

## COMMUNITY MEMBERS INTERESTED BYLAWS - 2008

### Article I - Name

The name of this non-profit organization is "Community Members Interested", and it shall also be referred to as "COMMITTED".

### Article II - Mission

Every citizen in a modern society inherits the right to health, safety, and welfare. COMMITTED's mission is to assist communities in Nepal achieve balanced health, uncompromised safety, and essential welfare.

### Article III - Purpose

The purpose of the organization is to solicit funds to create and implement projects that will help accomplish our mission.

- a) Implement comprehensively planned community development projects in Nepal in the areas of poverty alleviation, health, public facilities, and land use in collaboration with local governments and sister organization (Samudayik Sadasya Heet – Nepalko (COMMITTED-NEPAL)).
- b) Conduct local and out-of-area fund raising efforts to support all activities through sister organization COMMITTED-NEPAL.

### Article IV - Board of Directors

#### *Section 1. Duties and power*

The Board of Directors is the principal of the organization and has the power to exercise affairs, determine policies and changes therein, specify the work for the furtherance of its policies and objectives. The Board has the right to establish an Executive Committee through a voting process to enhance the functions of the organization, provided substantial reasoning is presented by the Board member favoring such a Committee.

#### *Section 2. Number and term*

There shall be five non-paid members of the Board of Directors. The Board members will be replaced only under the conditions of resignation or elimination through a no-confidence motion initiated by another Board member for reasons as indicated in Section 2 of Article V. In other words, the term for all Board members is unspecified until he/she files for a voluntary resignation or when removed from the position as decided by the Board. The Board of Directors shall comprise of one Chairperson, one Vice-chairperson, one General Secretary, one Treasurer, one Coordinator, and two members.

### *Section 3. Chairperson*

The Chairperson shall preside over the meetings of the Board of Directors and shall be responsible for the organization's policies and programs. The Chairperson is the principal of the Board and shall exercise general supervision over the activities of the organization while formulating its policies and programs. The Chairperson will have access to the organization's account along with the Treasurer and the General Secretary. The Chairperson with the General Secretary's assistance shall be the chief in formulating the administrative body, monitor its responsibilities, and report the outcome and progress to the Board.

### *Section 4. Vice-chairperson*

The *Vice*-chairperson shall assist the Chairperson to perform his/her duties and activities in his/her absence. The *Vice*-chairperson shall perform other duties as deemed suitable by the Board of Directors.

### *Section 5. General Secretary*

The General Secretary shall give notice of all meetings to the Board Directors. He/She shall record all the proceedings of the meetings of the organization. The General Secretary shall assist the Chairperson in conducting all general meetings and implementing of all new policies and activities to be conducted as determined by the Board. The General Secretary shall perform other duties as the Board of Directors may assign from time to time. He/she shall be responsible for keeping the Board members informed of all activities of the organization. In the absence of the Chairperson and the *Vice*-chairperson, the General Secretary will lead all board activities. The General Secretary will also have access to the account along with the Chairperson and the Treasurer

### *Section 6. Treasurer*

The Treasurer shall have access to the organization's accounts. He/She shall record accounting of the organization's finances and submit to the Board as when required.

### *Section 7. Coordinator*

The Coordinator shall perform all coordinating activities and perform activities as deemed appropriate by the Board of Directors.

## **Article V - Changes to Board Positions**

### *Section 1. Resignations*

Any Board Director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified of its receipt by the remaining Board members during a special meeting called for that purpose or during a regular Board meeting.

### *Section 2. Removal*

Any Board Director may be removed at any time with a no-confidence motion if the following criteria are followed:

1. Forwarded by a present Board Director;

2. Seconded by another Board Director; and
3. Ratified by two-thirds of the present Directors provided the required quorum is met.

The reason for the no-confidence motion on any member may be initiated for reasons listed below:

- a) Failure to attend more than four consecutive regular Board of Directors' meetings;
- b) Failure to provide notification regarding meeting absences (via telephone or email) to the Chairperson or the General Secretary three times a year;
- c) Involved in malpractice for the personal benefit of self, friends, relatives, or acquaintances;
- d) Involved in activities that are potentially harmful to the organization;
- e) Persons who have committed crimes determined by any local, state, or federal government.

### *Section 3. Vacancies*

If a vacancy occurs within the Board, it shall be filled in temporarily by the Chairperson or any other Board member as designated by the Chairperson. A permanent appointment shall be made by voting on a candidate, upon recommendation by any Board member. The appointment shall require with a quorum the approval of two-third of the Board of Directors. After the appointment a dual contributing status of the new board member is appreciated.

### *Section 4: Appointment of Board Members*

A candidate may enter the organization as a member of the Board of Directors only after he/she is recommended to a vacant position by a current Board member to take over the vacant position. After the appointment a dual contributing status of the new board member is appreciated. Interchanging the positions from one to other within the Board is possible with a majority voting approval of the Board members.

## **Article VI - Compensation**

The Board of Directors will NOT be compensated for roles fulfilled as a Board member only. However, any duties performed that are beyond the scope of the Board and assume responsibilities as a part of the administrative body with prior approval from the Board may be compensated. Some examples of such duties are to conduct and implement fund raising programs, write grant applications, manage membership database, maintain and improve website, and manage the organization's account. All individuals hired for such responsibilities will be compensated above the minimal wage governed by the U.S. Department of Labor laws and in accordance with the administrative policies set by the Board of Directors.

## **Article VII - Meetings of the Board of Directors**

Attendance by the Board of Directors in each meeting is mandatory unless prior notice is provided to the Chairperson or the General Secretary.

### *Section 1. Annual Meeting*

Annual meeting of the organization shall be held during the 1<sup>st</sup> quarter of each fiscal year (Early April). At each annual meeting, the Chairperson will present the annual report for the preceding year consisting of the overall performance of the organization. The Board shall inform all the

contributors of the organization about the annual meeting at least 30 days in advance via a dependable form of communication.

### *Section 2. Regular Meetings*

The regular Board meetings will be held on a bi-monthly basis. At least a seven day notice is required for a regular meeting requiring board decisions.

### *Section 3. Place of Meeting*

Annual and general meeting of the committee shall be held at the organization's head office, otherwise the place specified in the reminder notice of the meeting.

### *Section 4. Quorum*

The presence in person of two thirds of the Board members shall constitute of a quorum for the transaction of business at any meeting.

### *Section 5. Voting*

Each Board Member shall have one vote. A two third majority vote of the present members shall be necessary to exercise the powers of the Board.

### *Section 6. Format of Meetings*

While conducting meetings or any other official business, procedures and actions laid out under Robert's Rule of Order shall be followed and records maintained.

## **Article VIII - Formulation of the Administrative Body**

The administrative body will be formed under the directions of the Chairperson. The administrative body will be a group of hired staff responsible to formulate, and implement fund raising drives, write grant applications, manage grants received, maintain accounts and websites etc. The compensation and benefits to the hired individuals will be as in accordance with the administrative policies of the organization. Qualified Board members are eligible to serve on the administrative body.

## **Article IX - Involvement of the General Public**

### Section 1. Classification

Involvement of the general public in COMMITTED as non-voters can take place in three forms.

- I. Corporeal Contribution
- II. Monetary Contribution
- III. Dual Contribution

- I. Corporeal Contribution can be made on an invitational basis to persons who are qualified and contribute non-financial services towards the goals of the organization.

- II. Monetary Contribution can be made by making financial contributions towards fulfilling the goals and objectives of the organization.
- III. Dual Contribution can be made if corporeal contributing individuals also make financial contributions to the organization.

#### *Section 2. Dues*

- I. A minimum contribution of \$10 or more per month makes an individual eligible for a monetary contributing status.
- II. Corporeal contributing status is based on invitation only. These individuals need to put in voluntary service hours on a as when needed basis.

#### **Article X - Fiscal Year**

Fiscal year of the organization shall be from January 1 to December 31.

#### **Article XI - Publication**

The organization shall publish an annual report in hard copy format and quarterly reports in electronic format. The reports will inform members of changes in administration, policies, financial reports on contributions, spending, detail on projects implemented and identified for the future.

#### **Article XII - Source of Financial Support**

Source of Financial Support for the organization shall be monthly contributions, fund raising drives, project specific grants, general donations and other activities as deemed necessary by the Board of Directors.

#### **Article XIII - Amendment of the Constitution**

All articles under this constitution may be altered, amended or replaced by a two-thirds vote of Board of Directors at any regular or special meeting called for that purpose.