

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

PREAMBLE

Area IX of the American Guild of English Handbell Ringers, Inc. (the "Area"), a not-for-profit corporation 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 Texas, 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 IX, The American Guild of English Handbell Ringers, Inc.

Section 2. 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 in the state of Texas.

ARTICLE II
PURPOSE

Section 1. Purpose

The primary objectives of the Area shall be to educate, promote the exchange of ideas relating to handbell and handchime ringing, and sponsor educational activities that are not exclusively competitive.

ARTICLE III
MEMBERSHIP

Section 1. Membership Categories

Members of Area IX 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 IX, 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 IX.

(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 IX, 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 IX 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 IX Board of Directors may grant additional privileges.

Section 3. Nondiscrimination

The Area, 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. Sub-Areas and Districts

(a) Area IX may be subdivided into divisional geographic Sub-Areas. Each Sub-Area may consist of a smaller territory contained within the territory designated to Area IX by AGEHR, Inc.

(b) Area IX may redefine Sub-Area territories with the approval of the Area IX Board of Directors and the voting membership of the proposed Sub-Area.

(c) Members who reside in Sub-Areas that are included within the geographical boundaries of Area IX shall be members of that Sub-Area.

(d) Each Sub-Area may be further subdivided into additional geographic sub-areas known as Districts with the approval of the Area IX Board of Directors. Each District will consist of a smaller territory contained within the territory designated to a single Sub-Area.

(e) Each Sub-Area and District must operate under the Bylaws of Area IX.

Section 2. Area Administration

- (a) Area IX shall be governed by the Area IX Board of Directors, hereinafter referred to as the Area IX Board, in accordance with these Bylaws and other Area IX official documents.
- (b) Area IX shall be administered by a Chair elected from the voting membership of Area IX.
- (c) Each Sub-Area shall be administered by a Sub-Area Chair appointed by the Area IX Chair and approved by the Area IX Board.
- (d) Each District shall be administered by a District chair appointed by the Area IX Chair and approved by the Area IX Board.
- (e) Area IX and its Sub-Areas and Districts must operate in a manner consistent with AGEHR, Inc.'s Bylaws.

Section 3. Fiscal Year

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

Section 4. Annual Meeting

In accordance with the laws of the state of Texas, there shall be an annual meeting of the Area membership for purposes of receiving reports of the Area IX Board and for transacting any other such business as may be brought before the membership by either the Area IX 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 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 the powers of the Area shall be exercised by the Area IX Board.

Section 2. Membership

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

(b) The Area IX Board shall consist of the members of the Executive Committee and appointed positions as determined by the Area IX Bylaws and other official documents. All members of the Area IX Board shall be members in good standing of Area IX 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 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 IX 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 the Area's fiscal year following the election of the Secretary and Treasurer.

(c) Tenure of Appointed Positions on the Area IX Board

Terms for all appointed positions shall be for two years and shall commence concurrent with the Chair's term. Persons appointed to positions on the Area IX Board may be reappointed to the same position for a second two-year term.

(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 three (3) members shall be appointed by the Area IX Board and may include no more than one current member of the Area IX 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 each 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 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 IX Board.

(i) The Area IX 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 IX 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 IX Board Positions

The Chair, with the approval of the Executive Committee, shall appoint persons from the voting membership to serve in appointed positions on the Area IX Board. Duties and privileges of each appointed position shall be determined by the Executive Committee or documented in the Area IX Bylaws or other official documents of the Area IX Board. Appointed positions may include, but are not limited to, the following: Membership Chair, Education Chair, Publications Chair, Communications Chair, Financial Advisor, and State Representatives.

Section 4. Resignations, Attendance, Removal and Vacancies

(a) Resignation

Any member of the Area IX 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 IX Board are expected to attend all Board meetings. Absences from a total of three (3) face-to-face meetings in one term 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 IX 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 IX Board may be removed from the Area IX Board by the remaining members of the Area IX 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 IX Board (not counting such member in question) to declare the office 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 scheduled election. The Board shall distribute the duties of Chair-Elect to the remaining Board members.

(2) Chair-Elect

- i. Should a vacancy occur in the office of Chair-Elect, other than through accession, the Board shall, within a period of thirty (30) days, appoint a Nominating Committee in accordance with Section 3 of this Article to nominate two persons for the office. Within a period of thirty (30) days 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.
- ii. Unable to Assume Office
If a newly elected Chair-Elect becomes unable or unwilling to assume office, the Area IX Board shall, within a period of thirty (30) days, appoint a Nominating Committee in accordance with Section 3 of this Article to nominate two persons for the office. Within a period of thirty (30) days 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) Chair and Chair-Elect

Should a vacancy occur concurrently in both the offices of Chair and Chair-Elect, the Board shall, within a period of thirty (30) days, appoint a Nominating Committee in accordance with Section 3 of this Article to nominate two persons for the office of Chair and two persons for the office of Chair-Elect. Within a period of thirty (30) days after nominees have been selected, a ballot containing the names of the nominees shall be provided to the voting members in accordance with the procedures outlined in Section 3 of this Article. The newly-elected Chair and Chair-Elect shall assume office immediately upon election. The newly-elected Chair and Chair-Elect shall serve only the unexpired term of each vacated office, and then accede respectively in the subsequent term. Until the election of the newly-elected Chair and Chair-Elect, the Past Chair shall assume the duties of the Chair and the Chair-Elect.

(4) Past Chair

Should a vacancy occur in the office of Past Chair, the Board shall, within one-hundred and eighty (180) days, appoint a member of Area IX who has previously served as chair of any AGEHR Area Board to complete the unexpired term of the vacated office.

(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 IX Board within one-hundred and eighty (180) days of the vacancy. The appointed officer will complete the unexpired term of the vacated office.

(6) 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 IX 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 IX Board may be called by:

(1) The Chair, with the approval of at least three (3) additional Directors and notice given to all members of the Area IX Board.

(2) A two-thirds (2/3) majority vote of the Executive Committee and notice given to all members of the Area IX Board.

(c) Quorum

For meetings of the Area IX Board, a quorum shall consist of a simple majority of the voting members of the Area IX Board.

(d) Meeting Method

The Area IX Board may participate in a meeting by any means (e.g., established or emerging technologies) whereby all members can communicate with each other.

(e) Notice

Notice of all regular meetings must be provided to members of the Area IX Board at least fourteen (14) days prior to the meeting and shall state date, time, and place as applicable, and agenda to be considered.

Section 6. Special Membership Vote

The Area IX Board may call for a special vote of the membership when necessary. A two-thirds (2/3) vote of the Area IX 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 IX Board, with the right to vote on all matters on which the Area IX Board votes and shall perform other assignments as determined by the Area IX Board and outlined in official documents of Area IX.

Section 2. Chair-Elect

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

Section 3. Secretary

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

Section 4. Treasurer

The Treasurer shall be responsible for safekeeping of all monetary assets of Area IX, including handling receipts and disbursing payments, and any other monetary responsibility as requested by the Chair or the Area IX Board. The Treasurer shall act as registrar for all Area IX events. The Treasurer will also be responsible for performing such other duties as assigned to him or her by the Chair or the Area IX Board.

ARTICLE VII COMMITTEES AND APPOINTMENTS

Section 1.

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

Section 2.

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

ARTICLE VIII 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 IX Board and Committees having any of the authority of the Area IX Board at a place or places designated by the Area IX 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 IX 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 IX 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 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 4. Responsibilities to AGEHR, Inc.

Area IX 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 IX 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 IX 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 IX 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 IX 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 IX Board.

ARTICLE X INDEMNIFICATION

Section 1.

The Area shall provide for indemnification by the Area of any and all of members of the Area IX 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 IX Board. The exception to this indemnification relates to matters in which such members of the Area IX 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 IX or any of its Sub-Areas or Districts may be initiated by a Member of Area IX (or the appropriate Sub-Area or District), by the Area IX Board, or a special committee appointed by the Area IX Board.

Section 2. Review

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