

**Bylaws of Area VII,  
American Guild of English Handbell Ringers, Inc.  
Effective October 2010**

**PREAMBLE**

Area VII shall be a non-profit educational corporation recognized by the Internal Revenue Service as a 501 (c) 3 charitable organization. It shall be governed in accordance with the laws of the State of South Dakota, with the corporation's Articles of Incorporation, and with these Bylaws as amended periodically.

**ARTICLE I**

**Name and Objectives**

Section 1 - The name of the organization shall be Area VII, the American Guild of English Handbell Ringers, Inc., hereinafter known as Area VII.

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

**ARTICLE II**

**Membership and Organization**

Section 1- Members of Area VII are those 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 VII.

1.1 A member in good standing is one who has paid AGEHR annual dues and has no other outstanding financial obligation to Area VII or AGEHR, Inc.

Section 2- All categories of membership shall have the privileges established by the AGEHR, Inc. Bylaws and AGEHR, Inc. Board of Directors. Area VII may grant additional privileges, as long as these privileges do not abridge membership rights.

Section 3- Area VII and any Sub-Areas into which it may be divided shall operate under Bylaws consistent with AGEHR, Inc. Bylaws.

3.1 Area VII shall be administered by a Chair elected from the voting membership of said Area.

3.2 Any member serving in an appointed or elected position shall be a voting member in good standing.

3.3 Any member serving in an appointed or elected position shall be accountable to the appropriate appointing person or electing body.

3.4 The Area VII Board of Directors shall be accountable to the AGEHR, Inc. Board of Directors.

**ARTICLE III**

**Officers, Executive Committee and Board of Directors**

Section 1- Elected officers of Area VII shall be Chair, Chair-Elect, Past Chair, Secretary, and Treasurer.

Section 2- The Executive Committee shall consist of the Chair, Chair-Elect, Past Chair, Secretary, and Treasurer.

2.1 The Executive Committee may act for the entire Board of Directors, subject to the Board of Directors' approval. They shall perform such duties as specified by these Bylaws, official records and the Area VII Board of Directors. A quorum of the Executive Committee shall be a simple majority of the committee.

2.2 All members of the Executive Committee shall have voting privileges to conduct the business of the Board of Directors.

Section 3- The Board of Directors shall consist of the elected and appointed officers with voting privileges and shall act for the Area VII membership.

Section 4- Appointed officers shall be chosen by the Chair with the approval of the Executive Committee. The following appointees shall serve as voting members of the Area VII Board of Directors: Sub-Area Chairs and Publications Manager.

4.1 The Area VII Chair, with the approval of the Area Executive Committee, will appoint Sub-Area Chairs. They shall each be appointed to a two-year term and will be eligible for reappointment to one additional term. Sub-Area Chairs may appoint their own District Leaders.

4.2 The Publications Manager shall be appointed to a two-year term and will be eligible for reappointment.

Section 5- Non-voting appointees may include Manitoba Representative, Newsletter Circulation Manager, Special Needs Groups Coordinator, CHIME Representative, Event Coordinator(s), Media Library Coordinator,

Historian, Membership Chair, Website Administrator, Youth Events Planner, Financial Administrator and other special task coordinators as needed.

- 5.1 These appointees shall be appointed to a two-year term by the Area VII Chair with the approval of the Executive Committee. They will be eligible for reappointment.
- 5.2 Non-voting appointees may attend any Area VII Board of Directors meeting at their own expense. If they are invited to attend the Board of Directors meeting by the Chair, they shall be reimbursed for related expenses.
- Section 6 - In order to avoid any conflict of interest, each officer must agree to:
  - 6.1 Support the causes of AGEHR, Inc. and to acknowledge that the best interest of the Guild must prevail over individual interest.
  - 6.2 Assure that the Guild gets the highest quality services possible in response to its needs, thus demonstrating good faith to the members.
- Section 7 - The Chair-Elect shall serve for six years in the following manner: 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 for election or appointment to any Area VII office with voting privileges until two years have elapsed.
- Section 8 - The Secretary and Treasurer shall each serve two years and are eligible for re-election, but each may serve no more than two terms consecutively.

#### **ARTICLE IV Election of Officers**

- Section 1 - Elections shall be held biennially in even-numbered years. The voting shall be conducted by mail ballot or electronic ballot.
  - 1.1 The Area VII Chair shall appoint a Nominating Committee of three (3), with the approval of the Executive Committee. One of these members shall be the current Past Chair who shall be Chair of the Nominating Committee. If the current Past Chair position is vacant, the Chair shall appoint a Nominating Committee Chair.
  - 1.2 This committee shall nominate two candidates, after obtaining written consent of the nominees, for each of the following offices: Chair-Elect, Secretary, and Treasurer.
  - 1.3 The slate shall be published in the Area VII newsletter not less than two months preceding the biennial Festival Conference.
  - 1.4 Ballots shall be mailed to all voting members or made available electronically. All ballots must be postmarked or submitted electronically by the designated date and returned to a person or firm independent of the Board for counting. If both mailed and electronic ballots are used, measures shall be taken to ensure only one vote per membership. A majority of the votes cast shall elect. An automatic recount by the same agent shall occur if the margin of victory is less than or equal to one percent (1%) of the total votes cast. In the case of a tie, the election shall be determined by the majority vote of the Area VII Board of Directors.
  - 1.5 All nominees shall be notified of the results of the election by mail, preceding the Area VII Festival Conference.
  - 1.6 The names of those elected shall be announced at the Area VII Festival Conference and published in the next issue of the newsletter.
  - 1.7 All officers will take office on October 1, following the election.
- Section 2 - Vacancies on the Area VII Board shall be filled either by appointment by the Chair or by special election.
  - 2.1 Should a vacancy occur in the office of Chair, the Chair-Elect shall ascend to that office for the unexpired term. Under these circumstances, the Chair's term shall not exceed three years or be shorter than one year.
  - 2.2 Should a vacancy occur in the office of Chair-Elect, the Chair shall immediately appoint a committee of three to nominate two persons for the office of Chair-Elect. An election shall be held in accordance with the procedure given in Article IV, Sections 1.2 and 1.4.
  - 2.3 Should a vacancy occur in any office other than Chair or Chair-Elect, the Chair may fill the position by appointment with the approval of the Executive Committee.
  - 2.4 If a person newly elected becomes unable or unwilling to assume office, a nominating committee shall be appointed by the Chair and an election for that office held in accordance with Article IV, Sections 1.2 and 1.4 of these Bylaws.

- 2.5 An officer elected to fill a vacancy shall take office upon being informed of the results of the election. An officer appointed to fill a vacancy shall take office upon being informed of his/her appointment.
- 2.6 Upon evidence of any officer's incapacity or unwillingness to serve, the Board of Directors, by two thirds (2/3) vote, may declare that office to be vacant.
- 2.7 Any officer who moves from Area VII, or for any other reason is not able to serve the remainder of his/her term, shall relinquish his/her office immediately.

**ARTICLE V  
Administration**

- Section 1- Meetings of the Board of Directors shall be held annually. Special meetings of the Board of Directors may be called by the Chair with the approval of the Executive Committee. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. Meetings of the Board of Directors shall be open to all members in good standing. These members may attend without the privilege of a vote.
- Section 2- Area VII shall submit appropriate financial documents to AGEHR, Inc. on an annual basis. Any Sub-Area with an independent treasury must submit an annual financial report to the next higher level of AGEHR, Inc.
- Section 3- The fiscal year shall begin October 1 and extend through September 30.

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

- Section 1 - Area VII and its Sub-Areas shall submit appropriate financial and other required documents to the next higher level of AGEHR, Inc.
  - 1.1 The Area VII Secretary shall submit adopted Bylaws revisions and revised Area VII documents to the AGEHR, Inc.
  - 1.2 The Area VII Treasurer shall submit appropriate financial documents to the Internal Revenue Service and appropriate state agencies to maintain status of non-profit incorporation. He/she shall also submit appropriate financial documents to the AGEHR, Inc.
  - 1.3 The Area VII Chair shall submit any other required reports annually or as needed to the AGEHR, Inc. Board of Directors.
- Section 2- Nothing contained herein shall operate to relieve the Area of any rules or regulations in which it is governed by the AGEHR, Inc. Bylaws.

**ARTICLE VII  
Official Records**

- Section 1- The Area VII Board of Directors shall establish documents necessary for implementing these Bylaws and for governing the organization. These shall include the Book of Motions, the Rules of Procedure and any other official documents approved by the Area VII Board of Directors.
- Section 2- The rules contained in Robert's Rules of Order, most recently revised, shall govern Area VII in all cases in which they are not inconsistent with these Bylaws.

**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 Board of Directors.
- Section 2- Area and Sub-Area revisions shall be reviewed and approved by the Area VII Board before being submitted to the AGEHR, Inc. Board of Directors for review and approval. Once approved, they shall be submitted to the voting membership of the Area or Sub-Area.
- Section 3- If the Area VII Board of Directors rejects the proposed revisions, a petition to the Chair bearing the signatures of one percent (1%) of the voting membership shall cause this set of revisions to be submitted to the AGEHR, Inc., Board of Directors.
- Section 4- Upon approval by the Area VII Board of Directors (or Area VII Chair's receipt of a proper petition), any revised Bylaws shall be forwarded to the AGEHR, Inc. Board of Directors, for review and approval.
- Section 5- After approval by the AGEHR Inc. Board of Directors, proposed Bylaws revisions and a return ballot shall be submitted to the voting membership either by mail or made available electronically. All ballots must be postmarked or submitted electronically by the designated date and returned to a person or firm independent

of the Board for counting. If both mailed and electronic ballots are used, measures shall be taken to ensure only one vote per membership.

Section 6- A two-thirds (2/3) majority of the votes cast shall be required for adoption.

Section 7- Amendments and revision shall be effective as of the date designated by the Area VII Board of Directors. This effective date will appear at the top of the first page of the revised Bylaws.

## **ARTICLE IX**

### **Dissolution**

Section 1- If Area VII or any of its Sub-Areas should dissolve, all assets shall be transferred to the next higher level of AGEHR, Inc.