

# Nepalese Association in Southeast America (NASeA)

## BYLAWS

(To Be Presented to the General Body Meeting, September 6, 2009)

### ARTICLE: I NAME

**NAME:** The name of this organization shall be Nepalese Association in Southeast America (hereinafter called "the Association"). It shall be a non-profit organization.

### ARTICLE: II PURPOSE

**PURPOSE:** The purpose of the Association:

1. To promote close cooperation among Nepalese and friends of Nepal in North America, particularly Southeast America;
2. To preserve and promote Nepalese identity and cultural heritage;
3. To act as a link between Nepalese living in Southeast America and Nepal for academic, professional, and cultural advancements;
4. To contribute to the overall well being of Nepalese communities in Southeast America;
5. To promote educational, social and charitable activities.

### ARTICLE: III BOARD OF DIRECTORS AND OFFICERS

1. There shall be a Board of Directors and Officers (hereinafter called "the Board") to execute the stated objectives of the Association.
2. The Board shall be elected by members of the Association.
3. The Board shall have the authority to form and disband committees, subcommittees, task forces, local chapters, or similar entities as may be deemed necessary and shall determine the functions and terms of their existence.
4. The officers of the Board shall consist of following:
  - a. President (1)
  - b. Vice President (2)
  - c. General Secretary (1)
  - d. Joint Secretary (1)
  - e. Treasurer (1)
  - f. Executive Members (up to 15)The election of the Board shall be conducted as stated in these by-laws.
5. No person shall be eligible to hold office unless he or she:
  - a. Has been a member in good standing
  - b. Has attained the age of 18 years
  - c. Has been a member for the twenty-four (24) months immediately preceding the election.

- d. In the case of President, in addition to the above requirements, he/she shall have served as a Board officer for at least one term (2 years).
6. The term of the officers of the Board shall be two years.
7. President shall be eligible to be elected to not more than two terms.
8. In the event of the death or resignation of a duly elected Officer, the Board shall elect an Association member able and willing to fill the office so vacated until the next election of the Officers.
9. **PRESIDENT:** The duties and powers of the President are as follows:
  - a. Preside at the meetings of the Board and run day-to-day operation and management of the Association;
  - b. Provide overall leadership to the Association;
  - c. Serve as a spokesperson of the Association on policy matters or designate another officer to serve in that capacity;
  - d. Perform such other duties of the Association as the Board may delegate to the President;
  - e. Perform or supervise that all regulatory requirements (such as filing IRS tax returns, etc.) have been met on a timely fashion and that any financial donations, disbursements or expenditures of funds by the Association inside or outside the United States have satisfied all applicable federal and state requirements.
  - f. The President shall have the authority to spend up to certain amount, to be decided by the Board, for the expenses related to Association activities without prior approval of the Board. All expenses over certain amount, to be decided by the Board, shall require the signatures of both President and Treasurer.
10. **VICE PRESIDENTS:** The president shall designate one of the vice presidents as an Executive Vice President. The Executive Vice President shall perform the duties of President in the absence or the resignation of the President until the next election. The second vice president shall perform the duties of Executive Vice President in the absence or the resignation of the Executive Vice President. The duties of the Vice Presidents shall include:
  - a. Recruit new members, run membership drives, and pursue fund raising activities;
  - b. Coordinate with individual members, committees and task forces existing within the Association and with any other Nepalese organizations in Southeast America or elsewhere in North America for furthering the purposes of the Association as outlined in Article II above;
  - c. Submit at least a bi-annual report to the Board regarding their activities and projects completed, problems encountered and plans for the future.
11. **GENERAL SECRETARY:** The General Secretary shall record all the proceedings of the meetings of the Board. He or she shall distribute minutes of the meetings to the appropriate members within one month after the date of the meeting. He or she shall have custody of and maintain all permanent records of the Association other than financials. All records of the Association shall be available for inspection at any time and these shall be turned over to the new General Secretary within 30 days following the election.
12. **JOINT SECRETARY:** The Joint Secretary shall perform the duties of General Secretary in the absence or the resignation of the General Secretary. She/he shall

- assist the General Secretary in other Association matters as requested by the General Secretary.
13. **TREASURER:** The Treasurer shall be the custodian of all funds of the Association, shall maintain bank accounts, receipts and disbursement of funds upon authorization by the Board and shall give complete and timely reports to the Board. The Treasurer shall prepare a financial statement for each Board meeting and a sufficiently detailed financial statement for the preparation of any annual reports or returns required by the Internal Revenue Service or any other governmental authorities. The Treasurer's reports shall be promptly posted on the Association's website. The funds, books, and other financial records of the Association shall be available for inspection at any time and these shall be turned over to the new Treasurer within 30 days following the election.
  14. All Board officers shall regularly attend the Board meetings and shall take on specific tasks as assigned by the Board.
  15. Once elected, an Officer of the Board shall serve for a full term except in the event of the person's death, resignation, removal, or recall or loss of membership to the Association.
  16. Resignation, Termination, and Absences: Resignation from the board must be in writing and received by the President. An officer shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A Board Officer may be removed for other reasons by a three-fourths vote of the remaining Officers.
  17. Notwithstanding any other provision of the Bylaws, not more than two (2) persons serving on the Board may be an interested person. For purposes of this section, an "interested person" means either:
    - a. Any brother, sister, father, mother, son, daughter or spouse of any director; or
    - b. Any officers serving on other boards or maintaining business interests that could constitute a conflict of interest.
  18. The Officers shall not be personally liable for the debts, liabilities or other obligations of the corporation absent criminal violations.
  19. No officer may serve in any capacity or vote on any issue unless membership is current.
  20. Compensation of Officers: The Officers of the Board shall serve without compensation.

#### **ARTICLE: IV MEMBERSHIP**

1. Eligibility for Membership: Membership in the Association shall be open to any person who supports the objectives of the Association as stated in the bylaws.
2. Membership: A member shall be any person who has attained to the age of eighteen (18) years who is not in default of dues and fees or under suspension, and is entitled to all the rights and privileges of membership.
3. Membership Categories:
  - a. Individual;
  - b. Family (wife, husband, and children under 18 years);
  - c. Student;
  - d. Life;

- e. Honorary (The Honorary memberships shall be awarded by the Board to those who have made substantial contributions to the benefit of the association and the communities at large).
4. Suspensions and Expulsion from Membership.
- a. A member may be suspended or expelled from membership for disorderly conduct in an Association event, malfeasance in office, conviction in a court of law for felony, misdemeanor, and other acts inimical to the image of the Association, but such power to suspend or expel shall be vested in the Board, which shall hear all the allegations about the alleged errant member.
  - b. A member subject to suspension or expulsion may present his case before the Board, may not be represented by counsel, and has the right to confront his accusers.
  - c. The decision of the Board is appealable to full membership body.

**ARTICLE: V  
MEMBERSHIP DUES AND FEES**

1. The Association shall have membership fee.
- a. Membership fees for each category shall be determined by the Board. Renewal of the membership is due every year on September 15. Failure to pay dues by October 31 shall suspend the rights and privileges of the member.
  - b. No renewal of membership shall be required for life and honorary members.
  - c. Attendance at the annual convention and payment of the full registration fees shall satisfy the membership dues for one year following the convention. In the case of a joint convention with ANMA (Association of Nepalese in Midwest America) or any other Organization, payment of the full convention registration fees shall satisfy the membership dues for two years.

**ARTICLE: VI  
MEETINGS**

1. The Board shall hold at least one General Body meeting every year of all its members at an appropriate time, preferably during the annual convention, to transact the Association business such as, review the activities for the past year, receive and adopt amendments, if any, to the bylaws, consider any policy changes or new policies and transact any other business included in the agenda or allowed by the presiding officer at his or her discretion.
2. The President of the Board shall preside over the meetings. Every person attending such meeting shall be required to provide appropriate credentials issued by the President the person represents, if requested by the Secretary. Each member qualified to vote shall have only one vote, which shall be exercised by the member or, in the absence of the member, by his/her duly authorized representative. Such authorization must be in writing filed with the Board 30 days prior to appearance.

3. **Special meetings:** If for any reason, a meeting of the Board is deemed necessary by the members and a representation to that effect is received by the Board, such a meeting shall be called by the Secretary within 30 days of the receipt of such a request. The President, with the consent of the Board, shall specify the place, date and time of yearly, special and other meetings of the Board.
4. **Extraordinary/Emergency meetings:** The President may call an extraordinary/emergency meeting at anytime if such meeting is necessary.
5. **Notice of Meetings:** Any meeting or meetings shall be called upon no less than 14 days written notice.
6. **Venue:** Meetings shall be held at such times and places as the President may, from time to time, decide with advice and consent of the Board.
7. **Conduct of Meetings:** The order of business at meetings shall be determined by the President and all meetings of the Board will be public.
8. **Agenda for Meetings:** The agenda for each regular Board meeting shall be assembled by the President or Secretary as designated. Any member may transmit material and recommend guests for inclusion on the agenda. Such material shall be submitted no later than 10 calendar days prior to the meeting. The President shall distribute the agenda to the members or the officers no later than 5 calendar days prior to the date of the meeting. Additional items may be placed on the agenda at a regular meeting by a majority vote of the members present.
9. **Decision:** The decisions of the Board shall be made by a majority (one more than half the members) except when otherwise designated in these by-laws.
10. **Motion to Reconsider:** A motion to reconsider may be made at the same meeting at which the vote was taken or a subsequent meeting by any member who did cast a vote.

## **ARTICLE: VII QUORUM**

1. In the case of the Board meetings, 50% of its membership present constitutes the quorum. Board officers may participate in a meeting of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

## **ARTICLE: VIII ELECTIONS**

1. Election for the Board Officers shall be completed by the Labor Day, which is the first Monday of September.
2. Every two years the President shall announce an Election Committee at least seventy-five (75) days prior to the election to facilitate the election in a fair, transparent, and democratic manner.
3. The Election Committee shall be composed of three (3) Association members, one of whom shall be designated as the chair of the committee.
4. The Election Committee shall invite nominations for the positions of President, Vice Presidents, General Secretary, Joint Secretary, Treasurer, and Executive Members at least 60 days prior to the election.

5. All the nominations for the positions shall be filed at least 30 days prior to such elections. Candidates nominated must consent to their nomination before nomination is filed.
6. All persons nominated shall contest the election through the secret ballot. Only the current members in good standing who have become members for at least sixty (60) days prior to the election shall be eligible to vote. The person receiving the majority votes for a designated position shall be declared elected.

**ARTICLE: IX**  
**FISCAL POLICY AND FINANCE COMMITTEE**

1. The fiscal year of the board shall be January 1 through December 31.
2. The fund derived from the life membership (herein called “the Life Membership Fund”) shall not be used for the general day to day operation of the Association including the expenses incurred during the annual convention. The Life Membership Fund shall be allocated only for the major and long-term project(s) (such as building an Educational and Cultural Center) of the Association.
3. The Board shall appoint a Finance Committee composed of five (5) members, two (2) of whom shall be the President and the Treasurer as ex-officio members representing the current Board of the Association. The remaining three (3) members shall be appointed from the general membership pool of the Association. The Board shall designate one of the members except the President and the Treasurer as the chair of the committee.
4. In order to overlap the terms of the Finance Committee with the outgoing and incoming Boards, the term of the first Finance Committee shall be one (1) year and the subsequent committee shall be two (2) years.
5. The members of the committee shall serve without compensation.
6. The duties and responsibilities of the Finance Committee shall be:
  - a. To develop and review fiscal procedures;
  - b. To advise the Board on financial matters; and
  - c. To review the financial records and report the findings to the Board once a year. The Board shall promptly post the reports on the website.

**ARTICLE: X**  
**NOTICES AND CORRESPONDENCE**

1. Signatures of the President shall be required for:
  - a. All meetings and decisions of regular and special meetings; and
  - b. All notices and correspondence signifying final elections of the Board.

**ARTICLE: XI**  
**NOTICES AND WAIVERS**

1. **Notices.**  
Notices required by these by-laws to be given to members and officers shall be deemed to have been sufficiently given if in writing to each member or officer at his or her email address as it shall appear on the records of the Association or posted on the Association’s website.

**2. Waivers.**

Any member or officer may waive notice of any meetings of the Board of these by-laws. Such notice shall be in writing and may be given by signing a waiver, mailing a card or by sending a fax, or e-mail and may be given either before or after a meeting. Attendance at any meeting shall constitute a waiver of notice and no written waiver shall be required.

**ARTICLE: XII  
AMENDMENTS**

**1. Adoption of by-laws.**

These by-laws shall become effective upon adoption by two-thirds of the members attending the General Body meeting as described in Article VI above.

**2. Amendments.**

Any proposed amendment to these by-laws may be submitted in writing to the Board over the signatures of two non-interested members. The following process shall apply:

- a. The President shall cause a copy of the proposed amendment to be circulated to all the members.
- b. Providing seven (7) calendar days notice is received, the proposed amendment will be placed on the agenda of the next duly constituted General Body meeting of the Association.
- c. Such amendment will be effective upon adoption by two-thirds of the members attending the General Body meeting as described in Article VI above.

**ARTICLE: XIII  
NON- PROFIT STATUS**

The organization is organized exclusively for charitable, religious, education, and/or scientific purposes under section 501 (c) (3) of the Internal revenue Code. No substantial part of the activities of the organization shall participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. This organization will rely upon Georgia state law to be in compliance with Section 508(e) as required.

**ARTICLE XIV  
DISSOLUTION**

Dissolution of the Association may be decided by the two-thirds (2/3) majority of the voting members of the General Body. The property of this corporation is irrevocably dedicated to the purposes mentioned in ARTICLE II, PURPOSE, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private individual, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**CERTIFICATION**

These bylaws were amended at a meeting of the General Body by two-thirds majority vote on **September 6, 2009**.

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President

General Secretary

*Draft/August 24, 2009/pbm*