

**BY-LAWS OF**  
**ASSOCIATION OF NEPALESE IN MIDWEST AMERICA**

**ARTICLE I-NAME, PURPOSE AND GOVERNING INSTRUMENT**

Section 1: Name: This organization's name shall be *The Association of Nepalese in Midwest America (hereinafter, "ANMA")*. It shall be a nonprofit organization incorporated under the laws of the State of Ohio.

Section 2: Purpose: ANMA, as set forth in the Articles of Incorporation and these bylaws, is organized exclusively for charitable, educational, cultural, and professional purposes. The purpose of this organization is:

- a. To represent and promote the interests of the Nepali- American community in North America, primarily in the Midwest region of the United States (*hereinafter, "the Midwest"*);
- b. To promote social, cultural, educational, professional, and other public interest activities of the Nepali-American community;
- c. To raise, receive and manage funds, including charitable donations to carry out worthy humanitarian causes; and
- d. To function as a nonprofit organization coordinating, facilitating, and conducting activities among other Nepali-American communities *worldwide*.

Section 3: Governing instruments: ANMA shall be governed by its articles of incorporations and its bylaws.

**ARTICLE II-MEMBERSHIP**

Section 1- membership eligibility: Membership application shall be open to any individual in the United States of at least eighteen (18) years of age that completes membership application, pays annual due (if applicable), and supports ANMA's purpose. However, if a person is in default of past due or under any membership suspension, ANMA may not grant any membership until the issues are resolved.

Section 2-Types of Membership: ANMA has the provisions of the following members:

- a. General Membership: granted by the Board upon application and payment of registration fee bi-annually.
- b. Life membership: granted by the Board upon payment of one-time life membership fee.
- c. Honorary membership: granted by the Board upon substantial contributions to ANMA and the community.

Section 3-membership fees: ANMA shall have membership and renewal fee established by the Board.

Section 4-Suspensions and expulsion from Membership: A member may be suspended or expelled from the membership for any disorderly conduct, which shall be decided by the Board. A member subject to suspension or expulsion may present his case before the Board and has the

right to confront his complainants. The decision of the Board is appealable to a joint meeting of the board and advisory committee.

### **ARTICLE III- OFFICERS AND BOARD OF DIRECTORS**

Section 1- Board: There shall be a Board of Directors (*hereinafter "the Board"*) and Officers to formulate and implement ANMA's objectives. The ANMA members shall elect the Board, consisting of President, Sr. Vice President, Two Vice Presidents, a General Secretary, a Secretary, a Treasurer, and a Media Coordinator. The other Directors shall be sixteen executive Members representing a different region of the United States.

Section 2- Board Role: The Board shall take any action or decision required to be taken at the *Board's meeting* through any means including email, fax, website, and virtual meetings. The Board shall hold regular meetings to transact the organization's work, including financial records and policy. The election of the officers of the Board shall be conducted as stated in these bylaws.

Section 3- Terms: The term of the Board officers shall be two years, beginning from the election date and until the new Board's election two years later. President, Senior. VP, VP, and General Secretary shall not repeat more than one term in the same position. The tenure of these executives shall not be more than three times or six years.

Section 4- Duties: The President, within the scope and limitations of ANMA objectives, *shall* organize meetings, create task forces or committees to promote ANMA activities such as *but not limited to:*

- (a) Preside at the meetings of the Board and run the day-to-day operation of ANMA;
- (b) Serve as a spokesperson and principal authority of ANMA on policy matters or designate another officer to serve in that capacity;
- (c) Senior. Vice President shall perform the duties of President in the absence, death, resignation, or removal of the President until the next election and coordinate with individual members, committees, task forces within ANMA and other organizations;
- (d) Vice President shall assist President and Senior vice presidents within the scope and limitation of ANMA objectives;
- (e) General Secretary shall organize board meeting, record all the proceedings, and distribute minutes;
- (f) Secretary shall support General Secretary and perform the duties of General Secretary in the absence of the death, resignation, or removal of the General Secretary until the next election;
- (g) The treasurer shall maintain bank accounts, receipts, and disbursement of funds and shall give complete financial reports to the Board;
- (h) The Immediate Past President shall represent all past presidents;
- (i) Executive Members shall perform duties and responsibilities to promote ANMA objectives as assigned by the President and the Board; and
- (j) Board members shall not be personally liable for the debts, liabilities, or other obligations of ANMA.

## **ARTICLE IV- MEETINGS OF MEMBERS**

Section 1-Annual meetings: The Board shall organize at least one annual general meeting (AGM) of life member, general member, and honorary members at an appropriate time to transact ANMA business such as review past year and financial activities, amendments on bylaws, adopt any policy changes and any other ANMA business. The President shall preside over the meetings. Every person attending such a meeting may be required to provide appropriate credentials issued by the President of ANMA if requested by the General Secretary. Each member qualified to vote shall have only one vote, which shall be exercised by the member or, in the member's absence, by his/her duly authorized representative. Such authorization must be in writing.

Section 2-Special meetings: Special meetings *maybe* called at any time upon a written request showing valid reasons by at least 30% of ANMA members' to the Board. The special meeting may be called within 30 days of the receipt of such a request by the Board.

Section 3-Extraordinary/Emergency meetings: The President may call an extraordinary or emergency meeting at any time if such meeting is necessary, with a three-day notice in advance. Meetings shall be held at such times and places as the President may decide on the Board's recommendation.

Section 4- Conduct of Meetings: The President shall fix the order of business at meetings, and all meetings of the Board will be public. The guidelines prepared by the Board shall regulate the conduct of the meeting.

Section 5- Decision: The Board's decisions shall be made by a majority of those present in a meeting, at which quorum is satisfied, except when otherwise designated in these bylaws.

Section 6- Compensation of Officers: All representatives of ANMAs and officers of the Board shall serve voluntarily without compensation.

## **ARTICLE V-QUORUM**

A quorum must be attended by *at least fifty percent of board members* for meetings to take place and motion to pass. Members of the Board may participate in person and or by a virtual meeting. Any member may appoint a proxy to appear in the meeting by giving written consent to the Board, and the proxy shall be counted for the quorum.

## **ARTICLE VI-BOARD ELECTIONS**

Section 1- Board elections, election committee, notice and election procedures: Election of Officers and the Board Members shall be conducted every two years before the term's expiry. Not later than 60 days before the election of the Officers of the Board, the President, in consultation with the Board, shall appoint an Election Committee consisting of not more than three members, one of whom shall be designated as the Chairperson of the committee. The term of the election commission shall remain active until the next commission formation. The

Election Committee shall invite nominations for the position(s) to be elected from among the ANMA members 45 days before the election. All the nominations for the positions shall be filed at least 30 days before such elections. Candidates nominated must consent to their nomination before the nomination is filed.

Section 2- Board election nomination, voting, and Results: All persons nominated shall contest the election through a secret ballot. The person receiving a majority of the votes for a designated position shall be declared elected. The Election Committee shall release the election guidelines to the Board, complete the entire election process, certify the results, and promptly announce the names of the elected officers and have them posted on the ANMA website.

Section 3- Vacancies: When a vacancy on the Board exists from any cause, such vacancy on the BOD shall be filled by the vote of a majority of board members at any Board meeting. A Board elected to fill a vacancy shall hold office for his/her predecessor's unexpired term.

### **ARTICLE VI-AMENDMENTS**

Section 1-Adoption of bylaws: These bylaws shall become effective upon adoption by the majority of the members present at the annual general assembly (AGM) of ANMA.

Section 2-Amendments: Any proposed amendment to these bylaws may be submitted in writing to the Board over the signatures of two members, and the Board will publicize the proposed amendment to all ANMA members. Provided that seven (7) calendar days' notice is received, the proposed amendment will be discussed at the next annual general meeting of ANMA. Such an amendment will be effective upon adoption by the majority of the members present at the Annual General Meeting of ANMA.

### **ARTICLE VII-ADVISORY BOARD**

ANMA board, *by resolution adopted by a majority of the entire Board*, shall select Board of Advisors, *hereinafter, "Advisory Board"* to fulfill ANMA's purposes and goals. The advisors shall be chosen among persons in good standing who may substantially contribute to the benefit of ANMA objectives. The ANMA board shall appoint the Advisory board for two years.

### **ARTICLE IX-BOARD OF TRUSTEES**

A Board of Trustees, *hereinafter "Trustees,"* shall be the caretakers of ANMA when Board *happens to be non-functional*. Trustees shall be *established and designated* from the Advisors, and Trustee members shall be required to donate \$1,000 to the ANMA's general fund. *The majority of the Board* shall recommend trustees' names for two years to the ANMA. Trustees *shall* recommend to ANMA, a Chairman of the Board of the Trustees.

**ARTICLE X-NON-LIABILITY AND CONFLICT OF INTEREST**

The ANMA board member, officer, trustees, and advisors shall not be personally liable for any of the debts, liabilities, or other ANMA obligations. Any board member, officer, advisor, and trustee who has a conflict of interest that may prevent him or her from acting impartially on any issue shall offer to the Board to voluntarily recuse himself or herself and refrain from discussion as well as voting on said issue.

**ARTICLE XI -NON-PROFIT AND CHARITABLE STATUS**

ANMA is organized exclusively for charitable, educational, and or scientific purposes under section 501 (c) (3) of the Internal revenue Code. No substantial part of the ANMA activities 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 in these bylaws, ANMA 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 XII-DISSOLUTION**

*ANMA may be dissolved only upon adoption of a plan of dissolution by the Board that is consistent with the Certificate of Incorporation and with the law of State of Ohio.*

The property of ANMA is irrevocably dedicated to the purposes mentioned in ARTICLE I, NAME, PURPOSE AND GOVERNING INSTRUMENT, and no part of the net income or assets shall ever inure to the benefit of any director, officer, or member of ANMA, or the benefit of any private individual, except that ANMA 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 ANMA, after paying or adequately providing for the debts and obligations of ANMA, the remaining assets shall be distributed to a nonprofit 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.

**Certification**

*These bylaws were approved at a meeting of the Board of directors by a two-thirds majority vote on November 28, 2020.*

*D. Dahal*

*O. P. Dahal*

**President: Dr. Diwakar Dahal (PhD)**  
**Date: 01/14/2021**

**General Secretary: Dr. Om P. Dahal (PhD)**  
**Date: 01/14/2021**