

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

As adopted by the membership:

~~April 30, 2017~~
~~Sandra K. Tucker~~Gary Bynum, Chair

Commented [LB1]: Final date will be inserted here

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

PREAMBLE

The American Guild of English Handbell Ringers, Inc., Area VI, a not-for-profit, educational corporation recognized by the Internal Revenue Service as a 501 (c) (3), of the Internal Revenue Code of 1954, charitable organization, shall be governed in accordance with the laws of the State of Arkansas, with the Corporation's Certificate of Incorporation, and with its additional amendments, if any, and with these Bylaws as amended periodically.

ARTICLE I. NAMES AND OFFICES

- Section A. Name. The name of the Corporation shall be The American Guild of English Handbell Ringers, Inc, Area VI, hereinafter referred to as Area VI, or the Area.
- Section B. Offices. The principal office 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 A. Purpose. The primary objectives of the corporation shall be to educate, to promote the exchange of ideas relating to handbell and handchime ringing, and to sponsor educational activities that may be adjudicated but which exclude direct competition between handbell and handchime choirs, ensembles, and/or ringers.

ARTICLE III. MEMBERSHIPS

- Section A. Membership Categories. Members of Area VI shall be all 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, Inc. as Area VI 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 VI.
1. A member in good standing with AGEHR, Inc. is one who is current with dues and who has no other outstanding financial obligation to Area VI or AGEHR, Inc.
 2. Categories of membership shall be consistent with AGEHR, Inc. Bylaws and policies.
- Section B. Voting and Other Privileges.
1. Voting. Voting privileges of Area VI members shall be consistent with AGEHR, Inc. Bylaws and policies.
 2. Other Privileges Membership. In addition to the membership privileges granted by AGEHR, Inc., the Area VI Board of Directors may grant additional privileges.
- Section C. Nondiscrimination. ~~Any member serving in an elected or appointed position for Area VI shall be accountable to the Area VI Board of Directors.~~ The Area, its officers, appointed Board members, 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,

Commented [LB2]: This statement does not coordinate with Nondiscrimination.

veteran status, gender, pregnancy, sexual orientation, national origin or physical or mental disability.

ARTICLE IV. ORGANIZATION

Section A. Sub Areas and Districts.

1. Area VI is subdivided into divisional geographic Sub-Areas. Each Sub-Area consists of a smaller territory contained within the territory designated to Area VI by AGEHR, Inc.
2. Area VI may redefine Sub-Area territories with the approval of the Area VI Board of Directors and the voting membership of the proposed Sub-Area.
3. Members who reside in Sub-Areas that are included within the geographical boundaries of Area VI shall be members of that Sub-Area.
4. Each Sub-Area may be further subdivided into additional geographic sub-areas known as Districts with the approval of the Area VI Board of Directors. Each District will consist of a smaller territory contained within the territory designated to a single Sub-Area.
5. Each Sub-Area and District must operate under the Bylaws of Area VI.

Section B. Area Administration.

1. Area VI shall be governed by the Area VI Board of Directors, hereinafter referred to as the Area VI Board, in accordance with these Bylaws and other Area VI official documents.
2. Area VI shall be administered by a Chair elected from the voting membership of Area VI.
3. Each Sub-Area shall be administered by a Sub-Area Chair either appointed by the Area VI Chair and approved by the Area VI Board or selected per the bylaws and procedures of the Sub-Area Board of Directors with notification given to the Area Board.
4. Sub-Areas may elect and maintain a Sub-Area Board of Directors consistent with Area VI Bylaws to assist the Sub-Area Chair in matters concerning the Sub-Area.
5. Each District shall be administered by a District chair appointed by the Area VI Chair and approved by the Area VI Board or selected per the bylaws and procedures of the Sub-Area Board.
6. Area VI and its Sub-Areas and Districts must operate in a manner consistent with AGEHR, Inc.'s Bylaws.

Commented [LB3]: We do not feel it is the purview of the Area to appoint leadership for an organized state sub-area. This should be the handled within the Sub-Area.

Commented [LB4]: Similar to the appointment of a Sub-Area Chair, we do not feel the Area Board should reach down to the District level to select and approve leadership.

Section C. The fiscal year of the Area shall begin October 1 and extend through September 30.

Section D. Biennial Meeting. There shall be a biennial meeting of the Area membership for purposes of receiving reports of the Area VI Board and for transacting any other such business as may be brought before the membership by either the Area VI 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 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 A. 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 VI Board. The affairs of Area VI shall be managed by the Area VI Board of Directors, hereinafter referred to as the Area VI Board, in accordance with the provisions of applicable law, the Area VI Articles of Incorporation, and these bylaws.~~

Commented [LB5]: Section was revised to match the National template.

Section B. Membership.

1. The Executive Committee shall consist of all elected officers of the Area. (Past Chair, Chair, Chair-Elect, Secretary and Treasurer.)
2. The Area VI Board shall consist of the members of the Executive Committee and appointed positions as determined by the Area VI Bylaws and other ~~Official Documents governing documents~~. All members of the Area VI Board shall be members in good standing of Area VI during the entirety of their term in office.

Section C. Tenure, Election, and Appointment.

1. 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 the Area's fiscal year following the election of the Chair-Elect. The Chair, Chair-Elect and 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 last served on the Area VI Board.
2. 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 the Area's fiscal year following the election of the Secretary and Treasurer.
3. Tenure of Appointed Members of the Area VI Board. Terms for all appointed positions shall be for two (2) years and shall commence ~~concurrent with the Chair's terms per the policies of the Area Board~~. Persons appointed to positions on the Area VI Board may be reappointed to the same position for a second two-year term.
4. Election of Officers. The election of officers shall be held in each odd-numbered year.
 - a) *Nominating Committee.* A Nominating Committee of three members shall be appointed by the Area VI Board and may include no more than one current member of the Area VI 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.
 - b) *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 VI Board.

Commented [LB6]: Our appointed positions have an alternating period of service as laid out in our Policy Manual.

- (1) The Area VI 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.
 - (2) A person or entity independent of the Area VI Board will be designated to collect the ballots and release the results of each election.
 - (3) Each Member ballot must be received by the designated independent agency or postmarked by the date required as set forth on the ballot.
5. Appointment of Area VI 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 VI Board. Duties and privileges of each member shall be determined by the Executive Committee or documented in the Area VI Bylaws or other governing documents~~Other Official Documents~~ of the Area VI Board.
- a) *Sub-Area Chairs:* The Area VI Board retains the right to further divide or to combine these Sub-Area positions as stated in Article IV, Section ~~A4~~.
 - b) Membership Chair
 - ~~c) Historian~~
 - ~~d) Webmaster~~
 - ~~e) Chime/Education Chair~~
 - ~~f) d) Other appointed positions as deemed necessary by the Board.~~

Commented [LB7]: Position removed

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Section D. Resignations, Attendance, Removal, and Vacancies

1. Resignation. Any member of the Area VI 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.
2. Attendance. All members of the Area VI Board are expected to attend all Board meetings. Absences from a total of ~~2 (two)~~two (2) 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.
3. Removal. Any member of the Area VI 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 VI Board may be removed from the Area VI Board by the remaining members of the Area VI 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 Area VI Board (not counting such member in question) and the office declared vacant.
4. Vacancies.
 - a) *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.
 - b) *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 ~~C3~~ 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 ~~C3~~ of this Article.
- c) If a newly elected Chair-Elect becomes unable or unwilling to assume office, the Area VI Board shall, within a period of one month, appoint a Nominating Committee in accordance with Section ~~C3~~ 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 ~~3C~~ of this Article.
 - d) *Past Chair*. Should a vacancy occur in the office of Past Chair, the Board shall, within six months, appoint a member of Area VI who has previously served as chair of any AGHER Area Board to complete the unexpired term of the vacated office.
 - e) *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 VI Board within six months of the vacancy. The appointed officer will complete the unexpired term of the vacated office.
 - f) The term of any officer elected or appointed to fill a vacancy shall commence immediately upon notification of his/her election or appointment.

Section E. Regular and Special Meetings.

1. Regular Meetings. Regular meetings of the Area VI Board shall be held at least once (1 ~~time~~) per fiscal year at such time and place as shall be determined by the Chair.
2. Special Meetings. Special meetings of the Area VI 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 VI Board.
3. For meetings of the Area VI Board, a quorum shall consist of a simple majority of the voting members of the Area VI Board.
4. The Area VI Board may participate in a meeting by any means (*e.g.*, established or emerging technologies) whereby all members can communicate with each other.
5. Notice of all regular meetings must be provided to members of the Area VI Board at least fourteen (14) days prior to the meeting and shall state date, time, place as applicable and agenda to be considered.

Section F. Special Membership Vote. The Area VI Board may call for a special vote of the membership when necessary. A two-thirds (2/3) vote of the Area VI Board shall be required before the issue is submitted to the voting membership.

ARTICLE VI. DUTIES OF OFFICERS

Section A. ~~The rules contained in Robert's Rules of Order, most recently revised, shall govern Area VI in all cases where they are applicable and when they are not inconsistent with these Bylaws or any other Official Documents adopted by Area VI.~~

Commented [LB9]: Robert's Rules are referred to in another Article below

~~ARTICLE VII.~~ARTICLE VI. DUTIES OF OFFICERS

- Section A. Chair. The Chair shall preside at all meetings of the Area VI Board, with the right to vote on all matters on which the Area VI Board votes and shall perform other assignments as determined by the Area VI Board and outlined in Official Documents of Area VI.
- Section B. Chair-Elect. The Chair-Elect shall perform such duties as assigned to him or her by the Chair or the Area VI Board. In the absence of the Chair, the Chair-Elect shall preside at all meetings of the Area VI Board and assume the duties of the Chair as determined by the Area VI Board.
- Section C. Secretary. The Secretary will be responsible for maintaining all written documents of the Area VI Board. The secretary is responsible for maintaining minutes of all meetings of the Area VI Board and the Executive Committee and for performing such other duties as assigned to him or her by the Chair or the Area VI Board.
- Section D. Treasurer. The Treasurer shall be responsible for safekeeping of all monetary assets of Area VI and for reporting thereon as requested by the Chair or the Area VI Board. The Treasurer will also be responsible for performing such other duties as assigned to him or her by the Chair or the Area VI Board.

~~ARTICLE VIII.~~ARTICLE VII. COMMITTEES AND APPOINTMENTS

- Section A. The Area VI Board may appoint committees. All committees appointed by the Area VI Board are accountable to the Area VI Board, and like the full Area VI Board, are subject to any applicable state laws, IRS rules and applicable non-profit portions of the Sarbanes-Oxley Act. 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 VI Board at any time.
- Section B. All appointed members of committees must be members in good standing of Area VI during the entirety of their membership on the committee. An exception to this requirement may be made if approved by the Area VI Board.

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~~ARTICLE IX.~~ARTICLE VIII. BOOKS AND RECORDS

- Section A. 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 VI Board and Committees having any of the authority of the Area VI Board at a place or places designated by the Area VI 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 VI 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 B. Implementation. The Area VI Board shall establish documents necessary for implementing these Bylaws and for governing the organization.
- Section C. Rules. The rules contained in Robert's Rules of Order, most recently revised, shall govern the Area 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 D. Responsibilities to AGEHR, Inc. Area VI 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 the AGEHR, Inc. Executive Director.

~~ARTICLE X~~ARTICLE IX. COMPENSATION AND CONFLICTS OF INTEREST

Section A. 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 VI 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 B. Conflicts of Interest with the Area. No member of the Area VI 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 VI Board or appointed committee, while operating in that capacity, may take any public position contrary to the best interests of the Area or of AGEHR, Inc., without the prior written approval of the Area VI Board.

~~ARTICLE XI~~ARTICLE X. INDEMNIFICATION

Section A. ~~The Area shall provide for indemnification by the Area of any and all of members of the Area VI 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 member of the Area VI Board. The exception to this indemnification relates to matters in which such members of the Area VI 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. Area VI shall indemnify, to the full extent permitted by the Nonprofit Corporation Law of the State of Arkansas, 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 VI, or is or was serving at the request of Area VI 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 VI may, but shall not be required to, indemnify any other person whom it may indemnify under the provisions of the Nonprofit Corporation Law of the State of Arkansas.~~

Commented [LB11]: Article revised to match the National template

~~ARTICLE XII~~ARTICLE XI. AMENDMENTS

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

Section B. Review. Proposed Bylaws amendments shall be reviewed by the Area VI Board. A two-thirds (2/3) vote of the Area VI Board shall be required for approval before the proposed amendments are submitted to the AGEHR, Inc. Board of Directors for review and approval.

Section C. Petition. If the Area VI 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 D. Voting Process.

1. Upon approval by the AGEHR, Inc. Board of Directors, the proposed Bylaws amendments shall be submitted to the voting membership no less than thirty (30) days prior to the end of the balloting period.
2. A person or entity independent of the Area VI Board will be designated to collect the ballots and release the results of the proposed Bylaws amendments.
3. Each Member ballot must be received by the designated independent agency or postmarked by the date required as set forth on the ballot.

Section E. Adoption. A two-thirds (2/3) majority of the votes cast shall be required for adoption.

Section F. Effective Date. Amendments shall be effective as of the date designated in the proposed amendments.

~~ARTICLE XIII.~~ARTICLE XII. DISSOLUTION

Section A. Upon dissolution of Area VI or any Sub-Area or District of Area VI, all assets of the dissolved Area, Sub-Area or District shall be transferred to the next higher level of AGEHR, Inc.

Effective as of _____