

# **Nepali American Community Center (NACC)**



## **NACC BYLAWS FIFTH AMENDMENT**

**ADOPTED BY THE SPECIAL GENERAL MEETING**

**ON JANUARY 2023**

## **PREAMBLE:**

Nepali American Community Center (“NACC”) is a not-for-profit and tax-exempt 501(c)(3) corporation founded in Northern Virginia in 2019 by the Washington, DC, Metropolitan community members, institutions, and friends around the world. NACC is organized and operated exclusively to promote cultural, social, religious, charitable, literary, amateur sports, health, and educational activities for the benefit of the community.

The vision of NACC is to unite the Nepali communities to preserve and promote Nepali identity, cultural heritage, languages, traditions, norms, values, and manners through the organization for generations making the Nepali community a tangible presence in the American mainstream society.

The mission of NACC is to establish a Nepali-American Community Center that represents, celebrates, promotes, preserves strengthen, and transmits the rich and diverse cultural heritage of Nepal among all generations of people of Nepali origin living in North America (Nepali Americans) and among all friends of Nepal so as to enable all to cultivate and maintain a vibrant, positive and organic connection between Nepal and the United States of America.

## **ARTICLE 1: ORGANIZATION**

The name of the corporation shall be Nepali American Community Center (hereafter the “NACC”). NACC shall have its own logo. NACC is a non-political, secular, and non-profit corporation.

The NACC shall not discriminate on the basis of race, caste, color, religion, national origin, gender, sex, sexual orientation, age, disability (physical or mental), genetic information, or parental status.

## **ARTICLE 2: OBJECTIVES**

1. Preserve and promote Nepali identity, cultural heritage, languages, traditions, norms, values, and manners through the organization.
2. Build, maintain and operate Nepali American Community Center consisting of a community center building, memorabilia establishments as well as the temple, places of worship and facilitate social, educational, literary, sports, cultural, ritual, spiritual, and charitable activities.

## **ARTICLE 3: MEMBERSHIP**

Membership shall be open to all individuals and organizations with Nepali backgrounds or friends of Nepal residing in or outside of the USA, who have a desire to support the Nepali Community and with the purposes of NACC. Interested parties may become members of NACC upon completion of a Membership Application and paying the annual dues as determined by NACC, and in accordance with the terms established by NACC for the members under the age of 18 years, a parent or legal guardian shall authorize the membership. Such interested parties shall be individuals, families, or organizations who obey/respect the law of the land. Membership in NACC shall consist of the following:

### **Types:**

1. Annual Member (Individual): annual membership dues are US\$100.00 per person.
2. Life Member: Minimum contribution US\$1,000.00.

3. Trustee Member: minimum contribution of US\$ 4,000.00
4. Benefactor Member: minimum contribution of US\$12,000.00
5. Platinum Member: minimum contribution of US\$ 20,000.00
6. Patron Member: minimum contribution is US\$ 40,000.00.
7. Institutional Life Member: minimum contribution is \$ 1,000.00.

The current discounted membership rate will be in place until the inauguration day of the NACC building. After that day, the membership fee for each category will go up by 25%, except for the annual membership.

### **Provisions:**

1. Minimum contribution required to become Institutional Life, Institutional Trustee, Institutional Benefactor, Institutional Platinum, Institutional Patron member shall be the same as the non-institutional members.
2. A member is considered to be a Founding Member if he or she contributes a total amount of minimum \$1,000.00 of the total amount required by the membership category by June 30, 2022. The Founding Membership option shall not be available after June 30, 2022.
3. Except for Annual Member and Institutional Member, the membership automatically extends to the legal spouse. In the event of annulment of marriage, both parties will continue to be life members with no automatic life membership of future spouses.
4. The annual General Meeting can amend the membership fees with the vote of a two-thirds majority.
5. The responsibilities, privileges, and member benefits associated with each membership type shall be as determined by the joint meeting of the BOT and EC with the vote of a two-thirds majority. During such decision, the joint meeting shall consider the overall well-being of the NACC and its members.
6. Annual membership dues: one year shall be deemed to cover the period of July 1 to June 30 of the following calendar year. Membership records shall be updated and published during the NACC anniversary.
7. Annual Members shall be considered as the Active Members of NACC when such members pay their annual membership dues. All other membership categories either fully paid or with payment arrangement in good standing as determined by the Joint Meeting shall be considered as active members. Only an Active Member in good standing by January 31st of the year shall have voting rights.
8. An organization registered as 501(c)(3) or a private company can become an Institutional member. NACC shall not be liable for any financial obligations of such organization except an obligation created by a specific contract signed between such organization and NACC. Each institutional member shall have two votes. The member institutions must inform NACC of their voting delegates on or before January 31st of the election year.

9. Trustee, Benefactor, Platinum, and Patron members are termed “Trustees” hereafter in these bylaws.

10. All memberships except the annual and institutional membership shall be transferable one time to one immediate family member and their spouse if the members are deceased and the transfer is requested. This provision shall be valid within the first ten (10) years of the establishment of NACC. No fractional transfers are permitted, and no membership fees are refundable.

11. The legal spouse of all members except the Annual Members shall be regarded as a member and shall have equal membership rights. Annual members are considered individual members for all membership rights.

#### **ARTICLE 4: ORGANIZATIONAL STRUCTURE**

NACC shall have an organizational structure as follows:

**Board of Trustees (BOT)**- Following eleven (11) BOT positions will be filled by direct election:

1. Chairperson (1)
2. Vice-Chairperson (1) - Female
3. Secretary (1)
4. Members (8) at least 2 Female
5. Executive Committee President (Non-voting member)

**Executive Committee (EC)** - Following eleven (11) EC positions shall be filled by direct election:

1. President (1)
2. Vice President (1)
3. Vice President (1) – Female
4. General Secretary (1)
5. Secretary (1)
6. Treasurer (1)
7. Deputy Treasurer (1)
8. Executive Members (4) at least 2 Female
9. Immediate Past President (Non-voting member)
10. Chair of the BOT (Non-voting member)

**Advisory Board:** The Advisory Board will be enacted by the adoption of this bylaws, according to Article 16, consisting of all patron members excluding those who are in BOT and EC. The Advisory Board shall consist of one representative from each membership category including an institutional member nominated by a joint meeting of EC and BOT. The advisory board shall elect its Chair from the first meeting for the term of three years. Each NACC Patron member will serve on the

advisory board as long as they remain Patrons of NACC. The term of nominated members of the advisory board shall be of three years. One representative of the advisory board can participate as a nonvoting member in the meetings of BOT and EC following the participation guidelines. EC and BOT shall invite Advisory Board representation to their meetings. Advisory Board shall advise NACC in various areas including ideation advice to BOT and EC as deemed necessary. In the event of the nonexistence of the BOT and EC committees for any reason(s), the Advisory Board will assume both EC and BOT responsibility for a maximum of 90 days. The board must hold an election for both BOT and EC within 60 days and hand over the responsibilities to the respective bodies.

#### **1. SUB-COMMITTEES UNDER EXECUTIVE COMMITTEE:**

**a. Finance Committee:** The joint meeting of EC and BOT shall form a finance committee of 5 members (including the Treasurer and /or deputy treasurer a chair) under the supervision of the Executive Committee. The Treasurer shall chair the Finance Committee and the deputy treasurer shall serve as secretary of the Finance Committee. The Finance Committee shall be responsible to develop, review and update financial management policies of the NACC; providing policy guidance that includes federal, state, and local tax and financial management compliances to the EC; and also monitoring and supervising on keeping up-to-date NACC accounting, financial management systems to ensure transparency and accountability, and tax records, tax compliance, and federal, state, and local registration compliances.

The executive Committee can form sub-committees as needed to operate NACC's day-to-day business and to fulfill NACC's mission, vision, and objectives.

#### **2. SUB-COMMITTEES UNDER BOARD OF TRUSTEES**

**a. Election Committee:** The joint meeting of BOT and EC shall form an election committee of up to 5 members by including NACC members that are not in NACC EC, BOT, and Advisory Board. The joint meeting of EC and BOT shall appoint the chair as well as three other members and the Chair shall fill the fifth member of this commission. The Committee must be announced at least 90 days prior to the election. The election commission term should be valid until whichever is later: 30 days after the election or any election disputes are resolved. The EC must ensure fair election practices, including fair competition, and voting rights of each eligible member of the NACC.

**b. Legal Committee:** A Joint meeting of EC and BOT shall form a committee of 5 members (including a Chair) from NACC members to work on behalf of NACC to provide policy guidance on legal issues, regulatory compliance, and to receive any member's complaints and make recommendations for proper action.

**c. Audit Committee:** The BOT shall establish an Audit Committee of NACC for, (i) overseeing the audit, accounting procedures, tax compliances, and financial record management activities of NACC, (ii) reviewing and recommending standard procedures of NACC as an organization under IRS code 501(c) (3), (iii) reviewing and recommending on tax and other legal and audit-related issues including NACC's registration and good standing, (iv) providing recommendations to NACC's treasurer for maintaining bookkeeping of NACC; (v) The Audit Committee shall comprise of up to seven members which shall include four members selected by the BOT from among the BOT members and three members elected or selected from among Annual Members, Life

Members, Founding, Members, and Trustees. The BOT is highly encouraged to nominate at least one financial and audit expert among the four nominated Audit Committee members. The election of the three members of the Audit Committee shall be conducted at the same time as that of the BOT. The term of the Audit Committee shall be the same as that of the BOT. The Audit Committee will elect its own Chair in its first meeting by a majority vote. An independent auditor shall be appointed by the Audit Committee in consultation with the BOT for the audit of NACC's annual financial statements and operations and financial compliance so that such audit may improve its overall financial compliance.

**d. Operation Oversight Committee:** A joint meeting of the BOT and EC shall form a committee of five members (including a coordinator) from any NACC member Trustees' roster to monitor and oversee NACC overall operations and activities.

The Committees named in the Bylaws Article 4 shall be formed by the first meeting of the applicable bodies. However, positions in these committees may be filled at a later date if an appropriate candidate could not be identified as defined above, by the entire NACC membership if approved by the joint meeting of the BOT and EC.

All committees shall make their standard operating procedures and guidelines to run the committee activities. The guidelines and procedures shall be prepared following federal and state law and complying with the NACC article of incorporation. The guidelines and procedures shall be approved by a majority vote of EC and BOT.

## **ARTICLE 5: MEETINGS**

**1. BOT Meetings** - NACC BOT shall have a minimum of four meetings in a year. EC members may be invited to the BOT Committee meetings; however, the EC members shall not have voting privileges. A minimum of 51% of the BOT members shall constitute a quorum for BOT meetings.

**2. Executive Committee Meetings** - Executive Committee shall hold a monthly meeting with at least 12 meetings in a year. BOT members may be invited to the Executive Committee meeting however, the BOT members shall not have voting privileges. A minimum of 51% of the Executive Committee members shall constitute a quorum.

**3. Joint EC and BOT Meetings** - A joint meeting of the BOT and EC may be called by either BOT Secretary or EC General Secretary as required. The quorum for joint BOT and EC meetings shall be 51% of BOT and 51% of EC, respectively.

**4. Advisory Board Meeting:** - Advisory board meetings will be held twice a year and will be called by the board chair.

### **5. Conduct of the Meetings and Approval of a Motion or Proposal –**

The BOT meetings, EC meetings, joint EC and BOT meetings, annual and special meetings, and general meetings shall follow the leading practices which shall be further clarified in the NACC policies and procedures. A proposal or a motion is considered approved in the BOT meeting, EC meeting, a joint meeting of the EC and BOT special meeting, annual meeting, and annual general meeting if that is approved by a simple majority vote of the members of the respective bodies,

present and voting for such motion or proposal unless explicitly provided otherwise in these Bylaws or the laws of the land.

(a) Notices for the BOT, EC, and joint BOT and EC meetings shall be provided at least 72 hours prior to the meeting. However, when all members of the BOT, EC, or the joint meeting of the EC and BOT are present, the 72-hours notice shall not apply. The Secretary of the BOT and the General Secretary of the EC are responsible for calling the meetings of the respective bodies in consultation with the Chairperson and/or President of the NACC in a timely manner. In the event they fail to call the meetings in a timely manner, any member of the BOT or EC may call the meeting of the respective bodies. The annual, special, and Annual General Meetings shall be called by the General Secretary of the EC.

(b) Special Meetings of the BOT or EC may be called at any time by 25% of the members of the respective body. In the case of a special meeting of the joint BOT and EC, 25% of the members of each body must agree to call the joint meeting. The BOT Secretary or the EC General Secretary must immediately call the meeting once 25% of members notify of their intention to call the special meeting. If the BOT Secretary or the EC General Secretary fails to call the meeting within 24 hours of being notified by 25% of the members, any member of the BOT or EC may call the special meeting. All other provisions of the Bylaws including the requirement for a minimum of 72 hours notice to the members of the respective bodies shall be applicable for such meetings.

#### **5. Annual General Meeting and Special General Meeting –**

The Executive Committee shall call an annual general meeting (AGM) in the second week of June every year. The NACC anniversary day shall be celebrated each year concurrently with the annual general meeting (AGM). Any annual or special general meeting (SGM), represents a meeting of Annual Members, Life Members, Founding Members, and Trustees. Those meetings shall be called by the decision of the joint meeting of the EC and BOT. The special general meeting shall also be called by the written request of 25% of all members at any time. All Annual Members, Life Members, Founding Members, and Trustees shall be duly notified of any annual or special general meetings. The Annual Members, Life Members, Founding Members, and Trustees are responsible for providing an up-to-date and reliable email address to NACC for the purposes of receiving meeting notices and other important communications from NACC. Notices of the annual general meeting shall be sent to all Annual Members, Life Members, Founding Members, and Trustees at least 30 calendar days prior to the meeting. Notices of special general meetings shall be sent to the Annual Members, Life Members, Founding Members, and Trustees at least 15 calendar days prior to the meeting with the purpose of the meeting clearly stated. In addition to the electronic mail sent to the Annual Members, Life Members, Founding Members, and Trustees, the notice of the annual and special meetings, and general meetings shall also be prominently displayed on the home page of the official website, official electronic media, and apps. No other matters shall be transacted at the special general meeting except for what was communicated to the Members in the meeting notice. An annual or special general meeting duly called with proper notice to all members shall be considered to have met the quorum requirement irrespective of the number of members in attendance except as otherwise required by the law of the land.

## **6. Emergency Meetings -**

The emergency meetings of the BOT or EC and the joint EC and BOT bodies may be called without the 72-hours notice required as stated elsewhere in these Bylaws when such meeting is required to prevent, manage, mitigate, or remediate any damage, destruction, or any event unfavorable to NACC and the community it serves, provided such damage may be the loss of life or damage or potential damage to NACC property in excess of \$5,000 or such amount that is considered significant to the community. The quorum for emergency meetings shall be 33% of the body of which the meeting is being called. All other requirements for such meetings still apply as if they were regular meetings of the BOT, EC, or the joint BOT and EC. The first order of business for such meetings shall be to determine and approve the emergency definition and designation of the meeting. If such designation for the meeting is not approved, the meeting shall adjourn without conducting any other business.

## **7. Attending BOT, EC, and Joint Committee Meetings by NACC Members**

For transparency and accountability purposes, the BOT and EC should publicize the schedule of its regular and emergency meetings to the NACC members. The BOT and EC may allow up to 5 NACC members to attend such meetings as observers on a first come first serve basis without voting rights and with a specific limit on speaking time. Such attendees must have signed applicable non-disclosure agreements and have satisfied other requirements prior to attending the meeting.

**8. Meeting Format:** The format of any committee meeting may be in-person or electronic as decided by the body authorized for calling the meeting.

## **ARTICLE 6: TERMS and ELECTIONS**

**1.** An election shall be held for the positions of the Board of Trustees at every three (3) years and Executive Committee at every two (2) years, coinciding with the NACC anniversary time.

**2.** Elected Board of Trustees (BOTs) shall have three (3) years term and Executive Committee (EC) shall have two (2) years term to serve at NACC. No candidates shall serve more than two consecutive terms in the same position.

**3.** An Election commission appointed in accordance with Article 4 must conduct a free and fair NACC election by election year June 22<sup>nd</sup>. Once appointed, the Election Commission shall prepare policies and procedures, timelines, code of conduct, and conduct election-related activities in a transparent manner to earn and foster public trust in the free and fair elections process.

**4.** The newly elected officers shall assume their positions from July 1st will allow more than a week for the preceding officers to orderly transition their portfolios. The outgoing EC and BOT is responsible for proper training, and handover of all NACC knowledge, properties, technology, program, financial records, and all other tangible and intangible items in its custody, to the incoming BOT and EC. Such handover must be completed within 7 calendar days of the AGM or the announcement of the election results, or June 30th, whichever is later.

**5.** Active Annual Members, Founding Members, Life Members and Trustees shall cast their secret ballots in the designated voting time and method provided by the election commission.



- a. Election Commission member shall not be a candidate and not be personally interested in the position voted upon.
  - b. Election Commission members shall not campaign for any candidate.
  - c. Members under the age of 18 shall not have voting rights.
  - d. Life Members, Trustees, Benefactors, Platinum, Patrons, and their legal spouse shall have their voting rights to elect the NACC Executive Committee's officers. Annual Members shall have one vote for one membership.
  - g. Candidate for the President of the Executive Committee must be the Life member or above membership category. Annual members will be eligible to run elections for all other EC positions.
6. Notwithstanding articles 6.1 and 6.2 above, the Executive Committee and the Board of Trustees that started the construction of the building shall continue to serve in their positions until the completion of the Construction Period. They shall hand over the responsibilities and transition the operation to the elected officers in the regular Annual General Meeting or at the End of the Construction Period whichever comes first. The Construction Period is defined as the NACC building construction period from the start of the construction to the End of Construction including the temple and community center as well as receiving occupancy permits for both. The End of Construction is defined as the date 90 calendar days after the date the Occupancy Permit is received from Prince William County.

**Election Disputes:** Any NACC member may challenge election results by submitting a written complaint within three business days along with five supporting NACC members' signatures. The Election Commission shall invite the disputing parties and establish an arbitration body within three business days by including up to three representatives chosen by each party in the dispute and perform necessary procedures including recounting the votes cast, recertification of the votes cast, investigating any voter fraud, information technology, and access fraud, or any other irregularities. If the matter is still unresolved within five business days after the formation of the arbitration body, the party in dispute may submit the complaint with the BOT which shall retain legal counsel with the assistance of the Legal Committee. If the BOT is unable to resolve the dispute within seven business days of receiving the complaint, the disputing party may file a legal challenge in accordance with the laws of the land.

#### **ARTICLE 7: VOTING**

To be eligible for voting, the Annual Member must be an active member of NACC (in good standing) by January 31st of the year in which the election is to be held. Life Members and Trustees either fully paid or with payment arrangement in good standing as determined by the Joint Meeting shall have voting right. Only the trustees are eligible to vote for and stand in the election for the BOT positions whereas all NACC Annual Members, Life Members, and Trustees are eligible to vote for EC and Audit Committee election. Upon the conclusion of votes by ballot, the Election Commissioner shall declare the winning names of elected officials and certify the results in writing to the BOT and EC to hand over the responsibilities to the newly elected body.

## **ARTICLE 8: BOARD OF TRUSTEES (BOT)**

At least one of the Members of NACC BOT must be a resident of DC, Maryland, or Virginia, and shall be a permanent resident of the United States of America. Board of Trustees will be comprised of Trustee Members, Benefactor Members, Platinum Members, and Patron Members.

BOT shall have the following eleven (11) elected positions:

1. Chairperson (1)
2. Vice-Chairperson (1) – Female
3. Secretary (1)
4. Members (8) at least 2 Female
5. Executive Committee President (non-voting member)

a. All of the above positions of BOT shall be elected from the Trustees roster of NACC. The Chairperson shall preside over all the meetings of BOT. Vice-Chairperson shall assist the Chairperson, preside the meeting in absence of the Chairperson.

b. NACC BOT shall serve not more than two terms (Three years term) in the same position. The chairperson shall be elected through a simple majority (or by consensus) out of trustees from the NACC's Trustees roster. It will be encouraged to elect the Chairperson of the BOT based on the ability to collect and mobilize more resources for the best interest of NACC.

c. BOT shall have the general leadership and supervisory role of NACC. BOT shall primarily work as a watchdog of NACC and have other tasks on the formulation of policies and other broader aspects of its objectives and bylaws to strengthen the social values of the community at large.

The Executive Committee shall manage and maintain the NACC's real estate property and other forms of properties. Sale and purchases of real estate properties shall require approval of a two-thirds (or 67%) majority vote of the joint meeting of NACC BOT and EC before presenting and approving the proposal by the annual meeting, special meeting, or an annual general meeting for authorization. Once approved by the joint meeting with a two-thirds (or 67%) majority, sales and purchases of real estate property of NACC shall be authorized at the annual meeting, special meeting, or an annual general meeting called in accordance with Article 5 of the Bylaws by a simple majority of those present and voting on the proposal where a quorum is present. Sales and purchases of other properties shall be in accordance with limits set forth for expenditures in Article 13 and may not require the approval of the annual or special meeting or of the annual general meeting.

A Three-Fourth (75%) majority of NACC's BOT shall have supervisory authority to review and provide direction for revision of any such decisions made by the Executive committee and other NACC's affiliates for the best interest of NACC.

The Chairperson of the NACC BOT may resign by giving notice in writing to the Board of Trustees. If the Chairperson position is vacated for any reason, the Vice-Chairperson shall serve as Chairperson for the remaining time of the term. The vacant position of the Vice-Chairperson or any member of BOT shall be filled in from the Trustees roster of NACC by the joint meeting of EC and BOT. The joint meeting shall consider nominating someone who represents the broader

community when filling such vacancies. Any conflict or serious issues which is not resolved by a joint meeting may seek legal consultation with Legal Committee. If the Legal committee is unable to resolve such issues within the legal framework of NACC, that unresolved issue shall be presented to NACC AGM.

In the event of the nonexistence of the BOT committee for any reason, EC shall establish an election commission to institute the vacant executive committee within 45 days from the vacant day. Until the new BOT resumes EC shall assume BOT responsibilities.

In the event of the nonexistence of the BOT and EC committees for any reason(s), the Advisory Board will assume both EC and BOT responsibility for a maximum of 90 days. The board must hold an election for both BOT and EC within 60 days and hand over the responsibilities to the respective bodies.

#### **ARTICLE 9: EXECUTIVE COMMITTEE**

Executive Committee shall exercise its powers except for the power to. (i) suspend a member, (ii) Decide to permanently suspend the operations of NACC; (iii) approve the annual budget and programs of NACC submitted during the general meeting, (v) approve proposed amendments to these Bylaws, and (vi) decide to sell and purchase real estate property of NACC.

Executive Committee shall execute and carry out the NACC operations, administrative affairs, and routine management responsibilities. The Executive Committee shall consist of President, Vice-President, General Secretary, Secretary, Treasurer, and other professional managers as needed as NACC grows. Those officers shall be elected among the members of NACC. The Executive Committee shall be responsible for the conduct of the operations of NACC and shall have overall control in management affairs and business of NACC. For this purpose, the Executive Committee shall exercise all the powers given to it by these Bylaws. A 51% attendance of the Executive Committee shall be a quorum of its regular meeting. If the meeting is adjourned due to the insufficient quorum, the next meeting shall be held with one-third of the Executive Committee. The Executive Committee's regular meeting shall be held at least 9 times a year.

The Executive Committee shall have the power to form and terminate various operating committees and/or appoint managers as needed for efficient operation of NACC such as parking and traffic, cultural activities, children's activities, yoga, meditation, Satsang, cultural discourse, language education, music and dance education, senior citizen activities, engineering plans and design, construction activities and so on. These committees must be headed by NACC members only. The EC shall provide a notice of the formation and termination of such committees to the BOT.

Election of the Executive Committee members shall be held every two years. No Officers shall serve more than two (2) consecutive terms in the same position. All the committee chairs shall be the statutory members of the Executive Committee.

Only elected EC members will have voting rights at the EC meetings. These members are as below:

1. President (1)
2. Vice President (1)

3. Vice President (1) – Female
4. General Secretary (1)
5. Secretary (1)
6. Treasurer (1)
7. Joint-Treasurer (1)
8. Executive Members (4) at least 2 Female
9. Immediate Past President (Non-voting member)
10. Chairperson of BOT (Non-voting member)

**The President** shall preside at all the meetings of the Executive Committee and shall have general leadership of NACC activities. The President shall (a) perform such duties and have such powers as the BOT may delegate, (b) submit an annual report of NACC activities to the BOT and at the General meeting during NACC’s anniversary celebration, (c) run the NACC activities as guided by its bylaws, (d) ensure that all books, reports, and certificates required by law are properly kept or filed, and (e) co-sign the checks or drafts of NACC. The President will also attend BOT meetings and submit a report of the executive committee. He/she will be a non-voting BOT meeting attendee. The President shall be the point person for establishing and maintaining relationships with other organizations and fundraising activities.

**The Vice President** shall, in the absence or inability of the President to exercise his office, become acting President of NACC with all the rights, privileges, and powers inherent to a duly elected Chair. In addition, the Vice President shall be responsible for supporting the President, coordinating with other officials, and overseeing regular activities and administrative work in the NACC. At least one Vice President shall co-sign the checks or drafts of NACC.

**The General Secretary** shall keep at such place as the NACC Executive Committee may direct, a book of minutes of all meetings and actions of the NACC. The General Secretary shall be responsible for (i) conducting all meetings of NACC Executive Committee, (ii) recording the proceedings of such meeting and performing such duties as the Executive Committee may advise, (iii) filing any certificate required by any statute, Federal or State, (iv) giving and serving all notices to members of NACC, (v) acting as the official custodian of the records and seal of NACC, (vi) presenting to the Executive Committee meetings any communication addressed to him/her as Secretary of NACC, (vii) attending to all correspondence of NACC, (viii) exercising all duties incidental to the office of General Secretary; and (ix) sharing EC meeting schedule and its minutes with all members of NACC BOT, Executive Committee, Managers, the Audit Committee and Legal Counsel (Legal Committee) of NACC.

**The Secretary** shall, in the absence or inability of the General Secretary to exercise his office, become acting General Secretary of NACC with all the rights, privileges, and powers inherent to a duly elected General Secretary. In addition, the Secretary shall be responsible for supporting the General Secretary, coordinating with other officials, and overseeing regular activities and administrative work in the NACC.

**The Treasurer** shall have the care and custody of all monies and/or securities of NACC. In that capacity the Treasurer shall be responsible for, (i) paying all bills upon authorization of the NACC Executive Committee; (ii) maintaining adequate books of account and a record of all monies received and disbursed by NACC, and preparing periodic financial reports; (iii) maintaining an up-to-date roster of the membership of NACC, (iv) causing to be deposited all NACC funds into a regular business bank or trust account, (v) co-signing checks or drafts of NACC, (vi) rendering, at stated periods, as the Executive Committee shall determine a written account of the finances of NACC; and (vii) exercising all duties incidental to the Office of Treasurer. The Treasurer may establish a sub-committee with the permission of the Executive Committee to get help for maintaining the standard procedure of bookkeeping.

**The Vice-Treasurer** shall in the absence or inability of the treasurer to exercise his/her office become acting treasurer. In addition, the joint treasurer shall be responsible for supporting regular activities and accounting/financial work in the NACC.

The President of the NACC EC may resign by giving notice in writing to the BOT. Upon approval of the resignation or if the President position was vacated for any reason, the Vice President shall serve as President for the remaining time of the term. The vacant position of the Vice President or any member of EC shall be filled in from the NACC membership roster by the joint meeting of EC and BOT.

In the event of the nonexistence of EC committee for any reason, BOT shall establish an election commission to institute the vacant executive committee within 45 days from the vacant day. Until the new EC resumes BOT shall assume EC responsibilities.

Ignorance of organization rules shall not be an acceptable excuse for violation. If any member intentionally does any kind of harm and negative activities against NACC or any member who does any kind of such activities shall be punished under the state and/or federal law. Any kind of serious violation will be immediately determined by the EC committee with the help of the legal committee and appropriate action shall be taken.

#### **ARTICLE 10: COMMITTEES**

A joint meeting of NACC BOT and EC, or the BOT or EC on their own may establish additional committees for a clearly defined purpose as required. No single member shall have a dual position in both Board of Trustees and the Executive Committee.

#### **ARTICLE 11: LIABILITIES**

The members of the Board of Trustees, Executive Committee, and the members of other committees formed under article 10 shall not be personally liable for the debts, liabilities, or other obligations of NACC.

NACC shall have chairperson or committee members liability insurance. The insurance shall protect the corporation, chairperson, committee members, and volunteers from this unintentional wrongful act in governing and managing the organization. Additionally, NACC shall have property insurance and it shall adopt an umbrella policy for the greater good of the corporation.

## **ARTICLE 12: ORDER OF BUSINESS**

The order of business in any meeting of NACC shall be decided as needed, however, here are some standard steps: take attendance, reports from any assignments or reports from attending members, agendas to discuss in the meeting, decision, and meeting adjournment.

## **ARTICLE 13: EXPENSES AND STRATEGIC PLANNING/PROJECTS**

1. No salaries are available for any volunteers' work of NACC. All officials in the NACC are volunteers who are without any remuneration. If it needs any employee to conduct or expense to do immediate work within the \$5,000.00 limit for a specific purpose of the NACC's immediate business, the Executive Committee shall decide and execute accordingly. Such action shall be presented in the next meeting of the Executive Committee for approval. For other tasks which may need bigger sums of money and strategic planning, prior approval by a simple majority of the joint meeting of BOT and EC is required. For bigger expenses than \$5,000.00, standard financial procedures (collecting quotes and other detail of prices/costs analysis and comparison) shall be required. Detail procedures of financial transactions shall be produced and applied by Finance and Committee. For major construction and land development tasks, or similar operational tasks where major expenditure exceeding \$25,000 and strategic planning is required, a two-thirds majority of the joint meeting of BOT and EC shall decide. It is encouraged to establish a consensus (100% majority) on such expensive, strategic and long-term projects.

2. If NACC desires to borrow funds from any financial or other organizations or individuals, any such loans or indebtedness exceeding US\$20,000 shall only be incurred after obtaining approval in with a two-thirds majority of the joint meeting of the EC and BOT. Any loan amount of \$100,000 or more indebtedness shall only be incurred after obtaining approval from AGM or a special meeting irrespective of the amount of loan or indebtedness.

## **ARTICLE 14: POLITICAL NEUTRALITY**

No part of NACC's earnings shall inure to the benefit of any private group or individual, and no part of the activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. NACC and its executive officers shall not sponsor, endorse, or intervene in any political campaign on behalf of any candidate for public office while serving in their official capacity at NACC.

All NACC officers will put their political differences aside and work for the benefit of the organization (NACC). Any candidate explicitly endorsed by an organization, political or otherwise, will be disqualified as the candidate in the election. In the same manner, any individual running for an officer position by forming a panel based on a certain group or geographical location will be disqualified. The Election Commission will make such decisions as per election guidelines.

## **ARTICLE 15: LIQUIDATION**

The liquidation and dissolution of NACC may be decided upon by the 90 percent (90%) of participated member majority of the Trustees, Life Members, Founding Members, and Annual Members at an annual general meeting, special general meeting, called in accordance with Article 5 of this Bylaws. Such a meeting shall be announced with at least a 30 calendar days' notice by the Executive Committee in accordance with Article 6 of the Bylaws. In the event of dissolution,

any residual funds of NACC shall be applied to pay any claim on NACC in respect to fees or any subscription paid. No part of the net income or assets of NACC shall be used to the benefit of any private individual. Upon NACC’s dissolution and after paying or adequately providing for the debts and obligations of the NACC, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes in the Commonwealth of Virginia and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code or transferred to the state-regulated trust. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 16: AMENDMENTS**

These By-Laws may be duly altered, amended, repealed, or added to by an affirmative vote of a simple majority of the active Members presented in the annual general meeting, or special general meeting of NACC called in accordance with Article 4 of this Bylaws.

The NACC Bylaws Fifth Amendment passed by the Special General Meeting held on January 13, 2023 is effective immediately.

**Change Log:**

5th Amendment Change Log Table				
Section	Amend Type <small>Add/Delete/Amend</small>	Amendment Descriptions	Change Reason	Adoption Date
Cover Pg	AMEND	Change Third to Fourth June 2021 to June 2022	Year Digit and amend no Change	01/13/2023
Article 6	ADD	Construction Period	Per Member’s Feedback.	01/13/2023
Article 16	AMMEND	Amendment date	Bylaws amended	01/13/2023

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