

# **Area X of The American Guild of English Handbell Ringers**

## **Bylaws**

**Effective Date June 25, 2004**

### *Article I*

#### *Name and Objectives*

- Section 1 The name of the organization shall be Area X of The American Guild of English Handbell Ringers, hereafter referred to as Area X.
- Section 2 Area X is a division of the organization, The American Guild of English Handbell Ringers, Inc., hereafter referred to as AGEHR, Inc..
- Section 3 Area X has Articles of Incorporation as filed with the State of Oregon, registry number 500160-89.
- Section 4 The primary objectives of the organization shall be to educate, to promote the exchange of ideas relating to handbell and handchime ringing, and to sponsor educational activities which exclude direct competition between choirs, ensembles and/or ringers.

### *Article II*

#### *Membership*

- Section 1 Upon payment of AGEHR, Inc. annual dues, all individuals, institutions and organizations who reside or are located in the geographical area designated by AGEHR, Inc. as Area X are members of Area X.
- 1.1 A member in good standing shall be any member who has paid said dues and has no other outstanding financial obligations to AGEHR, Inc. or Area X.
- 1.2 A voting member of Area X is a member in good standing who is designated by AGEHR, Inc. as a voting member.
- Section 2 Membership categories and privileges shall be consistent with AGEHR, Inc. membership policies.
- Section 3 In addition, members shall receive Area X publications, have access to the Area X video lending library, participate in Area X sponsored events, may attend meetings of the Area X Board of Directors without vote, and receive any additional benefits that may be established by the Area X Board of Directors.

***Article III***  
***Organization***

- Section 1 Area X shall operate under Bylaws consistent with AGEHR, Inc. Bylaws.
- Section 2 Area X shall be divided into Sub-Areas with the approval of the Area X Board of Directors and the voting membership of the Sub-Area affected.
- 2.1 Each Sub-Area shall operate under Area X Bylaws.
- 2.2 Each Sub-Area shall be administered by a Chair appointed by the Area X Chair with the approval of the Executive Committee. The appointed Sub-Area Chair must be selected from the Sub-Area voting membership and will be a voting member of the Area X Board of Directors.
- 2.3 Sub-Area Chairs shall be accountable to the Area X Board of Directors and shall submit appropriate financial documents to the Area X Board of Directors on an annual basis.
- Section 3 Any member serving in an appointed or elected position shall be a voting member in good standing.
- Section 4 The fiscal year shall begin October 1 and extend through September 30.
- Section 5 The Area X Chair shall serve as the link to AGEHR, Inc.

***Article IV***  
***Officers and Executive Committee***

- Section 1 The Executive Committee shall consist of the Area X Chair, Chair-Elect, Past-Chair, Secretary, and Treasurer who all are elected from the Area X membership.
- 1.1 The Chair-Elect shall serve for six years as follows: a two-year term as Chair-Elect, a two-year term as Chair, and a two-year term as Past-Chair. After completion of the two-year term as Past-Chair, this person shall not be eligible to serve as a member of the Executive Committee until two years have elapsed
- 1.2 The Secretary and Treasurer shall serve four-year terms and not be eligible for reelection to the same office.
- 1.3 The term of each elected officer shall commence on October 1, at the beginning of the fiscal year following the election.
- Section 2 Upon evidence of any Board Member's incapacity to serve or unwillingness to follow the Bylaws and policies of Area X, the Board of Directors, by a two-thirds vote, may declare that office to be vacant.

- 2.1 If the Area Chair position shall become vacant then the Chair-Elect shall accede to the Chair position.
- 2.2 If the Chair-Elect position shall become vacant, the Executive Committee shall immediately begin the process to hold an area-wide election to fill this vacancy.
- 2.3 If the Secretary or Treasurer position shall become vacant with less than two years of the term remaining, the Executive Committee, by a two-thirds vote, shall appoint a successor to fulfill the remainder of the term. They would be eligible to run for yet another four-year term in the same office.
- 2.4 If the Secretary or Treasurer position shall become vacant with more than two years of the term remaining, the Executive Committee, by a two-thirds vote, shall appoint a successor to fulfill the remainder of the term until the next area-wide election can be held. The new candidate to fulfill the remainder of the unfinished term shall be selected through the nominating committee. They would not be eligible to run for yet another four-year term in the same office.
- 2.5 If the Past-Chair position shall become vacant, the Executive Committee, by a two-thirds vote, shall appoint a past Executive Committee member to fulfill the remainder of the term.

Section 3 The Executive Committee shall have the power to act for the entire Board of Directors, subject to its approval, and to perform duties specified by these Bylaws, the Board of Directors, and the Area X official documents.

## *Article V*

### *Board of Directors*

Section 1 The Board of Directors shall consist of the Executive Committee members, Sub-Area Chairs, and Standing Committee Chairs.

Section 2 The Board of Directors shall meet a minimum of once each fiscal year.

- 2.1 Special meetings of the Board of Directors may be called by the Area X Chair with the approval of or direction by the Executive Committee.
- 2.2 A majority of the members of the Board of Directors shall constitute a quorum at a scheduled or called meeting.
- 2.3 The Board of Directors may call for a special vote of the membership when necessary. A two-thirds vote of the Board of Directors shall be required before any issue is submitted to the voting membership.
- 2.4 The Board of Directors shall establish documents necessary for implementing these Bylaws and governing the organization. These Official Documents shall include the Area X policies and procedures and any additional documents as deemed necessary by the Area X Executive Committee.

- 2.5 The Board of Directors shall be responsible for all financial documents of Area X, compliance with all Internal Revenue Service and state tax regulations, and submission of appropriate financial documents to AGEHR, Inc. on an annual basis.
- 2.6 The rules contained in *Roberts' Rules of Order*, most recently revised, shall govern Area X in all cases where they are applicable and when they are not inconsistent with these Bylaws or any official records adopted by AGEHR, Inc. or Area X.

Section 3 With the approval of the Executive Committee, the Area X Chair shall appoint all Sub-Area Chairs within Area X.

Section 4 Sub-Area Chairs shall be appointed for two-year terms beginning at the start of the term of office of the Area X Chair. They shall serve no more than two consecutive two-year terms. They may serve in an Area X elected position immediately after their Sub-Area Chair term expires.

4.1 If a Sub-Area Chair position shall become vacant with less than one year of the term remaining, with the approval of the Executive Committee, the Area X Chair shall appoint a successor to fulfill the remainder of the term. The appointee would be eligible to serve two additional consecutive two-year terms.

4.2 If a Sub-Area Chair position shall become vacant with more than one year of the term remaining, with the approval of the Executive Committee, the Area X Chair shall appoint a successor to fulfill the remainder of the term. The appointee would be eligible to serve one additional two-year term.

## *Article VI*

### *Elections*

Section 1 Elections for Area X elected officers shall be held biennially in even-numbered years.

1.1 Starting in 2000 and every two years thereafter, candidates for Area X Chair-Elect shall be included in this election.

1.2 Starting in 2000 and every four years thereafter, candidates for Area X Secretary shall be included in this election.

1.3 Starting in 2002 and every four years thereafter, candidates for Area X Treasurer shall be included in this election.

Section 2 The Area X Chair shall appoint the Nominating Committee that may consist of one member from each Sub-Area and one former or current Executive Committee officer who shall serve as the committee chair.

2.1 The Nominating Committee shall follow the guidelines as established by Area X official documents.

- 2.2 The Nominating Committee shall present to the Board of Directors, for approval, a slate of two candidates for each office to be filled.

Section 3 A ballot containing names and biographical sketches of all nominees shall be mailed to the voting membership. The return ballot must be mailed to the designated independent accounting firm and postmarked by the date required. A majority of the votes cast shall elect. An automatic recount shall occur if the margin of victory is less than four percent of the total votes cast. In case of a tie, the election shall be determined by a majority vote of the Board of Directors.

## ***Article VII***

### ***Committees***

Section 1 Standing Committees shall be established or dismissed by the Area X Chair with the approval of the Executive Committee.

Section 2 Chairs of the Standing Committees shall be appointed by the Area X Chair with the approval of the Area X Executive Committee. They shall serve two-year terms and be eligible for reappointment, but shall serve no more than two consecutive terms in the same position. Standing Committee Chairs shall be voting members of the Board of Directors.

- 2.1 If a Standing Committee Chair position shall become vacant with less than one year of the term remaining, with the approval of the Executive Committee, the Area X Chair shall appoint a successor to fulfill the remainder of the term. The appointee would be eligible to serve two additional consecutive two-year terms.
- 2.2 If a Standing Committee Chair position shall become vacant with more than one year of the term remaining, with the approval of the Executive Committee, the Area X Chair shall appoint a successor to fulfill the remainder of the term. The appointee would be eligible to serve one additional two-year term.

Section 3 Special committees may be appointed to serve for specific purposes. All special committees and their chairs shall be appointed by the Area X Chair with the approval of the Executive Committee. Non-Board members who are special committee chairs shall not have voting privileges if they are requested to attend Board meetings.

## ***Article VIII***

### ***Dissolution***

Section 1 In the event of the dissolution of Area X, the residual assets of the organization will be turned over to AGEHR, Inc., which is a tax exempt organization under Section 501(c) 3 of the Internal Revenue Code.

Section 2 In the event of the dissolution of an Area X Sub-Area, the residual assets of the sub-area will be turned over to Area X.

***Article IX***

***Bylaws Revisions***

Section 1 Bylaws revisions may be initiated by a voting member, a special committee appointed by the Chair, or the Board of Directors.

1.1 Bylaws revisions shall be presented to the Area X Board of Directors for approval before the revisions are submitted to the AGEHR, Inc. Bylaws Review Committee. When approved, they shall be submitted to the Area X voting membership.

1.2 If the Area X Board of Directors rejects the proposed revisions, a petition to the Area X Chair bearing the signatures of ten percent of the Area X voting membership shall cause this set of revisions to be submitted to the AGEHR, Inc. Bylaws Review Committee, and upon approval placed before the voting membership according to the procedures in Section 2 in this article.

Section 2 Proposed Bylaws revisions and a return ballot shall be sent to the voting membership. Ballots shall be postmarked by the date designated and returned to an independent accounting firm for tabulation.

2.1 A two-thirds majority of the votes cast shall be required for adoption.

Section 3 Amendments and revisions shall be effective as of the date designated by the Area X Board of Directors and listed in the header on the first page of the Area X Bylaws.

***Effective date: June 25, 2004***

Signed \_\_\_\_\_ Date: \_\_\_\_\_  
Chair

Signed \_\_\_\_\_ Date: \_\_\_\_\_  
Secretary