

# BYLAWS OF THE ASIA-NORTHWEST CULTURAL EDUCATION ASSOCIATION (ANCEA)

## ARTICLE I PURPOSE

Section 1. Mission. ANCEA is organized exclusively for charitable non-profit and educational purposes specifically related to furthering the advancement of Asian culture primarily through the medium of Japanese animation that is useful to individuals and is beneficial to the community.

Section 2. Sakura Con. ANCEA shall serve as the governing body of Sakura Con, a Northwest non-profit convention that promotes Japanese animation and Asian Culture. The convention will be governed by ANCEA and it's officers (a.k.a. as the "Board of Directors" or simply as "the Board". All decisions regarding the convention rest with the Convention Chairperson with the Board offering advice and help as needed. The ANCEA Board will govern the money for the convention to see to it that funds are distributed in a responsible manner. The Board and the Convention Chairperson will work together to establish such rules and policies that are needed to help benefit the future and security of the convention.

Section 3. ANCEA Events. In addition to Sakura Con and to further ANCEA's mission, ANCEA will oversee any and all other events during it's tenure and, if so, the ANCEA membership shall elect a person and/or a committee for said events.

## ARTICLE II MEMBERSHIP

Section 1. Classes. Any individual which pays the annual membership fee is a member of ANCEA. The Board of Directors may establish multi-classifications of membership at its discretion. These classifications must be noted in the minutes of a regular board meeting to be valid.

## ARTICLE III MEETINGS

Section 1. ANCEA Meetings. The President shall determine dates as when the Board of Directors meets. The general membership will be allowed to attend meetings and participate on a limited basis. Notice of meeting dates and times shall be provided by the person calling the meeting at least two weeks in advance with the exception of emergency meetings. Special meetings regarding ANCEA Board business may be called by the President or Vice-President. If the meeting is of an emergency situation or because of matters of a sensitive nature requiring privacy, the meeting may be closed to the general membership. These meetings are not to replace regular ANCEA Board meetings.

Section 2. Sakura Con Meetings. General membership meetings shall be called by the Convention Chairperson. Notice of meeting dates and times shall be provided by the person calling the meeting at least two weeks in advance with the exception of emergency meetings. Information from each ANCEA Board meeting will be relayed to the general membership at the Sakura Con general membership meeting. Special meetings of the convention staff may be called by the Convention Chairperson, Vice-Chairperson, or next available Executive Officer as needed.

## ARTICLE IV BOARD OF DIRECTORS

Section 1. Number and Term. The Board of Directors (also known as the officers of the corporation) shall be a President, Vice-President, a Secretary, a Treasurer, and the Sakura Con Chairperson each of whom shall be elected by the general membership. Each officer shall serve a term of two years subject to re-election with the exception of the Sakura Con Chairperson which is a one year term subject to re-election. Each Board Member will have one vote.

Section 2. Board Elections. Election of new ANCEA Board members will occur as the first item of business at the first general ANCEA meeting following the annual convention. If no convention is held that year, the election will be held at a meeting the second weekend in May. All nominees for a position must be present at the time of the elections. Board members will be elected by a majority of the ANCEA general membership.

Section 3. Quorum. A quorum must be attended by at least four voting Board members before business can be conducted or motions made and passed.

Section 4. Action by Board by Communications Equipment. The Officers of the Board or any committee appointed by the Board may participate in a meeting of such Board or committee by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means all constitute presence in person at a meeting.

Section 5. Action by Board Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Officers. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 6. Board Proxies. The Board may vote by proxy if they notify the President in advance of the meeting either verbally or in writing. They may give either a specific proxy on a particular vote or a blanket proxy for the entire meeting to another Officer. Only another officer may receive the proxy. Once a proxy has been given and a vote cast, it cannot be revoked at a future meeting, although another vote may be taken.

Section 7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise the Board shall appoint a qualified person to fill the opening until the next regular election.

Section 8. Removal. Any officer or agent elected or appointed may be removed by the Board whenever in its judgement the best interests of the corporation would be served thereby, by a majority vote.

Section 9. President. The President shall be the principal executive officer of the corporation and, subject to the Board's control, shall supervise and control all of the business and affairs of the corporation. The President, along with such other officers as the Board may designate, shall sign deeds, leases, mortgages, contracts, or any other instrument that the Board authorizes to be signed unless the Board designates some other officer or agent of the corporation to so execute. The President shall have all the powers and duties normally incident to the office of president.

Section 10. Vice-President. The Vice-President, in the event of a death, disability or absence to the President, shall perform all necessary duties which would otherwise be performed by the President, and such duties as may be prescribed by the Board. The Vice-President shall have all the duties and authority normally vested in a vice-president.

Section 11. Secretary. The Secretary shall keep the minutes of the membership and Board meetings and maintain them in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of corporate records; keep a register of the post office address of each member of the corporation as furnished to the Secretary by each member; sign such documents as may be required by the Board or State law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President of the Board.

Section 12. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation: receive and give receipts for monies due and payable to and from the corporation, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws and in general perform all of the duties as from time to time may be assigned to him/her by the President. The Treasurer will maintain a two signer check system (authorized signers will be selected from among one board member and one convention member.) If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties as the Board shall determine.

Section 13. Sakura Con Chairperson. The Convention Chairperson shall be the executive officer of Sakura Con, and subject to the Board's control, shall supervise and oversee all of the business and affairs of Sakura Con. The Chairperson, along with such other officers as the Board may designate, shall sign deeds, leases, mortgages, contracts, or any other instrument that the Board authorizes to be signed unless the Board designates some other officer or agent of the corporation to so execute.

Section 14. Sakura Con Executive Committee. The Executive Committee (also known as "Department Heads" or "Department Directors" are defined as the people who oversee the various departments in the running and planning of Sakura Con. Their authority extends only to the running of the convention and have no power in ANCEA other than that of any other member of the general membership.

Section 15. Salaries. Officers shall not receive salaries for their activities as officers of the corporation.

## ARTICLE V NOTICE OF INDEMNIFICATION AND LIABILITY

To the fullest extent permitted by the Washington State Nonprofit Corporation Act, the Corporation shall indemnify any person who is or was a party to or is threatened to be made a party to any threatened, pending or completed criminal, civil, administrative or investigative action suit or proceeding (whether brought by or in the right of the Corporation or otherwise) by reason of the fact that he or she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation, against expenses (including attorney's fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the Corporation.

## ARTICLE VI DISSOLUTION OF ANCEA

Section 1. Dissolution of ANCEA Board. Should the Board dissolve for any reason, a special election will be

called at the next general meeting. The outgoing Treasurer (or acting Treasurer) shall facilitate the transfer of monies and accounts to the new Board of Directors.

Section 2. Dissolution of ANCEA. Should the membership of ANCEA choose by a 2/3 majority vote to dissolve ANCEA, then all net funds after bills, expenses and taxes are paid will be donated to the "Make-A-Wish-Foundation".

#### ARTICLE VII FISCAL YEAR

The fiscal year of the corporation shall be from January 1st to December 31st provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

#### ARTICLE VIII AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority affirmative vote by ANCEA general membership at a regularly scheduled meeting where notice of the proposed action has been given as an item of business for such meeting in the notice for the meeting.

Approved by the Board as of July 23, 2000

Daniel C. Harrison, President of ANCEA  
William Wildermuth, Vice-President of ANCEA