

**BYLAWS OF AREA 10 OF
THE AMERICAN GUILD OF ENGLISH HANDBELL RINGERS, INC.**

PREAMBLE

Area 10 of The American Guild of English Handbell Ringers dba Area 10 – Handbell Musicians of America (the “Area” or “Area 10”), a not-for-profit corporation, shall be governed in accordance with the laws of the State of Oregon, 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 10 of The American Guild of English Handbell Ringers dba Area 10 – Handbell Musicians of America.
- Section 2.** Offices. The principal office(s) of the Area shall be located at the office or residence of the registered agent for Area 10. The registered agent, located in Oregon, will be designated by the current Chair of Area 10.

**ARTICLE II
PURPOSE**

- Section 1.** Purpose. The primary objectives of Area 10 shall be to educate, promote the exchange of ideas relating to handbell and handchime ringing, and sponsor educational activities.

**ARTICLE III
MEMBERSHIP**

- Section 1.** Membership. All members of Area 10 shall be members of The American Guild of English Handbell Ringers, Inc., dba Handbell Musicians of America (“AGEHR, Inc.”), who reside in the geographical area designated by AGEHR, Inc. as Area 10 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 10.
- (a) *Good Standing.* 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 10 or AGEHR, Inc.
 - (b) *Criteria.* Criteria of membership shall be consistent with AGEHR, Inc. Bylaws and policies.

Section 2. Voting and Other Privileges.

- (a) *Voting.* Voting privileges of Area 10 members shall be consistent with AGEHR, Inc. Bylaws and policies.
- (b) *Other Membership Privileges.* In addition to the membership privileges granted by AGEHR, Inc., the Area 10 Board of Directors may grant additional privileges.

Section 3. Biennial Meeting. There shall be a biennial meeting of the Area 10 membership for purposes of receiving reports of the Area 10 Board and for transacting any other such business as may be brought before the membership by either the Area 10 Board or its members. No minimum number of members must be present, either in person or electronically, for purposes of the transaction of any business at any meeting of the Area 10 members. At least 10% of the membership shall be present, either in person or electronically, for the purpose of taking any action relating to the merger or dissolution of the Area.

ARTICLE IV

NONDISCRIMINATION

Section 1. Nondiscrimination. Area 10, its officers, employees and members will not discriminate against any member on any basis including, but not limited to, race, age, color, religion, marital status, veteran status, gender, pregnancy, sexual orientation, gender identity or expression, national origin or physical or mental disability.

**ARTICLE V
ORGANIZATION**

Section 1. Sub-Areas.

- (a) *Subdivision.* Area 10 is subdivided into divisional geographic Sub-Areas. Each Sub-Area consists of a smaller territory contained within the territory designated to Area 10 by AGEHR, Inc.
- (b) *Redefining.* Area 10 may redefine Sub-Area territories with the approval of the Area 10 Board of Directors and the voting membership of the proposed Sub-Area.
- (c) *Member inclusion.* Members who reside in Sub-Areas that are included within the geographical boundaries of Area 10 shall be members of that Sub-Area.
- (d) *Sub-Area Bylaws.* Each Sub-Area must operate under the Bylaws of Area 10.

Section 2. Area Administration.

- (a) *Area Governance.* Area 10 shall be governed by the Area 10 Board of Directors (“Area 10 Board”) in accordance with these Bylaws and other Area 10 official documents.
- (b) *Area Administration.* Area 10 shall be administered by a Chair elected from the voting membership of Area 10.
- (c) *Sub-Area Administration.* Each Sub-Area shall be administered by a Sub-Area Chair appointed by the Area Chair and approved by the Area 10 Executive Committee.
- (d) *Sub-Area Advisory Board.* Sub-Area Chairs may appoint or elect and maintain a Sub-Area advisory board consistent with Area 10 Bylaws to assist the Sub-Area Chair in matters concerning the Sub-Area.
- (e) *Area and Sub-Area Consistency.* Area 10 and its Sub-Areas must operate in a manner consistent with AGEHR, Inc.’s Bylaws.

Section 3. Fiscal Year. Fiscal year of the Area 10 shall begin October 1 and extend through September 30.

**ARTICLE VI
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 10 Board.

Section 2. Membership.

- (a) *Executive Committee.* The Executive Committee shall consist of all elected officers of the Area. (Chair, Chair-Elect, Past Chair, Secretary and Treasurer).
- (b) *Board of Directors.* The Area 10 Board shall consist of the members of the Executive Committee and appointed positions as determined by the Area 10 Bylaws and other Official Documents. All members of the Area 10 Board shall be members in good standing of Area 10 during the entirety of their term in office.

Section 3. Tenure, Election and Appointment.

- (a) *Tenure of Chair, Chair-Elect and Past Chair.* 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, Chair-Elect and Past Chair shall commence at the beginning of Area 10's fiscal year following the election of Chair-Elect. The Chair, Chair-Elect and Past Chair may not be re-elected 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 10 Board.

- (b) *Tenure of Secretary and Treasurer.* The Secretary and Treasurer shall be elected for a four-year term and shall not be eligible for re-election at the end of the four-year term. The term of the Secretary and Treasurer shall commence at the beginning of Area 10's fiscal year following the election of the Secretary or Treasurer.
- (c) *Appointment of Area 10 Board Positions.* The Chair, with the approval of the Executive Committee, may appoint such other persons to the Board as determined by the Executive Committee. Duties and privileges of each member shall be determined by the Executive Committee or documented in the Area 10 Bylaws or other Official Documents of the Area 10 Board.
- (d) *Tenure of Area 10 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 10 Board may be reappointed to the same position for additional terms by the Chair, except for positions involving financial activity.
- (e) *Election of Officers.*
 - (1) Timing of Elections. The election of officers shall be held in each even-numbered year.
 - i. Starting in 2022 and every two years thereafter, candidates for Area 10 Chair-Elect shall be included in this election.
 - ii. Starting in 2020 and every four years thereafter, candidates for Area 10 Secretary shall be included in this election.
 - iii. Starting in 2022 and every four years thereafter, candidates for Area 10 Treasurer shall be included in this election.
 - (2) Nominating Committee. A Nominating Committee of at least three board members shall be appointed by the Chair-Elect. The Nominating Committee shall be appointed with 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 each position of Chair-Elect, Secretary or Treasurer.

- (3) Good Faith Effort to fill Slate. In the unlikely event that only one candidate was nominated for a position, Area 10 must provide evidence to the National Board that within nine months of the ballot every effort has been made to fill the slate of nominees through the following steps:
- i. Two email blasts calling for nominees, with support of AGEHR, Inc.
 - ii. Use of free space in Overtones to publicize nomination.
 - iii. Posted on the Area 10 Website.
 - iv. Included in Area 10 Newsletter.
 - v. Good faith effort of committee brainstorming and active recruitment.
- (4) 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 10 Board.
- i. The Area 10 Board or its appointee shall provide a link to an electronic ballot containing names of nominees for Chair-elect, Secretary or Treasurer 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 10 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 person or entity by the date required as set forth on the ballot.

Section 4. Resignations, Attendance, Removal and Vacancies.

- (a) *Resignation.* Any member of the Area 10 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 10 Board are expected to attend all Board meetings.
- (c) *Removal.* Any member of the Area 10 Board shall be removed from the Board upon evidence of incapacity or unwillingness to serve or to follow these Bylaws or Official Documents.
 - (1) Appointed Directors. Any member of the Area 10 Board appointed to the Board by the Chair may be removed by a 2/3 vote of the full Area 10 Board at a properly noticed regular or special meeting of the Board. The meeting notice must state that the purpose or one of the purposes of the meeting is to remove the director.
 - (2) Elected Directors. Members may remove a director the members elected only at a special meeting called for the purpose of removing the director. The meeting notice must state that the purpose, or one of the purposes, of the meeting is to remove the director. A majority of the votes cast shall remove the director.
- (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 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 Section 3 of this Article to nominate two (2) people 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) 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 10 Board within six months of the vacancy. The appointed officer will complete the unexpired term of the vacated office.
 - (4) 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 10 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 10 Board may be called by either:
 - (1) Chair. The Chair, with the approval of at least (3) additional Board members and notice to all members of the Area 10 Board, or
 - (2) Board. A petition by two-thirds (2/3) vote of the Area 10 Board and notice to all members of the Area 10 Board.
- (c) *Quorum.* For meetings of the Area 10 Board, a quorum shall consist of a majority of the voting members of the Area 10 Board.
- (d) *Meeting Participation.* The Area 10 Board members may participate in a meeting by any means (e.g., established or emerging technologies) whereby all Board members can communicate with each other.
- (e) *Meeting Notification.* Notice of all regular meetings must be provided to members of the Area 10 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 10 Board may call for a special vote of the membership when necessary. A two-thirds (2/3) vote of the Area 10 Board to submit the issue to the membership shall be required before the issue is voted on by the membership.

**ARTICLE VII
DUTIES OF OFFICERS**

Section 1. Chair. The Chair shall preside at all meetings of the Area 10 Board, with the right to vote on all matters on which the Area 10 Board votes and shall perform other duties as determined by the Area 10 Board and outlined in Official Documents of Area 10.

Section 2. Chair-Elect. The Chair-Elect shall perform such duties as assigned to him or her by the Chair or the Area 10 Board. In the absence of the Chair, the Chair-Elect shall preside at all meetings of the Area 10 Board and assume the duties of the

Chair as determined by the Area 10 Board and outlined in Official Documents of Area 10.

Section 3. Secretary. The Secretary will be responsible for maintaining all written documents of the Area 10 Board. The secretary is responsible for maintaining minutes of all meetings of the Area 10 Board and the Executive Committee and for performing such other duties as assigned to him or her by the Chair or the Area 10 Board or outlined in Official Documents of Area 10.

Section 4. Treasurer. The Treasurer shall be responsible for safekeeping of all monetary assets of Area 10 and for reporting thereon as requested by the Chair or the Area 10 Board. The Treasurer will also be responsible for performing such other duties as assigned to him or her by the Chair or the Area 10 Board or outlined in Official Documents of Area 10.

ARTICLE VIII COMMITTEES AND APPOINTMENTS

Section 1. Appointments. The Area 10 Board may appoint committees. All committees appointed by the Area 10 Board are accountable to the Area 10 Board. The committee serves at the pleasure of the Area 10 Board and may be terminated at any time.

Section 2. Good Standing. All appointed members of committees must be members in good standing of Area 10 during the entirety of their membership on the committee. An exception to this requirement may be made if approved by the Area 10 Board.

ARTICLE IX 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 10 Board and Committees having any of the authority of the Area 10 Board at a place or places designated by the Area 10 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 any member of Area 10 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 10 Board shall establish documents necessary for implementing these Bylaws and for governing the organization (“Official Documents”).

Section 3. Responsibilities to AGEHR, Inc. Area 10 and its Sub-Areas shall submit any and all reports and records to the next higher level of AGEHR, Inc. as requested by AGEHR, Inc. Board of Directors or AGEHR, Inc. Executive Director.

ARTICLE X 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 10 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 10 Board or of an appointed committee shall engage in any course of conduct that may result in violation of the Area's Conflict of Interest Policy. No member of the Area 10 Board or appointed committee, while operating in that capacity, may take any public position contrary to the best interests of the Area or of the Guild, without the prior written approval of the Area 10 Board.

ARTICLE XI INDEMNIFICATION

Section 1. Indemnity. Area 10 shall indemnify, to the full extent permitted by the Nonprofit Corporation Law of Oregon, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative, by reason of the fact that she/he is or was a director, officer or volunteer of Area 10, or is or was serving at the request of Area 10 as a director, trustee, officer, member, manager, employee or volunteer or another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, limited liability company, joint venture, trust or other enterprise. Area 10 may, but shall not be required to, indemnify any other person whom it may indemnify under the provisions of the Nonprofit Corporation Law of Oregon.

ARTICLE XII AMENDMENTS

- Section 1.** Initiation. The process for amending, revising or replacing the bylaws of Area 10 may be initiated by a member of Area 10 (or the appropriate Sub-Area or District), by the Area 10 Board or special committee appointed by the Area 10 Board.
- Section 2.** Review. Proposed Bylaw amendments shall be reviewed by the Area 10 Board. A two-thirds (2/3) vote of the Area 10 Board shall be required for approval before the proposed amendments are submitted to AGEHR, Inc. Board of Directors for review and approval.
- Section 3.** Petition. If the Area 10 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 AGEHR, Inc. Board of Directors for review and approval.
- Section 4.** Voting Process.
- (a) *Voting.* Upon approval by AGEHR, Inc. Board of Directors, the proposed Bylaws amendment shall be submitted to the voting membership no less than 30 days prior to the end of the balloting period.
 - (b) *Independent Ballot Collection.* A person or entity independent of the Area 10 Board will be designated to collect the ballots and release the results of the proposed Bylaws vote.
 - (c) *Timely Receipt of Ballot.* Each Member ballot must be received by the designated independent person or entity 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 XIII DISSOLUTION

- Section 1.** Dissolution. Upon dissolution of Area 10 or any Sub-Area of Area 10 all assets of the dissolved Area or Sub-Area shall be transferred to the next higher level of AGEHR, Inc.

Effective as of: April 1, 2023