

# **CONSTITUTION**

Of the Australian, New Zealand American Association of Minnesota (ANZAA Minnesota)

## **ARTICLE I     Definition**

The Association is a non-profit organization with headquarters in the Minneapolis – St Paul metropolitan area of Minnesota, USA.

## **ARTICLE II     Origin and Role**

The Association was established on 25 April, 1972 as the “Down Under Club of North Central USA Inc” for the purpose of providing opportunities for social contact and fostering and promoting interest in Australia and New Zealand.

## **ARTICLE III     Objectives**

The objectives of the Association shall be –

- i) To promote social activities for the Membership.
- ii) To provide interested parties with information on Australia and New Zealand educational, commercial, industrial and agricultural activities.
- iii) Affiliation and/or co-operation with other related organizations.
- iv) Engage in any other activity for the benefit of the Membership as decided by a General Meeting.

## **ARTICLE IV     Membership**

### **Section 1     Eligibility**

- i) Membership is available to –
  - a. All those born or naturalized subjects of Australia or New Zealand, and their spouse and dependents,
  - b. Residents of the United States who may be citizens of other countries who demonstrate a genuine interest in Australia and/or New Zealand, and
  - c. Local companies with ties or interest in Australia and/or New Zealand.
- ii) Application for Membership in the Association shall be submitted to the Executive by way of the application form that is made readily available on the website.
- iii) Acceptance of new Members is at the discretion of the Board.

## Section 2 Classification

Membership classifications shall be at the discretion of the Executive Board and shall be reviewed from time to time. Current information will be clearly displayed on the website and application / renewal form.

Classifications may include Full Member, Associate Member, Affiliated Member, Corporate Member and Life Member,

Refer to the By-Laws for –

- i) Member rights and responsibilities
- ii) Termination of Membership
- iii) Membership Dues

## **ARTICLE V Officers**

The management of the Association shall be vested in the Board, consisting of the Executive –

- i) President
- ii) Vice President
- iii) Treasurer
- iv) Secretary

And a minimum of four (4) additional elected officers.

Refer to the By-Laws for –

- i) Duties and responsibilities
- ii) Term of office
- iii) Office vacancies

## **ARTICLE VI Meetings**

### Section 1 General Meetings

An Annual General Meeting (AGM) shall be held to conduct the election of the Board and receive reports of Officers.

## Section 2 Special Meetings

A Special General Meeting may be called by a two-thirds vote of the Board or by a written request signed by at least two-thirds of the Membership.

## Section 3 Board Meetings

- i) The President may convene a meeting of the Board or the Executive at any time with proper notification given to each Board Member.
- ii) Board Meetings should be held at least every three months.
- iii) Board Meetings shall be open to the general Membership.

Refer to the By-Laws for –

- i) Meeting rules
- ii) Meeting conduct
- iii) Quorum

## **ARTICLE VII Operating Structure**

In order to facilitate the smooth and efficient operation of the Association's business, the Board may select an operating structure, at its discretion.

### Section 1 Committees

Committees may be formed by the Board to operate the business of the Association. These Committees may take the following format –

- i) Standing Committees
- ii) Ad Hoc Committees

Except as otherwise provided herein, Committee Chairperson(s) shall be appointed by the President as necessary.

All Committees shall report to the Board.

### Section 2 Operating Positions

As an alternate to the formation of Committees, the President, with the approval of the Board, may appoint Officers to operating positions.

Refer to the By-Laws for –

- i) Committee duties
- ii) Committee dissolution
- iii) Committee reports
- iv) Operating position duties

## **ARTICLE VIII Finance**

### Section 1 Responsibility

Collection, expenditure and allocation of the Association's funds are the responsibility of the Board.

### Section 2 Audit

The Board shall appoint two Members who will audit the Association's financial records annually.

Refer to the By-Laws for –

- i) Bank / Checking Accounts
- ii) Check endorsements

## **ARTICLE IX Amendments**

### Section 1 Procedure

The Constitution may be amended at any General or Special Meeting of the Association by a two-thirds majority of the votes cast, provided proper notification has been given to the Membership as specified in the By-Laws.

Refer to the By-Laws for –

- i) Repeal of Amendments or By-Laws
- ii) Amendment Proposal
- iii) Amendment proposal publicity and submission procedure

## **BY-LAWS**

Of the Australian, New Zealand American Association of Minnesota (ANZAA Minnesota)

### **MEMBERSHIP**

#### Section 1 Membership Roster

- i) A Membership roster shall be maintained by the Board.
- ii) The Board will consider the removal of names from the roster each year, subject to non payment of dues or other actions that may warrant cancellation of Membership.

#### Section 2 Rights of Members

- i) All Members have the right to attend the Annual General Meeting, other General Meetings as called from time to time, Special Meetings, Board meetings and Executive Meetings.
- ii) All current financial Members (including Life Members who are exempt from annual fees) have the right to vote at General or Special Meetings.
- iii) All current financial Members (including Life Members) are eligible to be an Officer of the Association, or be a Member of any committee.
- iv) All Members are eligible to attend all Association activities and programs except where City / County / State or Federal laws prohibit such attendance.
- v) All current financial Members (including Life Members) can hold Executive Board Office.

#### Section 3 Member Responsibility

All Members are expected to support and participate in Association activities and further the Association's purpose.

#### Section 4 Termination of Membership

- i) Members shall be deemed to have resigned if –
  - a. A letter of resignation is submitted by the Member to the Secretary.
  - b. Annual Membership dues are not paid for the current year by 15<sup>th</sup> February.
- ii) Un-financial Members will be advised in writing and/or by email of their impending removal from the roster. Once un-financial, former Members will be charged at the Non-Member rate at events they attend.

## Section 5      Membership Dues

- i)      Membership dues will be reviewed and set by the Board for the succeeding year.
- ii)     Membership fees may be based on a Membership classification or flat rate as determined by the Board.
- iii)    Payment of annual Membership dues entitles the Members' to receive a copy of the Association's publications, receive notification and participate in all events and activities for the current year at the Member's rate.
- iv)     Membership dues will apply to the calendar year and will be due on 1<sup>st</sup> January each year.
- v)      New Members accepted after 1<sup>st</sup> August will be charged one half the current annual dues.
- vi)     Members will be deemed un-financial if dues are not paid by 15<sup>th</sup> February.

## Section 6      New Members

- i)      Applications for Membership shall be on the prescribed form and accompanied by the appropriate Membership fee.
- ii)     Notification of acceptance will be made by the Board and a letter of welcome sent by the President.
- iii)    The names of new Members will be listed in the Association's Newsletter.
- iv)     Objections to acceptance of a new Member must be made in writing to the Board within one month of publication.

## Section 7      Life Members

Life Membership to the Association may be bestowed upon persons who have demonstrated substantial and sustained contribution to the Association over many years. Life Members shall be exempt from having to pay Membership fees and shall enjoy all benefits and rights afforded to Association Members.

## OFFICERS

### Section 1 Duties

The Officers of the Association shall be President, Vice President, Treasurer, Secretary and a minimum of four others. These Officers form the Board. The Officers shall perform any duties the Board may prescribe including, but not limited to the following –

- i) The President shall have the following duties –
  - a. To preside at meetings of the Board and General and Special Meetings.
  - b. To prepare the agenda for the abovementioned meetings.
  - c. To appoint Chairpersons for all Standing Committees as necessary with approval of the Board.
  - d. To be an ex-officio member of all Standing and Special Committees with voice but without voting privileges.
  - e. To form Special Committees as necessary and to appoint Chairpersons for said Committees with the approval of the Board.
  - f. To appoint Officers to Operating Positions as necessary with the approval of the Board.
  - g. To perform all other duties pertaining to this office.
  
- ii) The Vice President shall have the following duties –
  - a. To perform the duties of the President in his/her absence.
  - b. To co-ordinate the work of all Committees, both Standing and Special.
  - c. To co-ordinate the work of Operating Positions
  - d. To perform such other duties as the President or the Board may prescribe in keeping with this office.
  
- iii) The Treasurer shall have the following duties –
  - a. To maintain accurate records of the financial status of the Association and report its financial position at meetings.
  - b. To take all necessary steps to safeguard the Association's funds.
  - c. To receive and bank annual membership dues and function payments and proceeds.
  - d. To be responsible for the payment of the Association's invoices and Credit Card balances in a timely fashion.
  - e. To keep the Association's Cheque Book, Credit Card and Cash Bag.
  - f. To keep the Board informed of the Members who have not paid their dues.
  - g. To ensure the Association's finances are audited in accordance with the Constitution and any other City / County / State or Federal laws.
  - h. To renew the Association's "non profit" status with the necessary government agencies at the required intervals.

- i. To perform such other duties as the President or the Board may prescribe in keeping with this office.
  
- iv) The Secretary shall have the following duties –
  - a. To record the minutes of the meetings of the Board and General Meetings.
  - b. To keep attendance records of Board Members.
  - c. To be in charge of Board records.
  - d. To perform such other duties as the President or the Board may prescribe in keeping with this office.
  
- v) The remaining officers elected to the Board shall undertake roles and perform duties as specified by the President or the Board. These roles may include Chairpersons or Members of Committees, or other Operating Positions.

## Section 2 Inability to Fulfill Duties

Any Officer unable to fulfill his/her duties and responsibilities will be expected to resign. Such duties and responsibilities shall include attendance and participation in Board Meetings.

While it is understood and accepted that Board Members will likely not be able to attend every event and/or every Board Meeting due to work or family commitments, in order to maintain Board Membership, it is required that a minimum of 30% attendance at Board Meetings be sustained during the year (AGM to the day before the next AGM). The AGM shall be considered as a Board Meeting for the purpose of this Section. The President shall have the discretion to allow a variance of this requirement for matters such as longer term absences due to work or personal issues, or for any other reason deemed acceptable.

Board Members who do not achieve the 30% minimum attendance and have not been granted variance will be ineligible for consideration as a Board Member for the 12 months following the next AGM.

## Section 3 Suspension from the Board

Any Officer may be immediately suspended from the Board by the unanimous vote of the Executive Board Members if it is considered that the Officer, by their actions or inactions, have brought the reputation of the Association into disrepute. Suspension from the Board automatically suspends voting rights of the Officer and requires the matter to be brought to the proceeding Board Meeting or Meeting of the General Membership for resolution.



#### Section 4 Removal from Office

Any Officer may be removed from office by a two-thirds majority vote of the Board present at a duly convened Board Meeting or of the General Membership present at any duly convened Annual General Meeting whenever, in its judgment, the best interests of the Association would be served thereby. The President will make recommendations relating to the situation to the meeting. The Officer subject of the action, will be given the opportunity to respond to the complaint raised prior to a formal vote being taken. Officers removed from the Board may not falsely claim ongoing affiliations.

### ELECTIONS

#### Section 1 Procedures

- i) Election procedures shall be the responsibility of a Returning Officer as appointed by the President. The duties of the Returning Officer shall include, but not be limited to the following –
  - a. To call for and ensure the election of Members to the Board as provided in the Constitution and these By-Laws.
  - b. To review the constitutional method of elections in light of the changing needs of the Association and to prepare amendments on elections as judged necessary.
  - c. To perform such other duties as the President or the Board may assign relative to elections.
- ii) Elections shall normally be in the form of a show of hands by Members present. If deemed necessary or advisable by the Returning Officer, or by a motion from the floor, a secret ballot will be taken.
- iii) The election shall be conducted as follows –
  - a. Election of new Officers shall be conducted each year during the Annual General Meeting.
  - b. Nominations shall be opened four weeks prior to the date of the election. Any eligible Member may place his/her name for nomination by notifying any member of the Executive. In addition, any eligible Member may nominate another eligible Member to the Executive. In this case, the nominator is charged with the responsibility of soliciting the consent of the nominee.
  - c. Nominees may have their name placed for nomination for more than one Office, but may only hold one Office unless exceptional circumstances exist.
  - d. Nominations will be closed by an approval motion prior to the commencement of the election.

- e. The candidate receiving a majority of votes cast shall be elected. Should no one candidate receive a majority of votes cast, a second election shall be held between the two candidates receiving the most votes in the first ballot. Ties after the second ballot will be decided by the drawing of lots in the presence of the candidates involved.
- f. Absent Members cannot be elected into office without their written consent.

## Section 2 Term of Office

- i) It is the intent of these By-Laws that the term of office for elected Board Members shall be the period between Annual General Meetings. In the circumstance where the period of time between Annual General Meetings exceeds the one year period, incumbent Board Members shall continue to serve in their respective roles in order to continue the operation of the Association until elections can be held.
- ii) Members may run for election to the same Office for more than two consecutive terms, provided the other elected Board Members approve such action and the majority of Members agree at the Annual General Meeting.

## Section 3 Vacancies

- i) A vacancy on the Board shall be filled by an appointee of the President or the Board within one month of the vacancy for the unexpired term of office.
- ii) In the event of the President resigning or being removed from office, the Vice President will assume the office of President, and the Board shall appoint a new Vice President.

# MEETINGS

## Section 1 Notice of Meetings

- i) The Secretary shall ensure that notifications of General Meetings are communicated at least two weeks in advance of the meeting.
- ii) The President shall call a Special Meeting at his own discretion or at the request of any two Board Members. The Secretary shall notify the Membership of the time, place and agenda of Special Meetings at least one week in advance.
- iii) Any Club Member may bring matters to the attention of the Board at any time. A proposal signed by ten Members shall be placed on the agenda of the General or Special Meeting, or the Board Meeting, whichever is appropriate.

## Section 2 Board Meetings

Board Meetings shall be held on a regular basis as stipulated in the Constitution. These meetings are open to the general Membership, with Members having a voice but no vote.

## **COMMITTEE / OPERATING POSITIONS AND DUTIES**

### **Section 1      Structure**

The Board, at its discretion, may select an operating structure that, in its opinion, best serves the operations of the Association. Generally, this shall be in the form of Committees or Operating Positions.

### **Section 2      Committees**

- i) When Committees are deemed appropriate, the President shall appoint annually at least one Chairperson for each Committee formed. No committee Chairperson may serve for more than two consecutive annual terms. Ad Hoc Committees as well as the term of office of the Chairperson shall extend until dissolved by the President or until the term of Office expires.
- ii) All Committee Chairpersons shall be required to present an oral report at each Board Meeting and at General / Special Meetings when requested to do so by the Board.
- iii) All final Committee reports shall be in writing and only presented at the Annual General Meeting.

### **Section 3      Operating Positions**

- i) When Operating Positions are deemed appropriate, the President shall appoint an Officer to each position formed.
- ii) All Operating Position Officers shall be required to present an oral report at each Board Meeting and at General / Special meetings when requested to do so by the Board.
- iii) All Operating Position Officers shall provide a written report for presentation at the Annual General Meeting.

### **Section 4      Duties**

The duties of the Committees / Operating Positions responsible for each area of operation are as follows –

- i) Social Committee / Social Coordinator
  - a. Formulate a social program for the calendar year for inclusion in communications of the Association.
  - b. Make arrangements for all social functions with the assistance of other Members.

- c. Provide estimates of function revenue and expenditure to the Board with the assistance of the Treasurer.
  - d. Provide input to the Newsletter and/or website and other social networks on recent events, and details of forthcoming events.
  - e. Control all Association property relating to the social functions.
  - f. Any other responsibilities specified by the Board.
  
- ii) Technology Committee / Technology Coordinator
  - a. Recommend appropriate technologies to the Board for the purpose of improving efficiencies, communications to Association Members, and presenting a professional image of the Association.
  - b. Assist in the implementation of appropriate technologies as directed by Board action.
  - c. Oversee the Association's website and email site.
  - d. Renew the Association's internet Domain names as needed to ensure user rights are maintained.
  - e. Any other responsibilities specified by the Board.
  
- iii) Membership Committee / Membership Coordinator
  - a. Maintain the membership roster in electronic form in an accessible location.
  - b. Handle all external correspondence relating to public relations.
  - c. Publish an annual Membership Roster.
  - d. Provide input to the Newsletter and/or website and other social networks on new Members, news from Members, information exchange etc.
  - e. Assist the Treasurer in maintaining accurate records of dues, departing Members, Membership lists etc.
  - f. Any other responsibilities specified by the Board.
  
- iv) Communications Committee / Communications Coordinator
  - a. Publish the Association Newsletter on a regular basis.
  - b. Handle all external correspondence relating to Association affairs, in conjunction with the Secretary.
  - c. Promote the Association in the community.
  - d. Maintain a library of information for use in preparing presentations.
  - e. Represent the Association in all negotiations regarding publicity or advertising.
  - f. Any other responsibilities specified by the Board.

## **FINANCE**

### Section 1      Responsibility

Collection, expenditure and allocation of the funds of the Association are the responsibility of the Board

### Section 2      Bank

The funds of the Association shall be deposited in such banks as are determined by the Board.

### Section 3      Account Names

Association bank accounts shall be in the name of "Australian New Zealand American Association of Minnesota" or accounts including those words.

### Section 4      Signing of Cheques

Cheques must be signed by two Executive Officers.

### Section 5      Dispersion of Funds

In the event of dissolution of the Association, its funds shall be dispersed equitably to all financial Members.

### Section 6      Special Purpose Accounts

Special purpose accounts may be set up with disbursements being recommended by a Committee set up for that purpose. Such disbursements must be agreed to by the Board.

### Section 7      Fiscal Year

The fiscal year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

### Section 8      Approval of Expenditures

Expenditures must be approved by the Board. Pre-approval may be obtained for expenditures related to Association functions, or for expenses of a minor nature.

Section 9 Keeping of Financial Records

Financial records will be kept for a period of 4 years following the close of the Associations fiscal year.

**RULES**

Section 1 Quorum

At a General or Special Meeting of the Association, twenty percent or fifteen Members eligible to vote including at least two Officers shall constitute a quorum. At a meeting of the Board, three Officers including at least one Executive Board Member shall constitute a quorum.

Section 2 Majority Vote

Except as otherwise provided in the Constitution and By-Laws or in Robert's Rules of Order as Revised, any motion shall be carried by a simple majority of the votes cast.

Section 3 Proxy

Except as otherwise provided in the Constitution and By-Laws, no proxy or absentee vote is valid at any meeting of the general Membership or of the Board.

Section 4 Robert's Rules

Except as otherwise provided in the Constitution and By-Laws, Robert's Rules of Order as Revised shall govern proceedings of the Association's General Meetings and those of the Board.

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