

# Rainier Ringers By-Laws

Originally adopted March 1998  
Revised January 1999  
Revised March 2013  
Revised February 2014  
Revised March 2016

## 1.0 Name

- 1.1 Rainier Ringers Community Handbell Ensemble

## 2.0 History

- 2.1 Rainier Ringers was established in September 1997 to provide proficient handbell ringers in the greater Tacoma area an opportunity to ring in the community.

## 3.0 Mission Statement

- 3.1 The goal of Rainier Ringers is to educate and entertain members of the community through exposure to challenging handbell repertoire rung by experienced ringers.
- 3.2 Rainier Ringers is organized exclusively for charitable and educational purposes under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## 4.0 By-Laws

- 4.1 The following By-Laws are intended to provide a guideline to achieve the Mission of Rainier Ringers Community Handbell Ensemble. The term "Rainier Ringers" is equivalent to "Rainier Ringers Community Handbell Ensemble" within these By-Laws.

## 5.0 Membership

- 5.1 Membership year shall be from September 1 to August 31.
- 5.2 There will be two playing seasons and a summer break each membership year. The playing seasons will be September 1 to December 31, and January 1 to June 30. The summer break will be July 1 to August 31.
- 5.3 Rainier Ringers membership shall be comprised of eleven (or more) ringers and one musical director, all volunteers, ringing at least four octaves of handbells. If the number of octaves of bells is increased or decreased, ringers will be added or subtracted accordingly.
- 5.4 The exact limit on the number of Rainier Ringers members shall be decided by the Steering Committee.
- 5.5 The musical director, while a volunteer, may be provided a financial stipend to offset costs if the members vote to provide it and if the Rainier Ringers' financial situation allows for it. The stipend will be calculated on a per-practice and per-performance basis, payable once per month. The Finance committee will recommend a stipend amount and the membership will vote to approve it at the start of the fall/winter playing season, typically at the fall retreat.
- 5.6 Rainier Ringers may also include a General Manager as a regular member if desired and voted in by a majority of the membership. The General Manager will be treated as a regular member of Rainier Ringers in all respects. The General Manager primary role is to oversee the committees. In the absence of a General Manager, the president will serve in this capacity.
- 5.7 Auditions will be held as needed (usually during the summer break) for new ringers and substitutes. As full-time positions become available, new members will be chosen by the membership from the substitute list if possible, otherwise an open audition process will be held. Auditions will be scheduled by the Audition Committee.
- 5.8 Each member shall contribute dues twice yearly, non-refundable, in September and January. These funds will be used to purchase music and pay other group expenses. Payment of dues is expected within one month. Failure to pay results in a loss of voting privileges along with being placed on probation (see Policy for Retiring Members).

5.9 Dues are nominally \$25 per playing season. In the event of a member being unable to pay full dues due to financial hardship, the Financial Committee may approve a scholarship for that individual. Under no circumstance shall a member pay less than \$5 per playing season.

## 6.0 Member Commitment

- 6.1 Each member must understand the high level of commitment required of membership in Rainier Ringers and strive to attend every rehearsal and performance. In case of absence, the member must make every effort to arrange for a substitute
- 6.2 The musical director and/or the President shall be notified of any rehearsal or performance absence in advance if at all possible. Notification can be done via text message, phone call, or email. Email notifications must be performed at least 12 hours prior to the scheduled rehearsal or performance.
- 6.3 After two unexcused absences by any member in a playing season that member will be considered on probation. See Policy for Retiring Members.
- 6.4 A member on probation who misses an additional two rehearsals or performances without prior notification will be considered for immediate retirement by the Steering Committee (see Policy for Retiring Members).
- 6.5 No unexcused absences will be allowed within the last four weeks before the first performance of each playing season. This four week period shall include any dress rehearsals. Dress rehearsals shall be mandatory for all members unless otherwise previously arranged with the musical director. Unexcused absences during this period will cause the member to be placed on probation and may cause the member to be asked to sit out any remaining dress rehearsals and concerts for that playing season at the discretion of the musical director.
- 6.6 Each member shall be required to be involved in the organizational endeavors of the Rainier Ringers by serving either as an officer or as a member of a committee or both.
- 6.7 Each member shall share responsibility for moving bells and equipment to and from concert sites as required.
- 6.8 Members shall respect the bells by observing the following rules:
  - Endeavor to prevent damage to the bells.
  - Clean the bells after each rehearsal.
  - Keep gloves clean by washing them as often as possible.
  - No gum, food or drink in the vicinity of the bells and tables.
  - Assist in polishing the bells at least once each membership year.
- 6.9 Improvement of the members ringing skills will be encouraged by providing opportunities to rotate positions within the ensemble. Musicality will be encouraged and expected.

## 7.0 Decision making

- 7.1 Any decision that needs to be made that increases the time, money and/or commitment beyond that which is expected for practices and performances or as outlined in these By-Laws as "Member Commitment". will require a vote by the full membership of Rainier Ringers.
- 7.2 Committee are allowed to make decisions that are strictly operational in nature, that are within the duties specified for the particular committee, and that don't increase the time, money, and/or commitment beyond that which is expected for practices and performances or as outlined in these By-Laws as "Member Commitment". If the committee is unsure whether the decision should be made solely by them, the pending decision needs to be presented to the steering committee or to the full membership of Rainier Ringers for consideration.

## 8.0 Rehearsals

- 8.1 Rehearsals for Rainier Ringers will be held weekly except during the summer break. Extra rehearsals may be called at the discretion of the musical director.
- 8.2 A 30 minute business meeting will be held at the end of the first rehearsal of each month. 50% of the members shall constitute a quorum for such meetings. Each member in good standing shall have one vote each. Motions will be approved by a simple majority of those present assuming a quorum is present.

- 8.3 Additional or extended business meetings may be called by any of the officers as necessary to conduct Rainier Ringer business.
- 8.4 Rehearsals will be 2 and 1/4 hours long and will start at 6:15 PM. The musical director may set exact rehearsal schedules, including canceling rehearsals, shortening or lengthening rehearsals, arranging sectionals, or calling extra rehearsals as deemed necessary.
- 8.5 All members must make every effort to arrive early at rehearsal to assist in the set-up of the bells and to remain after rehearsal to clean and put away the equipment.
- 8.6 There shall be no children present during rehearsals except in an emergency.
- 8.7 Members may not bring anything to a rehearsal that causes a distraction to the other members. The musical director shall have full discretion to determine whether something is or is not a distraction.
- 8.8 Interested adults are welcome to observe rehearsals.
- 8.9 At least two dress rehearsals will be held prior to any performance. Dress rehearsals may include performing at community area locations or may be performed in the normal rehearsal space.

## **9.0 Leave of Absence**

- 9.1 A leave of absence will be for one entire playing season.
- 9.2 A ringer must request a leave of absence a minimum of 4 weeks before it is to begin (unless there are extenuating circumstances) and should attempt to locate a substitute for the full playing season if possible.
- 9.3 The substitute must be approved by the musical director.
- 9.4 Members on leave are expected to pay dues during their absence, although the substitute is not.
- 9.5 The member may be put on the substitute list during the leave of absence if so desired.
- 9.6 The membership can negotiate exceptions to these rules by majority vote.
- 9.7 The member on leave retains their voting rights and must be informed of upcoming votes in advance.
- 9.8 The substitute will serve on the committee that the member is currently assigned while the member is on leave.

## **10.0 Performance Criteria**

- 10.1 The nominal suggested honorarium for any performance will be \$250. The General Manager, or a representative of the Scheduling and Logistics Committee, is authorized to negotiate lower or higher performance honorariums, if necessary. Since there are costs associated with any performance, the membership must vote on performing "gratis". Transportation costs shall be covered by the requesting organization when the performance is outside the local community area.
- 10.2 The Rainier Ringers may also perform at public venues in which there is no honorarium but instead free-will donations are accepted from the audience. In such cases the Rainier Ringers' General Manager, or a representative of the Scheduling and Logistics Committee, will negotiate with the venue for an appropriate split of the donation proceeds.
- 10.3 Due to the logistics involved in transporting, setting up, etc., all concert requests shall be for a minimum of thirty minutes.

## **11.0 Policy for Retiring Members**

- 11.1 As outlined in these by-laws, members can be placed on probation. Additionally any member can be placed on probation by a unanimous vote of the Steering Committee.
- 11.2 A member on probation will have no voting rights, may be asked to sit out for the remainder of the playing season (based on the judgement of the musical director), and will be considered eligible for retirement.
- 11.3 A member on probation will be counseled by a member of the Steering Committee to attempt to resolve any issues and to attempt to find a mutually acceptable way to resolve any impediments to being able to abide by these by-laws.
- 11.4 A member once on probation will be considered off probation at the beginning of the next playing season, assuming the issue had been resolved.

- 11.5** Upon evidence of any members' unwillingness to comply with the expectations outlined in these by-laws, and who has already been placed on probation, been counseled by a member of the Steering Committee and yet continues to be unwilling or unable to comply with these by-laws, the President, with the approval of the Steering Committee, may declare that person to be retired from (i.e. no longer a member of) the Rainier Ringers Community Handbell Ensemble.

## **12.0 Officers**

- 12.1** The President will serve a two year term, but may be removed by a majority no-confidence vote of the membership at any time. In the event of a no-confidence vote, the Vice President will arrange a membership vote for a new President as soon as possible.
- 12.2** The Vice President will serve a two year term. The Vice President will handle any President duties should the President be absent or should there be a vote of no-confidence in the President by the membership.
- 12.3** The Secretary will serve a two year term.
- 12.4** The Treasurer will serve a two year term.
- 12.5** Elections will be held every other year during odd numbered years. A Nominating Committee (Chairman appointed by the President plus two additional members) will be formed in April of odd-numbered years. They will present a slate of candidates for President, Vice President, Secretary and Treasurer in May, to be voted on by the membership in June. New officers will assume duties at the end of the spring session to provide time to transition during the summer break.
- 12.6** Members may serve in only one Office at a time.
- 12.7** There is no limit to the number of consecutive terms that a member may hold any Office.

## **13.0 Musical Director**

- 13.1** The musical director shall be selected through an audition process. A majority of the members must vote to accept a new musical director.
- 13.2** Within one month of the end of each playing season, the Steering Committee will conduct a performance review of the Musical Director, providing him/her with both positive feedback and areas for improvement. Prior to this meeting, the Steering Committee will actively solicit input from the whole of the group's membership. With this in mind, a form for providing feedback on the Director will be distributed at the final business meeting of each playing season.
- 13.2.1** If the Musical Director is judged to not be performing his/her duties acceptably, the Steering Committee has the power to remove the Musical Director from his/her position, subject to a vote of the full membership.
- 13.2.2** If the Musical Director is removed, the process of searching for a new Musical Director will begin immediately.

## **14.0 Committees**

- 14.1** Committee terms will be for two years.
- 14.2** Positions for all Committees except for the Steering Committee will be filled by volunteers, with their term beginning as the start of the fall/winter playing season of odd-numbered years.
- 14.2.1** Committee positions will be determined at the same time as when the Officers are selected (i.e. June of odd-numbered years) in order to provide time to transition over the summer with the outgoing Committee members.
- 14.2.2** Members will volunteer to be a voting member of exactly one Committee, but no more than four (4) voting Members can be assigned to any one Committee (other than the Steering Committee which has five (5) voting Members).
- 14.2.3** Members may volunteer to be assigned to a Committee as an "ad hoc", non-voting member of that Committee.
- 14.2.4** Members will be required to move from one Committee to another after serving their two-year term, unless approved by the membership to have that Member stay on the Committee because of a particular talent that fits that Committee.
- 14.3** Every member will serve either as an Officer or as a member of a Committee or both.
- 14.4** Committees consist of, but are not limited to:

Steering, Finance and Fund Raising, Advertising and Marketing, Music Selection and Staging, and Scheduling and Logistics. Ad-hoc committees, such as the Audition, By-Law, and Nominating, can be formed as needed.

**14.4.1 Steering Committee:**

**14.4.1.1** The Steering Committee of Rainier Ringers was formed to more clearly organize the group and to establish and amend the By-Laws.

**14.4.1.2** The Steering Committee shall consist of the officers (President, Vice President, Secretary, and Treasurer) and the musical director.

**14.4.1.3** The Steering Committee shall meet at least once in each membership year. The Steering Committee is responsible for helping to define long-term vision and set goals for the Rainier Ringers.

**14.4.1.4** The Steering Committee shall accept and act on written complaints such as:

1. Any member's ringing skills relative to the ensemble as a whole.
2. Serious personnel conflicts.
3. Complaints against the musical director.

**15.0 Legalities**

**15.1** Upon dissolution of Rainier Ringers, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**16.0 By-Laws Revisions**

**16.1** By-laws may be revised only by a majority vote of the membership.

**17.0 Conflict of Interest**

**17.1** The purpose of the conflict of interest policy is to protect Rainier Ringer's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Rainier Ringers or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**17.2** Definitions

**17.2.1** Interested Person - Any director, principal officer, or member of the Steering Committee, who has a direct or indirect financial interest, is an interested person.

**17.2.2** Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

**17.2.2.1** An ownership or investment interest in any entity with which Rainier Ringers has a transaction or arrangement,

**17.2.2.2** A compensation arrangement with Rainier Ringers or with any entity or individual with which Rainier Ringers has a transaction or arrangement, or

**17.2.2.3** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Rainier Ringers is negotiating a transaction or arrangement.

**17.2.2.4** A financial interest is not necessarily a conflict of interest. Under **17.3.2**, a person who has a financial interest may have a conflict of interest only if the Steering Committee decides that a conflict of interest exists.

**17.2.3** Compensation - includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

**17.2.4** Steering Committee includes Rainier Ringer's President, Vice President, Secretary, Treasurer and Musical Director.

**17.3** Procedures

**17.3.1** Duty to Disclose -In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the

opportunity to disclose all material facts to the Steering Committee or committee considering the proposed transaction or arrangement.

**17.3.2** Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The Steering Committee shall decide if a conflict of interest exists.

**17.3.3** Procedures for Addressing the Conflict of Interest

**17.3.3.1** An interested person may make a presentation at the Steering Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**17.3.3.2** The chairperson of the Steering Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**17.3.3.3** After exercising due diligence, the Steering Committee shall determine whether Rainier Ringers can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**17.3.3.4** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Steering Committee shall determine by a majority vote of its disinterested members whether the transaction or arrangement is in Rainier Ringers best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**17.3.4** Violations of the Conflict of Interest Policy

**17.3.4.1** If the Steering Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**17.3.4.2** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Steering Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**17.4** Records of Proceedings

**17.4.1** The minutes of the Steering Committee and all committees with Steering Committee delegated powers shall contain:

**17.4.1.1** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Steering Committee's decision as to whether a conflict of interest in fact existed.

**17.4.1.2** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**17.5** Compensation

**17.5.1** A voting member of the Steering Committee who receives compensation, directly or indirectly, from Rainier Ringers for services is precluded from voting on matters pertaining to that member's compensation.

**17.5.2** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Rainier Ringers for services is precluded from voting on matters pertaining to that member's compensation.

**17.5.3** No voting member of the Rainier Ringer's Steering Committee or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or

indirectly, from Rainier Ringers, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**17.6 Annual Statements**

**17.6.1** Each director, principal officer and member of the Steering Committee shall annually sign a statement which affirms such person:

**17.6.1.1** Has received a copy of the conflicts of interest policy,

**17.6.1.2** Has read and understands the policy,

**17.6.1.3** Has agreed to comply with the policy, and

**17.6.1.4** Understands that Rainier Ringers is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**17.7** To ensure Rainier Ringers operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, a periodic review shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

**17.7.1** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of competent survey information.

**17.7.2** Whether partnerships, joint ventures, and arrangements with management organizations conform to Rainier Ringers written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

**17.8** When conducting the periodic reviews as provided for in **17.7** Rainier Ringers may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Steering Committee of its responsibility for ensuring periodic reviews are conducted.

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Revised by a majority vote of the membership on January 17, 1999

Lois A. McMonnies, Director

Marilyn L. Arndt, Treasurer

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Revised by a majority vote of the membership on March 4, 2013

Timothy M. Aldrich, President

Sue Burgoyne, Vice President

Edie Pelham, Treasurer

Cynthia Aldrich, Secretary

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Revised by a majority vote of the membership on March 7, 2016

Dianne Foster, President

Sue Burgoyne, Vice President

Ruth Caswell, Treasurer

Gail Small, Secretary

Ron Mallory, Director