

## Kansas City Nepalese Society (KCNS)

### BYLAWS

#### ARTICLE: I NAME

**NAME:** The name of this organization shall be Kansas City Nepalese Society (hereinafter called “the Society” or “KCNS” as acronym or “Nepali Samaj” in the Nepali language). It shall be a non-profit organization. KCNS shall have friendly, cooperative, and working relations with other organizations around the globe that share similar goals and purpose.

#### ARTICLE: II THE SOCIETY

KCNS shall be a nonprofit volunteer organization without any affiliation, endorsement, and support to any political parties, groups, religions, institutions, race, ethnicity, gender, or sexual orientation. The Society shall be incorporated under the laws of the State of Kansas, and the U S Federal laws. The Society shall be organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section (s) of any future Federal tax code.

#### ARTICLE: III MISSION STATEMENT

Preserve and promote Nepalese culture, and social educational activities within the community.

#### ARTICLE: IV PURPOSE

**PURPOSE:** The purpose of the Society:

1. To promote close cooperation among Nepalese and friends of Nepal in the United States, particularly, in and around Kansas City Metro areas;
2. To preserve and promote Nepalese identity and cultural heritage;
3. To act as a link between Nepalese living in and around Kansas City Metro and Nepal for civic, social and cultural advancements;
4. To contribute to the overall well being of Nepalese communities in and around Kansas City Metro areas;
5. To promote educational, social and charitable activities.

#### ARTICLE: V EXECUTIVE BOARD AND OFFICERS

1. There shall be an Executive Board (hereinafter called “the Board”) and Officers to address and execute the stated mission and purpose of the Society.
2. The Board shall be elected by members of the Society.
3. The Board with at least 2/3<sup>rd</sup> votes of the Board members shall have the power to nominate/elect up to five advisors, and technical support personnel/s for specific purpose **from among the members. Besides 5 advisors, immediate past President will automatically serve as Chief Advisor (consensus amendment by Aug 2018 AGM).** The

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- advisors/ tech support personnel/s shall have no voting rights, and their term ends along with the Board that has nominated/elected them **or until the 2/3<sup>rd</sup> of the Board requires (consensus amendment by Aug 2018 AGM).**
4. The Board shall have the authority to form and disband committees, subcommittees, task forces, or similar entities as may be deemed necessary and shall determine the functions and terms of their existence.
  5. The Board will decide the office location, official stamp, and organization's logo as required.
  6. The Officers of the Board shall consist of the following:
    - President (1)
    - Vice President (1)
    - General Secretary (1)
    - Secretary (1) (consensus amendment by Aug 2017 AGM)**
    - Treasurer (1)
    - Board (Executive Members) (6) (consensus amendment by Aug 2017 AGM)**Tech support personnel/s, Advisor/s, and invitees can attend the Board meetings as non-voting Board members.
  7. The election of the Board shall be conducted as stated in these by-laws.
  8. No person shall be eligible to hold office unless he or she:
    - Has been a member in good standing
    - Has attained the age of 18 years
    - Has been a member for at least thirty (30) days immediately preceding the election.In the case of President, in addition to the above requirements, he/she shall have served as a general member of Nepali Samaj for at least **three (3) months, that means at least ninety (90) days immediately preceding the election (consensus amendment by Aug 2018 AGM).**
  9. The term of the Officers of the Board shall be two years, except for the first Executive Board. The term for the first Board, elected in 2014, shall be one year.
  10. President, Vice President, General Secretary, **Secretary (consensus amendment by Aug 2017 AGM)**, and Treasurer shall be eligible to be elected to the same office to not more than two successive term.
  11. In the event of the death or resignation of a duly elected Officer, the Board shall elect the Society member able and willing to fill the office so vacated until the next election of the Officers.
  12. **PRESIDENT:** The duties and powers of the President are as follows:
    - Preside at the meetings of the Board and run day-to-day operation and management of the Society;
    - Provide overall leadership and strategic direction to the Society;
    - Serve as a spokesperson of the Society on policy matters or designate another officer to serve in that capacity;
    - Perform such other duties of the Society as the Board may delegate to the President;
    - Perform or supervise that all regulatory requirements (such as filing IRS tax returns, etc.) have been met on a timely fashion and that any financial donations, disbursements or expenditures of funds by the Society inside or outside the United States have satisfied all applicable federal and state requirements;
    - Recruit new members, run membership drives, and pursue fund raising activities;
    - Coordinate with individual members, committees and task forces existing within the



Society and with any other Nepalese organizations in the US including friends of Nepal for furthering the purposes of the Society as outlined in Article III above; Submit at least one report(s) to the Board regarding their activities and projects completed, problems encountered and plans for the future, at the end of the tenure.

The President shall have the authority to spend up to \$500.00 (Five Hundred Dollars) a year, the exact amount to be decided by the Board, for expenses related to the Society related activities without a prior approval of the Board. The President shall communicate in writing (e.g., email) with the board members prior to spending the amount, explaining the purpose of the expense. The approval of the Board for such expenses shall be sought as soon as possible preferably in the next Board meeting. All expenses over \$500.00 shall require the prior approval of the board and the signatures of both President and Treasurer.

13. **VICE PRESIDENT:** The Vice President shall perform the duties of President in the absence or the resignation of the President until the next election. The Vice President shall carry out the instructions of the Board, and carry out duties as assigned by the President. The Vice Presidents shall assume all duties of the Treasurer in his/her absence.
14. **GENERAL SECRETARY:** The General Secretary shall record all the proceedings of the meetings of the Board. He or she shall distribute minutes of the meetings to the appropriate members within ten days after the date of the meeting. He or she shall have custody of and maintain all permanent records of the Society other than financials. All records of the Society shall be available for inspection at any time and these shall be turned over to the new General Secretary following the election of General Secretary during the Oath of Office ceremony.
15. **SECRETARY:** Assist General Secretary and carry out duties as assigned by the President, General Secretary, and the Board. Secretary will perform the General Secretary's duties in the absence or the resignation of the General Secretary until the next election (consensus amendment by Aug 2017 AGM).
16. **TREASURER:** The Treasurer shall be the custodian of all funds of the Society, shall maintain bank accounts, receipts and disbursement of funds upon authorization by the Board and shall give complete and timely reports to the Board. The Treasurer shall prepare a financial statement for each Board meeting and a sufficiently detailed financial statement for the preparation of any annual reports or returns required by the Internal Revenue Service or any other governmental authorities. The Treasurer's reports shall be promptly posted on the Society's website. The funds, books, and other financial records of the Society shall be available for inspection at any time and these shall be turned over to the new Treasurer during the Oath of Office ceremony or within 15 days following the election of new Treasurer.
17. All Board officers shall regularly attend the Board meetings and shall take on specific tasks as assigned by the Board.
18. Once elected, 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 Society.
19. Resignation, Termination, and Absences: Resignation from the board must be in writing and received by the President. An officer shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A Board Officer may be removed for reasons stated in ARTICLE VI.4.1 by a two-thirds vote of

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the General Body meeting. A minimum of sixty percent members must be participant in during/in the General Body meeting.

20. Notwithstanding any other provision of the Bylaws, not more than two (2) persons serving on the Board may be an interested person. For purposes of this section, an “interested person” means either:
  - Any brother, sister, father, mother, son, daughter or spouse; or
  - Any officers serving on other boards or maintaining business interests that could constitute a conflict of interest.
21. The Officers shall not be personally liable for the debts, liabilities or other obligations of the corporation absent criminal violations.
22. No officer may serve in any capacity or vote on any issue unless membership is current.
23. Compensation of Officers: The Officers of the Board shall serve without compensation.

### **ARTICLE: VI MEMBERSHIP**

1. Eligibility for Membership: Membership in the Society shall be open to any person who supports the objectives of the Society as stated in the bylaws.
2. Membership: A member shall be any person who has attained to the age of eighteen (18) years who is not in default of dues and fees or under suspension, and is entitled to all the rights and privileges of membership.
3. Membership Categories:
  1. Individual;
  2. Family (wife, husband, and children under 18 years);
  3. Student;
  4. Life;
  5. Honorary (The Honorary memberships shall be awarded by the Board to those who have made substantial contributions to the benefit of the Society and the communities at large).
4. Suspensions and Expulsion from Membership.
  1. A member may be suspended or expelled from membership for disorderly conduct in the Society event, malfeasance in office, conviction in a court of law for felony, misdemeanor, and other acts inimical to the image of the Society, but such power to suspend or expel shall be vested in the Board, which shall hear all the allegations about the alleged errant member.
  2. A member subject to suspension or expulsion may present his case before the Board, may not be represented by counsel, and has the right to confront his accusers.
  3. The decision of the Board is appealable to full membership body.

### **ARTICLE: VII MEMBERSHIP DUES AND FEES**

1. The Society shall have nonrefundable annual membership fee.
  1. Membership fees for each category shall be determined by the Board. The Board shall be able to make other rules to drive membership.
  2. Renewal of the membership is due every year on the last day of August. Failure to pay dues by the last day of August shall suspend the rights and privileges of the

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- member.
3. No renewal of membership shall be required for life and honorary members.

## ARTICLE: VIII MEETINGS

1. The Board shall hold at least one General Body meeting every year of all its members at an appropriate time, preferably during the annual convention, to transact the Society related business such as, review the activities for the past year, receive and adopt amendments, if any, to the bylaws, consider any policy changes or new policies and transact any other business included in the agenda or allowed by the presiding officer at his or her discretion. The General Body meeting shall be public but only the members (dues paying) shall have right to vote, speak, and provide inputs.
2. A minimum of 30 percent dues paying members may petition the Board to hold a Special General Body meeting. The President shall hold the General Body meeting within 30 days after receiving the petition.
3. The Board shall select a chairperson from the pool of former presidents and advisors to preside over the General Body Meeting. Every person attending such meeting shall be required to provide appropriate credentials issued by the President, if requested by the Secretary. Each member qualified to vote shall have only one vote, which shall be exercised by the member or, in the absence of the member, by his/her duly authorized representative. Such authorization must be in writing filed with the Board at least 5 days prior to appearance.
4. The Board shall hold its meetings regularly as deemed necessary to conduct the business of the Society in a most effective manner. The President shall preside over the Board meetings.
5. **Special meetings:** If for any reason, a meeting of the Board is deemed necessary by the members and a representation to that effect is received by the Board, such a meeting shall be called by the Secretary within 30 days of the receipt of such a request. The President, with the consent of the Board, shall specify the place, date and time of yearly, special and other meetings of the Board.
6. **Extraordinary/Emergency meetings:** The President may call an extraordinary/ emergency meeting at anytime if such meeting is necessary.
7. **Notice of Meetings:** Any meeting or meetings (except emergency meetings) shall be called upon no less than 10 days written notice.
8. **Venue:** Meetings shall be held at such times and places as the President may, from time to time, decide with advice and consent of the Board.
9. **Conduct of Meetings:** The order of business at meetings shall be determined by the President. All regular meetings of the Board shall be public but only the members (dues paying) shall have right to speak and provide inputs. The extraordinary/emergency meetings can be closed as deemed necessary by the President.
10. **Agenda for Meetings:** The agenda for each regular Board meeting shall be assembled by the President or Secretary as designated. Any member may suggest material and recommend guests for inclusion on the agenda. Such material shall be submitted no later than 7 days prior to the meeting. The President shall distribute the agenda to the members or the officers no later than 5 calendar days prior to the date of the meeting. The agenda must include the list of invitee/s. Additional items may be placed on the agenda at a regular meeting by a majority vote of the members present.

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11. **Decision:** The decisions of the Board shall be made by a majority (one more than half the Board members) except when otherwise designated in these by-laws. The President shall vote only when the majority decision is not achieved.
12. **Motion to Reconsider:** A motion to reconsider may be made at the same meeting at which the vote was taken or a subsequent meeting by any member who did cast a vote.

#### **ARTICLE: IX QUORUM**

1. In the case of the Board or the other committee meetings, 51% of its membership present constitutes the quorum. The Officers of the Board or the committee may participate in a meeting of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting. The absent member can send his/her representative as non-voting participant.

#### **ARTICLE: X ELECTIONS**

1. Election for the Board Officers shall be completed by the last day of September **in every two years on the election year (consensus amendment by Aug 2018 AGM).**
2. Election shall be held in a fair and inclusive manner using every available method that is practical at the time of the election to encourage a greater participation from the members.
3. Every two years the President, in consultation with the Executive Board, shall announce an Election Committee at least two months (60 days) prior to the election day to facilitate the election in a fair, transparent, and democratic manner.
4. The Election Committee shall be composed of three (3) Society members, one of whom shall be designated as the chair of the committee.
5. The Election Committee shall invite nominations for the positions of President, Vice Presidents, General Secretary, **Secretary**, Treasurer, and Executive Members at least 30 days prior to the election **day (consensus amendment by Aug 2017 AGM).**
6. All the nominations for the positions **must be filed by candidate himself/ herself in the format issued by the Election Committee** at least two (2) weeks prior to such elections **(consensus amendment by Aug 2018 AGM).**
7. All persons nominated shall contest the election through the secret ballot. Only the dues paying members in good standing who have become members for at least twenty-one days immediately preceding the election shall be eligible to vote.
8. The person receiving the majority votes for a designated position shall be declared elected.
9. The Election Committee Chairman shall certify the election and declare the results.
10. If the election could not be held due to an unforeseen reason(s), the current Board shall continue for up to 90 days during which an election be held to elect the new officers of the Board.
11. **The Election Committee shall decide the election procedures, including the time-plan, fee for candidacy, and other rules within the spirit of the current bylaws (consensus amendment by Aug 2018 AGM).**
12. **The Election Committee shall become active only for the fixed, specific time period. The new Elected Committee will hand over the letter of thanks to Election Committee after its**

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term is over, and notifies to general members. (consensus amendment by Aug 2018 AGM).

13. If one or more positions cannot be filled by election process, the Executive Committee will fill those positions from among the qualified Board members (for the position of President, from among Vice president, General Secretary, Secretary, and Treasurer, and for other Executive positions, from among other Board members or General members (consensus amendment by Aug 2017 AGM).

#### **ARTICLE: XI OATH OF OFFICE**

1. The Election Committee Chair shall conduct the Oath of Office for the newly elected board members.
2. The Oath of Office shall constitute: "I, ....., do solemnly swear that I will support the Constitution of the United States, the Constitution of the State where I reside, and the Bylaws of the Kansas City Nepalese Society, and that I will faithfully perform the duties of the position to the best of my knowledge, skill, and ability."

#### **ARTICLE: XII FISCAL POLICY AND FINANCE COMMITTEE**

1. The fiscal year of the board shall be January 1 through December 31.
2. The fund derived from the life membership (herein called "the Life Membership Fund") shall not be used for the general day-to-day operation of the Society including the expenses incurred during the annual convention or programs. The Life Membership Fund shall be allocated only for the major and long-term project(s) (such as building an Educational and Cultural Center) of the Society.
3. The Board shall appoint a Finance Committee composed of five (5) members, two (2) of whom shall be the President and the Treasurer as official members representing the current Board of the Society. The remaining three (3) members shall be appointed from the general membership pool of the Society. The Board shall designate one of the members except the President and the Treasurer as the chair of the committee.
4. In order to overlap the terms of the Finance Committee with the outgoing and incoming Boards, the term of the 1<sup>st</sup> Finance Committee shall be one (1) year and the subsequent committee shall be two (2) years.
5. The members of the committee shall serve without compensation.
6. The duties and responsibilities of the Finance Committee shall be:
  1. To develop and review fiscal procedures;
  2. To advise the Board on financial matters; and
  3. To review the financial records and report the findings to the Board once a year. The Board shall promptly post the reports on the website, as appropriate.

#### **ARTICLE: XIII NOTICES AND CORRESPONDENCE**

1. Signatures of the President shall be required for:
  1. All meetings and decisions of regular and special meetings; and
  2. All notices and correspondence signifying final elections of the Board.

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## ARTICLE: XIV NOTICES AND WAIVERS

1. **Notices.**<sup>[SEP]</sup> Notices required by these by-laws to be given to members and officers shall be deemed to have been sufficiently given if in writing to each member or officer at his or her email address as it shall appear on the records of the Society or posted on the Society's website.
2. **Waivers.**<sup>[SEP]</sup> Any member or officer may waive notice of any meetings of the Board of these by-laws. Such notice shall be in writing and may be given by signing a waiver, mailing a card or by sending a fax, or e-mail and may be given either before or after a meeting. Attendance at any meeting shall constitute a waiver of notice and no written waiver shall be required.

## ARTICLE: XV AMENDMENTS

1. **Adoption of by-laws:** These by-laws shall become effective upon adoption by consensus vote of all the attending Board members and the By-laws Taskforce members, elected in 2014.
2. **Amendments:** **The Chairperson of the AGM, in consultation with the Board, decides the procedures of the AGM, and thereafter communicates the process to the AGM attendees.** Any amendment to these by-laws may be proposed to the **AGM**. Board meetings. Such amendment will be effective upon adoption by **at least 2/3<sup>rd</sup> of members attending the AGM. The KCNS President and/or the AGM Chairperson has the right to verify the amendment (consensus amendment by Aug 2018 AGM).**
3. **Description:** General convention will have authority to describe these by-laws. If there is any disputes within organization, court's decision will be the final.

## ARTICLE: XVI NON- PROFIT STATUS

No substantial part of the activities of the Society 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, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. This Society will rely upon Kansas state law to be in compliance with K.S.A. 17-1759 and K.S.A. 17-1760 as required.

## ARTICLE XVII DISSOLUTION

Dissolution of the Society may be decided by more than 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 II, 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.

### ADOPTION/ CERTIFICATION

We, the undersigned, are all of the persons named as the founding members (Board members and Taskforce members **elected and remained in office in 2014**) in the Articles of Kansas City Nepalese Society, a Kansas City based nonprofit Society and pursuant to the authority granted to the Executive Board by these bylaws to take action by unanimous written consent without a meeting consent to and hereby do adopt the foregoing bylaws consisting of nine pages as the by-laws of this Society. These bylaws were adopted at a meeting of the Executive Board and By-Laws Taskforce members by consensus vote on December 14, 2014, in Kansas City, KS.



Rajan Pant, Ph. D.

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Verified/signed, according to the provision of above stated Bylaws Article XV (2), by Dr. Rajan Pant, President of Kansas City Nepalese Society 2017-19.

## **KCNS EXECUTIVE BOARD 2017-19**

1. *Dr. Rajan Pant, President*
2. *Jeena Basnet, Vice President*
3. *Amrit Paudel, General Secretary (ExCom promoted to GS from Secretary after Krishna Acharya resigned from GS position)*
4. *....., Secretary (remained vacant after Amrit Paudel took GS position)*
5. *Hari Regmi, Treasurer*
6. *Harihar Paudel, ExCom Member*
7. *Dr. Keshav Bhattarai, ExCom Member*
8. *Prashun Regmi, ExCom Member*
9. *Raju JoshiShrestha, ExCom Member*
10. *Raju Karki, ExCom Member*
11. *Suraj Bhasima, ExCom Member*

## **ADVISORS**

1. *Kuber Dahal*
2. *Philip KC*
3. *Dr. Yadav Pandit*