

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

**ARTICLE I
Name and Objectives**

- Section 1. Area IX, American Guild of English Handbell Ringers, Inc., hereinafter referred to as Area IX, is a nonprofit corporation recognized by the Internal Revenue Code of 1954, as amended, as a 501(c)3 charitable organization, organized under the Texas Non-Profit Corporation Act.
- Section 2. The primary objectives of Area IX shall be to educate, to promote the exchange of ideas relating to handbell and handchime ringing, and to sponsor educational activities that are not exclusively competitive.

**ARTICLE II
Membership**

- Section 1. 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 IX are members of Area IX. Members of Area IX will also include any member classified by AGEHR, Inc. as living outside the defined boundaries of any Area of AGEHR, Inc. who chooses to affiliate with Area IX.
- 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 to Area IX.
- 1.2 A Voting Member of Area IX is a member in good standing as designated by AGEHR, Inc.
- Section 2. Sub-Areas of Area IX may be created based upon state, local, or other geographical groupings as established by the Area IX Board of Directors.
- Section 3. Members residing in Area IX shall have privileges consistent with AGEHR, Inc. Bylaws and policies. The Area IX Board of Directors may establish additional membership benefits.

**ARTICLE III
Organization of the Area**

- Section 1. The Area IX Board of Directors shall be the governing body in accordance with these Bylaws and Area IX Official Documents.
- Section 2. Sub-Areas of Area IX with their own Board of Directors are accountable to the Area IX Board of Directors.
- Section 3. Sub-Areas will operate under their own bylaws or under the bylaws of Area IX, consistent with AGEHR, Inc. Bylaws.

**ARTICLE IV
Membership Meetings and Election of Officers**

- Section 1. Biennial Meeting of the membership
- 1.1 In each even numbered year, the Board of Directors shall hold a biennial meeting of the members during the Area IX Festival-Conference at the Festival-Conference site.
- 1.2 The newly elected officers shall be announced at the biennial meeting.
- 1.3 Reports of the financial status of Area IX will be presented at the biennial meeting.
- 1.4 Members shall transact any other business that may come before the meeting.

Section 2. Special Meetings of the Membership

- 2.1 Special meetings of the membership may be called by the Chair with the approval of the Executive Committee, by the Board of Directors, or by not less than 10% of the Voting Members.
- 2.2 Written or printed notice stating time, date, place, agenda, and party calling the special meeting shall be delivered to each Voting Member not less than ten (10) nor more than fifty (50) days before the date of the meeting.
- 2.3 A quorum for a special meeting is twenty (20) Voting Members plus a majority of the current Area IX Board of Directors.

Section 3. The elected Officers of Area IX for each ballot shall be Chair-Elect, Secretary, and Treasurer.

- 3.1 Chair-Elect, Secretary and Treasurer are elected on a two-year cycle to coincide with the biennial meeting.
- 3.2 At least four months prior to each even numbered year Area IX Festival/Conference, the Area Chair with the approval of the Executive Committee shall appoint a Nominating Committee of at least three Voting Members. One of these will be a current member of the Board of Directors, excluding the Chair and Chair-Elect. The Chair-Elect will serve as an *ex-officio* member of the Nominating Committee.
- 3.3 The nominating committee shall be responsible for choosing two nominees from the Voting Membership for each of the following offices: Chair-Elect, Secretary, and Treasurer.
- 3.4 Ballots containing the nominees and biographical materials shall be mailed to all Area IX Voting Members not less than sixty (60) days prior to the beginning of the even numbered year Area IX Festival/Conference or not less than sixty (60) days before the required postmarked date for special elections.
- 3.5 Ballots must be returned by the required postmarked date to a person or agency independent of the Area IX Board of Directors.
- 3.6 The nominee with a simple majority of votes cast shall be elected to such office. In the event of a tie, the election shall be determined by a majority vote of the Area IX Board of Directors.

Section 4. Vacancies in the Offices

- 4.1 Chair of Area IX
 - 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.
- 4.2 Chair-Elect of Area IX
 - a. Should a vacancy occur in the office of Chair-Elect, the Board shall, within a period of 30 days, appoint a Nominating Committee of three to nominate two persons for the office. Within a period of 30 days after nominees have been selected, a ballot containing these two names with biographical information shall be mailed to the Voting Members.
 - b. If a newly elected Chair-Elect becomes unable or unwilling to assume office, the Board of Directors shall, within a period of 30 days, again appoint a Nominating Committee to nominate two persons for the office.
 - c. The election will take place in accordance with Article IV Section 3.4 & 3.5.
 - d. The term of any Chair-Elect elected to fill a vacancy shall commence immediately upon notification of his/her election.
- 4.3 Secretary of Area IX
 - Should a vacancy occur in the office of Secretary, the Area IX Chair shall appoint with approval of a majority of the Executive Committee a Voting Member to serve the unexpired term.
- 4.4 Treasurer of Area IX
 - Should a vacancy occur in the office of Treasurer, the Area IX Chair shall appoint with approval of a majority of the Executive Committee a Voting Member to serve the unexpired term.
- 4.5 Past-Chair
 - Should a vacancy occur in this office, the Area Chair shall appoint with approval of a majority of the Executive Committee a former Area Chair to fill the unexpired term.

ARTICLE V
Area IX Board of Directors

- Section 1. The Area IX Board of Directors consists of the elected and the appointed officers who shall focus on policy and governance matters, and implementation of programs and services within Area IX.
- 1.1 The Elected Officers include the Chair, Past-Chair, Chair-Elect, Secretary, and Treasurer. Elected Officers of the Board of Directors have one vote each.
- 1.2 The Appointed Officers may include, but are not limited to, the following: Membership Chair, Educational Activities Chair, Publications Chair, and State Chairs. Appointed Officers are appointed by the Chair with approval of the Executive Committee and have one vote each.
- Section 2. The Elected Officers serve a term of office concurrent with the fiscal year as below:
- 2.1 The Chair serves a two-year term, following a two-year term as Chair-Elect. The Chair may not succeed himself/herself.
- 2.2 The Past-Chair serves a two-year term, following a two-year term as Chair-Elect, and a two-year term as Chair.
- 2.3 The Chair-Elect shall be elected for a six-year term to be served as a two-year term as Chair-Elect, a two-year term as Chair, and a two-year term as Past-Chair.
- 2.4 The Secretary shall be elected to a two-year term and is eligible to succeed himself/herself for a second two-year term through the election process.
- 2.5 The Treasurer shall be elected to a two-year term and is eligible to succeed himself/herself for a second two-year term through the election process.
- Section 3. The Appointed Officers serve a two-year term concurrent with the fiscal year under the appointment of the Chair with approval from the Elected Officers, and may succeed themselves for another term of two years.
- Section 4. The members of the Executive Committee of the Area IX Board of Directors are the Elected Officers: Chair, Past-Chair, Chair-Elect, Secretary, and Treasurer. All members of the Executive Committee have one vote each.
- 4.1 The Executive Committee shall perform duties specified by these Bylaws, Official Documents, and the Area IX Board of Directors.
- 4.2 The Executive Committee may act on behalf of the Area IX Board of Directors subject to the approval of the Board of Directors.
- Section 5. Meetings of the Area IX Board of Directors are conducted periodically at a place and time determined by the Chair. Reasonable and customary expenses for travel, board, and lodging of board members attending such meetings are paid for by the treasury of Area IX.
- 5.1 Meetings of the Area IX Board of Directors are held at least once during the fiscal year, and at the biennial meeting of the membership.
- 5.2 A quorum for such meetings will be a simple majority of the Elected and Appointed Area IX Board of Directors.
- Section 6. Elected and Appointed Area IX Board of Directors members receive no compensation or salary for performing their duties as Board members.
- Section 7. Upon evidence of any officer's (Elected or Appointed) incapacity to serve or unwillingness to follow the Bylaws and policies of AGEHR, Inc. or Area IX, the Area IX Board of Directors by a two-thirds vote (2/3) may declare the office vacant.
- Section 8. Area IX Board of Directors members are to function without prejudice or favoritism in the execution of their duties.

**ARTICLE VI
Committee Structure**

- Section 1. The Area IX Board of Directors may adopt a resolution establishing or dismissing one or more committees and delegating specified authority to the committee, and may appoint or remove members of a committee. At the direction of the Area IX Board of Directors, the Chair is authorized to designate committees and appoint Voting Members to the committees.
- Section 2. Upon evidence of any committee member's incapacity to serve or unwillingness to follow the Bylaws and policies of AGEHR, Inc. or Area IX, the Area IX Board of Directors by a two-thirds vote (2/3) shall dismiss the committee member.

**ARTICLE VII
Fiscal Year, Official Records, and Governing Rules**

- Section 1. The Fiscal Year shall begin October 1 and extend through September 30.
- Section 2. The Area IX Board of Directors shall keep correct and complete books and records of policy and financial matters.
- Section 3. The rules contained in Robert's Rules of Order, most recently revised, shall govern Area IX in all cases where they are applicable and when they are not inconsistent with these Bylaws or any Official Documents adopted by Area IX.

**ARTICLE VIII
Bylaws Revisions**

- Section 1. Bylaws revisions may be initiated by a Voting Member, a special committee appointed by the Chair or by the Area IX Board of Directors. Revisions must be submitted in writing to the Area IX Board of Directors for consideration.
- Section 2. Bylaws revisions are reviewed by the Area IX Board of Directors. The two-thirds (2/3) majority vote of the Board members shall be required before the revisions are submitted to the AGEHR, Inc. Board of Directors for review and approval.
- Section 3. Revisions of these Bylaws shall be submitted to the AGEHR, Inc. for review and approval. Upon approval by the AGEHR, Inc. the revisions of these bylaws shall be submitted in writing to the Area IX Voting Membership.
- Section 4. The revised Bylaws of Area IX shall be approved by two-thirds (2/3) affirmative vote of those members voting. Ballots must be mailed to all Area IX Voting Membership. Ballots must be postmarked by the required date and returned to a person or agency independent of the Area IX Board of Directors.
- Section 5. Revisions shall be effective as of the date designated by the Area IX Board of Directors.

**ARTICLE IX
Dissolution**

- Section 1. In the event of dissolution of Area IX or any Sub-Area within Area IX, all assets of that unit of the Corporation shall inure to the next higher level of AGEHR, Inc.
- Section 2. Should there be no entity to succeed Area IX of AGEHR, Inc., all property and finances shall inure to AGEHR, Inc.
- Section 3. At dissolution, no Area IX Board of Directors member, no member of Area IX, or any other shall gain from the proceeds of Area IX dissolution.

**ARTICLE X
Responsibilities to AGEHR, Inc.**

All actions and events of Area IX shall be in accordance with the Bylaws of AGEHR, Inc., and shall be done in the spirit of the privileges granted to Area IX by AGEHR, Inc.

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