

AGEHR Area II Bylaws

Effective 10/1/2005

Preamble

AGEHR - Area II Inc., a non-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 New York, with the AGEHR corporation's Articles of Incorporation, with amendments, if any, and with these Bylaws as amended periodically.

Article 1 - Name and Objectives

- 1.0 The name of the organization is AGEHR - Area II Inc. (hereafter referred to as Area II) of the American Guild of English Handbell Ringers, Inc. (hereafter referred to as AGEHR Inc.)
- 1.1 The primary objectives of the organization shall be to educate, to promote the exchange of ideas relating to handbell and handchime ringing, and to sponsor educational activities which may be adjudicated but which exclude direct competition between handbell choirs, ensembles, and/or ringers.

Article 2 - Membership and Organization

- 2.0 Members of AGEHR Inc. who reside in the geographical area designated by AGEHR as Area II are members of Area II.
- 2.1 A member in good standing shall be any member who has paid annual dues and has no other outstanding financial obligations to Area II or AGEHR, Inc.
- 2.2 Members of Area II shall be organized into Sub-Areas, with further subdivisions possible at the discretion of the Chair and with the approval of the Area II Board of Directors and the voting membership of the subdivision involved.
- 2.3 States may be divided into districts at the discretion of the Chair and with the approval of the Area II Board of Directors.
- 2.4 Area II, and all states and other subdivisions of Area II, shall operate under Bylaws consistent with AGEHR Inc. Bylaws.
- 2.5 All categories of membership shall have the privileges as established by the AGEHR Inc. Bylaws and the AGEHR Inc. Board of Directors. Area II may grant additional privileges.
- 2.6 Area II shall be administered by a Chair elected from the voting members of Area II.
- 2.7 The fiscal year of Area II shall begin on October 1 and end on September 30.

Article 3 - Executive Committee and Elections

- 3.0 The elected officers of Area II shall be the Chair, Chair-elect, Immediate past-Chair, Treasurer/Registrar, and Secretary. These elected officers constitute the Executive Committee.
- 3.1 The Executive Committee shall be elected by the voting membership residing in Area II.
 - 3.1.1 The Executive Committee shall have the power to act for the entire Board of Directors, subject to its approval.
 - 3.1.2 The Executive Committee shall perform duties specified by these Bylaws, the Rules of Procedure, and the Area II Board of Directors.

AGEHR Area II Bylaws

Effective 10/1/2005

- 3.2 The election of Area II Officers shall be held biennially, in odd-numbered years with candidates for Chair-Elect, Secretary, and a Treasurer/Registrar, on the ballot.
- 3.2.1 Six months prior to the election a nominating committee of three members shall be appointed by the Chair with the approval of the Executive Committee. Current Board members, other than the Past-Chair, may not be appointed to the nominating committee. This committee shall nominate two candidates for each office. All candidates must be members in good standing of Area II and must give their consent to be nominated. Ballots containing candidates' names and biographical material shall be mailed to the entire Area II voting membership. Ballots shall be postmarked by the designated date. All ballots will be returned to and counted by a person or firm independent of the Board. A majority of the votes cast shall elect. An automatic recount shall be called by the Area II Chairperson if the margin of victory is less than or equal to 1% of the total votes cast. In the case of a tie, the election shall be determined by the majority vote of the Area II Board. Results of the election shall be announced to the membership in a manner determined by the Area II Executive Committee.
- 3.3 The Chair-Elect shall serve for six years in the following manner, except as noted in Sections 3.7 and 3.7.1: a two-year term as Chair-Elect, a two-year term as Chair, and a two-year term as Immediate Past-Chair. After the completion of the two-year term as Immediate Past-Chair, said person shall not be eligible for election or appointment to any Area II board position until two years have elapsed.
- 3.4 The Treasurer/Registrar shall serve for two years and be eligible for re-election but may serve no more than two terms consecutively in the same office.
- 3.5 The Secretary shall serve two years and be eligible for re-election but may serve no more than two terms consecutively in the same office.
- 3.6 The term of each elected officer shall commence at the beginning of the fiscal year following the election.
- 3.7 Should a vacancy occur in the office of Chair, the Chair-Elect shall accede to the office for the unexpired term and immediately appoint a nominating committee of three who, working in accordance with the provisions of Article 3 Section 3.2.1, will nominate two persons for the office of Chair-Elect. Within a period of one month after the nominees have been selected and confirmed, a ballot containing these two names and biographical material shall be mailed to the entire Area II voting membership. Election shall be by a majority of those ballots postmarked by the designated date. All ballots will be returned to and counted by a person or firm independent of the Board. Under these circumstances, the Chair's term shall not be shorter than one year or exceed three years.
- 3.7.1 Should a vacancy occur in the office of Chair-Elect, the Chair shall immediately appoint a nominating committee of three who, working in accordance with the provisions of Article 3 Section 3.2.1, will nominate two persons for the office of Chair-Elect. Within a period of one month after the nominees have been selected and confirmed, a ballot containing these two names and biographical material shall be mailed to the entire Area II voting membership. Election shall be by a majority of those ballots postmarked by the designated date. All ballots will be returned to and counted by a person or firm independent of the Board. Under these circumstances, the Chair-Elect's term shall not exceed three years.
- 3.7.2 Should a vacancy occur in the office of Treasurer/Registrar, the Chair shall appoint, with the approval of the Executive Committee, a member to fill out the remainder of the term. Any person so appointed who serves less than one year shall be eligible for nomination and election for two full terms. If the appointee serves for more than one year, said person shall be eligible for nomination and election for only one full term.

AGEHR Area II Bylaws

Effective 10/1/2005

- 3.7.3 Should a vacancy occur in the office of Secretary, the Chair shall appoint, with the approval of the Executive Committee, a member to fill out the remainder of the term. Any person so appointed who serves less than one year, shall be eligible for nomination and election for two full terms. If the appointee serves for more than one year, said person shall be eligible for nomination and election for only one full term.
- 3.7.4 Should a vacancy occur in the office of Immediate Past-Chair, the Chair may appoint a person who has served previously in that office, with the approval of the Executive Committee.
- 3.8 If a nominee for an Executive Committee Office becomes unable or unwilling to serve, if elected, then that portion of the election shall be null and void. The Nominating Committee shall immediately submit an alternate candidate and another election shall be held in accordance with Article 3 Section 3.2.1 of these Bylaws.
- 3.9 Any Area II officer moving from the geographical area designated as Area II shall immediately relinquish that Area II office.
- 3.10 Any Area II officer elected to the AGEHR Inc. Board of Directors shall immediately relinquish that Area II office.
- 3.11 Upon evidence of any officer's incapacity or unwillingness to serve, the Area II Board by two-thirds (2/3) vote may declare that office to be vacant.

Article 4 - Board of Directors

- 4.0 The Area II Board of Directors shall consist of the elected officers of Area II (Article 3), and also include the appointed positions of Financial Administrator, Membership Chair, State Representatives, Historian, CHIME Chair, and any other appointed positions as determined by the Executive Committee.
- 4.1 All elected officers and the Financial Administrator are expected to attend all meetings of the Area II Board as required within the Bylaws.
- 4.2 Appointed board members shall attend meetings at the invitation of the Executive Committee.
- 4.3 Meetings of the Area II Board shall be held a minimum of two times per fiscal year.
- 4.4 To satisfy incorporation statutes, a meeting of the general membership shall take place annually, at the major Area II summer event.
- 4.5 Special meetings of the Board of Directors may be called by the Chair as deemed necessary with the approval of the Executive Committee.
- 4.6 A majority of the Area II Board elected and appointed officers shall constitute a quorum for the transaction of business.

Article 5 - Committees and Appointed Positions

- 5.0 Committees may be appointed by the Chair, with the approval of the Board of Directors, to serve for specified times as the needs and welfare of Area II demand.
- 5.1 Committees and Committee Chair shall perform duties as prescribed by the Rules of Procedure, or as directed by the Chair.
- 5.2 The Area II Chair shall appoint, with the approval of the Executive Committee, a Financial Administrator. The appointment is subject to guidelines stated in the Rules of Procedure.

AGEHR Area II Bylaws

Effective 10/1/2005

- 5.3 The Area II Chair shall appoint, with the approval of the Executive Committee, a Membership Chair. The appointment is subject to guidelines stated in the Rules of Procedure.
- 5.4 The Area II Chair shall appoint, with the approval of the Executive Committee, a Historian. This appointment is subject to guidelines stated in the Rules of Procedure.
- 5.5 The Area II Chair shall appoint, with the approval of the Executive Committee, an Area II CHIME Chair This appointment is subject to guidelines stated in the Rules of Procedure.
- 5.6 If a vacancy occurs in an appointed office, the Chair shall appoint, with the approval of the Executive Committee, a member to fill out the remainder of the term.

Article 6 - Rules of Procedure

- 6.0 The Area II Board may establish such Rules of Procedure necessary for implementing the provisions of these Bylaws and for governing Area II.
- 6.1 Nothing contained herein shall operate to relieve Area II of any rule or regulation in which it is governed by AGEHR Inc. Bylaws.
- 6.2 The rules contained in Robert's Rules of Order, most recently revised, shall govern Area II in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or the Rules of Procedure adopted by Area II.

Article 7 - Amendments and Revision to Bylaws

- 7.0 Amendments and revisions to the Area II Bylaws may be initiated by an Area II voting member in good standing, a committee appointed by the Chair, or by the Area II Board.
- 7.1 Bylaws revisions shall be reviewed by the Area II Board of Directors. A two-thirds (2/3) vote of the Board of Directors shall be required for approval before the revisions are submitted to the AGEHR Inc. Board of Directors for review and approval.
- 7.2 If the Area II Board of Directors rejects the proposed revisions, a petition to the Chair of Area II bearing the names of five percent (5%) of the voting membership in good standing shall cause the set of revisions to be sent to the AGEHR Inc. Board of Directors.
- 7.3 Upon approval by the AGEHR Inc. Board of Directors the proposed Bylaws revisions and a return ballot shall be submitted to the voting membership for ratification. Ballots shall be postmarked by the designated date. All ballots will be returned to and counted by a person or firm independent of the Board.
- 7.4 A two-thirds (2/3) majority of the votes cast shall be required for adoption.

Article 8 - Dissolution

- 8.1 In the event of the dissolution of Area II, all assets shall be transferred to AGEHR Inc.
- 8.2 In the event of dissolution of a state, district, or other subdivision of Area II, all assets shall be transferred to the next higher level of Area II.