

BYLAWS
OF
THE AMERICAN GUILD OF ENGLISH
HANDBELL RINGERS, INC.

PREAMBLE

The 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 organization, shall be governed in accordance with the laws of the State of Delaware, with the Corporation's Certificate of Incorporation and with its additional amendments, if any, and with these Bylaws as amended periodically.

ARTICLE I
NAME AND OFFICES

Section 1. Name. The name of the Corporation shall be The American Guild of English Handbell Ringers, Inc.

Section 2. Offices. The principal office(s) of the Corporation shall be located at any place where the Corporation is qualified to do business. The Board of Directors shall have full power and authority to establish, maintain and relocate its principal office(s). The purchase of land and/or buildings for a national office or other offices must first be approved by the voting membership of the Corporation.

ARTICLE II
PURPOSE

Section 1. Purpose. The primary objectives of the Corporation shall be to educate, promote the exchange of ideas relating to handbell and handchime ringing, and 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. There shall be two (2) classes of membership in the Corporation, voting members and non-voting members. Each person admitted to the Corporation as a voting or nonvoting member shall be referred to as a "Member." Upon payment of annual dues, membership in the Corporation shall be open to all individuals, companies, institutions and organizations. A Member in good standing shall, unless otherwise set forth herein, be any Member who has paid all required dues and has no financial obligations to the Corporation. Classes of membership will be established by the Executive Director within the following categories:

- (a) *Voting Members.*
 - (1) *Individual Membership* - registered to an individual
 - (2) *Honorary Life Membership* - granted by the Board of Directors to individuals who have made outstanding contributions to the art of handbell ringing
 - (3) *Business/Institutional/Organization Membership* – registered to a company, institution or organization.
- (b) *Nonvoting Members* - registered to an individual, company, institution or organization that is interested in the work of the Corporation.

Section 2. Voting and Other Privileges

- (a) *Voting.* Subject to the provisions of Section 215 of the General Corporation Law of the State of Delaware and the provisions of the Certificate of Incorporation, each Voting Membership shall be entitled to one vote on each matter submitted to a vote of the voting membership.
- (b) *Other Privileges of Voting Members.* Each Voting Member shall, in addition to other rights and privileges provided to Members in these Bylaws, the Certificate of Incorporation and the General Corporation Law of the State of Delaware, have the following privileges:
 - (1) The right to attend meetings of the Board of Directors
 - (2) The right to initiate or sign petitions for Bylaw revisions
 - (3) The right to use the Corporation’s name and/or logo in conjunction with Corporation-sponsored activities
 - (4) Any other membership benefits as established

Section 3. Quorum. 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; provided, however, at least 10% of the Membership shall be present, either in person or by proxy, for the purpose of taking any action relating to the merger or dissolution of the Corporation as set forth in the General Corporation Law of the State of Delaware.

Section 4. Membership Dues. Classes of membership and the associated dues will be determined by the Executive Director. The dues established by the Executive Director for specific membership categories shall not preclude additional grants and supplements to membership contributions when conditions, programs or projects warrant.

Section 5. Transfer of Membership. No Member may transfer a membership or any right arising from it.

Section 6. Termination of Membership. The membership of any person or organization shall terminate upon the occurrence of any of the following events:

- (a) The resignation of the Member
- (b) The failure of the Member to renew membership for the following year
- (c) The determination of the Board of Directors that the Member has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.

Section 7. Reinstatement of Terminated Membership. Reinstatement of memberships terminated under Article III, Section 6 (a) and (b) may be approved by the Executive Director upon remedy of the original reason for termination. Reinstatement of memberships terminated under Article III, Section 6 (c) must be approved by the Board of Directors.

Section 8. Nondiscrimination. The Corporation, 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, pregnancy, sexual orientation, national origin or physical or mental disability.

ARTICLE IV ORGANIZATION

Section 1. Territory. The Corporation shall operate within its defined Areas, but shall be inclusive in its service to the worldwide handbell and handchime community.

Section 2. Areas and Sub-Areas

- (a) The Corporation's Members shall be organized into the following geographical areas (each, an "Area"):
 - (1) Area I includes Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont, New Brunswick, Nova Scotia, Prince Edward Island and Quebec.
 - (2) Area II includes New Jersey, New York, Pennsylvania and Ontario.
 - (3) Area III includes District of Columbia, Delaware, Maryland, North Carolina and Virginia.
 - (4) Area IV includes Florida, Georgia, South Carolina, Puerto Rico, Bahamas and the Virgin Islands.
 - (5) Area V includes Indiana, Kentucky, Michigan, Ohio and West Virginia.
 - (6) Area VI includes Alabama, Arkansas, Louisiana, Mississippi and Tennessee.

- (7) Area VII includes Minnesota, North Dakota, South Dakota, Wisconsin and Manitoba.
 - (8) Area VIII includes Illinois, Iowa, Kansas, Missouri and Nebraska
 - (9) Area IX includes Oklahoma and Texas
 - (10) Area X includes Alaska, Idaho, Montana, Oregon, Washington, Alberta, British Columbia and Saskatchewan.
 - (11) Area XI includes Arizona, Colorado, New Mexico, Utah and Wyoming.
 - (12) Area XII includes California, Hawaii, Nevada and Guam
- (b) Each Area may be further subdivided into divisional geographic sub-areas (each, a “Sub-Area”). Each Sub-Area will consist of a smaller territory contained within the territory designated to a single Area.
 - (c) Any new Area not described in Section 2 (a) must be approved by the Board of Directors and the voting membership of the proposed Area. Each Sub-Area must be approved by the Area Board of Directors, the voting membership of the Area involved, and the voting membership of the proposed Sub-Area.
 - (d) Each Area shall create and follow bylaws consistent with the Corporation's Bylaws.
 - (e) Each Sub-Area must operate under the Bylaws of its Area.
 - (f) Area Bylaw revisions shall be reviewed by a committee assigned such responsibility, which committee shall, at the discretion of the Corporation's Board of Directors, consist of Members or a combination of members of the Board of Directors and Members. All Area Bylaw revisions must be approved by the Corporation's Board of Directors prior to being approved by the voting membership of the Area involved.
 - (g) Each Area shall be administered by a Chair elected by the voting membership of the Area. The election of the Chair and any other officers required by the Area Bylaws must follow a two-year election cycle. Areas I, II, III, IV, V and VI shall hold elections in odd-numbered years. Areas VII, VIII, IX, X, XI and XII shall hold elections in even-numbered years.
 - (h) Each Sub-Area shall be administered by a person appointed by the Area Chair.
 - (i) Areas may elect and maintain a Board of Directors consistent with their Area bylaws. All elected or appointed members of an Area Board of Directors shall be voting members in good standing of the Corporation during the entirety of their term in office. The Chair-Elect may not serve on the Area Board in an elective office for more than six consecutive years following his or her election as Chair-Elect, Chair and Past-Chair until two years after the date on which such person last served on the Area Board of Directors.

- (j) Areas relate to the Corporation through the Executive Director for all matters relating to day-to-day activities, events or business of the Corporation. Sub-Areas relate to the Corporation through the Areas. Area Boards or Chairs relate to the Corporation's Board of Directors on matters relating to bylaws, ethics and governance. In matters of ethics and governance, the Corporation's Board of Directors shall exercise final authority. Nothing in these bylaws shall preclude any member in good standing from contacting any member of the Corporation's Board of Directors with any matters of concern.
- (k) Areas shall provide financial information to the Executive Director in a format and on a schedule as determined by the Executive Director.

Section 3. Area Administration. Nothing in this Article prohibits Areas from defining or organizing their internal structures along geographical lines as they see fit for the purpose of administering their activities and programs.

Section 4. Members Living Outside of Defined Areas. Members living outside of the Areas defined in Article IV, Section 2 may choose either to be an independent member or to affiliate with an Area of their choosing. An independent member is defined as an individual, company, institution or organization who meets all requirements for membership in the Corporation but who resides outside of the Areas defined in Article IV, Section 2 and who chooses not to affiliate with a specific Area. Independent members enjoy all the rights and privileges of membership outlined in Article III.

ARTICLE V DIRECTORS

Section 1. Powers. Except as otherwise provided by law or in any Bylaw of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by the Board of Directors of the Corporation.

Section 2. Membership. The Board of Directors shall consist of the President and President-Elect of the Corporation and five (5) additional At-Large Directors. All members of the Board of Directors shall be voting members in good standing of the Corporation during the entirety of their term in office.

Section 3. Tenure, Election, Resignations, Attendance, Removal and Vacancies.

- (a) Tenure of President and President-Elect. The President-Elect shall be elected for a six-year term to be served in the following manner: a three-year term as President-Elect followed by a three-year term as President. The term of the President and President-Elect shall commence at the beginning of the Corporation's fiscal year following the election of the President-Elect. The President and President-Elect may not renew their terms at the end of a six-year term as President-Elect and President until three years after the date on which such person last served on the Board of Directors.

- (b) Tenure of At-Large Directors. At-large Directors shall be elected for a six-year term and shall not be eligible for re-election until three years after the date on which such Director last served on the Board of Directors. The term of each at-large Director shall commence at the beginning of the Corporation's fiscal year following the election of such Director. Terms shall be staggered so that not all Directors' terms expire at the same time.
- (c) Election of Directors. The election of members of the Board of Directors shall be held every three years.
 - (1) Nominating Committee. A Nominating Committee of three (3) Members shall be appointed by the Board of Directors, and may include no more than one current Director, excluding the President and the President-Elect. Such Members shall be appointed to the Nominating Committee in sufficient time to comply with other provisions of these bylaws governing elections and the assumption of office of those elected.
 - (i) The Nominating Committee shall nominate two (2) candidates for President-Elect.
 - (ii) To maintain rotation, the 2008 Nominating Committee shall nominate four (4) candidates for the position of at-large Board Director from which two (2) shall be elected.
 - (iii) Thereafter, prior to each election year, the Nominating Committee shall nominate for the position of at-large Board Director six (6) candidates for the odd-numbered year elections from which three (3) shall be elected and four (4) candidates for the even-numbered year elections from which two (2) shall be elected.
 - (iv) The Nominating Committee shall submit the slate of officers to the Board of Directors for approval.
 - (2) Election of Directors. All members of the Board of Directors shall be elected by a plurality of the votes cast by the voting membership of the Corporation. 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 Board of Directors.
 - (i) The Executive Director shall provide a ballot containing names of all nominees to the voting membership no less than 30 days prior to the end of the balloting period.
 - (ii) An independent entity will be designated to collect the ballots and release the results of each election.
 - (iii) Each Member ballot must be received by the designated independent entity by the date required as set forth on the ballot.

(d) Resignation. Any member of the Board of Directors may resign at any time by filing a written resignation with the President of the Board of Directors. In the event that the President desires to resign, the written resignation must be filed with the President-Elect.

(e) Attendance. All members of the Board of Directors are expected to attend all Board meetings. Absences from a total of three face-to-face meetings is considered a resignation by such Board member. At the member's request, reinstatement may be granted by the Board once during the term of office of that member.

(f) Removal. Any member of the Board of Directors shall be removed from the Board upon evidence of incapacity or unwillingness to serve or to follow these Bylaws or governing 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 the Corporation 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 the office declared vacant.

(g) Vacancies.

(1) *President.* Should a vacancy occur in the office of President, the President-Elect shall accede to the office for the unexpired term of the President as well as serving his/her own term as President. Under these circumstances, the office of President-Elect shall remain vacant until the next scheduled election. The Board shall appoint a current Board Director to fulfill the duties of office of the President-Elect.

(2) *President-Elect.* Should a vacancy occur in the office of President-Elect, other than through accession, the Board shall, within a period of one month, appoint a committee of three to nominate two persons for the office. Within a period of one month after nominees have been selected, a ballot containing these two names shall be provided to the voting Members.

(3) If a newly elected President-Elect becomes unable or unwilling to assume office, the Board of Directors shall, within a period of one month, appoint a committee of three to nominate two persons for the office. An election shall be held in accordance with this Article.

(4) The term of any President-Elect elected to fill a vacancy shall commence immediately upon notification of his/her election.

(5) *At-Large Board Director.* Should a vacancy occur in the office of an at-large Director during such Director's term, it shall be filled by the Board of Directors within six months of the vacancy. The appointed Director will complete the unexpired term of the vacated office.

(6) If a newly elected at-large Director becomes unable or unwilling to assume office prior to the commencement of the Director's term, the Board of Directors shall, appoint the nominee who received the next highest number of votes during the most recently-held election for At-large Director. Under such circumstances, the Board of Directors shall obtain the certified count for this appointment from the independent entity utilized for the election process.

- (7) The term of any Director elected or appointed to fill a vacancy shall commence immediately upon notification of his/her election or appointment.

Section 4. Regular and Special Meetings.

- (a) **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least once (1) per fiscal year at such time and place as shall be determined by the Board.
- (b) **Special Meetings.** Special meetings of the Board of Directors may be called by the President, with the approval of at least three (3) additional Directors and notice to all members of the Board of Directors.
- (c) For meetings of the Board of Directors, a quorum shall consist of a simple majority of the voting members of the Board of Directors.
- (d) The Board of Directors may participate in a meeting by any means (*e.g.*, established or emerging technologies) whereby all members can communicate with each other.
- (e) Notice of all regular meetings must be provided to members of the Board of Directors at least fourteen (14) days prior to the meeting and shall state date, time, place as applicable and agenda to be considered.

Section 5. Special Membership Vote. The Board of Directors may call for a special vote of the membership when necessary. A two-thirds (2/3) vote of the Board of Directors shall be required before the issue is submitted to the voting membership.

Section 6. Secretary of Board of Directors. At its discretion, the Board of Directors may appoint a Secretary to attend all regular and special meetings of the Board of Directors for the purpose of preparing minutes thereof and performing any other duties assigned by the Board of Directors. The Secretary will have no voice and no vote in Board deliberations, and receive no compensation (except for reimbursement of expenses to attend meetings of the Board of Directors). The Secretary will serve a three-year term and be eligible for reappointment.

ARTICLE VI DUTIES OF OFFICERS

Section 1. President. The President shall preside at all meetings of the Board of Directors, with the right to vote on all matters on which the Board of Directors votes, and shall perform other assignments as determined by the Board of Directors and outlined in documents of the Board of Directors.

Section 2. President-Elect. The President-Elect will be responsible for maintaining all written documents of the Board. The President-Elect shall perform such other duties as assigned to him or her by the Board of Directors. In the absence of the President, the President-Elect shall preside at all meetings of the Board of Directors and assume the duties of the President as determined by the Board of Directors.

ARTICLE VII EXECUTIVE DIRECTOR

Section 1. The Board of Directors shall have the responsibility for the employment of an Executive Director.

- Section 2. The Executive Director shall be the chief executive of the Corporation and shall be authorized by the Board of Directors to manage all operations of the Corporation.
- Section 3. The Executive Director is accountable to the membership of AGEHR through the Board of Directors.
- Section 4. The Executive Director may establish advisory councils to further the mission of the Corporation.

ARTICLE VIII COMMITTEES

- Section 1. The Board of Directors may appoint committees. All committees appointed by the Board of Directors are accountable to the Board of Directors. The term of any committee may not extend past the term of the President who was in office at the time the committee was formed and may be terminated by the Board of Directors at any time.
- Section 2. The Executive Director may appoint committees. All committees appointed by the Executive Director are accountable to the Executive Director. The term of any committee will be determined by the Executive Director.

ARTICLE IX BOOKS AND RECORDS

- Section 1. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors at its principal or registered office. It shall also keep, at its principal or registered office, a record of the names and addresses of the Board Members entitled to vote. All books and records of the Corporation may be inspected by any member of the Corporation, or agent or attorney for such member, for any proper purpose authorized by these Bylaws or as required by law.
- Section 2. Implementation. The Board of Directors shall establish documents necessary for implementing these Bylaws and for governing the organization.
- Section 3. Rules. The rules contained in Robert's Rules of Order, most recently revised, shall govern the Corporation in all cases where they are applicable and when they are not inconsistent with these Bylaws or any official records adopted by the Corporation.

ARTICLE X FISCAL YEAR

- Section 1. The fiscal year of the Corporation shall begin October 1 and extend through September 30.

ARTICLE XI MOTTO AND SEAL

- Section 1. Motto. The motto of the Corporation shall be "Uniting People Through A Musical Art."

Section 2. Seal. The seal of the Corporation shall consist of a hand holding a handbell encased in four concentric circles. The inscription "The American Guild of English Handbell Ringers, Inc." shall be found in the outer ring; the inscription "1954" shall be at the base of the second inner ring. The Corporation's seal shall be restricted to official uses.

ARTICLE XII COMPENSATION AND CONFLICTS OF INTEREST

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

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

ARTICLE XIII INDEMNIFICATION

Section 1. The Corporation shall provide for indemnification by the Corporation of any and all of its national Directors and Officers or former national Directors and Officers 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 Directors or Officers of the Corporation. The exception to this indemnification relates to matters in which such Directors, Officers, former Directors, or former Officers 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 Corporation may purchase insurance for such indemnification.

ARTICLE XIV AMENDMENTS

Section 1. Initiation. The process for amending the Bylaws may be initiated by a Member or a special committee appointed by the Board of Directors.

Section 2. Review. Proposed Bylaws amendments 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 amendments are submitted to the voting membership.

Section 3. Petition. If the Board of Directors rejects the proposed amendments, a petition to the President bearing the signatures of ten percent (10%) of the voting membership shall cause this set of proposed amendments to be placed before the voting membership according to the procedures set forth in Sections 4 and 5 of this Article.

Section 4. Voting Process

- (a) The Executive Director shall provide a ballot and the proposed Bylaws amendments to the voting membership no less than 30 days prior to the end of the balloting period.
- (b) An independent entity will be designated to collect the ballots and release the results of the proposed Bylaws amendments.
- (c) Each Member ballot must be received by the designated independent entity by the date required as set forth on the ballot.

Section 5. Adoption. A two-thirds (2/3) majority of the votes cast shall be required for adoption.

Section 6. Effective Date. Amendments shall be effective as of the date designated in the proposed amendments.

ARTICLE XV DISSOLUTION

Section 1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by the Court of Common Pleas of the county in which the Corporation's principal offices is then located exclusively for the Corporation's exempt purposes. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the Corporation is expressly prohibited.

Effective as of March 1, 2007