

Triad Nepalese Community Center (TNCC), INC.

BYLAWS

ARTICLE I

Name and Principal Offices

The Name of this Corporation is: Triad Nepalese Community Center (TNCC) Inc. The principal office of the corporation shall be in Guilford County, North Carolina. The Corporation may establish other offices in other locations if needed.

ARTICLE II

Mission and Purpose

Mission of the corporation is to preserve the Nepalese cultural heritage by uniting the Nepalese community, delivering direct and supportive services for the community, creating opportunity for the community members and enabling them for competence and well-being in the Triad Area. The purposes of the corporation are:

1. To preserve and promote Nepalese identity and cultural heritage
2. To strengthen the fraternal ties of all people of Nepali origin, especially in Triad area (Greensboro, High Point, and Winston Salem).
3. To assist Nepali immigrants, refugees and other asylee with integration in to the mainstream of the United States of America and help them to become self-sufficient and independent
4. To help Nepal and Nepalese people in the field of socioeconomic, cultural, educational and academic sectors
5. To promote educational, social, cultural, and charitable activities
6. To create an environment conducive to meeting mutual respect among Nepali ethnic people
7. To work with other associations and corporations collaboratively in order to achieve its purposes.

ARTICLE III

Board of Directors

There shall be a Board of Directors (BODs), which shall manage and direct the business of the Corporation. The Board of Directors shall be elected by the General Assembly of The Corporation.

Power and duties

- a. The Board shall have the authority to form and disband committees, subcommittees, task forces, local chapters, or similar entities as may be deemed necessary and shall determine

the functions and terms of their existence. The Board of Directors shall serve without pay and consist of 11 members. Board shall make decisions based on facts and research done by their committees.

- b. Task of Board of Directors shall be to coordinate all other committees and help them perform their responsibilities. The Board performs other duties and responsibilities provided by existing law and this bylaw of the TNCC.

Term of Services

Directors shall be elected by the General Body for a term of two (2) years.

- a. The President of the Board of Directors shall not serve more than two terms (total of 4 years).
- b. In the event of vacancies occurring between annual conventions of the General Assembly, the Board of Directors may nominate additional members to serve for the balance of the unexpired terms. The search of the additional members shall be conducted under the approval of rest of the BOD members. The announcement shall be sent to all members to solicit their interest/application for the post within a specified period.
- c. Selection of Board of Directors shall not be limited to national origin, gender, race, caste, and ethnicity.
- d. Board members with 3 absences per year, without reasonable cause, shall be dismissed.

Composition

Board of Directors should be inclusive in terms of representation of Nepali ethnicity and identity.

Conflicts of Interests

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Board Meetings

- a. The Board of Directors shall meet at least 6 times in a year. Special meetings may be held at any time when called for by the President or a majority of Board members.
- b. Agendas shall be provided at least a week in advance in case it has not been set in the previous meeting. Each member shall be notified of the meetings at least one week prior to each meeting date.
- c. A majority of board members constitutes a quorum. Meeting can be attended by using conference call or online.
- d. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- e. Passage of a motion requires a simple majority (that is, one more than half the members present).

Removal of Directors

- a. All Board officers shall regularly attend the board meeting and shall take on specific tasks as assigned by the Board.
- b. Any member of the Board of Directors who is absent in three consecutive meetings, and who is not in the meantime rendering definite service to the organization, may be considered for the removal from the Board.
- c. A director may be removed at any time by a majority of the Directors in office, with cause. Once selected, an officer of the Board shall serve for a full term except in the event of the person's death, resignation, removal, or recall or loss of membership to the Association. Resignation, termination and absences must be in writing and received by the President.
- d. The officers shall not be personally liable for the debts, liabilities or other obligations of the corporation except criminal violations and intentional misuse of the funds.

ARTICLE IV Officers and Responsibilities

The election of the Board shall be conducted as stated in the by-laws. The officers of the Board shall consist of the following:

1. President
2. Executive Vice President
3. Vice President
4. General Secretary
5. Joint Secretary
6. Treasurer
7. Members (Quantity = 5)

President:

- a. The President shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office.
- b. Provide overall leadership to the Association.
- c. Serve as a spokesperson of the Association on policy matter or designate another officer to serve in the capacity.
- d. Supervise and/or perform all regulatory requirements and its timely completion satisfying all applicable federal and state requirements including filing IRS tax returns, financial donations, and disbursements or expenditures of funds by the association inside or outside the United States.
- e. The President has the authority to spend up to \$500.00 or a set amount as decided by the Board, for the TNCC activities related expenses, without prior approval of the Board. All expenses over \$500.00 shall require the approval of Board and require signatures of both President and Treasurer.

Vice-President

The Executive Vice President shall perform the duties of President in the absence or the resignation or the President until the next election. The Vice President shall perform the duties of Executive Vice President in the absence or the resignation of the Executive Vice President. The duties of the Vice Presidents shall include coordination with individual members, committees and task forces existing within the Association and with any other Nepalese organizations around the country.

General Secretary

The General Secretary shall be responsible for:

- a. Creating and keeping records of minutes of the TNCC meetings (Board meetings, advisor meetings, business meetings, etc.)
- b. Sending out copies of minutes electronically to all members of the Board immediately
- c. Maintaining membership contact information (e-mail, phone, and postal address)

All records of the Association shall be available for inspection at any time and these shall be turned over to the new General Secretary within 30 days following the election.

Joint Secretary

Joint Secretary shall be responsible for above listed responsibilities in the absence of General Secretary. The Joint Secretary shall also be responsible to assist General Secretary in performing his/her duties.

Treasurer

- a. The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.
- b. Maintain records of TNCC funds, report financial status including an accounting of expenditures at least annually and as requested by officers
- c. Receive and record dues
- d. Deposit monies received into TNCC account
- e. Withdraw funds from TNCC account as approved by officers
- f. The funds, books and other financial records of the Association shall be available for inspection at any time and these shall be turned over to the new Treasurer within 30 days following the election.
- g. Notwithstanding any other provision of the Bylaws, not more than one (1) "interested" person shall serve as executive directors. An "interested person" means either of the followings: brother, sister, father, mother, son, daughter, and spouse. Any officers serving on other boards or maintaining business interests that could constitute a conflict of interest.

ARTICLE V

Membership

Eligibility: Anyone who supports the purpose and mission of the corporation shall be eligible for the membership.

Qualifications: Any person who is age of 18 years and older but not in default of dues and fees or under suspension. Membership types:

Types:

- a. Individual
- b. Family*
- c. Student
- d. Life*
- e. Senior citizen: Anyone above 60 yrs. of age is eligible for the “senior citizen” membership free of cost.
- f. Honorary: The Honorary memberships shall be awarded by BODs who have made substantial contributions to the benefit of the association and the communities at large.

* Family includes parents and children under 18 years of age. Adult children (age 18+ years) or grand-parents require separate memberships.

Dues:

- a. The membership dues shall be paid on a 1-term basis, consistent with the term and fiscal years of the Board. Note that 1 term means 2 years of duration.
- b. No renewal of membership shall be required for life and honorary members.
- c. The Board of Directors shall set the other policies and procedures regarding the qualification of members and membership dues.

ARTICLE VI

General Assembly

General Assembly consists of all members of TNCC. General Assembly shall meet every year. The convention elects the Board of Directors, approves amendment of the Bylaws proposed by the Board, and approves the budget for TNCC.

ARTICLE VII

Advisory Board

The Board of Directors shall nominate and select the members of the advisory board.

ARTICLE VIII
Board of Trustee

There shall be a Board of Trustee. The power and duties shall be determined by Board of Directors. The ex-president of TNCC shall automatically become the member of Board of Trustee.

ARTICLE IX
Committees

The Board may appoint standing and ad hoc committees as needed. The Board can appoint committees including following listed and prescribe their tasks as appropriate:

- a. Community Center committee
- b. Fund raising and management committee
- c. Nepali Pathshala Committee
- d. IT Committee
- e. Cultural programs Committee
- f. Public Relations and Service Committee
- g. Social Network and Outreach Committee
- h. Youth & Sports Committee
- i. Grants Committee

ARTICLE X
Fiscal Policies

The fiscal year of the board shall follow the Nepalese Calendar Year (April 14 – April 13).

ARTICLE XI
Non-Discrimination Policy

The organization will not discriminate anyone on the basis of race, color, creed, religion, gender, age, national origin, disability, military, veteran status, political affiliation or sexual orientation.

ARTICLE XII
Election

- a. Nominations shall be made in writing to the Election Commission approved by the Board of Directors. The commission shall include three members and is responsible for the overall election process.
- b. Officers will be elected by confidential ballots at the general convention of the TNCC.
- c. General election shall be held for “eleven” positions: president, vice presidents (2 position), general secretary, joint secretary, treasurer, and 5 executive directors.

- d. Individual interested to vote for election must be a member of TNCC before 31st January of the election year. The Board shall notify all members for renewal and registration at least one week in advance before the election.
- e. Nominee for the executive board member positions shall be an active member of the TNCC and resident of the Triad area for at least 1 year duration before the election.

ARTICLE XIII

Amendments

The Bylaws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.

1. Proposed changes will be submitted to President, Vice President, or General Secretary at any time and proposed changes may be submitted via e-mail or in person.
2. Proposed changes must be submitted one week before General Body meeting.
3. Changes will be e-mailed to membership prior to General Body meeting
4. Proposed changes will be read and discussed by entire membership during a General Body meeting.
5. Amendments to proposed changes may be proposed and voted on during the business meeting.
6. Decision to accept or reject proposed changes will be reached by 2/3 majority consensus.

ARTICLE XIV

Non-Profit Status

The organization is established exclusively for charitable, religious, education, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code. No substantial part of the activities of the organization 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 of this document, the organization 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. This organization will rely upon North Carolina (NC) State law to be in compliance with NCGS section SS-4 as required.

ARTICLE XV

Dissolution

Dissolution of the Board may be decided by the two-thirds (2/3) majority of the voting members of the General Body. The property of this corporation is irrevocably dedicated to the purposes mentioned in ARTICLE III & IV, purpose, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private individual, except that the organization 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 this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit 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

This "Bylaws" was approved in the BOD meeting **March 10, 2014** by its 11 committee members.

This "Bylaws" was approved in the General Assembly on **March 28, 2014** by at least two-third majority of the attendees.