

# BYLAWS OF NEPAL ASSOCIATION FOR GLOBAL COOPERATION (NAGC)

## ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be NEPAL ASSOCIATION FOR GLOBAL COOPERATION (NAGC)

Section 2: NEPAL ASSOCIATION FOR GLOBAL COOPERATION is organized exclusively for charitable, networking and educational purposes; more specifically the mission of Nepal Association for Global Cooperation is to bring the Nepalese community and friends in global unity for the cause of Nepalese identity, culture and prosperity round the globe. We are committed to establish and nurture multilateral cooperation for a new Nepalese Renaissance in all aspects of Nepalese community supported by friends of Nepalese community regardless of nationality. This is an international endeavor, however, Nepal and Nepali language and culture is our prime concern and one of our important objective would be to establish a new prosperous and an important nation of Nepal utilizing and channelizing a significant portion of it resources within its reach.

### Section3: Mission Statement

The mission of Nepal Association for Global Cooperation is to establish global unity in the Nepalese community and friends around the world for the preservation and enhancement of Nepalese identity, culture and prosperity. We are committed to establish and nurture multilateral cooperation for a new Nepalese and friends Renaissance.

### Section 4: Major Activities

Various activities will be conducted to fulfill the above mission:

1. It will have the essential physical offices and centers at different parts of the world according to the demand of time and available resources.

d) World chapters: There will be seven world chapters.

i) America Chapter- All the countries in the continent of North America and South America

ii) Nepal chapter-The Nepali community living within the boundary of Nepal, sharing common languages, culture and dreams.

iii) South Asia Chapter-All the SAARC countries except Nepal.

- iv) Europe Chapter-All the countries of continent of Europe
- v) Australia Chapter
- vi) Middle East and Africa Chapter- Continent of Africa and all the countries in and around Persian Gulf and Mediterranean Sea (according to the schedule).
- viii) Greater Asia Chapter-All the countries of Asia that do not include in the above chapters (according to the schedule).

2. Establish and run an efficient and effective communication and mass education system including useful web sites, blogs, email groups, face book and other e community, publications, movie and video production and other Medias to bring the Nepalese and friends around the globe into meaningful harmony and mutual cooperation.
3. Organize physical and E-Conventions, seminars, workshops and symposiums on the essential issues of the time.
4. Advocate national unity (Nepal and residing nation), democracy and human rights in the areas this association is active at.
5. Establish fund to help the less advantaged people of the community to support education, trainings, employment and small businesses.
6. To establish and run Central and local Emergency Funds.
7. To start meaningful programs like War against Illiteracy Program WAIP, One Village at a Time OVAT focusing the economic transformation of a village inviting external investment and local resources.
8. Other essential activities to fulfill the objectives of the association has decided by the committees and approved by the Global Board of Directors.

## ARTICLE II – MEMBERSHIP

### Section 1: NAGC Membership Criteria

There shall be three basic types of membership which is defined as follows:

1. single membership (to be renewed annually)
2. Ordinary family (to be renewed annually)
3. Patron Membership (to be renewed annually)
4. Life membership ( Necessary once no renewal once the Life membership fee is paid in full)

#### Ordinary membership

Category A: Anybody with Nepali origin, culture including but not limited to non Nepalese who are born or married to Nepali citizens or member of the Nepali community can be a member, paying an appropriate fee.

Category B: Any adult who is willing to help the cause regardless of nationalities may be member, paying appropriate fee.

## Patron Membership

Any individual who support the cause of NAGC may be invited by the Board of Directors for this membership. This membership is open regardless of nationalities if they qualify the fundamental membership requirements. Annual fees apply. Dues have to be clear in order to remain valid Patron Member

## Life Membership

Any qualified individuals may be the life member paying membership fee.

## Fees

The Fees are subject to change. It will be decided and executed by the Global Board of Directors. BOD may decide to allot certain percent of membership fee for certain project or fund such as Emergency Fund.

## ARTICLE III – Official Meetings

Section 1: Annual Meeting. The date and the time of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place if meeting physically. The meeting may be electronically by means of conference calls, Skype or via Closed Email Process CEP. The duration of the CEP will be decided by the EXCOM.

Section 2: Special Meetings. Special meetings may be called by the President or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

## ARTICLE IV – GLOBAL BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation.

The Board is responsible for overall policy and direction of the Council, and delegates responsibility for day-to-day operations to the Directors and committees. The Board shall generally have up 21 to 35 members. The sizes may vary according the demand of circumstances and current BOD will decide the size and will be approved by the Tri Annual General Convention that may take place physically or electronically.

The following shall be Ex Officio members of Board of Directors

1. Founder President
2. Immediate Past President
3. President-Australia Chapter
4. President-Nepal Chapter
5. President-America Chapter
6. President-Europe Chapter
7. President-South Asia Chapter
8. President-Middle East and Africa Chapter

9. President-Greater Asia Chapter
10. President -Board of Trustees
11. Secretary Global Advisory Board

#### The role of Founder President

Mani Neplai is the Founder President of NAGC and he will have certain rights and duties that he may exercise respecting the spirit and ideals of NAGC.

1. Ex Officio member of Global Board of Directors who will play active role as one of the members and help the body run smoothly according to the NAGC bylaws and the constitution and laws of the land.
2. Veto: The Founder President reserves the right to veto in the decisions if he strongly feels the need of it.
3. Decide the recipients of President Award for those who have supported the mission of NAGC or made exclusive contribution to promote Nepali community regardless of nationality and organizational involvement

The board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at an agreed upon time and date physically or electronically as decided by the board.

#### Section 3: Convention and Board Elections.

- i. Election of new directors or election of current directors to a second term will occur as the first item of business at the tri annual meeting or General Convention of the corporation. There will be two main category of elections i.e: President, Vice President, General Secretary, Treasurer and Chapter Directors will be elected by a majority (Direct or representative) vote of the current members in the concerned chapters. Five members shall be nominated by the newly elected president, considering history of the member, ethnicity, gender and geographical balance.
- ii. International President: Global or International president will be elected by direct vote by all the valid members around the globe regardless of chapters. The elected president will then nominate other officers including the ex officio members and other valid members respecting the history, ethnic, gender and regional balance.

Section 4: Terms. All Board members shall serve 3 year terms, but are eligible for re-election. The General convention chair can extend the term of this board to maximum of 6 months with valid reasons.

Section 5: Quorum. A quorum must be attended by at least 51 percent of the Board members before business can be transacted or motions made or passed. The members who are in the conference calls will be counted as present members.

Section 6: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance. E-mail notices are also considered as written notices.

Section 7. Officers and Duties. There shall be following officers of the Board consisting of a President, 3 Vice presidents, General Secretary, 3 Secretaries, 1 Treasurer, 1 Joint Treasurer and Directors (as needed). Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

## General Responsibilities

The President is responsible for ensuring that the Board of Directors and its members: · are aware of and fulfill their governance responsibilities; · comply with applicable laws and bylaws; · conduct board business effectively and efficiently; · are accountable for their performance.

In order to fulfill these responsibilities, and subject to the organization's bylaws, the President presides over meetings, proposes policies and practices, sits on various committees, monitors the performance of Directors and Officers, submits various reports to the board, to funders, and to other "stakeholders"; proposes the creation of committees; appoints members to such committees; and performs other duties as the need arises and/or as defined in the bylaws.

## Accountability

The President is accountable to the Board of Directors or Members as specified in the bylaws. The President may delegate specific duties to the Executive Director, Board members and/or committees as appropriate; however, the accountability for them remains with the President.

## Specific Duties

### Meetings

The President ensures that an agenda is planned for board meetings. This may involve periodic meetings with committee chairpersons and the Executive Director to draft annual and meeting agendas and reporting schedules.

The President presides over meetings of the Board of Directors. In this capacity, the President:

- chairs meetings according to accepted rules of order for the purposes of
  - encouraging all members to participate in discussion;
  - arriving at decisions in an orderly, timely and democratic manner;
- votes as prescribed in the bylaws. In boards that operate with and executive committee, the President performs the above duties for the executive committee or Board of Directors.

## Board Committees

The President serves as an ex-officio member of board committees specified in the bylaws. In this capacity, the President's role is

- to serve as a voting member of the committee (if specified in the bylaws);
- to negotiate reporting schedules;
- to identify problems and assist the committee chairperson to resolve them, and if necessary, to bring them to the attention of the Board of Directors.

## Board-Staff Relations

The President is the primary liaison between the Board and the executive director. In this capacity, the President:

- meets periodically with the executive director;
- ensures that periodic performance reviews of the executive director are conducted;
- participates in the hiring and evaluation of the executive director.

## Community Relations

The President ensures that the organization maintains positive and productive relationships with media, funders, donors, and other organizations. In this capacity, the President serves as primary spokesperson for the organization. Duties may include:

- representing the organization to the media;
- representing the organization on governmental or nongovernmental organizations and committees;
- timely and appropriate reporting of Board decisions and actions to members and/or funders and/or donors.

## Signing Officer

The President is normally designated by the Board of Directors and/or bylaws as one of the signing officers for certain documents. In this capacity, the President may be

authorized or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of organization.

## Board Development

The President ensures that structures and procedures are in place for effective recruitment, training, and evaluation of board members.

## Fund Raising

The President ensures that structures and procedures are in place for securing the resources required by the organization. Depending upon the organization, this may require the President to play a leadership role in fundraising campaigns through personal contributions of services and money.

## Delegation

Depending upon the organization's needs and its bylaws, the President may establish or propose the establishment of committees of the Board, and may assign tasks and delegate responsibilities to board committees and/or directors.

The Vice-President will chair committees on special subjects as designated by the board.

## General Responsibilities of NAGC Secretary

Organizations are required by law and by custom to maintain certain records for several purposes, including:

- accurate recollection of decisions;
- determination of eligibility to vote;
- continuity of policies and practices; and
- accountability of directors and officers.

The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, and subject to the organization's bylaws, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the board, maintains membership records, fulfills any other requirements of a Director and Officer, and performs other duties as the need arises and/or as defined in the bylaws.

## Accountability

The Secretary is accountable to the Board of Directors (if elected or appointed by them) or Members. (If elected by the membership at a members meeting) as specified in the bylaws. Through the Board of Directors, certain duties of the Secretary may be delegated to the Executive Director, Board members and/or committees as appropriate; however, the accountability for them remains with the Secretary.

## Specific Duties

### Minutes

The secretary is responsible for ensuring that accurate minutes of meetings are taken and approved.. Requirements of minutes may vary with the jurisdiction but should include at a minimum:

- date, time, location of meeting;
- list of those present and absent;
- list of items discussed;
- list of reports presented;
- text of motions presented and description of their disposition. (see note 2)

The Secretary signs a copy of the final, approved minutes and ensures that this copy is maintained in the corporate records.

### Custodian of records

The secretary ensures that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, (eg. letters patent, articles of incorporation), lists of directors, board and committee meeting minutes financial reports, and other official records.

### Membership Records

The Secretary ensures that official records are maintained of members of the organization and Board. He/She ensures that these records are available when required for reports, elections, referenda, other votes, etc.

### Bylaws

The Secretary ensures that an up-to-date copy of the bylaws is available at all meetings.

### Communication

The Secretary ensures that proper notification is given of directors' and members' meetings as specified in the bylaws. The Secretary manages the general correspondence of the Board of Directors except for such correspondence assigned to others.

## Meetings

The Secretary participates in Board meetings as a voting member. The Secretary provides items for the agenda as appropriate. In the absence of the President (and Vice-President, if the position exists), the Secretary calls the meeting to order, presiding until a temporary chairperson is elected. The secretary records meeting minutes as described above. Depending upon the bylaws and practices of the organization, the Secretary may perform these duties for Member meetings (eg. Annual General Meeting) and/or for an executive committee.

## Signing Officer

The Secretary may be designated by the Board of Directors and/or bylaws as one of the signing officers for certain documents. In this capacity, the Secretary may be authorized or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of organization.

## Filing of Documents

The Secretary may be the registered agent with respect to the laws of the jurisdiction.; the person upon whom legal notice to the corporation is served, and responsible for ensuring that documents necessary to maintain the corporation are filed.

The Secretary General is primarily responsible who may delegate his authorities and accountability for other secretaries.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

## JOB DESCRIPTION FOR NAGC TREASURER

As an officer of the NAGC, the treasurer must have in-depth knowledge of the mission and programs of the organization as well as its financial condition. The treasurer bears special responsibility for ensuring that the organization is financially sound and that its assets are being used effectively to meet its tax exempt purpose. The treasurer also must ensure that the board as a whole fulfills its fiduciary responsibilities. The US Government, Department of Treasury, Office of Foreign Assets Control (OFAC). It will

be prime duty of the treasurer to constantly review, respond and report (when necessary) as mentioned in its provisions (a-e).

In addition, the treasurer must:

- Have an understanding of financial accounting for nonprofit organizations.
- Serve as the officer of the organization most directly responsible for its financial affairs and accounting as well as its internal and external financial reporting.
- Chair the finance committee.
- Manage fulfillment of the board's financial responsibilities.
- Ensure that appropriate financial reports (i.e., IRS Form 990, audit and annual report to VA) are filed and available to the board in a timely manner.
- Review with the executive director and/or chief financial officer projected income and expenses and assist with preparing and presenting the annual operational budget for full board review and approval.
- Review with the executive director and chief financial officer all financial policies and procedures (including internal controls and investments) and ensure their compliance with federal, state, local, and VA requirements.
- Review the annual audit and ensure that board members' questions are addressed; ensure that any adverse audit findings are addressed promptly.
- With the executive director, bring to the attention of the full board financial issues in need of resolution.
- Have candid conversations with the executive director and auditors regarding any potential problems or areas of deficiencies.

## Responsibilities of the NAGC Board of Directors

NAGC Board of Directors has many important responsibilities. The following is description of the responsibilities and duties of the board.

1. Determine the organization's mission and purpose. It is the board's responsibility to create a statement of mission and purpose, and to review it periodically for accuracy and validity. This statement should set out the organization's goals, means, and primary constituents served. Each board member should fully understand and support it.
2. Select the organization's chief executive Director and (determines its compensation), then appoint, review, and (if necessary) dismiss that individual. The board must also ensure that the chief executive Director , who has responsibility for the administration of the organization, receives

the moral and professional support he or she needs to further the organization's goals.

3. Ensure effective organization planning. As steward of the organization, the board must actively participate with the staff in an overall planning process, and assist in implementing the plan's goals. The board should help management to develop business plans, policy objectives, business strategies, and priorities.
4. Ensure adequate resources. One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The board should work in partnership with the chief executive and development staff to raise funds from the community.
5. Manage resources effectively. The board, in order to remain accountable to its donors and the public, and to safeguard its tax-exempt status, must assist in developing the annual budget and ensuring that proper financial controls are in place.
6. Determine, monitor, and strengthen the organization's programs and services. The board's role in this area is to determine which programs are the most consistent with an organization's mission, and to monitor their effectiveness. By constantly reviewing the organization's work, the board ensures the organization's capacity to carry out its programs.
7. Enhance the organization's public standing. The board is the organization's primary link to the community. Clearly articulating the organization's mission, accomplishments, and goals to the public, as well as garnering support from members of the community, are important elements of a comprehensive public relations strategy.
8. Ensure legal and ethical integrity and maintain accountability. The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. The board must establish pertinent policies and procedures (e.g., personnel policies, grievance procedures), and adhere to provisions of the organization's bylaws and articles of incorporation.
9. Recruit and orient new board members, and assess board performance. The board must select new board members and orient them to their responsibilities, and the organization's history, needs, and challenges. By evaluating its performance, the board can recognize its achievements and determine which areas need to be improved. As the organization grows and improves, the governing board must also evolve to meet changing needs and circumstances.

## Responsibilities of Individual Board Members

Within larger framework of board responsibilities, the individual board members you have chosen must each fulfill certain obligations to the organization. Those obligations include:

- Attend all board and committee meetings and functions, and be prepared to participate.
  - Stay informed about board and committee matters; review and comment on minutes and reports.
  - Stay informed about the organization's mission, services, policies, and programs.
  - Keep up-to-date on developments in the organization's field.
  - Follow developments in the community, economy, government, etc. that may affect the organization.
  - Serve on committees and offer to take on special assignments.
  - Make a personal financial contribution to the organization.
  - Participate in organizational fundraising.
  - Inform others about the organization.
  - Get to know other members; build working relationships that contribute to consensus.
  - Suggest nominees to the board who can make significant contributions to the work of the board and the organization.
  - Follow conflict of interest and confidentiality policies.
  - Assist the board in carrying out its fiduciary responsibilities such as reviewing the organization's annual financial statements.
  - Participate actively in the board's annual evaluation and planning efforts.
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- Board members have no individual authority separate of the board.
  - Board members are expected to support decisions of the board, regardless of personal desires and/or opinions.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

Section 10 Interim provision

The period before duly elected Global Board of Directors does not take over according to the bylaws shall be taken as the transitional period, All the chapters, committees, departments and other bodies shall have the full fledged authorities and obligations of the elected bodies of NAGC till the first convention of NAGC that takes place every three years. The Founder president may dissolve, form or reshuffle the bodies of NAGC respecting the spirit of the association and safeguarding the prevailing bylaws if the circumstances demand.

## ARTICLE V – COMMITTEES AND DEPARTMENTS

Section 1: The Board may create Chapters, Boards, Councils, committees sub committees or Departments as needed, such as fundraising, housing, women empowerment, youth Promotion, Music and arts, Public Relation, student relation, nationality promotion, Social Justice, Student relations, Culture promotion and reformation, Publication etc. The Board President appoints all committee (as mentioned above) chairs and Secretaries

Section 2: Constitutional bodies

- a. Global Board of Directors- Executive Body-Conducts day to day activities of the organization.
- b. Global Advisory Board- Recommends bylaws /amendments rules and regulations, provides advises as deemed necessary.
- c. Board of Trustees (BOT)-Reviews the works of all the bodies and individuals of NAGC and reports in the joint meetings, passes annual budget. The members of BOT are required to be either life members or valid patron members. The members who do not pay dues by the due date will be dropped from the Board of Trustees.
- d. All the rights and duties of the above will be decided/amended by the Global Board of Directors generally respecting the Recommendations of Global Advisory Board.

Section 3: The 9 officers (President, Vice president, General Secretary, Treasurer and their counterparts serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

#### Section 4: FINANCIAL POLICY

The Treasurer is chair of the Finance Committee, which includes all the chapter treasurers. The Treasurer is also an ex officio Member The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public as deemed necessary. There may be separate committees or sub committees for establishing and running the Fund. Those funds may be but not limited to Emergency Fund, Development Fund, and Administrative Fund etc.

#### Section 5: Financial Policy Guidelines

Relationship with World Chapters: The International Treasurer generally facilitates and trains the Chapter Treasurers. The Chapters are responsible for all their financial needs and are required to utilize their own resources including, membership dues, donations, grants. The policy for its home chapter America will be different from other chapters due to some technical and legal reasons. The fees collected in United States of America will be directly dealt by the International Treasurer with close coordination with the America Chapter Treasurer. All the fees collected in other countries except USA will be directly handled by the Chapter Treasurer.

##### a) Sources of income

- i) Membership fees
- ii) Grants/donations
- iii) Fund raiser activities
- iv) Other legal sources

b) The financial information will be transparent to all concerned. The donors and Members will have access to public audit report.

##### c) There will be three major accounts

- i) Administrative Account:

This Checking account will be used for the day to day functioning of the organization including emergency release as recommended by the finance committee and approved by the Board of Directors.

ii) Service Fund Account:

This saving account will be used only according to the annual Budget approved by the Board of Directors. Emergency Fund will be released within the guidelines of the organization and direction of the Financial Committee.

iii) Special Fund Account e.g. Emergency Fund, Development Fund

iv) Temporary accounts- According to the demand of programs, time and place

v) Ambassador Emergency Fund: fifty percent of all the fees collected in USA will be deposited in the Ambassador Emergency Fund which will be jointly managed by the Chair Person of Ambassador Emergency Fund with close coordination of America Chapter Treasurer, and Executive Financial Adviser. All the NAGC programs in United States of America will be closely monitored by the Global Board of Directors.

## ARTICLE VI -CALIFORNIA DECLARATION

California Declaration will be an essential part of this association and will be documented as a historic document of these bylaws.

## ARTICLE VII: SPECIAL PROVISION

1. All the committees sub committees and constitutional bodies and their officers and members formed or appointed before or after the International convention will act as the full fledged bodies and officers as this laws describes.
2. The founder President reserves all the rights to form, reshuffle, appoint and dissolve the bodies and officers of NAGC if an emergency situation arises, respecting the spirit of the bylaws and honoring the sentiments of NAGC members, supporters and friends.

## ARTICLE VII – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors approved by the general Convention. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These proposed bylaws will be guideline to run the organization till it is duly ratified by the majority of the general members during or before the first convention of NAGC.

Adopted by the First International Convention of NAGC on December 17, 2011.

Reviewed by Yagya P. Nepal  
Attorney at Law  
NAGC Legal Advisor  
Chair Person/Chief Election Commissioner  
NAGC Convention Committee, 2011