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Bylaws of AGEHR Area I, Inc.

PREAMBLE

The American Guild of English Handbell Ringers, Area I, Inc., a non-profit corporation recognized by the Internal Revenue Service as a 501(c)3 charitable organization and incorporated in the Commonwealth of Massachusetts under G.L. Ch. 180, shall be governed in accordance with the laws of the Commonwealth of Massachusetts with the corporation's Articles of Incorporation, with its amendments, and with these Bylaws as amended periodically.

ARTICLE I. NAME AND PURPOSE

Section 1. The name of this corporation is AGEHR, AREA I, INC. (Hereinafter referred to as Area I) of the American Guild of English Handbell Ringers, Inc. (Hereinafter referred to as AGEHR, Inc.). The corporation reserves the right to use the names Area I of the American Guild of English Handbell Ringers and the corporation's historical designation, N.E.G.E.H.R., the New England Guild of English Handbell Ringers.

Section 2. The purposes of this corporation shall be as set forth in the Articles of Incorporation, and shall include, without limitation, the following objectives: to unite groups through education and to promote the use and employment of handbell and handchime ringing; to promote the exchange of ideas relating to the selection, arrangement, composition, programming, performance and appearance of handbell and handchime ringing; to disseminate all manner of handbell and handchime information by means of papers, publications, and any other lawful means; to sponsor and promote handbell and handchime conferences, seminars, workshops, clinics, concerts, and any other lawful events or activities; and to engage in any lawful act and to pursue any lawful activity and purpose for which a nonprofit corporation may be formed.

ARTICLE II. MEMBERSHIP AND ORGANIZATION

Section 1. Membership in Area I shall be open to all members in good standing of AGEHR, Inc. who reside in the geographical area designated by AGEHR, Inc. as Area I.

Section 1.1. A member in good standing shall be any member who has paid annual dues and has no other outstanding financial obligations to Area I or to AGEHR, Inc.

Section 1.2. Any member serving in an appointed or elected position shall be a voting member in good standing.

Section 2. Area I shall be administered by a Chair elected from the voting members of the Area.

Section 3. With the approval of the Area I Board of Directors, hereinafter referred to as the Area I Board, and the voting membership of Area I, members of Area I shall be organized into Sub-areas, hereinafter referred to as States and Provinces, with further possible division into Districts. The Area Chair, with the approval of the Area I Board, shall determine the number and boundaries of said Subareas.

Section 3.1. Any member who resides in states or provinces that are included within the geographical boundaries of Area I shall be a member of that State's or Province's organization. Each State or Province shall have a Chair who is responsible to the Area Chair and Area I Board.

Section 4. Area I and its States and Provinces shall operate under Bylaws consistent with AGEHR, Inc. Bylaws.

Section 5. All categories of membership shall have privileges as established by the AGEHR, Inc. Bylaws or AGEHR Inc. Board of Directors. Area I may grant additional privileges.

ARTICLE III. NONDISCRIMINATION

Section 1. Area I, 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, sexual orientation, gender identity or expression, national origin or physical or mental disability.

ARTICLE IV. OFFICERS

Section 1. Elected Officers and Officers by Succession

Officers elected by the Area I membership shall be the Chair-Elect, Secretary and Treasurer. These officers shall be chosen from the voting membership of Area I. The position of Area Chair is filled by accession, not by vote, and upon completion of the term of office of Chair-Elect he/she assumes the office of Chair. Elections will be held biennially, in odd-numbered years.

Section 1.1. Twelve months prior to the election, the Area Chair with the approval of the Executive Committee shall appoint a Nominating Committee Chair and a Nominating Committee of at least three members, one of which shall be the Past Chair. If the Past Chair is unable to serve on the Nominating Committee another board member may be appointed, excluding the other members of the Executive Committee. This committee shall nominate two candidates for each of the following offices: Chair-Elect, Secretary, and Treasurer. All candidates must be members in good standing of Area I and must give their consent to be nominated.

Section 1.2. Ballots containing candidates' names and biographical material shall be provided to the entire voting membership of Area I no less than 30 days prior to the end of the voting period. Each Area I member ballot must be received by the designated independent entity by the date required as set forth on the ballot.

Section 1.3. A majority of the votes cast shall elect. An automatic recount shall occur 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 I Board. Results of the election shall be announced to the membership in a manner determined by the Area I Executive Committee.

Section 2. Executive Committee

Section 2.1. The officers who constitute the Executive Committee shall be the Chair, Chair-Elect, Past Chair, Secretary and Treasurer and shall act for the entire Area I Board, subject to the Board's approval.

Section 2.2. A simple majority of the Executive Committee (3) shall constitute a quorum of **any meeting of the Executive Committee.**

Section 3. Appointed Officers

The Area Chair, with approval of the Executive Committee, shall appoint the following from the voting membership:

1. State and Provincial Chairs
2. Membership Chair
3. Educational Liaison
4. Communications Director

Section 4. Terms of Office

Section 4.1. The Chair-Elect shall serve for six years as follows: a two-year term as Chair-Elect, a two year term as Chair, and a two-year term as Past Chair.

Section 4.2. The Secretary and Treasurer shall serve two years and be eligible for reelection. They may serve no more than two terms consecutively in the same office.

Section 4.3. The term of each elected officer shall commence at the Biennial Area I Meeting, with the exception of the Treasurer. The Treasurer's term will commence at the beginning of the fiscal year following the election.

Section 4.1 Tenure of Chair, Chair-Elect, and Past Chair. 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, Chair-Elect, and Past Chair shall commence at the beginning of Area I's fiscal year following the election of the Chair-Elect. The Chair, Chair- Elect and Past Chair may not be re-elected 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 I Board.

*Section 4.2 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. **They may serve no more than two terms consecutively in the same office.** The term of the Secretary and Treasurer shall commence at the beginning of Area I's fiscal year following the election of the Secretary and Treasurer.*

Section 4.3 Tenure of Appointed Members of the Area I Board. Terms for all appointed positions shall be for two (2) years and shall commence concurrent with the Chair's term. Persons appointed to positions on the Area I Board may be reappointed to the same position for additional terms by the Chair.

Section 5. Vacancies

Section 5.1. If a vacancy should 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 at least three who 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 I voting membership. Election shall be by a majority of those ballots postmarked by the date designated, and returned to and counted by a person or firm independent of the Board. Under these circumstances, the Area Chair's term shall not be shorter than one year or exceed three years.

Section 5.2. If a vacancy should occur in the office of Chair-Elect, the Area Chair shall immediately appoint a nominating committee of at least three who will nominate two persons for the office of Chair-Elect. The election procedure will follow that as specified in Section 5.1 of this article.

Section 5.3. If a vacancy should occur in the office of Secretary or Treasurer, the Area Chair shall appoint, with the approval of the Executive Committee, a voting member to fill out the remainder of the term. If the person filling the vacancy serves one (1) year or less, he/she shall be eligible for nomination and election for the full terms of office as specified in Section 4 of this Article. If the appointee serves for more than one year, he/she shall be eligible for nomination and election for only one full term.

Section 5.4. If a vacancy should occur in an appointed office, the Area Chair shall appoint a replacement, with the approval of the Executive Committee.

Section 5.5. Any officer moving from the geographical area designated as Area I shall relinquish his/her office immediately.

Section 5.6. Any officer elected to the AGEHR, Inc. Board of Directors shall relinquish his/her Area I office immediately.

ARTICLE V. Standing Committees

Section 1. The Area Chair, with the approval of the Executive Committee, shall appoint from the voting membership Standing Committee Chairs as specified in the Area I Official Records. Upon recommendation of the Standing Committee Chairs, members of the committees shall be appointed by the Area Chair with the approval of the Executive Committee.

Section 2. The Standing Committee Chairs shall serve in an ex-officio capacity on the Area I Board. All Standing Committee Chairs shall report to the Chair-Elect who will represent them at meetings of the Area I Board.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The focus of the Area I Board shall be on policy and governance matters. Policy pertinent to guiding the implementation of specific programs and services shall be established in cooperation and communication with the appropriate committees and/or chairs.

Section 2. The Area I Board shall consist of all elected and appointed officers and officers by succession cited in Article IV, Sections 1, 2, and 3.

Section 3. The Area I Board shall meet three times a year. Members of the Area I Board shall attend all meetings of the Area I Board. Ex-officio members may attend meetings when needed.

Special meetings of the Area I Board may be called by either:

- a) *the Chair; with the approval of at least three (3) additional Board members and notice to all members of the Area I Board, or*
- b) *a two-thirds (2/3) vote of the Area I Board and notice to all members of the Area I Board.*

Section 4. A simple majority (50% + 1) of the Area I Board shall constitute a quorum for the transaction of business at any meeting of the Area I Board. Each officer cited in Article IV, Sections 1 and 2 is eligible to cast one vote only irrespective of the number of positions (elected or appointed) he/she may hold. If an office is held by two people as co-officers, *that office* is eligible to cast one vote.

Section 5. Upon evidence of any officer's incapacity or unwillingness to serve, the Area I Board, by two-thirds (2/3) vote, may declare that office to be vacant.

Section 6. Area 1 members in good standing may attend meetings with at least one week notice provided to the Area Chair.

ARTICLE VII. ADMINISTRATION

The Area I Fiscal Year shall run from October 1st through September 30th.

ARTICLE VIII. CONFERENCES AND WORKSHOPS

All Area I Festival Conferences and Workshops shall be self-sustaining and operated under the constraints of non-profit organizations.

State and local conferences and workshops may be held when deemed appropriate, economically feasible and not in conflict with AGEHR Inc., Area I events or other local events.

ARTICLE IX. OFFICIAL RECORDS

Section 1. The Area I Board shall establish documents necessary for implementing these Bylaws and for governing the organization. These shall include the Book of Motions, the Polity Manual, and any additional records as deemed necessary by the Executive Committee.

Section 2. The rules of procedure contained in Robert's Rules of Order, most recently revised, shall govern the meetings of Area I in all cases where they are applicable and when they are not inconsistent with these Bylaws or any official records adopted by Area I.

Section 3. Nothing contained herein shall operate to relieve Area I of any rule or regulation in which it is governed by AGEHR Inc. Bylaws.

ARTICLE X. COMPENSATION AND CONFLICTS OF INTEREST

Section 1. Compensation. Except as may be specifically permitted by the Articles of Incorporation AGEHR Area 1, Inc., no member of the Area 1 Board or appointed committee shall receive any salary, fee, payment, honorarium or other compensation of any kind from Area 1 or any other party as a result of his/her position or affiliation with Area 1. Nothing contained herein shall prevent any person from being reimbursed by Area 1 for expenses incurred in performing authorized business of, or on behalf of Area 1; from being paid the usual and normal royalties or honoraria for authoring music, books, and other resources published by Area 1; or from being paid the usual and normal honoraria for teaching, conducting, or serving as a clinician at events sponsored or endorsed by Area 1.

Section 2. Conflicts of Interest with Area 1. No member of the Area 1 Board or of an appointed committee shall engage in any course of conduct that may result in a conflict of interest with Area 1. No member of the Area 1 Board or appointed committee, while operating in that capacity, may take any public position contrary to the best interests of Area 1 or of AGEHR, Inc., without the prior written approval of the Area 1 Board.

ARTICLE XI. INDEMNIFICATION

Section 1. Area 1 shall indemnify, to the full extent permitted by the Nonprofit Corporation Law

of the Commonwealth of Massachusetts, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that she/he is or was a director, officer or volunteer of Area 1, or is or was serving at the request of Area 1 as a director, trustee, officer, member, manager, employee or volunteer or another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, limited liability company, joint venture, trust or other enterprise. Area 1 may, but shall not be required to, indemnify any other person whom it may indemnify under the provisions of the Nonprofit Corporation Law of the Commonwealth of Massachusetts.

ARTICLE XII. BYLAWS REVISIONS

Section 1. Amendments and revisions to the Area I Bylaws may be initiated by an Area I voting member, a committee appointed by the Area Chair, or by the Area I Board.

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

Section 3. Amendments and revisions as approved by the Area I Board and the AGEHR, Inc. Board of Directors shall be provided to the voting membership of Area I at least 30 days prior to ratification. Amendments and revisions to the Bylaws shall be adopted by a two-thirds majority vote of all ballots received. All ballots must be received by the designated independent entity by the designated date.

ARTICLE XIII. DISSOLUTION

Section 1. Should Area I be dissolved, its net assets shall be transferred to AGEHR, Inc.

Section 2. Should any authorized Sub-Area of Area I be dissolved, its net assets shall be transferred to the next higher level of Area I.