

# Baltimore Association of Nepalese in America (BANA)

(Established 2005)

## Bylaws

### Article I. Name

The organization shall be named The Baltimore Association of Nepalese in America (BANA). It shall be a nonprofit organization incorporated under the laws of the State of Maryland, registered under section 501c IRS tax exempt.

### Article II. Address

The Address of the association will be:

2906 Taylor Ave  
Parkville MD 21234

### Article III. Purposes

The purposes of this organization are exclusively charitable, literary and educational and are listed below:

- Promote the welfare of all Nepalis mainly living in Baltimore and State of Maryland.
- Promote the cultural, educational, and sports activities of Nepalis living in the area.
- Promote and deepen the relationship between its members and the Nepalis in Nepal.
- Promote and conduct community welfare activities for Nepali American immigrants and local community.
- Promote the relationship with other Nepali organizations in the USA and all over the world.
- Establish, maintain, and promote the relationship with different levels of government including local, state and federal.
- Raise funds to help victims of any epidemic, pandemic, or any disasters (man-made or natural) and community members at times of dire need precipitated by illness, deaths or any other misfortunes in the USA and Nepal.
- Raise funds to help support Human Rights and Civil Liberties and help victims of violation of Human Rights and Civil Liberties in Nepal and the USA.
- Advocate, coordinate and conduct activities that uplift the interests of Nepali Americans.

### Article IV. Membership

#### General Member

A person, 18 year or older, demonstrating a sincere and constructive interest in promoting the interests of Nepalis in the Baltimore area subscribing to the purposes of the Society as stated in the Articles of Incorporation, may become a member after completing a Membership Application and paying the annual fee as specified hereunder. The fees shall be as follows and can be amended by the Executive Committee with the approval of General Assembly. The one term general membership fee for an individual shall be \$30 and the fee for a family membership, which shall comprise membership for husband and wife, shall be \$ 45. For each additional family member (a parent or a kid 18 year or older) included in the application for family membership, additional \$ 20 shall be paid. Unless filed jointly with their parents, siblings will not qualify for family membership. General membership is valid for the duration of the three-year term concurrent with the duration of the then Executive Committee. The fees can be amended by the Executive Committee with the approval of the General Assembly.

#### Life Member

A person fulfilling the requirements of general membership may obtain a life membership status after submitting a life membership application and making a one-time single payment of the life membership fee as specified hereunder. The life membership fee shall be \$150 for an individual and \$225 for a family (husband and wife). For each additional family life membership (a parent or a kid 18 year or older) included in the application for family life membership, additional \$100 shall be paid. Unless filed jointly with their parents, siblings will not qualify for family life membership. The fees can be amended by the Executive Committee with the approval of the General Assembly.

#### Honorary Member

Persons who have made a substantial contribution to the growth of the BANA, or have distinguished themselves in various fields and have brought honor and prestige to Nepal and Nepalis may be nominated for Honorary

Membership by the Executive Committee. However, such nomination(s) must be approved by a majority of members present at an annual or a special meeting of the General Assembly. Honorary member will have no voting rights and no right to contest for any position of the association.

#### **Trustee**

Trustee membership is applicable for those who contribute to the BANA Resource Center established in December 2017. Membership fees for such Trustee shall be \$2,500 for an individual and \$5,00 for a family (husband and wife). As established by the 2018 General Assembly, the members who paid the membership fee in full by 31 December 2018 shall be considered as Founding Trustee. The membership benefits of a deceased Trustee shall be transferred according to the written Will of the deceased trustee, or to the immediate family member of the deceased Trustee if they wish to continue, while the name of the deceased Trustee shall remain unchanged.

### **Article V. Committees**

#### **Executive Committee**

The Executive Committee shall consist of fifteen officers of the association including one President, one Senior Vice President, one Vice President, one General Secretary, one Secretary, one Treasurer, and nine board of directors. All of the officers except one board of director shall be elected for a three-year term as per article IX and will be eligible for re-election in the same post for one more consecutive term. One board of director shall be nominated by the president. From among the board of directors, the Executive Committee shall nominate one Membership Director and one Information Technology Director. The Executive Committee members shall receive no compensation; their service will be entirely voluntary.

#### **Duties of the Executive Committee**

The Executive Committee shall have authority to take necessary steps to implement the decisions and the programs approved by the General Assembly. It shall also have authority to make decisions and take actions to serve the purposes and fulfill the objectives of the Association. A majority of the committee shall constitute a quorum for a meeting and a majority of those present in the meeting shall decide on issues. Written letters and e-mails shall be valid for the quorum to discuss the agenda of the meeting. Written letters and printed copies of the emails will be valid for proxy authority to vote on the issues under discussion in the meeting.

#### **Executive Committee meeting**

The Executive Committee shall meet once each quarter or as often as called by the President.

#### **Extending Subcommittee(s)**

For the purpose of any special occasions, function and ceremonies, or for any other special tasks, the Executive Committee can form subcommittee(s) of members.

#### **Management Team**

The Executive Committee can create a Management Team to help provide oversight and guidance for resources and daily operational activities of BANA. The Team will be comprised of at most seven members.

### **Article VI. Advisory Board**

#### **Composition**

The Advisory board is composed of interested professionals, scientists, historians, social workers and others, as needed, to support the organization's mission and programs. They shall represent the principal fields of the organization's endeavors and be invited and encouraged to offer suggestions as to the policies and activities of the organization. The board will be composed of at most nine members which must include the Immediate Past President of the Executive Committee and current President of Trustee. If applicable, the Board shall include Honorary Consular General of Nepal for the State of Maryland.

### **Article VII. Duties of the officers**

#### **1. President**

- Shall be the Association's primary executive officer and provide overall leadership of the Association.
- Ensure that the Association's activities are in furtherance of its purposes and in compliance with the Bylaws of the

Association as well as applicable state and federal laws.

- Call meetings and preside at meetings of the Association including the Executive Committee meetings and General Assembly meetings.
- Provide overall supervision of the work of the association subject to the policies of BOT.
- Cast the deciding vote in cases of a tie in the Executive Committees and the General Assembly meetings.
- Represent the association in meetings and activities of other organizations.

## 2. Other officers of the Executive Committee

- The Senior Vice President shall perform such duties and have such powers as may be delegated by the President with the advice of the Executive Committee. In the absence of the President, the Vice President will serve and shall have the power to perform the duties of the President.
- The Vice President shall perform such duties and have such powers as may be delegated by the President with the advice of the Executive Committee. In the absence of the President and Senior Vice President, the Vice President will serve and shall have the power to perform the duties of the President.
- The General Secretary shall send notices of the meetings as asked by the President, keep and read minutes of the meetings, and be the custodian of all records of the Association.
- Secretary will help the General Secretary in his/her duties and, in his/her absence, shall function as the acting General Secretary.
- The Treasurer shall be responsible for all financial transactions of the Association. He/she shall receive all incomes and pay all bills upon authorization by the Executive Committee. He/she shall open and keep a bank account in the name of the BANA. The treasurer shall keep account of all funds of the association, of all monies received and disbursed, and shall submit a written report in full at the Annual General Meeting of the association, at regular intervals to the Executive Committee and at other meetings as required by the President. The books of the Association shall be audited annually by a qualified accounting firm or C.P.A. selected for that purpose by the Executive Committee. All checks of the Association must be signed by the Treasurer and the President /General Secretary. The Treasurer shall have a limitation on the amount expended on any single transaction currently limited to \$500.00 and subject to change by the Executive Committee. Any amount over the limit must be pre-approved by the Executive Committee.
- Information Technology Director will be responsible for the publication and mailing of the Association Newsletter and maintaining the website of the organization.
- Membership Director will be responsible for promoting membership, updating membership records and sending renewal notices to members.
- Board of Directors, and all other officers outlined earlier, shall participate in the Executive Committee meetings, General Assembly, and other relevant meetings; they shall discuss meeting agendas, provide opinions, and cast votes for or against any agenda when needed. They will also perform any other task(s) assigned by the Executive Committee.

## Article VIII. General Assembly

- The meeting of The General Assembly of the Association, which is the highest authority of the Association, will be held at least once a year in the Greater Baltimore Metropolitan Area by the Executive Committee. All dues paying members of the Association will be voting members of the General Assembly and shall be notified at least four weeks prior to the date of the meeting. General policies and programs, balance sheet, any amendments in the bylaws, or any other matters deemed necessary shall be presented in the General Assembly meetings for discussion and approval. General Assembly will also uphold the decision of the Board of Trustees in reference to protection and control of the assets and investments. Board of Trustees (BOT) will be the supreme authority for formulating long-term planning and policies as well as protecting and controlling the assets of BANA and its Resource Center.
- A quorum shall consist of a third of the current membership or hundred members. Should a meeting be adjourned for lack of a quorum, it shall be rescheduled within a month, at which rescheduled meeting, presence of seventy-five members shall satisfy the quorum. Any decisions can be made by simple majority of the members present at the General Assembly.
- Special meetings of the General Assembly may be called by the President or the Executive Committee upon the written request of hundred members (or one fourth of the general membership whichever is higher), with the purpose of the meeting stated in the call, and no other business to be transacted.
- Notice of regular meetings and special meetings can be given by e-mail, BANA's website, BANA's Facebook page, and/or local Nepali media.

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## Article IX. Nominations and Elections

- Executive Committee's term shall be for three years. Term of the then Executive Committee shall end during the month of March of every three years after election of a new Executive Committee for the ensuing term. Upon necessity, the Executive Committee may extend the term and election date up to 90 days.
- The President shall, in consultation with the Executive Committee, set a date for election prior to the end of the term of the then Executive Committee. The President shall, in consultation with the Executive Committee, nominate an Election Committee comprising up to seven members at least two months prior to the election date. The President shall appoint one of the members of this committee to chair the committee.
- General members who renew or apply for new membership for the ensuing term at least Sixty (60) days prior to the Election date shall be eligible to vote in the election. Life members are eligible to vote in any Election. Members shall present a photo ID to the election officials at the polling station to be eligible to vote in the election as well as while filing for candidacy. Photo ID shall only be used to match the name on the voter list with the name and photo on the ID.
- The voters must be residing in the State of Maryland. Individual who is a life member or applies for life membership at least sixty days prior to the election date shall be eligible for candidacy in election. Candidates for the election shall be nominated by two members, one nominating and another seconding the nomination. Any member who nominates or seconds one candidate for a post cannot nominate or second another candidate for the same post.
- A simple majority of the votes cast in the election shall elect the Candidate for the office. Where there is only one candidate for an officer or position, the candidate will be declared elected unopposed.

## Article X. Termination of position and filling of vacancies

An executive officer or a member of the Executive Committee will be terminated from his/her position by

- **Resignation**

Resignation must be submitted to the Executive Committee or the President.

- **Death**

An executive officer's position will be terminated immediately upon his/her death.

- **Unexcused absence**

An executive officer may be terminated from his/her position by a majority of the Executive Committee for his/her unexcused absences, despite being notified in time, without any acceptable reason(s) in three consecutive meetings of the Executive Committee.

- **Misconduct or criminal/unlawful action**

An executive officer will be removed from his/her position for misconduct or criminal/unlawful action(s).

- **Vote of no confidence**

Any officer of the Executive can also be removed from his/her position from vote of no confidence. The motion of vote of no confidence can be submitted by at least one fourth of the membership to the Executive Committee. Upon receiving such motion, the Executive Committee shall call a special meeting of the General Assembly giving at least 30 days' notice specifying the agenda. The officer will be removed from his/her post, if the motion is approved by a majority of the members present in the special meeting of the General Assembly.

- **Filling of vacancies**

In case of a vacancy of the position of the President before six months (180 days) of the regular election, the Senior Vice president will assume the responsibilities of the President until a special meeting of the General Assembly elects a new President. The special meeting of the General Assembly will be called within 60 days to elect a new President. For the election, the Senior Vice President will appoint an election committee. For other positions, The Executive

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Committee shall have the authority to appoint one of the life members to the vacant position until the next regular election.

#### **Article XI. Committees**

- Standing committees shall include membership, program, public relations, sports, and finance committees and are appointed by the Executive Committee.
- Special and ad hoc committees are appointed by the President with the approval of the Executive Committee.
- All committees shall report to the Executive Committee, as directed by the President.

#### **Article XII- Board of Trustee (BOT)**

XII.1 The BOT shall be responsible for the overall management of the BANA Resource Center including the protection, control and planning of the Resource Center's assets. The BOT shall also serve as a legal advisory body to the Executive Committee and shall engage in the activities that have long-term impact and sustainability of the Resource Center. Specifically, all the activities related to assets, investment and property of BANA and its Resource Center should be directly supervised by the BOT.

XII.2 The BOT shall have Seven Members including one Chairperson, one Vice Chairperson, one Secretary, and three members with their duties outlined as below.

##### **Chairperson:**

- S/he shall preside over all the regular meetings of the BOT and Trustee.
- Manage and promote BANA and Resource Center's long term (over one year) programs and activities.
- S/he shall be responsible for safekeeping of all fixed assets and investments.
- The Chairperson shall provide guidance as an advisor in any short-term policy formation and execution to the Executive Committee.

##### **Vice Chairperson:**

- S/he shall carry-out the duties of the Chairperson in the Chairperson's absence.
- Under the general supervision of the Chairperson, s/he shall formulate and execute plans that are related to fixed assets and investments of BANA and Resource Center.
- S/he shall review and provide guidance on the financial reports received from the Executive Committee prior to presenting in the BOT meetings.

##### **Secretary:**

- Secretary shall keep accurate records/minutes, accounts of BOT meetings and perform secretarial duties.

##### **Members:**

Three Board members elected from among the Trustees shall actively participate in the BOT meetings and perform the tasks assigned by the BOT.

##### **Invited Member:**

Residing President of the BANA Executive Committee will serve as invited BOT member and act as a liaison between the Executive Committee and the BOT. Invited Member's rights and responsibilities will be according to the Trustee's rights and responsibilities. Other invited members shall be appointed as per XII.10.

XII.3 BOT shall be nominated or elected from among the Trustees.

XII.4 BOT shall nominate a three-member Nomination/Election Committee two month prior to the end of the term of the BOT members. This Committee shall nominate the Board Members under the general guidelines of this bylaw. This Committee shall prepare its operating guidelines and nomination process without contradicting the main intent of this bylaw.

XII.5 The term of the BOT members shall be Five Years. For the first time, The Nomination or election of BOT should

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be done by the end of the December 2018.

XII.6 The BOT shall meet at least four times a year, on a quarterly basis, but can meet anytime if deemed necessary. Trustees general Meeting should be held at least twice a Year.

XII.7. General Powers: All the rights, powers, duties, and responsibilities related to the management and control of BANA and the Resource Center's property and capital investments are vested in the BOT. The BOT has the power to acquire and hold real estate and personal property as the BOT deems necessary for carrying out the objectives of BANA and the Resource Center. No real estate or personal property belonging shall be sold, unless specifically and previously approved by the BOT. General Powers should only be used for the benefit of BANA and the Resource Center. These powers exist to the BOT as a whole and not to an individual BOT. The BOT has a duty to exercise reasonable care and prudence in managing the affairs of BANA and the Resource Center. The BOT may make rules to conduct its meetings and other activities; however, any rules inconsistent with these bylaws shall be null and void.

XII.8. BOT shall assist the Executive Committee in conducting the general assembly each year and it should at least present:

Board of Trustee's Report and Yearly Financial Statements and Audit Reports in coordination with Executive Committee.

XII.9 Quorum: A simple majority will constitute quorum for the meetings of BOT.

XII.10 Special Power: Chairperson of the BOT can call a General Assembly (GA) meeting with written approval of simple majority of Trustee at any time of the year. The decision made by this GA meeting shall be binding to the BANA. Majority of the Trustee may appoint maximum of four invited members for Board of Trustees to make total of eleven.

XII.11 Removal of the Trustees: If found in violation of BANA's purpose or bylaws, any Trustees may be removed from office by the two-thirds majority of the Trustee members. But the member in question shall be given adequate opportunity to clarify and present his/her opinion before the decision.

### **Article XIII- Governance Structure**

XIII.1 The overall governance of BANA shall be vested in the voting members of BANA. Protection and control of the Assets and long-term planning shall be the special right and Obligation of the BOT.

XIII.2 Community Resource Center (CRC) shall be an integral part of the Association and its daily operation and function shall be responsibility of the Executive Committee according to the policy and Guidance of the BOT.

XIII.3 Executive Committee and Board of Trustees shall exercise their rights as defined by this Bylaws in a cooperative and coordinated manner.

### **Article XIV. Parliamentary Authority**

Robert's Rules of Order, Revised, shall govern all proceedings except where inconsistent with the provisions of the By-laws of the association.

### **Article XV. Amendments**

The General Assembly shall have the power to make, alter, amend, or repeal the By-laws of the association. General Assembly also has the authority to decide on the proposals by the Board of Trustees in reference to plan, protection,

and control of BANA or CRC's property.

#### **Article XVI. Liquidation or Dissolution**

The liquidation and dissolution of the Association may be decided upon by a two-thirds majority of those present and voting at the meeting of the General Assembly, provided that notice of the proposed dissolution or details of the proposed amendment shall have been circulated with the notice of the meeting. In the event of dissolution, any residual funds of the association shall be applied by the Board of Trustee and Executive Committee before vacating the office in furtherance of the association's aims, and no member shall have any claim on the association in respect to fees and subscription paid.

[Adopted by 2021 General Assembly, effective from February 1, 2022]

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## ARTICLES OF AMENDMENT

for a

MARYLAND NONSTOCK CORPORATION

(1)

(2) Baltimore Association of Nepalese in America (BANA)

a Maryland corporation, certifies to the State Department of Assessments and Taxation of Maryland that the charter of the corporation shall be and hereby is amended as follows:

(3)

Article V. Committees

Executive Committee

The Executive Committee shall consist of fifteen officers of the association including one President, one Senior Vice President, one Vice President, one General Secretary, one Secretary, one Treasurer, and nine board of directors.

(along with other changes made by general assembly)

This amendment of the charter of the corporation has been approved by

(4) the directors and members

The undersigned acknowledges that this is an act of the above-named corporation, and verifies, under the penalties for perjury, that the matters and facts stated herein, which require such verification, are true and accurate, to the best of his/her knowledge, information, and belief.

(5)

Kray - G. SECRETARY  
ATTESTED TO BY (signature/title)

(5)

Subodh Babu - PRESIDENT  
SIGNED BY (signature/title)

(6) Return address of filing party:

2906 Taylor Ave

Parkville MD 21234