

# Anime Twin Cities, Inc.

## Bylaws

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### Article I: Purpose

Anime Twin Cities, Inc. 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, Inc. 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

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

#### 1. Voting

Voting membership will be restricted to individuals 16 years of age or older who met the requirements listed in this section in the year preceding their vote for the ATC Board, and who live within 600 miles of the Twin Cities metropolitan area at the time of the annual meeting. The annual meeting is held within 60 (sixty) days of the end of the annual convention (Anime Detour) as decided by the Board.

##### a. Dues

Members must have paid their \$15 dollar annual dues. These dues are included in a membership to Anime Detour; persons with a complimentary membership must pay their dues to retain voting rights and membership incentives.

## b. Meetings

Members must have attended and signed in at sixty percent of the meetings held in the last year by the same ATC coordinator position or ATC board meeting in order to qualify for voting rights. A minimum of four meetings during the year must be held in order to count toward this requirement. Meetings are counted from the previous year's Anime Detour post-mortem.

## 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. Not-voting

Non-voting members are dues-paying members who are either under the age of sixteen or have not met the qualifications for voting membership listed in [II.A.1]. Non-voting members shall be eligible to fill offices of Anime Twin Cities, Inc. but may not vote in elections to the Anime Twin Cities, Inc. Board of Directors

# Article III: Organization

## A. Officers

Anime Twin Cities, Inc. shall have, as a minimum, a President, a Secretary, and a Treasurer, with a maximum of five officers at large. These officers shall be members in good standing elected for a two-year term at the annual business meeting referred to in [II.A.1], supra. The President is defined as an executive officer as s/he will have the authority to sign checks and execute contracts on behalf of Anime Twin Cities, Inc.; other executive officers may be appointed by the Board of Directors but such appointments will not supersede the authority of the President. The President will serve his or her term one year off the Treasurer so that there is always a senior Officer on the Board. Each officer can serve consecutively a maximum of two terms, after which s/he must abstain from consideration for at least one term before being elected to the Board again. (This limit does not apply to the Treasurer, nor does it apply if the number of new candidates for the Board equals or is less than the number of outgoing Board Officers, excluding the Treasurer.)

## B. 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, Inc., and is responsible for ensuring that the work of Anime Twin Cities, Inc. 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, Inc.'s bank account and shall report to the membership of Anime Twin Cities, Inc. 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, Inc., collecting and disbursing money as required for the work of Anime Twin Cities, Inc., 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, Inc.'s post office box and reminding members of the dates, times and 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 [III.B]). They may still speak to any issue that arises and offer whatever insight and influence to the Board they can as such.

## C. Others

The Board of Directors will appoint coordinators for all official Anime Twin Cities, Inc. events to be reviewed annually. Coordinators will be responsible for creating and presenting their budgets to the Board of Directors for approval. Coordinators may not sit on the Board of Directors.

## D. Officers at Large

The Officers at Large are the governing body of Anime Twin Cities, Inc. 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, Inc. It is responsible for monitoring the performance of Anime Twin Cities, Inc.' Coordinators, creating and 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 Officers at Large shall consist of at least three regular members of Anime Twin Cities, Inc., elected as described in [III.A.1], supra. The President and Treasurer shall be ex officio members of the Board. Officers at Large will be elected for a two-year term, with a minimum of one Officer at Large not up for election in a given year.

## E. Removal and Replacement

1. If the necessity arises for the removal of an officer under [III.B], supra, the Board may vote to remove said officer after a motion to do so during any 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 an executive officer must be removed or resigns, a special election shall be held at the meeting following the resignation/removal for an interim executive officer.
3. Persons removed by the Board from their positions as officers shall be ineligible to serve as officers. Officers convicted of a felony under state or Federal laws are ineligible to serve as officers. Any member removed from office due to conviction of a felony shall be barred from serving as an officer in Anime Twin Cities, Inc.
4. Upon the appointment by the board of a new board member to complete the term of one who has resigned or dismissed, at the next meeting of the membership, an election shall take place to confirm the appointment of the aforementioned board member. The secretary shall confirm the voting credentials of all members voting (as mentioned in the previous section). The appointed board member shall be subject to a yes or no vote. If the appointed board member acquires a majority of votes cast, they shall be confirmed for the entirety of the term they have been appointed to represent. If the appointed member shall not acquire a majority of votes, the board must choose another candidate for the next meeting.
5. There are two ways to bring to the board a proposal to dismiss a non-elected officer of the Anime Twin Cities, Inc.
  - a. A sitting, voting board member proposes a vote of No Confidence in the officer in question.

- b. A petition to propose a vote of No Confidence with the signature of twenty five (25) Anime Twin Cities, Inc. members in good standing is presented to the Board pResident. One the petition is presented, the ATC secretary shall verify that each member is indeed in good standing, and affirms it to the President that the petition is valid. If the officer in question on the petition is the secretary, then another board member shall be appointed by the President to verify the petition.
- c. At the next full board meeting with a quorum (as defined in section IV), the proposal shall be discussed, and voted on. If a majority of the Board expresses No Confidence, said officer shall be removed. If the board does not approve of the Proposal of No Confidence, the officer shall continue their function with no hindrance or limitation.
- d. Regarding an Emergency Vote: If a proposal of No Confidence or a Petition for a proposal of No Confidence is received in the calendar month when the event known as Anime Detour is taking place, the requirement for the removal would be a unanimous vote, with the understanding that a regular Proposal of No Confidence shall also be discussed at the board meeting the next month.

## Article IV: Meetings

Anime Twin Cities, Inc. shall meet at least once a 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.

Official business including voting at Anime Twin Cities, Inc. board meetings may only be conducted with quorum, defined as: No less than 5 voting board members. If quorum is not achieved the following are the only actions permitted by the board:

1. Call the meeting to order
2. Vote to recess the meeting for a specified amount of time (not to exceed 30 minutes) if there is a high likelihood quorum may be achieved after this.
3. Host the scheduled open-discussion with non-board members, with the understanding no action may be taken by the voting board members except to listen and spawn a future agenda item.
4. Host the status updates from coordinators and in-flight projects, with the understanding no action may be taken by the voting board members in terms of votes, recommendations, or redirection of efforts.
5. Vote to adjourn the meeting.

## Article V: Amendments

Amendments to the Bylaws may be proposed at any regular Board Meeting by any regular member (defined as a member of Anime Twin Cities, a member of Anime Detour, or a staffer on ATC, AD, Strategic Outreach Services (SOS), ATC Charities, ATC Clubs, or any future sub-division of ATC placed under the control of an ATC coordinator). Amendments will then be examined and voted on by the ATC board within one quarter (three meetings). Any bylaw changes approved by the Board will not go into effect until after they are ratified by a two-thirds vote of the regular voting members in attendance at the next Anime Detour planning meeting that occurs more than four weeks after the proposed amendment has been voted on. When the proposed amendment change is approved by the board, it must be emailed to the voting membership within one week of the board meeting, and again one week prior to the meeting. If the membership believes the board is passing over valid amendments, they may force a vote at the next Anime Detour meeting more than a month out following the same rules as above by collecting a signed petition of 51% or more of the current voting membership. In the interest of transparency, the board will make a list of the voting membership available on demand. The definition of coordinator group memberships and appointment of additional coordinators do not require a vote by the membership and are the only exceptions to this article.

Amended in May 2004 to add paragraphs a, b, and c to [II.A.1] pertaining to voting membership.

Amended in July 2005 to elaborate on [III.A] and [III.B] 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 [III.B – 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 [II.A.1.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 [II.A.1] and [III.A], changing the voting rights, annual meeting time frame and elected period.

Amended in September 2013 to officially recognize November 2011 amendment on term limits in [III.A].

Amended in March 2014 to officially recognize December 2013 amendments to:

- refer to Anime Twin Cities as “Anime Twin Cities, Inc.”
- [II.A.1.a]: lower annual membership dues from \$20 to \$15
- [II.A.1.b]: tie voting rights to meetings under the same ATC coordinator
- [II.A.2]: update definition of non-voting members and enable their eligibility for all offices of Anime Twin Cities, Inc.
- [III.A]: stagger terms of only the President and the Treasurer only
- [III.B.1]: enable the Board of Directors to have the President report to the Anime Twin Cities, Inc. members
- [III.D]: explicitly refer to Coordinators in the responsibilities of the Officers at Large

Amended July 2015 to change:

- Change the age to under sixteen [II.A.2] for non-voting members
- Clarify term limits if there is not enough candidates [III.A]
- Clarify and extend the way amendments are brought up [V]

Amended January 2016 to:

- Add process around confirmation of appointed board members [III.E.4]
- Add process around dismissal of officers [III.E.5]

Amended Feb 2016 to set a minimum number of meetings for coordinators [II.A.1.b]

Amended May 2020 to change:

- Define and use quorum [III.E.5.c, IV]
- Allow Board Meetings to count for voting rights [II.1.b]

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

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