

**BY-LAWS OF  
ASSOCIATION OF NEPALESE IN MIDWEST AMERICA**

**ARTICLE: I  
NAME**

1. NAME: The name of this organization shall be the Association of Nepalese in Midwest Association (hereinafter called "the Association"). It shall be a non-profit, charitable organization.

**ARTICLE: II  
OBJECTIVES**

2. OBJECTIVES: The objectives of the Association shall be:
- a) to represent and promote the interests of the Nepalese American community in the Midwest region of the United States (hereinafter called "Midwest America")
  - b) to promote various social, cultural, educational, and civic activities of common interest to Nepalese American community in Midwest America;
  - c) to raise, receive and manage funds, charities and donations to carry out worthy humanitarian causes directly or in cooperation with other charitable organizations;
  - d) as a regional organization, to coordinate, facilitate, and conduct activities to create synergy and collaboration directed to avoid duplication of efforts among other statewide or local Nepalese American organizations in Midwest America;
  - e) To act as a link between Nepalese Americans in Midwest America and Nepal for academic, professional, and cultural advancements;
  - f) to foster friendship and understanding between Nepalese Americans in Midwest America and other people of the United States;
  - g) to organize annual conventions and publish occasional newsletters with a view to accomplishing the objectives of the Association;
  - h) to foster friendship and understanding between the Association and Nepalese American Council;
  - i) to foster friendship and understanding between the Association and the International Coordinating Council of Non-Resident Nepalis Association.

**ARTICLE: III  
BOARD OF DIRECTORS AND OFFICERS**

1. There shall be a Board of Directors and Officers (hereinafter called "the Board") to formulate and implement the objectives of the Association.
2. The Board shall be elected by the members of the Association.
3. The Board shall have power to form committees and task forces as may be deemed necessary and shall determine the functions and terms of their existence.

4. The Board shall take any action or decision required to be taken at the meeting of the Board through any means including email, fax, website and conference calls.
6. The Board shall hold its annual meetings to transact the organization's work such as review the past year's activities, review accounts, consider and recommend policy changes, consider any other business of the agenda that is allowed by the presiding officer at his or her sole discretion.
7. The officers of the Board shall consist of a President, two Vice Presidents, a General Secretary, a Joint Secretary, a Treasurer, Immediate Past President, and up to twelve Members. One of the Vice Presidents shall be designated as Executive Vice President by the President.
8. The President, within the scope and limitations of the provisions stated under Article II, may organize groups, task forces or committees to promote the Association's activities, which may include individuals from the Association as well as from the larger North American Diaspora.
9. The election of the officers of the Board shall be conducted as stated in these by-laws.
10. The term of the officers of the Board shall be two years, beginning from the date of the election and until the election of new Board 2 years later. The President of the Board shall not hold the same office for more than two terms.
12. **PRESIDENT:** The duties and powers of the President shall include, but not be limited to:
  - (a) Preside at the meetings of the Board and run day-to-day operation of the Association.
  - (b) Serve as a spokesperson of the Association on policy matters or designate another officer to serve in that capacity.
  - (c) 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.

The President shall have the authority to spend up to a certain amount, to be decided by the Board, for the expenses related to Association activities without prior approval of the Board. All expenses over a certain amount, to be decided by the Board, shall require the signatures of both President and Treasurer.
14. **VICE-PRESIDENTS:** The President shall designate one of the Vice Presidents as Executive Vice President. The duties of the Executive Vice President and the Vice President shall include, but not be limited to:
  - (a) Recruit new members for the Association and run membership drives;
  - (b) Coordinate with individual members, committees and task forces existing within the Association and with any other Nepalese American organizations in Midwest America or elsewhere in the U.S. 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 works completed, problems encountered and plans for the future.

The Executive Vice President shall perform the duties of President in the absence or the death, resignation or removal of the President until the next election.

The Vice President shall perform the duties of Executive Vice President in the absence or the death,

resignation or removal of the Executive Vice President.

15. GENERAL SECRETARY: The General Secretary shall record all the proceedings of the meetings of the Board. The General Secretary shall distribute minutes of the meetings to the appropriate members within one month after the date of the meeting.
16. TREASURER: The Treasurer shall be the custodian of all funds of the Association, shall maintain bank accounts in conjunction with the President, shall maintain receipts and disbursement of funds and shall give complete financial reports to the Board. The Treasurer shall prepare a financial statement sufficiently detailed for the preparation of any annual reports or returns required by the Internal Revenue Service.
17. PAST PRESIDENT: The immediate Past President shall be a voting member of the Board and shall have had prior service on the Board as President.
19. 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 loss of membership to the Association.
20. Notwithstanding any other provision of the Bylaws, not more than two 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 directors serving on other boards or maintaining business interests that could constitute a conflict of interest
21. The Directors shall not be personally liable for the debts, liabilities or other obligations of the Association.

ARTICLE: IV  
MEMBER

1. Eligibility for Membership: Membership in the Association shall be open to any person in the United States who supports the objectives of the Association as stated in the By-Laws.
2. Membership: A member shall be any person who has attained 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 (who has made substantial contributions to the benefit of the Association and the communities at large).
3. 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, who 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.

4.The Association shall have membership fee as determined by the Board.

- a. Membership dues 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 of the Association 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 NASEA (Nepalese Association in Southeast America) and/or any other organization(s), payment of the full convention registration fees shall satisfy the membership dues for one organization of his/her choice for two years, with the option of satisfying the membership dues for the other organization(s) at a nominal fee as determined by the Association in conjunction with NASEA or any organization(s) as applicable.**

#### ARTICLE: V MEETINGS

1. The Board shall hold at least one general body meeting every year of all its members at an appropriate time to transact the Association business such as, review the activities for the past year, receive and adopt amendments, if any, to the by-laws, 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. All members shall be invited to attend this meeting.

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 of the Association the person represents, if requested by the General 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.

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 General 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 notice to members by e-mail and/or by posting the notice on the Association's website.
6. Venue: Meetings shall be held at such times and places as the President may, from time to time, decide.
7. Conduct of Meetings: The order of business at meetings shall be fixed 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 General 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 of those present in a meeting, at which quorum is satisfied, 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 not vote with the majority.
11. Compensation of Officers: All representatives of the Associations and officers of the Board shall serve voluntarily without compensation.

#### ARTICLE: VI QUORUM

1. In the case of the Board meetings, a majority of its membership present constitute the quorum. Members of the Board 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: VII ELECTIONS

1. Election for the Board Officers shall be completed by the Memorial Day, which is the last Monday in May, of the second year of the Board's term. If the annual convention of the Association is jointly organized with NASEA (Nepalese Association in Southeast America) and/or any other organization(s), election of the Board officers shall be completed by Labor Day, which is the first Monday in September.
2. Not later than 60 days before the election of the Officers of the Board, the President in consultation with the Board shall appoint an Election Committee consisting of 3 (three) members, one of whom shall be designated as the Chairperson of the committee.
3. The Election Committee shall invite nominations for the position(s) to be elected from among the members of the Association at least 45 days prior to the election. 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.

4. The person nominated for the Board/Officer positions shall be a member of the Association. One person shall contest election for only one office.
5. All persons nominated shall contest the election through the secret ballot. The person receiving the majority votes for a designated position shall be declared elected. The Election Committee shall complete the entire election process, certify the results, and promptly announce the names of the elected officers and post them on the Association website.
6. If a vacancy in the Board occurs at any time during the term of the Board, the President of the Board shall appoint an Election Committee consisting of three individuals, one of whom shall be designated as the chairperson of the Committee. The Election Committee shall invite nominations for the vacant position(s) and supervise the election. The elected officer(s) shall serve for the remaining period of the term. Such replacement should be completed within 3 months.

#### ARTICLE: VIII NOTICES AND CORRESPONDENCE

1. Signatures on Notices and Correspondence.

Signatures of the President or designee by the President shall be required for:

- (i) All meetings and decisions of regular and special meetings; and
- (ii) All notices and correspondence signifying final elections of the Board.

#### ARTICLE: IX NOTICES AND WAIVERS

1. Notices.

Notices required by these by-laws to be given to members shall be deemed to have been sufficiently given if in writing to each member at his or her preferred address as it shall appear on the records of the Association.

2. Waivers.

Any member 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 an e-mail, telegram or fax, 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: X AMENDMENTS

1. Adoption of by-laws.

These by-laws shall become effective upon adoption by two-thirds of the members **present** at the general body meeting of the Association.

2. Amendments.

Any proposed amendment to these by-laws may be submitted in writing to the Board over the

signatures of two members. The following process shall apply:

- (a) The President shall cause a copy of the proposed amendment to be circulated to all the members by posting on the Association's website.
- (b) Providing seven (7) calendar days notice is received, the proposed amendment will be placed on the agenda of the next duly called general meeting of the Association.
- (c) Such amendment will be effective upon adoption by two-thirds of the members **present** at the general body meeting of the Association.

#### ARTICLE: XI SEVERABILITY

1. Authority.

If any by-law or provision of these by-laws is found in violation of any superseding law or Authority, such will not affect any other by-law or provision of these by-laws not in such provision.

#### ARTICLE: XII 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.

#### ARTICLE XIII DISSOLUTION

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.