

Nepalese Association of Florida, Inc.

A Not-for-Profit Organization

NAF By-Laws

Adopted on October 10, 2016

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PREAMBLE

The Nepalese Association of Florida(NAF), formerly known as United Florida Nepal Association-Florida Association of Nepali Societies, Inc., embodies the aspirations of Nepalese people to stand United in service of our larger community in Florida.

ARTICLE I: NAME

The name of the not-for-profit, charitable corporation shall be Nepalese Association of Florida, Inc. Hereafter called "NAF", or "the Association".

ARTICLE II: MISSION, GOALS & OBJECTIVES

1.Mission:

To strengthen unity and harmony among Nepalese communities in Florida by exploring and recognizing diversity and common grounds as well as offering various programs, activities and cultural events, in order to preserve Nepalese customs, culture and heritage in Florida and beyond.

2.Goals & Objectives:

The goals and objectives of NAF are:

- A. To raise awareness about Nepali customs, culture, and heritage in Florida and beyond, by launching various educational, charitable, social, and cultural activities and programs.
- B. To promote close cooperation and friendship among people of Nepali origin and friends of Nepal in Florida and beyond.
- C. To collaborate and develop close relations with Nepalese and other not-for-profit organizations in order to promote various educational, social and cultural activities in Florida and beyond.

ARTICLE III: PURPOSES

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV: MEMBERSHIP AND DUES

1. Membership:

The membership is open to all persons who are of Nepali origin, related to Nepalese by marriage, adoption or birth, or persons demonstrating a sincere interest in Nepal, Nepalese people and Nepalese culture. Such persons may become members after completing a Membership Application, obtaining the approval of the Central Executive Committee (CEC) and paying the applicable dues. The Membership categories shall be the follows:

A. Life:

A paid-up Individual Life membership and Family Life membership shall be available to any members upon payment of ten (10) times the annual dues rate of either individual or Family membership respectively, and upon approval of the CEC. The Life Membership shall be valid for the rest of the Member's life. The Life Membership cannot be inherited, bequeathed, assigned or transferred.

The Individual Life member shall have the voting right of one (1), and the Family Life member shall have only up to two (2) voting rights for the adults (the parents).

The proceeds from the Life Membership dues shall be deposited in a separate bank account and shall be used for special projects, not for the general expenditure of the Association.

B. Family:

Spouses and children under the age of 18 years. Only up to two adults (the parents) may vote.

C. Individual:

A person of the age of 18 years or older with the voting right of one (1).

D. Student:

A person of the age 18 years or older, attending classes in degree offering educational institutions.

E. Organizational:

Any registered Business or Organization with the voting right of one (1).

The CEC (as defined in Article V) has the authority to set and revise the membership dues and membership categories from time to time as may deem necessary. These membership fees cannot be construed as the admission fee that NAF may charge for admission and/or participation in its cultural, athletic and other programs.

Paid membership dues are non-refundable.

Membership to the Association will be on a yearly basis, from November 1st to October 31st of the following year. Renewal of Membership is due every year by October 31st.

2. Honorary Membership:

The honorary membership may be given by the CEC to individuals who have made substantial contribution towards the goals and objectives of the Association.

Honorary members need not pay any membership dues.

Honorary members do not have the voting rights.

3. Resignation/Termination of Members:

A. Any member may resign by giving notice in writing to the CEC. Membership dues already received by the Association will not be refunded.

B. Membership may also be terminated due to nonpayment of dues. Any person may be relieved of his/her membership, if there is substantive evidence that such person is acting against the aim and objective of the Association, for disorderly conduct in an Association event, conviction in a

court of law for felony, misdemeanor, and other acts inimical to the image of the Association. The power to suspend or expel shall be vested in the CEC.

A suspended or expelled member may appeal to the CEC for readmission. The decision by the CEC will be final.

Following cannot be a member of NAF:

- C. The individual or the organization that is involved in any activity that has harmed or has intention to harm Nepal or Nepali and/or Nepalese-American friendship.
- D. The individual or the organization that is involved in the terrorist activities anywhere in the world as determined by the Department of Homeland Security.

ARTICLE V: CENTRAL EXECUTIVE COMMITTEE

1. Central Executive Committee (CEC)

The CEC shall be responsible to carry out the activities of the Association and shall consist of the following initial 11 voting members:

- I. Officers (5)
- II. Members-at-large (6 initially)

The CEC Officers and Members-at-large may become members of other organizations on their own and as they wish. However, they shall not hold any position of Officers or Executive Committee members of other organizations competing with the goals and objectives of the NAF.

The CEC Members shall be aware and avoid situations that may create conflict of interest, whereas, the involvement of CEC Members in activities or decision making process with any other organizations may create disadvantage to or harm NAF in any form or shape.

Only one person from the family (husband, wife, sons and daughters) can hold an executive position at any one time.

All members of the CEC shall serve their term (s) without any compensation.

2. Officers

A. The Officers of the NAF shall consist of the following:

- I. President (1)
- II. Vice President (1)
- III. General Secretary (1)
- IV. Treasurer (1)
- V. Information Secretary (1)

The term of the Officers shall be two years, beginning from the end of the election year annual meeting until the night of the annual meeting two years later.

B. Election shall be held every two years. The Officers shall be elected by the general members of the Association. The election of the Officers shall be conducted in accordance with **ARTICLE IX of the By-laws**.

C. No Officers shall serve more than two consecutive terms in the same position.

D. To hold and maintain the office, the Officers shall maintain Florida residency.

E. Qualifications for the NAF **President**:

1. The candidate must have been a member of the United FNA-FANS, NAF, FNA, OR FANS for the twelve (12) months immediately preceding the election.
2. The candidate shall have served as an executive committee member of the United FNA-FANS, NAF, or FNA for at least one term, or served as an Executive committee member of the FANS for the term that started in year 2011.
3. The candidate must not be holding any position of Officers or Executive Committee members of other organizations competing with the goals and objectives of the NAF.

F. Qualifications for the NAF **Vice President, General Secretary, Treasurer and Information Secretary**:

1. The candidate must have been a member of the United FNA-FANS, NAF, or FNA or FANS for the twelve (12) months immediately preceding the election.

2. The candidate must not be holding any position of Officers or Executive Committee members of other organizations competing with the goals and objectives of the NAF.

G. When a hardship is encountered by the Amendments/Nominations and Elections Committee (ANEC) in obtaining nominations for a qualified candidate or candidates as specified in Article V.2.E and Article V.2.F above, the ANEC shall inform the CEC of such hardship. The CEC shall have the power to waive the required qualifications on a case by case basis with a simple majority vote, with the exception that the candidate must be a Florida Resident at the time of filing nomination.

3. Members-at large:

A. The number of Members-at-large in the CEC shall be determined by the Officers and initially, the number of members shall be six (6).

The total number of Members-at-large in the CEC can be increased by the CEC to the number that fairly represent the increasing Nepali population in various geographical areas in the State of Florida.

B. The Members-at-large shall be selected by the Officers to represent association members from different regions within Florida.

C. The Members-at-large shall be confirmed within 30 calendar days of assuming the office by the newly elected Officers.

D. An Officer must nominate a member to the Member-at-large position and shall be confirmed with a simple majority (3) vote of the Officers.

E. Duties of Members-At-Large will be as such assigned by the CEC.

F. The term of the Members-at-large shall be from the time they are confirmed until the night of the election year annual meeting.

G. To qualify for the position of a **Members-at-large:**

1. A person must have been a NAF member in good standing.

2. A person must not be holding any position of Officers, Executive Committee members of other organizations competing with the goals and objectives of the NAF.

4. Resignation/Termination of CEC Members:

A. Resignation/Termination of the President:

1. In order for the President to resign, the President must call for a special CEC meeting in accordance with **ARTICLE VIII: MEETINGS** and present his/her letter of resignation to the Vice President. Immediately following the acceptance of the President's resignation, the Vice President shall take on the position of the President of the Association and assume all roles and responsibilities of the President.

The general members of the Association shall be notified of the President's resignation and the change in Presidency within seven (7) calendar days of the acceptance of the President's resignation.

2. The President may be relieved of his/her duties if there is substantive evidence that the President is acting against the goals and objectives of the Association, involved in activities or decision making process to create disadvantage to or harm NAF in any form or shape, not fulfilling his/her duties or for disorderly conduct in an Association event. A no-confidence motion has to be passed by the CEC by simple majority and must have a simple majority of votes from the general members of the Association for the removal of the President.

Upon approval of the no-confidence motion by the CEC, the President shall be placed on probation. The Vice President shall assume the roles and responsibilities of the President. The CEC shall then inform the general members the result of the confidence motion within seven (7) calendar days and authorize the ANEC under **Article: VII.2.B** to begin the voting process for the general members.

Only the existing members in good standing at the time of the announcement of the results of the confidence motion shall be allowed to vote for the no-confidence motion against the President.

A simple majority vote from the general members of the

Association shall approve/deny the no-confidence motion against the President. Votes to approve/deny the no-confidence motion shall be by cast ballots, online/website, mail, email or any other means as decided by the ANEC. The ANEC shall provide all necessary voting materials, distribute information to the NAF members, count the ballots and declare the result of the vote.

The outcome of the general members' vote shall determine whether to remove the probationary status of the President and reinstate him/her to the position of the President or to expel him/her from the CEC.

3. The President may also be relieved of his/her duties with a simple majority of the CEC vote for conviction in a court of law for felony or misdemeanor. The power to suspend or expel shall be vested in the CEC.

B. Resignation/Termination of the Vice President, General Secretary, Treasurer and Information Secretary:

1. The Vice President, General Secretary, Treasurer or Information Secretary may resign by tendering his/her written resignation to the President.
2. Any Officer may be relieved of his/her duties if there is a substantive evidence that such person is acting against the aim and objective of the Association, involved in activities or decision making process to create disadvantage to or harm NAF in any form or shape, not fulfilling his/her duties or for disorderly conduct in an Association event. A no-confidence motion has to be passed by the CEC for the removal of the officer. Upon approval of the no-confidence motion by the CEC, a simple majority vote from the general members of the Association shall approve/deny the no-confidence motion against the Officer in question.

Votes to approve/deny the no-confidence motion shall be by cast ballots, online/website, mail, email or any other means as decided by the ANEC. The ANEC shall provide all necessary voting materials, distribute information to the NAF members, count the ballots and declare the result of the vote.

3. Any Officer may also be relieved of his/her duties with a simple majority of the CEC vote for conviction in a court of law for felony, or misdemeanor. The power to suspend or expel shall be vested in the CEC.

C. Resignation/Termination of Members-at-Large:

1. Any Members-at-large of the CEC may resign by giving notice in writing to the President.
2. Any Members-at-large may be relieved from the CEC with a simple majority of the CEC vote for the following reasons:

A member is acting against the aim and objective of the Association, involved in activities or decision making process to create disadvantage to or harm NAF in any form or shape, does not fulfill his/her duties, for the disorderly conduct in an Association event, conviction in a court of law for felony, misdemeanor, and other acts unfavorable to the image of the Association.

3. The power to suspend or expel shall be vested in the CEC.

5. Disbandment of the Central Executive Committee

A. General:

The general members of the Association shall have the authority to disband the CEC. The CEC may be disbanded by the general members of the Association if there is substantive evidence(s) of the following conducts or actions of the CEC:

1. Failure to perform CEC duties
2. Acting against the goals and objectives of the Association
3. Involved in activities or decision making process with other organizations to create disadvantage to or harm NAF in any form or shape.
4. Involved in fraudulent activities
5. Misappropriation of the Association funds
6. Blatant disregard to or violation of the Federal, State or Local Governments' rules and regulations governing the Association.

B. Disbandment Process:

For the disbandment of the CEC, the general members of the

Association shall adhere to the following process in progression:

1. The general members shall form a five (5) member Ad Hoc committee and appoint one of the members to the position of the Chairperson. The Ad Hoc Committee shall be the coordinating body for the disbandment of the CEC and shall be the interim governing body of the Association after the disbandment of the CEC.
2. The Ad Hoc committee shall prepare a petition detailing the evidence(s) for the disbandment of the CEC and obtain signatures from the 2/3 members in good standing. The Ad Hoc committee shall decide on the media it shall use to communicate evidence(s) and distribute petition. The media may include but not be limited to mass email, newsletters, mail, and any other electronic form.
3. With the signed petition on hand, the Ad Hoc committee shall call a special general body meeting and request the presence of all CEC members. The Ad Hoc committee shall provide an advance notice detailing the venue and the intention of the special meeting to all members of the Association at least thirty (30) days prior to the special general body meeting.
4. At the special general meeting, the Chairperson of the Ad Hoc committee shall present the evidence(s) for the disbandment of the CEC to the members and disband the CEC.
5. Immediately following the disbandment of the CEC, the Chairperson of the Ad Hoc committee shall become the interim President of the Association. The interim President shall form an Interim Central Executive Committee (ICEC) by appointing the remaining Ad Hoc committee members to the interim positions of the Vice President, the Secretary, the Treasurer and the Information Secretary. The ICEC shall assume all roles and responsibilities of the CEC in accordance with the NAF By-Laws until an emergency election is held and the formation of a newly elected CEC.
6. Within fifteen (15) calendar days of the formation of the ICEC, the interim President shall authorize the ANEC under **Article: VII.2.B**, to hold an emergency election in accordance with **ARTICLE IX: NOMINATIONS AND ELECTIONS**.

7. Because of the emergency election, the ICEC shall have the authority to amend the timeline specified in **ARTICLE IX: NOMINATIONS AND ELECTIONS**, but shall not amend nor circumvent the process.
8. Following the declaration of the election results by the ANEC, the ICEC shall transfer all its roles and responsibilities to the newly elected Officers and disband the ICEC.

ARTICLE VI: DUTIES OF OFFICERS

1. President:

- A. The President shall preside at all business meetings of the Association, provide overall leadership to the Association and manage daily operation of the Association.
- B. The President shall be responsible and accountable for filing all required State and Federal filings on a timely manner and maintain records of such filings.
- C. The President shall perform such other duties and take on additional responsibilities as the CEC may delegate to the President.

2. Vice President:

- A. In the absence of the President, the Vice-president shall perform the duties of the President.
- B. The Vice President shall recruit new members for the Association and run membership drives.
- C. The Vice President shall develop and engage in fund raising activities.
- D. The Vice President shall assist the President and coordinate with individual members and committees in achieving and advancing goals and objectives of the Association.
- D. The Vice President shall perform such other duties and take on additional responsibilities as the CEC may delegate to him or her.

3. General Secretary:

- A. The General Secretary shall keep the minutes of all the business meetings of the Association and maintain official records and documents.
- B. The General Secretary shall be responsible for notifying all members of general meetings of the Association and notifying CEC Members of the CEC meetings.
- C. The General Secretary, in cooperation with the Treasurer, shall maintain an up-to-date roster of the membership of the Association.
- D. General Secretary with the direction from the President must call the emergency meeting if requested by 51% of the CEC Member to discuss any agenda proposed by CEC Member.
- E. The General Secretary shall record the proceedings of all meetings and perform such other duties and take on additional responsibilities as the CEC may delegate to him or her.

4. Treasurer:

- A. The Treasurer shall be the custodial of all funds of the Association.
- B. The Treasurer shall manage all the funds and shall pay all the bills upon authorization by the CEC.
- C. The Treasurer will maintain a bank account in the name of the Association.
- D. The Treasurer shall maintain up-to-date roster of the membership of the Association.
- E. The Treasurer shall advise, prepare and present the financial report of NAF to CEC members, to the general members at the annual general meeting and publish the financial report in the newsletter at the end of the Fiscal Year.
- F. The Treasurer shall prepare financial report (contributions and expenses) for each event and disseminate the report to the general members within 30 days of the event.

5. Information Secretary:

- A. The Information Secretary shall serve as a spokesperson of the Association. To protect the Association's interest, it will be the responsibility of the Information Secretary to make sure that no information is published in Newsletter, issue press release without the approval of the President.
- B. The Information Secretary shall be responsible for the collection and dissemination of relevant information from and to the general members of the Association.
- C. The Information Secretary shall solicit information, stories, articles, advertisement from the general members and from the communities for the Association Newsletter.
- D. The Information Secretary shall have the authority to develop and manage the Association Web Site.
- E. Information Secretary shall co-ordinate all NAF events supervise program and should bring to its successful conclusion. She/he may conduct or nominate master of ceremony of the events.
- F. Issue Press Release or provide information of Association's programs, events etc. with the approval of the General Secretary or the CEC.

ARTICLE VII: DUTIES AND RESPONSIBILITIES OF THE CENTRAL EXECUTIVE COMMITTEE

1. General Duties:

- A. The CEC (members) shall be the governing body of the Association.
- B. The CEC shall have goals to attain the goals and objectives of the Association and work toward the development and advancement of the Association.
- C. The CEC shall conduct business of the Association in good faith, in the best interest of the Association and conform to all rules and regulations set forth by the Federal, State and Local Governments.

- D. The CEC shall exercise general supervision of the business of the Association. Decisions related to the business of the Association or other issues shall be decided by a majority of the quorum in accordance with **Article VIII.2: Central Executive Committee Meetings.**
- E. The CEC shall appoint members to fill vacancies occurring in the CEC during the term of the CEC. The CEC shall select an Association member in good standing by majority of CEC vote until the next election of the Officers. Such replacement should be completed within 3 months of the vacancy.
- F. The CEC will interact, communicate and participate in the events organized by other national, state, and local organizations.
- G. Nominate representatives to participate in state and national social/charitable organizations from Local Chapters Chairpersons and/or Executive Members of NAF.
- H. The CEC shall be the trustee for the donors and the CEC shall have the power to accept or reject the request to be the trustee from donors.
- I. Develop programs to coordinate helps or raise funds to provide assistance on a as needed basis for charitable and social causes as deemed appropriate by the CEC.

2. Formation of Sub-Committees:

The CEC shall have the authority to form Sub-Committees, Standing or AD Hoc, when deemed necessary. The CEC shall define the duties of these Sub-Committees, and appoint members to these sub-committees.

If and only if, the appointed member or members of the Sub-Committees are a member or members of the CEC, then such members of the Sub-Committees shall have voting rights as CEC members. Otherwise, the appointed members of Sub-Committees are entitled to participate in the CEC meetings, **but they shall not have voting rights.** Any advice of the Sub-Committee members that do not have voting rights, shall not be binding.

The term of the appointed members of Sub-Committees shall be set by the CEC. However, unless otherwise re-appointed by the

newly elected CEC, the term of Sub-Committee members shall not extend beyond the term of the appointing CEC.

The CEC may remove any appointed or entitled members to Sub-Committees at any time with or without cause with a simple majority of the CEC vote.

Any Sub-Committee members may resign by giving resignation notice in writing to the President.

The Association shall have, but not limited to, the following standing Sub-Committees:

A. Advisory Committee:

1. All members to the Advisory Committee shall be confirmed by the newly elected CEC within thirty (30) days after the formation of the newly elected CEC. The number of Advisory Committee Members shall not exceed five (5).
2. Only the immediate past President of the Association shall automatically become a member of the Advisory Committee.
3. The remaining members to the Advisory Committee shall be nominated by CEC members and shall be confirmed with a simple majority vote of the CEC.
4. The Advisory Committee members are entitled to participate in the CEC meetings, **but they shall not have voting rights as a member of the CEC.** Any advice of the Advisory Committee shall not be binding.
5. The Advisory Committee Members shall serve the CEC in an advisory capacity and their presence shall not count toward the quorum for CEC meetings.

B. Amendments/Nominations and Elections Committee (ANEC):

1. All members to the ANEC shall be confirmed within sixty (60) days after the formation of the newly elected CEC. The number of ANEC Members shall be three (3) for normal situation and may be expanded to five (5) for the special circumstance.
2. To avoid any conflict of interest, the CEC members shall not be the members of the ANEC.

3. Three members to the ANEC shall be nominated from the general membership and they shall be confirmed with a simple majority vote of the CEC. The CEC shall appoint one of the confirmed members to the Chairperson of this Committee.
4. The ANEC members are entitled to participate in the CEC meetings, **but they shall not have voting rights as a member of the CEC.**
5. The principal duty of the ANEC shall be to conduct any and all tasks related to voting requirements of the Association.
6. All process and procedures implemented by the ANEC to fulfill its duty shall be transparent and shall be conducted in democratic manner.
7. The ANEC shall be aware of and avoid situation that may create conflict of interest and unfair advantage to any party.
8. The ANEC shall develop all necessary processes and procedures, rules and regulations, and materials needed to cast votes and shall have the approval of the CEC. Such election rules and regulation shall provide all NAF members an opportunity to vote in a fair and accessible manner. The voting processes and procedures shall encompass voting by cast ballots, online/website, mail, email and any other means decided by the ANEC.
9. The development of voting processes and procedures shall be for, but not limited to
 - A. Normal or emergency Election of the Officers according to **ARTICLE IX: NOMINATIONS AND ELECTIONS.**
 - B. Amendments to the Article of NAF By-Laws according to **ARTICLE X: AMENDMENT.**
 - C. Liquidation of the Association in accordance with **ARTICLE XI: DISSOLUTION OR LIQUIDATION OF THE ASSOCIATION.**
10. The ANEC shall be responsible for deciding on the media it may use for the communication and distribution of materials and information related to the casting of votes. The media may include but not be limited to NAF

Website, mass email, newsletters, mail, and any other electronic form.

C. Nepal Study Forum:

1. A Coordinator to the Nepal Study Forum (NSF) shall be confirmed by the CEC within sixty (60) days after the formation of the newly elected CEC. There shall only be one Coordinator to the NSF.
2. The CEC shall have the option to appoint either one member of the CEC or nominate and confirm a member from the general membership to the position of the NSF Coordinator with a simple majority of the CEC vote.
3. If the confirmed Coordinator to the NSF is a CEC member, then the NSF Coordinator shall have the voting right as a member of the CEC. Otherwise, the NSF Coordinator is entitled to participate in the CEC meetings, **but he/she shall not have voting rights as a member of the CEC.**
4. The primary goal of NSF shall be to bring various educational and informational programs on different topics to Nepalese people and people with interest in Nepal.
5. The NSF shall be responsible for:
 - A. Bring various educational and informational programs on different topics to benefit Nepalese people and people with interest in Nepal.
 - B. Development of programs to engage, involve and promote participation and benefit young children, youth, and women.
6. The Coordinator shall plan, propose and execute programs approved by the CEC and shall not make decision to conduct any programs or events without the endorsement of the CEC. The Coordinator shall obtain prior approval from the CEC for any expenditure required for the event or a program.
7. The Coordinator shall provide an advance notice detailing the venue, agenda, programs, etc to all members of the Association at least 30 days prior to scheduled events or programs.

D. Community Service Forum (CSF):

1. A Coordinator to the Community Service Forum (CSF) shall be confirmed by the CEC within sixty (60) days after the formation of the newly elected CEC. There shall only be one Coordinator to the CSF.
2. The CEC shall have the option to appoint either one member of the CEC or nominate and confirm a member from the general membership to the position of the CSF Coordinator with a simple majority of the CEC vote.
3. If the confirmed Coordinator to the CSF is a CEC member, then the CSF Coordinator shall have the voting right as a member of the CEC. Otherwise, the CSF Coordinator is entitled to participate in the CEC meetings, **but he/she shall not have voting rights as a member of the CEC.**
4. The primary goal of CSF shall be to serve the Nepalese community by promoting and expanding Nepali culture and tourism, counsel on health issues, and conduct census and surveys for statistics that benefit Nepalese communities of Florida and other people who have interest in Nepal.
5. The CSF shall be responsible for:
 - A. Bringing various cultural, tourism, health, census/survey and statistics related programs to benefit Nepalese communities of Florida and other people with interest in Nepal, and implementing, but not limited to, the following programs; Explore Nepal, Family and Youth Counseling, Census and survey (Jana-Gadana) of People of Nepalese Origin in Florida.
 - B. Development of programs to engage, involve and promote participation and benefit Nepalese community.
6. The Coordinator shall plan, propose and execute programs approved by the CEC and shall not make decision to conduct any programs or events without the endorsement of the CEC. The Coordinator shall obtain prior approval from the CEC for any expenditure required for an event or a program.
7. The Coordinator shall provide an advance notice detailing the venue, agenda, programs, etc. to all members of the Association at least 30 days prior to scheduled events or programs.

ARTICLE VIII: MEETINGS

1. General Body Meetings

A. Annual Meeting:

The annual meeting of the Association shall be held each year on a date close to the Nepali Festival of Dashain, at a convenient venue selected by the CEC. An advance notice detailing the venue and the agenda must be distributed to all the members of the Association at least 30 days prior to the annual meeting.

The annual meeting of the Association held during the election year shall be the venue for the declaration of the election results.

The Chairperson (or his/her designee) of the ANEC shall declare the election results to the Association members during the election year annual meeting.

B. Special Meetings:

Special Meetings of the general body may, from time to time, be called by the CEC to take care of special agenda of significant importance to the NAF.

An advance notice detailing the venue and the agenda must be distributed to all members of the Association at least 30 days prior to the annual meeting.

2. Central Executive Committee Meetings:

- A. The CEC shall meet at least four (4) times a year to conduct the business of the Association.
- B. Sub-Committee members are entitled to attend the CEC meetings and they shall be included in the invitation to the CEC Meeting.
- C. The CEC meeting shall be called by the President. An advance notice of at least thirty (30) days must be given to the CEC members.

In order to discuss and deal with special or urgent issues pertinent to the Association, any CEC member, with the support of the majority of the CEC members, may also request the President to call the CEC meeting. After receiving such request, the President must hold the CEC

meeting within thirty (30) days.

- D. Only the presence of voting members of the CEC shall count toward meeting the quorum of the CEC. A majority of the CEC members, with three (3) officers present, shall constitute a quorum and a majority of the quorum shall decide issues.
- E. To meet a quorum, the CEC members may participate in the meeting either by being physically present at a convenient location or via tele-conference (telephone, video or by any other communications method) by means of which all persons participating in the meeting can hear each other.
- F. The participation in the meeting via tele-conference as described above shall constitute presence in person at such meeting.

ARTICLE IX: NOMINATIONS AND ELECTIONS

1. General:

- A. An election for the position of Officers of the Association shall be held every alternate year and shall be completed on or prior to October 1st of the election year.
- B. The transfer of Office from the incumbent to the newly elected Officers shall occur at the end of the election year annual general meeting.
- C. The ANEC may seek help/assistance from the general NAF members with the election process as they deem necessary.
- D. A NAF member shall not contest for more than one position in the same election.
- E. No members of the ANEC shall be a candidate for any of the positions in that election.
- F. To be eligible for voting, one must be a member in good standing (duly paid member) by May 31st of the election year.
- G. Only members in good standing have rights to vote.
- H. The disbanded CEC members shall not be allowed to contest for an office.

- I. When a hardship is encountered by the ANEC in meeting the timeline set forth for the nomination and election process under Article IX, the ANEC shall inform the CEC of such hardship. The ANEC shall develop a new timelines for the nominations and election process keeping the same duration as set forth in Article IX, and submit the proposed adjustment to the timelines to the CEC for approval. The CEC shall have the authority to approve the proposed adjustment to the timelines for the nominations and elections process with a simple majority vote, but shall not approve any changes to or circumvent any of the nominations and election processes. The CEC's approval of the temporary adjustment of the timeline for the nominations and election process shall only be applicable once and only for the election year that is impacted by the hardship. Upon receiving the approval from the CEC on the proposed timelines, the ANEC shall commence the nominations and elections process accordingly.

2. Nomination Process:

- A. The ANEC shall invite nominations for the position(s) and seek qualified candidates for each position of the NAF Office, prepare a list of one or more candidates for each office and announce the list of candidates to general NAF Members on or prior to June 1st of the election year.
- B. All candidates for election shall consent to their nomination in writing to the ANEC Chairperson via email, fax, or mail.
- C. Any NAF member, whose name does not appear on the candidates list and who would like to contend for an NAF Office, shall announce his/her intention in writing (letter of intention). The letter of intention shall be addressed to the Chairperson of the ANEC and the incumbent President of the NAF. The deadline to receive the letter of intention shall be on or prior to June 16th of the election year.
- D. The letter of intention shall be dated and clearly specify the position for which the member would like to contend for. The letter of intention may be transmitted to the recipients specified above via email, fax, or mail. It shall be the responsibility of the member to make all necessary arrangement to guarantee the delivery of the letter of intention to the recipients within the timeline specified in Article IX.2.C above.

- E. Each candidate, along with his or her written consent to their nomination or letter of intention, shall submit a signed affidavit, stating that he or she has read the NAF By-Laws and understands its Articles.
- F. No additional nomination(s) shall be accepted by the ANEC after the deadline for filing the letter of intention as specified in Article IX.2.C above.
- G. The ANEC shall revise the list of candidates if needed and re-announce the (revised) candidate list to NAF members on or prior to June 26th of the election year.

3. Election Process:

- A. All votes shall be cast by secret ballots, via online/website, mail, email or any other means as set forth by ANEC. The person receiving the majority votes for a designated position shall be declared elected.
- B. Along with the election rules and regulations, the ANEC shall distribute ballots and all necessary election materials to NAF members on or prior to July 17th of the election year.
- C. The deadline to receive votes back from the general members shall be on or prior to August 16th of the election year.
- D. The ANEC shall count all votes and declare election results to the NAF members on September 4th of the election year.

4. Election Dispute and Resolution:

- A. The deadline to receive any dispute regarding the election shall be on or prior to September 11th of the election year. The dispute shall be filed in writing to the ANEC and the incumbent NAF President.
- B. The ANEC shall be responsible for informing the general member of the dispute by September 18th of the election year.
- C. It shall be the responsibility of the ANEC to bring all involved parties with the dispute and start the mediation process to resolve the dispute.

- D. The deadline to resolve any or all disputes shall be on or prior to September 30th of the election year.
- E. When the dispute is neither resolved nor can be resolved within the deadline specified in Article IX.4.D above, then the ANEC shall have the authority and power to either nullify or confirm the election and its results with a simple majority vote.
- F. The ANEC shall inform all involved parties, the CEC, and the general members the results of the dispute resolution by October 1st of the election year.
- G. If the election and its results have been nullified, the incumbent CEC and all Sub-Committees shall transition to the role of ICEC and interim Sub-Committees (ISC). The new roles shall be effective at the end of the election year annual meeting.
- H. The ICEC and all ISCs shall continue with their roles and responsibilities of the CEC and Sub-Committees in accordance with the NAF By-Laws. The ICEC and ISC shall continue with their new roles until an emergency election is held and the formation of a newly elected CEC.
- I. Within fifteen (15) calendar days after the transition to ICEC, the interim President shall authorize the ANEC to hold an emergency election in accordance with **ARTICLE IX: NOMINATIONS AND ELECTIONS**.
- J. Because of the emergency election, the ICEC shall have the authority to amend the timeline specified in **ARTICLE IX: NOMINATIONS AND ELECTIONS**, but shall not amend nor circumvent the process.
- K. Following the declaration of the election results by the ANEC, the ICEC shall transfer all its roles and responsibilities to the newly elected Officers and disband the ICEC.
- L. The term of the newly elected Officers, as a result of the emergency election, shall not be the full two (2) years term. The term of the newly elected Officers and all to be appointed members shall be from the time the results of the emergency election are announced until the night of the next election year annual meeting.

ARTICLE X: AMENDMENT

The CEC shall have the power to make, alter, amend or repeal the By-Laws of the Association. The general members of the Association shall be notified of the proposed amendments and allow at least thirty (30) days to cast their votes. A simple majority of the general members vote shall repeal or ratify these amendments.

Votes to amend By-laws shall be by cast ballots, online/website, mail, email or any other means as decided by the ANEC. The ANEC shall provide all necessary voting materials, distribute information to the NAF members, count the ballots and declare the results of the vote for the proposed amendment.

Amendments to the By-Laws may also be proposed by the general membership by submitting a written proposal for the amendment to the CEC. The proposed amendment shall have the signature of at least thirty three percent (33%) of members in good standing. The CEC shall hold a meeting within thirty (30) days of the receipt of the proposed amendment to review it and upon approval by the CEC with majority of vote, prepare for the amendment process as outlined above.

No amendments to the Article IX: Nominations and Elections of the By-Laws shall be made after May 31st of the election year, except for the temporary adjustment of the timelines to the nomination and election process in accordance with Article IX.1.I.

Major amendments regarding merger with other not-for-profit organization shall be determined by the general members of the Association with 2/3 majority of the vote. The affiliation with other not-for-profit organization/s shall be determined by the simple majority of CEC. All process and procedures for the merger shall adhere to all rules and regulations governing the Association, especially, section 501(c) (3) of the Internal Revenue Code.

Any amendments to the bylaws shall take effect immediately following the approval by the general members of the Association.

ARTICLE XI: DISSOLUTION OR LIQUIDATION OF THE ASSOCIATION

The simple majority of the CEC vote shall commence the process for the dissolution or liquidation of the Association. Upon receiving the majority of the CEC vote, the CEC shall turn over the process to dissolve or liquidate the Association to the ANEC. Members of the Association shall be notified of the dissolution or liquidation of the Association and allow at least thirty (30) days to cast their votes. The Membership, with 2/3 majority vote shall decide to ratify or reject the dissolution or liquidation of the Association.

Votes for the dissolution or liquidation of the Association shall be by cast ballots, online/website, mail, email or any other means as decided by the ANEC. The ANEC shall provide all necessary voting materials, distribute information to the NAF members, count the ballots and declare the results.

Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State, or Local Government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principle office of the Association is then located, exclusively for such purposes.

ARTICLE XII: LIMITATION OF POWERS

Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIII: PROPAGANDA AND POLITICAL ACTIVITIES

None of the activities of the Association shall be used to carry any propaganda, or otherwise attempt to influence the legislation (except as otherwise provided by the Internal

Revenue Code Section 501(b)), or participate in, intervene in (including the publication or distribution of statements) in any political campaigns on behalf of any candidate for public office.

Article XIV: SOLICITING AND GRANTING FUNDS FOR DOMESTIC AND FOREIGN CORPORATIONS AND PROJECTS

1. CEC or its designee shall be responsible and accountable for the overall management of the projects contributed and or sponsored by an individual or an organization. Based on the scope and the purpose of the project, the CEC shall have the power to accept or reject the proposed project.
2. The CEC is empowered to solicit contributions to be used to provide grants to domestic or foreign organizations or to an officer connected with such domestic or foreign organization for the specific purposes set forth in this By Laws. The CEC may withdraw its approval of a particular grant even if it has been approved, upon notice to the grantee.
3. The CEC is empowered to make grants and contributions and otherwise render assistance to any domestic 501(c)(3) organizations which furthers the purposes set forth in this By laws.
4. The CEC shall be responsible for ensuring any financial donations, disbursements or expenditures of funds by the Association outside the United States have satisfied all applicable domestic (local, state and federal) and international rules, regulations and requirements.
5. The CEC shall review all requests for funds from other organizations and shall require that such requests specify the use to which the funds will be used. The CEC may, in its absolute discretion, refuse to make any grants or contributions or otherwise render assistance to or for any or all of the purposes for funds are requested.
6. If the CEC approves the request, the CEC shall authorize payment of such funds to the approved grantee.
7. The CEC shall require that the grantee furnish an accounting at least quarterly to show that all funds were expended for the purposes which were approved by the CEC.

8. The CEC shall keep separate accounting of each project and provide progress report on a timely manner to all stakeholders and publish the report annually on its newsletter.
9. The CEC shall at all times have the right to withdraw approval of the grant if it appears that the grantee is not or will not be utilizing the funds as approved by the CEC. Those funds may then be used for other charitable, scientific or educational purpose.
10. After the CEC has approved a grant to another organization as set forth above, the corporation may solicit funds for the specifically approved project or purpose of the other organization.

ARTICLE XV: LOCAL CHAPTERS AND AFFILIATION

In consideration of the changing demographics and migration of Nepalese communities in different parts of the State of Florida, and to mobilize Nepalese communities of different regions of Florida to facilitate, promote and preserve the Nepalese identity by carrying out different social/charitable programs and events specifically suitable to the local communities, NAF will encourage local communities in different regions to form local NAF chapters.

1. Local Chapters:

The CEC shall have full authority to create or grant permission to members of the Association to form a Regional Chapter of the NAF in any geographical region of the State of Florida.

In order to establish or form a Local Chapter of The NAF, the members must meet, adhere to and follow the conditions as outline:

- A. There must be at least 20 (twenty) families within 75 miles radius of a region to form local chapters.
- B. A request must be submitted to NAF CEC stating the desire to form a local chapter with a list of community members living in the area who have expressed desire to form the local chapter.

- C. NAF CEC upon reviewing the request shall have the authority to either approve or deny the request to form a local chapter in that specific region.
- D. Such local Chapter shall conduct all of its business, duties, functions and activities in accordance with NAF By-laws and adhere to all rules and regulations set forth by the Federal, State and Local Governments for a Not-for-profit Organization.
- E. The CEC shall have the authority to revoke the status of the local Chapter as part of, or affiliation of the NAF, if the Local Chapter conducts its business, duties, functions and activities outside of the NAF By-laws or violates the Federal, State or Local Governments' rules and regulations.
- F. NAF Local Chapter will name such newly formed local chapter as: NAF "Sunrise, Local Chapter".
- G. Upon forming the Local Chapter, NAF Central Committee must take the following course of action:
1. Form a 5 Member Local Chapter Executive Committee consisting of:
 - i. Committee Chair person
 - ii. Treasurer
 - iii. Three Members
 2. Submit NAF Central Committee the names, addresses and phone numbers of the General Members of the Local Chapter.
 3. Submit 25% of the Membership dues collected from the Local Chapter Members to the NAF.
 4. The Local Chapter must notify NAF CEC of any social events organized by the Local Chapters, rosters of the participants and any other pertinent information on such events.
 5. The treasurer of the Local Chapter must submit the Income and Expenditure of individual events within 30 days of the completion of such events in the format approved by CEC. The main purpose of this submittal is to ensure financial transparency of all social events organized by the local chapters of NAF using the donation and membership fee of general members.

6. The Local Chapter Executive Committee must provide a written affidavit to the NAF CEC stating that the Regional Chapter will conduct all of its business, duties, functions and activities in accordance with NAF By-laws and adhere to all rules and regulations set forth by the Federal, State and Local Governments for a Not-for-profit Organization.

2. Affiliation with other Not-for-profit Organization(s):

- A. The CEC shall have the authority to grant other Not-for-profit Organizations permission to affiliate itself with NAF. Such Not-for-profit Organizations shall have established its tax-exempt status under the Section 501(C)(3) of the Internal Revenue Code. Not for Profit Organizations wanting to affiliate with NAF shall be active and in good standing with all rules and regulations set forth by the Federal, State and Local Governments.
- B. The CEC shall have the authority to revoke the affiliation of Not for Profit Organization with NAF, if the affiliated Organization conducts its business, duties, functions and activities to create disadvantage to or harm NAF in any form and shape, or violates the Federal, State or Local Governments' rules and regulations.
- C. The CEC shall work jointly and amicably with the local chapter in setting all fee schedules and all other operational logistics.
- D. The CEC shall work jointly with all affiliated Not-for-profit Organizations for the development and advancement of their goals and objectives.

ARTICLE XVI: PERSONAL BENEFIT

No part of the Association, assets, or funds, shall inure to the benefit of any member, trustee, executive committee members, officer of the Association, or any private individual, except for the reasonable compensation to be paid for services rendered to or for the Association.

ARTICLE XVII: FISCAL TERM

The fiscal year of NAF shall be from January 1st to December 31st of the same year.