
NEPALI AMERICAN CENTER

PROPOSED BYLAWS

Last updated - March 8, 2011 NAC Board Meeting

Status – to be presented in Town-hall meeting and to be reviewed by Attorneys for official adoption

This page is left blank intentionally.

CONTENTS

ARTICLE I – NAME (DONE)	1
ARTICLE II – PURPOSES (DONE)	1
ARTICLE III – MEMBERSHIP (DONE).....	1
SECTION 1 - ELIGIBILITY	1
SECTION 2 –MEMBERSHIP TYPES	1
SECTION 3 –MEMBERSHIP REQUIREMENTS	1
SECTION 4 – PRIVILEGES.....	2
ARTICLE IV– BOARD OF DIRECTORS.....	2
SECTION 1 - DIRECTORS	2
SECTION 2 - TERMS.....	2
SECTION 3 - AUTHORITY	2
SECTION 4 - OFFICERS	3
SECTION 5 – COMPENSATION	3
SECTION 6 – NON LIABILITY OF DIRECTORS	3
SECTION 8 – BYLAWS OMISSIONS.....	3
ARTICLE V – DUTIES OF OFFICERS	3
SECTION 1 - PRESIDENT	3
SECTION 2 – VICE PRESIDENT.....	4
SECTION 3 – SECREATARY.....	4
SECTION 4 – TREASURER.....	4
SECTION 5 – IMMEDIATE PAST PRESIDENT.....	5
ARTICLE VI – COMMITTEES	5
SECTION 1 – FORMATION AND DISSOLUTION.....	5
SECTION 2 – STANDING COMMITTEES.....	5
SECTION 3 – SPECIAL COMMITTEES	5
SECTION 4 – REPORTS OF COMMITTEE.....	5
ARTICLE VII – ELECTION	6
SECTION 1 – RIGHT TO VOTE.....	6
SECTION 2 – RIGHT TO RUN IN THE GENERAL ELECTION.....	6
SECTION 3 – NOMINATION PROCESS.....	6
SECTION 4 – ELECTION PROCESS	6

SECTION 5 – TRANSITION PROCESS.....	7
ARTICLE VIII – MEETINGS.....	7
SECTION 1 – GENERAL ASSEMBLY.....	7
SECTION 2 – REGULAR MEETINGS.....	7
SECTION 3 – SPECIAL MEETINGS.....	7
SECTION 4 – NOTICE OF MEETINGS	7
SECTION 5 – VOTING IN MEETINGS.....	8
ARTICLE IX – QUORUM	8
ARTICLE X – RULES OF ORDER	8
ARTICLE XI – NOT-FOR-PROFIT STATUS.....	8
ARTICLE XII – EXECUTION OF INSTRUMENT	9
ARTICLE XIII –COLLECTION AND DISPOSITION OF FUNDS, FISCAL YEAR AND ANNUAL BUDGET (DONE).....	9
SECTION 1 – COLLECTION AND DISPOSITION OF FUNDS.....	9
SECTION 2 – FISCAL YEAR.....	9
SECTION 3 – ANNUAL BUDGET	9
ARTICLE XIV – RESIGNATION.....	10
ARTICLE XV – TERMINATION	10
ARTICLE XVI – CONFLICT OF INTEREST	10
ARTICLE XVII – VACANCY.....	10
ARTICLE XVIII – AMENDMENTS OF BYLAWS.....	10
SECTION 1 – ADOPTION OF BYLAWS	11
SECTION 2 – AMENDMENTS.....	11
ARTICLE XIX – SEVERABILITY.....	11
ARTICLE XX – DISSOLUTION	11
ARTICLE XXI – CONSTRUCTION.....	11

This page is left blank intentionally.

ARTICLE I – NAME

The name of this organization shall be “Nepali American Center” (Hereinafter, the “Center”).

ARTICLE II – PURPOSES

Nepali American Center is organized exclusively for charitable, educational, religious and social [\(?\) Ask Attorneys](#) purposes. It shall be a not-for-profit organization.

The purposes of the Center will include but not limited to:

1. Provide self sustaining physical facility for cultural, spiritual and educational activities.
2. Promote Nepali culture, heritage, and images of Nepal and people of Nepali origin around the world.
3. Offer support structure, social network and resources to Nepali immigrants, students and other community members in need.

ARTICLE III – MEMBERSHIP

SECTION 1 - ELIGIBILITY

The membership in the Nepali American Center shall be open to, who meets requirements in accordance with the membership policy of the Center.

SECTION 2 –MEMBERSHIP TYPES

The following membership types are established.

- a. General Member: A General Member shall be anyone who met the membership requirements in accordance with the membership policy of the Center.
- b. Lifetime Member: The lifetime membership shall be anyone who meet the requirements of lifetime membership in accordance with the membership policy of the Center.
- c. Trustee: Trustee shall be anyone who met the requirements of Trustee in accordance with the membership policy of the Center.
- d. Honorary Member: The Trustees shall award an Honorary Membership of the Center to distinguish individual recommended by the Nomination Committee.

SECTION 3 –MEMBERSHIP REQUIREMENTS

The Board of Directors shall set the membership requirements with the approval by a simple majority of Trustees.

If a member fails to meet the membership requirements the membership status shall be inactive automatically.

SECTION 4 – PRIVILEGES

Each Member in the Center shall receive privileges based on established membership types.

- a. A General Member shall have:
 - i. The right to vote in the General Election of the Center;
 - ii. The right for candidacy for the Board of Directors or the Executive Committee of the Center if he or she meets the election requirements published by the Election Committee ;
 - iii. Discounts on activities, services and rental from the center according to the published guidelines of the Center.
- b. A Lifetime Member shall have:
 - i. All privileges of the General Membership;
 - ii. Permanent inscription in the Center’s facility upon the approval by the Board;
- c. A Trustee shall have:
 - i. All privileges of the Lifetime Membership
- d. An Honorary shall have:
 - i. All privileges of the General Membership

ARTICLE IV– BOARD OF DIRECTORS

SECTION 1 - DIRECTORS

The number of Directors in the Board shall be fifteen (15) during any one term, where ten (10) Directors shall be elected Donors in the General Election of the Center and five (5) Directors shall be nominated by a simple majority of Trustees.

SECTION 2 - TERMS

All Directors shall serve a two years term, but are eligible for either re-election or re-nomination by Trustees for up to three consecutive terms. Each term shall start at the beginning of new fiscal year following the General Election of the Center and shall end on the last day of the fiscal year two years later.

SECTION 3 - AUTHORITY

The Board of Directors shall have authority for general management and financial affairs of the Center. The Board shall be responsible for all policies, administration, operation and maintenance of the Center.

The Board shall have power to form committees and task forces as may be deemed necessary and shall determine functions and terms of their existence.

The Board may create, re-organize, or cancel positions (i.e. Bookkeeper, Cashier, Marketing Strategist, Web Project Manager, Web Developer, Graphic Designer, Social Media Coordinator, Writer, Editor and so on) as necessary and appoint qualified individuals for operations and projects

of the Center. The creation, re-organization and cancellation of positions shall be ratified by the Board with a simple majority of Trustees and require official notification to the General Body.

The Board may announce the notice of Request for Proposal (RFP) if a professional service is necessary for a project or operation of the Center. Such RFP and hiring process shall be ratified by the Board with a simple majority of Trustees and require official notification to the General Body.

SECTION 4 - OFFICERS

Officers of the Nepali American Center shall consist of a President, a Vice President, a Secretary, a Treasurer, an Information Director and the Immediate Past President which also comprise the Executive Committee of the Center. The President shall serve as the Chair of the Executive Committee. Duties of Officers are stipulated in ARTICLE V.

Directors or Officers may serve as Chairs of Committees deemed necessary for the representation of the Board as determined by the Board of Directors from time to time.

SECTION 5 – COMPENSATION

All Directors or Officers shall serve without compensation for their duties as Directors or Officers, except they may be eligible to volunteer incentives for contribution other than duties of Directors or Officers in accordance with the donation policy of the Center.

SECTION 6 – NON LIABILITY OF DIRECTORS

The Board of Directors shall not be personally liable for any of the debts, liabilities, or other obligations of the Center however arising.

SECTION 8 – BYLAWS OMISSIONS

The Board of Directors shall have the authority to act on all matters concerning the General Body of the Center for which action has not been specifically reserved to the General Body in these Bylaws.

ARTICLE V – DUTIES OF OFFICERS

SECTION 1 - PRESIDENT

The President shall include but not be limited to:

- a. Preside at Trustee sessions, Board of Directors meetings, General Assembly and Donors meetings;
- b. Become an ex-officio member of the Finance Committee;
- c. Perform all delegated duties, supervise and verify that all regulatory requirements have been met on a timely fashion and that any financial donations, disbursements or expenditures of funds have satisfied all applicable Federal and State requirements;

- d. Possess the authority to spend up to a certain amount, to be decided by the General Assembly for the expenses related to activities without prior approval of the General Assembly. All expenses over a certain amount, decided by the Board of Directors, shall require the signatures of both President and Treasurer.

SECTION 2 – VICE PRESIDENT

The Vice President shall:

- a. Help Governing Board to take initiatives for revenue generation;
- b. Coordinate activities with other community organizations for furthering the mission of the Center;
- c. Maintain record and devise strategic planning for the future;
- d. Perform duties of the President in the absence, death, resignation or removal of the President until next election.

SECTION 3 – SECRETARY

The Secretary shall:

- a. Record all the proceedings of the Board of Directors meetings;
- b. Collect information of activities performed in the Center using available staff or volunteers;
- c. Prepare and submit annual and other reports to the General Assembly and for publication of the Center.

SECTION 4 – TREASURER

The Treasurer shall:

- a. Serve as the custodian of all funds of the Center;
- b. Manages bank accounts in conjunction with the President;
- c. Maintain receipts and disbursement of funds;
- d. Give complete financial reports to the General Assembly, Board of Directors or anybody else.
- e. Prepare a detailed financial statement for annual reports and returns required by the Internal Revenue Service.
- f. Maintain complete transparency of the revenue and expenses.

SECTION 5 – INFORMATION DIRECTOR

The Information Director shall:

- a. Serve the spokesperson of the Center;
- b. Oversee the development and maintenance the Center's official media such as website;
- c. Distribute the information to members and publications.

SECTION 5 – IMMEDIATE PAST PRESIDENT

Immediate Past President shall:

- a. Provide the President and the Board of Directors with advice and counsel;
- b. Assist the Board in those matters as may be requested by the President;
- c. Attend Board meetings and shall be entitled to vote;
- d. Be responsible for the duties of parliamentarian and shall chair the Nominating Committee;
- e. Insure compliance with the Bylaws and with Robert's Rules of Order for Conduct of Meetings.

ARTICLE VI – COMMITTEES

SECTION 1 – FORMATION AND DISSOLUTION

The Board of Directors may form Standing and Special Committees as needed. The Board shall appoint all Committee Chairs and their terms. Committees may be dissolved by the action of the Board.

Committee Chair shall have power to appoint members in the Committee with the ratification of the Board.

SECTION 2 – STANDING COMMITTEES

Standing Committees shall be determined by the Board of Directors to deliver recommendations in strategic planning and operations of the Center. Some examples of potential Standing Committees are: Election Committee, Finance Committee, Nomination Committee, Information and Technology Committee, Public Relation Committee, Bylaws and Policy Committee, Marketing and Fund-raising Committee, and Capital Project Committee.

The term of all Standing Committee Chairs and members shall be completed when term of the Board ends. The next Board of Directors shall nominate all Standing Committee Chairs and may re-organize Committees for upcoming fiscal years.

SECTION 3 – SPECIAL COMMITTEES

Special Committees shall be created by the Board of Directors to deliver recommendations in ad-hoc topics. Some of the examples of potential Special Committees are Nepali Mela Committee and other Special Event Committees.

The term of any Special Committee shall be a period of one (1) year at maximum or less if sooner terminated by the action of the Board.

SECTION 4 – REPORTS OF COMMITTEE

The President shall call for progress reports from all Committee Chairs from time to time, to be presented at the Board of Directors meetings. Copies of all documents (i.e. reports, proposals or recommendations) from each Committee shall be furnished to all Directors.

ARTICLE VII – ELECTION

SECTION 1 – RIGHT TO VOTE

All members in the Nepali American Center, who are in good standing with active membership status, shall have the right to vote.

SECTION 2 – RIGHT TO RUN IN THE GENERAL ELECTION

A good standing member in the Nepali American Center, who has donated required monetary or cashable gift to be a Director, shall have right to run in the General Election for the Board of Directors and Officers.

SECTION 3 – NOMINATION PROCESS

The Board of Directors shall appoint a standard Election Committee no later than sixty (60) days prior to General Election.

The Election Committee shall call for nomination with Standard Nomination Form for Directors and Officers among the General Body and Trustees no later than forty-five (45) days prior to the election date.

All nominations for four (4) elected Officers (President, Vice President, Secretary and Treasurer) and six (6) elected Directors shall be filled no later than fifteen (15) days prior to the election date. The Election Committee may hold the General Election date if all nominations are not filled.

Trustees shall submit their nominations of five (5) Directors to the Election Committee no later than fifteen (15) days after to the election date. It may include 1 nomination of Immediate Past President.

SECTION 4 – ELECTION PROCESS

The General Election shall be conducted during a General Assembly of the Center. The Election Committee may facilitate absentee ballot by mail if requested by members in advanced.

The Election Committee shall prepare the official election ballot indentifying two (2) years term, eligible positions and nominees for each contested position. Ballots shall contain identification numbers or seal and the Election Committee shall verify all ballots while counting them.

The Election Committee shall coordinate logistic, schedule and mediums (on-site, electronic, postal or hybrid) of the election. The quorum shall be reached to conclude the election.

SECTION 5 – TRANSITION PROCESS

Newly elected Board of Directors shall go through transition or trainings with the existing Board for next three (3) months, and shall take over at least thirty (30) days prior to next fiscal year of the Center.

Newly elected Board shall present annual budget and plans for upcoming fiscal year to General Body at the start of the term.

ARTICLE VIII – MEETINGS

All Meetings of the Nepali American Center shall be public except any Special Meeting with sensitive personnel agenda when the Board of Directors may consider issues such as hiring, firing, promotion or personal action regarding a specific individual.

SECTION 1 – GENERAL ASSEMBLY

The Board shall hold at least one General Assembly of the General Body every year to transact agendas of the Center such as, to deliver annual report, present Committee recommendations or reports, review activities, conduct General Election in alternate year, adopt new policy or any change in existing policy, receive and adopt amendments, if any, to Bylaw, and to conduct any other business included in the General Assembly agenda.

SECTION 2 – REGULAR MEETINGS

The Board shall hold one or more regular meetings every month to oversee performance of the Center, to devise short term and long term strategic plans, and to formulate or revise operational initiatives.

All Committees, task forces, activity teams or project teams shall hold their own regular meetings their chairperson, coordinator or manager.

SECTION 3 – SPECIAL MEETINGS

A special meeting shall be called by the President or the Board of Directors. The Secretary shall issue a notice to the Special Meeting with agenda items, date, time and venue. No other business but that specified in the notice may be transacted at a special meeting without the unanimous consent of all present at such meeting.

SECTION 4 – NOTICE OF MEETINGS

The notice of General Assembly shall be given to General Body and guests no later than thirty (30) days prior to the date set. All other meetings shall be notified to their potential attendees no later than five (5) days prior to the meeting dates.

The Board, Committees, task forces, activity teams or project teams may publish their tentative regular meeting schedules for the upcoming fiscal year or the term in advance.

SECTION 5 – VOTING IN MEETINGS

All matters to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place, unless Bylaws or any policy requires a two-third majority on a specific matter. Each meeting attendee is entitled to one vote on each matter to be decided at the meeting.

Voting in General Assembly meetings shall be opened to only members, who are in good standing with active membership status based on their monetary donations or annual membership payments.

Members present at any meeting shall constitute a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

The Center shall adopt Roberts Rules of Order, latest revised edition, as default parliamentary authority for all other authority or procedures are not specified in these Bylaws or explicitly adopted by the Board as described in ARTICLE X.

ARTICLE IX – QUORUM

Fifty-one percent (51%) of existing Directors composition shall constitute a quorum for business transactions to take place and motions to pass at any meeting of the Board. Vacancies in the Board shall not affect its power or authority so long as a quorum remains.

Twenty-five percent (25%) of members' composition with active membership status shall constitute a quorum at a General Assembly.

Unless otherwise specified in these Bylaws, a majority vote shall be sufficient to approve any resolution or action.

ARTICLE X – RULES OF ORDER

Nepali American Center shall adopt Roberts Rules of Order, latest revised edition, as default parliamentary authority of the Center for the transaction of business in all deliberative assemblies, unless such authority or procedures are specified in these Bylaws or explicitly adopted by a simple majority in the Board of Directors meetings.

ARTICLE XI – NOT-FOR-PROFIT STATUS

Nepali American Center shall file for the tax exempt non-profit organization status exclusively for charitable, educational, religious and social purposes under section 501 (c) (3) of the Internal

Revenue Code and Illinois General Not-For-Profit Act as well as corresponding State and Federal statutes.

ARTICLE XII – EXECUTION OF INSTRUMENT

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any Member of Nepali American Center to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Center. Without such authorization, no Member shall have any authority or power to bind the Center by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

ARTICLE XIII – COLLECTION AND DISPOSITION OF FUNDS, FISCAL YEAR AND ANNUAL BUDGET (DONE)

SECTION 1 – COLLECTION AND DISPOSITION OF FUNDS

The Board of Directors shall review and assess annual membership dues, donation policy, fiscal plan, and fund raising campaign every year prior to start of the new fiscal year in order to collect adequate funds for administration, operations and capital projects, if any, of the Center.

Any modification on established membership requirements shall require official notification from the Board to the General members.

No part of the net income of the Center shall be distributed to its Officers, Directors, Members, Trustees, or to the benefit of any private individuals except the for loan payment, if any, to a lender and for charitable purposes approved by the Board.

All funds collected shall be free from any limitation that is contrary to purposes of the Center described in ARTICLE II.

SECTION 2 – FISCAL YEAR

The Fiscal Year of the Nepali American Center shall be January 1 through December 31 each year.

SECTION 3 – ANNUAL BUDGET

The Executive Committee in conjunction with the Finance Committee shall present a proposed annual budget for the ensuing year to the Board of Directors and Trustees for their consideration and approval in a Board meeting.

The Board and Trustees shall have the authority to approve or adopt reasonable and necessary revisions to the proposed annual budget and shall forthwith report same to the Executive Committee.

The approved annual budget for ensuing fiscal year shall be presented to members each year at least thirty (30) days prior to the start of the new fiscal year.

ARTICLE XIV – RESIGNATION

Any Member, Board Member or Trustee may resign by filing a written resignation with the Secretary of the Nepali American Center. Resignation shall not relieve a member of unpaid dues, or any liability to the Center.

ARTICLE XV – TERMINATION

Any Director may be removed by the resolution of the Board of Directors with the approval by a simple majority of Trustees for any of the following circumstances:

- a. Director fails to participate (in person, via teleconference or Internet, or through the written response on agenda items within the given time) in three (3) consecutive meetings of the Board and the reason of absences are not considered satisfactory by the Board;
- b. Director has demonstrated a blatant disregard for his or her duties and responsibilities to the Center as determined by the Board;
- c. Director is convicted of a felony by the recognized court.

If complaint is filed by a member of the Center against any Director or Trustee, he or she may be removed by the approval by two-third majority votes of members in a General Assembly or Special Meeting. Such complain shall be filed to the Executive Committee or the Election Committee.

ARTICLE XVI – CONFLICT OF INTEREST

Any Director or Trustee, who has a conflict of interest or appearance of a conflict that may prevent him or her from acting on the matter in an impartial manner, shall offer to the Board to voluntarily excuse him or her and refrain discussion as well as voting on said item.

ARTICLE XVII – VACANCY

Any vacancy caused by the resignation, removal, disqualification, death or otherwise, of any elected Director or Officer shall be filled by the Election Committee with ratification by the Board of Directors and Trustees as interim Director or Officer until the next election.

In case of vacancy in the President position, the order of succession shall be Vice-President, Secretary, Treasurer, Directors and Trustees. In case of vacancy for a nominated Director in the Board, Trustees shall nominate a new Director for remaining portion of the term.

ARTICLE XVIII – AMENDMENTS OF BYLAWS

SECTION 1 – ADOPTION OF BYLAWS

These Bylaws and any proposed amendment thereto, shall be distributed to the General Body of the Center prior to adoption. These Bylaws or proposed amendments thereto, shall become effective upon adoption by two-third majority votes of members with active membership status present at a General Assembly that constitute a quorum.

SECTION 2 – AMENDMENTS

These Bylaws may be altered, amended, repealed or added to by two-third majority votes of members with active membership status present at a General Assembly that constitute a quorum.

Any proposed amendment to these Bylaws shall be submitted in writing to the Board of Directors by a member with active membership status. The Board may review and Secretary shall such amendment in General Assembly agenda.

ARTICLE XIX – SEVERABILITY

If any provision of these Bylaws or any application of them is found in violation of any superseding law or authority, such provision or application shall not be deemed valid. However, all other provisions or applications shall be deemed to be separate and independent there from and to be enacted as such.

ARTICLE XX – DISSOLUTION

The property of this Center is irrevocably dedicated to the purposes mentioned in ARTICLE II.

No part of the net income or assets of this organization shall ever inure to the benefit of any kind of member of this corporation, or to the benefit of any private individual except for the provision of loan payment as defined in ARCTICLE XIII.

The organization shall be authorized and empowered to pay back any liability in proportion from the remaining assets after the dissolution. Any remaining net asset of the Center 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.

ARTICLE XXI – CONSTRUCTION

As used in these Bylaws:

- a. The present tense includes the past and the future tenses, and the future tense includes the present;
- b. The masculine gender includes the feminine and neuter genders;
- c. The singular number includes the plural number, and the plural number includes the singular;

- d. The word "shall" is mandatory and the word "may" is permissive;
- e. The word "Center" means the Nepali American Center;
- f. The word "Officers" has the meaning "Executive Committee".
- g. The words "Directors" and "Board" have the meaning "Board of Directors".