

BYLAWS OF AREA XI
THE AMERICAN GUILD OF ENGLISH HANDBELL RINGERS, INC.
DBA Area 11 Handbell Musicians of America
Revised December 2007 and May 2016

PREAMBLE

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

ARTICLE I
NAME AND OFFICES

- Section 1. Name. The name of this Corporation shall be “Area XI, The American Guild of English Handbell Ringers, Inc.” hereinafter referred to as Area XI.
- Section 2. Offices. The principal office of the Corporation shall be located at the residence of the current Chair or such other place as the current Chair may designate.

ARTICLE II
PURPOSE

- Section 1. 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
MEMBERSHIP

- Section 1. Membership Categories. 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 XI, shall be members of Area XI.
- (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 XI or AGEHR, Inc.
 - (b) Categories and privileges shall be consistent with AGEHR, Inc. Bylaws and policies.

Section 2. Voting and Other Privileges.

- (a) Voting and membership privileges of Area XI shall be consistent with the definitions as specified by AGEHR, Inc.
- (b) Members who reside in Sub-Areas that are included within the geographical boundaries of Areas XI shall be members of that Sub-Area.

Section 3. Meetings of the Membership and Establishment of a Quorum. There will be a biennial meeting of the membership. The date and location of the meeting will be determined by the Board of Directors. 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 Members.

ARTICLE IV
ORGANIZATION

Section 1. Territory.

- (a) Area XI consists of territory contained within the geographical area designated to Area XI, as established by AGEHR, Inc.
- (b) Area XI is subdivided into divisional geographic Sub-Areas. Each Sub-Area consists of a smaller territory contained within the territory designated to Area XI By AGEHR, Inc.
- (c) Area XI may redefine Sub-Area territories with the approval of the Area XI Board of Directors and the voting membership of the proposed Sub-Area.
- (d) Members who reside in Sub-Areas that are included within the geographical boundaries of Area XI shall be members of that Sub-Area.
- (e) Each Sub-Area may be further subdivided into additional geographic sub-areas known as Districts with the approval of the Area XI Board of Directors and the voting membership of the proposed District. Each District will consist of a smaller territory contained within the territory designated to a single Sub-Area.

Section 2. Area XI Administration.

- (a) The Area XI Board of Directors, hereinafter referred to as Board of Directors, shall be the governing body in accordance with these Bylaws and Area XI Official Documents.
- (b) Elected officers shall be Chair-Elect and Secretary-Treasurer.
- (c) Elections shall occur in even-numbered years.

- (d) All officers and appointed members of the Board of Directors shall be voting members in good standing according to the Bylaws of AGEHR, Inc.

Section 3. Area XI Sub-Area Administration.

- (a) Each Sub-Area shall be administered by a person (Sub-Area Chair) appointed by the Area XI Chair with the approval of the Executive Committee.
- (b) Each Sub-Area must operate under the Bylaws of Area XI.
- (c) Sub-Areas may elect and maintain a Board of Directors consistent with Area XI Bylaws.
- (d) All officers and appointed members of a Sub-Area Board shall be voting members in good standing according to the Bylaws of AGEHR, Inc.
- (e) Sub-Area Districts relate to Area XI through the Sub-Area Chair.

ARTICLE V
EXECUTIVE COMMITTEE

Section 1. Powers. The Area XI Executive Committee, hereinafter referred to as the Executive Committee, shall have the power to act for the entire Board of Directors, subject to the Board's approval, except for the removal of an Executive Committee member, and shall perform such duties as are specified by the Area XI Bylaws, Area XI Official Documents and the Board of Directors.

Section 2. Membership. The Area XI Executive Committee shall consist of all elected officers which includes the Area XI Chair, Area XI Chair-Elect, and Area XI Secretary-Treasurer.

Section 3. Quorum. A quorum shall consist of a majority of the members of the Executive Committee.

Section 4. Meetings. Special meetings of the Executive Committee may be called by the Chair.

Section 5. Removal. Any member of the Executive Committee shall be removed from office upon evidence of incapacity or unwillingness to follow these Bylaws and/or Area XI Official Documents. Such removal from office must be approved by a two-thirds (2/3) vote of the Board of Directors (not counting such Director in question) and the office declared vacant.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Membership. The Board of Directors shall consist of the Executive Committee and appointed positions as determined by the Area XI Official Documents and appointed by the Area XI Chair with the approval of the Executive Committee.

Section 2. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 3. Terms of Office.

- (a) The Chair-Elect shall serve four years as follows: a two-year term as Chair-Elect and a two-year term as Area XI Chair. Upon completion of the four years, the Area XI Chair shall not be eligible for election to any Area XI office until two years have elapsed.
- (b) The Secretary-Treasurer shall serve a two-year term and be eligible for re-election for a consecutive two-year term
- (c) Terms of office shall commence at the beginning of the fiscal year following the election.
- (d) The term of each officer elected to fill a vacancy shall commence immediately upon notification of their election.

Section 4. Elections. The election of Area XI officers shall be held biennially in even-numbered years.

- (a) One year prior to the election year, a Nominating Committee of at least one Board member, excluding the Chair-Elect, and one member from each of the Sub-Areas in Area XI, shall be appointed by the Area XI Chair, with the approval of the Executive Committee.
- (b) The Area XI Chair shall appoint the Chair of the Nominating Committee, excluding the Chair-Elect.
- (c) The Nominating Committee shall nominate two voting members as candidates for each office appropriate for the election involved.
- (d) Each candidate shall be provided a copy of the AGEHR, Inc. Bylaws, the Area XI Bylaws, and the Area XI Rules of Procedure.
- (e) The Board of Directors shall accept the slate of officers submitted for election by the Nominating Committee by a two-thirds (2/3) vote. If the slate is rejected, the Nominating Committee shall submit a new slate of nominees within thirty (30) days.
- (f) A ballot containing names and biographical sketches of all nominees, as well as general information on the responsibilities of each office, shall be provided to the voting membership.

- (g) Returned ballots shall be received by the date designated by the Board of Directors and returned to an individual or agency independent of the Board of Directors. The Board of Directors shall select this entity.
- (h) A majority of the votes cast shall determine each election.
- (i) In the event of a tie, the election shall be determined by a majority vote of the Board of Directors.

Section 5. Resignation. Any member of the Board of Directors may resign at any time by filing a written resignation with the Area XI Chair. In the event that the Chair desires to resign, the written resignation must be filed with the Chair-Elect.

Section 6. Removal. Any member of the Board of Directors shall be removed from the Board upon evidence of incapacity or unwillingness to follow these Bylaws and/or Area XI Official Documents. Any member of the Board of Directors may be removed from the Board of Directors by the remaining members of the Board of Directors whenever, in its judgment, the best interests of Area XI would be served thereby. Such removal from office must be approved by a two-thirds (2/3) vote of the Board of Directors (not counting such Director in question) and that position declared vacant.

Section 7. Vacancies.

- (a) Chair. Should a vacancy occur in the office of the Chair, the Chair-Elect shall accede to the office of Chair 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 of Directors shall distribute the duties of Chair-Elect to the Board members.
- (b) Chair-Elect. Should a vacancy occur in the office of Chair-Elect, other than through accession, the Chair shall immediately appoint a Nominating Committee according to Article VI. 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.
- (c) Secretary-Treasurer. Should a vacancy occur in the office of Secretary-Treasurer, the Chair shall appoint a successor to fill the officer's unexpired term, subject to the approval of a two-thirds (2/3) vote of the Board of Directors.
- (d) If a person newly elected becomes unable or unwilling to assume office, that portion of the election shall be null and void. The Nominating Committee, within a period of thirty (30) days, shall submit a least two (2) candidates and another election for that office shall be held in accordance with Article VI of these Bylaws.

- (e) Any member of the Board of Directors elected to the AGEHR, Inc. Board of Directors shall immediately resign the Area XI office.
- (f) Any member of the Board of Directors who moves from Area XI, or for any other reason is not able to serve out the term of office, shall relinquish the office immediately.

Section 8. Appointed positions.

- (a) Terms of office for all appointed positions shall be two (2) years, renewable two times and shall commence in accordance with the Area XI Chair's term.
- (b) Should a vacancy occur in any appointed position, the Chair shall appoint, with the approval of the Board of Directors, a successor to fill the unexpired term.

Section 9. Meetings.

- (a) The Area XI Board of Directors shall meet at least once per fiscal year at such time and place as determined by the Chair.
- (b) Members of the Board of Directors are expected to attend all meetings required by these Bylaws or called by the Chair.
- (c) Special meetings of the Area XI Board of Directors may be called by the Chair, with the approval of the Executive Committee and notice to all members of the Board of Directors.
- (d) Meetings shall be open to Area XI members in good standing. These members may be recognized by the Chair. These members may not vote.
- (e) The Board of Directors may participate in a meeting by any means (e.g., established or emerging technologies) whereby all members of the Board of Directors can communicate with each other.

ARTICLE VII COMMITTEES

Section 1. Establishment. Committees shall be appointed and dismissed as needed. Committees and Committee Chairs shall be appointed by the Chair with the approval of the Executive Committee.

ARTICLE VIII BOOKS AND RECORDS

Section 1. Books and Records. Area XI shall keep correct and complete books and records consistent with AGEHR, Inc.

Section 2. Implementation.

- (a) The Board of Directors shall establish documents necessary for implementing these Bylaws and for governing the Corporation. These shall include records of financial accounts, Rules of Procedure, meeting minutes, and any other Official Documents deemed necessary by the Board of Directors.
- (b) Sub-Areas shall establish documents necessary for implementing the provisions of these Bylaws and for governing the Sub-Area.

Section 3. Rules. The rules contained in Robert's Rules of Order, most recently revised, shall serve as a model for conducting Area XI business in all cases where they are applicable and when they are not inconsistent with AGEHR, Inc. Bylaws, Area XI Bylaws or any other Official Documents adopted by Area XI.

ARTICLE IX FISCAL YEAR

Section 1. Fiscal year. The fiscal year of Area XI shall begin September 1 and extend through August 31.

ARTICLE X RESPONSIBILITIES TO AGEHR, INC.

Section 1. Documents and Records Submission.

- (a) Area XI and its Sub-Areas shall submit appropriate financial and other required documents to the next higher level of AGEHR, Inc. as required by the AGEHR, Inc. Board of Directors. Said documents shall be submitted once a year.
- (b) The Secretary/Treasurer shall submit copies of minutes, adopted Bylaws revisions, revised Area XI Official Documents, and appropriate financial documents to the Internal Revenue Service and appropriate Sub-Area agencies as required to maintain status of a non-profit corporation and shall submit same annually to AGEHR, Inc.
- (c) Sub-Areas will submit corresponding documents to the Area XI Secretary-Treasurer and/or Chair for inclusion in the Area XI reports. Documents will be submitted within thirty (30) days of the end of the Area XI fiscal year or as requested.

Section 2. Nothing contained herein shall operate to relieve Area XI of any rules or regulations established by the AGEHR, Inc. Bylaws and/or the AGEHR, Inc. Board of Directors.

ARTICLE XI COMPENSATION

Section 1. Members of the Board of Directors shall serve without compensation for their designated services.

ARTICLE XII INDEMNIFICATION

Section 1. Members of the Board of Directors shall not be personally liable for the debt, liabilities, or other obligations of the Corporation unless said action is judged as willful misconduct or gross negligence.

ARTICLE XIII AMENDMENTS AND REVISION OF BYLAWS

Section 1. Initiation. Amendments and Revisions, hereinafter referred to as Revisions, of the Area XI Bylaws may be initiated by an Area XI voting member, by the Board of Directors, or by a special committee appointed by the Area XI Board.

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

Section 3. Petition. In the event the Board of Directors rejects the proposed Revisions, a petition to the Area XI Chair bearing the signatures of 10% of the Area XI voting members in good standing shall cause these Revisions to be submitted 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 Revisions of these Bylaws shall be submitted to the Area XI voting membership.

(b) Returned ballots shall be received by the date designated by the Board of Directors and returned to an individual or agency independent of the Board of Directors. The Board of Directors shall select this entity.

Section 5. Adoption. A minimum of two-thirds (2/3) of the votes cast must be in favor of the proposed Bylaw Revisions before such Revisions can be adopted.

Section 6. Effective Date. Amendments and Revisions shall be effective as of the date designated by the Board of Directors. The effective date of these Revisions must be included on the ballot.

ARTICLE XIV
DISSOLUTION

Section 1. In the event of the dissolution of Area XI or any Sub-Area or District of Area XI, all assets shall be transferred to the next higher level of AGEHR, Inc.