

## **ARTICLES OF INCORPORATION INTERNATIONAL NEPALI LITERARY SOCIETY**

### **ARTICLE 1**

The name of the corporation is:  
INTERNATIONAL NEPALI LITERARY SOCIETY ('INLS').

### **ARTICLE II**

The period of duration is PERPETUAL.

### **ARTICLE III-Objectives**

The objectives of the International Nepali Literary Society are:

- i. To promote Nepali literature, language, art and culture in Nepali Diaspora.
- ii. To write, publish and distribute Nepali literary works.
- iii. To conduct seminars in different fields of Nepali literature, language, art and culture.
- iv. To recognize extraordinary contributions and contributors to Nepali literature, language, art and culture.
- v. To encourage and recognize significant contributions made by Nepali writers, educators and artists.
- vi. To promote translation of Nepali literature in other languages to promote such work in International arena.
- vii. To develop programs to promote Nepali literature, language, art and culture among children of Nepali origin.
- viii. To initiate and develop literary and cultural networking.
- ix. To support the development of other folk languages, folk literature and folk culture.
- x. To encourage print, audio, video and other media to promote Nepali language, literature, art and culture.

### **ARTICLE IV**

International Nepali Literary Society shall have members. In general, anybody with any nationality or any race or any religion, can be member who has interest in Nepali language, literature and culture.

### **ARTICLE V**

International Nepali Literary Society shall have members. Membership will be open to anyone regardless of nationality or any race or any religion.

The membership will be classified into four categories:

#### **1. General Members (Category for Chapters only) :**

Qualifications:

Anyone who pays membership fee US \$20.00 in the US or equivalent to US \$20.00 in other countries due each year .

Their duties and privileges:

- i. To vote for executive committee/Executive Board for the local chapters.
- ii. To attend the annual assembly meeting of chapters.
- iii. To set the policies of corporation.

## **2. Life members:**

Qualifications:

Anyone who pays US\$100.00 and/or equivalent to US \$100.00 will be life member.

Their duties and privileges:

- i. To vote for executive committee/Executive Board of INLSHQ.
- ii. To attend the annual assembly meeting.
- iii. Will receive free copy of bi-annual magazine.
- iv. Will qualify to run or nominated as members at large for the INLS Headquarter office.
- v. To set the policies of corporation.

## **3. Institution life members:**

Qualifications:

Institution will have to pay US\$200.00 and/or equivalent to US \$200.00

Their duties and privileges:

- i. To vote for executive committee/Executive Board. Each institution life member will have one vote.
- ii. To attend the annual assembly meeting.

## **4. Trustees:**

Qualifications:

Anyone who pays US\$1000.00 in the US or equivalent to US\$1000.00 in other countries, will be included into Trustees. This money will go into trustee fund for INLS special projects.

Their duties and privileges:

- i. To vote for executive committee/Executive Board.
- ii. To attend the annual assembly meeting.
- iii. To set the policies of corporation. They will automatically be an executive committee member and will have same rights and responsibilities as executive committee officers/Executive Board.

- iii. To give final approval to the recommendation of election commissioner.
- iv. If needed, call meeting to assure organization is following objectives.
- v. To make recommendations to any amendments to the policies of corporation.

## **ARTICLE VI**

### **VI-1 -Number**

The business and affairs of the Corporation shall be managed by an Executive Board of the elected executives in the head quarter.

### **VI-2- Term of Service**

Each member of the Executive Board shall serve for a term of 2 (Two) years and until his/her successor in office is duly elected and qualified. Executive Board shall constitute the elected officials of the headquarter, immediate Past-President, Chairman or the Board of Trustee and the elected officials of the Chapters of the INLS. These Chapters have to register with the INLS headquarter officially.

### **VI-3-Place of Meeting**

Meetings of the Executive Board may be held at such place within Washington, DC or elsewhere as a majority of the Executive Board may from time to time appoint or as may be designated in the notice calling the meeting.

### **VI-4-Executive meetings**

Executive meeting of the Executive Board shall be held quarterly at such place, date and hour as a majority of the Executive Board may designate. At such meeting the Executive Board shall elect officers of the Corporation. The Executive Board shall have the power to fix by resolution the place, date and hour of other regular meetings of the Board.

### **VI-5 Special Meetings**

Special meetings of the Executive Board shall be held whenever called by the President or a majority of the Executive Board in office.

### **VI-6- Notice of Meetings of Executive Board**

Notice of a special meeting of the Executive Board shall be given to each Executive Board member on three (3) weeks' notice in writing, either personally, by mail, by e-mail or by wire. The attendance by an executive board member at any regular or special meeting of the Board shall constitute a waiver of notice of that meeting.

## **ARTICLE VII**

### **VII-1. The Executive Board\***

The executive board of the INLS headquarter will constitute of following officers:

- A. President
- B. Senior Vice President
- C. Regional Vice President – Northern America and Latin America
- D. Regional Vice President – Asia
- E. Regional Vice President – Europe
- F. Regional Vice President – Oceania and Africa
- G. General Secretary
- H. Secretary
- I. Treasurer
- J. Three members at large
- K. Editor in Chief
- L. Immediate Past-President
- M. Board of Trustee members

### **VII-2 Election of INLS Executive Board**

#### **VII-2-1 Election Procedure**

1. The current headquarter executive members, immediate Past-President, Board of Trustee officials and the elected officials of the Chapter Executive Board of the Chapters, and advisors who are life members of the INLS will elect the Executive Committee by majority vote in election.
2. If a candidacy for regional vice president is not filed from particular region, the election committee can allow candidacy from any other region for the regional VP position.
3. The President will appoint an election commissioner with consultation of Executive Committee and approval from the Board of Trustee.
4. This meeting shall be attended by minimum two third of the members. The term of the elected executive members is two years (2).
5. The President shall not be elected for more than two consecutive terms.
6. The notice of election should be announced at least 6 weeks prior to election and nomination should be filed within 2 weeks of the announcement.
7. Election could be held secret ballot or via electronic media as approved and recommended by the Executive Board and the Board of Trustee.

#### **VII-2 -2 Minimum Qualification\***

Minimum Qualification for each official will be as follows:

**1. President**

- a. President will be someone who has served in INLS headquarter or the elected official of the Chapter Executive Board for at least one successful term.
- b. One shall not be running for the position of the president for more than two consecutive terms.

**2. Senior Vice President**

will be someone who has served at least one term in INLS headquarter or the elected official of the Chapter Executive Board for at least one term.

**3. Regional Vice President – Northern America and Latin America**

will be someone who has served at least one term in INLS headquarter or the elected official of the Chapter Executive Board for at least one term.

**4. Regional Vice President - Asia**

will be someone who has served at least one term in INLS headquarter or the elected official of the Chapter Executive Board for at least one term.

**5. Regional Vice President - Europe**

will be someone who has served at least one term in INLS headquarter or the elected official of the Chapter Executive Board for at least one term.

**6. Regional Vice President - Oceania and Africa**

will be someone who has served at least one term in INLS headquarter or the elected official of the Chapter Executive Board for at least one term.

**7. General Secretary**

will be someone who has served at least one term in INLS headquarter or the elected official of the Chapter Executive Board for at least one term.

**8. Secretary**

will be someone who has served at least one term in INLS headquarter or the elected official of the Chapter Executive Board for at least one term.

**9. Treasurer**

will be someone who has served at least one term in INLS headquarter or the elected official of the Chapter Executive Board for at least one term.

**10. Member at large**

INLS Executive Body will appoint three additional members within first 30 days of resuming their office.

### **7. Editor in Chief**

INLS Executive Body will appoint a Chief Editor within first 30 days of resuming their office.

### **VII-2-3 Duties of INLS' Elected Officers\***

The executive committee officer's designation, duties, and rights and responsibilities are:

#### **1. President:**

1. President will have highest right to make any decision and his decision should be respected by his officers or fellow members.
2. President will try to make the decision in that side which the majority of the members will support.
3. He/She will visit other literary institutions and establish good relation with them. He/She can also give directions to the institutions established by International Nepali Literary Society.
4. He/She will appoint administrative officer with the consent of the general secretary.
5. He/She will attend the annual/quarterly or special meetings.

#### **2. Senior Vice President:**

1. Will help the President to in all responsibilities.
2. In the absence of President, the Senior Vice President will have all the rights and responsibilities of the President.
3. Will attend the annual/quarterly or special meetings.

#### **3. Regional Vice Presidents (4)**

1. Will coordinate activities of the INLS chapters in his/her region
2. Will attend the annual/quarterly or special meetings of the Executive Committee

#### **4. General Secretary:**

1. To keep of daily work description.
2. To keep the description of the meetings.
3. To implement the approval made by the executive committee
4. He/She will attend the annual/quarterly or special meetings.
5. To conduct the meetings.

#### **5. Secretary:**

1. To help the General Secretary to make decisions.
2. To act as a General Secretary in the absence of the General Secretary.
3. He/She will attend the annual/quarterly or special meetings.

#### **6. Treasurer:**

1. To keep record of income and expenses of International Nepali Literary Society.
2. To work for raising funds.

3. To develop the budget of international Nepali Literary Society.
4. To submit the income and expenses to the annual general assembly meeting.
5. To run a bank account for International Nepali Literary Society (joint account with the President and the General Secretary).
6. He/She will attend the annual/quarterly or special meetings.

**7. Trustees: Members at large:**

1. He/She will attend the annual/quarterly or special meetings.
2. He/She Will work on special projects as assigned by the Executive Board.

**8. Editor in Chief:**

1. He/She will attend the annual/quarterly or special meetings.
2. He/She will be responsible to collect quality articles and other print material for bi-annual official magazine of the organization and assure proper distribution. To discuss and approve the appropriate agendas submitted by the officers of the International Nepali Literary Society or other members.
3. To attend the executive committee meeting if possible.
4. To vote when the agenda is controversial.
5. To take the responsibilities assigned by the executive committee.

**9. Trustees:**

1. To discuss and approve the appropriate agendas submitted by the officers of the International Nepali Literary Society or other members.
2. To attend the executive committee meeting if possible.
3. To vote when the agenda is controversial.
4. To take the responsibilities assigned by the executive committee.

**VII-2-4 Vacancy in case of resignation by any elected official in HQ or loss of any elected official in HQ**

- a. If a two year term position of President, Vice-President, General Secretary, Joint Secretary and Treasurer is vacated for any reason within one year of the election, a special election will be held within 45 days to fill the vacated position until next election. Board of Trustee will have a right to choose election committee.
- b. If a two year term position of President, Vice-President, General Secretary, Joint Secretary and Treasurer is vacated for any reason after one year of the election, Board of Trustee will nominate qualified leadership to fill the vacated position as per by-laws of INLS to fill the position until next election.
- c. Until the special election is held or the Board of Trustee nominates to

fill the vacated position, remaining elected official will run the organization in consultation with the Board of Trustee.

#### **VII-2-5 Executive Cabinet:\***

An Executive Cabinet will be formed to implement day to day work and programs which is passed by Board of Trustees, Executive Committee and General Assembly. The Cabinet should remain in INLS annual goal, planning and estimated budget to implement the programs. The Executive Cabinet consist of President, Senior Vice President, General Secretary, Secretary and Treasurer and the Chairman of the Board of Trustees of INLS Executive Committee.

#### **ARTICLE VIII- Board of Trustees**

1. Board of trustees consist of trustees who pays US\$1000.00 or equivalent to US\$1000.00.
2. All trustee payments shall be deposited on the account of the International Nepali Literary Award Trust Fund and will be used towards special projects as approved by the Executive Board and the Board of Trustee in writing.
3. One Chairperson and two Co-Chair persons, Secretary and the treasurer of the Trustee Board will be elected by the Trustees for a term of 4 years.
4. Each trustee member will be counted as one vote.
5. They could elect officials in their meeting by appointing an election commissioner.
6. The notice of election should be announced at least 6 weeks prior to election and nomination should be filed within 2 weeks of the announcement.
7. Election could be held secret ballot or via electronic media as approved and recommended by the Executive Board and the Board of Trustee.
8. Chairman of the board of Trustee should not be elected for more than 2 consecutive terms.
9. The duration of the membership of the Board of Trustee is life term. The spouse of trustees is honored as trustee but one vote will count per couple.
10. The membership is non-transferable.
11. The international Nepali Literary Award Trust Fund shall be fully controlled and managed by the board of trustees. General assembly and Executive Committee can propose on any matters related to the way fund is managed but it will be approved and made final by at least 60% vote of the Board of Trustees.

12. The board of trustee are not responsible to handle INLS general fund. However, they will work with INLS executive board to ensure proper utilization of Trustee funds for the proposed and approved programs of INLS.
13. In the case of vacant position of officers of board of trustees, the Board of Trustees will fill the vacant position for the remaining term.

## **ARTICLE IX.**

The provision for the regulation of the internal affairs of the corporation are:

### **1. Annual General Assembly:**

It will be held once year in Washington D.C. and all the active members can participate the assembly.

### **2. Functions of the General Assembly:**

- i. To elect Executive Committee member's Officers/Directors
- ii. To control the executive committee by using the vote of confidence.
- iii. To check the record of the corporation's income and expenses and also pass a budget for the next year.
- iv. If any point of this material need to be changed; it can be done if and only if it can get 2/3 of vote of the general members are the paid life members.

## **IX-3 Meeting and calendar Year**

### **IX-3-1 Meetings**

One third quorum should be maintained in Executive Board meeting.

Voting to pass a resolution could be accepted in writing.

Proxy vote of not more than 10% absent members will be accepted. Members could participate in meeting via email, and/or telephone. It will be determined by the first come first serve.

### **IX-3-2 Calendar year**

Calendar year will begin January 1<sup>st</sup> each year.

### **3. The Advisory Board:**

- A. An advisory Board will establish to advise the executive committee.
- B. Executive cabinet will nominate the Advisory Board members.
- C. Advisory Board will contain up to seven people who are devoted in doing social works or specialized person in art, language, literature, science & technology and philosophy.

## **ARTICLE X- Organizational Structure**

The member of the corporation constitute the General Assembly. Directors shall be elected by the General Assembly. The board of directors is also designated as the executive committee.

### **Section X-1-Structure of INLS**

1. The headquarter of INLS is registered as a not for profit tax exempt organization in Washington, DC, and its own group exemption from the IRS.
2. It will abide by the law of the United States of America.
3. Any fund raising and financial activity will satisfy periodic audit need and will comply with USIRA regulations.
4. It will not be responsible for the financial and other regulatory liability of its chapters.
5. Chapters could be opened and operated worldwide to promote objectives of INLS (See Article III) by a written request submitted to the Executive Board. Each Chapter will have to be approved by the Executive Board.
6. These Chapters will be registered independently.
7. These Chapters will be legally responsible and liable to comply with their local government regulations for the tax and corporation registration purposes.
8. INLS headquarter will provide resources and programs to carry-on it's objectives through different Chapters in Nepali diasporas.
9. INLS headquarter will provide a general guideline to its chapters.
10. All Chapters will be run independently by the officials elected by their members.
11. All Chapters will adopt INLS's missions and objectives.
12. A subordinate organization may or may not be incorporated, but it must have an organizing document. Chapters need to give an annual report at the end of the year.
13. A subordinate that is organized and operated in a foreign country may not be included in a group exemption letter in USA.
14. A subordinate described in section 501(c)(3) may not be included in a group exemption letter if it is a private foundation described in section 509(a).
15. International Nepali Literary Society, Inc. is organized exclusively for charitable, literary, educational and scientific purposes, including, for such a purpose, the making of the distribution to organizations under section 501(c) (3) of the Internal Revenue Code ( or the corresponding section of any future Federal Tax code.)

### **Section X-2- Regulatory Restrictions**

1. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees, executive members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes.

2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing of, or in opposition to, any candidate for public office).

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (C) (3) of Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contribution to which are deductible under section 170(c) (2) of its Internal Revenue Code (or corresponding section of any future Federal tax code.)

#### **ARTICLE XI. Amendments**

The Board of Trustees and Executive Committee shall have the power to make, alter, amend, or repeal the by-laws of the corporation, except that the first by laws of the corporation may be adopted by the incorporates. The by-laws so made, altered, amended or repealed or reinstated by the members at any annual or special meeting.

#### **ARTICLE XII- Liquidation**

The liquidation and dissolution of the society or the amendment of article of the incorporation of the International Nepali Literary Society may be decided upon by a two –third majority of those present and voting at a General Body Meeting (GBM), provided that notice of the proposed dissolution or details of the proposed amendment shall have been circulated with the notice of the meeting. In the event of dissolution, any residual funds of the society shall be applied by the Executive Committee before vacating office in furtherance of the Society’s aims, and no member shall have any claim on the Society in respect to fees and subscriptions paid.

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\*Amended per 18<sup>th</sup> General Assembly meeting decision at the Bhanu Jayanti program 2009