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BYLAWS OF THE NEPALI ACADEMICS IN AMERICA (NACA)

Article 1: Establishment

The Nepali Academics in America (NACA) is established in 2020 as a Non-profit Corporation in the State of Arizona, USA.

Article 2: Purpose and Objectives

1. NACA is established exclusively for the purpose of enhancing the interests of academics for professional growth, collaboration, and high impact academic, research, and service initiatives in the United States, Nepal, and beyond.
2. The objectives of NACA include:
   - 2.1. Building a strong and committed network of Nepali and Nepal-focused academics and scholars;
   - 2.2. Providing a common platform and voice where members can share their ideas, challenges, experiences, projects, and solutions;
   - 2.3. Enhancing collaboration on academic, research, service, and other areas of professional growth and development;
   - 2.4. Engaging with policy-makers, planners, and practitioners for evidence-based analysis and understanding of the emerging policy issues in Nepal and beyond; and

2.5. Providing information and resources for young professionals and scholars aspiring to be future academics.

Article 3: Membership

1. Membership in the organization shall be open to dues-paying individuals committed to promoting or supporting the mission and objectives of NACA.
2. There shall be four categories of members as described below.
   2.1. General Member: General members include dues-paying individuals who hold a PhD or other terminal degrees in their discipline and are higher education faculty or researchers or researchers at government, nonprofit, or other think tanks or research organizations. General members have complete voting privileges and can run for elections for the Executive Council or volunteer to standing and ad-hoc committees, sub committees, and task forces. General members include Life Members who elect to pay the life membership fee of US$ 250 or Annual Members who elect to pay the annual membership fee of US$ 25. For continuous membership, life members shall meet all of these requirements at any given time.
   2.2. Honorary Member: Honorary Members include individuals with outstanding academic and professional achievements and contributions that align with NACA's mission and activities. Honorary membership may be awarded by the two-thirds majority decision of the NACA Executive Council and has no voting privilege or membership fee.
   2.3. Institutional Member: Institutional membership may be provided by the Executive Council with its two-third majority decision to organizations interested in a direct affiliation with NACA. An annual membership fee of US$ 300 applies to this

membership. The benefits of this non-voting membership include recognition as an Institutional Member on the NACA website, access to NACA newsletters, journals, or other special publications, and the ability to send any news, updates, or calls to NACA members through its organizational communication. This membership does not provide general membership for any institution's faculty or employees.

2.4. Student Member: Student members are dues-paying individuals who are currently full-time students at colleges, universities or other institutions of higher education and are committed to enhance NACA mission. The benefits of this reduced-cost ($10 per year), non-voting membership include recognition as a Student Member on the NACA website, access to NACA newsletters, journals, or other special publications, and the ability to send any news, updates, or calls to NACA members through its organizational communication.

3. General Members in good standing, in accordance with the Article 3 of the Constitution, shall be eligible to attend and vote at General Assembly meetings, vote in NACA elections, and participate in NACA activities, including service on NACA committees, as appropriate.
4. Honorary Members, Institutional Members, and Student Members in good standing, in accordance with the Article 3 of the Constitution, shall be eligible to attend General Assembly and participate in NACA activities including service on NACA ad hoc committees.
5. Membership of individuals including those in the Executive Council that are in violation of NACA Constitution, Bylaws, or Code of Ethics for NACA members or convicted of unlawful or criminal activities may be appropriately sanctioned or terminated immediately upon two-third majority votes of the NACA Executive Council. In case of termination of

membership, future membership of such individuals must be approved by the two-third majority of the Executive Council.

Article 4: Organizational Administration

1. The organization shall include individual voting members and other statutory bodies composed of its voting members.
2. The following units shall constitute the statutory bodies of NACA.
   2.1. General Assembly (GA): Regular meeting of voting members convened to address issues of importance to the organization.
   2.2. Executive Council (EC): Elected body of members, broadly representative of the membership, and responsible for implementation of NACA decisions and general business.
   2.3. Executive Officers (EOs): A group of elected members comprising President, Vice-President, Treasurer, and Secretary, responsible for day to day operation of NACA businesses including financial administration, records management, communications, and implementations of decisions made by the Executive Council and the General Assembly.
   2.4. Advisory Board (AB): A group of advisory members appointed by the Executive Council in order to advise on a variety of strategic initiatives including membership expansion, fundraising, collaboration, and outreach. The Executive Council may form or expand the Advisory Board as needed by including general or honorary members.

Article 5: General Assembly

1. The General Assembly is a regular meeting of voting members convened to address NACA's business and other specific agenda. The General Assembly shall meet at least once a year, possibly in conjunction with major annual activities of the organization (e.g. conference or meetings), and shall be open to all members, as defined in Article 3. The General Assembly may meet in a special session if at least one-third of NACA's general members so request or the Executive Council so decides.
2. The Executive Council shall set the date, time, and place of the General Assembly and announce it to the membership at least 60 days in advance. The agenda for the assembly shall be prepared by the Executive Council.
3. All decisions calling for votes, except as noted elsewhere, shall be taken by a simple majority of voting members. The voting membership shall comprise all NACA general members in good standing in accordance with Article 3 of the NACA Constitution. No proxies shall be allowed. Whenever a vote is evenly divided, the president of the Executive Council presiding over the meeting shall cast the deciding vote.

Article 6: Executive Council

1. The Executive Council shall be responsible for the implementation of organization's decisions and general business.
2. The Executive Council shall consist of nine members elected from the general members.
3. The Council shall meet a minimum of one time per year. The Council may also be convened by the President as circumstances, resources, and NACA affairs may dictate.
4. The term of service for the Council shall be for two years.

5. Nominations to serve on the Executive Council shall be solicited from NACA members by the Election Team formed from the Membership and Member-Support Committee in coordination with the Executive Council. Candidates to serve on the Council shall self-nominate or be nominated by another NACA member along with the consent of the candidate being nominated.

6. Eligibility of candidates shall be determined by the Election Team. A secret ballot (paper-based or electronic) shall be used for administration of voting.

7. Unless mentioned otherwise in the Constitution or Bylaws, a simple majority of voting members present at the Council meeting shall be used for decision making. The quorum shall consist of five Council members. No proxies shall be accepted.

8. The Executive Council shall appoint a replacement from the NACA membership to serve the remainder of the term for a Council member who resigns or can no longer serve. In case of insufficient nomination for a position, the majority of elected council members shall appoint a person from NACA membership to serve the full term.

Article 7: Executive Officers

1. NACA shall have the following four Executive Officers.
    1.1. President
    1.2. Vice-President
    1.3. Treasurer
    1.4. Secretary

2. The President shall be responsible for implementation of the decisions of the Executive Council, shall account for her/his actions on behalf of NACA to the Council, and shall seek Council approval for any emergency action taken between meetings of the Council. The Treasurer shall be accountable for her/his actions to the Executive Council.
3. The Vice-President shall assist all executive officers in meeting NACA's objectives and assume the duties of the President in her or his absence.
4. The Treasurer shall be charged with the financial management of NACA and shall receive instructions from the Executive Officers, Executive Council, and President.
5. The Secretary shall be responsible for all NACA communications and shall receive instructions from the Council and/or President. The Secretary, or her/his designee, shall be charged with recording the minutes of all Council meetings and General Assembly meetings, collecting and archiving other standing and ad hoc committee meeting reports, and maintaining the official records of NACA. The Secretary shall be accountable for her/his actions to the Council.
6. The term of service for a Council shall be two years. Nominations to serve as an Executive Officer shall be solicited from NACA members by the Election Team. Candidates to serve on the Council shall self-nominate or be nominated, with candidate's consent, by another NACA member.
7. Eligibility of candidates for Executive Officer positions shall be determined by the Election Team. A secret ballot method shall be used to administer voting.
8. Candidates for President should have served in the Executive Council during one of the three immediate past terms.

9. No president shall serve more than two consecutive terms.

10. The Executive Council shall elect a replacement from within the Council to serve the remainder of the term for an officer who resigns or can no longer serve.

Article 8: Standing and Ad Hoc Committees

1. The Executive Council shall form the following standing committees.
   1.1. Membership and Member-Support Committee,
   1.2. Institutional Affairs Committee
   1.3. Strategic Initiatives Committee.
2. The Executive Council may also establish other ad-hoc committees, teams, or workgroups with designated tasks to support the NACA mission.
3. The Chairs of the three Standing Committees shall come from the elected members in the Executive Council. Members in each committee shall be drawn from the Executive Council or the membership at large, as appropriate. Chair and members of Ad Hoc Committees may be appointed by the Council.
4. The Membership and Member-Support Committee shall be responsible for assisting the Executive Council in developing and executing plans, policies, and procedures in the area of membership and member-support in order to make the organization fully mission-driven, inclusive, and independent. The initial charges of the Membership and Member-Support Committee include: developing and updating membership criteria in order to make the organization fully mission-driven, inclusive, and independent; developing and updating rules governing membership and membership-fee structure; developing and pursuing strategies

for membership expansion with consideration of promoting diversity and inclusion across the academic disciplines and demographic and geographic backgrounds; developing and implementing plans of action to assemble and share a roster of members and their interest, expertise for collaborative opportunities and initiatives; developing and pursuing strategies to identify members needs and engage and support members in matters of continuing professional growth and development; and facilitating the election of Executive Council.

5. The Institutional Affairs Committee shall be responsible for assisting the Executive Council in developing and executing plans, policies, and procedures in the area of institutional structure, operation, and assessment for optimal performance and results. Initial charges of the Institutional Affairs Committee include: developing an organizational structure that is appropriate to support an effective and efficient operation of NACA; developing and updating operational policies and guidelines for proper managerial, financial, and legal functioning of the organization; developing and overseeing the implementation of organizations' code of ethics for executive council and general members; developing criteria and procedures for the election of executive council; and conducting periodic assessment of organization's structure and business procedure to propose amendment, as needed.
6. The Strategic Initiative Committee shall be responsible for developing and executing plans, policies, and priorities on short-term and long-term programs and activities for mission-driven results through collaboration within as well as outside of the organization. Initial charges of the Strategic Initiatives Committee include: developing strategies and plans of action for engagement with policymakers, planners, and practitioners to enhance civil discourse and dialogue in the United States, Nepal and beyond; developing strategies and

plans of action for professional development and mentoring through resource-sharing, peer-mentorship, and topical conferences on grant writing, leadership, and other areas of professional interest; developing relevant research themes and clusters that help nurture NACA-wide collaborations and broader impact in the United States, Nepal, and beyond; and developing strategies and plans of action on sharing best practices in education and pedagogical developments including in distance education and online teaching.

7. Under the guidance of the Executive Council, each Standing Committee will review and update its charges annually, paying attention to the evolving context of the organization and its initiatives. The Standing Committees or other Ad Hoc Committees, teams, or task forces shall operate as working groups to assist the Executive Council in order to achieve NACA's mission and therefore shall not have decision making authority on behalf of NACA.

8. The Standing Committees will hold meetings at least once per year and as necessary. The committee chairs shall be responsible for developing agenda for committee meetings and serve as the meeting Chairperson.

9. The Standing Committees will coordinate with each other, with the help of the Executive Council where appropriate, in taking up charges that are broadly shared.

10. The Standing Committee shall submit all deliverables to the Executive Council for further consideration and actions.

11. The Executive Council may invite members of select or all Standing and Ad hoc committees to attend the Council meetings as needed.

12. As appropriate, the Executive Council shall inform NACA members on its key decisions through the NACA website, periodic newsletters, or other direct email communications. The Executive Council may invite general members or members of the outside community to participate or provide inputs at some of its meetings as appropriate.

Article 9: Financial Management

1. The NACA's Fiscal Year shall be from January 1 to December 31.

2. NACA finances shall be managed by the Executive Officers with direct inputs from the Executive Council. Under the guidance of the President, the Treasurer, or other designated Officer, shall be responsible for making financial transactions, keeping records of all financial transactions, and preparing annual and other periodic financial reports on behalf of the Executive Officers. The Treasurer shall lead the process for other legally-required external reporting, audits, and oversights on all aspects of NACA's financial management.

3. NACA shall maintain checking and savings accounts as appropriate with the Treasurer or Vice President as the signatories, with the goal of both officers as the signatories in the longer term.

Article 10: Amendments to the Bylaws

1. Proposed amendments to the Bylaws may be initiated by members of the Executive Council or through a petition signed by no less than five percent of the NACA members. Such amendments must be submitted in writing and approved by the Executive Council.

2. Proposed amendments to the Bylaws approved by the Council, unless in conflict with the constitution, shall be considered valid until such time as they are duly ratified or rejected at the next General Assembly meeting. Ratification of Council-approved amendments shall require a two-thirds majority vote of the individual members present at a General Assembly meeting. The Executive Council must make available any proposed amendments to all members at least 15 days in advance of General Assembly meetings where a vote shall be taken. Such notification must contain the full written text of the amendment(s) being proposed.

Approved unanimously by the NACA General Assembly initially on December 20, 2020 and subsequently amended by the NACA General Assembly on April 16, 2022.