

Welsh North American Association 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 culture, 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

- a. This Constitution and the related Bylaws are the governing documents of the Association.
- b. 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: President, Vice President, Secretary, Systems 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. The Board is responsible for the effective and efficient operation of the Association. The Board delegates limited authority for the operations of the Association to other entities as follows:
 - (1) an 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 has authority to deal with matters of urgency, acting as a consultative body and filter before matters are raised to Board level,

- (2) to an Executive Secretary, an employee of the Association, who is charged with managing the day-to-day operations of the Association,
 - (3) to as many committees, assistants and volunteers as the Board deems necessary to achieve the goals of the Association.
- c. Regardless of the delegation described above, any matter that requires a change of this Constitution or the related Bylaws, must be brought to the attention of the Board. In addition, any unexpectedly large inflow or expenditure of funds must be brought to the attention of, and/or voted on, by the Board.

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, and must have an appointed Agent 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 manage 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 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. The EXS is not entitled to vote on matters under consideration by the Board or any committee.

Article 7. Activities of the Association

- a. 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.
- b. 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. Stock

The Association has no capital stock.

Article 9. Funding

Funding for the Association is at the discretion of the Board and comes from parties and entities sympathetic to the goals of the Association including but not limited to: individuals, religious organizations, civic entities, foundations and governmental programs. Funding will be of two types:

- a. to build up the endowment of the Association, and
- b. to cover the activities or the day-to-day operations of the Association.

Article 10. Conflict of Interest Policy

The Board will adopt a conflict-of-interest policy that supplements but does not replace applicable Federal and State laws.

Article 11. 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 specified by notice from the Executive Secretary.

Article 12. 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 13. Fiscal Year/Auditors

- a. The Fiscal year of the Association ends on December 31. Thus, the fiscal year coincides with the calendar year, and this is also the statistical and membership year of the Association.
- b. An auditor 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 14. Nominating Committee

Three members of the Association, appointed by the President, constitutes a Nominating Committee. The chair of the Committee is 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 15. Archives

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

Article 16. 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.

Approved by unanimous vote of the Members at the Annual General Meeting, Pittsburgh, PA, September 1, 2024.

Signed,

A handwritten signature in black ink that reads "Jan Jones Batty". The signature is written in a cursive style and is positioned above the printed name of the signatory.

Jan Jones Batty,
Secretary, WNAA