

**AGEHR, Inc. AREA XII BYLAWS**  
Effective September 1, 2004

**ARTICLE I**  
**Name and Objectives**

- A. This organization shall be known by the name of THE AMERICAN GUILD OF ENGLISH HANDBELL RINGERS, Inc., AREA XII, hereafter referred to as Area XII. Area XII is one of the area divisions of THE AMERICAN GUILD OF ENGLISH HANDBELL RINGERS, Inc.; hereafter referred to as AGEHR, Inc., and is bound by and subscribes to all regulations and Bylaws established by AGEHR, Inc.
- B. The primary objectives of the organization shall be to educate and to promote the exchange of ideas relating to handbell and handchime ringing and to sponsor educational activities which exclude direct competition between handbell and handchime choirs, ensembles and/or ringers.
- C. In no way shall Area XII become separate from or work at cross-purposes with AGEHR Inc., of which it is a part. All monies collected and administered by Area XII shall be used in a manner consistent with the objectives of AGEHR, Inc. as stated in the Area XII Articles of Association.
- D. This organization is established as a non-profit organization in California under Section 501 (c) 3 of the Internal Revenue Code of 1954.

**ARTICLE II**  
**Membership**

- A. Members of AGEHR, Inc. who reside in the geographical area designated by AGEHR, Inc. as Area XII shall be members of Area XII.
- B. Voting membership of Area XII shall be consistent with the definition of voting members as specified by AGEHR, Inc.
  - 1. A member in good standing is one who is current in the AGEHR, Inc. dues and has no other outstanding financial obligation to Area XII or AGEHR, Inc.
  - 2. Membership categories and privileges shall be consistent with AGEHR, Inc. membership policies.
- C. Members of Area XII shall be organized into sub-areas, with further subdivisions possible at the discretion of the Area XII Chair and with the approval of the Area XII Board of Directors.
- D. A meeting of the Area XII general membership shall take place at the Area XII Conference held in even years. An Area XII general membership meeting may take place in the odd years.

**ARTICLE III**  
**Executive Committee and Board of Directors**

- A. Elected Officers
  - 1. The officers shall be Chair, Chair-Elect, Immediate Past Chair, Secretary and Treasurer
  - 2. The Area XII Executive Committee shall consist of all elected officers. They shall have power to act for the entire Area XII Board of Directors, except for the removal of an Executive Committee

member, and shall perform such duties as are specified by the Area XII Bylaws, the Area XII Rules of Procedure, or the Area XII Board of Directors. A quorum shall consist of four members.

3. Upon evidence of an Area XII Executive Committee officer's incapacity or unwillingness to serve, the Area XII Board of Directors by two-thirds (2/3) vote may declare that office to be vacant.
4. Special meetings of the Executive Committee may be called by the Area XII Chair.

**B. Area XII Board of Directors**

1. The Area XII Board of Directors shall consist of the elected officers and appointed members as determined in the Area XII Rules of Procedure and appointed by the Chair with the approval of the Executive Committee.
2. There shall be at least one meeting of the Area XII Board of Directors each year. All meetings shall be called by the Chair and shall be open without vote to all Area XII members in good standing.
3. Appointed Area XII Board members shall attend meetings at the invitation of the Executive Committee.
4. A majority of the Area XII Board of Directors shall constitute a quorum for the transaction of business.
5. Area XII Board of Directors shall perform such duties as are specified by the Area XII Rules of Procedure.
6. Special meetings of the Area XII Board of Directors may be called by the Area XII Chair with the approval of the Area XII Executive Committee.
7. Any officer moving from the geographical area designated as Area XII shall relinquish his/her Area XII office immediately.
8. Any officer assuming a national office, shall relinquish his/her Area XII office immediately.

**ARTICLE IV**  
**Elections**

- A. Area XII officers shall be elected from the resident voting membership.
- B. Area XII elections shall be held biennially by ballot in the even-numbered years.
- C. Six (6) months prior to the election, the Chair shall appoint at least two (2), but not more than four (4), voting members to the Nominating Committee, which shall be chaired by the Immediate Past Chair. This committee shall nominate two (2) candidates for each office open for election. All candidates must be voting members of Area XII and must give their consent to be nominated.
- D. The ballot shall be mailed to all voting members of Area XII by the date designated by the Rules of Procedure and must be returned to an individual who is not a member of the Area Board of Directors or to an independent accounting firm by the date designated by the Rules of Procedure.

- E. A simple majority of all votes cast for each office shall elect. An automatic recount by the Area XII Chair shall occur if the margin of victory is less than or equal to one percent (1%) of the total votes cast. In the event of a tie, the election shall be determined by a majority vote of the Executive Committee.
- F. The newly elected Area XII Executive Committee shall be announced as defined by the Rules of Procedure and shall begin their terms of office at the beginning of the fiscal year.
  - 1. The Chair-Elect shall serve for six (6) years in the following manner: two years as Chair-Elect, two years as Chair and two years as Immediate Past Chair.
  - 2. The Secretary and Treasurer shall be elected for two (2) year terms and may serve no more than two (2) consecutive terms in the same office.
- G. Should a vacancy occur in the office of Area XII Chair, the Chair-Elect shall accede to the office for the unexpired term and immediately appoint a nominating committee of three (3) Area XII voting members to nominate two (2) persons for the office of Chair-Elect. Within a period of one (1) month after the nominees have been determined, a ballot containing these two (2) names and biographical material shall be mailed to the voting membership of Area XII. Under these circumstances, the term as Area XII Chair shall not exceed three (3) years nor be shorter than one (1) year.
- H. Should a vacancy occur in the office of Chair-Elect, the Chair shall immediately appoint a nominating committee of three (3) voting members to nominate two (2) persons for this office. Within a period of one (1) month after the nominees have been determined, a ballot containing these two (2) names and biographical material shall be mailed to the voting membership of Area XII.
- I. Should a vacancy occur in the office of Immediate Past Chair, Secretary or Treasurer, the position may be filled by appointment by the Chair with the approval of the remaining Area XII Executive Committee

**ARTICLE V**  
**Administration**

- A. The Area XII Board of Directors shall establish documents necessary for implementing the provisions of these Bylaws and for governing Area XII. These shall include Rules of Procedure, Book of Motions and any other official documents approved by the Area XII Board of Directors.
- B. The fiscal year shall begin September 1 and extend through August 31.
- C. The rules contained in Robert's Rules of Order, most recently revised, shall govern Area XII in all cases where they are applicable and when they are not inconsistent with these Bylaws, Rules of Procedure or other official documents adopted by Area XII.

**ARTICLE VI**  
**Amendments and Revisions of Bylaws**

- A. Amendments and revisions to the Area XII Bylaws may be initiated by an Area XII voting member, a committee appointed by the Area XII Chair, or by the Area XII Board of Directors.
- B.. The proposed Area XII Bylaws with modifications shall be reviewed by the Area Board of Directors. A two-thirds (2/3) vote of the Board of Directors shall be required for approval before the proposed Bylaws are submitted to the AGEHR, Inc. Bylaws Review Committee for review and the AGEHR, Inc. Board of Directors for approval.

- C. If the Area XII Board of Directors rejects the amendment or revision, a petition to the Chair bearing the names of five percent (5%) of the voting membership in good standing shall cause the amendment or revision to be sent to the AGEHR, Inc. Board of Directors Bylaws Review Committee.
- D. Upon approval by the AGEHR, Inc. Board of Directors Bylaws Review Committee, the proposed Area XII Bylaws and a return ballot shall be submitted to the Area XII voting membership for ratification. Ballots must be returned to an individual who is not a member of the Area Board of Directors or to an independent accounting firm by the designated date. Two-thirds (2/3) of the votes cast must be in favor of ratification for adoption of the Bylaws.
- E. The voting on the proposed Area Bylaws may be included in the next regular election. If the Board of Directors deems prompt action on the Bylaws vital to the efficient operation of Area XII, it may call a special election for the purpose of voting on the proposed Bylaws.

**ARTICLE VII**  
**Dissolution**

- A. In the event of the dissolution of Area XII or any sub-area within Area XII, all assets of that unit of the Association remaining after the settlement of valid claims, shall be transferred to the next higher level of AGEHR.