

ANMN Bylaws
Association of Nepalese in Minnesota

Article I: Office & Location

Section 1: **Office.** The principle office of the Corporation is located at 207 1st Avenue SE, New Brighton, Minnesota, 55112, State of Minnesota, USA.

Section 2: **Location.** The designation of the county or city of the corporation's principal office may be changed by amendment of these Bylaws.

Article II: Nonprofit Purposes

Section 1: **Purpose.** This corporation is organized exclusively for one or more of the charitable purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986 as now in-acted or hereafter amended, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

Section 2: **Mission.** The ANMN's mission is to preserve and promote Nepali culture, and strengthen the bond of friendship and cooperation amongst Nepali and friends of Nepal community members in the State of Minnesota.

Section 3: **Objectives.** The ANMN's objectives are:

- i. To preserve and promote Nepali culture through various cultural activities and events such as:
 - a. Cultural shows and concerts
 - b. Food festivals and picnics
 - c. Dashain/Tihar and Nepali New Year Celebrations
 - d. Art Exhibitions, Literary, and educational events
- ii. To disseminate Nepal related information to Nepali Diaspora, and to encourage and augment community involvement for educational, social as well as charitable purposes.
- iii. To raise and manage funds and donations to support ANMN programs, events, and humanitarian causes-

Article III: Membership

Section 1: **Membership.** Membership in ANMN is open to all Nepalese and other nationalities willing to join by paying annual membership dues and by supporting efforts to achieve the goals and objectives of ANMN. There will be no denial of membership based on age, sex, race, color, national origin, religion, disability, marital and military status-

Section 2: **Membership Structure.** Annual membership criteria, structure and fee shall be recommended by the Membership Committee and approved by the ANMN Board with a simple majority vote. Current annual membership rate classification/schedule are as follows:

- i. Individual – \$5.00
- ii. Family - \$10.00
- iii. Life Member - \$100.00
- iv. Honorary member – no fee

- v. Benefactor – who contributes \$300.00 or more

Article IV: ANMN Board

Section 1: **Number:** The corporation shall have up to fifteen Board members starting with four elected members of the Executive Committee (Article V) and the immediate past Board President who will be a member of the Executive Committee and the ANMN Board. The five-member Executive Committee shall nominate/recruit additional Board members from amongst ANMN general members and assign them with role and responsibility to coordinate and lead various Board approved committees. Besides the committee coordinator(s), the Board may include additional persons necessary to coordinator/conduct special activities, events and functions in the committees as committee members. Additional Board members may also be selected to represent major ANMN project(s) as per project charter.

Section 2: **Power:** Subject to the provisions of the laws of the State of Minnesota and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board is responsible for the overall policy and direction of the ANMN.

Section 3: **Duties:**

- i. Perform any and all duties imposed on them collectively or individually by federal and state law, by Articles of Incorporation, or by these Bylaws.
- ii. Perform fiduciary responsibility by approving the annual budget and programs and, if recommended by the Advisory Committee, by arranging for an independent audit of the finances of the corporation.
- iii. Meet at such times and places as required by these Bylaws

Article V: ANMN Executive Committee

Section 1: **Formation.** The Executive Committee shall consist of five members including the following four elected officers of the Corporation and the immediate Past President.

- i. **President.** The President shall be the chief executive officer of the ANMN and shall have general supervision and control of its activities and programs. He/she will handle all formal correspondence between Board Members, the Committee coordinators, Advisory & Community Council and the members of the ANMN. The president will call and conduct the Board and Executive Committee meetings.
- ii. **Vice President.** The Vice President shall assist the President and assume his or her duties when the President is unable to serve or during his/her extended leave of absence.
- iii. **General Secretary.** The General Secretary shall keep records and minute of all meetings of the ANMN Board and the Executive Committee. The General Secretary will assume the duties of the President if and when the President and Vice President are unable to serve due to resignation or during their extended leave of absence.
- iv. **Treasurer.** The Treasurer shall lead the Finance Committee and work as the custodian of all the ANMN funds. He/she shall maintain ANMN bank accounts, receipts and disbursement proofs and records of funds and shall give complete reports to the ANMN Board and the

ANMN membership.

Section 2: **Power.** The Executive Committee shall work for the ANMN Board and will have corporation's administrative authority as defined and vested by the ANMN Board

Article VI: ANMN Committees & Advisory & Community Council

Section 1: **Purpose.** The ANMN Board will form the following committees and council to help with development and operation of ANMN programs, events, and projects and help maintain ANMN's standing as an active and functional entity with the highest degree of efficiency and transparency within the ANMN membership, and the general public.

Section 2: **Program/Event / Membership Committee :** This committee is responsible for developing, coordinating, and organizing annual cultural programs and events such as New Year and Dashain programs sports, annual picnics, blood drives, other age/gender/profession interest activities. Working together with Finance Committee and Executive Committee, the Program/Event Committee will identify annual programs and prepare budgets specific to the programs. The programs and budgets shall be presented to the Board for approval.

The membership committee will maintain roster of active ANMN members, send information and follow up on membership renewals, work with Information Committee to maintain and update membership database, work with Program/Event Committee to manage registration desk during annual events, and provide list of active ANMN members to Advisory & Community Council to help with the conduct of biennial election of ANMN officers.

Section 2: **Information /Public Relation Committee:** This committee is responsible for collecting, maintaining and disseminating information on ANMN programs and activities for the general public. The functions include development of annual reports, update and maintenance of ANMN web page, Facebook page, email and physical address database of ANMN members and contacts.

Section 3: **Finance Committee.** Coordinated by the ANMN Treasurer, this committee will work with other committees to prepare annual program budget(s), monitor, and maintain income and expenses and prepare periodic fiscal reports to the Board and to the ANMN general membership. This committee will maintain and update corporation's legal status with MN Secretary of State, and file annual taxes as required by the State of Minnesota Department of Revenue and the Internal Revenue Service.

Section 4: **Project/Grant Committee:** This committee is responsible to follow up on progress of various large and small ANMN projects; evaluate and recommend to the Board to initiate new projects; write and present progress reports to various funding agencies and ANMN members; write grant proposals and develop fund raising programs for Board approved projects and causes.

Section 5: **Advisory Board :** Led by the immediate Past President or the Vice President, this Board composed of past presidents, other officers, and invited community leaders shall provide strategic and operational advice to the Executive Committee and the ANMN Board. The Board acts as a liaison body of the ANMN Board with the general public; conducts biennial election of ANMN officers; supervises the transition of Executive Committee members; conducts Board member orientation and training; recognitions and recommends for rewards and

appreciation of Board members and other ANMN volunteers on their performance and service to ANMN; works as provisional executive body in the absence of an elected Executive Committee; plans and executes periodic review of ANMN bylaws and guidelines. The Board recommends for operational and financial auditing of ANMN activities, programs, and projects to the ANMN Board.

Section 6: Advisory & Community Council: Jobs and responsibilities as defined in ANMN Guideline Handbook

Section 7: Election and Appointment of Executive Officers and Board Members.

- i. Four executive officers of the board will be elected by direct voting by general members of ANMN. Term of all board members will be for a period of 2-years. The ANMN Advisory Board will appoint an adhoc Election Committee and begin organizing the election process at least 3 months prior to the general election. The election committee shall conduct election in accordance with the by-laws.
- ii. The Election Committee shall seek nomination from general members of ANMN for the positions of the four executive officers of the board. Each eligible ANMN member, 18 years or older, shall cast one vote for one position. The Election Committee may formulate specific election and code of conduct rules and design ballots for the election. The adhoc Election Committee shall be dismissed once the four officers of the ANMN are elected.
- iii. The election will be run during the annual Nepal New Year celebration day which usually falls in April. If the Nepal New Year celebration is not held then the Election Committee shall schedule an Election sometime by the end of April.

Section 8: Removal and Resignation of the Board Member

- i. Any Board member maybe removed from office, with or without cause, as permitted by and in accordance with the laws of this state. To remove a Board member, two-third of the Board members must vote for the removal.
- ii. Any board member may resign by giving written notice to the President or the Secretary of the Board. If the Corporation is left without a duly elected officer, the Advisory & Community Council will assume executive duties and make arrangement to conduct fresh election of the officers of the corporation.

Section 9: Vacancies

- i. Vacancies on the Board shall exist on the resignation or removal of any board member prior to his or her end of term in office.
- ii. When the vacancy on the Executive Committee exists, the Executive Committee shall designate a Board member to complete the remaining term. If the office of the President becomes vacant, the Vice President shall complete the vacated term. The Board shall appoint one of its members to complete the Vice President's term. If simultaneous vacancies occur in the offices of both President and the Vice President, the General Secretary shall be the Acting President and convene the Board meeting to initiate procedures to fill the vacancies until the next general meeting.

Section 10: **Honorarium & Compensation.** The officers and Board members shall receive no honorarium, except when fixed from time to time by resolution of the Board. The Board members shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred during travel related to the performance of their ANMN duties as outlined in these Bylaws and/or directed by the Board. The expenses have to be directly attributable to the performance of the ANMN duties.

Section 11: **Meetings**

- i. General Meeting: The Board will hold at least one physical meeting per year to discuss the affairs of the corporation with the general membership.
- ii. Board Meeting: The Secretary of the corporation will communicate the date, place, and time of the meetings to each director by mail, telephone, fax or electronic mail at least two weeks in advance of the scheduled meetings. The meeting shall take place once a month or as required.
- iii. A quorum for the board meeting shall consist of no less than 8 Board members as 50% + 1 of the existing members of the Board. Except as otherwise provided by these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum shall be considered by the board at any meeting at which the required quorum is not present and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
- iv. Meetings of the Board members shall be presided over by the President, or a Chairperson chosen by the majority of the Board members present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Robert's Rule shall govern meetings in so far as such rules are not inconsistent with or in conflict with the Article of Incorporation, these bylaws, or with provisions of law.
- v. The various committee meetings can be held as often as needed and are organized by the committee leads.

Article VII: Amendments

Section 1: A group of one-third of the board member is required to propose an amendment to the Bylaws of the corporation. The Board of Directors may seek the advice of the Advisory Board and / or Advisory & Community Council to consider proposed changes to the Bylaws. The proposed amendments to the Bylaws shall be presented to the Board during the scheduled or special meeting of the Board. An affirmative vote of at least three-quarter of the Board Directors present at such meeting shall be required for approval.

Article VIII: Bequests, Grants, Contributions, and Funds

Section 1: The Corporation may receive bequests, grants, contributions, and funds and may make disbursements there from. The corporation with the approval of the Board may enter into contracts to carry out any purpose consonant with its Bylaws and the Article of

Incorporation.

Article IX: Liabilities, Indemnification and Conflict of Interest

Section 1: The board members shall not be personally liable for the debts, liabilities, or other obligation of the corporation.

Section 2: **Indemnification.** Unless otherwise prohibited by law, the corporation shall indemnify any Board member or officer of the corporation, any person who may have served at corporation's request as a member or officer, or any employee, or any volunteer working on behalf of the corporation against any and all expenses and liabilities actually and necessarily incurred by that individual or imposed on the individual in connection with any claim, action, suit, or proceeding, whether actual or threatened, civil, criminal, administrative or investigative, including appeals, to which the individual may be or is made a part by reason of being or having been such Board member, officer, employee or agent. There shall be no indemnification in relation to matters as to which the individual shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the corporation for damages arising out of the individual's own gross negligence or misconduct in the performance of a duty to the corporation.

Section 3. **Conflict of Interest.** Any Officer or the Board Member of the corporation shall declare to the Secretary his/her personal/professional or institutional affiliation when any direct or perceived conflict of interest arising from his/her action as a governing member of the ANMN. Upon consultation with the Secretary, he/she would then abstain from voting in such decisions affecting such affiliations.

Article X. Exempt Requirements

No part of the net earnings of the Organization shall to the benefit of , or be distributable to its members, officers or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furthermore of the purpose set forth in the purpose clause hereof.

Article XI. Duration / Dissolution

Upon the dissolution of the Organization, assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any further federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

APPENDIX

By-Law and Guideline Review Committee – 2012/13

1. Bijay Shrestha
2. Padam Sharma
3. Bhairav Khakural
4. Bhaskar Tripathy