

By-laws
Nepali American Friendship Association
Madison, Wisconsin

DEFINITIONS:

“NAFA” will refer to “Nepali American Friendship Association”

"Association" will refer to NAFA.

"Executive Board" will refer to the body of elected executive board members of the Association

"General Members" will refer to the members of NAFA who have paid membership dues and maintained a good standing membership.

“Friends” will refer to all people who are interested in Nepali community and culture and want to experience and/or become a part of the Nepali community by attending and participating in functions and activities and/or contributing to the overall development of the Association

ARTICLE I: NAME AND OFFICE

The name of this Association shall be **Nepali American Friendship Association** abbreviated as NAFA. The principal office of the Association for the transaction of its business shall be located at 408 Midland Lane, Monona, Wisconsin, 53716 USA.

ARTICLE II: THE ASSOCIATION

NAFA shall be a non-profit association without any affiliation, endorsement, and support to any political parties, groups or institutions. The Association shall be incorporated under the U.S. Federal laws, and the laws of the State of Wisconsin. The Association shall consist of the Members, Officers, Executive Board, and Advisory Board.

ARTICLE III: PURPOSE

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501©(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Section 1 - Preserve, maintain, and facilitate Nepali identity, language, cultural and heritage.

Section 2 Raise and manage funds to fulfill purposes outlined on Article III

ARTICLE IV: MEMBERSHIP

This Association shall be open to any individual desiring to become a member who subscribes to the purpose of the Association regardless of race, creed, color, sex, sexual orientation, or physical disability. The Association shall have three types of members: General, Life, and Honorary.

Section 1 General Member

General membership shall consist of individual and family membership. Family membership shall mean the primary member; his/her spouse, and their children. Family membership applicants shall designate a primary member at the time of application. In order to obtain the general membership, an individual or the primary applicant must submit a signed application form to the Executive Board of the Association and pay the membership dues as set by the Executive Board.

Upon the payment of dues, a person may be granted membership by the approval of the majority of the Executive Board members. All Members in good standing shall share all the privileges and rights of the Association. Both individual and family memberships shall expire every calendar year and will be eligible for renewal during the annual meeting.

Section 2 Life Member

The Executive Board shall grant lifetime membership to individuals who submit a signed Life Member Application form to the Executive Board of the Association and pay the one-time lifetime membership dues as set. Upon the payment of such dues, a person may be granted life membership by the approval of the majority of the Executive Board members. Life member in good standing shall share all the privileges and rights of the Association. Life membership will not expire during the lifetime of the individual.

Section 3 Honorary Member

The Association may grant honorary membership to individual(s) and/or institution(s) making substantial contributions to the Association. The honorary members shall share all the privileges and rights of the general member *except* electing members of the Executive Board.

Section 4 Membership Dues

The executive board shall, each year at a regular or special meeting, set the rate of annual dues for membership for the coming year and communicate the decision via newsletter, email, or phone calls. Dues shall be waived for life and honorary members in section 2 and section 3.

Section 5 Duties of the Members

Members shall participate on a voluntary basis in the affairs of the Association, abide by the provisions of the by-laws of the Association, agree to conduct themselves in accordance with prevailing socially accepted civic norms and conventions, and exemplary moral and ethical standards, and assume responsibility and not disrepute the name of the Association or diminish its community standing in anyway whatsoever.

ARTICLE V: EXECUTIVE BOARD AND DUTIES

The Executive Board shall consist of the elected members and shall be the governing body of the Association. It shall be charged with the responsibility of carrying out the purposes of the Association as provided by these By-laws and execute functions to achieve these purposes.

Section 1 The Executive Board shall consist of no more than fifteen members including a President, a Vice-President, a General Secretary, a Treasurer, and up to eleven Members.

The President, Vice-President, General Secretary and Treasurer shall be known as the Officers of the Association. All other members excluding the officers shall be referred to as the Executive Board Members.

Section 2 The Executive Board shall promote the goals and objectives of the Association; develop and implement policies and programs; formulate all the working rules and regulations in accordance of the By-laws; design, prepare and adopt an annual budget; publish an official newsletter; create a website or any other publication for the purpose of disseminating information and news regarding the activities of the Association and/or its members; designate frequency, date, time, and place for the executive board meetings, general meetings and special meetings for the year and hold such meetings as called upon by the president; provide a clear and accurate financial statements and a complete report of the activities; create committees to fulfill specific function or goal; solicit committee members from general members and the executive board members; and appoint and/or approve the chair person of such committee who shall also be an executive board member.

Section 3 The executive board member shall carry out the responsibilities of the Executive Board as described in Article V Section 2, chair committees, and present reports to the Executive Board.

ARTICLE VI: OFFICER AND THEIR DUTIES

Section 1 The officers of the Association shall be the President, Vice-President, General Secretary and Treasurer.

Section 2 Duty of the president

The president shall provide overall leadership, strategic direction and operation of the association. The duties of president include preparing an agenda and preside over the Association; perform all duties commonly associated with this office; report activities of the Executive Board to the Advisory Board and vice versa; represent the Association at various functions; work as a liaison between NAFA and other Associations as deemed necessary for goodwill and cooperation; be the custodian of the official charter documents; seals; and other materials; solicit new members; and assign the power and responsibilities to the vice-president in case of absence or unavailability to preside over the Executive Board meeting.

Section 3 Duties of the Vice-President

The Vice-President shall carry out the instructions of the executive board; perform all the duties of the President in the absence of such officer; as defined in Article VI section 2; assume all duties of the General Secretary and/or the Treasurer in the absence of such officers as defined in Article VI section 3 and 4; work closely with the president, provide assistance, and carry out duties as assigned by the President.

Section 4 Duty of the General Secretary

The duties of General Secretary include carry out the instructions of the Executive Board; give notice of all meetings of the Association; keep record of proceedings of such meetings; present meeting minutes from the previous meeting at the Executive Board meeting; be the custodian of all the records and activities of the Executive Board and the Association; keep a complete and up-to-date record of all members with their address; phone number and email address; notify persons elected to membership of their election; conduct correspondence when appropriate relating to the Association; furnish to the treasurer the names of members; and maintain an index of all supplies and equipment of the Association. Work closely with the president, provide assistance, and carry out duties as assigned by the President.

Section 5 Duties of the Treasurer

The duties of the Treasurer shall include carry out instructions of the Executive Board; be the custodian of all funds of the Association; receive all money due to the Association; identify and recommend potential source of revenue, recommend financial control measures in order to maximize accuracy of financial records and reporting; receive and examine all invoices; if found proper, authorize checks and obtain second signature from the president for payments; keep a true record of all receipts and disbursements; deposit money to the credit of the Association in banking institution(s) approved by the Executive Board; and Present a detailed financial report at the Executive Board meetings and the general meetings. Work closely with the president, provide assistance, and carry out duties as assigned by the President.

ARTICLE VII - ELECTIONS

Section 1 The term executive board positions shall include the positions of president, vice-president, General Secretary, treasurer, and executive board members.

Section 2 The election will be held during the general meeting determined by the executive board in years ending in odd numbers beginning in 2007.

Section 3 To run for election for any Executive Board position, the candidate(s) must be a general member of the Association.

Section 4 At least two months prior to the election, the Executive Board shall create an election committee consisting of members from both general members and current executive board members who do not wish to run for the Executive Board position as an officer or an Executive Board member. The Executive Board shall then appoint/approve the chairperson who is a member of the current Executive Board.

Section 5 The term of the elected positions will be for two years. Candidates may run for election for up to two consecutive terms for the Executive Board positions. After discontinuation of the Executive Board position for at least one term, he/she may run again for the candidacy of Executive Board position.

Section 6 The general member of the Association shall nominate himself/herself as a candidate for any Executive Board position. Any member meeting the provision of Article VII, Section 3, may run for the officer position. A written nomination is required for the filing. The election committee shall make the nomination form available at the NAFA office and on the website at <http://www.nafa-online.org>

Section 7 The election committee shall finalize the candidate list two weeks prior to the election day and provide the names of candidates and their interest of the position.

Section 8 In the event that there are multiple candidates for any officer position, and/or more candidates than the maximum limit of the Executive Board member positions outlined in Article V, Section 1, the election committee shall make ballots with names of the candidates and make them available for the general members for voting. The votes shall be counted and names of winners shall be announced at the end of the meeting. All candidates have a right to be present and verify the results when vote counting takes place. In the event of a tie, the decision will be made with a coin toss by the Election Committee Chair.

Section 9 All elected officials shall take office within one month after the election day and shall serve for a two year term.

SPECIAL PROVISION: Until the election is held in 2007, the founding Executive Board as formed on 16 January 2005 shall serve in full capacity as the Executive Board of the Association.

ARTICLE VIII: THE ADVISORY BOARD

Section 1 The Executive Board shall nominate the members of the Advisory Board. The immediate past President of the Association shall be a member of the Advisory board. A member of the executive board will assume responsibility of chairperson of the Advisory Board.

Section 2 The primary duties of the Advisory Board shall be to advise and guide the Executive Board for the overall functioning and development of the Association and act to preserve the Association when the Executive Board has been incapacitated or the Association faces danger.

Section 3 The advisory board may dissolve the Executive Board upon the explicit written recommendation of the majority of the current officers and majority of Executive Board members. Upon such action, all the powers of the Executive Board as stated in this charter shall be transferred to the Advisory Board.

Section 4 The Advisory Board will execute Article VII to hold election of a new Executive Board. When the election of new Executive Board is complete, all powers shall revert to the new Executive Board.

ARTICLE IX: TERMINATION OF MEMBERSHIP

Any Member; Officer; Executive Board member or Advisory Board member shall cease his/her membership due to any one of the following causes. Membership dues collected by the Association shall be non-refundable.

Section 1 Resignation

A notice of resignation in writing shall be submitted to the President of the Association. Termination of membership will occur if a member submits his/her resignation in writing to the President of the Association and receives approval from the majority vote at the Executive Board meeting.

Section 2 Failure to pay annual dues

Termination of membership and the Executive Board position will occur if a member fails to pay the annual dues.

Section 3 Committing crime defined as a felony

Termination of membership will occur if a member is convicted of a crime defined as felony or its equivalent under the law of the convicting judgment.

Section 4 Reinstatement of lapsed member

A member in good standing may; upon request made to the General Secretary with the payment of the full annual dues, the Executive Board may reinstate the membership.

ARTICLE X: FILLING VACANCIES

Section 1 The vacancies in the Executive Board may occur due to the provisions outlined on Article IX, sections 1, 2 and 3. In addition, if an Officer or the Executive Board Member shall be voluntarily withdrawn from the Executive Board position by being absent without notifying the Executive Board with appropriate reason at three consecutive meetings.

Section 2 Should there be a vacancy in the Presidency; the Vice-President shall assume the duties of the President.

Section 3 If the Vice-President is unable to fulfill the position of the President and/or should there be vacancy in other officer positions, the positions shall be filled by an election process within the Executive Board. In such situation, any Executive Board member can nominate himself/herself as a candidate for the vacant officer position for the remainder of the term. The officer will be elected by the majority vote from the Executive Board members. The vacancy of an Executive Board member will be filled from the general member with majority vote of the Executive Board members. Shall there be a tie, the position will be filled with the toss of a coin.

ARTICLE XI: COMMITTEES

Section 1 Establishment

The Executive Board, by resolution, establishes one or more committees that are either standing or temporary by nature. The committee shall be made up from the members of the Executive Board and general and/or life member of the Association. The Executive Board shall have the power to amend, alter and/or repeal the actions of each of its committees by resolution.

Section 2 Members

Each member of a committee shall continue as such until his/her successor is appointed unless the member resigns, or the committee is terminated, or the member ceases to qualify as a member of the Association.

Section 3 Chair

One member who is also a member of the Executive Board shall be selected or appointed Chair by the whole Executive Board or by the members of that committee as determined by the Executive Board.

Section 4 Procedures

Each committee may adopt procedures for its own governance consistent with the by-laws or resolutions adopted by the Executive Board. Unless otherwise specified, committee meetings shall operate with the same rules and voting requirements as the full Executive Board. Minutes shall be recorded and filed with the General Secretary for all meetings of the committees.

Section 5 Power

The Executive Board shall specify the powers and mission of each committee at the time a committee is created or thereafter. Each committee shall have and exercise the power to the extent specified at the time of creating the committee. However, such committees may not have the authority of the Executive Board in reference to a) amending, altering or repeal the by-laws; b) appoint or remove any member of any such committee or any Executive Board member or officer; c) amending the articles of Incorporation; d) Authorizing the sale, lease or exchange of all or substantial portion of funds or assets of NAFA not in the ordinary course of business; e) authorizing the voluntary dissolution of the association; f) adopting a plan for the distribution of assets; g) amending, altering or repealing any resolution of the Executive Board; and h) relieve the Executive Board or any Executive Board Member of the responsibility of the Executive Board.

ARTICLE XII: PARLIAMENTARY OPERATIONS

Section 1 The President shall call and preside over all the meetings of the Executive Board unless the President assigns the power and responsibilities to the vice-president because of his/her inability to preside over the Executive Board meeting.

Section 2 All proposals/resolutions that have the support of at least two of the Executive Board members shall be put forth for vote by the presiding officer.

Section 3 Unless stated explicitly, for any proposal/resolution to pass, it has to receive in its favor at least a simple majority of the votes of the members present in the meeting.

ARTICLE XIII: MEETINGS

Section 1 The Executive Board members shall decide the date, time and place of general meeting at least four weeks prior to such meeting.

Section 2 A special meeting of the Association may be called at any time by the President at his/her discretion and shall be called upon the request. The President shall fix the date, time and place of the meetings.

Section 3 The General Secretary shall send notices of all regular and special meeting of the Association to all members at least one week prior to the date of the meeting. Such notices shall state the date, time and place of such meeting, and in the case of a special meeting, the subject of discussion.

Section 4 At any meeting of the Association, one third of the members will constitute a quorum. If no quorum is present within thirty minutes after the time appointed for the meeting, such meeting shall be considered adjourned.

Section 5 Reports of officers, chapters and committees may be published in the official publication of the Association in lieu of reading at the annual meeting.

ARTICLE XIV: VOTE

At all meetings of this Association, the voting shall be by ballot. Each member in good standing and present at the meeting shall be entitled to cast one vote. The majority of all votes cast shall decide all questions voted upon unless otherwise provided for.

ARTICLE XV: BUDGET

The Executive Board shall set the operating expenses and the annual budget. The Executive Board may have the accounts of the Association audited when required and/or necessary. The report of the auditor(s) shall be submitted to the members of the Association at the annual meeting and shall be published in the newsletter, website, or communicated via email.

ARTICLE XVI: TRUST FUNDS

A trust fund shall be established if the association receives monetary gift for specific purpose(s) consistent with purposes outlined in Article III. The Executive Board will appoint trustees under the laws of Wisconsin to manage such trust funds.

ARTICLE XVII: AMENDMENTS

An amendment to the by-laws may be initiated by one half of the Executive Board or one-half of the general members of the Association. Tabled amendments shall be considered adopted and incorporated into the by-laws with immediate effect upon approval by two-thirds (2/3) of votes by either the general members or by the Executive Board members. Amendments so made shall be communicated via the newsletter of the Association or emails.

ARTICLE XVIII: SALE OF ASSETS, DISSOLUTION, AND LIQUIDATION

Section 1 Sale of Assets

The Executive Board shall have the authority to sell any assets of the Association by the majority vote. Proceeds from such sales shall be deposited in the general fund of the Association and be used solely for the functioning of the Association.

Section 2 Dissolution

If necessary, the Association may be dissolved with consent of at least two-thirds of the general members. If so dissolved, all such matters as arising upon the decision of dissolution shall be done in accordance with Article XVII, Section 3 stated below. The Executive Board shall remain in force until all matters regarding dissolution are resolved.

Section 3 Liquidation

In the event of a dissolution, all of the remaining assets and property of the Association shall, after payment of all liabilities if any, thereof be distributed to such Associations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or to another Association to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of Wisconsin will best accomplish the general purposes for which Association was formed. In the event of dissolution, no member shall have any claim whatsoever on the Association.

ARTICLE XIX: RELATIONSHIP WITH OTHER ASSOCIATIONS

Section 1 The Association shall operate as an independent non-profit Association unless decided otherwise by two-thirds vote from the Executive Board and two-thirds vote from the general members.

Section 2 The Association can, if deemed necessary, seek to establish working relationships with other Associations that have similar goals and objectives.

WRITTEN CONSENT OF EXECUTIVE BODY ADOPTING BY-LAWS

We, the undersigned, are all of the persons named as the founding Executive Board members in the Articles of Nepali American Friendship Association, a Wisconsin based

nonprofit Association and pursuant to the authority granted to the Executive Board by these by-laws to take action by unanimous written consent without a meeting consent to and hereby do adopt the foregoing by-laws consisting of ten pages as the by-laws of this Association.

EXECUTIVE BOARD MEMBERS

Date Signed: July 9, 2005

President: Krishna Sijapati
Vice-President: Bharat Raj Acharya
General Secretary: Pratima Sharma
Treasurer: Shreedhar Ranabhat
Member: Kiran Shrestha
Member: Archana Dhakhwa
Member: Dhana Malla Shrestha
Member: Shishir Khanal
Member: Laxmi Gurung
Member: Bimal RajBhandary
Member: Gautam Vajracharya
Member: Manoj Kansakar
Member: Radha Sijapati

This is the true copy of the By-laws of the Nepali American Friendship Association signed on July 9, 2005

Sincerely,

Sincerely,

Krishna Sijapati
President
May 16, 2006

Pratima Sharma
General Secretary
May 16, 2006