

**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, 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 \$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 sixty percent of the ATC meetings in order to qualify for voting rights. This would include all staff meetings, the previous year's 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 concomm may waive these requirements, which shall go into effect for the membership year ending with Anime Detour 2005, e.g. April 3 2005.

2. Non-voting

Non-voting 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*. Non-voting 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.

Article III. Organization

A. Officers

Anime Twin Cities 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 two-year terms at the annual business meeting referred to in paragraph IIA1, *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; other executive officers may be appointed by the Board of Directors but such appointments will not supersede the authority of the President. 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.

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, 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.

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. 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' 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 Officers at Large shall consist of at least three 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. 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 of Officers

- 1.** If the necessity arises for the removal of an officer under section IIIB, *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.

IV. MEETINGS

Anime Twin Cities 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.

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 time frame and elected period.

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