

Anime Twin Cities, Inc.

Bylaws

Article I: Purpose

Anime Twin Cities, Inc. (ATC) 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, most prominently 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 ATC is open to any individual who desires to support the organization and its purpose. ATC 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.

A. Voting

Voting membership will be restricted to individuals eighteen(18) years of age or older who have met the requirements listed in this section, and who live within 400 miles of Minneapolis, Hennepin County at the time of the annual meeting. These requirements shall be measured during the previous operating year. Operating year is defined as the time between the previous annual meeting and the upcoming annual meeting. The annual meeting is to be held within sixty (60) days following the scheduled end of the event known as Anime Detour as decided by the board. The annual meeting is not to be held concurrently with the Anime Detour Post Mortem.

1. Meetings

Members must have attended and personally signed in at sixty percent (60%) of the meetings held in the previous operating year by the same ATC Branch or the ATC board in order to qualify for voting rights.

a. Meeting Requirements

A minimum of four meetings during the year must be held to count toward this requirement by the same ATC Branch. Meetings must be published on the ATC calendar and open to the public. A copy of the sign in for the meeting must be sent to the ATC secretary within one(1) week of the meeting to keep on record in case of any disputes when calculating voting rights.

2. Waivers

The ATC Board, any ATC Coordinator, or member of ATC may not waive these requirements.

B. Not-voting

Non-voting members are dues-paying members who are either under the age of eighteen (18) or have not met the requirements for voting membership. Non-voting members are eligible to fill offices of ATC but may not vote outside of their office if chosen.

C. Dues

Members must have paid their \$15 annual dues. These dues are paid through:

1. Payment directly to ATC.
2. Purchase of an Anime Detour badge
 - a. A documented badge transfer in the Anime Detour Registration System will also trigger the attached ATC membership to be passed on to the recipient.
3. Persons who receive a complimentary badge to Anime Detour must pay their dues to retain voting rights and membership.

Article III: Organization

A. Board of Directors

ATC shall have a president, secretary, treasurer, a minimum of three and a maximum of five members at large. These officers shall be members in good standing elected for a two-operating-year term at the annual meeting. Each officer may serve a maximum of two consecutive terms, after which they must abstain from consideration for at least one full term before being elected to the board of directors again. (This limit does not apply to the treasurer, nor does it apply if the number of new candidates for the board is equal to or is less than the number of outgoing officers, excluding the treasurer.) Persons convicted of a felony under state or federal laws are ineligible to serve as officers of the organization.

1. President

The president is defined as an executive officer. They have the authority to sign checks and execute contracts on behalf of ATC. The president shall preside at all board meetings of ATC, are responsible for ensuring that the work of ATC is accomplished in a timely and efficient fashion, and such other duties as the board of directors shall require. The president shall be co-signer on ATC's bank account(s) and shall report to the membership of ATC at least once a quarter or more often if the board should direct. The presidential term will be offset one-operating-year from the treasurer.

2. Treasurer

The treasurer is defined as an executive officer. They have the authority to sign checks and execute contracts on behalf of ATC. The treasurer shall be responsible for keeping the accounts of ATC, collecting and disbursing money as required for the work of ATC, and such other duties as the board of directors shall require. The treasurer shall also serve as chair to conduct the meetings in the absence of the president and will report to the board of directors on a monthly basis. The treasurer term will be offset one-operating-year from the president.

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 ATC's post office box, unless otherwise designated, and reminding members of the dates, times and places of meetings, and such other duties as the board of directors shall require. The secretary will be a non-voting board member; this does not remove their ability to participate in discussion.

4. Members at Large

The members at large are responsible for monitoring the performance of ATC Coordinators, 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 members at large shall consist of at least three members in good standing of ATC. Members at large will be elected for a two-operating-year term, with a minimum of one member at large not up for election each operating year.

B. Coordinators

The board of directors may appoint a coordinator for each official ATC Branch to be reviewed annually. Coordinators will be responsible for working with the treasurer to create and present their budgets to the board of directors for approval. Coordinators may not sit on the board of directors.

1. Selection Process

ATC shall post across all available platforms the title and description of the open position(s). The position will remain open for a period of time of no less than 30 days. All applicants must be interviewed prior to the board meeting following the closure and an answer ready to be presented at this meeting. The board is not required to select any candidate and may leave the position open if they feel it is in the best interest of the organization.

C. Inauguration

Newly elected board members will be installed at the second board meeting after the election. Board member-elects are required to attend the board meeting directly after the election, but are not eligible to vote as a board member until they are installed.

D. Removal and Replacement

1. If the necessity arises for the removal of an officer, the board may vote to remove said officer after a motion of no confidence during any meeting. A two-thirds majority is required to remove an officer. The accused officer may not vote in this motion.

2. Officers removed by the board from their positions shall be ineligible to serve as officers of ATC in the future.

3a. If an executive officer must be removed or resigns, a special election shall be held at a date within 30 days following the resignation/removal for an executive officer to serve out the balance of the term.

3b. If an officer must be removed or resigns, the board may make an appointment of an officer to serve out the balance of the term. Upon appointment, the membership shall vote within 30 days to ratify the appointment. The ATC secretary shall confirm the voting credentials of all members voting. The appointed officer shall be subject to a yes or no vote. If the appointed officer acquires a majority of votes, they shall serve out the balance of the term. If the appointed officer shall not acquire a majority of votes, the board may appoint another candidate to be presented and ratified by the membership within 30 days.

4. ATC members are able to force the board to consider removal of an officer

a. A petition to propose a vote of no confidence with the signature of fifteen (15) ATC members in good standing, excluding sitting board members, is presented to the board president. Once the petition is presented, the ATC secretary shall verify that each member is indeed in good standing and affirm to the president that the petition is valid.

i. 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.

ii. If the officer in question on the petition is the president, the petition can be submitted directly to the treasurer.

b. At the next board meeting with quorum, the petition shall be discussed and voted on. The accused officer may not vote in this motion. If two-thirds majority of the board expresses no confidence, said officer shall be removed. If two-thirds majority is not reached, the officer shall continue their function with no hindrance or limitation.

5. Removal by way of special meeting: If a motion of no confidence or a petition to propose a vote of no confidence is received, an executive officer may call a

special meeting. Unanimous consent is required for removal during a special meeting.

Article IV: Meetings

A. Board Meetings

The ATC board 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 website at least one month in advance.

Official business, including voting, at ATC 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.

The ATC board is authorized to meet electronically as long as simultaneous visual and audio communication is in use.

B. Special Meetings

Special meetings of the board of directors may be called by an executive officer. These meetings may only be called in response to issues that affect the functionality of ATC, unless specified otherwise. At the next regular board meeting, the actions of the special meeting shall be ratified by the board.

The most current revision of Robert's Rules of Order shall govern the proceedings of ATC board run meetings of the organization except as provided in the articles and bylaws.

Article V: Elections and Voting

A. Elections

Elections are held during the ATC annual meeting to fill positions on the Board of Directors whose' terms are ended. The candidate with the most votes for a position is elected.

1. Tie Breaking

In the event of a tie preventing the filling of a position, a reballoting of the membership shall be performed containing only the tied candidates for the contested position.

- a. Prior to the reballoting, if all tied candidates agree, the current sitting board members may produce a list of questions to be answered and presented to the voting members.

B. Voting

1. Electronic voting ballots will be open/available for a period of time as follows:
 - a. Elections - A minimum of 2 hours; not to exceed 24 hours
 - b. Bylaw changes - 7 days
 - c. Special Elections - 7 days

Voting members must have submitted their votes prior to the designated closure time for them to be counted.

2. Secretary will collect and announce the results of the vote following the closure of the ballot.

Article VI: Amendments

Amendments to the bylaws may be proposed at any regular board meeting by any member. Amendments will then be examined and voted on by the ATC board within ninety (90) days.

A. If a bylaw change proposal is approved by the board, the proposed amendment must be emailed to the voting membership within one week. A second email notice must be sent to the voting membership one week prior to the vote to ratify the proposed amendment. The voting membership shall vote on the proposed amendment no less than fourteen (14) days and no more than twenty-eight (28) days from the board meeting the proposed amendment was approved. The proposed amendment must receive two-thirds majority vote to be ratified.

B. If the board does not approve a proposed amendment, the membership may force a vote to ratify the amendment by submitting a petition containing signatures of fifteen (15) members in good standing to the board. Upon receipt and confirmation of the petition, an email notification must be sent to the voting membership within one week. The same rules for an approved proposed amendment shall be followed.

The board will make a list of the voting membership available upon request to any member.

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 are 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]

Amended November 2020 to rewrite and update entire document

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