

RMFN Rules

This manual of rules has been prepared and issued according to a resolution of the RMFN Board of Directors adopted in a meeting held on December 19, 2009. It assembles those decisions of the Board of Directors and/or the Executive Committee that have been made in various meetings to help regularize and clarify procedures and processes of RMFN activities and of execution of functions and responsibilities of RMFN officers. The manual shall be regularly updated as and when the Board of Directors and the Executive Committee add or amend rules in future. The date of adoption/amendment of each rule appears in the footnotes.

Article I. Membership and Fees ²⁶

Section 1.01 Membership fees

- (a) Membership fees shall be as follows:¹
 - (i) Individual membership: \$15
 - (ii) Family membership: \$20
 - (iii) Student membership: \$10
 - (iv) Life-time individual membership: \$100
 - (v) Life-time family membership: \$150
 - (vi) Life-time Executive membership: \$500
- (b) Membership fee shall be non-refundable.²

Article II. RMFN Event Management

Section 2.01 Event Venue Rental Contracts³

- (a) Cultural secretary shall be the primary officer for signing contracts for event venues.
- (b) President also shall have the authority to sign such contracts.
- (c) Vice President may sign such contracts when both cultural secretary and president are not available.

Section 2.02 Charges for Vending/Selling Merchandise during Events⁴

1 Adopted by BOD on July 18, 2009

2 Adopted by BOD on Dec 19, 2009

3 Adopted by BOD on Sep 20, 2009

4 Adopted by BOD on Sep 20, 2009

26 Amended by BOD on May 01,2021

The original Clause read:

“Article I. Membership and Fees

Section 1.01 Membership fees

(a) Membership fees shall be as follows:¹

(i) Individual membership: \$7

(ii) Family membership: \$10

(iii) Student membership: \$5

(iv) Life-time individual membership: \$150

(v) Life-time family membership: \$200

(b) Membership fee shall be non-refundable.^{2”}

(a) For low volume/turnaround vendors such as CD sellers, book sellers, and other low profit ventures the fee will be \$25.⁵

(b) For high volume/turnaround vendors such as restaurants, jewelry, cosmetics, sarees, etc. the fee will be \$100.⁶

(c) No fee shall be charged to non-profit organizations whose products/services are potentially beneficial to RMFN members.

(d) Demand \$100 deposits from food/merchandise vendors, refundable on cleaning the vending site after the event.

Section 2.03 Net Income Share⁷

(a) RMFN shall keep thirty percent (30%) of net income earned from showing of movie or organizing of concert that the RMFN hosts and shall handover the remaining seventy percent (70%) of the net income to the movie agent or the concert artist.

(b) Net income is the residual amount that remains from the revenue earned from the sales of tickets after having deducted all the costs associated with the showing of movie or concert.

Article III. Meetings, Mails and Communication

Section 3.01 Meetings and Communications⁸

(a) Executive or BOD meetings may be held face-to-face or through teleconference or email lists, whichever is appropriate in given circumstances, with full and prior knowledge of all officers that have to attend the meeting.

(b) Emails shall be the official form of communication. No response to an email shall be considered consent to the proposals made in the email.

Section 3.02 Quorum⁹

5 Amended by BOD in email exchanges during October 23 to 26, 2010. The original clause read: "Each seller and vendor of food and merchandise shall pay \$50 fee for selling/vending at the time of low attendance RMFN events like movies and concerts."

6 Amended by BOD in email exchanges during October 23 to 26, 2010. The original clause read: "The fee shall be \$100 at the time of high attendance events like the Dashain/Tihar and New Year celebrations."

7 Adopted by BOD on September 18, 2010

8 Adopted by BOD on Sep 20, 2009

9 Adopted by BOD on Dec 19, 2009

(a) Quorum for Executive or BOD meetings shall be 51% of the position holders in the Executive Committee or the BOD, as the case may be, at the time of sitting of the meeting.

Article IV. Conflicts of Interest Policy and Oath Taking

Section 4.01 Conflict of Interest Policy¹⁰

(a) Each elected, appointed, nominated board director, executive officer, and member of a committee with governing board delegated powers shall familiarize, abide by and comply with the RMFN Conflict of Interest Policy and annually sign a statement to this effect in the format prescribed in Appendix A.

(b) Conflicts of Interest Policy is attached in Appendix B.

Section 4.02 Oath Taking¹¹

(a) Each elected, appointed and nominated board director, executive officer, election committee member, and other position holders of the RMFN shall sign a written oath and publicly take the oath in the format prescribed in this document.

(b) The prescribed form for oath by board directors and executive officers is attached in Appendix C.

(c) The prescribed form for oath by election committee members is attached in Appendix D.

(d) The prescribed form for oath by Ombudsperson Council members is attached in Appendix F.¹²

Article V. Job Descriptions

Section 5.01 Technical Officer and Website¹³

10 Adopted by BOD on Dec 19, 2009 in the course of preparation of documents for filing application for 501c.3

11 Adopted by BOD on July 18, 2009

12 Adopted by BOD on Nov 13, 2010

13 Adopted by EC on Nov 7, 2009

(a) Technical officer, in consultation with the President and the executive officers, shall smoothly run the official website of RMFN, periodically update it, provide online membership renewal and activation features, and maintain an online event ticket sales feature by utilizing the latest tools and technologies.

Section 5.02 Student Representative¹⁴

(a) Student representative in the BOD of RMFN shall represent the RMFN in other regional and national organizations on the matters of students, youth and sports activities.

Section 5.03 Female Representative¹⁵

(a) Female representative in the BOD of RMFN shall represent the RMFN in other regional and national organizations on the matters related to women and women activities.

Section 5.04 Cultural Secretary¹⁶

- (a) Cultural Secretary of RMFN shall represent the RMFN in regional and national organizations on the matters related to culture and cultural activities.

Article VI. Raising and Distributing Contributions¹⁷**Section 6.01 Raising of Gifts, Grants and Contributions**

(a) RMFN may raise contributions in the form of goods, services and funds from members, businesses and community, for programs that serve the purpose of the organization.

(b) RMFN may raise contributions through personal solicitations. It may also solicit contributions through mails, phones, emails and website.

(c) RMFN may submit grant applications and solicit funds from governmental agencies and/or foundations and trusts.

14 Adopted by BOD on Mar 20, 2010

15 Adopted by BOD on Mar 20, 2010

16 Adopted by BOD on Mar 20, 2010

17 Adopted by BOD on Dec 19, 2009 in the course of preparation of documents for filing application for 501c.3

(d) While raising contributions, the request for contribution shall specify the purpose for which contributions are being raised, the targeted recipients of contributions and the method of disbursement, including whether the RMFN directly distributes the contributions or there is another organization associated in the distribution process. In cases of solicitation of contributions at times of emergency situations such as natural calamities, when an external organization has not been yet selected at the time of solicitation of contributions, contributors shall be regularly updated with progress of selection of any organizations that may be involved in the distribution or disbursement of contributions.

(e) An unusually large amount of contribution or a contribution from an unexpected or unrelated party or a contribution that has an unusual condition attached to its use shall be first brought to the attention of the Board of Directors and may be accepted or declined as per the resolution of the Board.

Section 6.02 Distribution and Disbursement of Contributions

(a) RMFN may provide food, clothing, furniture, appliances, and similar goods, or provide voluntary time, professional help and similar services, or provide funds for medical care, funeral services, and similar other immediate survival needs, to individuals in Colorado, the Rocky Mountain Region, other areas of the USA, and in Nepal, who are distressed or are victims of catastrophic event, accident, natural disaster, conflicts, serious illness or death in the family.

(b) Goods, services and funds collected for a specific purpose shall be distributed to that purpose and to the targeted recipients only.

(c) To the extent possible, RMFN shall itself distribute goods and services and disburse funds directly to the targeted recipients.

(d) RMFN may associate with or engage a charity organization in the distribution of contributions if such an association enhances access to the targeted recipients and/or improves efficiency of distribution. Only reputed well-known charity organizations, governmental disaster relief agencies, and established non-profit schools and libraries shall be chosen for association or distribution that are eligible and have the necessary organizational capacity for the intended purpose.

Section 6.03 Verification of Contributions¹⁸

18 Adopted by BOD on March 19, 2011

(a) RMFN shall make available a formal letter for verification of cash, goods, voluntary time and/or expertise contributed to the RMFN or to any specific program or cause promoted by the RMFN to those individual or institutional contributors or sponsors who request for such verification.

(b) Three separate templates for verification are attached: for cash contribution in Appendix G, for in-kind contribution in Appendix H, and for volunteer services in Appendix I.

Article VII. Special Purpose Funds¹⁹

Section 7.01 Fund for Community Center

(a) A separate fund has been created for gradually collecting necessary resources for establishing a community center.

(b) This fund shall not be used for other purposes, except in case of emergencies and only with the approval of at least two-third of the executives and board members who are holding positions at the time of decision.

(c) Starting Year 2011, fees received from individual or families who become life members should be deposited in the separate fund created for community center.²⁰

Article VIII. Budget and Accounting Methods²¹

Section 8.01 Account Basis and Program Itemization

(a) Revenue and expenses shall be recorded on cash basis. An income item is considered revenue when cash is deposited in the RMFN account. A cost item is considered expense when check is issued and cash is withdrawn from the RMFN account.

(b) Revenue and expense statement shall be itemized according to the format suggested in Appendix E.

Section 8.02 Annual Budget

19 Adopted by BOD on Mar 20, 2010

20 Adopted by BOD on March 19, 2011

21 Adopted by BOD on June 26, 2010

(a) The executive committee shall present a tentative annual budget for the next year to the BOD in its fourth quarter meeting.

(b) If the executive committee considers appropriate, it may present an updated annual budget for the ongoing year to the BOD in its second quarter meeting.

Section 8.03 Internal Audit²²

(a) The newly installed BOD after the RMFN General Election in its first quarterly meeting shall appoint three elected non-executive members of the Board to serve in an internal audit committee (IAC).

(b) The IAC shall audit all financial reports submitted by the Treasurer and report the findings to the BOD within the time frame set forth by the BOD.

(c) The IAC may also audit compliance of RMFN Rules and verify the updated list of the RMFN members.

Article IX. Election Committee²³

Section 9.01 Appointment

(a) The president shall appoint a three-member subcommittee from among the BOD to propose six or more names for election committee members and alternate members. The members of this subcommittee shall not contest election to any executive or non-executive BOD position.

(b) The nominees have to be approved by the majority of the BOD.

Section 9.02 Reformulation of election committee in case of resignations

(a) At the time of appointing election committee, the BOD shall also nominate three alternate election committee members, for filling up any vacancy that may arise from the resignation, disability or death of a committee member or members.

(b) The order of filling up vacancy from among the alternate members shall be established.

(c) Alternate members participate in the election process or decision only when a vacancy arises. The reformulated election committee shall make all efforts to complete the election process according to the original election notification and schedule.

22 Adopted by BOD on September 18, 2010

23 Adopted by BOD on November 13, 2010

Section 9.03 Election Budget

(a) The election committee shall propose a reasonable amount of budget for election. This budget has to be approved by the majority of BOD.

(b) The election committee shall establish its email account, web site and/or post box, as it deems necessary. It shall find and contract election venue, set voting date and time, prepare ballot boxes and ballots, and appoint election volunteers for impartially conducting election.

Section 9.04 Code of Conduct

(a) Each election committee member and alternate member shall take an oath of impartial performance of their duties, as provided in Article IV of Rules.

(b) It shall be the duty of an election committee member to disclose any actual or potential conflict of interest that may arise from the filing of candidacy of a person to

contest election for a position, by virtue of the election committee member's family, business, investment, professional, employment, or any such relation with the candidate. The concerned election committee member shall immediately present a potential case of conflict-of-interest agenda for the consideration of the full election committee.

(c) The remaining members of the election committee shall decide whether the concerned committee member should recuse from decisions related to the candidacy of the related person or should resign from the election committee.

Article X. Handover of Charges²⁴

Section 10.01 Smooth Handover

(a) When a new team of executives has been elected, the outgoing team of executives shall schedule a date of handover of charges soonest possible, in consultation with the new incoming team and shall execute a smooth handover of records, financial statements, bank accounts, mail, email and website keys and passwords, and any financial and/or physical assets and supplies.

(b) A checklist has been included in Appendix J for facilitating complete handover of charges.

24 Adopted by BOD on March 19, 2011

Article XI. Awards and Appreciations²⁵

Section 11.01 Types of Awards and Appreciations

(a) Following three types of awards are given by RMFN each year at the occasion of Nepali New Year celebration. However, the BOD may give any of these awards at other occasions if deemed appropriate.

- i. Outstanding Contribution Award
- ii. Special Contribution Award
- iii. Distinguished Service Award

(b) The BOD may create a different category of award or appreciation to be given to institutions, dignitaries or renowned personalities, generally not covered by the above three types of awards.

(c) For the outstanding contribution award, the executive committee shall solicit nominations from general membership of the RMFN. Only those persons who meet the following criteria shall be eligible for nomination, and the BOD shall have the final authority to approve or disapprove any nominations presented for its consideration.

i. The nominee must have connections with both Nepalis and the Rocky Mountain Region of USA. If the nominee is a resident of the Rocky Mountain Region, he/she should have contributed to the welfare of Nepal and/or Nepalis of any state or country. If the nominee is not a resident of the Rocky Mountain Region, he/she must have been involved with helping Nepalis living in this Region.

ii. The nominee must have contributed to the welfare of Nepalis in a sustained manner for at least three years.

iii. The contributions of the nominee should be voluntary and should have made a remarkable impact on the Nepali community served. Any service for which the nominee has been paid remuneration shall not be counted as a contribution for the purpose of this award.

iv. Whereas any person, whether of Nepali origin or not, is eligible for nomination, but, everything else the same, a person of non-Nepali origin shall be given preference for expanding the circles of friends of Nepal and Nepalis.

25 Adopted by BOD on March 19, 2011

(d) The BOD shall choose nominees for the special contribution awards from among those people who have significantly volunteered in the RMFN programs and events.

(e) The distinguished service awards shall be given out every two years to the past executive officers and board of directors of RMFN who have significantly contributed to the growth of RMFN.

Appendix A: Annual Statement

Rocky Mountain Friends of Nepal
ANNUAL STATEMENT

I, _____ do affirm that

(Name of person signing the statement)

I have received a copy of the conflicts of interest policy, have read and understood the policy, have agreed to comply with the policy and have understood that RMFN is charitable and in order to maintain its federal tax exemption it must engage

primarily in activities which accomplish one or more of its tax-exempt purposes.

_____ Date _____
Signature

Appendix B: Conflicts of Interest Policy

Adopted on: December 19, 2009

Rocky Mountain Friends of Nepal

Conflicts of Interest Policy

Article I Purpose

The purpose of the conflict-of-interest policy is to protect the Rocky Mountain Friends of Nepal's (hereinafter RMFN) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of RMFN or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which RMFN has a transaction or arrangement,
 - b. A compensation arrangement with RMFN or with any entity or individual with which RMFN has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which RMFN is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest:**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether RMFN can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in RMFN's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy:

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

1. The minutes of the governing board and all committees with board delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion,

including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

1. RMFN's policy as to compensation shall be:

a. A voting member of the governing board who receives compensation, directly or indirectly, from RMFN for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from RMFN for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from RMFN, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

1. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands RMFN is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

1. To ensure RMFN operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to RMFN's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, RMFN may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Appendix C: Oath Form for Executives and BOD

Rocky Mountain Friends of Nepal

Denver, Colorado

OATH FOR EXECUTIVE OFFICERS AND BOD MEMBERS

I,

_____, do solemnly

(Name of the officer taking oath)

affirm that I will faithfully discharge the duties of

(Position)

according to the best of my ability and in full accordance with the Bylaws, the Rules, and the Conflict-of-Interest Policy of the Rocky Mountain Friends of Nepal.

(Signature of Officer)

Date _____

Sworn to and subscribed before

(Name of the person administering oath and position)

(Signature of person administering oath)

Date _____

Appendix D: Oath Form for Election Committee

Rocky Mountain Friends of Nepal

OATH FOR ELECTION COMMITTEE MEMBERS

I, _____ do affirm that I shall
(Name of oath taking officer)

not seek nomination to any RMFN position during this election cycle. I also solemnly affirm that I shall impartially perform the duties of election committee _____ (chair or member) and will endeavor to prevent manipulation, fraud, deceit and abuse in performing those duties. I will faithfully follow the election process as prescribed in the Bylaws, the Rules, and the

Conflict-of-Interest Policy of the Rocky Mountain Friends of Nepal and will endeavor to the best of my ability to complete the process in time.

(Signature of Officer)

Date _____

Sworn to and subscribed before

(Name of the person administering oath and position)

(Signature of person administering oath)

Date _____