



## Charter and Bylaws

### Mission Statement

The Middle Tennessee Anime Convention produces events related to Anime, Manga & relevant Popular Arts, providing enthusiasts and the public at large with a forum for patronage and education thereof.

### I. Nomenclature

The designation "Middle Tennessee Anime Convention" is specifically reserved for formal useage or legal paperwork. The designation "MTAC" is to be used in all marketing and public communication. The naming of each individual convention produced by the MTAC organization shall be determined by a vote (as outlined in Section VIII) of the Board, but shall never be an exact whole number such as 1,2, or 3. Names must include a number, but must take a form other than the whole number. This shall be a distinguishing factor between MTAC and other like conventions.

### II. Frequency

MTAC shall organize a convention on an annual basis when possible. Dates and deviations from annual status shall be governed by a vote of the Board.

### III. Structure

MTAC shall have four levels of personnel. Some divisions will only apply to convention operations, while others will be necessary for the function of the organization itself. They are as follows:

#### A. Senior Directors

Senior directors each occupy a seat on the Board of Directors for MTAC. They are responsible for the basic functions of the convention and organization. They are the responsible parties for MTAC and are appointed by the Con Chair on a voluntary basis. Senior Directors vote as outlined in Section IV.

#### B. Directors

Directors are appointed by Senior Directors on a need-basis. They are responsible for divisions of each Senior Director's domain and their positions can be created or abolished by a motion and second in the

Board, followed by a vote. Directors do not carry voting power. Directors must be documented in the Amendments, as outlined in Section X.

#### C. Staff

Staff is the designation for any individual selected by a Senior Director or Director to serve on a semi-permanent basis under their department. The distinction between Staff and a Director is that they may be appointed by a Director and do not have to meet the approval of the Board, unless misconduct is addressed as outlined in Section IX. Staff do not carry voting power.

#### D. Volunteers

Volunteers are individuals who volunteer for general work during a particular MTAC. MTAC must have a pool of Volunteers to function each time a convention is held. They shall be organized and supervised by a Senior Director as outlined in Section IV. Volunteers carry no voting power.

### IV. Board of Directors

Positions other than the Con Chair will be appointed by the Con Chair. All positions are voluntary. Each position entitles the holder to a place on the Board of Directors. The Con Chair is appointed (or confirmed to continue from a previous term) by a majority vote of the Board once per year, as outlined in Section V. The Con Chair must occupy an existing Senior Director position or take up one of those positions upon becoming Con Chair. The Con Chair is simply a Senior Director who takes on the additional leadership role of Chair, as outlined in this section. In the event that no accepting volunteers are willing to run for Con Chair, the Board must make a public announcement of the vacancy. If this vacancy is not filled within 6 months, the MTAC Board may vote to dissolve MTAC, or move to pass a vote to allow another 6 months, and a postponement of the convention. If a Con Chair can be found, but all Board positions cannot be filled within 6 months (with public announcement of the vacancies), the Con Chair may organize a vote of the previous Board to dissolve MTAC. Postponement is not an option in this case, as the absence of a Board constitutes a lack of interest in the organization continuing.

In the event of an unexpected vacancy on the Board due to death, illness or disability, resignation or

impeachment, the Con Chair may immediately seek a capable replacement, or other Board members may divide the missing member's duties. The Con Chair will select a Director or Staff member to cast votes in place of the missing Board member if no replacement is found.

### **Con Chair**

The Con Chair handles incoming telephone calls and requests for information regarding the convention. The Con Chair has final say and settles disputes between members, staff, dealers, and the hotel. The Con Chair is responsible for the overall organization. The chairman, along with the treasurer, is responsible for financial issues including bank accounts. The chairman is also responsible for the legal entity of MTAC and holds title of President. The Con Chair may appoint a Staff person to act as MTAC Secretary and Assistant to the Con Chair. The Chair organizes and conducts business meetings. The Con Chair also occupies one of the Senior Director positions outlined in Amendment A.

Any Senior Director may divide their duties among appointed Directors who are created as stated in Section III. Those Directors must be documented in Amendment A of this charter each year.

### **V. Term and Term Limits**

The term of service for any Board Member or Senior Director shall cycle at the close of books (zero balance of debt) for the convention immediately prior, as determined and announced by the Senior Director of Revenue. At this time, all standing Senior Directors may choose to step down or continue in their current position. Prior to this option being exercised, the entire Board must vote to appoint or re-confirm the sitting Con Chair, thusly enabling the Chair to affirm those Board members or appoint new ones. The term of a Con Chair is limited to the close of books as well, but may be renewed by a vote of the Board.

Senior Directors are limited to service as appointment is made by Con Chair. A Board member may wish to remain, but the Chair has the authority to replace them or to announce their seat as vacant. Any challenge to this decision may be brought before the Board with a second by another Board Member, for a vote. Should the Board override the Con Chair, the individual shall remain for another term. After that

term, the Chair may remove them from their post if a desire still remains to do so.

### **VI. Meetings**

Meetings may be organized and scheduled by any standing Board Member, upon the approval of the Con Chair. Certain meetings may be mandatory for specific levels of commitment to convention operation or involvement. As planned convention dates grow nearer or special needs arise, it may become necessary to hold meetings in addition to the regularly scheduled ones. It will be the responsibility of the ranking officer or team leader to report those in attendance at special meetings to the appropriate officer.

### **VII. Members**

A member of the MTAC organization is anyone participating in a Volunteer, Staff, Director, or Senior Director position. Senior Directors are Board Members. Board Members are Senior Directors.

### **VIII. Votes**

Any Board Member can call a vote. Voting will be done when deemed necessary by the Board of Directors and major decisions, deemed as such by any motion with a second from another Board Member must be called to a vote. Other members may not call a vote, but are encouraged to bring their motion before a Board Member for a vote to be called and seconded by that member plus one. Voting will be done by a show of hands or secret ballot, method to be chosen by the Con Chair. By default, voting should be done by a show of hands. If any Board member requests that the voting be done by ballot then voting shall be done by secret ballot. If the vote is open then names should be associated with votes, recorded, and posted publicly. If by secret ballot, then only the results should be posted publicly. For official votes, 3/4 of the Board must be in attendance and a simple majority constitutes a win. Non Board members, except in the special case of impeachment, will have no voting rights but will be entitled to voice their opinion at times designated by the Board.

### **IX. Misconduct & Impeachment**

Any Director or Staff person who is deemed by any superior to be high-risk or harmful to the best interest of the organization's function and mission, and is subsequently dismissed, may not be re-appointed to

any position within a department without the approval of the Senior Director of the department. They may, however, assume duties in other departments with the approval of the relevant Senior Director. Any suspected abuse of this procedure may be brought to the Board for review and affirmation/rejection. The Board may also designate a responsible party for keeping records of such dismissals and/or approvals, including any cases where unique or specific actions of discipline have been taken.

If any member feels that members who have been elected or appointed to Board positions are violating the bylaws and constitution or not fulfilling their position requirements, then they may bring to the floor a vote of impeachment against said Board member. Removing of offending official may only be accomplished by a 2/3 vote of the Board, assembled in its entirety, within 30 days of that member bringing said charge before the Board. This is to let the accused official prepare a defense. Voting will be done by secret ballot administered by an individual from MTAC's Staff, or a member in good standing of Anime Nashville, that is just and true. Nevertheless the member bringing the charge and the accused official have no vote. In the event of a tie vote, the official in question will remain at their post for 6 months, at which time another impeachment vote will occur, in the same manner. This is to allow the official to correct whatever issue is outstanding, or allow the Board to see any lack of improvement, and vote accordingly. In the event of a second tie, that official must step down, along with the member who brought the charge. Neither may serve at their level of membership or higher for one year.

#### **X. Operating Capital**

Operating capital for the organization may come from convention membership revenue, sale of convention paraphernalia (such as T-shirts, hats, aprons, patches, etc.), dealer fees, special guest dinners, interest paid on transitional savings, raffles, auctions, fund raising events and donations. Surplus funds shall be saved for the next convention.

In the event the convention does not break even and suffers a financial shortfall, that sum total shall be divided up among the standing Board for that convention and all of those Senior Directors will contribute said shares to pay off convention debts.

#### **XI. Expenditures**

Expenditures may include such items as postal services, advertising services, rental fees (such as conference space, hotel rooms, A/V equipment), transportation, food, website hosting, phone service, guest compensation, business related expenses (fees for incorporation, etc), insurance, equipment purchase and storage, and reasonable compensation for member services, should MTAC reach such circumstances.

#### **XII. Dissolution**

MTAC may be dissolved by a simple majority vote of the Board, at any time.

In the event that MTAC is dissolved, any leftover funds shall be donated to a charity determined by the sitting Board.

In the event that no plans are set for an MTAC convention within 18 months of the previous convention, the Board must either set such a date or vote to dissolve.

#### **XIII. Amendments**

Amendments to this document may be made by a motion and a second from the Board. Amendments must be approved by a simple majority of the assembled Board. All appointed Directors must also be listed in an amendment, each year.

***This charter is ratified this 3rd day of August, 2003 by the undersigned.***

*Lucas Leverett, Patrick Freeman, Fred Quinones, Amanda Adams, Cole Stant, Damien Kelly (by proxy), Brooke Williams (by proxy)*

## **Amendments to the Charter and Bylaws:**

### **Amendment A - Senior Staff Positions**

This amendment shall define the positions of the Senior Directors of MTAC. Each Senior Director shall, as needed, appoint Directors in compliance with rules governing such appointments, and in doing so assemble the "department" as outlined in Amendment D. Specific tasks, obligations, and conduct requirements for Senior Directors shall be determined as standing policies of the Chairman with the approval of the Board of Directors.

#### **Senior Director of Venue and VIP Affairs**

The Senior Director of Venue and VIP Affairs is responsible for MTAC's relationship with the event facility and all contracts and obligations thereof.

The Senior Director of Venue and VIP Affairs is also responsible for VIP/Guest of Honor relationships and operations.

The general well-being of all visitors and staff of MTAC shall also be the responsibility of the Senior Director of Venue and VIP Affairs. This shall include Public Safety and Medical arrangements for the convention.

#### **Senior Director of Programming**

The Senior Director of Programming is responsible for the coordination and execution of the content of the convention including major events and panels, specific programming rooms or areas, and interfacing internally and externally as needed about these affairs.

#### **Senior Director of Convention Operations**

The Senior Director of Convention Operations is responsible for specific key components of the convention such as the Dealer Room, Hospitality Suite, and Convention Operations office.. This Senior Director is listed as "Vice President" on any necessary legal documentation.

#### **Senior Director of Revenue**

The Senior Director of Revenue is responsible for all money, bank accounts, receipts, reimbursements, and budgets for MTAC. He/She oversees components of the convention that pay out or collect money, such as the Gift Shop and Registration areas. This Senior Director is listed as "Treasurer" on any necessary legal

documentation.

#### **Senior Director of Marketing**

Promotion and advertising of the convention through various media, coordination of promotional sponsorships, management of art-oriented duties and program areas, public relations, asset management and acquisition and market data and research coordination are the duties of the Senior Director of Marketing.

#### **Senior Director of Technical Services**

Aspects of the stage, sound, lighting and public performance as well as computer networking, digital gaming, video presentations and other items deemed technical in nature or of or relating to a "stage crew" shall be the domain of the Senior Director of Technical Services.

#### **Senior Director of Personnel**

The Senior Director of Personnel is responsible for staffing needs in all areas of the convention, including the assessment of the entire staff on work obligations. He/She handles volunteers as well as senior staff, and provides scheduling and human resources management when applicable.

The above senior staff organization is ratified as of June 2, 2007 and shall be effective until a replacing amendment is ratified in accordance with Amendment B. Directors shall be defined by the prevailing Organizational Chart for the current convention year.

### **Amendment B: Staff Declaration in Charter**

It is amended this 13th day of May, 2004 that the naming of, and descriptions of jobs and duties for, the members of the Board of Directors shall be removed from the body of the MTAC charter and shall be detailed in conjunction with the Director positions outlined in Amendment A of this charter.

The objective of this amendment is to streamline the listing of these positions and allow for more flexibility in the contents of the board. Amendment A shall be updated as needed by the Board as positions are updated, and the last update shall be noted at the end of the amendment.

### **Amendment C: Board Population**

It is amended this 5th day of August, 2006 that MTAC shall maintain a seven-member Board of Directors. This amendment may be updated annually as need be by a majority vote of the Board of Directors.

### **Amendment D: Definition of Departments**

Ratified December 2nd, 2006. Be it known from this day forward that the grouping of staff under any Senior Director shall be regarded as a "department" of the MTAC organization.

### **Amendment E: Malicious Use of Position**

Any staff member or officer of MTAC who uses his or her department's resources, or control over those resources, to force the hand of, or hinder the ability to operate of, any other department or staff member outside the normal chain of command or without proper consent shall be subject to impeachment upon the victim's revelation of said malice.

### **Amendment F: Committee Deferment**

Detailed handling of single event or year-round planning, with approval of the Chairman, shall be delegated to a "committee of the willing". The board as a whole shall determine what topics will be referred to this forum, and when and/or how they wish to hear back from the committee. If the Chairman does not approve a committee topic, the Board may override that decision with a 2/3 (present) majority in agreement against the Chairman's decision. The Chairman is included in that vote.

The Senior Director under which the topic(s) at hand fall shall call a meeting for all staff interested to attend by way of staff-wide invitation. This first meeting shall be regarded as a showing of interest, and only those in attendance to the kickoff meeting may participate thereafter, with exceptions made at the discretion of the Senior Director in charge of said meetings. Notice of at least one week must be given for meeting time, date and place.

A Senior Director's authority for setting the meeting time/date shall be yielded to the Chairman if such meeting is not announced within two weeks of the Board's determination of committee worthiness.

Committees that run for consecutive years shall announce the acceptance of new members at least once per year, even if those prospective participants were absent from the previous year's kickoff meeting.

### **Amendment G: Officer/Staff Attendance**

The members of the Board of Directors (Senior Directors) shall be required to attend all monthly meetings as organized by the Chairman. Upon failing to attend the entire duration of three (3) such meetings, any offending Senior Director shall be referred to the Senior Director of Personnel for a warning. Upon the 4th offense (and every offense thereafter), the Senior Director of Personnel shall nominate the offending Board Member to the Board for impeachment in accordance with those procedures as outlined in the Charter.

Attendance policies of individual departments shall be exclusively established and enforced by the Senior Director of that department. However, the Chairman may request that all staff, or specific staff members, be present at specific functions and the Senior Director will be expected to facilitate that.

All staff of MTAC shall report foreseen issues with attendance privately to their superior, according to the chain of command: Directors to Senior Directors; Senior Directors to the Board email list.

### **Amendment H: Chain of Command**

The chain of command and system of reporting staff shall be illustrated by the organizational chart, updated annually or as needed by the Chairman. The description of "Reporting Directors" shall be removed from the body of the Charter.

### **Amendment I: Open Opportunity for Ascension**

It is amended this 2nd day of June, 2007 that the procedure outlined in Section V of the charter, as pertaining to the appointment or confirmation of the Chair, shall now include a provision to allow other MTAC staff to make known their interest in the post of Chair and campaign for it thusly.

Eligibility within the staff to "run for Chair" shall be

limited to those who meet or will meet the provisions set forth in the charter and who have obtained petition endorsed by a 2/3 majority of the standing Directors and Senior Directors. Such petition shall imply a willingness by the majority to be represented and led by the candidate.

A period of announcement shall be made available beginning no later than 7 days after the closing ceremonies of the convention, and ending 30 days after the same. During this period, any and all eligible parties must make known their interest in assuming the office of Chair, and may use internal channels of communication to "stump" for their aptitude and plans for the leadership of the convention. The incumbent Chair may also issue similar communication in support of their interest in remaining in the office.

The staff shall, at the next business meeting, address a vote for the Chair position as outlined in the charter. If no eligible or interested candidates have made themselves known, confirmation of the sitting Chair shall proceed as prescribed in Section V. However, the confirmation vote shall become an elective vote, by simple majority, for the Chair if one or more duly eligible parties have come forward. All eligible candidates shall have an opportunity to address the Board of Directors immediately prior to this vote, followed by remarks in kind by the sitting Chair.

Should a new Chair be elected, the exiting Chair shall assist them in assuming their duties and complete the hand-over of all needed materials by the next staff meeting. In the event that the sitting Chair is confirmed, business shall proceed as defined in Section V.

#### **Amendment J: Mission Statement Update**

As of October 10, 2007, the Mission Statement has been updated as posted.

#### **Amendment K: Update to Section IX**

As of October 28, 2007, Section IX has been updated to include new information, now described in its first paragraph.

#### **Amendment L: Veteran Directors**

It is amended this 7th day of June, 2008 that any current Director whose total years of service as Staff, Director, or Senior Director to MTAC exceeds three (3) out of the last five (5) years, may be nominated by a Senior Director to serve as "Veteran" where applicable. The Board shall vote on these nominations after customary discussion. Veteran Directors serve on a voluntary basis as with any other position within MTAC.