

Welsh North American Association Constitution and Bylaws

Constitution

Article 1. Name

The name of the Association is the Welsh North American Association (hereafter referred to as “the Association” or as abbreviated to “the WNAA”) also doing business as the North American Festival of Wales (hereafter referred to as “the Festival” or as abbreviated to “the NAFOW”), the latter designation referring to the principal event on the Association’s calendar. The Association previously did business as the Welsh National Gymanfa Ganu Association.

Article 2. Purpose

The WNAA is registered as a [501 (c) (3)] Non-Profit corporation, whose purpose is to preserve, develop and promote Welsh cultural heritage and traditions, including the Gymanfa Ganu in North America, for people of Welsh descent and other interested parties.

Article 3. Membership

- (a) Any person of Welsh descent or any person or organization in sympathy with the stated purpose of the Association may become a member.
- (b) Members pay dues as proposed by the Board of Trustees and ratified by the general membership at the Annual General Meeting (AGM) of the Association.

- (c) Organizations that become members are recognized as Affiliated Welsh Organizations (AWOs) but are entirely separate entities from the Association.

Article 4. Governance

This Constitution and the related Bylaws are the governing documents of the Association.

(a) The main governing body of the Association is an uncompensated Board of Trustees comprised of a maximum of twenty persons (20), in addition to the Officers of the Association, which officers are President, Vice President, Secretary, System's Coordinator, Treasurer and Immediate Past President. All Board of Trustees members (hereafter referred to as the "Board") have equal voting rights, except the President, who votes only in the event of a tie. The President is the chairperson of the Board. The Board is subject to direction by the Association's members at an AGM.

(b) The Executive Committee, comprising the Officers, the Immediate Past President and one Trustee elected as Member-at-Large by and from the Board. The Executive Committee is responsible for managing the ongoing affairs of the Association. Any actions or changes proposed by the Executive Committee must be presented to the Board for ratification.

(a) The Board may establish as many committees as it deems necessary and may appoint as many assistants and volunteers as it deems necessary to carry out the work of the Association.

Article 5. International Headquarters

An International Headquarters (IHQ) will be organized and maintained in the United States to handle the day-to-day affairs of the Association. The Association is incorporated in the State of Ohio. If the IHQ is located in a different State, then it must be registered to do business in that State.

Article 6. Executive Secretary

An Executive Secretary (EXS) will be employed by the Board to operate IHQ. The EXS is the Agent of the Association and is responsible for reregistering the Association if the location of IHQ moves from one state to another.

- (a) The EXS is hired for a three-year term that may be renewed at the discretion of the Board.
- (b) The Board determines the compensation of the EXS.
- (c) The EXS cannot be an elected member of the Board, but he or she is an *ex-officio* member of the Board and all other committees of the Association except the Nominating Committee. The EXS is not entitled to vote on matters under consideration by the Board or any committee.

Article 7. North American Festival of Wales

The WNAA will organize a Festival that celebrates the purpose of the Association. The Festival will be held on dates and at a place to be determined by the Board. The Festival will always include as one of its events the Welsh National Gymanfa Ganu. The Board may, on behalf of the membership, hold or sponsor events other than the Festival that are consistent with the purpose of the Association.

Article 8. Annual General Meeting

The Annual General Meeting of the Association is held in conjunction with the North American Festival of Wales at a time and location to be specified by notice from the Executive Secretary.

Article 9. Amendments/Voting/Quorum

- (a) The Constitution may be amended by a two-thirds vote of the members present and voting at the AGM of the Association. Approved amendments will take effect immediately.
- (b) The membership will be notified of proposed changes to the Constitution postmarked, or otherwise posted not less than thirty (30) days prior to the date of the AGM.
- (c) Thirty (30) members of the Association in good standing, will constitute a quorum.

Article 10. Fiscal Year/Auditors

- (a) The Fiscal year of the Association will end on December 31. Thus the fiscal year is coincident with the calendar year and this will also be the statistical and membership year of the Association.
- (b) Two auditors for the current fiscal year will be elected at the AGM. If an auditor is unable to perform this task at the time the audit is to take place, the President will appoint a substitute.

Article 11. Nominating Committee

Three members of the Association, appointed by the President, will constitute a Nominating Committee. The chair of the Committee will be the Immediate Past President of the Association unless he or she is unable

to undertake the responsibility, in which case the President will ask another former President to be the chair. The Nominating Committee, with the help of the Board, will prepare a slate of nominees for election to vacancies on the Board for presentation and vote at the AGM. The Nominating Committee will also nominate persons to be officers of the Association, for election by the Board.

Article 12. Archives

The Great Plains Welsh Heritage Center, Wymore, Nebraska, is custodian of the archives of the Association under terms and conditions to be negotiated between the two organizations.

Article 13. Dissolution

The Association shall exist in perpetuity unless it is dissolved by affirmative vote of the membership; at which time it will be the duty of the Board to distribute any remaining assets in accordance with the Internal Revenue Code of the United States and/or the Income Tax Act of Canada.

Bylaws

Article 1. Election and Eligibility of Trustees

- (a) Trustees are elected to the Board by vote of the members of the Association at the AGM, for a three-year term. A trustee may serve two contiguous three-year terms. On leaving the Board, a trustee is not eligible for re-election for the following two years.

- (b) In the event of the resignation or death of a trustee, the Board, by majority vote, may appoint a member of the Association in good standing to fill the vacancy until the next AGM. At that time the individual may be a candidate for nomination to the Board. The partial year served as an appointee will not be assessed as a partial term.
- (c) Nominees must be persons who have been members of the Association for one year, must be at least eighteen years old at the time of the AGM, have indicated a willingness to travel to Board meetings and must possess an email account.
- (d) All nominees for the position of trustee must be present at the election, or have indicated a willingness to serve, in writing, to the Chair of the Nominating Committee. Without such, a nomination may not be presented at the AGM.
- (e) After the Nominating Committee has presented its slate, the President will seek nominations from the floor. These must be proposed and seconded and all the conditions of (c) and (d) above must be satisfied.
- (f) A maximum of six trustees may be residents of the United States west of the Mississippi River. A maximum of eight trustees may be residents of the United States east of the Mississippi River. A maximum of five trustees may be residents of Canada. One resident of Wales may also be elected a trustee. At no time shall there be less than twelve Trustees. If there has been a vacancy or vacancies on the Board from any of the geographical areas for three consecutive years, a member or members may be elected from any of the other regions, to fill the vacancy or vacancies for a three-year term. The Association

will give priority to continuing to recruit members for the Board from any area that is underrepresented.

- (g) At each mid-year Board meeting the Nominating Committee will provide a detailed report to the Board on the current and future status of Trustee vacancies. Based on this information, together with a review of current Board functionality, the Board will determine the type and number of vacancies to be filled, and this will inform the work of the Nominating Committee as it prepares a slate for the next annual Board meeting and the AGM.
- (h) If a Trustee does not attend two consecutive Board meetings without good cause, the Board may decide to ask for that Trustee's resignation or failing this, the Board may, by a two-thirds majority vote, remove that Trustee from the Board

Article 2. Election and Eligibility of Officers

- (a) The Board will elect a President, Vice President, Secretary and Treasurer, who will be officers of the Association. Only a person who has been a member of the Association for at least the preceding three years prior to the nomination will be eligible for election to an office, but it is not required that he or she be serving on the Board at the time of his or her nomination for election to office.
- (b) Each nominee for an office must be present at the election, or have indicated a willingness to serve, in writing, to the Chair of the Nominating Committee. Without such, a nomination may not be presented to the Board.

- (c) The President, Vice President and Secretary, may be citizens or permanent residents of either the United States or Canada.
- (d) For practical considerations, the Treasurer and Executive Secretary will be citizens or permanent residents of the United States, to meet financial and bonding requirements or other requirements that may pertain.
- (e) The President will serve one term of two years duration and then becomes Immediate Past President. The President is not be eligible for a second term or for election to any other office of the Association for at least two years following the end of the term as President.
- (f) The term of service for the Vice President, Secretary and Treasurer will be two years, and they may be re-elected to their respective offices or elected to other offices following the completion of their term. The Vice President will, in most instances, be nominated to become the new President upon completion of the existing President's term.
- (g) The Member-at-Large may serve a term of two years on the Executive Committee and may not be eligible for re-election to the Executive Committee for at least two years.
- (h) If elected an officer of the Association, a trustee will relinquish his or her trusteeship.
- (i) No one will hold two offices at the same time, except that in the event of the resignation or death of an officer and until a successor is appointed by the Board, those duties will be performed temporarily by

another officer or Board member, without the temporary assignment infringing his or her term of office.

Article 3. Duties of Officers and the Executive Secretary

President. The President will preside at all business meetings of the Association and will appoint any committee deemed necessary for the furtherance of the purpose of the Association. The President will be an ex-officio member of all committees, with the exception of the Nominating Committee, but will not be permitted to vote on matters under consideration by committees. The President is responsible for nurturing the Vice President for succession as President. The President will perform all other duties incumbent upon the office of President that may be reasonably required by the Executive Committee or the Board.

Vice President. In the Absence of the President, the Vice President will preside at meetings of the Association. The Vice President will perform any other duties that may reasonably be required by the President, the Executive Committee, or the Board.

Secretary. The Secretary will record the minutes of the AGM, of meetings of the Board, and meetings of the Executive Committee and will record any resolutions made by the Board between scheduled meetings. Draft minutes should be distributed to the Board and/or the Executive Committee within 30 days of the meetings for review and amendment. The Secretary should be present at the AGM and at Board meetings to read the minutes if required and to advise the President in administering the meeting.

Treasurer. The Treasurer will be responsible for all money received by the Association that is designated for the Endowment Fund and will deposit the same in an investment account or accounts in the name of the WNAA. A Finance Committee will work with the Treasurer to formulate the investment goals and procedures to be followed by the Treasurer. A financial report of the Fund's performance will be given at the AGM by the Treasurer, which will include a statement of source and application of funds.

Past-President. The Immediate Past President will be a member of the Executive Committee for the two years following her/his term as president. The Immediate Past President may serve as chair of the Nominating Committee and perform such other duties as may be reasonably required by the President, the Executive Committee, or the Board.

Executive Secretary.

The EXS will organize and maintain an International Headquarters at an appropriate location in the United States to handle the affairs of the Association. The EXS will be responsible for maintaining the accounts of the Association and for all statutory reporting requirements of not-for-profit corporations. An Accountant or Accounting Firm may be engaged to assist with this responsibility. The accounts must be maintained in a manner that allows reporting on sources and applications of funds for the Festival to be produced separately from the day-to-day accounts of IHQ. The EXS cannot be an elected member of the Board, but will be an ex-officio member of the Board and of all committees of the Association (except the Nominating Committee) without a vote.

Job Descriptions.

More detailed job descriptions will be maintained by the Association for the positions of Secretary, Treasurer and Executive Secretary, that are related to, but not an integral part of, the Bylaws.

Article 4. Meetings of the Board and Executive Committee

- (a) The Board will meet at least three times a year: soon before and soon after the Association's AGM, and at mid-year at the facilities where the next Festival will be held. The Executive Secretary will advise the Trustees of the time and place designated by the Executive Committee for such meetings.
- (b) Between scheduled meetings of the Board described in (a), the Board and Executive Committee may use electronic meeting technologies such as conference calls and web-based conferencing, to further the work of the Association. Should it be necessary to take a vote on any matter between formal meetings of the Board, the President or the Executive Secretary will call for an electronic vote, the result of which will be tallied by the Secretary who will communicate the result to the Board. Social Media may not to be used in transacting Board business.

Article 5. Membership Categories and Dues

Membership categories of the Association are Individual Annual, Individual Life and Affiliated Welsh Organization (AWO). Dues for Individual Life membership will be twenty (20) times the dues for Individual Annual membership. Dues for each category, and the manner in which they may be paid, will be proposed by the Board and ratified by the members of the

Association present and voting at the AGM. Individual Life membership dues must be transferred to the Treasurer for deposit in the Endowment Fund. On payment of dues, each member will receive a card indicating their membership category.

Article 6. Eligibility to Vote

Any individual member in good standing on Labor Day of the preceding year will be eligible to vote in person at the AGM. Any AWO in good standing on Labor Day of the preceding year will be entitled to one voting delegate at the AGM. Such delegate must be in possession of written authorization from the Organization to vote on behalf of that Organization at that particular meeting.

(a) The President will appoint a three-person Credentials Committee to check the membership status of all persons entering the AGM. Each individual member and each delegate for an AWO will be handed a ballot form for use at the meeting, such ballot form to be handed back to the Credentials Committee if the member or delegate wishes to leave the meeting before completion of the election. The ballot forms will be used if there is competition for membership on the Board or for any other vote on which the President deems a ballot vote to be necessary.

(b) Voting by proxy will not be allowed at the AGM.

Article 7. Voting at the Annual General Meeting

- (a) At the AGM, voting for the election of Trustees will be by secret ballot on ballot papers prepared by the Executive Secretary. Where there is only one nominee for the position, the vote may be taken by show of hands.
- (b) The President will appoint the Credentials Committee to count the votes. A simple majority vote will be decisive. In the event of a tie, the President will have a deciding vote.
- (c) The President will announce the outcome of a secret ballot. The number of votes received by each nominee will not be disclosed.
- (d) Following an election, the President will be responsible for having the ballot papers destroyed.

Article 8. Committees

The President organizes the Board by creating committees, defining their areas of responsibility, appointing members and naming a chair. Committee members are Trustees, but non-trustee volunteers with special skills may be appointed as members who may participate fully in the work of the committee.

It is the responsibility of the current chair to identify and develop a successor to chair the committee. The chairs are responsible for organizing and implementing the work of their committees as well as for providing mid-year and annual reports and other documentation on their committee's activities as requested by the Board.

Sometimes individuals may be responsible for a particular task or activity.

Currently, the following committees and/or responsibilities are recognized:

Audio/Visual
AWO Liaison
Budget
Eisteddfod
Electronic Communications
Finance
Future Venues
Local Venue
Membership
Program Development
Program Book
Publications
Publicity and Marketing
Revenue Generation and Sponsorship
Seminars and Cinema Wales
Strategy and Long Range Planning
Sunday Activities
Youth Initiative

In addition to the above, there are two chartered ad hoc committees, Nominating and Credentials, and other ad hoc committees may be appointed to deal with specific issues as they arise. A full description of the responsibilities and membership of all committees is maintained in a separate document that is related to, but separate from, the Bylaws.

Article 9. Venue

The venues for holding the annual Festival will be decided by the Board three years in advance, if possible, based on the research and recommendation of the Future Venues committee. This committee will take into account three broad objectives: geographical distribution of the Festival across North America, the availability of a local partnering organization or organizations, and the suitability of local facilities to accommodate the Festival. The Board will vote on all committee recommendations. To help with this process, the committee will engage a hotel consultant or organization to help establish the feasibility of various venues and to negotiate the most favorable hotel contract. If there is no local support, the Board may themselves form a Local Committee for that particular year.

Article 10. Endowment Fund

The Endowment Fund (Fund) is established to further the purposes of the Association. Income from the principal of the Fund will be reinvested or, if required, will be used to support the day-to-day operations of the Association. The principal of the Fund will not be subject to disbursement except: if the future of the Association is threatened for lack of funds, or in the event of dissolution of the Association.

Article 11. Honorary and Ex-Officio Officers

The Board has the authority to appoint Honorary Presidents who will serve for a period of one year. The Board may also appoint ex-officio Vice Presidents in recognition of services in other Welsh organizations. Such persons may attend Board meetings and engage in discussion but cannot vote unless also elected trustees. The following have been appointed Ex-Officio, Vice Presidents:

The President of the National Welsh American Foundation

The President of Undeb Cymru A'r Byd

The President of the Women's Welsh Clubs of America

Article 12. Amendments to the Bylaws/Quorum

The Bylaws, unless otherwise specified in the Bylaws, may be amended by a simple majority vote of the Board. Ten (10) members of the Board will constitute a quorum.

Draft prepared by Hywel Davies, April 2014