

BYLAWS
Bhutanese Community
Association of Pittsburgh



PREAMBLE

Respecting the desire of the Bhutanese community in Pittsburgh to come together and unite for a common cause;

Considering the need of a common forum for the Bhutanese to voice their needs and concerns;

Recognizing the invaluable contributions of volunteers to the community through their dedicated and selfless service;

Striving to empower community members in preserving, promoting, and transmitting their rich cultural heritage, language, and indigenous arts and skills, ensuring that these essential elements of their identity are passed down to future generations;

Ensuring and promoting the dignity and respect that the Bhutanese community in Pittsburgh rightfully deserves;

Encouraging educational advancement within the Bhutanese community;

Supporting the Bhutanese community in providing humanitarian assistance to families in need;

Reaffirming the commitment of all Bhutanese to cooperate and collaborate with all, individuals and groups who share common concerns and values;

Facilitating integration into the American mainstream society for the Bhutanese populace through civic education;

Realizing the fact that a large number of Bhutanese families have resettled in Pittsburgh and are facing challenges such as mental health, thus:

In alignment with the goal of addressing the needs and challenges of the Bhutanese community in Pittsburgh, the community members hereby establish the **Bhutanese Community Association of Pittsburgh** (BCAP), with its bylaws taking immediate effect.

ARTICLE I

NAME AND PURPOSE

Section 1.1 Name: The name of the organization shall be the **Bhutanese Community Association of Pittsburgh**, hereafter referred to as **BCAP**.

Section 1.2 Purpose: BCAP is registered as a 501(c)(3) non-profit incorporated under the laws of the State of Pennsylvania. BCAP is a cultural, charitable and humanitarian organization serving the greater Pittsburgh area, and with its main office in Brentwood borough, or at such other locations as the Board may designate.

ARTICLE II

MISSION, VISION AND PURPOSE

Section 2.1 Purpose: BCAP's purpose is to mobilize resources to improve the quality of life for Bhutanese community members in the region, reaching out to vulnerable families and individuals in a culturally appropriate way.

Section 2.2 Mission: BCAP's mission is to ensure a high quality of life for all members of the Bhutanese community in Pittsburgh, and to support their integration into American society through culturally informed services and activities.

Section 2.3 Vision: BCAP's vision is for a vibrant Bhutanese community where all persons are enabled to reach their fullest potential and traditional culture is celebrated and shared.

BCAP is founded on the principle of volunteerism and is dedicated to serving the Bhutanese community with compassion and inclusivity.

Guided by its values, mission, and vision, BCAP strives to expand its services to support vulnerable individuals and families. The organization is committed to ensuring that its programs and assistance are accessible to all, regardless of race, religion, gender, sexual orientation, physical or mental ability, ethnic background, or nationality.

ARTICLE III

MEMBERS

Section 3.1 Members: BCAP is not a membership-based organization.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Authority: The Board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees.

Section 4.2 Number and Eligibility: BCAP will be governed by the Board of Directors. There shall be a minimum of seven and maximum of thirteen Board members. The Board shall be composed of a majority of Bhutanese community members and at least two people outside of the Bhutanese community.

Section 4.3 Term and Term Limits: Board members shall serve a three-year term, and be eligible for reappointment, one time, to a second three-year term. No member may serve more than two terms consecutively unless appointed to fill out the unexpired term of another director. All members shall serve until their successors have been appointed. Trustees shall serve a maximum of seven years. Board members who have been retired from the Board for a minimum of one year may seek reappointment.

Section 4.4 Meetings: The mandatory meetings of the Board of BCAP are held quarterly in person and/or virtually. Special meetings and committee meetings may be called at any time whenever deemed necessary by members of the Board.

Section 4.5 Quorum and Majority: A majority of the directors shall constitute a quorum in order for business transactions to take place and motions to pass.

Section 4.6 Voting: At Board meetings, decisions will be considered taken if approved by the majority of those Board members present. Each Director is entitled to one vote on each question, each motion, and each issue decided by vote of the Board. At the recommendation of the President and Executive Committee, a vote may be taken by pooling members of the Board if an issue must be addressed before the next meeting and a special meeting cannot be scheduled.

Section 4.7 Removal and Resignations: Resignation from the Board must be in writing and received by the Secretary. A Board member may be asked to resign from the Board due to two

unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 4.8 Elections: During the last quarter of each fiscal year, the Board shall elect new members to replace those who may be leaving the Board at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 4.9 Midterm Elections: When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members and/or the Executive Director in advance of a Board meeting. These nominations shall be sent out to Board members to be considered and voted upon at the next Board meeting or by written consent via email. These vacancies will be filled only to the end of the particular Board member's term after which the Board will have to elect the individual to their own term.

Section 4.10 Compensation: The Board receives no compensation other than approved expenses related to Board membership.

Section 4.11 Indemnification from Liability: Board members acting in good faith on behalf of BCAP shall not be personally liable and shall be entitled to indemnification by the Association to the fullest extent permitted by law.

Section 4.12 Conflict of Interest: Board members will readily disclose any potential conflict of interest, making it a matter of record when the interest becomes a matter of Board action. Board members shall not vote or use personal influence on any matter which might constitute a conflict of interest, and the minutes of any meeting where this might occur duly show that they have abstained from voting due to the potential of or occurrence of a conflict of interest. Board members may state opinions or positions on any matter described above or answer pertinent questions to which they may lend their expertise, so long as they absent themselves from a Board vote on the matter.

ARTICLE V

OFFICERS AND DUTIES

Section 5.1 Officers and Duties: There shall be four officers of the Board who constitute the Executive Committee. This committee consists of a President, Vice President, Secretary and Treasurer. Their duties are as follows:

5.1.1 President: The President shall serve as the chair of the Board, providing leadership and direction to ensure the organization fulfills its mission. The President shall convene

and preside over Board meetings, ensuring that Board discussions remain focused on BCAP's goals and fiduciary responsibilities. If the President is not able to attend a Board meeting, they shall arrange for another member of the Executive Committee to preside in their absence. The President shall oversee the implementation of Board decisions, facilitate effective governance and act as a liaison between the Board and BCAP's executive staff.

5.1.2 Vice President: The Vice President shall support the President in fulfilling the organization's mission and governance responsibilities. In the absence of the President, the Vice President shall preside over Board meetings and assume the President's duties as needed.

5.1.3 Secretary: The Secretary shall be responsible for maintaining accurate records of Board activities. This includes overseeing the recording of minutes at all Board meetings, distributing them for review and approval at the next meeting and ensuring their proper storage and accessibility. The Secretary shall manage official records, including bylaws, policies and Board correspondence and ensure compliance with record-keeping requirements. They may also handle Board communications and assist in coordinating meeting agendas and notifications.

5.1.4 Treasurer: The Treasurer is responsible for providing financial oversight and utilizing best practices to ensure accurate records of the fiscal operations of BCAP are recorded. The Treasurer assists in the preparation of budgets in conjunction with the Executive Committee and Executive Director. They may collaborate on fundraising strategies, and ensure compliance with financial policies and reporting requirements. The Treasurer regularly reviews financial statements and presents financial reports quarterly to the Board and provides transparency by making financial information available to the Board and, when required, to the public. They also work closely with relevant committees or staff to ensure responsible financial planning and sustainability of the organization.

Section 5.2 Resignation and Removal of Officers: Any officer may resign at any time by giving written notice to the President or Secretary and unless otherwise specified therein the acceptance of such resignations shall not be necessary to make it effective. Any officer may be removed by the majority vote of the Board of Directors at any time, with or without cause.

ARTICLE VI

COMMITTEES

Section 6.1 Committees: The Board of Directors shall have the authority to establish committees as deemed necessary to support the organization's mission and operations.

Section 6.2 Executive Committee: The Board officers serve as the members of the Executive

Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors. The Executive Committee shall operate under the oversight and direction of the Board.

Section 6.3 Fundraising Committee: In conjunction with the Executive Committee and Development Committee, the Fundraising Committee shall identify and secure sources for necessary funding. There shall be at least one Board member on the committee. This committee is responsible for organizing fundraisers minimum annually.

Section 6.4 Budget Committee: The Budget Committee shall include the Board officers and Executive Director. The Budget Committee is responsible for reviewing fiscal procedures and, along with staff, assisting with the preparation and review of the annual budget. The Board must approve the budget by majority vote. Any significant change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year.

Section 6.5 Strategic Planning Committee: Through the use of a strategic planning process, the Strategic Planning Committee shall periodically set goals and objectives for BCAP. This plan shall provide a framework around which the day-to-day operations of BCAP are carried out. Each year, the Board shall assess progress toward meeting those goals and objectives.

Section 6.6 Programs and Committees: The Board shall work with the Executive Director or designated staff of BCAP to identify program committees within BCAP as needed. These committees shall act as liaisons between BCAP, the Board, and their respective communities, conveying the needs and concerns of the populations they represent. Such information shall be considered in the development and refinement of BCAP's strategic plan. Community representation shall be reviewed at least annually to ensure that local needs are being adequately addressed and to account for any demographic changes.

ARTICLE VII

EXECUTIVE DIRECTOR AND STAFF

Section 7.1 General: The Board of Directors shall employ an Executive Director under such terms and conditions as the Board deems appropriate. The Board shall also have a responsibility for termination of the Executive Director's employment, as necessary.

Section 7.2 Duties: The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. The Executive Director shall employ necessary

professional personnel and staff, subject to budgetary limitations.

ARTICLE VIII

NON-DISCRIMINATION POLICY

Section 8.1 Policy: BCAP is an equal opportunity organization and will not allow discrimination based upon age, ethnicity, ancestry, gender, national origin, disability, race, size, religion, sexual orientation, socioeconomic background, or any other status prohibited by applicable law. Any complaints of discrimination or harassment will be taken seriously and promptly investigated. BCAP will take appropriate action to address and resolve any such complaints.

ARTICLE IX

AMENDMENTS

Section 9.1 Process: These bylaws may be amended, when necessary, by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE X

DISSOLUTION

Section 10.1 Procedure: BCAP shall be dissolved if two-thirds members of the entire Board of Directors vote to dissolve the organization. The notice concerning the dissolution of the BCAP shall be served to the members of the Board of Directors by the President at least one month before the special meeting called for the same purpose. The Board of Directors shall have the ultimate duty and power to formalize the dissolution.

Section 10.2 Distribution of Assets: Upon the dissolution of BCAP, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore; all moveable and immoveable assets, cash, checks, money orders or any other properties registered under BCAP shall be donated to such corporations having tax exempt status under section 501 (C) (3) of the Internal Revenue Code or corresponding section of any future

tax code, or to the federal Government, or to a state or local Government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of BCAP is located.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on October 15, 2016. **Reviewed and approved on _____.**