

State of North Carolina
Mecklenburg County

AMENDMENTS OR REVISION OF THE BYLAWS FOR GREATER CHARLOTTE NEPALESE
ASSOCIATION (GCNA)

This AMENDMENT made this 11th day of January, 2023, By GCNA, a North Carolina non-profit association; and

WHEREAS, Greater Charlotte Nepalese Association (GCNA) is a non-profitable, non-political and secular organization established in Charlotte, North Carolina in 2009. GCNA has been officially registered in the State of North Carolina as an Organization described in the Internal Revenue Code Section 501 (c) (13.)

WHEREAS, in accordance with the provisions of Article X, Section 2.3 of the BYLAWS, the proposed amendments will be effective upon adoption of two-thirds of the general members. The amendment proposal will be sent via email to the general members. A minimum of 25% current due paying members must reply to the email of amendment proposal with approval of the proposed amendment. No reply to the email will go in the favor of proposed amendment/s.

NOW, THEREFORE, the BYLAWS for GCNA are amended as follows:

Article 2 is amended by:

Adding 'and **Nepali speaking**' to the **Section 2.2** as:

Promote social, cultural, educational, and sports activities of Nepalese **and Nepali speaking** in North Carolina and nearby states.

Article 3 is amended by:

-Adding below pre-requisite to the **Section 3.6.3** as:

Is a Lifetime member of GCNA

-Removing below statement from **Section 3.6.3**:

Has been a member for at least sixty (60) days immediately preceding the election.

-Adding **Section 3.6.21** as:

Formation of Advisory Board should be approved by the Committee Council Board members majority votes for the recommended advisors and the Advisory Board should be formed as per below guidelines:

Advisory Board member must be:

-Immediate Past President

-Community member who are in an occupational/organizational position and has experience in making decisions.

(Example- Past Executive officers at private/nonprofit organizations, doctors, present officer level executive members in the community, etc.)

-Community Member who possesses different but constructive opinions than GCNA principles. They can guide GCNA as a true critic to mend steps/decisions taken by GCNA in error.

-Advisory Board should consist of total of 5 members.

-Advisory Board validity shall terminate with the termination of current Committee Council Board.

-Adding Section **3.6.22** as:

-Subcommittees shall be formed by the decision of the Coordination Council as required.

Article 5 is amended by:

Article 5 is restated as below:

The Association shall have a membership fee. Membership fees shall be determined by the Council and will be updated via website and email. Renewal of membership is due on the last day of year of enrollment. Three (3) follow up emails after membership expiration will be communicated and failure to pay the due after 6 weeks of expiration shall Suspend all rights and privileges of the member.

Article 7 is amended by:

Adding 'video conferencing' to the **Section 7.2** and restating the statement as:

All participants in a General Body Meeting must be present in person **or video conferencing (zoom)**.

Article 8 is amended by:

Removing **Section 8.1** completely and replacing with below:

The Coordinating Council's term shall be for two years and their term shall expire by January 31st after election of a new Coordinating Council for the subsequent term. Election shall be held every 2 years on 2nd weekend Saturday of January. The handover of the tenure to new Coordinating council should be done on February 1st after the election.

Removing **Section 8.6** completely and restating as:

Existing members participating in election to vote should be active member of GCNA at the time of voting. New member should be active at least one week before the election. Members shall present a Photo ID to be eligible to vote in the in-person election and GCNA member ID along with Government issued Photo ID if voting online. Photo ID shall only be used to match the name on the voter list with name and photo on the ID.

Adding **Section 8.15** as:

Notice to Candidacy for election should be made public at least 30 days before the election date.

Restating **Section 8.10** as:

All individuals participating shall contest the election through secret ballot. Only members in good standing (active member) shall be eligible to vote.

Article 10 is amended by:

Restating Section 10.2 as:

Provided Three (3) calendar days' notice is received by CC members, the proposed amendment will be placed on the agenda of the next CC Board meeting.

Restating Section 10.3 as:

Such amendment will be effective upon adoption by two-thirds of the general members who will be notified via email about the amendment.

No reply to the amendment notification email shall be treated as approval of the amendment.

'Yes' response to the amendment notification email shall be treated as approval of the amendment.

General members are required to respond with the reason/comment when they want to disapprove the proposed amendment.

Except as specifically set forth herein, the remaining provisions of the BYLAWS shall remain in full force and effect.

This Amendments to the BYLAWS has been approved by at least two-third of the general members and shall be effective on the date of recordation of the approved amendments.

IN WITNESS WHEREOF, the Association, with the consent of at least two-third of the votes of general members, the approval of the majority of the Board, hereby amend the BYLAWS for the purposes expressed hereinabove.

A North Carolina Non-Profit Organization

By:

Chair- Bishwa Kharel

Vice Chair- Raju Bhandari

General Secretary – Bijay Dhungel

Treasurer- Sachin Parajuli

Board Members-

Hemanta Koirala

Jitendra Gautam

Krishna Gyawali

Prabesh Shrestha

Rina Tamrakar

Sharad Pokharel

Sujata Dhungel

Two Non-interested members name and signature

1. Name-
2. Name-

Greater Charlotte Nepalese Association (GCNA)

BY-LAWS



GREATER CHARLOTTE
NEPALESE ASSOCIATION

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ARTICLE: I
NAME

NAME: The name of this organization shall be “**Greater Charlotte Nepalese Association** and short name shall be “**(GCNA)**” (hereinafter called the “Association” or “**(GCNA)**”). It shall be a non-profit and social networking organization.

ARTICLE: II
PURPOSE

The primary purpose of this organization is to strengthen the community bonds and promote the welfare of Nepalese community in the Greater Charlotte Region and neighboring communities and/or states through various charitable and non-profit (social, cultural and educational) activities.

The general purpose of GCNA are:

- 1) Promote the welfare of all Nepalese living in Greater Charlotte Region and neighboring communities and/or states.
- 2) Promote social, cultural, educational, and sports activities of Nepalese living in North Carolina and nearby states.
- 3) Provide a forum to discuss various social, cultural and educational activities to empower Nepalese community.
- 4) Promote and foster relationship with different levels of government - local, state and federal.
- 5) Promote and deepen the relationship between its members and the Nepalese in Nepal.
- 6) Promote the relationship with other Nepalese organizations in the USA and all over the world.
- 7) Establish collaboration with educational institutions in USA and Nepal.

ARTICLE: III
COORDINATING COUNCIL AND DUTIES

1. There shall be a Coordinating Council (hereinafter called “the Council”) to execute the stated objectives of the Association.
2. The Council shall be elected by members of the GCNA Community as indicated in Article VIII.
3. The Council shall have the authority to select advisors, form and disband committees, subcommittees, task forces, or similar entities as may be deemed necessary and shall determine the functions and terms of their existence.
4. The Officers of the Council shall consist of the following, a total of 11 members:
 1. Chair (1)
 2. Vice Chair (1)
 3. General Secretary (1)
 4. Treasurer (1)
 5. Council Members (7)
5. The election of the Council shall be conducted as stated in these by-laws.
6. No person shall be eligible to hold office unless he or she:
 1. Has been a member in good standing
 2. Has attained the age of 18 years

3. Has been a member for at least sixty (60) days immediately preceding the election.
7. The term of the Officers (Chair, Vice-Chair, Secretary and Treasurer) of the Council shall be of no more than two consecutive terms.
8. In the event of the death or resignation of a duly elected Officer, the Council shall elect an Association member able and willing to fill the office so vacated until the next election of the Officers.
9. **CHAIR:** The duties and powers of the Chair are as follows:
 1. Preside at the meetings of the Council and run day-to-day operation and management of the Association;
 2. Provide overall leadership to the Association;
 3. Serve as a spokesperson of the Association on policy matters or designate another officer to serve in that capacity;
 4. Perform such other duties of the Association as the Council may delegate to the Chair;
 5. Recruit new members, run membership drives, and pursue fund raising activities;
 6. Coordinate with individual members, committees and task forces existing within the Association and with any other Nepalese organizations in North America for furthering the purposes of the Association as outlined in Article II above;
10. **VICE CHAIR:** The Vice Chair shall perform the duties of Chair in the absence or the resignation of the Chair until the next election.
11. **GENERAL SECRETARY:** The General Secretary shall record all the proceedings of the meetings of the Council. He or she shall distribute minutes of the meetings to the appropriate members within one month after the date of the meeting. He or she shall have custody of and maintain all permanent records of the Association other than financials. All records of the Association shall be available for inspection at any time and these shall be turned over to the new General Secretary within 30 days following the election.
12. **TREASURER:** The Treasurer shall be the custodian of all funds of the Association, shall maintain current membership records, bank accounts, receipts and disbursement of funds upon authorization by the Council and shall give complete and timely reports to the Council. The Treasurer shall prepare a financial statement for each Council meeting and a sufficiently detailed financial statement for the preparation of any annual reports or returns required by the Internal Revenue Service or any other governmental authorities. The funds, books, and other financial records of the Association shall be available for inspection at any time and these shall be turned over to the new Treasurer within 30 days following the election.
13. All Council officers shall regularly attend the Council meetings and shall take on specific tasks as assigned by the Council.
14. Once elected, an Officer of the Council shall serve for a full term except in the event of the person's death, resignation, removal, or recall or loss of membership to the Association.
15. Resignation, Termination, and Absences: Resignation from the Council must be in writing and received by the Chair. An officer shall be terminated from the Council due to excess absences, more than two unexcused absences from Council meetings in a year. A Council Officer may be removed for other reasons by a two-thirds vote of the General Body meeting. A minimum of 25% of current members must be present in the General Body meeting during such voting.
16. The Chair of Coordinating Council in consultation with CC members could appoint members from the GCNA to serve the remaining term of position opened due to Resignation or Termination of a CC member.
17. Notwithstanding any other provision of the Bylaws, persons serving on the Council may NOT be an interested person. For purposes of this section, an "interested person" means either:

1. Any brother, sister, father, mother, son, daughter or spouse of any member; or
 2. Any officers serving on other Councils or maintaining business interests that could constitute a conflict of interest.
18. The Officers shall not be personally liable for the debts, liabilities or other obligations of the corporation absent criminal violations.
19. No officer may serve in any capacity or vote on any issue unless membership is current.
20. Compensation of Officers: The Officers of the Council shall serve without compensation.

**ARTICLE: IV
MEMBERSHIP**

1. Eligibility for Membership: Membership in the Association shall be open to any person who supports the objectives of the Association as stated in the bylaws.
2. Membership: A GCNA member shall be any person who has attained to the age of eighteen (18) years who is not in default of dues and fees or under suspension, and is entitled to all the rights and privileges of membership.
3. Suspensions and Expulsion from Membership: A member may be suspended or expelled from membership for disorderly conduct in an Association event, malfeasance in office, conviction in a court of law for felony, misdemeanor, and other acts inimical to the image of the Association, but such power to suspend or expel shall be vested in the Council, which shall hear all the allegations about the alleged errant member. A member subject to suspension or expulsion may present his case before the Council, may not be represented by counsel, and has the right to confront his accusers. The decision of the Council is appealable to full membership body.

**ARTICLE: V
MEMBERSHIP DUES AND FEES**

1. The Association shall have membership fee. Membership fees shall be determined by the Council and will be updated via website or social media. Renewal of the membership is due every year on September 15. Failure to pay dues by November 30 of that year shall suspend the rights and privileges of the member.

**ARTICLE: VI
MEETINGS**

1. The Coordinating Council shall hold its meetings regularly as deemed necessary to conduct the business of the Association in a most effective manner. The Chair shall preside over the Council meetings.
2. The Council shall hold at least one General Membership meeting of the GCNA every year of all its members at an appropriate time, to transact the Association business such as, review the activities for the past year, receive and adopt amendments, if any, to the bylaws, consider any policy changes or new policies and transact any other business included in the agenda or allowed by the presiding officer at his or her discretion. The General Membership meeting shall be public but only the members (dues paying) shall have right to vote, speak, and provide inputs.

3. A minimum of 25% of current dues paying members may petition the Council to hold a Special General Body meeting. The Chair shall hold the General Body meeting within 30 days after receiving the petition.
4. The Coordinating Council shall select a chairperson from the pool of former Chairs and advisors to preside over the General Body Meeting. Every person attending such meeting shall be required to provide appropriate credentials issued by the Chair the person represents, if requested by the Secretary. Each member qualified to vote shall have only one vote, which shall be exercised by the member or, in the absence of the member, by his/her duly authorized representative. Such authorization must be in writing filed with the Council 30 days prior to appearance.
5. **Special meetings:** If for any reason, a meeting of the Coordinating Council is deemed necessary by the members and a representation to that effect is received by the Council, such a meeting shall be called by the Secretary within 30 days of the receipt of such a request. The Chair, with the consent of the Council, shall specify the place, date and time of yearly, special and other meetings of the Council.
6. **Extraordinary/Emergency meetings:** The Chair may call an extraordinary/ emergency meeting at any time if such meeting is necessary.
7. **Notice of Meetings:** Any meeting or meetings shall be called upon no less than 14 days written notice, except for any Extraordinary/Emergency meetings which will be called upon by Chair of Coordinating Council as deemed necessary.
8. **Venue:** Meetings shall be held at such times and places as the Chair may, from time to time, decide with advice and consent of the Council.
9. **Conduct of Meetings:** The order of business at meetings shall be determined by the Chair. All regular meetings of the Council shall be public but only the members (dues paying) shall have right to speak and provide inputs. The extraordinary/emergency meetings can be closed as deemed necessary by the Chair.
10. **Agenda for Meetings:** The agenda for each regular Council meeting shall be assembled by the Chair or Secretary as designated. Any member may transmit material and recommend guests for inclusion on the agenda. Such material shall be submitted no later than 10 calendar days prior to the meeting. The Chair shall distribute the agenda to the members or the officers no later than 5 calendar days prior to the date of the meeting. Additional items may be placed on the agenda or items may be removed from the agenda at a regular meeting by a majority vote of the members present.
11. **Decision:** The decisions of the Council shall be made by a majority (one more than half the Council members) except when otherwise designated in these by-laws.
12. **Motion to Reconsider:** A motion to reconsider may be made at the same meeting at which the vote was taken or a subsequent meeting by any member who did cast a vote.

ARTICLE: VII

QUORUM

1. In the case of the Council meetings, greater than 50% of its membership present constitutes the quorum. The Officers of the Council may participate in a meeting via conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.
2. In the case of the General Body meeting, 25% of the membership of the Association present constitutes the quorum. All participants in a General Body meeting must be present in-person.

**ARTICLE: VIII
ELECTIONS**

1. The Coordinating Council's term shall be for two years and their term shall expire by April 30th after election of a new Coordinating Council for the consequent term. Election shall be held every 2 years around the time of Nepali New Year.
2. Election for the Coordinating Council shall be held in a fair and all inclusive manner using every available method that is practical at the time of the election to encourage a greater participation from the members.
3. The Chair shall, in consultation with the Coordinating Council, set a date for election at least two weeks prior to the end of the term of the then Coordinating Council.
4. The Chair shall, in consultation with the Coordinating Council, nominate three-member Election Committee comprising of membership at large, at least two weeks prior to the election date. The Chair shall appoint one of the members of this Election Committee to chair the Election Committee. Members of the Election Committee shall not be eligible to file their candidacy for Coordinating Council.
5. The Election Committee shall invite nominations from the GCNA Community for the positions of Chair, Vice Chairs, General Secretary, Treasurer, and Council Members.
6. Individuals who are 18 years of age or older who apply for new membership or renew their membership 30 days prior to the election date by paying a membership fee shall be eligible to vote in the election. Members shall present a photo ID to be eligible to vote in the election. Photo ID shall only be used to match the name on the voter list with the name and photo on the ID.
7. Candidacy for election must be filed at least 2 weeks prior to the election date.
8. Candidacy for election shall be nominated by two GCNA members; one nominating and another one seconding the nomination. Candidates nominated must consent to their nomination before nomination is filed.
9. Members wishing to file for candidacy for election must be a GCNA member and reside for at least 6 months in the Greater Charlotte Region, loosely defined as area nearby Charlotte metro-area and includes adjacent cities in North and South Carolina.
10. All persons nominated shall contest the election through the secret ballot. Only the dues paying members in good standing who have become members for at least sixty (30) days immediately preceding the election shall be eligible to vote.
11. The person receiving the majority votes for a designated position shall be declared elected.
12. The Election Committee Chairman shall certify the election and declare the results.
13. If the election could not be held due to an unforeseen reason(s), the current Council shall continue for up to 90 days during which an election be held to elect the new officers of the Council.
14. The Election Committee shall be dismissed once the new Coordinating Council of GCNA is elected.

**ARTICLE: IX
ACCOUNTS, CONTRACTS, LOANS, CHECKS, AND GIFTS**

- 1. Account and Audits.**

The GCNA Coordinating Council shall open a bank account that will be maintained by the President and the Treasurer. Signatures of both the President and the Treasurer will be required for any withdrawal. Council Members shall form a sub-committee to audit the financial records of GCNA, as needed or annually at the Council's discretion.

2. Contracts.

The Coordinating Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of GCNA, and such authority may be general or confined to specific instances.

3. Loans.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Coordinating Council. Such authority may be general or confined to specific instances.

4. Checks and Drafts.

All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Coordinating Council. In the absence of such resolution, such instruments shall be signed by the Treasurer and countersigned by the Chair or Vice Chairs of the corporation.

5. Gifts.

The Coordinating Council may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the corporation.

**ARTICLE: X
AMENDMENTS**

1. Adoption of by-laws.

These by-laws shall become effective upon adoption by two-thirds of the members attending the General Body meeting. A minimum of 25% current due paying members must be present in the General Body meeting.

2. Amendments.

Any proposed amendment to these by-laws may be submitted in writing to the Council over the signatures of two non-interested members. The following process shall apply:

1. The Chair shall cause a copy of the proposed amendment to be circulated to all the members.
2. Providing seven (7) calendar days' notice is received, the proposed amendment will be placed on the agenda of the next duly constituted General Body meeting of the Association.
3. Such amendment will be effective upon adoption by two-thirds of the members attending the General Body meeting. A minimum of 25% current due paying members must be present in the General Body meeting.

**ARTICLE: XI
NON- PROFIT STATUS**

The organization is organized exclusively for charitable, religious, education, and/or scientific purposes under section 501 (c) (3) of the Internal revenue Code. No substantial part of the activities of the organization shall participate in, or intervene in (including the publishing or distribution of statements)

any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The creation, operation and dissolution of nonprofit corporations are governed by the provisions of Chapter 55A of the North Carolina General Statutes (N.C.G.S). A “nonprofit corporation” is a corporation intended to have no income or intended to have income none of which is distributable to its members, directors, or officers as defined in N.C.G.S. § 55A-1- 40(17).

ARTICLE XII DISSOLUTION

Dissolution of the Association may be decided by the two-thirds (2/3) majority of the voting members of the General Body. The property of this corporation is irrevocably dedicated to the purposes mentioned in ARTICLE II, PURPOSE, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private individual, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.