

**BY-LAWS OF
NEPALESE AMERICAS COUNCIL**

**ARTICLE: I
NAME**

1. NAME: The name of this organization shall be the Nepalese Americas Council (hereinafter called "the Council" or "NAC" interchangeably). It shall be a non-profit organization.

**ARTICLE: II
GOALS**

1. GOALS: The primary goals of the Council and the by-laws shall be:
- a) to function as a national coordinating body for Nepalese and Nepal-related associations and societies (hereinafter called "the Associations") in the Americas;
 - b) to function as the North American Coordinating Council (NACC) for representing and promoting the interests of North American Non-Resident Nepalis (NRNs) and People of Nepali Origin (PNOs) and, additionally, to coordinate the Council's activities with the Non-Resident Nepali Association (NRNA) and to act as NACC.
2. OBJECTIVES: The objectives of the Council shall be:
- a) to coordinate, facilitate, and conduct activities to create synergy and collaboration directed to avoid duplication of efforts among the Associations, mobilize their resources and know-how, maintain and foster Nepalese identity and cultural heritage, further academic and professional advancements, and contribute towards the overall development of Nepal;
 - b) to formulate the rules governing the Council;
 - c) to define the function, duties and the decision-making process of the Council;
 - d) to represent and promote the interests of the Nepalese American communities; to promote various social, cultural, educational, economic, and civic activities of common interest to Nepalese community in the Americas;
 - e) to organize national and international conventions and conferences and publish newsletters with a view to accomplishing the objectives of the Council;
 - f) to raise, receive and manage funds, charities and donations to carry out the worthy humanitarian causes directly or in cooperation with other organizations;
 - g) to foster friendship and understanding between Nepalese and other people of the Americas;
 - h) to improve the relationship between the people of Nepal and the Americas; and
 - i) to encourage and facilitate NRN and foreign investments to support development efforts in Nepal.

**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 Council.

2. The Board shall be elected by the delegates of the Council.
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, and conference calls.
5. The Board shall have the power to hire an administrative staff as deemed necessary and compensate for the person's services.
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, nine Regional Vice Presidents, a General Secretary, a Joint Secretary, a Treasurer, a Public Relations Officer, Immediate Past President, and up to nine individuals from North America who are active in NRN affairs and are appointed by the President from each geographical area as described in Article III.14 of this bylaws upon the recommendation of the Vice President in each geographical region. Within 30 days of the election, each regional VP shall recommend one individual with NRN affairs background and experience from his/her region to the Board. One of the Vice Presidents shall be designated as Senior Vice President by the President. When applicable, the President-elect shall also become a member of the Board.
8. The President and the Regional Vice Presidents, within the scope and limitations of the provisions stated under Article II, may organize groups, task forces or committees to promote the Council's activities, which may include individuals from the members' organizations as well as from the larger North American Diaspora within the respective regions.
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 January 1 and ending December 31 of the calendar year. No officer of the Board shall hold the same office for more than two terms.
11. In the event of the President's death, resignation or removal, the Senior Vice-President shall assume the office of the President.
12. **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 of the Council.
 - (b) Serve as a spokesperson of the Council on policy matters or designate another officer to serve in that capacity.
 - (c) Perform such other duties of the Council as the Board may delegate to the President.
 - (d) Perform or supervise that all regulatory requirements (such as filing IRS Tax Forms, etc.) have been met on a timely fashion.

(e) Appoint up to two officers to the Board.

(f) Be the spokesperson for North American Nepali Diaspora on NRN issues concerning them.

13. **PRESIDENT-ELECT:** The President-elect shall be elected during the fourth quarter of the first year of the Board's term, and shall take office as President-elect on January 1 of the second year of the Board's term and thereafter as President on January 1 after the expiration of the current Board's 2-year term. The President-elect shall be a voting member of the Board and attend all meetings of the Board.

14. **VICE-PRESIDENTS:** The nine Vice-Presidents shall represent the following geographical regions of the United States and Canada:

- Vice President – North Eastern Region USA (Maine, Vermont, Massachusetts, Rhode Island, Connecticut, New York and New Jersey)
- Vice President -- Mid Eastern Region, USA (Pennsylvania, Delaware, Maryland, West Virginia, Virginia, and Washington DC)
- Vice President- South Eastern Region, USA (North Carolina, South Carolina, Georgia, and Florida)
- Vice President --Mid Northern Region, USA (Michigan, Ohio, Indiana, Illinois, Wisconsin, Minnesota, Iowa, Nebraska, South Dakota, and North Dakota)
- Vice President –Mid Southern Region, USA (Kansas, Missouri, Kentucky, Tennessee, Alabama, Mississippi, Louisiana, Arkansas, Oklahoma and Texas)
- Vice President—South Western Region, USA (New Mexico, Colorado, Utah, Arizona, Nevada, and California)
- Vice President --North Western Region, USA (Wyoming, Montana, Idaho, Oregon, Washington, Alaska and Hawaii)
- Vice President –Eastern Region, Canada (Nova Scotia, New Brunswick, Newfoundland and Labrador, Prince Edward Island, Quebec, Ontario, and Nunavut Territory)
- Vice President –Western region, Canada (Manitoba, Saskatchewan, Alberta, Northwest territories, British Columbia and Yukon Territory)

The duties of the Vice Presidents shall include:

- Coordinate with respective members and larger Nepali Diaspora in the region;
- Assist and facilitate in the programs and goals of the members in the region;
- Submit at least a bi-annual report to the President regarding activities of the members in the region.

The Senior Vice President shall act as President in the absence of the President and shall have all the powers and duties of the President.

15. GENERAL SECRETARY: The General Secretary shall record all the proceedings of the meetings of the Board. The 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 Council, shall maintain bank accounts, receipts and disbursement of funds and shall give complete reports to the Board. The Treasurer shall prepare a financial statement sufficiently detailed for the preparation of any annual reports or return 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.

18. PUBLIC RELATIONS OFFICER: The Public Relations Officer shall manage the flow of information between the Council and the larger Nepali Diaspora including the press.

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 recall or loss of membership to the Council.

20. Notwithstanding any other provision of the Bylaws, not more than certain percent (%) of persons serving on the Board may be an interested person (the exact percentage will be decided by the Board at a duly constituted meeting of the Board). 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 Council.

ARTICLE: IV MEMBER

1. MEMBER: The Council membership shall be divided into two classes as follows:

To be a member of the Council, one must be the President of a Nepalese or Nepal-related organization in the U.S., Canada and/or in Americas which generally satisfies all of the following requirements:

- (i) the organization has been in operation for at least one year;
- (ii) has adopted and functions under a duly written constitution and/or by-laws;
- (iii) elects its officers at regularly held meetings as laid down in its constitution and/or by-laws; and
- (iv) subscribes to the vision and purpose of the Council's by-laws; and
- (v) is a registered non-profit organization.

2. Admission and Revocation:

The Board shall have power and discretion to issue procedure for filing an application for a membership. The application for membership shall be reviewed and approved, at its discretion, by the Board. In approving membership applications, the Board may use its discretion and utilize some flexibility so as to make the Council more inclusive for aspiring Nepalese and Nepal-USA/Canada related organizations in the Americas who wish to become member. A member shall be responsible to notify the General Secretary of the Board of his successor if he ceases to serve as President of the respective association. The membership can be revoked if he or she fails to do so within a reasonable time or the Board determines that a member has violated or acted against the objectives or by-laws of the Council.

3. Membership Dues:

Membership dues shall be determined by the Board. Renewal of the membership is due every year on January 1. The Board may send one or more reminders to the member if dues are not received within the due date. Failure to pay dues by March 31 may suspend the rights and privileges of the membership at the Board's discretion.

ARTICLE: V
HOUSE OF DELEGATES

1. There shall be a House of Delegates (hereinafter called the "House"), which would comprise of THREE delegates from each of the Nepalese or Nepal-related NAC member association in the Americas. The President of such association shall be one of the THREE delegates. Additional TWO delegates would be nominated by the respective association. Names of the THREE delegates shall be provided to current Board in writing by an authorized officer of respective association by September 15 of every two years.

2. The duties and power of the delegates shall be as follows:

- (a) Elect the Board as stated in these bylaws. One delegate shall have one vote.
- (b) Advise the Board on formulating and implementing the objectives of the Council.
- (c) Serve on the committees and task forces formed by the Board as may be deemed necessary, with the Board determining the functions and terms of their existence.
- (d) Promote the interest of the North American Nepali Diaspora, and
- (e) Participate in and promote NAC activities.

3. The term of the delegates shall be two years, beginning January 1 and ending December 31 of the calendar year, which will correspond with the term of the Board as stated in these bylaws. No delegate shall serve in the House for more than two terms.

ARTICLE: VI
NAC FOUNDATION

There shall be a NAC Foundation (hereinafter called "the Foundation") established within the Council, which shall be the charitable and philanthropic arm of the Council. The objective of the Foundation shall be to develop and raise funds from various individuals and organizations and

maintain an endowment of funds which can be used for certain specified charitable purposes. The purposes shall be as approved by the Board in consultation with the House of Delegates.

The Council shall provide guidelines and operating procedures for the Foundation. The guidelines shall also delineate procedures for raising, maintaining and disbursing funds for and from the Foundation to support philanthropic activities for deserving candidates from Nepalese community in the Americas.

The Foundation shall maintain two types of funds as briefly described in the following paragraphs:

1. General Foundation Fund – Through donations from individuals, families, and organizations, the Foundation shall have a goal of raising \$25,000 or more for the General Foundation Fund over a time period as determined by the Board. The General Foundation Fund shall consist of unrestricted donations, which shall be invested and/or disbursed by the Council to deserving candidates from Nepalese community in the Americas as provided in the aforementioned guidelines and operating procedures for the Foundation.
2. Legacy Funds – The Foundation shall maintain Legacy Funds that are for the most part restricted donations. Through donations from individuals, families, and organizations, the Foundation shall have a goal of raising \$100,000 or more for the Legacy Funds over a time period as determined by the Board. An individual, family or organization may establish a Legacy Fund (hereinafter called “the Fund”) with a minimum commitment of \$5,000, which shall be payable within a maximum period of two years. The Fund shall be named by the Foundation as per the recommendations of the donor and no reasonable name shall be denied. The Fund shall be permanently endowed, that is, the principal amount shall remain unspent in perpetuity. The income received from the investment of the Fund shall be disbursed by the Foundation to deserving candidates from Nepalese community in the Americas as provided in the aforementioned guidelines and operating procedures for the Foundation, except that at least 2 % of the annual income shall be reinvested in the Fund to allow for annual inflation. The donor may make additional contributions to the Fund at any time in the future.

Administrative costs: From time to time NAC may raise funds for philanthropic causes in Nepal and for Nepali related causes in North America. To help defray NAC’s administrative costs, NAC may retain 5% of the collected money in its general administrative fund to be used by NAC. In some rare circumstances, the President, in consultation with the Board, can waive or lower the 5% requirement.

ARTICLE: VII NATIONAL/INTERNATIONAL CONVENTION

The Council shall:

- (a) Encourage and facilitate a national/international convention at generally four years intervals.
- (b) Work with a member and the respective association to take full responsibility of hosting the convention in its geographical area.

ARTICLE: VIII WORKSHOPS/SEMINARS

During the annual convention of a respective association, the Council shall:

- (a) Encourage and facilitate a half/full day workshop or seminar on contemporary issues on Nepal and Nepalese affairs and other subjects of interest to Nepalese Diaspora.
- (b) The workshop or seminar shall be rotated each year among respective associations (except during the year of national/international convention)

ARTICLE: IX
MEETINGS

1. The Board shall hold at least one meeting every year of all its members at an appropriate time to transact the Council 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 delegates 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 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 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 to each of the members.
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 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: X 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: XI ELECTIONS

1. Not later than October 15th of the first year of the Board's term for the election of the President-elect, or October 15th of the second year for the election of the other Officers of the Board, the President in consultation with the Board shall appoint an Election Committee consisting of a minimum of 3 (three) to a maximum of 5 (five) members, one of whom shall be designated as the Chairperson of the committee.

2. The Election Committee shall hold elections for the Board of Directors and Officers during the fourth quarter of the second year of the Board's term, and for the election of the President-elect during the fourth quarter of the first year of the Board's term.

3. The Election Committee shall invite nominations for the position(s) to be elected from among the delegates of the Council at least 30 days prior to the election. All the nominations for the positions shall be filed at least 7 days prior to such elections. Candidates nominated must consent to their nomination before nomination is filed. All nominated candidates must supply the nominators with a Statement of Affiliations, i.e., other board serving or served on nationally and internationally.

3. The person nominated for the Board/Officer positions shall be a delegate of the Council. One person shall contest election for only one office.

4. 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 for the President-elect shall be completed no later than December 31st of the first year of the Board's term. The election for other Officers of the Board shall be completed no later than December 31st of the second year of the Board's term. The Election Committee shall complete the entire election process, certify the results, and announce the names of the elected officers to the current NAC Board and House of Delegates.

5. 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: XII
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: XIII
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 Council.

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: XIV
AMENDMENTS

1. Adoption of by-laws.

These by-laws shall become effective upon adoption by two-thirds of the members of the Council.

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.
- (b) Providing seven (7) calendar days notice is received, the proposed amendment will be placed on the agenda of the next duly constituted meeting of the Board.
- (c) Such amendment will be effective upon adoption by two-thirds of the members.

ARTICLE: XV
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: XVI
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 XVII
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.