

# **FLORIDA-NEPAL ASSOCIATION, INC.**

## **BY-LAWS**

Amended as of October 15, 2005

### **ARTICLE I: NAME**

The name of this organization shall be **FLORIDA-NEPAL ASSOCIATION, INC..**

### **ARTICLE II: AIM & OBJECTIVE**

1. To promote close cooperation and friendship among Nepalese and friends of Nepal in the United States with particular emphasis on people residing in Florida, and the neighboring states.
2. To promote educational, charitable, social, and cultural activities.
3. To promote close relations with other similar associations in North America.
4. To promote the concept of a single nationwide organization in the United States.

### **ARTICLE III: MEMBERSHIP AND DUES**

1. **MEMBERSHIP:**

The membership is open to all persons who are of Nepali origin, related to Nepalese by marriage, adoption or birth, or persons demonstrating a sincere interest in Nepal and Nepalese people. Such persons may become members after completing a Membership Application, obtaining the approval of the Executive Committee (as defined in Article IV), and paying the dues as determined by the Executive Committee. The categories of membership are as follows:

- (i). Family: only the adults (18 years or older) may hold office or may vote.
- (ii). Single
- (iii). Student

2. HONORARY MEMBERSHIP:

The honorary membership shall be given by the Executive Committee to persons or organizations who have made substantial contribution towards the aim and objective of the Association. Honorary members need not pay any membership dues.

3. RESIGNATION/TERMINATION:

Any member may resign by giving notice in writing to the Executive Committee. Membership dues already received by the Association will not be refunded. Membership may also be terminated due to nonpayment of dues. Any person may be relieved of his/her membership, if there is substantive evidence that such person is acting against the aim and objective of the Association.

**ARTICLE IV: EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the following officers:

- A. President
- B. Vice-President
- C. General Secretary
- D. Treasurer
- E. Information Secretary
- F. Two Members-at-large

These Officers shall be elected at the Election Meeting, held on alternate Annual Meetings, of the Association. All Officers shall serve without compensation. Election shall be held every two years. No Officers shall serve more than two consecutive terms in the same position.

**ARTICLE V: DUTIES OF OFFICERS**

A. President:

The president shall preside at all business meetings of the Association and shall have general leadership of the Association. The President shall perform such duties and have such powers as the Executive Committee may delegate him or her.

B. Vice President:

In the absence of the President, the Vice-president shall perform the duties of the President.

C. General Secretary:

The General Secretary shall keep the minutes of all the business meetings of the Association. The General Secretary shall be responsible for notifying all members of general meetings of the Association and notifying Executive Members of the Executive Committee meetings. The General Secretary, in cooperation with the Treasurer, shall maintain an up-to-date roster of the membership of the Association.

D. Treasurer:

The Treasurer shall be the custodial of all funds of the Association. The Treasurer shall receive all the funds and shall pay all the bill upon authorization by the Executive Committee. The Treasurer will maintain a bank account in the name of the Association. The Treasurer shall maintain up-to-date roster of the membership of the Association.

E. Information Secretary:

The Information Secretary shall collect and disseminate relevant information of its general membership.

F. Members-At-Large:

Duties of Members-At-Large will be as such given by the Executive Committee.

**ARTICLE VI: DUTIES OF THE EXECUTIVE COMMITTEE**

1. The Executive Committee shall exercise general supervision of the business of the Association. A majority of the Committee shall constitute a quorum and a majority of those present shall decide issues.
2. The Executive Committee shall have the authority to form standing and ad hoc committees, define the duties of these committees, and appoint members to these committees.
3. The Executive Committee shall appoint members to fill vacancies occurring in the Executive Committee.

**ARTICLE VII: MEETINGS**

1. General Body Meetings:

a. Annual:

The annual meeting of the Association shall be held

each year at a place selected by the Executive Committee. Advance notice must be given to all the members of the Association.

b. Election:

Every alternates years, the Annual Meeting will also serve as the Election Meeting in which election and/or approval of the Nominating Committee's (as defined in Article VIII, section 2) recommendation for the new Executive Committee members will be done by the general body.

c. Special Meeting:

Special Meetings of the general body may, from time to time, be called by the Executive Committee. Advance notice must be given to all the members of the Association.

2. Executive Committee Meetings:

The Executive Committee shall meet periodically at a convenient place to discuss the business of the Association.

This meeting can be called by the President or any two Officers of the Association. Advance notice must be given to all the Officers of the Association.

#### **ARTICLE VIII: NOMINATIONS AND ELECTIONS**

1. An election will be held for the position of Officers of the Association at every alternate Annual Meeting.
2. A Nominating Committee of three members from the regular membership shall be appointed by the President at least one month prior to the election. The President shall appoint one of the three as the Chairman of this committee. The Nominating Committee shall prepare a list of one or more candidates for each office. The list of candidates shall be sent with the announcement of the Annual Meeting to all members. At the Annual Meeting, nominations from the floor may be made. All candidates for election consent to their nomination. If not present at the meeting, a candidate must give the consent in writing to the Nomination Committee Chairman.
3. The President shall appoint an Election Committee comprising of three members from the regular membership prior to the election. This committee shall provide all necessary election materials and shall count the ballots at such Election Meetings. No members of the Election Committee shall be candidate for any of the position in that election.

4. All votes shall be cast by secret ballot and a plurality shall elect. All adult members of the Association present at the Election Meeting shall be eligible for casting the vote.

#### **ARTICLE IX: AMENDMENT**

Executive Committee shall have the power to make, alter, amend or repeal the By-Laws of the Association. Members of the Association should be notified of the amendments and the Membership with a simple majority of the members voting, can repeal or ratify these amendments at the annual meetings by the show of hands.

Amendments to the By-Laws may also be proposed by the general membership by submitting a written proposal to the amendment signed by not less than five members of good standing. The Executive Committee shall discuss this at the next Committee meeting and decide either to accept the proposal or deny it. General membership shall be notified of the decision made by the Committee regarding all the proposed amendments.

Major amendments regarding merger with other organization, or dissolution of this Association will be determined by the specific procedure established by the Executive Committee.

#### **ARTICLE X: DISSOLUTION OR LIQUIDATION OF THE ASSOCIATION**

Members of the Association shall be notified of the dissolution or liquidation of the Association. The Membership, with a simple majority of the members voting, shall decide at the annual or general meeting (by the show of hands) to ratify or reject the dissolution or liquidation.

In the event of a dissolution, any remaining funds of the Association shall be applied by the executive committee (before vacating office) in furtherance of the Association's aims, and no member shall have any claims on the Association in respect to fees and subscriptions paid, etc. Any of 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 with the Internal Revenue.

No private individual, member, trustee, director or officer of the Association shall benefit or be entitled to share, in the distribution of any of the Association's assets during the dissolution.

After the necessary expenses, the remaining assets and property of the Association, shall, in the event of dissolution, be

distributed to such organizations as shall qualify under Section 501(C)(3) of the Internal Revenue Code of 1986, or to another organization, so as to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of Florida that will best accomplish the general purposes for which this Association was formed.

#### **ARTICLE XI: PROPAGANDA AND POLITICAL ACTIVITIES**

None of the activities of the Association shall be used to carry any propaganda, or otherwise attempt to influence the legislation (except as otherwise provided by the Internal Revenue Code Section 501(b)), or participate in, intervene in (including the publication or distribution of statements) in any political campaigns on behalf of any candidate for public office.

#### **ARTICLE XII: SUPPLEMENTARY OBJECTIVES**

Notwithstanding any other provision of the above articles, this Association is organized exclusively for one or more of the following purposes: religious, charitable, scientific, literary, testing for public safety, to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) or prevention of cruelty to children or animals, as specified in Section 501(C)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code of 1986.

#### **Article XIII:**

#### **SOLICITING AND GRANTING FUNDS FOR DOMESTIC AND FOREIGN CORPORATIONS**

1. The Executive Committee is empowered to solicit contributions to be used to provide grants to foreign organizations or to an officer connected with such foreign organization for the specific purposes set forth in the Articles of Incorporation. The Executive Committee may withdraw its approval of a particular grant even if it has been approved, upon notice to the grantee.
2. The Executive Committee is empowered to make grants and contributions and otherwise render assistance to any domestic 501(c)(3) organization which furthers the purposes set forth in the Articles of Incorporation.
3. The Executive Committee shall review all requests for funds from other organizations and shall require that such requests specify the use to which the funds will be used.

The Executive Committee may, in its absolute discretion, refuse to make any grants or contributions or otherwise render assistance to or for any or all of the purposes for funds are requested.

4. If the Executive Committee approves the request, the Executive Committee shall authorize payment of such funds to the approved grantee.
5. The Executive Committee shall require that the grantee furnish an accounting at least quarterly to show that all funds were expended for the purposes which were approved by the Executive Committee.
6. The Executive Committee shall at all times have the right to withdraw approval of the grant if it appears that the grantee is not or will not be utilizing the funds as approved by the Executive Committee. Those funds may then be used for other charitable, scientific or educational purpose.
7. After the Executive Committee has approved a grant to another organization as set forth above, the corporation may solicit funds for the specifically approved project or purpose of the other organization.