

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

PREAMBLE

Area XII of The American Guild of English Handbell Ringers, Inc., a not for profit Unincorporated Association 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 California, with the Area's Articles of Association and with its additional amendments, if any, and with these Bylaws as amended periodically.

Effective September 1, 2004

Revised: October 15, 2018

ARTICLE I NAME AND OFFICES

- Section 1. Name. The name of the organization shall be 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.
- Section 2. Offices. The principal office(s) of Area XII 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 Area XII 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.
- Section 2. 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.

ARTICLE III MEMBERSHIP

Section 1. Membership Categories. Members of Area XII shall all be members of AGEHR, Inc., who reside in the geographical area designated by AGEHR, Inc. as Area XII 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 XII.

- (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 XII 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 XII 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 XII Board of Directors may grant additional privileges.

Section 3. Nondiscrimination. Area XII, 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. Regions and Districts.

- (a) Area XII is subdivided into divisional geographic Regions. Each Region consists of a smaller territory contained within the territory designated to Area XII by AGEHR, Inc.
- (b) Area XII may redefine Regions with the approval of the Area XII Board of Directors and the voting membership of the proposed Region.
- (c) Members who reside in Regions that are included within the geographical boundaries of Area XII shall be members of that Region.
- (d) Each Region may be further subdivided into additional geographic sub-areas known as Districts with the approval of the Area XII Board of Directors. Each District will consist of a smaller territory contained within the territory designated to a single Region.

- (e) Each Region and District must operate under the Bylaws of Area XII.

Section 2. Area Administration.

- (a) Area XII shall be governed by the Area XII Board of Directors, hereinafter referred to as the Area XII Board, in accordance with these Bylaws.
- (b) Area XII shall be administered by a Chair elected from the voting membership of Area XII.
- (c) Each Region shall be administered by a Regional Coordinator appointed by the Area XII Chair and approved by the Area XII Board.
- (d) Each District shall be administered by a District Liaison appointed by the Area XII Chair and approved by the Area XII Board.
- (e) Area XII and its Regions and Districts must operate in a manner consistent with AGEHR, Inc.'s Bylaws.

Section 3. The fiscal year of the Area shall begin September 1 and extend through August 31, in accordance with the laws of the State of California.

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

Section 2. Membership.

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

- (b) The Area XII Board shall consist of the members of the Executive Committee and appointed positions as determined by the Area XII Bylaws. All members of the Area XII Board shall be members in good standing of Area XII 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 Area XII's fiscal year following the election of the Chair-Elect. The Chair, Chair-Elect and Past Chair may not be re-elected to the same office 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 XII 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 Area XII's fiscal year following the election of the Secretary and Treasurer. The Secretary and Treasurer may not be re-elected to the same office at the end of two consecutive two-year terms until two years after the date on which such person last served in that capacity on the Area XII Board.
- (c) *Tenure of Appointed Members of the Area XII 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 XII Board may be reappointed to the same position for additional term(s) by the Chair, except for positions involving financial activity.
- (d) *Election of Officers.* The election of officers shall be held in each even numbered year.
 - (1) Nominating Committee. A Nominating Committee of at least two (2), but not more than four (4), members shall be appointed by the Area XII Board, with half of this committee consisting of members not currently on the Area XII 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 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 XII. 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 XII Board.
 - (i) The Area XII 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.
 - (ii) A person or entity independent of the Area XII Board will be designated to collect the ballots and release the results of each election.
 - (iii) 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 XII Board Positions.* The Chair, with the approval of the Executive Committee, may appoint the following from the voting membership to serve as members of the Area XII Board. Duties and privileges of each member shall be determined by the Executive Committee or documented in the Area XII Bylaws or other Official Documents of the Area XII Board.
 - (1) Communications Director
 - (2) Education Director
 - (3) Events Director
 - (4) Webmaster
 - (5) Historian
 - (6) Membership Director
 - (7) Regional Coordinators for each existing Region
 - (8) Any additional positions that are deemed necessary

Section 4. Resignations, Attendance, Removal and Vacancies.

- (a) *Resignation.* Any member of the Area XII 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 XII Board are expected to attend all Board meetings. Absences from a total of two (2) consecutive meetings, as defined by Area XII governing documents, 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.* Any member of the Area XII 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 XII Board may be removed from the Area XII Board by the remaining members of the Area XII 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 full Area XII Board (not counting such member in question) and the office 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 election. The Board shall distribute the duties of Chair-Elect to the remaining Board members until the new Chair-Elect takes office.
 - (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 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 XII 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 Board may appoint a member of Area XII who has previously served as chair of any AGEHR Area Board to complete the unexpired term of the vacated office. The Board shall distribute the duties of Past Chair to the remaining Board members, until such appointment has occurred.
- (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 XII Board within six 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 XII 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 XII Board may be called by either:
 - i. the Chair, with the approval of at least three (3) additional Directors and notice to all members of the Area XII Board.
 - ii. a two-thirds (2/3) majority vote of the Area XII Board and notice to all members of the Area XII Board.
- (c) For meetings of the Area XII Board, a quorum shall consist of a simple majority of the voting members of the Area XII Board.
- (d) The Area XII Board may participate in meetings 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 XII 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 XII Board may call for a special vote of the membership when necessary. A two-thirds (2/3) vote of the Area XII 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 XII Board, with the right to vote on all matters on which the Area XII Board votes, and shall perform other assignments as determined by the Area XII Board and outlined in Area XII governing documents.

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

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

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

ARTICLE VII COMMITTEES AND APPOINTMENTS

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

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

ARTICLE VIII BOOKS AND RECORDS

- Section 1. Books and Records. Area XII shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Area XII Board and Committees having any of the authority of the Area XII Board at a place or places designated by the Area XII 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 XII may be inspected by any member of Area XII 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 XII 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 XII in all cases where they are applicable and when they are not inconsistent with these Bylaws or any official records adopted by Area XII or by AGEHR, Inc.
- Section 4. Responsibilities to AGEHR, Inc. Area XII and its Regions 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 Association, the Bylaws or the Area's governing documents, no member of the Area XII 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 Area XII. Nothing contained herein shall prevent any person from being reimbursed by Area XII for expenses incurred in performing authorized business of, or on behalf of Area XII; from being paid the usual and normal royalties or honoraria for authoring music, books, and other resources published by Area XII; or from being paid the usual and normal honoraria for teaching, conducting, or serving as a clinician at events sponsored or endorsed by Area XII.
- Section 2. Conflicts of Interest with Area XII. No member of the Area XII Board or of an appointed committee shall engage in any course of conduct that may result in a conflict of interest with Area XII. No member of the Area XII Board or appointed committee, while operating in that capacity, may take any public position contrary to

the best interests of Area XII or of AGEHR, Inc., without the prior written approval of the Area XII Board.

ARTICLE X INDEMNIFICATION

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

ARTICLE XI AMENDMENTS

Section 1. Initiation. The process for amending the Bylaws of Area XII or any of its Regions or Districts may be initiated by a member of Area XII (or the appropriate Region or District), by the Area XII Board or a special committee appointed by the Area XII Board.

Section 2. Review. Proposed Bylaws amendments shall be reviewed by the Area XII Board. A two-thirds (2/3) vote of the Area XII 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 XII 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 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 XII 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 XII or any Region or District of Area XII, all assets of the dissolved Area, Region or District shall be transferred to the next higher level of AGEHR, Inc.

Effective as of October 15, 2018