller territory contained within the territory designated to Area II by AGEHR, Inc.
- (b) Area II may redefine Sub-Area territories with the approval of the Area II Board 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 II 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 II 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 II.

Section 2. Area Administration

- (a) Area II shall be governed by the Area II Board of Directors, hereinafter referred to as the Area II Board, in accordance with these Bylaws and other Area II official documents.
- (b) Area II shall be administered by a Chair elected from the voting members of Area II.
- (c) Each Sub-Area shall be administered by a Sub-Area Chair (State Representative) appointed by the Area II Chair and approved by the Area II Board.
- (d) Sub-Areas may elect and maintain a Sub-Area Board of Directors consistent with Area II Bylaws to assist the Sub-Area Chair in matters concerning the Sub-Area.

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- (e) Each district shall be administered by a District chair appointed by the Area II Chair and approved by the Area II Board.
- (f) Area II and its Sub-Areas and Districts must operate in a manner consistent with AGHER, Inc's Bylaws.

Section 3. Fiscal Year. The fiscal year of Area II shall begin on October 1 and end on September 30.

Section 4. Annual Meeting. There shall be an annual meeting of the Area membership at the Area Summer Event for purposes of receiving reports of the Area II Board and for transacting any other such business as may be brought before the membership by either the Area II Board or its members. No minimum number of members must be present, wither in person or by proxy, for purposes of the transaction of any business in 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 related to the merger or dissolution of the Area.

ARTICLE V

Board of Directors and Executive Committee

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 II Board of Directors.

Section 2. Membership.

- (a) The Executive Committee shall consist of all elected officers of the Area. The elected officers of Area II shall be the Chair, Chair-Elect, Immediate Past Chair, Treasurer, and Secretary.
- (b) The Area II Board shall consist of the members of the Executive Committee and appointed positions as determined by the Area II Bylaws and other Official Documents. All members of the Area II Board shall be members in good standing of Area II 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 an Immediate 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 Immediate 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 served on the Area II Board.

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- (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 two additional two-year terms. 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 Members of the Area II Board. Terms for all appointed positions shall be for two (2) years and shall commence concurrent with the Chair's term. Person appointed to positions on the Area II Board may be reappointed to the same position for two additional two-year terms.

- (d) Election of Officers. The election of Area II Officers shall be held in each odd-numbered year. All officers shall be elected by a plurality of the votes cast by the voting membership of the Area. An automatic recount shall be called by the Area II Chair if the margin of victory is less than or equal to 1% of the total votes cast. In the case of a tie, the election shall be determined by the majority vote of the Area II Board.

- (e) Nominating Committee. A Nominating Committee of three (3) members shall be appointed by the Area II Board and may include no more than one current member of the Area II 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 the office of those elected. The Nominating Committee shall nominate two (2) candidates for Chair-Elect, Secretary, and Treasurer.

- (f) Ballots. The Area II 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.
 - (i) A person or entity independent of the Area II Board will be designated to collect the ballots and release the results of each election.
 - (ii) Each Member ballot must be received by the designated independent agency or postmarked by the date required as set forth on the ballot.

- (g) Appointment of Area II Board Positions. The Chair, with the approval of the Executive Committee, shall appoint the following from the voting membership to serve as members of the Area II Board. Duties and privileges of each member shall be determined by the Executive Committee or documented in the Area II bylaw or Other Official Documents (Operation Manual) of the Area II Board.
 - (1) Education/Historian
 - (2) Membership Chair
 - (3) Any other appointed positions as determined by the Executive Committee.

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If a vacancy occurs in an appointed office, the Chair shall appoint, with the approval of the Executive Committee, a member to fill out the remainder of the term.

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

- (a) Resignation. Any member of the Area II 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 II Board are expected to attend all Board Meetings. An absence from a total of two (2) per year or three (3) per term face-to-face meetings is considered a 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. Upon evidence of any Board member's incapacity or unwillingness to serve or to follow these bylaws or governing documents, the Area II Board by two-thirds (2/3) (not counting the member in question) vote may declare that office to be 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 Board shall distribute the duties of the 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 Board shall within a period of one month, appoint a nominating committee in accordance with the provisions of Section 3 of this Article, to nominate two persons for the office of Chair-Elect. Within a period of one month after the nominees have been selected, a ballot containing these two names and biographical material shall be mailed to the entire Area II voting membership in accordance with the procedures outlined in Section 3 of this Article.

If a newly elected Chair-elect becomes unwilling or unable to assume office, the Area II Board shall, within a period of one month appoint a nominating committee in accordance with the provisions of Section 3 of this Article, to nominate two persons for the office of Chair-Elect. Within a period of one month after the nominees have been selected, a ballot containing these two names and biographical material shall be mailed to the entire Area II voting membership in accordance with the procedures outlined in Section 3 of this Article.

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- (3) *Past Chair*: Should a vacancy occur in the office of Immediate Past-Chair, the Board shall, within six months, appoint a member of Area II who has served previously as Chair of any AGEHR Board to complete the unexpired term of the vacated office.
- (4) *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 the office prior to the commencement of that officer's term, the vacancy shall be filled by appointment by the Area II Board within six months of the vacancy. The appointed officer will complete the unexpired term of the vacated office.
- (5) The term of any officer elected or appointed to fill a vacancy shall commence immediately upon notification of his/her election or appointment.
- (6) Any Area II officer moving from the geographical area designated as Area II shall immediately relinquish that Area II office.
- (7) Any Area II officer elected to the AGEHR, Inc. Board of Directors shall relinquish their Area II office prior to assuming their position on the AGEHR, Inc. Board of Directors.

Section 5. Regular and Special Meetings.

- (a) *Regular Meetings*. Regular meetings of the Area II board shall be held a minimum of two times per fiscal year at such time and place as shall be determined by the Chair.
- (b) *Special Meetings*. Special meeting of the Area II 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 II Board.
- (c) For meetings of the Area II Board, a quorum shall consist of a simple majority of the voting members of the Area II Board.
- (d) The Area II 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 II 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 II Board may call for a special vote of the membership when necessary. A two-thirds (2/3) vote of the Area II Board shall be required before the issue is submitted to the voting membership.

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ARTICLE VI
Duties of Officers

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

Section 2. Chair-Elect. The Chair-Elect shall perform such duties as assigned to him or her by the Chair or the Area II Board and assume the duties of the Chair as determined by the Area II Board.

Section 3. Secretary. The Secretary will be responsible for maintaining all written documents of the Area II Board. The secretary is responsible for maintaining minutes of all meetings of the Area II Board and the Executive Committee. The Secretary accepts incoming funds for Area events and deposits those funds. The Secretary is responsible for performing such other duties as assigned to him or her by the Chair or the Area II Board.

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

Section 5. Financial Advisor. The Financial Advisor is responsible for the investment of the Area monetary assets and working with the Treasurer in establishing the budget.

ARTICLE VII
Committees and Appointments

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

Section 2. All appointed members of committees must be members in good standing of Area II during the entirety of their membership on the committee. An exception to this requirement may be made if approved by the Area II 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 II Board and Committees having any of the authority of the Area II Board at a place or places designated by the Area II 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 the Area may be inspected by

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any members of Area II 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 II Board shall establish documents (Operations Manual) necessary for implementing these Bylaws and for governing the organization.

Section 3. Rules of Procedure. The rules contained in Robert's Rules of Order, most recently revised, shall govern Area II 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 II 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 its designee.

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

ARTICLE X

Indemnification

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

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ARTICLE XI
Amendments

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

Section 2. Review. Proposed Bylaws amendments shall be reviewed by the Area II Board. A two-thirds (2/3) vote of the Area II 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 II 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. Board of Directors for review and approval.

Section 4. Voting Process.

- (a) Upon approval by the AGEHR, Inc. Board of Directors the proposed Bylaws revisions 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 II 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 II or any Sub-Area or District of Area II, all assets of the dissolved Area, Sub-Area, or District shall be transferred to the next higher level of Area II or AGEHR, Inc. as appropriate.