

The Trinity Ringers

Constitution

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## 1. THE ASSOCIATION

- 1.1. The name of the Association is “The Trinity Ringers”.
- 1.2. The aims of the Association are to:
  - 1.2.1. Ring the bells belonging to the Rector, Church-Wardens, and Vestrymen of Trinity Church in the city of New-York (“Trinity Church” or “Trinity” or “the Church”) for Sunday services and on other occasions, as agreed with the Church.
  - 1.2.2. Train and develop new and existing ringers in the art of change ringing, including by holding ringing practices at Trinity.
  - 1.2.3. Develop and maintain a band capable of competent 12-bell change ringing.
  - 1.2.4. Assist and advise Trinity Church in keeping the Trinity bell installation and associated tower areas in a state of good repair.
  - 1.2.5. Enable suitably capable visiting bands and ringers to ring at Trinity.
  - 1.2.6. Further the outreach and aims of Trinity Church through change ringing activities and events.
  - 1.2.7. Maintain accurate records of the ringing activities and achievements at Trinity.
  - 1.2.8. Support and encourage the activities of the North American Guild of Change Ringers.
  - 1.2.9. Promote the advancement of change ringing generally.
- 1.3. Each year the Ringing Master shall create, or cause to be created, with the advice and consent of the Association, a report on the state of ringing at Trinity during his or her term to the Rector and Vicar of Trinity.

## 2. MEMBERSHIP OF THE ASSOCIATION

- 2.1. The Association has three classes of Members:
  - 2.1.1. Full Members
  - 2.1.2. Associate Members
  - 2.1.3. Honorary Members
- 2.2. Full Members must be at least 18 years of age.
- 2.3. Associate Members must be at least 10 years of age.
- 2.4. Honorary Membership may be offered by the Association to persons who have rendered valued support or service to the Association, or who have contributed in other ways to the development of change ringing at Trinity.

## 3. OFFICERS OF THE ASSOCIATION

- 3.1. The Association shall have two types of officer positions. The first type of officer position (“*Ex Officio* Officer”) is held by virtue either of the holder’s position at Trinity Church, or of appointment by the Vicar of Trinity Church. The second type (“*Elected Officer*”) is held by virtue of election by the Membership.
- 3.2. The *Ex Officio* Officers are:
  - 3.2.1. Chairman
  - 3.2.2. Trinity Liaison
- 3.3. The *Elected Officers* are:
  - 3.3.1. Ringing Master
  - 3.3.2. Deputy Ringing Master

- 3.3.3. Secretary
- 3.3.4. Steeplekeeper
- 3.3.5. Treasurer

#### **4. MEETINGS OF THE ASSOCIATION**

- 4.1. The Association shall hold an Annual Meeting on or around November 1<sup>st</sup>, at a date, time and place to be determined by the Association. The Secretary shall give at least two weeks' notice to all Members of the date, time, and place of the Annual Meeting.
- 4.2. On two weeks' notice to all Members of the date, time, and place, a Special Meeting may be called by Members representing at least 25% of all Full Members. The notice of the Special Meeting shall state the business proposed to be transacted at the Special Meeting. No business may be transacted at a Special Meeting other than the business stated in the notice of that Special Meeting.
- 4.3. Other Association business meetings may be held from time to time as determined (i) by the Association, or (ii) by a majority of the Elected Officers, provided that the Secretary shall give Full and Associate Members at least two weeks' notice of the date, time, and place of the meeting. However, unless another provision of this Constitution specifies a notice period, the two weeks' notice in 4.3 (ii) may be reduced if more than two-thirds of the Elected Officers determine there is a need for the Association to meet more urgently. In this case the Secretary should give as much notice as possible, and the quorum requirements under Section 6.9 shall be more than one-third.
- 4.4. Any type of Association business may be conducted at any Association meeting except that (i) election of an Officer, (ii) election of an Honorary Member, (iii) removal of a Member from the Association, (iv) involuntary conversion of a Full Member to an Associate Member, and (v) amendment of this Constitution may occur only at an Annual Meeting or a Special Meeting. In addition, the removal of an Officer may only occur at a Special Meeting.
- 4.5. A Member of the Association may attend and address any Association meeting.
- 4.6. A guest may attend an Association meeting at the invitation of a Member.

#### **5. OFFICER ROLES AND RESPONSIBILITIES**

- 5.1. The Chairman shall chair all Annual Meetings and Special Meetings of the Association.
- 5.2. The Ringing Master shall be responsible for running Association ringing occasions. The Ringing Master shall also chair business meetings of the Association other than Annual Meetings and Special Meetings.
- 5.3. The Deputy Ringing Master shall be responsible for running Association ringing occasions in the Ringing Master's absence.
- 5.4. The Secretary shall be responsible for notifying the Members of each Association ringing occasion, recording in advance the planned attendance for each Association ringing occasion, and notifying the Members if a scheduled ringing occasion is canceled. The Secretary shall also record actual attendance at each Association ringing occasion. The Secretary shall also organize all Association meetings, giving due notice of such meetings to the Members, and recording the minutes of each meeting. The Secretary shall also maintain records of the Association's membership.
- 5.5. The Steeplekeeper shall assist and advise Trinity Church in maintaining the bells, fittings, and belfry equipment in good working order. The Steeplekeeper shall also prepare annual expenditure proposals to Trinity Church relating to the maintenance and improvement of the bell installation.
- 5.6. The Treasurer shall administer the Association's finances and present annual financial accounts for approval at each Annual Meeting.

- 5.7. The Trinity Liaison shall be a liaison to the resources and capabilities of Trinity Church.
- 5.8. Officers may delegate their roles and responsibilities from time to time to other willing Full Members as needs arise.

## 6. VOTING

- 6.1. All Association decisions shall be made by majority votes at Association meetings, except (i) for situations where this Constitution specifies other requirements, and (ii) when the Association has previously decided at an Association meeting to delegate decision making on a specific matter to a sub-set of its Members.
- 6.2. Only a Full Member may make a motion at a meeting. Once made, a motion must be seconded by another Full Member.
- 6.3. Full Members may vote on all matters at an Association meeting.
- 6.4. Associate Members may vote on all matters at Association meetings except for (i) matters where this Constitution mandates that voting will be by Full Members only, and (ii) matters that authorize the disbursement of funds or that legally commit the Association in any way.
- 6.5. Honorary Members may not vote at Association meetings.
- 6.6. Voting for (i) election or removal of an Officer, (ii) removal of a Member from the Association, and (iii) involuntary conversion of a Full Member to an Associate Member shall be by secret ballot. All other voting shall be by show of hands, unless the meeting decides that a vote shall be by secret ballot.
- 6.7. The person chairing an Association meeting shall vote only (i) when voting is by secret ballot, or (ii) when voting is by show of hands and the vote would change the result.
- 6.8. If a Full or Associate Member is unable to attend an Association meeting in person, that Member may appoint a Full Member who will be in attendance to act as his or her proxy. The Full Member acting as proxy may cast votes at that meeting on behalf of the absent Member on matters for which the absent Member would be entitled to vote were he or she present at the meeting.
- 6.9. No voting may take place at an Association meeting unless a quorum is present. A quorum is present if more than 25% of Full Members are either present or represented by proxy.

## 7. APPOINTMENT, ELECTION AND REMOVAL OF OFFICERS

- 7.1. The Vicar of Trinity Church shall be, *ex officio*, the Chairman of the Association.
- 7.2. The Trinity Liaison shall be appointed by the Vicar of Trinity Church.
- 7.3. The Chairman and the Trinity Liaison are *Ex Officio* Officers. All other Officers are Elected Officers and must be Full Members of the Association.
- 7.4. Election to all Elected Officer positions requires nomination and seconding by two separate Full Members, acceptance of candidacy by the nominated candidate, and a vote by the Full Members. A person may not nominate or second himself or herself for an Officer position.
- 7.5. In an uncontested election, the candidate must achieve a majority vote in favor. In a contested election consisting of two candidates, the candidate with the most votes shall be elected. In a contested election with more than two candidates, there shall be successive rounds of voting, with the candidate with the least number of votes being eliminated in each round, until there is a winner.
- 7.6. One person may hold a maximum of two Officer positions simultaneously, except that the Ringing Master and Deputy Ringing Master positions cannot be held by the same person simultaneously.

- 7.7. There is no limit on the number of Officer positions for which a person can run. Officers will be elected in the order shown in Section 3.3, and a person will be eliminated as a candidate for an Officer position if their election to that position would contravene Section 7.6.
- 7.8. All Officers elected at an Annual Meeting shall hold their offices for one calendar year. Terms of office begin on January 1<sup>st</sup> following the Annual Meeting.
- 7.9. If an Officer is elected at a Special Meeting to fill a vacancy that has arisen, the term of office shall begin immediately after the Special Meeting and run until the end of the calendar year.
- 7.10. All Elected Officer positions are subject to a term limit of three years. Once an Elected Officer reaches a term limit, that person cannot be re-elected to the same Officer position until a one-year waiting period expires.
- 7.11. In the case of an Officer elected at a Special Meeting, if that Officer's term begins before July 1<sup>st</sup>, then that calendar year will count towards the three-year term limit; otherwise it will not.
- 7.12. If no Full Member is willing to run for an Officer position other than a Member who is term limited for that Officer position, then the term limit may be waived.
- 7.13. An Officer may be removed from office at a Special Meeting called for this purpose. The proposal to remove an Officer, including the reasons for such proposal, shall be circulated to all Full Members in writing at least two weeks prior to the meeting at which the proposed removal will be voted upon.
- 7.14. Removal of an Officer requires proposal and seconding by two separate Full Members, and a vote in favor by more than two-thirds of all the Full Members of the Association. The Officer in question shall be entitled to a hearing before the Association prior to the vote being taken.

## **8. APPOINTMENT, ELECTION, REMOVAL AND INVOLUNTARY CONVERSION OF MEMBERS**

- 8.1. The *Ex Officio* Officers of the Association shall be deemed to be Full Members of the Association.
- 8.2. All other membership of the Association is granted at an Association meeting. Election requires proposal and seconding by two separate Full Members, and a majority vote in favor by the Full Members.
- 8.3. A Member may be removed from the Association at an Association Annual Meeting, or at a Special Meeting called for this purpose. The proposal to remove a Member, including the reasons for such proposal, shall be circulated to the Member and to all Full Members in writing at least two weeks prior to the meeting at which the proposed removal will be voted upon.
- 8.4. A Full Member may be involuntarily converted to an Associate Member at an Association Annual Meeting, or at a Special Meeting called for this purpose. The proposal to involuntarily convert a Full Member to an Associate Member, including the reasons for such proposal, shall be circulated to all Full Members in writing at least two weeks prior to the meeting at which the proposed involuntary conversion will be voted upon.
- 8.5. Removal of a Member from the Association and involuntary conversion of a Full Member to an Associate Member requires proposal and seconding by two separate Full Members, and a vote in favor by more than two-thirds of all the Full Members of the Association. The Member in question shall be entitled to a hearing before the Association prior to the vote being taken.
- 8.6. Notwithstanding Sections 8.3, 8.4 and 8.5, Membership of the Association will automatically end if a Member has not paid Association dues that are owed six months after they became due, provided the Member has been given a reasonable number of reminders by the Treasurer to pay his or her dues. The Treasurer will provide the Association at the next business meeting a list of any memberships that have ended pursuant to this provision, and the Secretary will adjust the Association's membership records accordingly.

**9. RULES**

- 9.1. The Association may establish, and from time to time may modify or eliminate, Rules governing the operation of the Association and the use of the Trinity bells. These Rules may include, *inter alia*, requirements for Membership and roles and responsibilities of Officers that apply in addition to those specified in this Constitution.
- 9.2. The establishment, modification, or elimination of Association Rules requires proposal and seconding by two separate Full Members, and a vote in favor by a majority of all the Full Members of the Association at an Association meeting.
- 9.3. All Members of the Association are required to abide by both this Constitution and any Association Rules.

**10. AMENDMENT OF THIS CONSTITUTION**

- 10.1. This Constitution may be amended at an Association Annual Meeting, or at a Special Meeting called for this purpose. The proposed amendments shall be circulated to all Full Members in writing at least two weeks prior to the meeting at which the amendments will be voted upon.
- 10.2. Amendment requires proposal and seconding by two separate Full Members, and a vote in favor by more than two-thirds of all the Full Members of the Association.