

Bylaws of

Nepali Association of Northern California

(NANC)



1st Amendment 2010

2nd Amendment 2012

3rd Amendment 2014

4th Amendment 2015

5th Amendment proposed 2016

Table of Contents

<u>Article No.</u>	<u>Topics</u>	<u>Page</u>
Article I	ORGANIZATION	3
Article II	MISSION	4
Article III	PRINCIPAL ACTIVITIES	4
Article IV	MEMBERSHIP AND DUES	4
Article V	EXECUTIVE COMMITTEE	6
Article VI	ADVISORY AND EX-PRESIDENT BOARDS	9
Article VII	OTHER COMMITTEES	10
Article VIII	ELECTION	11
Article IX	MEETINGS	12
Article X	FISCAL YEAR	13
Article XI	SALE OF ASSETS, DISSOLUTION AND LIQUIDATION	13
Article XII	EMERGENCY FUND	14
Article XIII	NON-PARTICIPATION IN POLITICAL ACTIVITIES	14
Article XIV	AMENDMENTS	14

BYLAWS

OF

Nepali Association of Northern California (NANC)

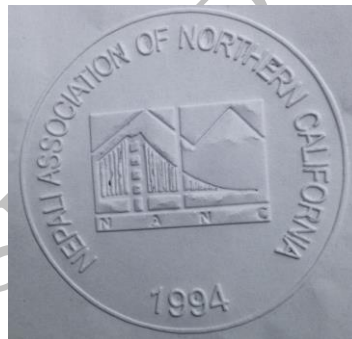
A California Non-Profit Public Benefit Membership Corporation

ARTICLE - I

ORGANIZATION

1. The name of the organization shall be Nepali Association of Northern California (NANC). The organization shall also be known in short form by the acronym NANC. Northern California has been defined based on the definition of California State law.
2. The organization shall have its own seal and logo as shown below.

Seal



Logo



Description of Logo:

- i. The logo consists of three primary colors – red, white and blue – that represent Nepal’s flag color.

Bylaws – Nepali Association of Northern California

- ii. The logo also includes the institution’s acronym, NANC, and its establishment date, i.e. 1994.
 - iii. The logo also represents Mount Everest from Nepal and Golden Gate Bridge from San Francisco, Northern California.
3. The organization shall have its own website & office.

ARTICLE – II

MISSION

The mission of the organization shall be to preserve Nepali identity by promoting Nepali cultural and social events through the cooperation of Nepalese and American communities, to foster closer contacts among Nepalese and American individuals, families and friends in the United States and in Nepal, to provide financial and non-financial support to Nepalese in need, and to explore and build cooperative relationship for mutual benefits and advancement with other world citizens and associations.

ARTICLE – III

PRINCIPAL ACTIVITIES

1. To preserve Nepali identity, culture and tradition by organizing various programs including the educational programs on Nepalese culture in the United States.
2. To generate and allocate fund from the public by organizing cultural events and festivities.
3. To promote cooperation among Nepalese.
4. To enhance our friendly relations with American individuals, families and friends.
5. To foster closer contacts with our relatives and friends in Nepal.
6. To provide financial and non-financial support to Nepalese in need within the capacity of the organization.

ARTICLE – IV

MEMBERSHIP AND DUES

1. Application for Membership:

- a. Any individuals eighteen years of age or above shall be eligible to apply for the membership. Membership may be obtained by completing the corporation’s application form, paying the necessary dues as defined in **Article IV (4) (a., b., c., d., e.)**.
- b. Membership form can be submitted either in person, via regular mail or through online.

2. General Boundary of Membership:

Article-IV, 3 (a) and (b) types of membership shall be offered to those people from Nepalese origins, who reside in Northern California territory.

3. Types of Membership:

Bylaws – Nepali Association of Northern California

There shall be three types of membership defined as follows:

a. General Membership: All those persons who have resided in Northern California for at least one (1) month, and who have valid state ID or any kind of proof of residency at Northern California for a month may be eligible to obtain general membership of the organization. Those obtaining membership in this manner shall be designated as the General Members of the organization.

I. Categories of General Membership shall be as follows:

- i. **Family:** Family is defined as legal couple as per California law.
- ii. **Student:** Student must be over 18 years with valid student ID or proof of current student at any educational institutions.
- iii. **Single:** Any individual 18 years and above.

b. Lifetime Membership: All those who pay the membership fee in advance per designated category of lifetime membership at the time of application and those who offer valuable contribution to the organization as deemed by the executive committee shall be honored with lifetime membership.

c. Associate Membership: Any individual not residing in Northern California, but having a genuine interest in the welfare & development of NANC and would like to contribute financially or by volunteering or by some other capacity shall be designated associate membership of the Association.

II. The organization may also introduce institutional or corporate membership categories as needed.

III. The organization may also grant honorary/lifetime membership to person(s) making substantial contribution towards promoting the mission of the Association.

4. Membership and dues:

a. Family Membership	\$25.00
b. Single Membership	\$15.00
c. Student Membership	\$10.00
d. Lifetime Membership (Single)	\$200.00
e. Lifetime Membership (Couple)	\$250.00

5. Validity of Membership:

- a. General membership shall be valid for 2 consecutive calendar years.
- b. General lifetime membership or honorary lifetime membership shall be valid for lifetime of the member.
- c. Associate membership shall be valid until the tenure as decided by the executive committee.

6. Responsibilities of the Members:

- a. All members shall participate in the affairs of the Association. Participation shall be on a voluntary basis.
- b. All members shall abide by the provisions of the Bylaws of the organization.

Bylaws – Nepali Association of Northern California

- c. All members shall agree to conduct themselves in accordance with prevailing socially accepted civic norms, conventions and exemplary moral and ethical standards.
- d. All members shall have joint and individual responsibility to conform to the Bylaws, and any disruptive activities to diminish its community standing under the name of corporation shall be deemed as against the Bylaws and therefore unethical and punishable.

7. Rights of the members:

- a. All members shall have the right to participate in the affairs of the corporation freely and non-discriminatorily.
- b. Notwithstanding provision (7a), only general members shall have the right to vote and run for the elected office.
- c. Proxy voting shall not be allowed by this section.
- d. All members shall be treated with dignity, respect, and civic courtesy commensurate with that normally accorded to other individuals in the community.
- e. Associate members shall not have voting right on election, nor the right to run for an elected office.

8. Resignation of Membership:

Any member may resign his/her membership by submitting a notice of resignation in writing to the Executive Committee. Membership dues already received by the corporation shall not be refundable.

9. Termination of Membership:

Membership may be terminated by the majority vote of executive committee upon showing of reasonable and sufficient cause. Membership dues already received by the corporation shall not be refundable.

ARTICLE –V

EXECUTIVE COMMITTEE

An executive committee shall manage the business of this organization. The executive committee is also cited as the ExCom or ExCom.

1. Composition of the Executive Committee:

I. The executive committee shall consist of total fifteen (15) members as follows:

- a. **One President** **1**
- b. **Two Vice Presidents:**
 - i. Senior Vice President **1**
 - ii. Vice President **1**
- c. **Two Secretaries:**
 - i. General Secretary **1**
 - ii. Secretary **1**
- d. **Two Treasurers:**

Bylaws – Nepali Association of Northern California

i. Treasurer	1
ii. Joint Treasurer	1
e. Eight Executive Members	8

- II. The people shall elect one President, Two Vice Presidents, General Secretary, Treasurer and Eight Executive Members.
- III. One Secretary, who has a sound operating knowledge in IT, and one Joint Treasurer, who has sound operating knowledge in finance as deemed fit by the ExCom for these positions, shall be nominated by the majority of Elected Committee.
- IV. The President, Vice-Presidents, Secretaries, and the Treasurers shall be known as the office holders of the corporation. The eight other members shall be referred to as the Executive Members.
- V. Any individuals who are currently holding position as office bearers of other organizations, which include advisors, who are actively involved in any politically affiliated organizations, and who are from criminal background shall not be eligible to be elected or nominated for the ExCom.
- VI. Executive Committee shall not get any wages or allowances.

2. Powers and Authority of the ExCom:

- a. The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the ExCom subject to the provisions of the law and any limitations in this Bylaw.
- b. **Buying and Selling Property:**
The ExCom shall buy any properties such as real estates for the interest of this organization on its own or in collaboration with other organizations for that purpose; ExCom shall allocate funding, receive loan, collect donation, and sell the existing property of corporation to raise more funds.

4. Duties of the ExCom:

- a. Plan for the corporation's future by setting strategic direction through short and long-term goals and monitoring the progress towards those goals;
- b. Provide policy governance for the promotion of the objectives and purpose of the corporation;
- c. Monitor and assess management, development, and program activities of the corporation;
- d. Evaluate the appropriateness and effectiveness of the corporation's mission and policies, and make changes as necessary;
- e. Formulate the annual budget and present it for the approval by the General Meeting;
- f. Enhance the corporation's public image;
- g. Actively participate in the funding of the organization through fundraising activities;
- h. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers and agents of the corporation;
- i. Hold the annual General Meeting of the ExCom as prescribed in these Bylaws;
- j. Constitute the election committee and other committees as deemed necessary.

5. Operation of the ExCom:

- a. 51% of the total members of the ExCom shall constitute a quorum, and the meetings of the ExCom shall be held at least once every month.
- b. The President shall call the meeting of ExCom, and at least one-week prior notice shall be given to each member via

Bylaws – Nepali Association of Northern California

email, telephone call or any other reasonable means.

- c. All decisions made by the ExCom shall be by the majority vote of the members present at the meeting in which a full quorum is present as mentioned in Article V (4) (a) of this Bylaw.
- d. Each ExCom member shall have one vote, and proxy may not do such voting.

6. Responsibilities of the Officeholders and Executive Members:

- a. **The President:** The President shall preside over all meeting of the corporation and of the ExCom, and shall lead, direct, and supervise various affairs of the corporation. The President shall present the annual progress reports and the budget of the corporation at the General Meeting.
- b. **The Vice-Presidents:** In case the president is absent, the senior vice-president shall perform the duties of the President. In the absence of both president and senior vice-president, the vice-president shall be rule the role of President.
- c. **The General Secretary and Secretary:** The secretaries shall be responsible for calling the General Meetings, and the ExCom meetings of the corporation. The secretaries shall maintain all records and minutes of all such meetings, and make them available upon request by any member of the corporation. The secretaries shall be responsible for communicating the ExCom decisions. The secretaries shall perform various other tasks as assigned by the ExCom. The secretaries shall maintain up-to-date list of the membership of the corporation.
- d. **The Treasurer and Joint Treasurer:** The treasurer shall be responsible for the financial matters of the corporation as authorized by the ExCom. The treasurer shall maintain a record of all monies received and disbursed by the corporation, and shall prepare and present the financial report to the ExCom. The treasurer shall prepare any other financial report as directed by the Executive Committee. The treasurer shall also maintain an up-to-date roster of the membership of the corporation. Joint treasurer shall be responsible to assist the treasurer and shall perform other tasks as assigned by the ExCom.
- e. **The Executive Members:** The Executive members shall be responsible generally and individually for carrying out the responsibilities of the ExCom as enumerated in Article V (II).

7. Authorities of the Office Holders and Members:

- a. The president shall have an authority to act on behalf of the corporation as required to promote the aims and objectives of the corporation. The president shall have the requisite authority to carry out all of his/her responsibilities as enumerated under Article V (6)(a)
- b. The vice presidents shall assume the power of the president in the latter's absence. The senior vice president shall have the requisite authority to carry out all of his/her responsibilities as enumerated under Article V (6) (b). In the absence both president and senior vice-president, the vice-president shall assume the role of president.
- c. The general secretary shall have all the requisite authority to carry out all of his/her duties as enumerated under Article V (6) (c). The secretary shall assist the general secretary in his/her duties and also has the requisite authority to carry out all the duties and responsibilities of the general secretary in the absence of the latter.
- d. The treasurer shall have the requisite authority to carry out all of his/her responsibilities as enumerated under Article-V (6) (d). The joint treasurer shall assist the treasurer in his/her duties and also has the requisite authority to carry out all

Bylaws – Nepali Association of Northern California

the duties and responsibilities of the treasurer in the absence of the latter.

e. Members shall have the requisite authority to carry out all of their responsibilities as enumerated under Article-V (6) (e).

8. Removal/Termination of Executive Committee Members:

- a. If any committee member remains absent in 3 consecutive meetings of the executive committee without any information and reasonable cause, his or her membership shall be suspended until the next general assembly by the decision of the ExCom unless such member provides reasonable cause of his or her absence.
- b. If the committee is not satisfied with the justification provided by such member, his or her membership shall be recommended for termination by the general assembly.
- c. If an election could not be held in time after the term of the current ExCom expires, the current ExCom shall not make any major decision or financial commitments, except as designated by an election committee.

ARTICLE-VI

ADVISORY AND EX-PRESIDENT BOARDS

1. ADVISORY BOARD MEMBERS:

a. Formation of Advisory Board;

- i. The ExCom shall form an advisory board in order to receive necessary advice to uphold the mission of the corporation.
- ii. The advisory board shall consist of the influential community leaders and advocates who can be helpful for the progress of the corporation.
- iii. The ExCom shall determine the number of advisory board members, provided that the maximum number of the member shall not exceed eleven (11).
- iv. The immediate past president of the corporation shall remain an ex-officio member of advisory board.
- v. Nomination of advisory board members shall be prioritized from the founders, past presidents, past-ExCom active members and general active members of the organization.
- vi. Any individuals who are currently holding position as office bearers of other organizations, which include advisors, who are actively involved in any politically affiliated organizations, and who are from criminal background shall not be eligible to be elected or nominated as advisory board members.
- vii. Advisory board shall not get any wages or allowances.

d. Duties and Responsibilities of Advisory Board Members:

- i. The principal duty of the advisory board is to provide necessary advice and guidelines to the ExCom for the development and advancement of the corporation.
- ii. Any advice of the advisory board shall not be binding upon the decision of ExCom; however, the ExCom shall give due regard to such advice while making its policy or other decisions.
- iii. The advisory board member is entitled to participate in the ExCom meeting, but he or she shall not have voting rights.

2. EX-PRESIDENT BOARD MEMBERS:

Bylaws – Nepali Association of Northern California

a. Formation of Ex-President Board:

- i. The ex-president board shall consist all past presidents of NANC.
- ii. The ExCom may form an ex-president board from among the past presidents of the corporation.
- iii. Ex-president board shall facilitate the ex-com to resolve the dispute if any deadlock created.
- viii. Ex-president board has no authority to inter-fare the ex-come.
- ix. If the Ex-president's board failed to resolve dispute within 3 months, it shall be referred to the general assembly. The president called the general assembly as recommended by the Ex-president board.

b. Duties and Responsibilities of Ex-President Board Members:

- i. The principal duty of ex-president board shall be to facilitate the organization to resolve if any critical deadlock situations exist within the current office holders (ExCom) of the corporation.
- ii. The ex-president board shall not act or take any responsibilities of the current ExCom decisions of the corporation. However the board shall automatically activate exclusively if there exist various difficulties for daily business activities of the corporation that could not be addressed and resolved by the ExCom.
- iii. The ex-president board members shall not require attending the ExCom meetings.
- iv. The ex-president board members shall not have voting privileges on any decision of the ExCom.
- v. The ex-president board shall be entitled to resolve all the requisite problems of the corporation by facilitating with the general members of the corporation and holding the new election for new ExCom.

ARICLE – VII

OTHER COMMITTEES

1. Sub-Committees:

- a. The corporation shall form such committees as may be designated by resolution of the ExCom when deemed necessary including but not limited to the followings committees:
 - i. Web Management (IT) committee,
 - ii. Cultural Committee,
 - iii. Public Relation and Fund Raising Committee,
 - iv. Youth and Sports Committee,
 - v. Women's Forum,
 - vi. Legal Assistance Committee,
 - vii. Media & Publication Committee
- b. All committees must include at least one member of ExCom of such committees, and may include any number of any members of the corporation as determined by the coordinator.
- c. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws. The ExCom may also adopt rules and regulations pertaining to the formation, dissolution, functioning, operation as well as conduct of meetings of the committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.
- d. The ExCom shall dissolve any committee as soon as its specific goals are met unless such sub-committee is required to work for longer period of time for the benefit of the corporation.

Bylaws – Nepali Association of Northern California

- e. The maximum duration of any committee shall be one year, with the renewable option to continue until the end of the current elected ExCom term limit.
- f. The newly elected ExCom will have the option to continue working with previously formed committee or form a new one.
- g. All committees shall report its progress activities to the ExCom on the regular basis as required by the Bylaws.
- h. Any sub-committee or members shall not get any wages or allowances.

2. Special Committee:

- a. Special Committee shall be formed for the purpose of designing and implementing long term projects for the benefit of Nepali community such as Nepali community center, Nepali community library, Nepali language school etc.
- b. The duration of special committee members shall be for 2 years. Ex-come may consist representatives of various nepali organizations of the northern California, social activists and experts. The new ex-com shall rectify the special committee members until the completion of the project.
- c. Term of Special committee shall make its own guidlines and operating procudures to run the projects not in contrary with NANC bylaw.
- d. Anybody who is not a even member of NANC can be included in Special committee.

ARTICLE –VIII

ELECTION

2. Election of Executive Committee:

- a. The election shall be held every two (2) years; the existing ExCom shall hold the election of new ExCom prior to the end of its term.
- b. The election committee shall provide all necessary election materials, count the election ballots and declare the election results.
- c. All votes shall be cast by secret ballot, online, mail or any other proper means as decided by the ExCom.
- d. One president, two vice presidents, general secretary, treasurer, and eight executive members shall be elected by the election.
- e. An individual who is actively affiliated with any political parties, or currently serving an as an office holder of other organizations shall not be eligible to run as a candidate for this corporation.
- f. The term of the ExCom member shall be two (2) calendar years and he/she shall be eligible for re-election, provided that no person shall serve more than two consecutive terms in the same position.
- g. The ExCom members shall not be paid any compensation for his/her services.
- h. The vacancies in the ExCom shall be filled by the vote of the majority of the remaining members of the ExCom for only the remaining term.
- i. Any complaint against the member of election committee or any dispute regarding the election shall be directed to the ExCom for appropriate redress.

Bylaws – Nepali Association of Northern California

3. Election Committee:

- a. The ExCom shall appoint 3 to 5 members for an independent election committee at least three months prior to the date of election; such election committee shall get advice from the ExCom to complete its task.
- b. The chairman of the Election Committee shall be nominated by the consensus of ExCom; the majority of Executive Committee shall nominate all other (EC) members.
- c. The Election Committee dissolves itself as soon as its specific goals are met for the benefit of the corporation.
- d. Election Committee or committee members shall not get any wages or allowances.

4. Election Guidelines:

- a. Determine the schedule and guidelines of the election.
- b. Responsible to design ballot papers, certificates and essential materials.
- c. Manage the venue and related matters of election.
- d. Purchase essential materials for the purpose of election.
- e. Cooperate with current ExCom to accomplish election.

5. Duties and Responsibilities:

- a. The election committee shall determine the necessary guidelines of the election by itself, not inconsistent with the Bylaws.
- b. The election committee shall conduct and manage to inspect the general election of the corporation in fair and impartial manner.
- c. The election committee shall correspond or post materials via email or official website for public information for the purpose of election.
- d. The election committee shall call for candidacy for each position, except secretary and joint treasurer of the ExCom as mentioned in Article V of this Bylaws. Any valid general member may submit his/her candidacy with the election committee within the date fixed by such committee as instructed by the guidelines.
- e. The election committee shall establish multiple election booths in the appropriate locations by expanding the election sub-committees if deemed necessary.
- f. The election committee shall be responsible to establish new ExCom by the official declaration, organizing oath ceremony and providing certificates.

ARTICLE- IX

MEETINGS

1. Annual General Meeting (AGM):

- a. The Annual General Meeting of the members of the corporation shall be held annually at a location selected by the ExCom. The purpose of the general meeting shall be to elect ExCom members, approve the budget, discuss and ratify any other matters concerning the corporation as proposed by the member(s) of the corporation. The ExCom shall notify all members of the annual general meeting at least five weeks prior to the meeting date. Any decision made at the general meeting to be binding shall have been made by a majority vote. All such decisions shall be effective immediately if necessary to comply for the benefit of the corporation.
- b. A quorum for the annual general meeting shall be two third (2/3) of the attendees of general members, and majority of participants shall be on good standing for the decision. If the meeting does not have sufficient quorum the first time, 20

Bylaws – Nepali Association of Northern California

percent of total general member attendees shall be valid number to conduct annual general meeting the second time, and majority of participants shall be on good standing for the decision.

2. Special Meeting:

- a. The president may call special meetings of this corporation when he/she deems it necessary for the best interest of the organization. The notice for such meeting shall be given at least a week via email or other reasonable means. Such notice shall state the reasons for this meeting, mention the business to be transacted at such meeting, and note who called it.
- b. If the two third (2/3) of the members of the ExCom or 25% of the general members of the corporation requests to the president in writing with the reasons, the president must call a Special Meeting at least within 2 weeks from the date of such request.

3. Executive Committee (ExCom) Meeting:

- a. The president shall call the ExCom physical regular meeting, and it shall meet at least once a month.
- b. The president shall call emergency meeting if he/she deems it necessary.
- c. ExCom meeting shall also be conducted as teleconference meeting if it is deemed necessary.

ARTICLE- X

FISCAL YEAR

The corporation's fiscal year shall be calendar year.

ARTICLE-XI

SALE OF ASSETS, DISSOLUTION AND LIQUIDATION

1. Sale of Assets:

The ExCom shall have the authority to sell any surplus assets of the corporation. Proceeds from such sales shall be deposited in the general fund of the corporation and be used solely for the functioning of the corporation.

Dissolution:

If necessary, the corporation may be dissolved with consent of at least two-third of the regular members. If so dissolved, all such matters as arising upon the decision of dissolution shall be done in accordance with Article X (3) below. The ExCom shall remain in force until all matters regarding dissolution are resolved.

2. Liquidation:

Bylaws – Nepali Association of Northern California

In the event of a dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under **Section 501(c) (3) of the Internal Revenue Code of 1954**, as amended, or, to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of California will best accomplish the general purposes for which this corporation was formed. In the event of dissolution, no member shall have any claim whatsoever on the corporation.

ARTICLE-XII

EMERGENCY FUND

Emergency Fund Handling Guidelines:

1. The Association shall have a separate emergency fund account and shall be used to help for needy humanitarian cause in emergency to Nepali nationals residing in Northern California.
2. The organization shall collect donations to raise this fund.
3. The ExCom shall be responsible to recognize of necessity or ExCom may authorize partial responsibility to handle such issue.
4. The organization shall raise funds separately if it is deemed necessary to help support any humanitarian cause outside of Northern California.

ARTICLE-XIII

NON-PARTICIPATION IN POLITICAL ACTIVITIES

No part of the activities of the corporation shall be for carrying any propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section SOI (h)), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE-XIV

AMENDMENTS

1. Any general member to the ExCom may request amendments to the Bylaws in writing. The ExCom shall discuss all such requests and table only those deemed appropriate for a vote at the General or Special Meetings. The majority of the voters shall consider tabled amendments adopted and incorporated into the Bylaws with immediate effect upon approval in the general meeting.
2. Amendments so made shall be published in the official website and newsletter of the corporation.
3. Amended article or numbers shall not be changed in major copy of Bylaws; it shall be attached end of the Bylaws with proof of amendment.

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