

**BYLAWS of AREA III - AMERICAN GUILD OF ENGLISH HANDBELL RINGERS, INC.  
UPDATED 7/25/2024**

**PREAMBLE**

Area III is organized as a subsidiary non-profit corporation of the American Guild of English Handbell Ringers, Inc. (the Guild) (a not-for-profit corporation recognized by the Internal Revenue Service as a 501(c)(3) charitable organization), and shall be governed in accordance with the laws of the Commonwealth of Virginia, with Area III's Articles of Incorporation as amended, the Guild's bylaws as amended periodically, and with these bylaws as amended periodically. Nothing in these bylaws shall operate to relieve Area III or its Board of Directors of any applicable rules, responsibilities, or regulations set forth in the Guild bylaws.

**ARTICLE I - NAME AND TERMINOLOGY**

**Section 1. Name.** The name of this subsidiary organization of the Guild shall be Area III, American Guild of English Handbell Ringers, Inc.

**Section 2. Terminology.**

- a. *"Guild"* shall mean the American Guild of English Handbell Ringers, Inc. (AGEHR)
- b. *"Area III"* shall mean the geographical region of the Guild composed of the States of Delaware, Maryland, and North Carolina, the Commonwealth of Virginia, and the District of Columbia.
- c. *"Member"* shall mean a member in good standing of the Guild with an address within the boundaries of Area III.
- d. *"Director"* shall mean a member of the Area III Board of Directors.

**ARTICLE II - PURPOSE**

**Section 1. Purpose.** Area III is organized exclusively for charitable and educational purposes. More specifically, the primary objective of Area III shall be to educate, promote the exchange of ideas relating to handbell and handchime ringing, and sponsor educational activities.

**ARTICLE III - MEMBERSHIP**

**Section 1. Members.** Members of Area III are individuals, institutions, or organizations who are members of the Guild with an address within the boundaries of Area III.

**Section 2. Membership Categories.** There shall be two (2) classes of membership: voting and nonvoting. The status of each member is determined and reported by the Guild.

**Section 3. Voting Members.** Voting members shall have one vote on each matter submitted to the voting membership subject to the provisions of Area III's Articles of Incorporation. Each voting member, in addition to other rights and privileges provided to voting members in these bylaws, the Area III's Articles of Incorporation, and the laws of the Commonwealth of Virginia, shall have the following privileges: (a) the right to attend meetings of the Area III Board of Directors, (b) the right to initiate or sign petitions for Area III bylaws revision, and (c) additional membership benefits as defined by the Area III Board of Directors.

**Section 4. Elected Positions.** Anyone serving in an elected position must be a voting member of Area III.

**Section 5. Nonvoting Members.** Nonvoting members, in addition to other rights and privileges provided to nonvoting members in these bylaws, Area III's Articles of Incorporation, and the laws of the Commonwealth of Virginia, shall have the following privileges: (a) the right to attend meetings of the Area III Board of Directors, and (b) any additional membership benefits defined by the Area III Board of Directors.

## **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1. Board of Directors.** The Area III Board of Directors shall consist of the most recent Past Chair, a Chair, a Chair-Elect, a Treasurer, a Secretary, and five At-large Directors.

**Section 2. Powers.** Except as otherwise provided by the Commonwealth of Virginia law, by the bylaws of Area III or the bylaws of the Guild, the business of Area III shall be managed by, and all of the powers of Area III shall be exercised by, the Area III Board of Directors. The delegation by the Area III Board of Directors of any powers or administrative management, or other functions does not relieve the Area III Board of Directors of its total and ultimate responsibility and accountability for all business of Area III.

**Section 3. Board of Directors Voting Privileges.** Only elected members of the Area III Board of Directors can vote. Any tie vote will be broken by the Area III Chair.

**Section 4. Tenure and Term Limitations.**

- a. All position terms will commence at the beginning of Area III's fiscal year following their election.
- b. The position of Chair-Elect, Chair and Past Chair shall be a six (6) year term and is elected by the Area III membership. The Chair-Elect shall serve a two (2) year term as Chair-Elect followed by a two (2) year term as Chair followed by a two (2) year term as Past Chair and shall not be eligible for re-election as Chair-Elect until two (2) years following their six (6) year term. The term of the Chair and Past Chair shall commence at the beginning of Area III's fiscal year following the election of a new Chair-Elect.
- c. The position of Secretary shall be a two (2) year term and is appointed by the Area III Board of Directors with eligibility of reappointment.
- d. The position of Treasurer shall be a two (2) year term and is appointed by the Area III Board of Directors with eligibility of reappointment.
- e. The position of At-large Director shall be a four (4) year term and is elected by the Area III membership. Terms shall be staggered so that at every election two (2) or three (3) At-large Directors shall be elected.

**Section 5. Elections.** Elections shall be held biennially. A Nominating Committee of three (3) persons shall be established to provide a slate of candidates for positions. This committee shall include no more than one At-large Director and excludes the Chair and the Chair-Elect. Each member of the Nominating Committee shall be a voting member of Area III. The Nominating Committee shall be appointed in sufficient time to comply with other provisions of these bylaws governing elections and the assumption of office of those elected. The Nominating Committee will put forth at least two (2) candidates for Chair-Elect and at least one (1) additional candidate than the number of At-large Directors being elected.

**Section 6. Election Procedure.** The Area III Board shall provide a ballot by mail or electronic media containing names of all nominees to the voting membership no less than 30 days prior to the election deadline established by the Area III Board of Directors. Directors shall be elected by a plurality of the votes cast by the voting membership of Area III. 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 III Board of Directors. All ballots must be postmarked or completed electronically by the designated date and returned to a person independent of the Area III Board of Directors or to an independent accounting firm.

**Section 7. Resignations.** Any Director may resign at any time by filing a written resignation with the Area III Chair. The Area III Chair will file a written resignation to the Area III Chair-Elect and the Board of Directors if they should want to resign. Any Director whose preferred mailing address is changed to one outside Area III is considered to have resigned. Any Director who serves, or is elected to serve, on the Guild Board of Directors, is considered to have resigned.

**Section 8. Meetings and Quorum.**

- a. **Regular Meetings.** Regular meetings of the Area III Board of Directors shall be held at least twice during each fiscal year at such times and places as shall be determined by the Area III Board of Directors.
- b. **Special Meetings.** Special meetings may be called by the Chair with the approval of at least three (3) additional Directors.
- c. **Quorum.** The quorum for all meetings shall be the presence of a majority of the Area III Board of Directors. Presence is defined by attending in person, by phone, by video conference, or by other electronic media that permits the Board Member to hear and participate.

**Section 9. Attendance.** Directors are expected to attend all Area III Board of Directors meetings. Missing two (2) regular meetings without giving prior notification of an absence is considered a resignation by that Director. At that Director's request, reinstatement may be granted by the Area III Board of Directors once during the term of office of that Director.

**Section 10. Removal.** Upon evidence of incapacity to serve or unwillingness to follow these bylaws or governing documents on the part of any Director, such Director shall be removed upon a two-thirds (2/3) majority vote of the remaining Area III Board of Directors (not counting the Director to be removed) and the office declared vacant.

### **Section 11. Vacancies of the Elected Directors.**

- a. **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 the subsequent term as Chair. Under these circumstances, the office of Chair-Elect shall remain vacant until the next scheduled election. The Area III Board of Directors shall appoint a current At-large Director or Directors to fulfill the duties of the office of the Chair-Elect.
- b. **Chair-Elect.** Should a vacancy occur in the office of Chair-Elect, other than through accession to the office of Chair:
  1. Within a period of one month, the Area III Board of Directors shall appoint a Nominating Committee of three (3) members to nominate two (2) persons for the office. Within a period of one month after nominees have been selected, an election shall be held for all voting Area III members.
- c. **Past Chair.** Should a vacancy occur in the office of Past Chair, the Chair will appoint a member who previously served as Chair to fill the remaining term.
- d. **At-large Directors.** Should a vacancy occur in the office of an At-large Director during such Director's term, the Area III Chair will appoint an interim replacement, with the advice and consent of the Area III Board of Directors.
  1. For a term with less than a year remaining, the interim replacement shall fulfill the remaining term.
  2. For a term with more than a year, but less than two years remaining, the interim replacement shall serve in the position until a replacement At-large Director is elected to fulfill the remaining term at the next regular election.
    - a. If the next regular election is scheduled to elect two (2) At-large Directors, the third place nominee shall fulfill the remaining term of the vacated At-large Director's position.
    - b. If the next regular election is scheduled to elect three (3) At-large Directors, the fourth place nominee shall fulfill the remaining term of the vacated At-large Director's position.
  3. For a term with two years or more years remaining, a special election shall be held to fill the vacated At-large Director's position for the remaining term. The interim replacement shall serve in the position until the replacement At-large Director is elected in the special election.
    - a. Within a period of one month, the Area III Board of Directors shall appoint a Nominating Committee of three (3) persons to nominate two (2) persons for the office. Within a period of one month after nominees have been selected, an election shall be held for all voting Area III members.

**Section 12. Notice of Regular Meetings.** Notice of each meeting shall be given to each Area III Board of Director by electronic transmission not less than ten (10) days before the meeting. Meeting materials shall be prepared and distributed by electronic transmission no later than five (5) days before the meeting.

**Section 13. Action Without a Meeting.** The Area III Board of Directors may take action without a meeting upon the written consent of the majority of all Area III Board of Directors.

**Section 14. Special Membership Vote.** The Area III Board of Directors may call for a special vote of the membership when necessary. A two-thirds (2/3) majority vote of the Area III Board of Directors shall be required before the issue is submitted to the voting membership.

#### **ARTICLE V — ORGANIZATION**

**Section 1. Regions.** Regions are the geographical sub-divisions of Area III, defined by the Area III Board of Directors.

**Section 2. Regional Chairs.** Each Region will be administered by an Area III At-large Director. The Area III Chair, with the advice and consent of the Area III Board of Directors, will appoint an At-large Director for each region. The Area III Board of Directors may appoint District Chairs in each region as deemed necessary, responsible to that region's At-large Director.

**Section 3. Fiscal Year.** The fiscal year of Area III shall begin October 1 and extend through September 30 of the following calendar year.

**Section 4 Rules.** The rules contained in the most current version of Robert's Rules of Order, shall govern Area III in all cases where they are applicable and when they are not inconsistent with these bylaws or any official records adopted by Area III.

#### **ARTICLE VI - BOARD OF DIRECTORS DUTIES**

**Section 1. Chair.** The Chair shall preside at all meetings of the Board of Directors, with the right to vote on all matters on which the Area III Board of Directors votes, and shall perform other assignments as determined by the Area III Board of Directors or as specified in the documents of Area III. As stipulated in these bylaws, Area III shall be administered by the Area Chair.

**Section 2. Chair-Elect.** In the absence of the Chair, the Chair-Elect shall preside at all meetings of the Area III Board of Directors and assume the duties of the Chair as determined by the Area III Board of Directors. The Chair-Elect shall perform such other duties as from time to time may be assigned by the Area III Board of Directors or as specified in official documents of Area III.

**Section 3. Past Chair, Secretary, Treasurer, and At-large Directors.** The Past Chair, Secretary, Treasurer and At-large Directors shall perform such duties as from time to time may be assigned by the Area III Board of Directors or as specified in official documents of Area III.

#### **ARTICLE VII - COMMITTEES AND APPOINTMENTS**

**Section 1. Committees and Appointments.** The Area III Board of Directors shall appoint committees and individuals. Appointees are accountable to the Area III Board of Directors. Committees and appointees serve at the discretion of the Area III Board of Directors.

## **ARTICLE VIII - OFFICERS OF AREA III – THE CORPORATION**

**Section 1. Officers.** There shall be three (3) officers of Area III consisting of a President, Secretary and Treasurer. Officers will be elected once every two years by the Area III Board of Directors, on a schedule that corresponds to the election of the Area III Board of Directors set forth herein. Unless otherwise decided by action of the Area III Board of Directors, the Area III Chair shall serve as the President; the appointed Secretary to the Area III Board of Directors shall serve as Secretary; and the appointed Treasurer shall serve in the office of Treasurer.

## **ARTICLE IX - FINANCIAL RECORDS AND DOCUMENTS**

**Section 1. Books and Records of Accounts.** The Treasurer shall keep correct and complete books and records of accounts.

**Section 2. Minutes, Proceedings, and Addresses.** The Secretary shall keep minutes of the proceedings of the Area III Board of Directors and committees having any of the authority of the Board of Directors. They shall also keep a record of the names and addresses of the Area III Board of Directors.

**Section 3. All Other Records.** The Chair-Elect shall be the custodian of all other records.

**Section 4. Inspection.** All books and records of Area III may be inspected by any member, or agent or attorney for such member, for any proper purpose authorized by these bylaws or required by law, upon reasonable prior notice.

**Section 5. Official Documents.** The Area III Board of Directors shall establish and maintain official documents necessary for implementing these bylaws and for governing and administering Area III.

## **ARTICLE X - COMPENSATION AND CONFLICTS OF INTEREST**

**Section 1. Compensation.** Except as may be specifically permitted by the Area III Articles of Incorporation, the Area III bylaws or the Area III policies and procedures, no Director shall receive a salary, fee, payment, honorarium or other compensation of any kind from Area III or any other party as a result of the affiliation with Area III as a Director. Nothing contained herein shall prevent any person from being reimbursed by Area III for expenses incurred in performing authorized business of, or on behalf of Area III; or from being paid the usual and normal royalties or honoraria for authoring music, books, and other resources published by Area III; or from being paid the usual and normal honoraria for teaching, conducting, serving as a clinician at events sponsored or endorsed by Area III, or stipends for performing specific administrative or management assignments.

**Section 2. Conflicts of Interest with the Area.** No Director shall engage in any course of conduct that may result in a conflict of interest with Area III. No Director, while operating in that capacity, may take any public position contrary to the best interests of Area III without the prior written approval of the Area III Board of Directors.

## **ARTICLE XI - INDEMNIFICATION**

**Section 1.** Area III shall provide for indemnification of any and all members of the Area III Board of Directors 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 a member of the Area III Board of Directors. The exception to this indemnification relates to matters in which such members of the Area III Board of Directors 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. The Guild provides coverage for such indemnification. In the event this coverage is terminated, Area III shall purchase insurance for such indemnification.

## **ARTICLE XII – NONDISCRIMINATION**

**Section 1.** Area III, its officers, employees and members will not discriminate against any person on any basis including, but not limited to, race, age, color, religion, marital status, military status, gender, pregnancy, sexual orientation, gender expression, national origin, disability or any other characteristics protected by law.

## **ARTICLE XIII - DISSOLUTION AND DISBURSEMENTS**

**Section 1.** In the event of the dissolution of Area III and after paying or adequately providing for the debts and obligations of Area III, the remaining assets shall be distributed by the Area III Board of Directors to the Guild.

**Section 2.** In the event that the Guild is unable to accept the remaining assets of the Area III Board of Directors shall identify a qualified non-profit organization to receive the remaining assets of Area III, and distribute the remaining assets of Area III to this organization.

**Section 3.** No part of the net earnings of Area III shall benefit its Members, officers, or other private persons, except that Area III shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

**Section 4.** Notwithstanding any other provisions of these bylaws, Area III shall not carry on any other activities not permitted to be carried on by an association exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE XIV — AMENDMENTS**

**Section 1. Initiation.** The process for amending the Area III bylaws may be initiated by a member or a special committee appointed by the Area III Board of Directors.

**Section 2. Review.** Proposed bylaws amendments shall be reviewed by the Area III Board of Directors. A two-thirds (2/3) majority vote of the Area III Board of Directors shall be required for approval before the proposed amendments are submitted to the Guild for approval. Upon such approval, the Area III Board of Directors shall submit the amendments to the voting membership of Area III for approval by a majority vote.

**Section 3. Petition.** If the Area III Board of Directors rejects the amendments proposed by a member, a petition to the Area III Chair bearing the signatures of ten percent (10%) of the voting membership of

Area III shall cause this set of proposed amendments to be submitted to the Guild for approval. Upon such approval, the Area III Board of Directors shall submit the amendments to the voting membership of Area III for approval by a majority vote.

**Section 4. Voting Process**

- a. The Area III Board of Directors shall provide a ballot by mail or electronic media, containing proposed bylaws and amendments to the voting membership no less than 30 days prior to the voting deadline.
- b. All ballots must be postmarked or submitted electronically by the designated date and time.
- c. All ballots must be returned to a person independent of the Area III Board of Directors or to an independent accounting firm.
- d. **Adoption.** A majority of the votes cast by the Area III voting membership shall be required for adoption.
- e. **Effective Date.** Amendments shall be effective on the date designated in the proposed amendments.

These Bylaws were approved at a meeting of the Area III Board of Directors on June 8, 2024.

**CONCLUSION OF AREA III BYLAWS**

**History of Changes**

**Date of Review**

5 January 2005  
19 October 2012  
15 January 2013  
19 June 2013  
15 August 2013  
12 January 2014  
8 June 2024

25 July 2024  
3 August 2024

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**Changes, amended, Approved**

Original document – approved by Membership – 22 August 2005  
Clarifying terminology in Article IV, Section 1, Delaware to Delmarva  
Added verbiage required by Incorporation within the Commonwealth of Virginia  
Final version for membership voting – Board Approved  
Bylaws approved by Membership  
Incorporation of National recommendations. Mostly clarifying actions.  
Bylaws updated: added position of Past Chair to the Board. Articles reordered and text throughout modified for clarity  
Bylaws updated with Guild changes  
Final version for membership approval – Guild approved  
**Bylaws as amended by Membership**