



# **Non-Resident Nepali Association, USA (NRNA USA)**

**गैरआवासीय नेपाली संघ, अमेरिका**

## **BYLAWS**

**Prepared By:**

**Bylaws, Policies & Procedures Bureau**

**Approved By:**

**Board Meeting of NRNA USA**

**on the 14th Day of December 2022**

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## **ARTICLE 1: NAME**

1.1 The name of this organization shall be Non-Resident Nepali Association, USA (hereinafter referred to as "NRNA USA"). It shall be an inclusive, autonomous, independent, non-profit organization, which shall be processed to register or registered as tax exempt under terms of section 501(c)(3) of the Internal Revenue Code of the United States of America.

## **ARTICLE 2: DEFINITIONS**

2.1 "Non-Resident Nepali" means a person of Nepali origin that meets the requirements of Nepal Government to be a "NRN" and/or the definition of NRN per the bylaws of NRNA.

2.2 NRNA means Non-Resident Nepali Association to represent global association representing all NRNs around the globe.

2.3 The "Board" means the board of the NRNA USA.

2.4. "Non-Resident Nepali" means a person of Nepali origin that meets the requirements of Nepal Government to be a "NRN" and/or the definition of NRN per the bylaws of NRNA.

2.5 "Person of Nepali Origin" or PNO means a person who is currently a US citizen but the person or his/her parents or grandparents were born in Nepal.

2.6 "Person of Nepali Speaking" or PNS means a person, including NRN, who is currently living in the US and the mother language of that person or his/her parents, or grandparents is Nepali.

2.7 "NRN" hereafter collectively means a "Non-Resident Nepali" and "Person of Nepali Origin".

2.8 Board of Directors, Officers or the Board means the Executive body of the NRNA USA. Board Member means member of the board including executives and elected board members.

2.9. "These bylaws" or "bylaw" means the bylaws of the NRNA USA.

2.10 NCC means National Coordination Council of NRNA ICC in USA as officially documented and recognized by NRNA ICC.

2.11 ICC means International Coordination Council of NRNA.

2.12 NRNA USA State Council means a group of NRNs in that State that coordinates the organizational interests with other Nepali organizations and NRNs in that State as a focal group and is formed per these by-laws.

2.13. Registered General Member or Life Member means a Non-Resident Nepali (NRN) per the definition of Nepal Government who is a due-paying voting member of the NRNA USA.

2.14 Affiliated Member means a PNS with age of 18 or older who can become a member of the NRNA USA with restricted benefits including not being eligible to vote in the general meeting or election and cannot be counted as a quorum in any meetings.

2.15. Honorary Member: The Board may confer NRNA USA's Honorary Membership to any person, who has received national or international recognition in his or her field, and who has agreed to follow this

bylaw and the charter of the NRNA USA. Honorary Member cannot vote or represent as a quorum to the meeting.

2.16. Annual General Meeting (AGM) means the annual meeting of all members of the NRNA USA.

2.17. Any benefits, privileges and rights awarded by the ICC to NRNA USA's members, shall be regulated by the bylaws of the ICC (International Coordination Council of NRNA's bylaws). Any privilege, benefit, power and right provided by the laws of Nepal to NRNA USA's members shall be regulated by such laws.

### **ARTICLE 3: GOALS and OBJECTIVES**

3.1. The goal of the NRNA USA is called achieved when Nepali Diaspora in USA can freely share social and cultural values using a common platform and support themselves and others in the USA and Nepali in Nepal as needed.

3.2 The objectives of the NRNA USA are:

3.2.1. Represent and promote the interest, rights, privileges, and immunities of NRNs in the United States and Nepal.

3.2.2. Coordinate NRN resources in USA to facilitate, mobilize and conduct social activities to maintain and foster Nepali identity, international harmony, culture, language, sports, knowledge, skills, academic and professional advancements in USA.

3.2.3. Raise, receive, and manage funds, charities, and donations to carry out humanitarian causes directly or in cooperation with other national and global organizations or individuals in the USA and abroad.

3.2.4. Encourage NRNs and facilitate their resources to contribute towards unity and socio-economic development of USA and Nepal including but not limited to creating social and economic investment platforms.

3.2.5. To foster friendship and understanding between NRNs, Nepali Americans and friends of Nepal in the USA.

3.2.6. Be liaison to ease Nepali diplomatic support to NRNs in USA and continue the initiatives in continuation of Nepali citizenship to the first-generation American citizens of Nepali Origin.

### **ARTICLE 4: MEMBERSHIP**

4.1 The membership shall be defined, addressed, processed, awarded, verified, monitored, validated, and terminated based on the NRNA USA Membership Policy.

### **ARTICLE 5: INSTITUTIONAL AFFILIATION**

5.1. NRNA USA's affiliation to NRNA and other non-profit institution is confirmed when a memorandum of Understanding is duly signed and valid.

5.2. Associations must consent to the jurisdiction of the State or Country where the association is registered if there is any dispute between associations.

5.3. Association's purpose, goal, act, mission, rules shall not be inconsistent with the United States' Federal Law and State Law of the respective state.

5.4. Association's purpose, goal act, mission and rules shall not be inconsistent with NRNA USA's certificate of incorporation and this bylaw.

#### **ARTICLE 6: BOARD OF DIRECTORS AND OFFICERS**

**6.1.** Board of Directors and Officers (hereinafter rereferred as "the Board" or the "board member") shall formulate and implement programs and activities to achieve the objectives of the NRNA.

**6.2.** The Board shall make policy suggestions to the Annual General Meetings or Special Meetings of Members.

**6.3.** The Board can form committees, bureaus and/or task forces as deemed necessary and can determine the functions and terms of their existence.

**6.5.** The Board can hire an administrative staff as deemed necessary and compensate for the person's services.

**6.6.** The Board can freely coordinate with the US Embassy in Nepal and Nepal Embassy in USA to obtain necessary support in the benefits of NRNA Members.

**6.7.** The officers of the Board shall consist of the following Positions. The Board may redefine these positions and numbers for the upcoming term.

6.7.1. President -1

6.7.2. Senior Vice President - 1

6.7.3. Vice Presidents - 6

6.7.4. General Secretary - 1

6.7.5. Secretary - 4

6.7.6. Treasurer - 1

6.7.7. Joint Treasurer - 1

6.7.8. Spokesperson -1

6.7.9. Women Coordinator - 1

6.7.10. Youth Coordinator - 1

6.7.11. Board of Directors – 17

**6.8.** The meeting of the Board and Annual General Meeting or Special General Meeting are governed by the Organization's Meeting Policy.

**6.9.** The President, in consultation with Board, within the scope and limitations of the provisions of this bylaw, may establish, amend, or terminate groups, committees, bureaus or task forces to promote the NRNA USA's activities, which may include representatives or State Counselors from the associations as well as individuals from the larger Nepali Diaspora or NRN within the United States and the respective regions or States.

**6.10.** The term of the board members shall be two years, beginning from the day they are sworn-in until the moment the successors are sworn-in. No board member shall hold the same office for more than two consecutive terms.

**6.11. PRESIDENT:**

6.11.1. President shall preside at the meetings of the Board and run day-to-day operation of the Board including, but not limited to, the growth of memberships, fund raising, organizing town hall meetings, outreach, coordinating youth affairs, education, internet, press, publications, and conferences in the USA and Nepal.

6.11.2. Support the spokesperson of the NRNA USA or designate one to serve in that capacity.

6.11.3. Serve as principal executive officer of NRNA USA and perform other duties as the Board may recommend to the President.

6.11.4. Supervise all regulatory requirements, such as Tax filing, annual statement of information, etc.

6.11.5. Identify, propose, and execute plans and proposals to address issues and challenges.

6.11.6 Delegate and monitor tasks and responsibilities to other board members as needed.

**6.12. SENIOR VICE PRESIDENT:**

6.12.1. Senior Vice President shall assist the President in his duties.

6.12.2. The Senior Vice President shall act as President in the event of the President's death, resignation, removal, or temporary absence and shall have all the powers and duties of the President.

**6.13. VICE PRESIDENTS:**

6.13.1. The Vice Presidents shall assist the Senior Vice President and the President and facilitate and oversee the growth of memberships, fund raising, organizing town hall meetings, outreach, coordinating youth affairs, education, internet, press, publications, and conferences in their respective regions in USA and Nepal.

**6.14. GENERAL SECRETARY:**

6.14.1. The General Secretary shall keep and archive all official records, work as a human resource administrator of the institution and manage meetings for the board as well as the annual or special general meetings.

6.14.2 The General Secretary shall prepare a meeting agenda for the board and annual or special general meetings.

6.14.3 The General Secretary shall record all the proceedings of the meetings of the Board or the annual or special meetings.

6.14.4. The General Secretary shall distribute minutes of the meetings to the appropriate members within two weeks after the date of the meeting.

6.14.5. General Secretary shall actively participate to raise fund in coordination with President, Vice president and treasurer.

6.14.6. The General Secretary shall get a financial report from the treasurer and reconcile all membership fees, dues and other funds collected and deposited.

6.14.7. The General Secretary shall keep records of the members, board members, state counselors and coordinators.

6.14.8. The General Secretary shall assist President in daily administrative activities of the board.

6.14.9. The General Secretary can take secretarial assistance from Secretaries to support the Board.

**6.15. SECRETARIES:**

6.15.1 The Secretary shall assist the General Secretary in a specific and daily administrative task. The General Secretary, in consultation with President, can assign any tasks to the Secretary and/or other board members. One of the Secretaries, by the simple majority votes of the board members, can act as a General Secretary in the event of the General Secretary's death, resignation, removal, or temporary absence and shall have all the powers and duties of the General Secretary.

**6.16. TREASURER:**

6.16.1. The Treasurer shall be familiar with accounting rules and regulations and financial plan.

6.16.2 The Treasurer shall be the custodian of all funds of the NRNA USA, and shall maintain bank accounts, receipts and disbursement of funds and shall give complete financial reports to the Board.

6.16.3. The Treasurer shall identify the source of funds that can be collected for or by NRNs and others. The Treasurer shall prepare a financial statement sufficiently detailed for the preparation of any annual reports or tax returns required by the Internal Revenue Service or any other regulatory agencies.

6.16.4. The treasurer shall prepare fund raising plan, present to the Board and actively participate with other board members to raise funds for NRNA purposes.

**6.17. JOINT TREASURER:**

6.17.1 Joint Treasurer shall perform all duties assigned by the Treasurer and/or the board.

6.17.2. Whenever Treasure is not present, Joint Treasure shall perform Treasurer's duties.

**6.18. IMMEDIATE PAST PRESIDENT:**

6.18.1 The Immediate Past President shall be a non-voting member of the Board.

**6.19. SPOKESPERSON:**

6.19.1. The Spokesperson shall coordinate media to promote the organization's programs, and activities to establish a clear image in the community.

6.19.2. The Spokesperson shall establish a plan to coordinate with Nepali and mainstream media professional in NRNA issues and projects.

6.19.3. Spokesperson shall explore diverse areas of journalism including but not limited to educating NRNs in community issues in the United States.

6.19.4. Spokesperson shall provide NRN' s news to various news media as approved by the board.

6.19.5. The Spokesperson shall manage the flow of information between the NRNA USA, and the larger Nepali diaspora or mainstream including the press and develop promotional and outreach materials to disseminate them.

**6.20. WOMEN CO-ORDINATOR:**

6.20.1 Women Co-coordinator shall unite the Non-Resident Nepali women residing in the USA and effectively utilize and manage their collective efforts to expand and strengthen the women network for the welfare, interest, and rights of Nepali women. Women Coordinator shall coordinate and execute programs, collect their periodical reports, and provide them to the board for approval and retention. Women Coordinator shall make efforts to expand the NRNA women network in the USA.

**6.21. YOUTH COORDINATOR:**

6.21.1 Youth Coordinator shall have an age limit of not more than 35 years.

6.21.2 Youth Coordinator shall effectively utilize and manage the collective efforts of NRN youths living in the USA to expand and strengthen their network for the welfare of Nepali youths and the Nepali as a whole. Youth Coordinator shall coordinate and execute programs, collect their periodical reports, and provide them to the board for approval and retention.

**6.22. BOARD OF DIRECTORS:**

6.22.1 The Board of Directors shall perform the duties assigned by the Board.

6.22.2 Board of Directors can coordinate the bureaus, committees, or the task forces.

**ARTICLE 7: BOARD'S FINANCIAL TRANSACTION AND COMPLIANCE**

7.1. The Board may form a Finance Committee (FC) to keep and validate financial records. FC can have three to five members and should consult a Certified Public Accountant to audit the financial transactions.

7.2. FC shall have the right to review the board's all financial records and activities. Whenever FC requests financial records, the party responsible for the transaction shall provide them within 15 days.

7.3. The party responsible for the transaction shall forward its financial activities to the FC as needed.

7.4. Board shall keep its Books and Record based on United States Generally Accepted Accounting principles (US GAAP).

**7.5. Board shall segregate its duties on Authorization of financial transactions:**

7.5.1. Transactions up to \$1000.00 (one thousand dollars) shall be approved and authorized by General Secretary or Vice President and Treasurer.

7.5.2. Transactions up to \$5000.00 (five thousand) shall be approved and authorized by President and Treasurer.

7.5.3. Transactions up to \$20,000.00 (ten thousand) shall be approved and authorized by a simple majority of the board.



7.5.4. Transactions less than or equal to \$50,000.00 (fifty thousand) shall be approved and authorized by two thirds of the Board.

7.5.5. Transaction worth more than \$50,000.00 shall be approved by two thirds of the board and obtain consent from the upcoming Annual General Meeting's majority. The board may obtain consent by email, zoom or other electronic authenticate remote means.

7.5.6. If the funds are raised by the board for a specific purpose, the board may spend all funds for that specific purpose.

7.5.7. Any transaction greater than \$5000.00 shall be signed by two signatory authorities. All Bank account cash in hand and other valuable of organization shall have custody with the Treasurer.

#### **ARTICLE 8: STATE COUNCIL AND A FOCAL PERSON**

8.1. NRNA USA may form a State Council with a Focal Person to coordinate the membership promotion.

8.2. The Council, if exists, shall have at least one Focal Person. In discretion of the Focal Person, the council may have as many as 9 members including the Focal Person. The board appoints the Focal Person from the local Nepali organizations, if exists, in the State. The Focal person appoints others from other Nepali organizations proportionately if they exist. The Council may appoint Council Task Forces with the approval of the board.

#### **ARTICLE 9: ADVISORY COMMITTEE**

9.1. NRNA USA may have an Advisory Committee consisting of individuals whose primary responsibility shall be to advise the President and Board on specific matters as and when necessary. The Advisory Committee shall have a maximum of fifteen (15) individuals. The advisory committee member should be a recognized person in his/her field of work and be competent to advise the Board.

#### **ARTICLE 10: ELECTION OF THE BOARD MEMBERS**

10.1 The election shall be defined, addressed, processed, awarded, verified, monitored, validated, and terminated based on the NRNA USA Election Policy and Procedures.

#### **ARTICLE 11: INTERNATIONAL CONVENTION AND ICC DELEGATES:**

11.1. The Board shall select ICC delegates according to NRNA ICC bylaws.

#### **ARTICLE 12: NOTICES AND WAIVERS**

12.1. 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, such as email, mail, or other means as it shall appear on the records of the NRNA USA.

12.2. 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 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.

12.2. Any Board member or officer may send a notice of resignation from the position at any time with or without providing any reasons. The President may consult the Board to discuss the resignation, may

collect additional information and has authority to decide on the resignation but shall inform the decision to the Board. The President, in consultation with the Board, may remove any Board member when a recommendation from the Disciplinary Committee is received.

#### **ARTICLE 13: AMENDMENTS**

13.1. Any proposed amendment to these by-laws may be submitted to the Board.

13.2. The following process shall apply:

13.2.1. The Chairperson of the Bylaws Bureau shall publish a copy of the proposed amendment on the organization's website and circulate it to all Board either by email or social media as a notification.

13.2.2. All comments by Board members must be received within three (3) calendar days after notification; the proposed amendment shall be placed on the agenda of the next Board meeting.

13.2.3. Such an amendment be effective upon adoption by the majority of Board members in quorum.

13.2.4. If the law requires that the amended by-laws are effective only upon filing with the State Authority, this by-law shall be effective upon filing with such authority.

#### **ARTICLE 14: RECORDS**

14.1. The records of the NRNA USA, including books and records of accounts, and minutes of proceedings of the Board be maintained at such place as designated by Board. Any member may inspect such books and records for any proper purpose at any reasonable time.

#### **ARTICLE 15: SEVERABILITY**

15.1. 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 16: NON - PROFIT STATUS**

16.1. The organization is organized exclusively for charitable purposes and is currently seeking or has acquired section 501(c)(3) status 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.

16.2 The organization adopts the conflict-of-interest and code of conduct policies, and its officers, board of directors and committee members are ruled by these policies.

16.3 Any matters not set forth in this By-laws or its Charter, State and Federal not-for profit corporation law shall apply.

## **ARTICLE 17: OFFICERS' LIABILITY**

17.1. No director/officer shall be personally liable for monetary damages for breach of fiduciary duty as director/officer notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a director/officer, to the extent that such liability is imposed by applicable law.

17.1.1. for any breach of the board members duty of to the organization.

17.1.2. for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and

17.1.3. for any transaction from which the board members derived an improper personal benefit.

17.1.4. Willful violation of these by-laws, Charter of NRNA USA,

17.1.4. Willful act against the purpose of NRNA USA.

17.1.5. Willfully failed to keep financial records of NRNA USA.

## **ARTICLE 18: DISSOLUTION**

18.1. The property of this NRNA USA is irrevocably dedicated to the purposes mentioned in Article III 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 NRNA USA, 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 NRNA USA, after paying or adequately providing for the debts and obligations of the NRNA USA, 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.

18.2. If there is no rule set forth in this by-law and there is no guidance in New York State, the Board may make provisional rules to regulate NRNA USA function. Such rules shall not be inconsistent with these bylaws. If any provision of such provisional rules is inconsistent with this bylaw the inconsistent part shall be void and null. Those provisional rules shall expire after six months from the date of effective.

## **ARTICLE 19: EFFECTIVE DATE**

19.1. These Bylaws shall become effective upon majority adoption by the board members present with quorum at the NRNA USA meeting, signed and/or initialed by the President of the organization and uploaded to the website of the organization.