

**Adopted: April 13, 2002**

**First Date of Amendment: 10/14/2006**

**Second Date of Amendment: 04/19/2009**

**Third Date of Amendment: 11/13/2010**

## **Section I - Name**

### Article I

1. The name of this organization shall be Rocky Mountain Friends of Nepal (hereafter called "RMFN").

### Article II

1. It shall be a non-profit organization (501c.3).

## **Section II - Purpose**

### Article I

1. To build and strengthen the Nepalese community and it's friends living in the Rocky Mountain. Areas through active and collective participation.
2. To promote Nepalese culture and tradition.
3. To seek and explore opportunities for broader ties and partnerships with other communities.

## **Section III - Activities**

### Article I

1. Nepali New Year
2. Summer Picnic
3. Dashain/Tihar celebration

### Article II

1. Any other social activities
2. All the activities are subject to change based on the circumstances and discretion of the Board of Directors.

## **Section IV - Government**

### Article I - Members and Memberships

1. This organization shall be open to all individuals willing to support the purpose of RMFN and work within the framework of this constitution. RMFN shall not discriminate on the basis of age, sex, sexual orientation, race, color, national origin, religion, disability, marital status and military status.
2. Two years membership fee shall be levied to all the members of RMFN.
3. Family life term membership will cover husband, wife and children under age 18. Children under 18 years will be considered as a beneficiary and shall not enjoy the voting privileges.
4. Membership shall start on the day of the membership/application renewal and terminate at the end of the same month that the membership was renewed, after two years.

### Article II - Board of Directors (BOD)

1. There shall be up to 17 (seventeen) members in the Board of Directors, including the executive committee members.

### Article III - Executive Committee

1. The Executive Committee shall comprise of President, Vice President, Secretary, Treasurer, Cultural Secretary, Public Relations Officer, and Technical Officer. The Executive Committee is the

governing body that works in conjunction with the Board of Directors to run all activities of RMFN.

2. The following duties are required of the officers:
  1. The President shall be the chief executive of the committee and lead all activities and programs of RMFN. The President shall approve all decisions of RMFN in recommendation of the Executive Committee.
  2. The Vice President shall assist the President and assume his/her duties when the President is unable to serve or during his/her leave of absence.
  3. The Treasurer shall be responsible for all finances of RMFN. The Treasurer shall maintain bank accounts and keep records of all income and expenses. The Treasurer shall prepare and present an annual financial statement. The Treasurer shall handle finances related to federal and state government authorities.
  4. The Secretary is the formal spokesperson of RMFN. The Secretary shall call all formal meetings, take attendance, keep meeting minutes and communicate the proceedings to all RMFN members.
  5. Cultural Secretary shall be responsible for organizing cultural programs for RMFN. Cultural Secretary shall co-ordinate with other parties willing to work in partnership with RMFN to promote Nepalese culture and tradition
  6. Public Relation Officer shall work to strengthen the relations between RMFN and the community.
  7. Technical Officer shall be responsible for website management.
3. The Executive Committee in recommendation of the Board of Directors shall be able to form committees and assign responsibilities.
4. The Executive Committee in conjunction with the Board of Directors and the General Assembly shall be able to award "honorary" membership to noted individuals who contribute to the upliftment of the Nepalese communities or Nepal.

#### Article IV - Election Committee

1. The BOD and Executive Committee shall appoint an election committee to supervise the elections of officers three months prior to the election.
2. The election committee shall comprise of three individuals from the members of the RMFN. These individuals shall not seek any nominations.
3. The election committee shall seek nominations from within the members of RMFN.
4. The election committee shall formulate the election rules and publish election notification at least two months prior to the election. The election notification shall clearly state the nomination process, make call for nominations, set the dateline for nomination and withdrawal, specify voter eligibility, and set date and location of election.
5. The election committee shall be dissolved at the inception of the new Executive Committee.

#### Article V - General Assembly

1. The General Assembly shall consist of the entire membership of the RMFN.
2. The General Assembly shall assemble at least once every year on the day of the Nepali New Year celebration. It may assemble on other occasions if requested by the Executive Committee.
3. The Executive Committee must request sitting of the General Assembly if at least twenty five percent of the membership or 50 members, whichever is smaller, petition for discussion of specific issues.

#### Article VI - Ombudsperson Council (OC)

1. Ombudsperson Council Appointment and Confirmation
  1. The president shall appoint a sub-committee from within the BOD to nominate three (3) individuals for the OC. The nominees shall be approved by the two-thirds majority of the BOD within the first ninety (90) days of the vacancy of an OC position or before the BOD's term expires, whichever comes first.
  2. The appointees shall be sworn into office in public by the president to be confirmed as a member of the OC.

3. If the appointment is for a new OC membership then the appointment shall be valid for one full term. If the appointment is a mid-term replacement for a serving OC member whose resignation has been accepted by the BOD or who has been determined ineligible for further service by the BOD, then the appointment shall be valid for the remainder of the outgoing member's term.
2. Eligibility for OC
  1. A nominee to OC shall have a valid life membership and at least five consecutive years of any type of valid membership of RMFN on the day of the nomination.
  2. A confirmed OC member shall be ineligible to serve in any position in the BOD (including in executive committee) and the election committee in future governments.
3. Term for OC membership
  1. One full term shall equal to sixty (60) consecutive calendar months from the day of the confirmation.
  2. There shall be no term limit on OC membership, but a reappointment is required for another term.
4. Resignation and ineligibility of serving OC member
  1. An OC member shall notify BOD in writing to resign at any time.
  2. The BOD shall approve the resignation with the majority consent within thirty days of notification. The resigning member shall continue to serve in full capacity until a replacement has been confirmed.
  3. If a valid complaint is filed against a serving OC member in writing by a member of RMFN, the board can hold proceeding against the OC member and void his/her membership by a two-thirds majority voting. The board shall make public the cause(s) for voiding the membership within twenty-four (24) hours of the membership termination.
5. Executive Functions of OC
  1. OC shall immediately take over the executive functions of the BOD, including Executive Committee, in the absence of BOD, arising from annulment of BOD; from the failure of BOD or Election Committee to conduct the RMFN General Elections on time or for any other reason not provided for in the RMFN Bylaws.
  2. OC shall present its plan to hold elections and re-instatement of the new board of directors to the general members of RMFN within 30 days of the absence/annulment of the board.
  3. OC shall call for a new election for BOD within ninety (90) days of the first absence of a BOD. OC shall certify the election results and instate a new BOD within fifteen (15) days of the election.
  4. OC shall have all the power and authority sanctioned by the RMFN Bylaws to resolve any RMFN matters in the absence of BOD. OC's executive function decisions shall be final.
6. Advisory Functions
  1. RMFN entities including, but not limited to, BOD, Election Committee, General Assembly and general members may seek counsel from OC on any RMFN matters, including but not limited to, complaints on violations of Bylaws and Rules.
  2. OC's advices shall not be binding to the RMFN entity seeking counsel.

#### Article VII – Annulment of BOD

1. The BOD shall be annulled if the position of the President remains vacant for more than thirty consecutive days.

### **Section V - Election and Appointments**

#### Article I - Executive Committee (EC)

1. The members of the RMFN shall elect the officers of the Executive Committee every two years, through voting. Voting is allowed for people only 18 and over.
2. The officers of the Executive Committee shall have at least one-year prior membership with RMFN.

3. The officers of the Executive Committee cannot remain in one position for more than two consecutive terms.

#### Article II – Board of Directors (BOD)

1. The BOD shall have ten (10) members. in addition to the executive committee members.
2. Board of Directors must be RMFN members.
3. Immediate past president of RMFN shall be automatically appointed as a member of the BOD.
4. Seven (7) members shall be elected by RMFN members during RMFN General Elections. The elected members shall include one (1) female individual, one (1) student, and five (5) general representatives. If there are more than five candidates in the election of general representatives, then the top five candidates with the most votes shall be considered elected.
5. Two (2) members of BOD shall be appointed by the Executive Committee.
6. If there is a vacancy in the BOD at any time then the president shall nominate a candidate to fill in the position. The nominee must be approved by the majority of BOD.
7. An individual shall not represent in more than one (1) position concurrently in the BOD.

#### Article III – Elections

1. Election of Executive Committee and BOD shall be held in every two years, in the month of March.
2. The term of the office shall start on the day following the Nepalese New Year party and terminate on the day of the Nepalese New Year party.

#### Article IV – Election Supervision

1. An election committee will hold the election.

#### Article V – Election Tie

1. In case of a tie for any position the election committee shall decide based on the flip of a coin.

#### Article VI - Voter Eligibility

1. To be eligible to vote in the RMFN General Election voter must be a valid member of RMFN on the day of the election and the membership period shall have commenced no later than ninety (90) calendar days prior to the original election date announced by the Election Committee.

### **Section VI - Operational Details**

#### Article I – Meetings

1. The Secretary shall call meetings of the Executive Committee and Board of Directors as needed. A written or verbal notice of each meeting stating the agenda, place, day and time shall be given at least a week in advance. At least one meeting of the BOD and Executive Committee must be called every three months. Special meetings can be called by the President at his/her discretion in case of special circumstances without prior notice.
2. The Executive Committee must request the sitting of the BOD if at least seven members of BOD petition for discussion of a special issue.

#### Article II – Decisions

1. All major issues related to the RMFN will be decided at the meetings of the Executive Committee and Board of Directors. In conflict, the decision will be taken by the vote of Board of Directors during the meetings.
2. At least majority votes of BOD shall be required to pass decisions of RMFN.

#### Article III – President’s Discretion

1. The President shall have the right to act upon the issues that need immediate attention. The decision must be communicated to both Board of Directors and the Executive Committee within the next seven days and form a general consensus on that decision.

#### Article IV – Attendance

1. A member of the Board of Directors cannot miss more than three BOD meetings unless the President excuses their absence prior to the meetings. More than three unexcused absence is subject to dismissal from the Board of Directors.

### **Section VII – Amendments**

1. These by-laws may be adopted, amended and repealed by a majority vote of the members of RMFN. Members of RMFN include the Executive Committee, the Board of Directors and the General Assembly.

### **Section VIII - Resignations, Vacancies and Removals**

1. Any member of the RMFN Executives and Board of Directors may resign from their post with a two-week prior notice, in writing to the President. The vacant position will be filled by the BOD within two quarters of vacancies.
2. If any executive member or BOD member is not fulfilling his/her duties, the General Assembly can suspend or remove him/her from the position by a two-third-majority vote of RMFN members. Such suspension or removal shall only come after prior warning of his/her conduct.

### **Section IX – Dissolution**

1. In the event of dissolution of this organization, the organization shall donate the residual assets to the state or federally recognized charity.

### **Adoption and Amendment History**

Adoption:

Through a resolution presented to the Members of the Rocky Mountain Friends of Nepal by its initial Board of Directors in a meeting convened on April 13, 2002.

#### **First Amendment:**

Through a resolution presented to the General Assembly of members of the Rocky Mountain Friends of Nepal by its Board of Directors in a meeting convened on October 14, 2006:

### **Section IV- Government**

#### **Article I – Members and Memberships**

Previous clause ii. An annual membership fee shall be levied to all the members of RMFN.

Amended clause ii. Two years membership fee shall be levied to all the members of RMFN.

#### **Article II – Board of Directors (BOD)**

Previous clause i. There shall be up to 15 Board of Directors. Executive members also make up the 15 members Board of Directors.

Amended clause i. There shall be up to 21 Board of Directors. Executive members also make up the 21 member Board of Directors.

### **Section V – Election and Appointments**

#### **Article II – Board of Directors**

Added the following clauses to this article:

1. Immediate ex-president shall be automatically appointed as a BOD. If the position cannot be filled by this criterion, the Executive Committee shall nominate from the members of RMFN.
2. At least one female and one student in addition to seven regional base representatives shall be elected to BOD by the members of RMFN at the time of election of the Executive Committee.
3. In case there is no nomination for the election of one or more members of BOD, the Executive Committee shall fill in the vacant position.
4. Four members of BOD shall be nominated by the Executive Committee.

#### **Second Amendment:**

Through a resolution presented to the General Assembly of members of the Rocky Mountain Friends of Nepal by its Board of Directors in a meeting convened on April 19, 2009

### **Section IV – Government**

#### **Article I – Members and Membership**

Previous clause iv. Membership shall start and renew on the day of the Nepalese New Year party and terminate a day before the Nepalese New Year party the following year.

Amended clause iv. Membership shall start on the day of the membership application/renewal and terminate at the end of the same month that the membership was renewed, after two years.

### **Third Amendment:**

Through ballots sent via mail to all the members of RMFN for amendment. Ballots counted and proposals approved by the board on November 13, 2010

### **Section III - Activities**

Article II - Clause II

Previous clause ii:

All the activities are subject to change based on the circumstances and discretion of the Executive Committee and Board of Directors.

Amended clause ii:

All the activities are subject to change based on the circumstances and discretion of the Board of Directors.

### **Section IV - Government**

Add a new Article VI - Ombudsperson Council (OC)

1. Ombudsperson Council Appointment and Confirmation
  1. The president shall appoint a sub-committee from within the BOD to nominate three (3) individuals for the OC. The nominees shall be approved by the two-thirds majority of the BOD within the first ninety (90) days of the vacancy of an OC position or before the BOD's term expires, whichever comes first.
  2. The appointees shall be sworn into office in public by the president to be confirmed as a member of the OC.
  3. If the appointment is for a new OC membership then the appointment shall be valid for one full term. If the appointment is a mid-term replacement for a serving OC member whose resignation has been accepted by the BOD or who has been determined ineligible for further service by the BOD, then the appointment shall be valid for the remainder of the outgoing member's term.
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2. OC shall present its plan to hold elections and re-instatement of the new board of directors to the general members of RMFN within 30 days of the absence/annulment of the board.
  3. OC shall call for a new election for BOD within ninety (90) days of the first absence of a BOD. OC shall certify the election results and instate a new BOD within fifteen (15) days of the election.
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1. RMFN entities including, but not limited to, BOD, Election Committee, General Assembly and general members may seek counsel from OC on any RMFN matters, including but not limited to, complaints on violations of Bylaws and Rules.
  2. OC's advices shall not be binding to the RMFN entity seeking counsel.

Add new Article VII – Annulment of BOD

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1. The BOD shall be annulled if the position of the President remains vacant for more than thirty consecutive days.

Section IV, Article II – Board of Directors (BOD), Clause II

Previous Clause ii:

The Board of Directors shall advise the Executive Committee and assist the RMFN in various activities.

Amended Clause ii:

Delete Clause II altogether since the BOD is not an advisory board. It guides and supervises the executive committee.

## **Section V – Election and Appointments**

Section V, Article I – Executive Committee (EC), Clause IV

Previous Clause iv:

Board of Directors must be RMFN members.

Amended Clause iv:

Delete Clause 4 since this clause also appears as Clause 2 in Article II of this Section.

## **Section IV – Government & Section V – Election and Appointments**

Section IV, Article II – Board of Directors (BOD), Clause I

Previous Clause i:

There shall be up to 21 Board of Directors. Executive members also make up the 21 member Board of Directors.

Amended Clause i:

There shall be up to 17 (seventeen) members in the Board of Directors, including the executive committee members.

Section V, Article II – Board of Directors (BOD), Clause I, III, IV, V and VI

Previous clause i, iii, iv, v and vi respectively:

- Members of the Board of Directors shall be elected by the members of RMFN.
- Immediate ex-president shall be automatically appointed as a BOD. If the position cannot be filled by this criterion, the Executive Committee shall nominate from the members of RMFN.
- At least one female and one student in addition to seven regional base representatives shall be elected to BOD by the members of RMFN at the time of election of the Executive Committee.

- In case there is no nomination for the election of one or more members of BOD, the Executive Committee shall fill in the vacant position.
- Four members of BOD shall be nominated by the Executive Committee.

Amended clause i, iii, iv, v and vi respectively:

- The BOD shall have ten (10) members, in addition to executive committee members.
- Immediate past president of RMFN shall be automatically appointed as a member of the BOD.
- Seven (7) members shall be elected by RMFN members during RMFN General Elections. The elected members shall include one (1) female individual, one (1) student, and five (5) general representatives. If there are more than five candidates in the election for general representatives, then the top five candidates with the most votes shall be considered elected.
- Two (2) members of BOD shall be appointed by the Executive Committee.
- If there is a vacancy in the BOD at any time then the president shall nominate a candidate to fill in the position. The nominee must be approved by the majority of BOD.

Section V, Article II, Add a new Clause 7;

7. An individual shall not represent in more than one (1) position concurrently in BOD.

### **Section V – Election and Appointments**

Section V, Add a new Article VI – Voter Eligibility;

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To be eligible to vote in the RMFN General Election voter must be a valid member of RMFN on the day of the election and the membership period shall have commenced no later than ninety (90) calendar days prior to the original election date announced by the Election Committee.



