

Quad Cities Anime, INC

Bylaws

Article I: Name

The name of the corporation shall be Quad Cities Anime, Inc. It shall be a nonprofit corporation incorporated under the laws of the State of Minnesota.

Any change to the organization's name must be approved by the voting membership.

Article II: Location

The principal office and mailing address of the corporation will be in the Minneapolis/St. Paul metropolitan area of the state of Minnesota at locations selected by the Board of Directors.

Article III: Purpose

This corporation has been organized to operate exclusively for charitable, artistic, and educational purposes. This includes but is not limited to broadening the awareness of Japanese and Eastern culture in the general public. To that end, the organization hosts an annual convention called Anime Fusion.

Article IV: Board of Directors

Section 1: Role of Board Members

The business of this corporation shall be managed by a Board of Directors consisting of seven (7) members, together with the officers of this corporation. A majority of the directors elected shall be residents of the State of Minnesota and citizens of the United States.

Directors will be fiduciarily responsible representatives of the corporation and will share the mission and goals of the corporation. The Board of Directors, along with its appointed officers, shall have the control and management of the affairs and business of this corporation.

A person must be a voting member of the corporation to be eligible for election to the Board.

A simple majority of the current members of the Board of Directors shall

Quad Cities Anime, INC

Bylaws

constitute a quorum.

No compensation will be paid to any member of the Board, other than reimbursement of reasonable expenses, for services as a member of the Board.

Regular board meetings of this corporation shall be held bimonthly at minimum. The Board of Directors may hold additional regular meetings at their discretion.

Board members may vote on matters before the Board by voice, written notification, remote teleconferencing, or designated proxy. Members wishing to vote by proxy must notify the Secretary in advance of the vote in accordance with Minnesota statute 317A.453 "Proxies."

Section 2: Election of Members to the Board of Directors

Election of new Directors or election of current Directors to a successive term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the attending voting membership. The Board members will have a two (2) year term, having offsetting election cycles to provide at minimum one third (1/3) of the board retaining seats on any annual cycle. Directors take office upon the start of the next board meeting. The outgoing board shall appoint a member to chair said meeting.

Section 3: Absence or Removal of Directors

When a Director dies, resigns, is removed or is otherwise incapable of fulfilling the duties of a Director, the Board shall appoint a Director to serve for the duration of the term, unless a Director-Elect has already been chosen; in which case they shall immediately succeed to the vacant seat.

Any Director may be removed from the Board by an affirmative vote of a three-fourths (3/4) majority of the voting membership present at the meeting at which the vote is held. The Director involved will be given an opportunity to be present and to be heard at all meetings at which their removal is considered.

Notice of the proposed removal and its alleged grounds will be given to the Board at least 30 days in advance of the board meeting at which the proposed

Quad Cities Anime, INC

Bylaws

removal will be discussed. The board will then review and discuss the contents of the proposal, and seek a response from the affected Director. The Board shall vote to determine whether the proposed removal shall be brought before the voting membership. A minimum of ten (10) days notice shall be given to the voting membership prior to any meeting at which a vote to remove a Director will be held, until which time said Director shall be placed under suspension and may not vote on matters before the Board or act on behalf of the corporation as a member of the Board. The details of the matter shall be withheld from the membership at large until the meeting at which the vote for removal will be held.

If a Director is charged with any crime above a petty misdemeanor, they shall be removed from the Board immediately in lieu of any votes.

If a Director is absent from three consecutive regular meetings of the Board, the Board shall, at its next regular meeting, vote on whether to begin the process of removing said Director.

Article V: Officers

The President of the Board oversees voting and decision making of the Board, and is also acting Chair of the convention when the Chair is unavailable. The President will be the Chief Executive Officer of the corporation. It will be the duty of the President to preside at meetings of the corporation and to have general supervision over the affairs of the corporation, as well as maintaining the corporation's active status with the state and federal governments. They will execute on behalf of the corporation all contracts, deeds, conveyances and other instruments in writing that may be required or authorized by the Board for the proper and necessary transaction of the business of the corporation. The President is appointed by the Board, and must at all times be a Director. The President may not concurrently hold any other Officer position.

The Vice-President of the Board helps the president in their duties. It will be the duty of the Vice-President to act in the absence or disability of the President and to perform such other duties as may be assigned to them by the President or the Board. In the absence of the President, the execution by the Vice-President on behalf of the corporation of any instrument will have the same force and effect as if it were executed on behalf of the corporation by the President. If the Chair of the convention and the President of the board are unable to fulfill their duties, the Vice President of the board shall operate to fulfill those duties. The Vice-President is appointed by the Board, and must at all times be a Director.

The Treasurer is a board-appointed position. There are no minimum or maximum terms

Quad Cities Anime, INC

Bylaws

in this position. The Treasurer will have general charge of the finances of the corporation and the duty to ensure its required financial documents (e.g. tax returns) are filed. When necessary and proper, they will endorse on behalf of the corporation all checks, drafts, notes and other obligations and evidence of the payment of money to the corporation or coming into their possession. They will deposit all funds of the corporation coming into their possession, in such financial institutions as may be selected by the Board. They will keep a full and accurate account of all receipts and disbursements of the corporation in books belonging to the corporation, which will be open at all times to the inspection of the Board or any inquiring member of the public within a reasonable time period. They will present to the Board at its annual meeting their report as Treasurer of the corporation and will from time to time make such other reports to the Board as it may require.

The Secretary is a board-appointed position, and shall be responsible for keeping the meeting minutes, amendments, attendance forms, corporate policies, and other records. They will announce all notices of meetings of the corporation and all other notices required. The Secretary will be the custodian of all records relating to the business of the corporation. The Secretary will present at each annual meeting a full report of the affairs of the corporation for the preceding year. The Secretary will also prepare and present to the Board such other reports as it may desire and request at such time or times as it may designate.

The Convention Chair(s) is/are a board-appointed position. The Chair(s) may oversee the convention, and has no maximum term. The duties of the Convention Chair(s) are to manage and organize meetings of the convention committee, to oversee the convention activities, and to maintain all records related to the convention.

Any Officer of the corporation, in addition to the powers conferred upon them by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board.

A vote to confirm or replace existing Officers will occur as the first item of business at the first meeting of the Board following the annual meeting. Officers will be appointed by a majority vote of the Directors. New officers take office at the close of the meeting at which they are appointed.

Any Officer may be removed or suspended with or without cause by the Board by a vote of a majority of all voting Board members. A matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the Officer affected at least ten (10) days prior to the meeting.

If an Officer is charged with any crime above a petty misdemeanor, they shall be

Quad Cities Anime, INC

Bylaws

removed from their position immediately in lieu of any votes.

A vacancy in any office may be filled by a majority vote of the Directors of the Board for the duration of the term. If at any time the offices of President and Vice-President are both vacant, the Directors of the Board shall vote for an interim leader to perform the duties of the President until a new President or Vice-President is appointed.

Article VI: Membership

There will be two classes of membership, general and voting. The Board shall have the authority to create additional classes of membership for corporate bodies or otherwise affiliated persons. Such classes shall have qualifications and benefits as the Board may authorize, provided that they may not enjoy voting rights except as provided herein, nor shall such benefits interfere with the rights of the formal classes of membership.

All registered members of the annual convention will be considered part of the general membership. General members are entitled to receive information about and participate in the activities and meetings of the corporation, but are not entitled to vote or access corporate documents. Each general membership will be valid until the close of the next annual meeting.

Voting members shall enjoy all the rights of general members, in addition to the right to vote in elections for the Board of Directors. Qualifications for voting membership are as follows.

To be eligible for voting membership, a person must: 1) be sixteen (16) years of age on or before the annual meeting and; 2) have attended at least 4 meetings on the activities of the corporation and; 3) be listed on the staff roster as a member of staff.

Each voting membership shall be valid until the close of the next annual meeting. Members eligible to vote may, at their discretion, choose to remain general members instead of becoming voting members.

Article VII: Meetings

For meetings of this organization, the presence of no less than thirty-three percent (33%) of the voting membership shall constitute a quorum and shall be necessary to conduct the business of the corporation. Voting members attending a meeting by phone or Internet connection shall be considered present and may participate in any vote taking place at said meeting. Members may not vote by proxy or absentee ballot at any meeting of members. The

Quad Cities Anime, INC

Bylaws

President of the corporation will chair membership meetings, or such person designated by the Board.

An Annual Meeting of the members will be held within 60 days of the annual convention, at which time and place elections for open Board of Directors positions will take place. The Secretary shall cause to be delivered to every member in good standing a notice telling the time and place of such annual meeting, not less than thirty (30) days prior to the annual meeting.

Special meetings of this organization may be called by Board Majority or President when they deem it for the best interest of the organization and will be announced to the voting membership. At the request of sixty-six percent (66%) of the voting members of the organization, the president shall cause a special meeting to be called, but such request must be made in writing at least ten (10) days before the requested scheduled date. Notices of such meetings shall be delivered, electronic or otherwise, to all members at least ten (10) days prior to meeting.

Special meetings of the Board may be called at any time by the President of the corporation or in his or her absence by the Vice-President, or upon receipt of a request therefore signed by three (3) or more Directors.

Notice of regular and special meetings will be communicated at least ten (10) days prior to the day such meeting is to be held. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom it was called.

No other business but that specified in the notice may be transacted at a special meeting without the unanimous consent of all present at such special meeting.

Article VIII: Voting

Regardless of position(s) held each voting member has one vote. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

At all meetings, except for the election or removal of officers and directors, all votes shall be by voice. For election or removal of officers or directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. Ties in any election shall be broken by a run-off vote, with new ballots being distributed and votes being cast only for the candidates that were tied and the position for which they were tied. A tied vote on any other matter shall be considered a failure to pass the motion in question.

Electronic balloting shall be used whenever feasible. If paper ballots are used, the Chair of such meeting shall, prior to the commencement of balloting, appoint a committee of three who

Quad Cities Anime, INC

Bylaws

shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chair of the meeting the results. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

If a Director is unopposed in an election and does not receive the vote of a majority of attending voters, the election will be considered a vote of "no confidence" and the Board will appoint a director.

A simple majority affirmative vote of the Directors present is required to pass a motion before the Board.

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse themselves and will vacate their seat and refrain from discussion and voting on said item. A detailed conflict of interest policy shall be maintained and enforced by the Board, applicable to any director, officer or any individual acting on behalf of the corporation.

Article IX: Dissolution

Upon the dissolution of the corporation and after the payment or the provision for payment of all the liabilities of the corporation, the Board will dispose of all of the assets of the corporation to organizations that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code pursuant to Quad Cities Anime, Inc. having a predisposition to donate all assets to local educational charities. A court of jurisdiction in the county in which the principal office of the corporation is located will dispose of any assets not so disposed of.

Article X: Committees

The Board may establish standing and ad-hoc committees as needed, and will appoint the chair(s) of such committees. The studies, findings and recommendations of all committees will be reported to the Board for consideration and action, except as otherwise ordered by the Board. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the articles of incorporation, or state law.

Article XI: Amendments

Quad Cities Anime, INC

Bylaws

The Board may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 30 days, any amendment or entire revision of the bylaws may be submitted and voted upon at a single meeting of the Board and will be adopted at such meeting upon receiving a two-thirds (2/3) vote of the Board.

Article XII: Fiscal Policies

The fiscal year of the board shall be January first (1) to December thirty-first (31).

Article XIII: Reservations

The Board may authorize any Officer, agent or agents of the corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of, the corporation. Such authority may be general or confined to specific instances. All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board may from time to time designate. No member or associate of the corporation may authorize, or pay reimbursement for, their own expenses out of corporate funds. Such expenses must be authorized and reimbursement paid by other agents of the corporation.

The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board. It will also keep a record giving the names and addresses of the members entitled to vote.

Any voting member may request to inspect the books and non-confidential records of the corporation for any proper purpose at any reasonable time.

Article XIV: Limitation of Liability

The corporation will have the power to indemnify & hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a Director, Officer, or employee (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

Quad Cities Anime, INC

Bylaws

Article XV: Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 provisions of these bylaws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article XVI: Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors or 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 of this corporation.

Article XVII: Inclusion

This corporation is committed to a policy of fairness and inclusion and does not discriminate on the basis of race, physical disability, sex, color, religion, sexual orientation, age or any other protected group.