

BYLAWS OF
ANIME CRITICS UNITED, INC.

ARTICLE I: MEMBERS

Section 1. Emeritus Membership. The criteria for emeritus membership, in addition to any other criteria specified in these bylaws, are that an individual must be a current undergraduate or graduate student, alumnus, faculty, or staff of the Stevens Institute of Technology who has ever completed a full term as an officer at the corporation or its predecessor, and has never been removed from membership, or has had their removal revoked. Any person who submits documentation to the Secretary of them fulfilling such criteria shall be declared a member of the corporation upon payment of the annual dues for the first year.

Section 2. Provisory Membership. Any current undergraduate or graduate student, alumnus, faculty, or staff of the Stevens Institute of Technology shall be eligible for provisory membership, provided that such individual shall be proposed by one member and seconded by another member of the corporation. A proposal for membership, signed by the two endorsers, shall be sent to the Secretary, who shall report it, together with the names of the sponsors, at the next regular meeting of the Society. Voting upon the admission shall take place at the next regular meeting thereafter. A two-thirds vote shall elect to membership. A person so elected shall be declared a member of the corporation upon payment of the annual dues for the first year.

Section 3. Membership Dues. At the beginning of every fiscal year, all members must pay a membership fee equal to the price of a general admission ticket to the corporation's largest event hosted to be hosted in that year, as decided by the directors as a part of the approved annual budget. The Treasurer shall notify members two months in arrears, and those whose dues are not paid within two weeks thereafter shall be automatically dropped from membership in the corporation.

Section 4. Membership Benefits. Every member shall receive one complimentary admission ticket to the corporation's largest event hosted each year. The directors may grant additional privileges for the ticket beyond general admission.

Section 5. Membership Certificates. Once fulfilling the membership criteria, the Secretary shall issue a membership certificate to the individual.

Section 6. Resignation from Membership. Any member desiring to resign from their membership in the corporation shall submit their resignation in writing to the Secretary, who shall present it to the Board of Directors for action. No member's resignation shall be accepted until their dues are paid. A member's resignation that has been accepted will become effective upon the surrender of their membership certificate to the Secretary.

ARTICLE II: MEETINGS OF MEMBERS

Section 1. Regular Meetings. The regular meetings of the corporation's members shall be held at the call of the Moderator. The members must hold a regular meeting at least once every fiscal year, and it

shall be the responsibility of the Moderator to call meetings as necessary to fulfill this requirement. Meetings of the members may not be held without notice at least thirty days before the meeting.

Section 2. Special Meetings. Special meetings of the corporation's members may be called by the Moderator and shall be called upon the written request of six members or ten percent of the members of the corporation, whichever is larger. The purpose of the meeting shall be stated in the call, which shall be sent to all members at least fourteen days before the meeting.

Section 3. Annual Meeting. The first meeting following the end of the corporation's fiscal year shall be known as the annual meeting, and shall be for the purpose of electing directors, and any other business that may arise.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Board Composition. The corporation shall have a maximum of thirteen (13) elected directors. In addition, all officers of the corporation shall be ex-officio members of the board.

Section 2. Election of Directors. Directors shall be separated into two classes, elected by the members at the annual meeting for staggered two-year terms, in accordance with §703 and §704 of the Not-For-Profit Corporation Law of the State of New York. Directors will be elected by a majority vote via secret ballot.

Section 3. Orientation. Upon election or reelection and before being allowed to accept their position, a director shall attend a formal orientation session containing content specified by the directors, and then must sign a statement that affirms they understand their roles, responsibilities, and expectations under these bylaws and the law. At this time, the director must also sign any other statements as required by these bylaws or the law, including, but not limited to, acknowledgement of receipt of the conflict of interest policy as specified in Article X.

Section 4. Responsibilities. Beyond responsibilities specified by law, general administration of the corporation, and furthering of the corporation's purpose, the directors shall:

- Develop and maintain a strategic plan for the corporation, including metric goals for a variety of annual checkpoints;
- By the end of each fiscal year, prepare and submit to the members a formal written assessment of each officer, which must include an in-person discussion with the officer (and optionally other officers), and a set of assessment criteria specified by the directors;
- At least once every three years, prepare and submit to the members a formal written assessment of the performance of the board of directors, specifically with regards to its roles and responsibilities specified in the law, these bylaws, the adopted strategic plan, and any standing rules specified by the directors;
- Create and maintain policies and practices for encouraging members to nominate themselves to become a director and providing equal access to board leadership opportunities, with the goal of recruiting diverse board members and ensuring a continual commitment to inclusivity; and

- Any other responsibilities established by the board of directors, provided they do not conflict with these bylaws or any applicable laws

ARTICLE IV: MEETINGS OF THE DIRECTORS

Section 1. Regular Meetings. The regular meetings of the directors shall be held at the call of the Moderator or as ordered by the directors. The directors must hold a regular meeting once every month, and it shall be the responsibility of the Moderator to call meetings as necessary to fulfill this requirement.

Section 2. Annual Meeting. The first regular meeting after the first day of June shall be known as the annual meeting, and shall be for the purpose of electing officers, and any other business that may arise.

Section 3. Special Meetings. Special meetings of the directors may be called by the Moderator or by the Executive Board and shall be called upon the written request of four directors. The purpose of the directors meeting shall be stated in the call, which shall be sent to all members at least four days before the meeting.

Section 4. Notice. Electronic mail to the corporation-issued email account for a director, mail to the mailing address on file for a director, or an in-person announcement at a meeting of the directors at which a director is present, shall constitute notice for a meeting toward that director. It shall be the responsibility of each director to notify the Secretary of any changes to their mailing address.

Section 4. Attendance. At any given time, every director must have attended two out of the four most recent regular meetings of the directors, and six out of twelve of the same.

Section 5. Electronic Meetings. Directors who, due to their living situation, pre-planned work or vacation plans, or due to other circumstances approved by the directors at the beginning of the specific meeting, are located more than one hour travel time by public transportation away from the announced meeting location, may attend regular, adjourned, and special meetings via audio-conference. Directors attending electronically must provide their own microphone and be in a private room with no non-members present. They shall seek recognition, obtain the floor, and participate in viva voce and roll call voting by audio communication through their microphone, or via an alternative communication platform approved by the board. They may submit motions in writing via, and shall participate in rising and counted votes by writing their vote into, the text chat of the audioconference or an alternative communication platform approved by the board, in a timely fashion. They shall participate in ballot elections by privately messaging their vote to the tellers on a communication platform approved by the board. In case of technical difficulties, the meeting will stand at ease for up to one minute, or longer upon unanimous consent, but otherwise directors attending electronically shall yield the floor if applicable and be treated as if they have left the room. A director who involuntarily yielded the floor shall be given preference to the floor to use the remaining time of their original speech.

ARTICLE V: OFFICERS

Section 1. Officers and Duties. The officers of the corporation shall consist of a Moderator (the presiding officer of the board of directors), Secretary, Convention Chair, Vice-Chair of Operations, Vice-Chair of Programming, Vice-Chair of Publicity, Vice-Chair of Guest and Industry Relations, and a Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the corporation, by the Not-For-Profit Corporation Law of the State of New York, and as prescribed by the board of directors. For the purpose of compliance with the laws of the State of New York, the Convention Chair position shall be considered the President of the corporation, and the various Vice-Chair positions shall be considered Vice-Presidents of the corporation.

Section 2. Nomination Procedure. Starting on the first day of May, nominations for all officer positions shall be accepted from the floor at regular meetings of the directors and in writing or via electronic communication to the Secretary.

Section 3. Ballot Election, Term of Office. The officers shall be elected by ballot by the board of directors at the annual meeting. The Moderator and Secretary shall be elected by ballot by the board of directors at the first regular meeting following the annual meeting of the corporation's members. The officers shall serve until the last day of June following their election, and until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected. The Moderator and Secretary shall serve until the end of the fiscal year in which they were elected, or until their successors are elected.

Section 4. Office-Holding Limitations. Except as otherwise specified in this section, any, and only, full-time undergraduate Stevens students, even if not a member, may be nominated for and hold officer positions other than Moderator or Secretary. Other members of the Stevens community may be nominated for and hold the aforementioned positions when either: there are no other student candidates; when the current individual holding the position has requested a resignation; or after a three-fourths vote of the directors with previous notice when all other student candidates have either never held an officer position before or have ever been removed from any officer position. Only directors may be nominated for and hold the officer positions of Moderator and Secretary. Excluding department head positions, Moderator, and Secretary, no individual shall hold more than one office at a time, and no individual shall be eligible to serve more than two terms consecutively in the same office.

ARTICLE VI: RESPONSIBILITIES OF OFFICERS

Section 1. Convention Chair. The Convention Chair shall have the responsibility to ensure the successful fulfillment of the corporation's purpose and to oversee other officers of the corporation and assign them the necessary tasks to fulfill their responsibilities. All Vice-Chair officers shall have the responsibility to perform work and give reports at the direction of the Convention Chair.

Section 2. Treasurer. The Treasurer shall have the responsibility to, at the direction of the Convention Chair or the board of directors, create and adjust annual budgets, execute contracts and procurements,

record and audit financial activities of the corporation, and make financial recommendations for the benefit of the corporation and its purpose.

Section 3. Vice-Chair of Operations. The Vice-Chair of Operations shall have the responsibility to oversee operations and execution of the corporation and any events it holds, including the convention.

Section 4. Vice-Chair of Programming. The Vice-Chair of Programming shall have the responsibility to procure and develop events and programming related to the corporation's purpose, including what programming will be scheduled for the convention.

Section 5. Vice-Chair of Publicity. The Vice-Chair of Publicity shall have the responsibility to publicize all events held by the corporation, interact with press and the general public regarding the corporation and its events, and report on audience patterns and demographics that may affect the success of the corporation's events.

Section 6. Vice-Chair of Guests and Industry Relations. The Vice-Chair of Guests and Industry Relations shall have the responsibility to oversee procurement, negotiations with, management, and interaction with the Japanese media and Japanese media convention industries and any guests brought to events held by the corporation.

ARTICLE VII: EXECUTIVE BOARD

Section 1. Board Composition. The Convention Chair, Vice-Chair of Operations, Vice-Chair of Programming, Vice-Chair of Publicity, Vice-Chair of Guests and Industry Relations, and the Treasurer shall constitute the Executive Board, with the Convention Chair as the chair. The Executive Board shall be considered a committee of the board of directors, but shall follow the parliamentary rules for a small board.

Section 2. Board's Duties and Powers. The Executive Board shall have general supervision of the affairs of the corporation between meetings of the board of directors, make recommendations to the board, and perform such other duties as are specified in these bylaws. The Executive Board shall have the power to adopt policies, and enter into agreements or contracts with other organizations, corporations, or independent contractors, subject to other restrictions in these bylaws or the law, or specified by the directors, provided that no member of the Executive Board is an interested person nor is the transaction a related party transaction, as defined by the corporation's conflict of interest policy and the Not-For-Profit Corporation Law of the State of New York.

Section 3. Board Meetings. Regular meetings of the Executive Board for a given semester shall be set by the Board at a special meeting called by the Convention Chair at least two weeks before the beginning of the semester with at least seven days notice. Meetings must occur at least once every two weeks. Special meetings of the Board may be called with three days notice by the Convention Chair and shall be called upon the written request of two members of the Board.

Section 4. Officers. The Executive Board shall be chaired by the Convention Chair. The Executive Board shall elect a Secretary, and a number of other officers as established by the Executive Board, who shall be known as department heads. If the position is not vacant, department heads shall be

appointed by the vice-chair to which they report, or the Convention Chair otherwise. Otherwise, department heads shall be elected by ballot with previous notice at any regular meeting of the Executive Board. Department heads shall serve for a term lasting until their graduation from the Stevens Institute of Technology, or, if the individual is not a current student, the same term as officers of the corporation, or until their successor is appointed or elected.

ARTICLE VIII: COMMITTEES

Section 1. Responsibilities. Directors shall have the responsibility to serve on at least one standing committee of the board, unless there are currently no vacancies thereof. Directors shall have the responsibility to respond to and accommodate, in good faith and with the care of an ordinarily prudent person in a like position would exercise under similar circumstances, official requests to attend a meeting or hearing with the board or any committee of the board.

Section 2. Committee Elections. Elections of committee members and committee chairs, excepting members of the Contract Committee, shall be by ballot, unless the number of candidates is equal to or lesser than the number of open seats, in which case a viva-voce election shall take place. These elections shall take place at the first regular meeting of the directors following the annual election of directors.

Section 3. Finance Committee. A Finance Committee composed of the Convention Chair, the Treasurer, and three directors shall be elected by the board via nominations from the floor. It shall be the duty of this committee to prepare a budget for the fiscal year and to submit it to the board at its regular meeting in August. The Finance Committee shall have the power to adopt amendments to the budget for the current fiscal year, which may be adopted by a majority vote. All business concerning the transfer of corporation assets and adopting policies governing thereof shall be automatically referred to this committee. The Treasurer shall provide monthly financial reports to the Finance Committee with reconciliation of accounts.

Section 4. Audit Committee. An Audit Committee composed of five independent directors, only a minority of whom may be members of the Finance Committee, shall be elected by the board via nominations from the floor. The chair of the Finance Committee may not be a member of the Audit Committee. It shall be the duty of this committee to audit the Treasurer's accounts at the close of the fiscal year, or to defer such duties to an independent auditor, as required by law, to report at the annual meeting of the members, to submit recommendations to the board as a result of the committee's activities, and any other duties as required by the law. The committee shall further have the responsibility to monitor the operations of the corporation for compliance with financial and other non-behavioral policies established by the board, and to make periodic reports and recommendations to the board thereof. The committee shall have the authority to retain or renew the retention of the corporation's independent external auditor, to approve or reject any non-audit financial services performable by the auditor, and to negotiate the compensation thereof.

Section 5. Personnel Committee. A Personnel Committee, composed of five directors, who are not presently nor have previously been a member of the Executive Board or a department head within the

current or previous fiscal year, shall be elected with nominations by ballot. The chair shall thereafter be elected. It shall be the duty of this committee to:

- recommend criteria for assessing individuals associated with the corporation,
- monitor and investigate the conduct of such individuals for compliance with such criteria and the whistleblower policy established by the board,
- make periodic reports and recommendations to the board thereof,
- fulfill the board's responsibilities of conducting written assessments of officers and the board,
- establish procedures to fulfill requirements set forth in a whistleblower policy established by the board,
- organize meetings from time to time between one or more individuals associated with the corporation and the committee, a member of the committee, or a subcommittee, in order to fulfill any of the other duties of the committee, and
- mediate personal disputes related to the business of the corporation between two or more individuals associated with the corporation, to such an extent that does not interfere with the other responsibilities of the committee.

The committee shall have the authority to appoint other directors, officers, or department heads to its subcommittees in cases where their assistance is relevant to the subcommittee's purpose. All business concerning the investigation of disciplinary procedures, the whistleblower policy, and written assessment of the board, directors, officers, and department heads shall automatically be referred to this committee.

Section 6. Program Committee. A Program Committee composed of the Convention Chair and four other directors, only a minority of whom may be members of the Executive Board, shall be elected with nominations by ballot. The chair shall thereafter be elected by ballot. It shall be the duty of this committee to:

- make periodic reports and recommendations to the board regarding the corporation's strategic plan and annual metrics;
- oversee and make recommendations to the Convention Chair regarding the annual report of the corporation; and
- direct subcommittees and officers of the corporation to prepare written reports and recommendations regarding the corporation's operations, monitor the fulfillment of such recommendations, and to make periodic reports and recommendations to the board thereof.

The committee shall have the authority to appoint other directors, officers, or department heads to its subcommittees in cases where their assistance is relevant to the subcommittee's purpose. All business concerning the corporation's strategic plan, its annual report, or the investigation and assessment of corporation operations shall automatically be referred to this committee.

Section 7. Contract Committee. A Contract Committee composed of directors shall be elected via nominations from the floor. The directors shall vote to affirm or deny each nominee individually; each affirmation shall be done by a viva voce vote, with the option to adopt a motion to vote by ballot. This committee shall have the authority to approve contracts in the name of the corporation, provided that the contracts meet the following criteria:

- the total gross amount of compensation and reimbursements exchanged between parties does not exceed ten thousand dollars (\$10,000);
- the transaction is not a related party transaction, as defined by the corporation's conflict of interest policy and the Not-For-Profit Corporation Law of the State of New York;
- the contract does not involve the lease, purchase, sale, or mortgage of real property; and
- the contract does not contravene any motion, bylaw, rule, or other act of the directors or the members.

The committee shall report on each approved contract at the next regular meeting of the directors following its approval, and shall furnish it to the Secretary, who shall include it in the minutes. The committee shall have the authority to appoint other directors, officers, or department heads to its subcommittees in cases where their assistance is relevant to the subcommittee's purpose.

ARTICLE IX: FINANCES

Section 1. Fiscal Year. The corporation's fiscal year shall begin on the first day of September of a given year, and end on the last day of August in the following calendar year.

Section 2. Authority. The Executive Board may authorize spending of corporation funds, provided that:

- a budget has been approved by the directors for the fiscal year in which the transaction will take place;
- the transaction complies with that budget;
- the transaction does not involve compensation of directors, officers, or employees of the corporation; and,
- the transaction does not involve the purchase, sale, or mortgage of real property.

The Executive Board may not authorize the entering into contracts or agreements with vendors or independent contractors if any financial provisions of such agreements conflict with this section.

Section 3. Compensation. Compensation of any director, officer, or employee of the corporation must be approved by roll-call of the directors in advance of paying such compensation, in accordance with the corporation's conflict of interest policy, and only when information is made available to the directors regarding: compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, and/or actual written offers from similarly situated organizations. Any compensation arrangements approved by the directors must be recorded in writing, along with the date and terms of such arrangements, the vote cast by each director, and any information and the source thereof on which the decision was made.

ARTICLE X: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the board of directors may adopt.

ARTICLE XI: AMENDMENT OF BYLAWS

These bylaws may be amended at any regular meeting of the members or the directors by a two-thirds vote with previous notice from the last regular meeting.