

**AMENDED BYLAWS
OF
ANIME TWIN CITIES, INC.**

The following are the Amended Bylaws of Anime Twin Cities, Inc. (“ATC” or “Corporation”), a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the corporation.

**ARTICLE I
PURPOSE**

Anime Twin Cities, Inc. is a non-profit corporation organized under Chapter 317A of 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.

Section 2.1 Voting Members. Voting members shall be restricted to individuals eighteen (18) years of age or older who have met the requirements listed in this article. These requirements shall be measured during the previous operating year. Operating Year is defined

as the period between the previous annual meeting and the upcoming annual meeting.

Section 2.2 Meetings. Members must have registered for and attended sixty percent (60%) of the meetings held in the previous operating year at the same ATC Branch or the ATC Board 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 registration for the meeting must be sent to the ATC secretary within one (1) week of the meeting to maintain record in case of any issue when calculating voting rights.

Section 2.3 Waivers. The ATC Board, any ATC Coordinator, or member of ATC may not waive these membership and voting requirements.

Section 2.4 Non-voting Members. 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 hold offices of ATC but may not vote outside of their office if elected.

Section 2.5 Dues. Members must timely pay their annual dues in an amount as established by the Board.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of the members present at a duly held annual meeting. The Board shall be composed of between three (3) and nine (9) directors, as determined at the annual meeting of the members.

Section 3.2. Directors shall have a term of two (2) years; and serve staggered terms by dividing the total number of directors into two groups. A director may not serve more than

two consecutive terms.

Section 3.3. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 3.4. Except where otherwise required by law, the Articles of Incorporation or these Amended Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be necessary for any action.

Section 3.5. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by fewer than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 3.6. A director may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when received by the Corporation, unless a later date has been specified in the notice.

Section 3.7. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days' and not more than thirty (30) days' notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 3.8. The Board of Directors may establish one or more committees having the authority of the Board of Directors in the management of the business of the Corporation to

the extent determined by the Board of Directors.

Section 3.9. The Board of Directors may appoint a coordinator for each official ATC Branch, with such service to be reviewed annually. Coordinators shall be responsible for working with the treasurer to prepare and present their budgets to the Board of Directors for approval. Coordinators may not serve on the Board of Directors. Coordinators and their staff shall be members of Anime Twin Cities and are subject to these Bylaws.

Section 3.10. The following procedures shall govern and apply to Board of Directors meetings:

- (a) Regular meetings of the Board of Directors shall be held at least on a quarterly basis, at such times as may be fixed from time to time by a majority of the directors. A schedule, or any amended schedule, of the regular meetings shall be provided to the directors.
- (b) Special meetings of the Board of Directors shall be held when called (i) by the President; (ii) by the Vice-President; or (iii) by the Secretary within ten days following the written request of a majority of the directors. Notice of any special meeting shall be given to each director not less than three days in advance thereof, subject to Section 3.10.d. Notice to a director shall be deemed to be given when deposited in the United States mail postage prepaid to the address of such director, or when personally delivered, orally or in writing, by a representative of the Board of Directors, or actual receipt by either facsimile transmission or electronic mail.
- (c) An annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the Board of Directors.
- (d) Any director may at any time waive notice of any meeting of the Board of Directors orally, in writing, by attendance at the meeting, or actual receipt by either facsimile transmission or electronic mail. If all the directors are present at a meeting of the Board of Directors, no notice shall be required, and any business may be transacted at such meeting.
- (e) A meeting among the Board may be conducted by means of telephonic, electronic, or other communications facility that permits all participants to communicate adequately with each other during the meeting. The Board shall establish the procedures for the conduct thereof including, without limitation, the procedures for voting by telephone, electronic or other communications facility. Participation in a meeting by this means is personal presence at the meeting.

Section 3.11. Directors shall not be compensated for their duties as directors, except directors may be reimbursed for expenses incurred on behalf of the Corporation and receive a nominal per diem in an amount less than authorized for state advisory and committees under state law.

ARTICLE IV OFFICERS

Section 4.1. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 4.2. The duties of the officers of this Corporation shall be:

- (a) President – The President shall be the chief executive officer of the corporation and shall be responsible for the day-to-day operations of the Corporation. In addition, the President shall perform such other duties as may be determined from time to time by the Board of Directors.
- (b) Vice-President – The Vice-President shall perform such duties as may be determined from time to time by the Board of Directors. The Vice-President so designated shall be vested with all powers of and perform all the duties of the President in the President’s absence or inability to act, but only so long as such absence or inability continues.
- (c) Secretary – The Secretary shall attend all meetings of the Board of Directors and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as maybe determined from time to time by the Board of Directors.
- (d) Treasurer – The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the Corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.3. Officers shall not be compensated for their duties as officers and may be reimbursed for expenses incurred on behalf of the Corporation.

Section 4.4. The President, Vice-President, Secretary and Treasurer shall be members

of the Board of Directors.

Section 4.5. The term of office for each officer is one (1) year.

Section 4.6. An officer may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is named in the notice.

Section 4.7. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.8. A vacancy in an office because of death, resignation or removal may be filled by the Board of Directors.

ARTICLE V FINANCE

Section 5.1. Any dues, contributions, grants, bequests or gifts made to the Corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 5.2. All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 5.3. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Corporation shall be as provided by the Board of Directors.

Section 5.4. The annual budget of estimated income, operating expenses and capital expenses shall be approved by the Board of Directors.

Section 5.5. Title to all property shall be held in the name of the Corporation.

Section 5.6. A summary report of the financial operation of the Corporation shall be made by the Treasurer at least annually to the Board of Directors.

**ARTICLE VI
INDEMNIFICATION**

The Association shall, to the extent not covered by insurance, indemnify every individual acting in an official capacity for the Association, pursuant to the provisions of Minnesota Statutes, Section 317A.521.

**ARTICLE VII
AMENDMENT OF BYLAWS**

Section 7.1. Approval. Amendments to the Bylaws must be approved by two-thirds of the voting members who cast their votes during a duly held meeting or via electronic voting platform.

Section 7.2. Notice. The proposed amendment and notice of any meeting regarding bylaw amendments must be provided to all members at least fourteen (14) days prior to the meeting. In the case of electronic voting, members must be given a seven (7) day period to cast their vote.

The undersigned hereby executes these Amended Bylaws and certifies that they were adopted by Anime Twin Cities, Inc., a Minnesota nonprofit corporation.

ANIME TWIN CITIES, INC.

Dated: February 4, 2025 By Nicholas Nelson

Its Secretary