



Nepalese Society, Texas

Revised Bylaws – 2018

**Approved by NST EC and General Assembly
November 18, 2018**

**This copy of the Bylaws is the final
copy with all the amendments included
from the general Assembly held on
November 18, 2018**

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1. Preamble

We the people of Nepali origin residing in Texas have agreed to reform and restructure NST with the following mission, and objectives.

2. Name

Nepalese Society, TX, Inc. (NST in short)

The Internal Revenue Service has determined that NST is an exempt from Federal Income Tax under section 501 (a) of the Internal Revenue Code as organization described in section 501 (c) (3). The approval date is November 14, 2002.

3. Mission

NST's mission is to create a harmonious, inclusive and equitable community where every member's talent is utilized, and their collective and common interest is represented.

4. Objective

- a. To help create a harmonious and inclusive community
- b. To provide networking opportunities to its members
- c. To promote Nepali culture and values in Dallas/Fort Worth and beyond.
- d. To run education and health programs for the community
- e. To coordinate with international organizations
- f. To work as a umbrella organization for all Nepalese organizations in Dallas/Fort Worth
- g. To strive for the welfare of the community members in accordance with local and federal regulations
- h. To provide support for relief and rebuild in case of natural catastrophes locally and globally.

5. Abbreviation

- a. EC - Executive Committee
- b. NST - Nepalese Society, TX, Inc.
- c. VP - Vice president
- d. IT – Information Technology
- e. GS - General Secretary
- f. DGS - Deputy General Secretary
- g. DT – Deputy Treasurer



6. Finances

- a. The fiscal year of the NST shall be January 1 - December 31.
- b. Bank accounts of NST will be jointly operated by President, General Secretary and Treasurer.
- c. Bank checks should be signed by any two officers (President, GS, and Treasurer).
- d. All funds of the NST shall be deposited in general or special accounts in such banks, trust companies, or other depositories as the NST EC selects.
- e. The funds of NST may be retained in whole or in part in cash or be invested and reinvested as the NST deem desirable, subject to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c) (3) of the Internal Revenue Code.
- f. Treasurer will prepare annual budget and EC will approve the annual budget.

Governance Structure:- General Assembly (GA), Election Committee, Executive Committee (EC), Advisory Committee (AC), and Board of Trustee (BOT)

7. General Assembly (GA)

GA consists of anyone who is 18 years of age and older, agreeing to abide by NST bylaws and possess NST's valid Life membership and Board of Trustee.

- a. GA is the highest authority of NST.
- b. GA's Quorum shall be 51% for all proceedings, in absence of quorum in first meeting second meeting will be called in 7 days of notice, and present life members constitute quorum.
- c. GA shall ratify all issues required by NST bylaws.
- d. GA appoints auditor of NST.
- e. NST GS shall present progress report before annual GA.
- f. GA approves reports presented by GS, and Treasurer.
- g. GA can dissolve NST EC with a 51% majority.
- h. GA can remove any member of Executive Committee, Advisory Committee and Election committee member with a 51% of majority.
- i. GA Shall form election committee nominated by EC with 5 members.
- j. NST EC must call a GA minimum of once a year.
- k. NST president will preside over GA.
- l. NST Treasurer shall present financial report before annual GA.
- m. If 33% of GA members request for the GA meeting, NST EC should call such meeting within 15 days of such request.



8. Election committee

- a. GA shall appoint 5 members for Election Committee nominated by EC.
- b. The tenure of election committee member shall be 90 days after the election.
- c. Election committee member can't run in election for any position of the NST
- d. This is an independent committee with all rights related to the election.
- e. Election Committee shall appoint additional members if needed.
- f. Election Committee members shall elect Chief Election officer within their members on their own.

9. Board of Trustees (BOT)

The BOT shall be responsible for the overall control of the assets of NST. The BOT shall also serve as a legal advisory body to the President of NST and shall engage in the activities that have long term impact and sustainability of NST. Specifically all the activities related to investment and property of NST shall be under the direct control of the BOT.

The BOT shall have four office bearers and unlimited members, as below:

Chairperson:

- a. S/he shall preside over all the regular meetings of the BOT.
- b. Manage and promote NST's long term (over one year) programs and activities.
- c. S/he shall be responsible for safekeeping of all NSTs fixed assets and investments.
- d. The Chairperson shall provide guidance as an advisor in any short-term policy formation and execution to EC.

Vice Chairperson – Organization and Management (O&M):

- a. S/he shall carry-out the duties of the Chairperson in the Chairperson's absence or incapacity.
- b. By an approval of the BOT, Vice Chairperson O&M shall fill the remainder of the Chairperson's term of office in case of vacancy.
- c. S/he will oversee the activities of the various committees formed by the BOT and shall provide liaison between those committees.

Vice Chairperson – Investment, Planning and Finance (IPF):

- a. Under the general supervision of the Chairperson, s/he shall formulate and execute plans that are related to fixed assets and investments of NST.
- b. S/he shall review the financial reports received from the EC prior to presenting in the BOT meetings.
- c. VP (IPF) shall work as a liaison between the BOT and the EC for each financial questions raised by the BOT on the financial reports provided by the EC.
- d. VP (IPF) shall monitor the financial activities of NST and shall advice the EC of all governmental reporting and tax filings obligations.



Secretary:

- a. Secretary shall keep accurate records/minutes of BOT meetings.
- b. S/he shall issue notices as instructed by the Chairman.
- c. S/he shall conduct all communications on behalf of BOT and shall have custody of all books, papers, records, and documents of BOT minutes, BOT activities, NST fixed assets, and investments.
- d. Secretary shall be the primary contact person of the BOT

BOT Member:

All the good standing Trustees and Patrons shall act as the members of the BOT.

BOT office bearers shall be nominated or elected from among the members of the BOT. Patron shall have all the rights and privileges of BOT and is also considered as a BOT.

BOT shall nominate a three-member Nomination Committee 3 months prior to the end of the term of the BOT officers. This Committee shall nominate the officers under the general guidelines of this bylaw. This Committee shall prepare its operating guidelines and nomination process without contradicting the main intent of this bylaw. If unable to nominate the officers of BOT, this Committee shall work as an Election Committee and shall conduct election of BOT officers.

The term of the BOT officers shall be like NST EC.

The BOT shall meet at least four times a year, on a quarterly basis, or more if deemed necessary.

General Powers: All the rights, powers, duties, and responsibilities related to the management and control of NST's property and investments are vested in the BOT. General Powers should only be used for the benefit of NST. These powers exist to the BOT and not to an individual BOT. The BOT has a duty to exercise reasonable care and prudence in managing the affairs of NST. The BOT may make rules for the conduct of its meetings and other activities; however, any rules inconsistent with these bylaws shall be null and void. Without limiting the general powers, the BOT shall have the following specific powers and responsibilities:

- To accept at its discretion all gifts, bequests, and donations, in cash or in kind, provided that any such gifts, bequests or donations, which the donor makes, are unrestricted. In case of restrictions, the BOT may reject the gift(s), if such restrictions are not in the best interests of NST. Further, the wishes of any donor regarding the use of their donations shall, at the discretion of the BOT, be accepted and honored, to the extent possible if such wish does not conflict with the mission and the objectives of NST.
- To approve capital construction projects and budgets with the advice of the President and the EC.



- To borrow money and incur indebtedness, if needed, for fulfilling the objectives of NST and to execute instruments of hypothecation of assets.
- To sign any deeds, mortgages, bonds, contracts or other instruments with the secretary or any other officer of the Corporation authorized by the BOT.
- With the help of EC, to maintain a list of current voting members and their addresses on file. Such list shall be updated at least annually and shall be made available to any members, upon reasonable request by the member.
- To prepare and submit necessary financial and operational reports to the GA, at its annual meeting.

Every year BOT shall assist the EC in conducting the general assembly. At least the following reports should be presented before the General Assembly:

- Board of Trustee's Report.
- Yearly Financial Statements and Audit Reports, which is certified by the EC.

A simple majority (1/2) will constitute quorum for the meetings of BOT.

The BOT has the power to acquire and hold real estate and personal property as the BOT deems necessary for carrying out the objectives of NST. No real estate or personal property belonging to NST shall be sold, unless specifically and previously approved by the BOT and the GA.

The BOT shall form a three members' Election Committee, four months prior to the expiration of the term of the current EC. The Election Committee shall do every effort to form the EC by consensus and not by the traditional election process. Traditional election process shall be the last resort in forming the EC. The Election Committee shall have the absolute power and shall prepare necessary rules and regulations that are needed to from the EC.

Special Power: Chairperson of the BOT can call a General Assembly (GA) meeting, with written approval of simple majority of BOT, at any time of the year. The decision made by this GA meeting shall be binding to the NST.

10. Executive Committee (EC)

Total members of Executive Committee shall be 21. Following shall be the structure of the Executive committee.

President - 1

Vice President -1

General Secretary -1

Deputy General Secretary – 1

Treasurer – 1

Deputy Treasurer -1

IT coordinator – 1

Woman Coordinator -1

Youth & Student coordinator -1



Members – 12 (6 of the 12 members shall be directly elected and 6 shall be nominated by EC who shall be NST School coordinator, NST Health coordinator, and 4 regional Vice Presidents)

- a. Out of total 21 EC members, 6 shall be nominated by elected EC and rest (15) shall be directly elected from the GA.
- b. EC's term shall be 2 Years.
- c. EC shall be the executive branch of NST and shall have all executive rights.
- d. EC shall work to devise and revise NST mission, goals and developing policy to achieve NST goals.
- e. EC has a duty to exercise reasonable care and prudence in managing the affairs of the NST.
- f. Hand over by outgoing EC to newly elected EC shall be done within 2 weeks from the election date. New EC must be shorn in by 1st week of January every other year.
- g. Any member or official of EC absent for three consecutive meetings without any advance notice can be recommended for disciplinary actions. If approved by 75% of EC, the person can be relieved of his duty as an EC member.
- h. EC meeting should take place at least once a month.
- i. EC shall fulfill any positions unfilled during the election or because of vacancy by any reason. Any vacant officer positions (other than members) shall be fulfilled from elected members and exercise to implement hierarchy. Only members shall be nominated from Life members.
- j. EC shall form any sub-committees for any special purpose. In certain circumstances, some of these committees and those committees that are formed by GA shall continue their services even the EC changes until the assigned task is completed.
- k. EC shall form advisory board members if needed.
- l. Outgoing NST president shall serve as ex-officio member of EC.

11. Advisory Committee/Board (If formed)

- a. EC shall form up to eleven member's advisory committee.
- b. The term of the advisory committee shall be 2 years.
- c. Advising committee should consist of members from all walk of life including professionals, business owners, students, women and social entrepreneurs.
- d. Advisors shall possess the qualification to advice.

12. Membership

1. NST EC shall run Membership campaign all the time excluding 1 month before announced general election date.
2. Membership fees and types will be determined by NST EC and can be change when proposed by EC and approved by GA.
3. There shall be following types of members:



a) Regular member –

- i. Must be 18 years of age and older and living in Texas.
- ii. Regular Membership fees shall Free. This fee can be changed by GA when proposed by EC.
- iii. Regular members do not have any right to participate in any election.

b) Life time member –

- i. Lifetime membership fees shall be \$100. This fee can be changed by GA only.
- ii. Anyone can become life time members of NST by paying membership fees.
- iii. Life members shall receive all the benefits of Regular member.
- iv. Life members have right to participate in any NST election.

c) **Honorary member** – Honorary membership shall be granted by NST Secretariat upon recommendation of EC for the outstanding community workers and dignitaries. *Honorary members will not have voting rights in the NST's general election nor can they be eligible for any EC position.*

13. NST EC Election and Duties of Election Committee members

- a. The NST election should be held in every two year.
- b. All EC members shall be directly elected from GA.
- c. Election of NST EC shall take place between last week of November and last week of December during election year. It must be held before the end of year.
- d. Set rules and regulation of election and check candidate qualification.
- e. Set election venues, fees, and design printed and non-printed materials.
- f. Election Committee shall be formed at least 3 months prior to the existing EC term ends.
- g. EC shall provide final membership list to Election Committee based on Election committee's election schedule which should be at least 1 Month prior to the Election Day.

14. Qualifications for NST EC officials (Members, Advisors & Officers)

a. General Qualification:

- i. Candidate must be 18 years and older.
- ii. Candidate must have valid Life membership of NST.
- iii. Candidate must have been in good moral character.
- iv. Candidate must not have faced any serious disciplinary actions of NST EC at any time.
- v. Should not be the active office bearer of any other local community organization.
- vi. If any elected EC member decides to join other local organization and take any official position, his/her EC position shall be revoked.
- vii. Shall provide legal status of United States of America.

b. Qualification for NST president:

- i. Must meet the general qualification.
- ii. Should have served in any past EC's in any position/s.
- iii. Should not have served more than two terms **as president.**



c. **Qualification for others:** Must meet the general qualification.

15. Duties of President

- a. Preside over EC and GA's meeting, and cast tie breaker vote.
- b. Supervise day to day work of EC.
- c. Represent NST in national and international seminars, meetings.
- d. To enter into contracts on behalf of NST. The contract must have been discussed and approved in the meeting of the executive committee.
- e. Implement GA and EC's decisions.
- f. Develop programs for the tenure of NST EC.
- g. NST president shall be limited to two terms only.

16. Duties of Vice President

- a. Act on behalf of the President, in his/her absence.
- b. Assist to GS to develop programs for NST.
- c. Coordinate the implementation of programs with other committee and/or members.
- d. Present program report to GA.
- e. Work as a liaison with all the coordinators to develop schedule and programs for the community and its members.

17. Duties of GS

- a. Call and conduct EC's meeting in accordance with NST constitution.
- b. Prepare annual progress report of NST, present before GA.
- c. Maintain NST minutes and communicating and help implementing EC decisions.
- d. Undertake correspondence on behalf of NST.
- e. Supervise, manage and conduct NST office.
- f. Keep records of NST volunteers, employees and officials/members.
- g. Attend EC meetings.

18. Duties of DGS

- a. Act on behalf of GS in his/her absence.
- b. Plan and execute membership drive, in close association with membership committee.
- c. Lead the Emergency Response team effort and manage emergency relief fund.
- d. Plan office resources like rooms, volunteers, and equipment for any program.
- e. Provide assistance with other operational tasks.
- f. Attend EC meetings.



19. Duties of Treasurer

- a. Develop NST's annual budget and present to EC.
- b. Manage inventory of NST's asset.
- c. Request budget for programs, equipment.
- d. Lead the buying process for all office supplies and equipment.
- e. Present financial report to GA.
- f. Maintain and supervise financial records of NST, have them audited.
- g. Operate NST bank accounts jointly in coordination with President and GS.
- h. Make payments and receive income on behalf of NST.
- i. Attend EC meetings.

21. Duties of Deputy Treasurer

- a. Act on behalf of Treasurer in his/her absence.
- b. Lead NST fund raising programs.
- c. Assist Treasurer on his duties.
- d. Attend EC meetings.

22. Duties of IT Coordinator

- a. Design, Develop and maintain NST related IT infrastructure and Information
- b. Develop user friendly and accessible NST web sites and provide needed information and materials via website to its community members.
- c. Outreach community members about NST and its programs as much as possible through social media such as Twitter, Facebook, Google Plus and other.
- d. Design publications and other pamphlets, banners, flyers as needed as per NST's events.
- e. Form subcommittee to achieve above task.
- f. Participate and present report in NST EC meeting.

23. Duties of Woman Coordinator

- a. Encourage woman of all ages to participate in community and social events
- b. Advocate volunteering opportunity to woman in NST events
- c. Coordinate with NST event, health and other coordinator for the successful delivery of the program.
- d. Work as a liaison between woman and NST.
- e. Run various woman related programs, seminars, job fairs etc.
- f. Participate and present report in NST EC meeting.



24. Duties of Youth and Student Coordinator

- g. Encourage youth & students to participate in community and social events
- h. Advocate volunteering opportunity to youth and students in NST events
- i. Coordinate with NST event, health and other coordinator for the successful delivery of the program.
- j. Work as a liaison between students and NST.
- k. Run various youth related programs, seminars, job fairs etc.
- l. Participate and present report in NST EC meeting.

25. Duties of Executive Members

- a. Assist NST executives and coordinators for the successful performance of the NST programs.
- b. Lead or assist as directed by the executive committee.
- c. Participate NST EC meeting

25. Duties of Advisory Committee

- a. Provide advice to EC.
- b. Recommend policies to GA and Executive Committee.
- c. Form the complete advisory committee as per the NST by-laws and as directed by the EC.
- d. Lead or involve in any committee as directed by EC or GA.

26. Removal of the EC members, Advisors and Officers

- a. Upon resignation.
- b. If found violating NST bylaws in any way.
- c. Not acting in good faith while representing NST.
- d. Found abusing any post of NST.

27. Resignation of NST EC member, Advisors and Officers

- a. Any member of EC, Advisors or officer may resign from his/her post after proper hand over of the responsibility to the person designated by EC. EC will fill the vacant position per NST bylaws.

28. Amendments

- a. This Constitution can be amended by two third majority of General Assembly.
- b. Any amendments in this constitution will have to pass from EC and then GA with 51% majority.
- c. Any amendments of this constitution need to make public by passing through an email or by posting it in a public place or in the NST office.
- d. After making NST constitution public, NST will call a GA meeting within 7 to 10 days and amendments need to be approved by 51% of GA.
- e. If 51% members of GA in not present in the first public meeting, then NST will call another GA meeting within 7 to 10 days and pass amended constitution by 51% of the presented members.



29. Implementation

This bylaws document will come into force upon the approval of NST EC and then it shall be ratified by GA.

30. Miscellaneous

If for any reason, EC is unfunctional, Past presidents shall meet as soon as possible and call for a public meeting/GA and take appropriate action based on the outcome of the meeting.

31. Dissolution

Upon dissolution of NST, its remaining assets, after paying or making provisions for the payment of all the liabilities, if any, shall be distributed to any other not for profit organization as determined by the EC. The EC shall give priority to NCSC in case of such dissolution.

Appendix:

This bylaw was approved by General Assembly on November 18, 2018.

This copy of the Bylaws is the final copy with all the amendments included from the general Assembly held on November 18, 2018.

This document contains 12 pages.

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