

## ARTICLES OF INCORPORATION

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under Chapter 317A of the Minnesota Statutes and Section 501(c)(3) of the Internal Revenue Code, do hereby certify:

**First:** The name of the Corporation shall be Anime Twin Cities, Inc.

**Second:** The place in this state where the principal office of the Corporation is to be located is the city of Minneapolis, Hennepin County.

**Third:** Said corporation is organized exclusively for educational, charitable and social purposes related to the promotion and study of Japanese culture, specifically animated movies and television programs ("anime") and graphic novels ("manga") as well as the study of the Japanese language as it is used in anime and manga. The corporation shall be authorized to make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Fourth:** The name and address of the person serving as the initial trustee of the corporation is Kevin Trainor, 2813 16<sup>th</sup> Avenue South, Minneapolis MN 55407.

**Fifth:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**Sixth:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

In witness thereof, we have hereunto subscribed our names this third day of December  
2002.

**ANIME TWIN CITIES, INC.  
BYLAWS**

**Article I: Purpose**

Anime Twin Cities is a non-profit corporation organized under Chapter 317A of the Minnesota Statutes and Section 501(c)(3) of the Internal Revenue Code. Its purpose is to conduct educational, charitable and social activities related to the promotion and study of Japanese culture, specifically animated movies and television programs ("anime") and graphic novels ("manga") as well as the study of the Japanese language as it is used in anime and manga. Anime Twin Cities shall be authorized to make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article II: Membership**

**A. Individual.** Membership in Anime Twin Cities is open to any individual who desires to support the organization and its purposes. Anime Twin Cities does not discriminate on the basis of race, religion, sexual preference or gender; it conforms to the Minnesota Human Rights Act in all respects. There are two classes of individual membership, regular and associate.

**1. Regular.** Voting membership will be restricted to individuals 18 and older who met the requirements listed in this section in the year preceding their vote for the ATC Board, and who live in Minnesota with-in 600 miles of St. Paul, MN at the time of the annual meeting. The annual meeting is held on the last day of the annual convention (Anime Detour) or within ~~thirty~~ 60 (sixty) days of the end of the convention as decided by the Board.

**a. Dues.** Members must have paid their \$20 annual dues. These dues are included in the \$20 supporting membership for Anime Detour; persons whose membership was comped must still pay their dues to retain voting rights.

**b. Meetings.** Members must have attended and signed in at ~~seven~~ sixty percent of the monthly ATC meetings in order to qualify for voting rights. This would include all staff meetings, the previous year post-mortem, and any social gatherings that take the place of staff meetings, as determined and announced by the chairman before hand. The meetings would count from the ending of the previous year's convention.

**c. Waivers.** In contrast to convention membership, neither the Board nor the Anime Detour concom may waive these requirements, which shall go into effect for the membership year ending with Anime Detour 2005, e.g. April 3 2005.

**2. Associate** Associate members are residents of Minnesota under the age of eighteen who have paid annual dues of \$10 in the year preceding the Anime Twin Cities annual business meeting referred to in paragraph IIA1, *supra*. Associate members shall be eligible to fill non-executive offices of Anime Twin Cities (e.g. Secretary) but may not vote in elections to Anime Twin Cities's Board of Directors.

**B. Group.** Group memberships are available to organizations that desire to support the organization and its purposes. Classes, privileges and requirements of group membership shall be determined by the Board of Directors at a later date.

### **Article III. Organization**

**A. Officers.** Anime Twin Cities shall have, as a minimum, a President, a Secretary, and a Treasurer. These officers shall be members in good standing elected for ~~one-year~~ two-year terms at the annual business meeting referred to in paragraph IIA1, *supra*. The President and Treasurer are defined as executive officers as they will have the authority to sign checks and execute contracts on behalf of Anime Twin Cities; other executive officers may be appointed by the Board of Directors but such appointments will not supersede the authority of the President and Treasurer. Officers will be elected for a two-year term. The President will serve his or her term one year off of the Treasurer and Secretary so that there are always senior Officers on the Board.

**A. Inauguration:** newly elected board members will be installed the second board meeting after the election; board member-elects are required to attend the board meeting directly after the election, but are not voting members until the meeting after that.

**1. President.** The President shall preside at all business meetings of Anime Twin Cities, and is responsible for ensuring that the work of Anime Twin Cities is accomplished in a timely and efficient fashion plus such other duties as the Board of Directors shall require. The President shall be co-signer on Anime Twin Cities's bank account and shall report to the Board of Directors at least once a quarter or more often if the Board should direct.

**2. Treasurer.** The Treasurer shall be responsible for keeping the accounts of Anime Twin Cities, collecting and disbursing money as required for the work of Anime Twin Cities, plus such other duties as the Board of Directors shall require. The Treasurer shall also serve as Vice-President in the event that the President is unable to attend meetings, and will report to the Board of Directors on a monthly basis.

**3. Secretary.** The Secretary shall keep the minutes of all Board meetings and conduct all necessary correspondence except for the payment of invoices. The Secretary shall be responsible for maintaining Anime Twin Cities's post office box and reminding members of the dates, times & places of meetings, plus such other duties as the Board of Directors shall require. As the Secretary is not an ex officio member of the Board, the Secretary will be unable to vote on situations facing the Board (see Art III, Sec B). They may still speak to any issue that arises and offer whatever insight and influence to the Board they can as such.

**4. Others.** The Board of Directors may appoint other officers in addition to the three previously named officers, for a term not exceeding eighteen months or until the next annual business meeting, whichever is less.

**B. Board of Directors.** The Board of Directors is the governing body of Anime Twin Cities. Only the elected board members and those officers qualifying as *ex officio* members of the board will be allowed to vote on issues regarding the direction and actions of Anime Twin Cities. It is responsible for monitoring the performance of Anime Twin Cities's officers, appointing new officers if necessary, and removing officers in cases of demonstrated failure to perform or conviction of a felony under state or Federal law. The Board of Directors shall consist of at least five regular members of Anime Twin Cities, elected as described in paragraph IIIA1, *supra*. The President and Treasurer shall be *ex officio* members of the Board. Directors will be elected for a two year term, with a minimum of two (2) and a maximum of three(3) positions opening yearly when the Board is maintained at the minimum five members. This is to prevent a complete board turnover so there will always be experienced Senior Directors on the Board.

**C. Interim Officers and Directors.** Until the first annual business meeting is held, Anime Twin Cities shall be governed by an interim Board of Directors, who shall be regular members of Anime Twin Cities. The Board shall be chosen by a majority vote of the regular members present at the January 2003 Anime Twin Cities meeting, provided that there are at least five regular members present and all five are willing to serve on the Interim Board. The Interim Board will appoint a President, Treasurer, and Secretary to serve until the first annual business meeting, at which time the interim officers and Board will be replaced by an elected Board of Directors and elected officers.

**D. Removal and Replacement of Officers and Directors.**

1. If the necessity arises for the removal of an officer or director under section IIIB, *supra*, the Board may vote to do remove said officer or director after a motion to do so during any monthly meeting. A 60% or greater majority is required to remove an officer/director, with the person being removed not voting and the President/Vice-President (as applicable) voting to break any ties if necessary.

2. In the event that an officer must be removed or resigns, the Board may make an interim appointment of an officer to serve out the balance of the term. In the event that a director must be removed or resigns, a special election shall be held at the meeting following the resignation/removal for an interim director.

3. Persons removed by the Board from their positions as officers shall be ineligible to serve as officers or directors. Directors convicted of a felony under state or Federal laws are ineligible to serve as directors or officers. Any member removed from office due to conviction of a felony shall be barred from membership in Anime Twin Cities.

#### IV. MEETINGS

Anime Twin Cities shall meet at least once a ~~month~~ quarter to discuss business. The Secretary shall make the date, time and place of the meeting known to members through the ATC/Anime Detour website at least one month in advance. ~~As a general rule, these meetings will be held at 7 PM on the first Tuesday of the month.~~

## V. AMENDMENTS

Amendments to the Bylaws may be proposed by any regular member and approved by a two-thirds vote of the regular members in attendance at the next meeting after the proposed amendment has been brought up. The definition of group memberships and appointment of additional officers do not require a vote by the membership and are the only exception to this article.

Amended in May 2004 to add paragraphs a, b, and c to Article IIA1 pertaining to voting membership.

Amended in July 2005 to elaborate on Sections a and b of Article III with respect to Board voting rights and to extend Board memberships into two year staggered terms.

Amended in April 2007 to change Article IV from monthly to quarterly meetings and to strike the preferred timing of meetings.

Amended in April 2007 to add Section A: Inauguration to have new board members installed at the second board meeting after election, to allow the outgoing board members a chance to have opinion on charity donations, and to train new board members in their duties.

Amended in April 2008 to change and clarify Article II Section A Subsection 1 paragraph B, changing the attendance requirements for voting from 7 times in a previous year to sixty percent of meetings.

Amendment in May 2009 to change and clarify Article II Section A Subsection 1 and Article III Section A, changing the voting rights, annual meeting timeframe and elected period.

Agreed to by the membership as subscribed below, January 7 2003.