

NEPALI AMERICAN ORGANIZATION OF OHIO (NAOO) BYLAWS

Bylaws has been adopted to formulate objectives, rules, and organizational procedures of the Nepali American Organization of Ohio (NAOO)

Updated on 6/15/2020

<http://www.naoo.org>

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DEFINITIONS:

Nepali American Organization of Ohio will be referred as "NAOO" herein after.

Unless explained otherwise "Organization" will refer to NAOO.

Unless explained otherwise "Executive Committee" will refer to the Elected Executive Committee of NAOO.

Unless explained otherwise "Election Committee" will refer to a group selected by the Executive Committee of NAOO to conduct NAOO elections.

Unless explained otherwise "Chair" will refer to the elected executive committee chair of NAOO.

Unless explained otherwise "Vice Chair" will refer to the elected executive members who is second in command who takes over Chair's roles and responsibilities in absence of NAOO Chair.

Unless explained otherwise "Officers" will refer to the elected members of the Executive Committee of NAOO.

Unless explained otherwise "Registered Members" will refer to the members of NAOO who have paid membership dues and maintained a good standing membership.

Unless explained otherwise "Student Members" will refer to the members of NAOO who have paid student membership dues and maintained a good standing membership.

Unless explained otherwise "Board" will refer to the Advisory Board of NAOO.

Unless explained otherwise "Non-members" will refer to a Nepali or friends of Nepal who have not paid membership dues but are interested in Nepali culture, communities, and want to become a part of Nepali community.

ARTICLE 1.0

NAME & PURPOSE

The name of this Organization shall be Nepali American Organization of Ohio, abbreviated as NAOO. It shall be a non-profit social, charitable organization without any affiliation to any political or religious institutions and/or parties. NAOO is an independent, non-profit 501C social organization registered in the State of Ohio in August 2013.

ARTICLE 2.0

OBJECTIVES OF NAOO:

To promote, coordinate and facilitate close cooperation among its members and friends of Nepal.

To preserve and foster Nepali identity and cultural heritage.

To provide help and services to Nepali, people of Nepali origin, and friends of Nepal who live primarily in Northeast Ohio.

To organize social and cultural activities among its members and friends.

To raise fund for charitable events.

ARTICLE 3.0

3.1 MEMBERSHIP:

This organization will be open to all desiring to become members who subscribe to the objectives of NAOO, regardless of age, race, creed, color, sex, sexual orientation, or physical disability. In order to obtain the membership, the person must:

- a. Submit an application to be approved by NAOO.

- b. Pay the membership dues.
- c. Except Life Membership, all other memberships need to be renewed one year before the notified expiry date.
- d. All members in good standing, who have maintained their registered membership, shall share all the privileges and rights of the Organization.

MEMBERSHIP LEVELS AND QUALIFICATIONS

Membership of the organization shall be granted to anyone with Nepali origin and friends of Nepal residing in or outside the United States of America.

Each individual should be responsible for maintaining a non-criminal record while applying for membership or during their tenure complying with the laws.

To run the position of Executive Member, person must be a valid member of NAOO and currently residing in Northeast Ohio.

To be elected to serve in Election Committee, a person must be a valid member of NAOO and shall not currently be serving in the executive position of NAOO.

3.1.1 GENERAL MEMBER

To be eligible for General Member, an individual shall fulfill all the following criteria:

Criterion 1. Have a non-criminal background

Criterion 2. Align with objectives of NAOO

Criterion 3. Pay the membership dues on time as decided by the executive committee

3.1.2 LIFE MEMBER

To be eligible for Life Member, an individual shall fulfill all the following criteria:

Criterion 1. Recommended from General Member

Criterion 2. Pay the life membership dues as decided by the executive committee

3.1.3 STUDENT MEMBER

To be eligible for Student Member, an individual shall fulfill all the following criteria:

Criterion 1. Recommended from General Member

Criterion 2. procure a valid document as a proof of valid active unexpired student status

3.1.4 SENIOR MEMBER

To be eligible for Senior Member, an individual shall fulfill all the following criteria:

Criterion 1. Recommended from General Member

Criterion 2: Have a valid proof of senior citizen status as prescribed by the state.

3.2 RIGHTS AND PRIVILEGES OF MEMBERS

The voting members of the organization shall be General Member, Life member, Senior member and Student member.

Voting members of the organization shall be eligible for a candidacy for any position to hold office in the organization.

The voting member shall be eligible to cast a vote in the organization's elections.

The other rights, privileges, responsibilities, and qualifications of membership are as set forth in the organization's bylaws and/or other appropriate governing documents.

3.3 DISCIPLINARY PROCEEDINGS

A member may be subjected to disciplinary action for breach of any of the Bylaws, or for conduct which in the opinion of the Executive Committee is unsuitable to the best interests of the organization.

3.3.1 PROCEDURES FOR PROFESSIONAL CONDUCT CASES

Professional Conduct Cases shall be conducted in accordance with the Procedure established by the Advisory Board. Professional Conduct Proceedings result in suspension from membership or expulsion, which may include additional disciplinary actions.

3.3.2 RIGHTS AND PRIVILEGES

During the period of suspension, a member who has been suspended shall not serve on any committee or be allowed any of the rights and privileges of membership in the organization.

3.3.3 REINSTATEMENT OF MEMBERSHIP

A former member of the organization separated by above proceedings, or by voluntary resignation or is dropped for non-payment of dues while under or pending disciplinary investigation shall not be reinstated to organization except by action of the Advisory Board.

The former member shall make an application to the Executive Committee, which shall then prepare a report and recommendation on the reinstatement for the Board. A two-third (2/3) vote of the Board and a two-third (2/3) vote of the executive committee shall be required to affect such reinstatement.

ARTICLE 4.0

MANAGEMENT OF ORGANIZATION

4.1 THE EXECUTIVE COMMITTEE:

The regulatory authority of the organization shall be vested in the Executive Committee (EC).

The Executive Committee shall consist of a chairperson, vice chair, and five officers assuming the roles of Marketing and Membership, Finance, Website, Communication, and Events. Other officers may be added (not exceeding five additional members) if desired by two-thirds majority of the Executive Committee.

If needed, Executive committee can add new positions for officers by approval of two-third (2/3) of the executive committee members. Such decision will be timely communicated with the Board.

The Executive Committee can seek advice from the Advisory Board as needed.

4.2 THE ADVISORY BOARD:

The Advisory Board shall consist of past Chairpersons of the organization or any member appointed by two-third majority of the Executive Committee.

The Advisory Board shall be responsible for the guidance and advising the Executive Committee for regulation of the organization

4.3 THE ELECTION COMMITTEE

The Election Committee shall consist of Registered Members not currently holding any office. The Election Committee is formed at least one month prior to election.

ARTICLE 5.0

GOVERNMENT

The government of the organization shall be vested in the Executive Committee (EC). The EC will report to the Advisory Board at least once in a year.

ARTICLE 6.0 ELECTIONS

6.1 GENERAL ELECTION

Once every two (2) years, the organization shall hold a general election for the positions of all the Officers.

The election of members of Executive Committee and all issues to be voted on shall be decided by a simple majority of those present at the meeting.

6.2 ELECTION COMMITTEE AND ELECTION PROCEDURE

The Executive committee shall constitute an election committee by appointing an election chair from the NAOO's Registered Members at least one month prior to the election date. The election chair, then can appoint as many members as required to hold the election in time.

Registered members can nominate themselves or other registered members for an executive position. Members of the Board who are not competing in the particular election shall be eligible to serve on the Election committee.

The list of nominees/candidates shall be finalized two weeks before the Election Day, and all Registered members shall be provided with the list of nominees/candidates and positions.

Any qualified NAOO member may run for the office. A written nomination filing is required. The election committee shall make the nomination form available in its official website.

No individual shall be holding more than one office/committee.

In the event that there are multiple candidates for any position, the election committee shall make ballots with names of the candidates available in one of announced NAOO events for the registered members. The ballots shall be counted at the end of the Election Day and names of winners shall be announced.

All candidates have a right to be present and verify the results when such counting takes place.

In the event of a tie, the decision will be made by the flip of a coin by the election committee chair.

The election shall be held in the years ending in odd numbers. All elected officials shall take office within a month from election. This will ensure a smooth transition of power.

Exiting officers shall transfer all necessary information and authorities to incoming officers in the respective positions for a smooth transition to new executive committee within a month of Election.

The same person cannot hold the office of the Chairperson for more than two consecutive two-year terms.

ARTICLE 6.3 ELIGIBILITY FOR A CHAIR OR A VICE-CHAIR

To run for position of the Chairperson, he or she has to serve in the Executive Committee for at least one term and be a valid member of NAOO.

To run for position of the Vice chair, he or she has to serve in the Executive Committee for at least one term and be a valid member of NAOO. If the valid/qualified person is not available, or if the position of vice chair is vacant because of resignation, death or disciplinary action, the chairperson can select a vice chair with approval from the one-third (1/3) executive committee members.

ARTICLE 7.0 VACANCIES

Vice chairperson assumes duties of chairperson in his/her absence which can be temporary or permanent.

Vacancies in any elected position, due to resignation, death or other causes shall be filled by current executive committee member upon the approval of the simple majority of the executive committee.

If chair and vice chair both resign at same the time, executive committee will choose chair and vice chair by simple majority.

ARTICLE 8.0 DUTIES

8.1 The Executive Committee shall:

Designate a bank or banks in which NAOO funds shall be deposited and maintained.

When necessary, seek the services of an independent auditor to audit the books and accounts of the Finance Officer.

Designate the official mailing address of the Organization.

Be empowered to publish an official newspaper, create a web site, or any other actions for the purpose of disseminating information and news regarding the activities of the Organization.

Be empowered to appoint special committee(s) in need.

Create and publish the Annual Financial Statements and Reports of the organization to the executive committee and to the general members.

Designate a place and date of the annual meeting.

8.2 The Advisory Board shall:

Advise and guide the Executive Committee.

Act to preserve the Organization when the Executive Committee has been incapacitated or the Organization faces grave danger.

Dissolve the executive committee upon the explicit documented recommendation of at least two third of both the current officers and the current members. Upon such action, all the powers of the Executive Committee as stated in this charter shall be transferred to the Board. Article 6.0 shall be implemented immediately. The power of the executive committee shall be restored after the election.

8.3 The Chairperson of the executive committee shall:

Preside at all meetings of the Board.

Prepare an agenda and preside at all Executive meeting and perform all duties commonly associated with this office.

Report the activities of the Executive to the Board.

Be the custodian of official charter documents, seals, and other such materials.

Communicate about major executive decisions that affect the organization with the board.

8.4 The Vice Chair Shall:

Chair the local and short-term committees.

Chair the executive meeting in absence of the Chairperson.

Assume the responsibilities of Chairperson in his/her absence

8.5 The Chair of Election Committee Shall:

Appoint the members in the committee consulting with Execution Committee

Conduct the election fairly in a timely manner.

Chair the Election Committee meeting.

8.6 The Communication Officer shall:

Carry out the communication related instructions of the executive committee.

Record all meeting minutes for the executive committee.

Be the custodian of all the records and activities of the executive committee and the Organization.

Present a detailed report at each meeting. This report shall include the minutes of the last meeting.

8.7 The Finance Officer shall:

Carry out the finance related instructions of the executive committee.

Be the custodian of all funds of the organization.

Receive all money due to the organization and keep a true record of all receipts and disbursements.

Deposit all money to the credit of the organization in banking institution(s) approved by the executive committee.

Receive and examine all bills against the organization; if found proper, shall make necessary payments. All checks shall be signed by two finance officers. Second

signature can be by chairperson or vice chairperson in the absence of second finance officer

Present a detailed financial report at the executive meeting.

8.8 The Marketing and Membership Officer shall:

Carry out the marketing related instructions of the executive committee.

Maintain up to date Membership records.

Promote NAOO.

Increase membership.

Involve in donation and fundraising activities.

Present a detailed fundraising report at the executive meeting.

8.9 The Website Officer shall:

Carry out the website related instructions of the executive committee.

Be the custodian of all website activities.

Assign web access roles to executive members, and monitor their posts

Post news, announcements, and activities in a timely manner.

Add new features to ease the task of Executive Members.

Present a detailed website report at the executive meeting.

8.10 The Event Officer shall:

Carry out the event related instructions of the executive committee.

Be the custodian of all Events organized by the organization.

Plan events well ahead of time.

Propose a detailed plan for the events and present it to the Executive Members

Involve other Executive Members to carry out the operations.

Present a detailed event report at the executive meeting.

ARTICLE 9.0 AMENDMENTS

By-Laws shall be amended in a timely manner to incorporate necessary changes to reflect the current need of the organization. An amendment to the by-laws may be initiated by the one-third ($1/3$) of the executive committee or two-third ($2/3$) of the general members of NAOO. To amend or adopt a by-law it shall require two-third ($2/3$) majority of votes cast by the members or by three-fourth ($3/4$) of majority votes of the executive committee.

All amendments made to the by-laws by the advisory board in the absence of the Executive Committee shall be voted upon by the newly formed Executive Committee once it has been elected.

ARTICLE 10.0 PARLIAMENTARY PROCEDURE/MEETINGS

10.1 EXECUTIVE COMMITTEE MEETING

The chairperson of the executive committee shall call and preside over the meetings of the Executive Committee.

All proposals/resolutions supported by at least two executive committee members shall be put forth for vote.

For any proposal/resolution to pass, it has to be supported by at least a simple majority.

The presiding officer may limit the time of any speaker(s).

Chairperson, vice chair, and executive members are mandated to attend executive meetings.

Action can be taken by the executive committee in case of frequent nonparticipation.

10.2 ADVISORY BOARD MEETING

There shall be at least one advisory board meeting in a year as decided by executive committee.

There shall be at least two executive meeting via conference calls and one in person meeting.

Chairperson is mandated and executive members are recommended to attend board meetings.

Members are encouraged to attend the board meetings during which they are free to express their opinions and cast their votes.

10.3 ANNUAL GENERAL MEETING

There shall be at least one general meeting with executive committee and members during one of the NAOO events.

ARTICLE 11.0 QUORUM

A majority of the executive committee shall consist of a quorum at a meeting of the executive. The Chairperson or Vice Chair has to be present for the quorum to be met.

A majority of the advisory board shall consist of a quorum at any board meetings. The Chairperson or Vice Chair has to be present for the quorum to be met.

A majority of the committee shall consist of a quorum at any committee meetings. Majority of the general membership and the executive committee must be present to meet the quorum for the general body meeting.

ARTICLE 12.0 REMOVAL FROM OFFICE OR ORGANIZATION

Any officer, member or advisor may be removed from his/her position after documented determination of at least three fourth (3/4) of the executive committee with the approval of the advisory board or at a simple majority of the Registered Members.

The reason(s) of such action has to be clearly stated in writing.

ARTICLE 13.0 VOTE

All members of the executive committee shall be entitled to vote in an executive meeting.

All members of the board shall be entitled to vote in the board (and general) meeting.

All valid members of the organization shall be entitled to vote in an election for the executive, and in any organization meeting(s) which is open to all members to participate in.

ARTICLE 14.0 MEMBERSHIP DUES

The executive committee shall set the annual dues.

All who have paid the dues shall be considered as a valid member of NAOO.

ARTICLE 15.0 OTHER ORGANIZATIONS

NAOO executive committee has rights to associate and partner with other non-profit, nonpolitical and non-religious organizations to promote social activities.

NAOO can have its umbrella organizations anywhere in the world. The chapters can also be established based on the need.

ARTICLE 16.0 SUBCOMMITTEES AND LOCAL CHAPTERS

A subcommittee and a local chapter can also be formed on ad hoc basis to achieve a specific purpose aligned with the objective of the organization.

16.1 SUBCOMMITTEES OF NAOO

Organization can form a new subcommittee by voting with two-third (2/3rd) majority of executive committee and a simple majority of votes of the Advisory board of NAOO.

A subcommittee shall support and promote the vision and mission of NAOO

Initial appointment of chairperson for a new subcommittee shall be done by NAOO executive committee. Subsequent appointments of subcommittee members shall be done by chairperson of subcommittee

All subcommittee members shall also be members of NAOO and serve two years in term

Election for subcommittee shall be held during election for NAOO; Chair of subcommittee shall automatically become voting member of executive committee

NAOO, as a parent organization, shall provide financial and other assistance to subcommittee as per the subcommittee Guidelines. All subcommittee executive members shall provide support and help during events of NAOO and vice versa as per the subcommittee Guidelines.

Chairperson of the subcommittee will be designated Liaison Officer who will serve as the point of contact with the organization's Executive Committee and the Board and provide updates of its activities and communicate any concern.

The Board of the organization shall have the right to dissolve the subcommittee by two-third majority votes, at any time for reasons it deems sufficient for the welfare of the organization.

16.2 LOCAL CHAPTERS OF NAOO

The Local Chapters shall operate within the umbrella of the organization and shall have bylaws crafted within the parameters set by organization.

Formation of local chapter will be based on criteria set forth by executive committee

Local chapter shall align with vision and objectives of NAOO

The name of the Local Chapter should indicate the fact that it is a Local Chapter of NAOO.

Each Local Chapter shall have at least four (4) officers –President, Vice President, Secretary, and Treasurer. The committee may have other Executive Committee members.

All members of local chapter shall not have any past criminal record and will maintain a non-criminal record

The local chapters shall directly report to the Executive Committee of the organization; local chapter shall notify executive committee of NAOO in writing about any new activity and will require approval of executive committee before beginning any new activity

The Local Chapters shall not be eligible to collect membership fee separately from the organization However, the Local Chapters shall be able to collect membership fee for the organization and a portion of the membership fee raised may be redirected to support the Local Chapter's activities as approved by the Executive Committee of the organization.

A Local Chapter shall be able to raise donation and other funds to support its activities. Ten percent (or as determined by the Board) of the funds thus raised shall be forwarded to the organization.

President of the local chapter will be designated Liaison Officer who will serve as the point of contact with the organization's Executive Committee

and the Board and provide updates of its activities and communicate any concern/ written communication

NAOO shall not be liable or responsible for any activities of local chapter that were not reported in writing to NAOO by the chapter's point of contact; NAOO shall not be liable or responsible for misutilization of funds that happens without knowledge to NAOO.

Local chapter shall submit annual finance summary to NAOO; there will be an annual audit by NAOO

A simple majority of votes of the Advisory board of NAOO shall be required to approve the formation of the Local/State/Regional Chapter. By two-third majority votes, the Board of the organization shall have the right to dissolve the Local/State/ Regional Chapter at any time for reasons it deems sufficient for the welfare of the organization.

ARTICLE 17.0 COLLABORATION WITH OTHER ORGANIZATION (S) (CWOO)

17.1 The collaborating organization (s) must be registered charity organization. This applies only to collaborate for the implementation of programs in Nepal. NAOO may still collaborate with any agency or organizations for charity events or other programs to benefit the organization and its community members in Northeast Ohio so long as it does not contradict with existing bylaws and if the organization (potential collaborator) meet the criteria set forth by CWOO policy.

17.2 The organization (s) should be free of political agenda

17.3 The organization (s) should have Bonafide verifiable past record of program implementation.

17.4 The organization (s) agree (s) to sign the memoranda of understanding (MOU) developed by NAOO executive committee in advance.

17.5 The organization (s) accede (s) to provide post-program implementation report that is verifiable.

17.6 The organization (s) must have low threshold overhead cost for the administration of the program.

ARTICLE 18.0 ADMINISTRATIVE PROVISIONS

18.1 DISSOLUTION & LIQUIDATION OF THE ORGANIZATION

Each and every member of the organization shall be informed well ahead of time (at least a month ahead) about the need of dissolution/liquidation of the organization. The members should decide by voting with 2/3rd majority.

In the event of the dissolution, funds of the organization shall be used to pay fees or other expenses. Any of the remaining funds, assets, and property of the organization then be distributed for exempt purposes within the criteria of 501c3 of the Internal Revenue code or future federal tax code. Chairman, Executive Members, Board or any Member of the organization shall not benefit from it.

18.2 POLITICAL OR RELIGIOUS ACTIVITIES

The organization shall not carry out any political or religious activities including propaganda, political campaign, and influence on the legislation.

18.3 LEGAL RESTRICTIONS

The policies and activities of the organization shall be in accordance with federal, state and local laws.

18.4 FINANCIAL LIMITATIONS

Without the approval of Executive Board, nobody has any right, power, and authority to spend money, incur liability, and make commitments.

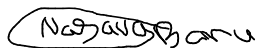
19.0 RESOLUTION

As a part of our application for recognition of exemption from federal income tax, we agree to make following resolution. I understand that this resolution, as it is submitted is an integral part of my application for exemption, is signed under penalties of perjuries and to the best of my knowledge is accurate and complete.



Dr. Elina Shakya

Chairperson, Nepali American Organization of Ohio



Ms Nasara Banu

Vice-chair, Nepali American Organization of Ohio

Date: 6/15/2020

Nepali American Organization of Ohio Bylaws Current as of June 15, 2020

Note: This Amendment of the Bylaws was drafted and proposed by an ad hoc committee consisting of Dr. Elina Shakya (chairperson, NAOO), Prasanna Bhattarai (Communication officer), Manit Pandey (Membership and Marketing officer), Dr. Priya Vaidya Shrestha (Chair, NAOO women's empowerment committee-a subcommittee of NAOO)

This bylaw was approved by the Advisory Board of NAOO, Dr Sanjaya Gajurel, Mr. Anand Tiwari, Dr Shalin Shakya, Mr Rhohit Bhandari and Mr Baburam Khatri and was effective starting June 15, 2020.