

Nepalese Community of Central Valley and Around (NCCA)-By Laws



12/08/2024

ARTICLE I - NAME

1.01 Name:

This organization's name shall be Nepalese Community of Central Valley and Around (hereafter "NCCA" or "Organization"). It shall be a non-profit organization incorporated under the laws of the State of California.

ARTICLE II: PURPOSE, POWER AND GOVERNING INSTRUMENT

2.01 Purpose: NCCA, as set forth in the Articles of Incorporation and these bylaws, is dedicated to advancing charitable, educational, cultural, financial and professional purposes. The purpose of this organization is:

- a) Represent and advocate for the interests of the Nepali- American community in California's Central Valley and surrounding areas, including but limited to the cities of Tracy, Mountain House, Lathrop, Manteca, Ripon, Stockton, Modesto, Livermore, Pleasanton, Dublin, San Ramon, and neighboring communities. NCCA aims to provide resources, support, and opportunities for community-building that address the unique needs of Nepali individuals and families in these regions.
- b) Promote social, cultural, educational, professional, financial and other public interest initiatives that enhance the well-being of the Nepali-American community.
- c) Raise, receive and manage funds, including charitable donations, to support meaningful humanitarian efforts and causes;
- d. Operate as a nonprofit organization by coordinating, facilitating, and conducting activities in collaboration with other Nepali-American communities worldwide.
- e) Leverage the knowledge, skills, capital, and resources of NCCA to contribute to the socioeconomic development of Nepal.

2.02 Powers: The organization shall have the power, directly or indirectly alone or in conjunction or cooperation with others, to do any and all lawful acts, the charitable purpose, for which the organization is organized, and to and or assist other organizations or persons whose activities further accomplish, foster, or attain such purpose. The powers of the organizations may include, but not limited to the acceptances of contributions from the public and private sectors where financial or in kind of contributions.

- a) Non Profit Legal Status
- b) Exempt Activities Limitation
- c) Distribution upon Dissolutions

2.03 Governing instruments: NCCA shall be governed by its articles of incorporation and its bylaws.

ARTICLE III - MEMBERSHIP, ELIGIBILITY AND FEES

3.01 General Membership: General membership is open to any interested individual aged 18 or older, either as an individual member or as a part of a family. Membership is valid for one calendar year and must be renewed annually.

3.02 Membership Fees & Renewal: The membership fees and renewal process shall be decided by the elected executive committee.

ARTICLE IV- OFFICERS AND BOARD OF DIRECTORS

4.01 Board of Directors: NCCA shall consist of 5 to 9 members, including the Chairperson, Treasurer, Secretary, Event Manager, and additional executive members. The board may adjust the number of directors as needed to effectively support the organization's mission and objectives.

4.02: Roles and Responsibilities

- **Chairperson of the Board:** The Chairperson provides overall leadership and strategic direction for the organization, ensuring that NCCA operates effectively and aligns with its mission.
- **Treasurer:** The Treasurer serves as the chief financial officer of the organization and oversees the organization's financial management, budgeting, accounting, financial reporting, and compliance with all applicable financial regulations.
- **Event Manager:** The Event Manager's role includes planning and executing events and fundraising activities to support NCCA's programs and initiatives included but not limited to tracking of monetary and non-monetary support received from other community members.
- **Secretary & Community Outreach Lead:** The Secretary coordinates meetings, maintains records, manages official communication, and oversees the organization's social media presence. This role also involves building and fostering relationships with community partners.
- **Executive members:** Executive members are responsible for carrying out tasks and responsibilities assigned by the Chairperson and the Board to advance NCCA's objectives

4.03 Additional Officer Positions: The Board of Directors may establish additional officer positions as deemed necessary. Duties and responsibilities may also be assigned to general members of NCCA to support specific initiatives or operational needs..

4.04 Vacancies: The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

1. **Unexpected Vacancies.** Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced

4.06 Removal and Resignation of Directors: The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the organization without prejudice to the rights, if any, of the organization under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

A director may be removed by **two-thirds** of vote of the board of directors then in office, if:

1. The director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:
2. For cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

4.07 Compensation for Board Service: Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.08 Compensation for Professional Services by Directors: Directors are not restricted from being remunerated for professional services provided to the organization. Such remuneration shall be reasonable and fair to the organization and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE V- MEETINGS OF MEMBERS

5.01 - Annual General Meeting (AGM): The Board of Directors shall organize at least one Annual General Meeting (AGM) each year at an appropriate time to:

- Review the past year's activities and financial reports,
- Discuss and approve amendments on bylaws
- Adopt any policy changes
- Address other organizational matters relevant to NCCA's mission

The Chairperson of the board shall preside over the AGM. Attendees may be required to present appropriate credentials issued by the Chairperson, if requested by the Secretary, to confirm membership or participation status.

5.02 Regular Meetings: The Executive Board shall determine the schedule and frequency of other regular meetings throughout the year to facilitate ongoing organizational activities and decision-making.

5.03 Decision-Making and Quorum: Official decisions shall be made by a majority vote, requiring a quorum of 60% of the Executive Board. All official decisions made during these meetings shall be documented by the Secretary and shared with general members for transparency and accountability.

ARTICLE VI - BOARD ELECTIONS

6.01 Election Timeline: Election for the Executive Board shall be held every two years, prior to the expiration of the current term.

6.02 Election Committee: No later than 15 days before the scheduled election, the Chairperson of the Board, in consultation with the Board of Directors, shall appoint an Election Committee comprising up to three members. One member shall be designated as the Chairperson of the committee. The Election Committee shall remain active until the formation of the next committee.

6.03 Nomination and Voting Process: The Election Committee shall invite nominations for the position(s) on the Executive Board from among NCCA's general members. If a consensus cannot be reached during the nominations for the next committee, voting shall be conducted to elect the committee.

6.04 Announcement of Results: The Chairperson of the Election Committee shall announce the newly elected Board and ensure the results are communicated to all general members.

6.05 Voting Eligibility: All general members, including individual members and family members aged 18 and above, are eligible to vote in the election.

ARTICLE VII - ADOPTION AND AMENDMENTS OF BYLAWS

7.01 Adoption of ByLaws: These bylaws shall take effect immediately upon their approval by the majority of the members present at the founding General Assembly of NCCA.

7.02 Amendments to Bylaws: Proposed amendments to these bylaws must be submitted in writing to the Board of Directors, endorsed by the signatures of at least two NCCA members. Upon receipt, the Board shall share the proposed amendment with all NCCA members, providing at least seven (7) calendar days notice prior to the meeting where the amendment will be discussed. The proposed amendment shall be deliberated at the next Annual General Meeting and will become effective upon approval by a majority of the members present at the meeting.

ARTICLE VIII - BOARD OF TRUSTEES

8.01 Role and Function: The Board of Trustees, hereinafter referred to as "Trustees," shall act as the caretakers of NCCA in instances where the Executive Board becomes non-functional. Trustees may also serve as an advisory body to the Executive Board upon request.

Non-Functional examples

- Not able to maintain basic legal functions of the organization such as tax filing, non-profit status renewal, compliance with city, state, and federal government regulations, etc

8.02 Membership: The executive board committee shall identify community members who demonstrate a long-term interest in the community and NCCA's mission and propose them for Trustee members of the organization. Membership in the Board of Trustees requires a donation of \$1,000 to NCCA's general fund. Once a trustee member accepts the position and makes the required donation Board shall approve. If the Board rejects the member for the Trustee position, the donation fund should be returned.

8.03. Lifetime Membership and Maintenance: Trustee membership is a lifetime designation. However, to retain voting power in the board of Trustee, Trustees must also maintain their general annual membership in NCCA by paying the annual membership fees. For example, if a Trustee member relocates beyond NCCA's scope territory and stops maintaining their annual membership, they are still Trustee members without the power to vote in the Board of Trustees. They can always regain their voting power in the board of trustees by renewing their annual general membership.

8.04 Leadership of the Trustees: The Trustees shall recommend a Chairperson of the Board of Trustees to lead and drive decisions in cases where the Trustees need to assume a caretaker role for NCCA.

ARTICLE IX - NON-LIABILITY AND CONFLICT OF INTEREST

9.01 Non-Liability: NCCA Board members and Trustees shall not be personally liable for any of the debts, liabilities, or other obligations incurred by the organization.

9.02 Conflict of Interest: Any Board member or trustee with a conflict of interest that may compromise impartially on an issue shall voluntarily recuse themselves from the discussion as well as voting on the matter

ARTICLE X - MISCELLANEOUS

10.01 Books and Records: The organization shall maintain accurate and complete records, including:

1. Financial books and records of accounts.
2. Minutes of all proceedings of the Board of Directors and its committees.
3. A record of all actions taken by the Board of Directors without a formal meeting.
4. A record of all actions taken by committees of the Board.

Additionally, the organization shall keep a copy of its current Articles of Incorporation and Bylaws, including all amendments, readily accessible.

10.02 Nondiscrimination Policy: The selection of officers, directors, committee members, employees, and individuals served by this organization shall be conducted without discrimination based on age, sex, race, religion, national origin, sexual orientation, or any other protected characteristic. It is the policy of the NCCA to promote inclusivity and equity by ensuring that no individual is excluded or treated unfairly based on race, creed, ancestry, marital status, gender, sexual orientation, age, physical or mental disability, veteran status, political affiliation, color, religion, or national origin. This commitment to nondiscrimination reflects NCCA's dedication to fostering a diverse, welcoming, and respectful environment for all.

10.03: Conflict of Interest: The Board of Directors shall adopt and periodically review a Conflict of Interest Policy to safeguard NCCA's interests in transactions or arrangements that could result in personal benefit to any director, officer, employee, affiliate, or member of a committee with board-delegated powers. This policy ensures that decisions are made objectively and in the best interest of the organization, maintaining transparency, integrity, and accountability in all operations. The Conflict of Interest Policy will:

1. Define conflicts of interest and provide guidance on identifying and disclosing such conflicts.
2. Outline procedures for addressing potential or actual conflicts to protect NCCA from undue influence or impropriety.
3. Ensure compliance with applicable laws and regulations while preserving the organization's commitment to ethical governance and fiduciary responsibility.

The policy shall be reviewed regularly to remain effective and aligned with NCCA's mission and goals.

ARTICLE XI -NON-PROFIT AND CHARITABLE STATUS

NCCA is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code. No substantial part of the NCCA's activities shall involve participation or intervention in political campaigns of any candidate for public office. NCCA shall not engage in activities not permitted under Section 501(c)(3) of the Internal Revenue Code or any future federal tax code provisions governing tax-exempt organizations and deductible contributions.

ARTICLE XII - DISSOLUTION

13.01 Dissolution Process: NCCA may be dissolved by the Executive Board or, if applicable, the Board of Trustees serving as caretakers from a two-thirds vote. Dissolution shall follow a plan consistent with NCCA's Articles of Incorporation and California state law.

13.02 Asset Distribution: The assets of NCCA are irrevocably dedicated to the purposes outlined in these bylaws. No part of the net income or assets shall benefit any director, trustee, member, or private individual, except for reasonable compensation for services rendered.

Upon dissolution, after satisfying all debts and obligations, remaining assets shall be distributed to a nonprofit organization that:

1. It is organized and operated exclusively for charitable purposes.
2. Has established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATE OF ADOPTION OF BYLAWS

I/We do hereby certify that the above-stated Bylaws of NCCA were approved by the NCCA's Board of Directors on 12/08/2024 and constitute a complete copy of the Bylaws of the organization.

Signature: _____

Date: 02-07-2025

Printed Name: Rabindra Kandel

Title 1: Chairperson

Signature: _____

Date: 02-07-2025

Printed Name: Dinesh Pokhrel

Title 2: Secretary and Community Outreach

Signature: _____

Date: 2/1/2025

Printed Name: Ashok Poudel

Title 3: Treasurer and Finance

Continued..

Signature: Maya

Date: 2/7/2025

Printed Name: Maya Uprety

Title 4: Event Manager

Signature: Hira Aryal

Date: 2/3/2025

Printed Name: Hira Aryal

Title 5: Executive Member

Signature: Dipak

Date: 02/07/2025

Printed Name: Dipak Mainali

Title 6: Executive Member

Signature: Santosh

Date: 02/07/2025

Printed Name: Santosh Lamichhane

Title 7: Executive Member

Signature: Sabindra

Date: 2/1/2025

Printed Name: Sabindra Khadgi

Title 8: Executive Member

Signature: Madhusudan

Date: 2/7/2025

Printed Name: Madhusudan Khanal

Title 9: Executive Member

End of By-laws.