



## **Association of Nepalese in Minnesota (ANMN)**

### **Board Handbook**

**2013**



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## **Description of Contents**

Namaskar!

Welcome to the ANMN Board.

This document is the official annual ANMN Board Handbook and will be your reference source for information regarding responsibilities, expectations, codes of conduct, and roles required of all board members during their tenure. In addition, the Handbook will contain the most current ANMN bylaws as well as all current (relevant) policy guidelines.

Beyond the words in this document, be respectful, be responsible, be constructive, be professional, be positive and have fun!

## **Document History**

v.0.0/April 2011: Preview version

v.0.1/May 2011: Beta version presented to new board members at first meeting of 2011 - 2013 session. Online page not ready yet.

v.0.2/May 2013: BGRC Committee Review and Modifications

You can find the latest version of this document at: <http://www.anmn.org/handbook>

## **Introduction**

ANMN is a volunteer run non-profit organization and an open forum for Nepalese in Minnesota and locals interested in Nepal. It is the pulse of the Nepali community in Minneapolis and greater Minnesota.

ANMN organizes many activities that cater to the interests of greater Minnesota residents and local Nepalese. Nepali cultural programs during Dashain/Tihar festivals and the Nepali New Year are usually attended by up to three hundred people. The annual summer picnic in past years has hosted over 200 participants. In addition, ANMN organizes annual sports tournaments and facilitates musical performances by Nepali artists. It has also run a tutoring program for children of Bhutanese refugees, a Nepali language class for children & adults and Nepali women empowerment programs. Annually, it also organizes a camping trip and many other outdoor programs.



## **Article of incorporation**

Please see following pages for the original article of incorporation and recent amendments



State of Minnesota

## **SECRETARY OF STATE**

### CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

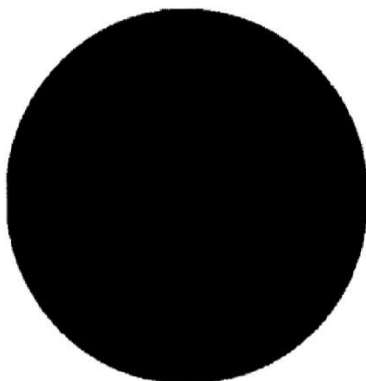
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Association of Nepalis in Minnesota

Corporate Charter Number: 757897-2

Chapter Formed Under: 317A

This certificate has been issued on 01/15/2004.



*Mary Kiffmeyer*  
Secretary of State.



NP-OR



## ARTICLES OF INCORPORATION OF Association of Nepalis in Minnesota

The undersigned incorporator(s) is an (are) individual(s) 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

### ARTICLE I — NAME

The name of this corporation shall be **Association of Nepalis in Minnesota**.

### ARTICLE II — REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is to be located at **10116 Abbott Ave. S, Bloomington, Minnesota 55431**.

### ARTICLE III — PURPOSE

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**The purpose of this corporation is:**

- to promote and organize Nepali cultural events
- to encourage and augment community involvement for educational, social as well as charitable purposes
- to organize workshops and seminars on useful topics of interest and share them with Nepalis and friends of Nepal.
- to help people in Nepal during extreme natural disasters by raising fund.
- to foster friendly ties with other similar organizations in North America.
- to raise and manage funds and donations for the purpose of worthy humanitarian causes directly or in cooperation with other organizations.



#### ARTICLE IV — EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

#### ARTICLE V — MEMBERSHIP/BOARD OF DIRECTORS

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws.

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

The number of directors constituting the initial board of directors is **four (4)**; their names and addresses are as follows:

**Ajib Shrestha, 10116 Abbott Ave. S, Bloomington, Minnesota 55431**  
**Anil Amatya, 10116 Abbott Ave. S, Bloomington, Minnesota 55431**  
**Niben Man Singh, 10116 Abbott Ave. S, Bloomington, Minnesota 55431**  
**Rashmi Bhattachan, 10116 Abbott Ave. S, Bloomington, Minnesota 55431**  
**Krishna Pathak, 10116 Abbott Ave. S, Bloomington, Minnesota 55431**

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.



#### ARTICLE VI — PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

#### ARTICLE VII - DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution.

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### ARTICLE VIII – INCORPORATORS

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this Jan 14 of 2004.

*Niben* NIBEN M SINGH  
Signature (Incorporator 1)

Address in Article v

\_\_\_\_\_  
Signature (Incorporator 2)

\_\_\_\_\_  
Signature (Incorporator 3)

\_\_\_\_\_  
Signature (Incorporator 4)

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

JAN 15 2004

*Mary Hiffmeyer*  
Secretary of State



## STATE OF MINNESOTA SECRETARY OF STATE

## AMENDMENT OF ARTICLES OF INCORPORATION

## READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Secretary of State.
2. There is a \$35.00 fee payable to the MN Secretary of State.
3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

ASSOCIATION OF NEPALIS IN MINNESOTA

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

03.17.2011

Format (mm/dd/yyyy)

The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional pages.

ARTICLE

SEE AttachNON-PROFIT - 501(C)(3) Organization~~The purpose of this corporation is to bring together Nepal's throughout the state and A.S.~~

This amendment has been approved pursuant to Minnesota Statutes, Chapter 302A or 317A.

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Ajis Shrestha

Signature of Authorized Person or Authorized Agent

Name and telephone number of contact person:

Ajis Shrestha

Please Print Legibly

612-961-4487

Phone Number

## FILE IN-PERSON OR MAIL TO:

Minnesota Secretary of State - Business Services  
 Retirement Systems of Minnesota Building  
 60 Empire Drive, Suite 100  
 St Paul, MN 55103

(Staffed 8:00 - 4:00, Monday - Friday, excluding holidays)

To obtain a copy of a form you can go to our web site at [www.sos.state.mn.us](http://www.sos.state.mn.us), or contact us between 9:00am to 4:00pm, Monday through Friday at (651) 296-2803 or toll free 1-877-551-6767.

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfilled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651) 296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651) 296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.



## Purpose

The organization is organized exclusively for charitable, religious, educational, and scientific purpose under section 501 (c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code.



## Exempt Requirements

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, officers, or other private ~~person~~ persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

MAR 17 2011

Mark Ritchie *MR*  
Secretary of State

## Duration / Dissolution

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.



## Definition of a Board

### Why do nonprofits have boards, and what do boards do?<sup>1</sup>

Most nonprofits are corporations, which means they are legal entities distinct from the individuals who founded them. Like their for-profit counterparts, nonprofit corporations are governed by boards of directors with legal and ethical responsibilities that cannot be delegated. The board's responsibilities fall into the following broad categories:

- **Legal and fiduciary:** The board is responsible for ensuring that the organization meets legal requirements and that it is operating in accordance with its mission and for the purpose for which it was granted tax-exemption. Individual board members must exercise the duty of care (meaning they must attend meetings, be prepared to make informed decisions by reading the information provided and requesting additional information if necessary, and carry out their duties in a reasonable and responsible manner). As safeguards of a public trust, board members are responsible for protecting the organization's assets.
- **Oversight:** The board is responsible for ensuring that the organization is well run. It moderates the power of management, and has the power to hire and remove the chief executive, usually called the executive director or president.
- **Financial Resources:** As part of their fiduciary responsibility, many board members are actively involved in making sure that the organization has the money it needs. This may include making a personal contribution; serving as an advocate with a foundation, corporation, or government entity; organizing a fundraising event or hosting a benefit; or face-to-face solicitation of other individuals.
- **Representation of constituencies and viewpoints:** Often, board members are chosen so that they can bring to the board the experience or perspective of a particular group or segment of the organization's constituency. Boards are not inherently democratic institutions, but they do provide an opportunity for the groups and communities that a nonprofit serves to have a voice in its governance. However, representing a constituency or viewpoint takes a back seat when voting -- all board members are expected to vote with the nonprofit's best interest in mind.

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<sup>1</sup> Source: <http://www.boardsource.org/Knowledge.asp?ID=3.383>



## Board Responsibility

### What are the basic responsibilities of nonprofit boards?<sup>2</sup> The ten Basic Responsibilities of Nonprofit Boards

- **Determine mission and purpose.** It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
- **Select the chief executive.** Boards must reach consensus on the chief executive's responsibilities.
- **Support and evaluate the chief executive.** The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.
- **Ensure effective planning.** Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- **Monitor, and strengthen programs and services.** The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their effectiveness.
- **Ensure adequate financial resources.** One of the board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission.
- **Protect assets and provide proper financial oversight.** The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
- **Build a competent board.** All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
- **Ensure legal and ethical integrity.** The board is ultimately responsible for adherence to legal standards and ethical norms.
- **Enhance the organization's public standing.** The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

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<sup>2</sup> <http://www.boardsource.org/Knowledge.asp?ID=3.368>



## **Board Member F.A.Q.**

### **BASIC JOB DESCRIPTION**

#### **Is there a standard job description for board members?<sup>3</sup>**

##### **Position Title:**

Member of the Executive Board of ANMN

##### **Responsible To:**

Entire ANMN Board and membership if applicable

##### **General Job Description:**

Board members have the overall responsibility for the organization. They are charged with supervision and oversight which is the process by which they make decisions, delegate work and assure that decisions are carried out in the manner intended.

##### **Responsibilities:**

- Attend all board meetings
- Serve on at least one committee and attend all of those meetings
- Support and participate in fund raising activities
- Be aware of and take all responsibility seriously; i.e. legal, financial, planning, continuity, evaluation, selection and evaluation of executive director
- Perform oversight and be aware of all aspects of the organization
- Be a goodwill ambassador for the organization
- Actively participate in decision making
- Be willing to assume leadership positions
- Be a team player

##### **Qualifications for Service:**

- Interest in and willingness to support the goals of the organization
- Initiative
- Integrity
- Analytical ability
- Sensitivity
- Leadership
- Good decision making ability

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<sup>3</sup> [www.boardsource.com](http://www.boardsource.com)



- Planning skills
- Ability to organize and monitor work

## **Basic Member Responsibility**

**What are the responsibilities of individual board members?<sup>4</sup>**

### **Individual Board Member Responsibilities**

- Attend all board and committee meetings and functions, such as special events.
- Be informed about the organization's mission, services, policies, and programs.
- Review agenda and supporting materials prior to board and committee meetings.
- Serve on committees or task forces and offer to take on special assignments.
- Become an ANMN member (if not already.)
- Believe in ANMN and inform others about the organization in a positive manner.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- Follow conflict-of-interest, code of ethics and code of conduct guidelines.
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements.
- Be responsible for all tasks/duties/projects/requests as required in capacity of ANMN Board Member and request help, in a timely manner, from other Board members if unable to fulfill obligations.
- Respond in a timely manner when contacted for task or opinion. Just disappearing from the email thread(s) or not being available can create lots of confusion within the board and is irresponsible behavior.
- Use email efficiently but also understand that communication between board members should not be limited to email only. A courtesy phone call should always be encouraged when necessary (e.g. if the email is going to be too long to write).

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<sup>4</sup> <http://www.boardsource.org/Knowledge.asp?ID=3.369>



## Personal characteristics to consider

- Ability to: listen, analyze, think clearly and creatively, work well with people individually and in a group.
- Willing to: prepare for and attend board and committee meetings, ask questions, take responsibility and follow through on a given assignment, contribute personal and financial resources in a generous way according to circumstances, open doors in the community, evaluate oneself.
- Develop certain skills if you do not already possess them, such as to: cultivate and solicit funds, cultivate and recruit board members and other volunteers, read and understand financial statements, learn more about the substantive program area of the organization.
- Possess: honesty, sensitivity to and tolerance of differing views, a friendly, responsive, and patient approach, community-building skills, personal integrity, a developed sense of values, concern for ANMN's development, a sense of humor.



## Roles and Responsibilities of ANMN Board Members and Committees

### *Roles of Executive Committee (for individual roles):*

**President:** The President shall be the chief executive officer of the ANMN and shall have general supervision and control of its activities and programs. He/she will handle all formal correspondence between Board Members, the Committee coordinators, Advisory & Community Council and the members of the ANMN. The president will call and conduct the Board and Executive Committee meetings.

**Vice President:** The Vice President shall assist the President and assume his or her duties when the President is unable to serve or during his/her extended leave of absence.

**General Secretary:** The General Secretary shall keep records and minute of all meetings of the ANMN Board and the Executive Committee. The General Secretary will assume the duties of the President if and when the President and Vice President are unable to serve due to resignation or during their extended leave of absence.

**Treasurer:** The Treasurer shall lead the Finance Committee and work as the custodian of all the ANMN funds. He/she shall maintain ANMN bank accounts, receipts and disbursement proofs and records of funds and shall give complete reports to the ANMN Board and the ANMN membership.

**Immediate Past President:** The Immediate Past President shall form and lead a committee of ANMN adviser. The advisers can be past board members, community leaders, and technical experts as required (for example, lawyers, accountants, etc...).

### **Operating Procedures for Executive Committee**

- The official meetings of the Executive Committee is called by the President as required to maintain operational integrity of the organization
- To preserve transparency, updates of the official EC meeting will be provide to the Board in a timely basis
- The executive committee will have the authority to make operational decisions in between official ANMN Board meetings. In case of ethical, logistical conflict in decisions or in case of fraudulent decisions, the decision will be reassessed/reevaluated by the ANMN Board and the ANMN Board could take collective appropriate action to remediate.
- Any operational decision made by the EC will be communicated to board as immediately as possible



**Roles of Individual Board Members:**

Each board member is responsible to follow the following credo:

- Wherever you go, go as a leader of ANMN
- Whatever you do as part of ANMN, do with integrity
- Always strive to build goodwill for ANMN and its efforts in the community
- Always persevere and never stop doing good for the community even in the midst of complains and criticism

Each Board member will actively participate in ANMN programs and efforts and take up meaningful responsibilities and assist the ANMN board to become a truly function oriented board where each member has defined responsibilities, individually or within one of the committees.

**Roles of Committee Chair(s):**

- At least ONE member of the ANMN Board should be the co-chair if the committee.
- Committee Chair will recruit and recommend the committee members to the ANMN Board.
- Committee Chair or designate will call meetings of the committee members as required to fulfill the responsibility of the committee.
- Committee Chair or designate will be the mail point of contact between the ANMN Board and the committee members.
- Committee Chair or the designate will document meeting minutes of the committee meetings.
- Committee Chair or the designate will communicate the meeting minutes of the committee meetings to the ANMN Board.
- Committee Chair or the designate will provide a regular and timely updates of the committee's work to the ANMN Board.

**Roles of Individual Committee Members:**

The roles of individual committee member is the similar to that of a board member. The committee member will also follow the following credo:

- Wherever you go, go as a leader of ANMN
- Whatever you do as part of ANMN, do with integrity
- Always strive to build goodwill for ANMN and its efforts in the community
- Always persevere and never stop doing good for the community even in the midst of complains and criticism

Each Committee member will actively participate in ANMN programs and efforts and take up meaningful responsibilities and assist the ANMN to become a truly community centric organization.



## **Decision Making Process of the ANMN Board and Committees**

### **Decisions by the ANMN Board**

- Decisions made by the Board will be documented in the minutes and a separate document called “Board Decisions” with the following details.
- The Decisions made by the board will be published and communicated to all the Board members and appropriate committees.
- The Board’s decision will be the final word as ANMN Board is the ultimate responsible entity for ANMN

### **Decisions by the Executive Committee**

- As noted above the Executive Committee has the authority to make operational decisions. A decision should be made adhering to all the legalities, by-laws, and state and federal laws governing the operational of the Non-Profit organization.
- Within the EC, a decision has to be made by a majority vote of the EC members.
- The decision made by EC should be communicated to the Board as soon as possible
- The Board has the ultimate accountability thus reserves the right to amend or reverse the EC’s decision.

### **Decisions by the Committees other than the EC**

- Individual committee has a right to make a decision based on votes from majority of its committee members.
- Any decisions made by the individual committees are subject to review and approval by EC and or the ANMN Board. The only exception to this is for a committee that is established to carry out a major project for which the decision making process and guideline will be defined in the individual project charter. The project charter will need to be pre-approved by the Board.
- The decision made by an individual committee should be communicated to the Board as soon as possible
- The Board has the ultimate accountability thus reserves the right to amend or reverse the any committee’s decision except for those predefined by individual project charter for specialized projects.

### **General Meeting Guidelines for All Entities within ANMN Including the Board**

- The meeting minutes should be recorded for every official meeting of ANMN Board and the Committees.
- The meeting minutes should get approved at the next respective meetings for the Board and the Committees.
- It will be the General Secretary’s (or the designate) responsibility to make sure that the meeting minutes are up on the ANMN website within a week of approval.



- The meeting shall be chaired by the President or someone designated by the president.
- The meeting will be conducted by following Robert's Rule
- Proposal and decisions will be made as follows:
  - A member will table a motion for consideration by the Board/Committee
  - A motion will need to be "seconded" by another member
  - Each member will have up to two minutes for comments or question on the motion
  - If further clarification is needed and the board does not have enough information to make a decision, the motion will be tabled and will be brought up again in the future meetings
  - After discussing the motion if the Board/Committee is ready to make a decision, vote will be taken and the majority vote will decide to approve or disapprove the motion
  - The decision will be recorded in meeting minutes and also on the "Board Decisions" document
  - Per ANMN Guidelines, the minutes along with the decision will be published in the ANMN website.

## **Board Member Code of Conduct**

### **As a member of the board team, I will:**

1. Listen carefully to my teammates.
2. Respect the opinion of my fellow board members.
3. Respect and support the majority decisions of the board.
4. Recognize that all authority is vested in the full board only when it meets in legal session.
5. Keep well informed of developments relevant to issues that may come before the board.
6. Participate actively in board meetings and actions.
7. Bring to the attention of the board any issues that I believe will have an adverse effect on the organization or those we serve.
8. Attempt to interpret the needs of those we serve to the organization and interpret the actions of the organization to those we serve.
9. Refer complaints to the proper level in the chain of command.



10. Recognize that my job is to ensure that the organization is well managed, not to manage the organization.
11. Represent all those whom this organization serves and not a particular geographic area or interest group.
12. Consider myself a “trustee” of the organization and do my best to ensure that it is well maintained, financially secure, growing and always operating in the best interest of those we serve.
13. Always work to learn how to do my job better.
14. Declare conflicts of interest between my personal life and position on the board and abstain from voting when appropriate.

**As a member of the board team, I will not:**

1. Criticize fellow board members or their opinions in or out of the boardroom.
2. Use the organization for my personal advantage or that of my friends or relatives.
3. Discuss the confidential proceedings/discussions of the board outside the boardroom.
4. Promise how I will vote on any issue before a meeting.
5. Interfere with the duties of the chief executive or other officers and board members

## **Board Member Ethical Guidelines**

### **General**

- I will always hold the betterment of the membership of the organization as my priority, including during all participation in discussions and voting matters.
- I recognize that I am obligated to act in a manner which will bear the closest public scrutiny.
- It is my responsibility to contribute to the board of directors any suggestions of ways to improve the organization’s policies, standards, practices or ethics.
- I will not abuse my position as a board member by suggesting to any organization employee that I am entitled to or expect any special treatment beyond regular members of the organization.
- I will declare any conflict of interest, be it real, potential, or apparent, which is not immediately obvious with regard to any matter being discussed in my presence during a meeting.



- If the board decides at any time during a meeting that I have a conflict, I will accept their request that I refrain from participating in the discussion and I will leave the meeting at the board's request. I understand that the board's decision will be recorded in the minutes, either with or without the reasons for the decision being also recorded
- I understand that the following activities are considered by the organization to be conflicts of interest, and that conflicts of interest are not limited to the following situations:
  - where a director makes a decision or does an act motivated by other or additional considerations than the best interests of the organization
  - where a director personally contracts with the organization or where he/she is a director of other organizations which are contracting with this organization
  - where a director learns of an opportunity for profit which may be valuable to him/her personally or to another organization of which he/she is a member, or to other persons known to the director
  - where a director, in any circumstance as related to the organization, puts his/her personal interests ahead of the best interests of the organization!

### **Information**

- I will not knowingly take advantage of or benefit from information that is obtained in the course of my official duties and responsibilities as a board member, and that is not generally available to membership
- I will be alert to information which the organization can use to develop improved policies and strategies
- I will protect the organizations information closely and will not release or share confidential information without the permission, preferably in writing, of the person who provided it
- I will maintain confidentiality of all information which the board deems ought to be kept confidential

### **Resources**

- I will be mindful of resources which are in my trust on behalf of the organization, and will help establish policies which ensure the maximization of secure and protected resources
- I expect to be reimbursed for legitimate expenses incurred by myself for the sake of the organization. I will keep all such expenses reasonable and justifiable and will discuss expenses which may be in question with the organization's president

### **Gifts and Hospitality**

- Should business associates or others offer me gifts, favors, or benefits on a personal basis because of the business the organization does with them, I will recognize that such offers may be an effort to secure advantage from me, and I will reject such offers on the basis that it is against the organization's policy to accept gifts from business contacts. The most I will accept will be normal promotional handouts of a nominal value.
- I will not routinely accept the hospitality of others. For example, when meals are taken with business colleagues, I will pay for as many meals as do my colleagues.



## **Representing the Organization**

- As part of my duties as a board member, I represent the organization informally and formally to other associations, societies, government officials, and business representatives. I recognize that it is important that I represent the organization in such a way as to leave others with a positive impression of the organization. In my duties I will preserve and enhance the good reputation of the organization and will avoid behavior which might damage its image.

## **Interpretation**

- The president of the organization shall ensure that the practice of this code of ethics will be fair, just, and equitable in all situations of interpretation and application.

## **Enforcement**

- The president is ultimately responsible for immediate interpretation, application and enforcement of the board members' code of ethics policy. All complaints concerning a possible code of ethics violation shall be made in writing to or by the president with a copy provided to the complainant.
- The president shall make an initial determination of the issue and shall attempt initial resolution of the problem with the complainer and the complainant.
- If this initial attempt at resolution is not successful, the president shall appoint a tribunal composed of three board members to investigate the complaint. The tribunal is required to investigate as required and submit a written report to the president within 30 days. The president will render his/her decision within ten days of receiving the tribunal's report.
- The president's decision may be appealed in writing to the board of directors for consideration the board's next regular meeting at the organization's next regular scheduled meeting for a final decision. The final decision shall be delivered in writing to the complainer and complainant.

## **Primer on Conflict of Interest<sup>5</sup>** (Refer to Appendix F for Broader Guidelines)

### **How does a nonprofit safeguard against organizational conflict of interest?**

When the personal or professional concerns of a board member or a staff member affect his or her ability to put the welfare of the organization before personal benefit, conflict of interest exists. Nonprofit board members are likely to be affiliated with many organizations in their communities, both on a professional and a personal basis, so it is not unusual for actual or potential conflict of interest to arise.

### **Why must we be concerned about conflict of interest?**

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<sup>5</sup> Source: <http://www.boardsource.org/Knowledge.asp?ID=3.389>



Board service in the nonprofit sector carries with it important ethical obligations. Nonprofits serve the broad public good, and when board members fail to exercise reasonable care in their oversight of the organization they are not living up to their public trust. In addition, board members have a legal responsibility to assure the prudent management of an organization's resources. In fact, they may be held liable for the organization's actions. A 1974 court decision known as the "Sibley Hospital case" set a precedent by confirming that board members can be held legally liable for conflict of interest because it constitutes a breach of their fiduciary responsibility.

### **Does conflict of interest involve only financial accountability?**

No. Conflict of interest relates broadly to ethical behavior, which includes not just legal issues but considerations in every aspect of governance. A statement by Independent Sector describes three levels of ethical behavior: obeying the law; decisions where the right action is clear, but one is tempted to take a different course; and decisions that require a choice among competing options.

The third level of behavior can pose especially difficult ethical dilemmas for nonprofit board members.

### **What can we do to prevent conflict-of-interest situations?**

Self-monitoring is the best preventative measure. Institute a system of checks and balances to circumvent actual or potential conflict of interest, beginning with well-defined operating policies on all matters that might lead to conflict. Most important, create a carefully written conflict-of-interest policy based on the needs and circumstances of the organization. Ask each board and staff member to agree in writing to uphold the policy. A conflict of interest policy should be reviewed regularly as part of board self-assessment.

### **What should be included in a conflict-of-interest policy?**

A policy on conflict of interest has three essential elements:

1. **FULL DISCLOSURE:** Board members and staff members in decision-making roles should make known their connections with groups doing business with the organization. This information should be provided annually.
2. **BOARD MEMBER ABSTENTION FROM DISCUSSION AND VOTING:** Board members who have an actual or potential conflict of interest should not participate in discussions or vote on matters affecting transactions between the organization and the other group.
3. **STAFF MEMBER ABSTENTION FROM DECISION-MAKING:** Staff members who have an actual or potential conflict should not be substantively involved in decision-making affecting such transactions.



**What are some examples of actual and potential conflict of interest?**

- Organization policy requires competitive bidding on purchases of more than \$1,000, but a printing firm owned by a board member's spouse receives the \$25,000 contract for the annual report and no other bids are solicited.
- A board member serves on two boards in the community and finds himself in the position of approaching the same donors on behalf of both organizations.
- A staff member receives an honorarium for conducting a workshop for another group in the organization's field of interest.

**Should an organization contract with a board member for professional services, such as legal counsel or accounting?**

Attorneys, accountants, and other professionals can contribute valuable expertise to a board. Due to the potential for conflict of interest, their contributions should be voluntary. At the very least, a board member who is associated with a firm competing for a contract should abstain from discussion and voting in the selection process. If a competitive bidding process results in the selection of that board member's firm, he or she should disclose the affiliation and abstain from voting on future board actions connected with that firm's contract with the organization.

**References:** Daniel L. Kurtz and Sarah E. Paul, [Managing Conflicts of Interest: A Primer for Nonprofit Boards](#) (BoardSource 2006).



## 101 Email Etiquette Tips

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It is important that whether it be for business or personal use that you follow the basics of email etiquette. This document covers for you the top tips for e-mail etiquette that everyone needs to be aware of and follow. By doing so you will be a joy to communicate with while being perceived as a caring and intelligent human being! ;-)

### Sending Emails

1. **Make sure your e-mail includes a courteous greeting and closing. Helps to make your e-mail not seem demanding or terse.**
2. Address your contact with the appropriate level of formality and make sure you have spelled their name correctly.
3. Spell check - emails with typos are simply not taken as seriously.
4. Read your email out loud to ensure the tone is that which you desire. Try to avoid relying on formatting for emphasis; rather choose the words that reflect your meaning instead. A few additions of the words "please" and "thank you" go a long way!
5. Be sure you are including all relevant details or information necessary to understand your request or point of view. Generalities can many times causing confusion and unnecessary back and forth.
6. Are you using proper sentence structure? First word capitalized with appropriate punctuation? Multiple instances of !!! or ??? are perceived as rude or condescending.
7. **If your email is emotionally charged, walk away from the computer and wait to reply. Review the Sender's email again so that you are sure you are not reading anything into the email that simply isn't there.**
8. If sending attachments, did you ask first when would be the best time to send? Did you check file size to make sure you don't fill the other side's inbox causing all subsequent e-mail to bounce?
9. Refrain from using the 'Reply to All' feature to give your opinion to those who may not be interested. In most cases replying to the Sender alone is your best course of action.
10. Make one last check that the address or addresses in the To: field are those you wish to send your reply to.
11. Be sure your name is reflected properly in the From: field. Jane Doe (not jane, jane doe or JANE DOE).
12. Type in complete sentences. To type random phrases or cryptic thoughts does not lend to clear communication.



13. **Never assume the intent of an email. If you are not sure--ask so as to avoid unnecessary misunderstandings.**
14. **Just because someone doesn't ask for a response doesn't mean you ignore him or her. Always acknowledge emails from those you know in a timely manner.**
15. Be sure the Subject: field accurately reflects the content of your email.
16. Don't hesitate to say thank you, how are you, or appreciate your help!
17. Keep emails brief and to the point. Save long conversations for the old fashioned telephone.
18. Always end your emails with "Thank you," "Sincerely," "Take it easy," "Best regards" - something!

### **Formatting Emails**

19. **Do not type in all caps. That's yelling or reflects shouting emphasis.**
20. If you bold your type, know you are bolding your statement and it will be taken that way by the other side!
21. Do not use patterned backgrounds. Makes your email harder to read.
22. Stay away from fancy fonts--only the standard fonts are on all computers.
23. Use emoticons sparingly to ensure your tone and intent are clear.
24. Typing your emails in all small case gives the perception of lack of education or laziness.
25. Refrain from using multiple font colors in one email. It makes your email harder to view and can add to your intent being misinterpreted.
26. Use formatting sparingly. Instead try to rely on choosing the most accurate words possible to reflect your tone and avoid misunderstandings in the process.

### **Email Attachments**

27. When sending large attachments, always "zip" or compress them before sending.
28. Never send large attachments without notice! Always ask what would be the best time to send them first.
29. Learn how to resample or resize graphics to about 600 pixels in width before attaching them to an email. This will greatly reduce download time.
30. Never open an attachment from someone you don't know.
31. Be sure your virus, adware and spyware programs are up to date and include scanning of your emails and attachments both incoming and outgoing.
32. It is better to spread multiple attachments over several emails rather than attaching them all to one email to avoid clogging the pipeline.
33. **Make sure the other side has the same software as you before sending attachments or they may not be able to open your attachment. Use PDF when possible.**



## **To, From, CC, BCc, RR, Subject**

- 34. Only use Cc: when it is important for those you Cc: to know about the contents of the email. Overuse can cause your emails to be ignored.**
- 35.** Don't use Return Receipt (RR) on every single email. Doing so is viewed as intrusive, annoying and can be declined by the other side anyway.
- 36.** Include addresses in the To: field for those whom you would like a response from.
- 37.** Include addresses in the Cc: field for those who you are just FYI'ing.
- 38.** Make sure your name is displayed properly in the From: field.
- 39.** Remove addresses from the To:, CC; and BCc: field that don't need to see your reply.
- 40.** Always include a brief Subject. No subject can get your email flagged as spam.
- 41.** Think about your motives when adding addresses to To:, CC:, BCc. Use your discretion.
- 42.** Never expose your friend's or contact's email address to strangers by listing them all in the To: field. Use BCc:!
- 43.** Make sure when using BCc: that your intentions are proper. To send BCc: copies to others as a way of talking behind someone's back is inconsiderate.

## **Email Forwarding!**

- 44.** Don't forward emails that say to do so--no matter how noble the cause may be. Most are hoaxes or hooey and may not be appreciated by those you send to.
- 45.** If someone asks you to refrain from forwarding emails they have that right and you shouldn't get mad or take it personally.
- 46.** When forwarding email, if you cannot take the time to type a personal comment to the person you are forwarding to--then don't bother.
- 47.** Don't forward anything without editing out all the forwarding >>>>, other email addresses, headers and commentary from all the other forwarders.
- 48.** If you must forward to more than one person, put your email address in the TO: field and all the others you are sending to in the BCc: field to protect their email address from being published to those they do not know. This is a serious privacy issue!
- 49.** Be careful when forwarding email on political or controversial issues. The recipient may not appreciate your POV.



## Email and Perception, Privacy, Copyright

- 50. Choose your email address wisely. It will determine, in part, how you are perceived.
- 51. **Try not to make assumptions when it comes to email. Always ask for clarification before you react.**
- 52. **Posting or forwarding of private email is copyright infringement not to mention downright rude. You need permission from the author first!**
- 53. Even though it isn't right; emails are forwarded to others. Keep this in mind when typing about emotional or controversial topics.
- 54. **When there is a misunderstanding by email, don't hesitate to pick up the old fashioned telephone to work things out!**
- 55. Know that how you type, and the efforts you make or don't make will indicate what is important to you and if you are an educated courteous person.
- 56. If you forward an email that turns out to be a hoax, have the maturity to send an apology follow up email to those you sent the misinformation to.
- 57. When filling out a contact form on a Web site, do so carefully and with clarity so your request is taken seriously.
- 58. If a friend puts your e-mail address in the To: field with others you do not know, ask them to no longer expose your address to strangers without your permission.

## Business Email

- 59. Think of your business email as though it was on your business letterhead and you'll never go wrong!
- 60. **If you cannot respond to an email promptly, at the very least email back confirming your receipt and when the sender can expect your response.**
- 61. Emailing site owners about your product or service through the site form is still spam. Ask them if they want more info first!
- 62. When replying to emails always respond promptly and edit out unnecessary information from the post you are responding to.
- 63. Formality is in place as a courtesy and reflects respect. Assume the highest level of formality with new email contacts until the relationship dictates otherwise. Refrain from getting too informal too soon in your email communications.
- 64. Never send anyone an email they need to unsubscribe from when they didn't subscribe in the first place!
- 65. Be very careful how you use Reply to All and Cc: in a business environment. Doing so for CYA or to subtly tattle can backfire and have your email viewed as petty or insecure.



- 66. **When replying to an email with multiple recipients noted in the To: or Cc: fields, remove the addresses of those who your reply does not apply to.**
- 67. Never send business attachments outside of business hours and confirm that the format in which you can send can be opened by the other side

## **IM, Blackberry**

- 68. With IM and Chat, try not to be overly cryptic or your meaning can be misread.
- 69. Use Instant Messaging (IM) for casual topics or informational briefs. IM is not the place for serious topics or confrontational issues.
- 70. Start by always asking if the person you are IMing is available and if it is a good time to chat. Refrain from IMing during meetings or when your attention is required.
- 71. Practice communicating briefly and succinctly.
- 72. Use IM for casual topics or informational briefs. Serious topics are not for IM.
- 73. IMing is not an excuse to forget your grade school education.
- 74. If you are not a smooth multi-tasker, do not continue multiple IM sessions and leave folks hanging while you communicate with others.
- 75. Learn how to use the features of your IM program. Specifically your “busy” and “away” message features.
- 76. Never IM under an alias to take a peek at friends’ or associates’ activities.
- 77. Take into consideration who you are communicating with to determine the acronyms and emoticons that should be used - if at all.

## **Email and Blogs, Forums, Message Boards**

- 78. Keep in mind when in newsgroups or message boards that you are in a global arena. Read the charters and rules - before you post.
- 79. **When discussions get out of control; don’t stoop to name-calling or profanities. You are better than that!**
- 80. Keep your signature file to no more than 4-5 lines.
- 81. Keep commercialism to no more than a link at the end of your comment or contribution.
- 82. **Stay on topic and discuss issues only relative to the thread/topic in question.**
- 83. If new to the message board, “lurk” for a while to get a feel for the community and personalities of the regulars before you post.
- 84. Never give out personal information or specifics to your location on message boards.
- 85. **Keep in mind there will always be differences of opinion. Try to remain objective and not personalize issues.**



- 86. Don't fall for trolls. Trolls are folks who will post rude comments just to get a rise out of everyone.
- 87. Be sure to down edit, or remove any part of the post you are replying to that is no longer necessary to the ongoing conversation.

## Email Considerations

- 88. **Before getting upset because you perceive someone didn't respond, check to see if their reply was inadvertently deleted or sent to your Trash or Junk folder.**
- 89. With emotionally charged emails, wait until the next morning to see if you feel the same before clicking Send.
- 90. **Feel free to modify the Subject: field to more accurately reflect a conversation's direction.**
- 91. When it comes to your email communications, know who you can trust; trust only those you know.
- 92. Take the time to review each email before clicking Send to ensure your message is clear and you are relaying the tone that you desire.
- 93. **Never use an old email to hit reply and start typing about an entirely new topic.**
- 94. Regardless of how noble a forwarded email may be, don't just forward without investigating its authenticity @ Snopes. com.
- 95. Always add the email addresses of Web sites and new contacts immediately to your approved senders or address book so they get through Spam filters.
- 96. Before completing a Web site's Contact form; make an effort to review the site to be sure the information you seek is not already available.
- 97. Take a quick look at the e-mails in your Trash before you delete them just in case a good e-mail landed there by mistake.
- 98. If any email states to forward to all your friends, or just 5 people--do everyone a favor and just hit delete!
- 99. Don't mass e-mail people who didn't ask to be on your personal "mailing list".
- 100. Double check that your adware, spyware and virus programs are set to automatically update at least once each week so the software knows what to protect you from.
- 101. **And finally. . . Type unto others as you would have them type unto you!**



## Appendix A: ANMN By-Laws (Association of Nepalis in Minnesota)

### Article I: Office & Location

Section 1: **Office.** The principle office of the Corporation is located at 207 1st Avenue SE, New Brighton,  
Minnesota, 55112, State of Minnesota, USA.

Section 2: **Location.** The designation of the county or city of the corporation's principal office may be changed by amendment of these Bylaws.

### Article II: Nonprofit Purposes

Section 1: **Purpose.** This corporation is organized exclusively for one or more of the charitable purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986 as now in-acted or hereafter amended, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

Section 2: **Mission.** The ANMN's mission is to preserve and promote Nepali culture, and strengthen the bond of friendship and cooperation amongst Nepali and friends of Nepal community members in the State of Minnesota.

Section 3: **Objectives.** The ANMN's objectives are:

- i. To preserve and promote Nepali culture through various cultural activities and events such as:
  - a. Cultural shows and concerts
  - b. Food festivals and picnics
  - c. Dashain/Tihar and Nepali New Year Celebrations
  - d. Art Exhibitions, Literary, and educational events
- ii. To disseminate Nepal related information to Nepali Diaspora, and to encourage and augment community involvement for educational, social as well as charitable purposes.
- iii. To raise and manage funds and donations to support ANMN programs, events, and humanitarian causes-

### Article III: Membership

Section 1: **Membership.** Membership in ANMN is open to all Nepalese and other nationalities willing to join by paying annual membership dues and by supporting efforts to achieve the goals and objectives of ANMN. There will be no denial of membership based on age, sex, race, color, national origin, religion, disability, marital and military status-



Section 2: **Membership Structure.** Annual membership criteria, structure and fee shall be recommended by the Membership Committee and approved by the ANMN Board with a simple majority vote. Current annual membership rate classification/schedule are as follows:

- i. Individual – \$5.00
- ii. Family - \$10.00
- iii. Life Member - \$100.00
- iv. Honorary member – no fee
- v. Benefactor – who contributes \$300.00 or more

#### **Article IV: ANMN Board**

Section: 1: **Number:** The corporation shall have up to fifteen Board members starting with four elected members of the Executive Committee (Article V) and the immediate past Board President who will be a member of the Executive Committee and the ANMN Board. The five-member Executive Committee shall nominate/recruit additional Board members from amongst ANMN general members and assign them with role and responsibility to coordinate and lead various Board approved committees. Besides the committee coordinator(s), the Board may include additional persons necessary to coordinate/conduct special activities, events and functions in the committees as committee members. Additional Board members may also be selected to represent major ANMN project(s) as per project charter.

Section: 2: **Power:** Subject to the provisions of the laws of the State of Minnesota and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board is responsible for the overall policy and direction of the ANMN.

Section 3: **Duties:**

- i. Perform any and all duties imposed on them collectively or individually by federal and state law, by Articles of Incorporation, or by these Bylaws.
- ii. Perform fiduciary responsibility by approving the annual budget and programs and, if recommended by the Advisory Committee, by arranging for an independent audit of the finances of the corporation.
- iii. Meet at such times and places as required by these Bylaws

#### **Article V: ANMN Executive Committee**

Section 1: **Formation.** The Executive Committee shall consist of five members including the following four elected officers of the Corporation and the immediate Past President.

- i. **President.** The President shall be the chief executive officer of the ANMN and shall have general supervision and control of its activities and programs. He/she will



handle all formal correspondence between Board Members, the Committee coordinators, Advisory & Community Council and the members of the ANMN. The president will call and conduct the Board and Executive Committee meetings.

- ii. **Vice President.** The Vice President shall assist the President and assume his or her duties when the President is unable to serve or during his/her extended leave of absence.
- iii. **General Secretary.** The General Secretary shall keep records and minute of all meetings of the ANMN Board and the Executive Committee. The General Secretary will assume the duties of the President if and when the President and Vice President are unable to serve due to resignation or during their extended leave of absence.
- iv. **Treasurer.** The Treasurer shall lead the Finance Committee and work as the custodian of all the ANMN funds. He/she shall maintain ANMN bank accounts, receipts and disbursement proofs and records of funds and shall give complete reports to the ANMN Board and the ANMN membership.

Section 2: **Power.** The Executive Committee shall work for the ANMN Board and will have corporation's administrative authority as defined and vested by the ANMN Board

## **Article VI: ANMN Committees & Advisory & Community Council**

Section 1: **Purpose.** The ANMN Board will form the following committees and council to help with development and operation of ANMN programs, events, and projects and help maintain ANMN's standing as an active and functional entity with the highest degree of efficiency and transparency within the ANMN membership, and the general public.

Section 2: **Program/Event / Membership Committee :** This committee is responsible for developing, coordinating, and organizing annual cultural programs and events such as New Year and Dashain programs sports, annual picnics, blood drives, other age/gender/profession interest activities. Working together with Finance Committee and Executive Committee, the Program/Event Committee will identify annual programs and prepare budgets specific to the programs. The programs and budgets shall be presented to the Board for approval.

The membership committee will maintain roster of active ANMN members, send information and follow up on membership renewals, work with Information Committee to maintain and update membership database, work with Program/Event Committee to manage registration desk during annual events, and provide list of active ANMN members to Advisory & Community Council to help with the conduct of biennial election of ANMN officers.



Section 2: **Information /Public Relation Committee:** This committee is responsible for collecting, maintaining and disseminating information on ANMN programs and activities for the general public. The functions include development of annual reports, update and maintenance of ANMN web page, Facebook page, email and physical address database of ANMN members and contacts.

Section 3: **Finance Committee.** Coordinated by the ANMN Treasurer, this committee will work with

other committees to prepare annual program budget(s), monitor, and maintain income and expenses and prepare periodic fiscal reports to the Board and to the ANMN general membership. This committee will maintain and update corporation's legal status with MN Secretary of State, and file annual taxes as required by the State of Minnesota Department of Revenue and the Internal Revenue Service.

Section 4: **Project/Grant Committee:** This committee is responsible to follow up on progress of various large and small ANMN projects; evaluate and recommend to the Board to initiate new projects; write and present progress reports to various funding agencies and ANMN members; write grant proposals and develop fund raising programs for Board approved projects and causes.

Section 5: **Advisory Board :** Led by the immediate Past President or the Vice President, this Board

composed of past presidents, other officers, and invited community leaders shall provide strategic and operational advice to the Executive Committee and the ANMN Board. The Board acts as a liaison body of the ANMN Board with the general public; conducts biennial election of ANMN officers; supervises the transition of Executive Committee members; conducts Board member orientation and training; recognitions and recommends for rewards and appreciation of Board members and other ANMN volunteers on their performance and service to ANMN; works as provisional executive body in the absence of an elected Executive Committee; plans and executes periodic review of ANMN bylaws and guidelines. The Board recommends for operational and financial auditing of ANMN activities, programs, and projects to the ANMN Board.

Section 6: **Advisory & Community Council:** Jobs and responsibilities as defined in ANMN Guideline Handbook

Section 7: **Election and Appointment of Executive Officers and Board Members.**

- i. Four executive officers of the board will be elected by direct voting by general members of ANMN. Term of all board members will be for a period of 2-years. The ANMN Advisory Board will appoint an adhoc Election Committee and begin organizing the election process at least 3 months prior to the general election. The election committee shall conduct election in accordance with the by-laws.



- ii. The Election Committee shall seek nomination from general members of ANMN for the positions of the four executive officers of the board. Each eligible ANMN member, 18 years or older, shall cast one vote for one position. The Election Committee may formulate specific election and code of conduct rules and design ballots for the election. The adhoc Election Committee shall be dismissed once the four officers of the ANMN are elected.
- iii. The election will be run during the annual Nepal New Year celebration day which usually falls in April. If the Nepal New Year celebration is not held then the Election Committee shall schedule an Election sometime by the end of April.

#### Section 8: **Removal and Resignation of the Board Member**

- i. Any Board member maybe removed from office, with or without cause, as permitted by and in accordance with the laws of this state. To remove a Board member, two-third of the Board members must vote for the removal.
- ii. Any board member may resign by giving written notice to the President or the Secretary of the Board. If the Corporation is left without a duly elected officer, the Advisory & Community Council will assume executive duties and make arrangement to conduct fresh election of the officers of the corporation.

#### Section 9: **Vacancies**

- i. Vacancies on the Board shall exist on the resignation or removal of any board member prior to his or her end of term in office.
- ii. When the vacancy on the Executive Committee exists, the Executive Committee shall designate a Board member to complete the remaining term. If the office of the President becomes vacant, the Vice President shall complete the vacated term. The Board shall appoint one of its members to complete the Vice President's term. If simultaneous vacancies occur in the offices of both President and the Vice President, the General Secretary shall be the Acting President and convene the Board meeting to initiate procedures to fill the vacancies until the next general meeting.

Section 10: **Honorarium & Compensation.** The officers and Board members shall receive no honorarium, except when fixed from time to time by resolution of the Board. The Board members shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred during travel related to the performance of their ANMN duties as outlined in these Bylaws and/or directed by the Board. The expenses have to be directly attributable to the performance of the ANMN duties.



## Section 11: **Meetings**

- i. General Meeting: The Board will hold at least one physical meeting per year to discuss the affairs of the corporation with the general membership.
- ii. Board Meeting: The Secretary of the corporation will communicate the date, place, and time of the meetings to each director by mail, telephone, fax or electronic mail at least two weeks in advance of the scheduled meetings. The meeting shall take place once a month or as required.
- iii. A quorum for the board meeting shall consist of no less than 8 Board members as 50% + 1 of the existing members of the Board. Except as otherwise provided by these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum shall be considered by the board at any meeting at which the required quorum is not present and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
- iv. Meetings of the Board members shall be presided over by the President, or a Chairperson chosen by the majority of the Board members present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Robert's Rule shall govern meetings in so far as such rules are not inconsistent with or in conflict with the Article of Incorporation, these bylaws, or with provisions of law.
- v. The various committee meetings can be held as often as needed and are organized by the committee leads.

## **Article VII: Amendments**

Section 1: A group of one-third of the board member is required to propose an amendment to the Bylaws of the corporation. The Board of Directors may seek the advice of the Advisory Board and / or Advisory & Community Council to consider proposed changes to the Bylaws. The proposed amendments to the Bylaws shall be presented to the Board during the scheduled or special meeting of the Board. An affirmative vote of at least threequarter of the Board Directors present at such meeting shall be required for approval.



## **Article VIII: Bequests, Grants, Contributions, and Funds**

Section 1: The Corporation may receive bequests, grants, contributions, and funds and may make disbursements there from. The corporation with the approval of the Board may enter into contracts to carry out any purpose consonant with its Bylaws and the Article of Incorporation.

## **Article IX: Liabilities, Indemnification and Conflict of Interest**

Section 1: The board members shall not be personally liable for the debts, liabilities, or other obligation of the corporation.

Section 2: **Indemnification.** Unless otherwise prohibited by law, the corporation shall indemnify any Board member or officer of the corporation, any person who may have served at corporation's request as a member or officer, or any employee, or any volunteer working on behalf of the corporation against any and all expenses and liabilities actually and necessarily incurred by that individual or imposed on the individual in connection with any claim, action, suit, or proceeding, whether actual or threatened, civil, criminal, administrative or investigative, including appeals, to which the individual may be or is made a part by reason of being or having been such Board member, officer, employee or agent. There shall be no indemnification in relation to matters as to which the individual shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the corporation for damages arising out of the individual's own gross negligence or misconduct in the performance of a duty to the corporation.

Section 3. **Conflict of Interest.** Any Officer or the Board Member of the corporation shall declare to the Secretary his/her personal/professional or institutional affiliation when any direct or perceived conflict of interest arising from his/her action as a governing member of the ANMN. Upon consultation with the Secretary, he/she would then abstain from voting in such decisions affecting such affiliations.

## **Article X. Exempt Requirements**

No part of the net earnings of the Organization shall to the benefit of , or be distributable to its members, officers or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furthermore of the purpose set forth in the purpose clause hereof.



**Article XI. Duration / Dissolution**

Upon the dissolution of the Organization, assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 ( c ) ( 3 ) of the Internal Revenue Code, or corresponding section of any further federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**APPENDIX****By-Law and Guideline Review Committee – 2012/13**

1. Bijay Shrestha
2. Padam Sharma
3. Bhairav Khakural
4. Bhaskar Tripathy



## Appendix B: Current Board Members

### Current Board Roster (April 2013 – April 2015)

Dadin Pandey	President	dadinp@gmail.com
Suresh Adhikari	Vice-President	Suresh.adhikari@hotmail.com
Sajan Dhakal	General Secretary	sajandhakal@gmail.com
Sachin Parajuli	Treasurer	sachincpa@gmail.com
Bhaskar Tripathy	Immediate Past President	bhaskartripathy@gmail.com
Sugam Shrestha	Board Member	sugam.shrestha@gmail.com
Pujan Pant	Board Member	pant.pujan@gmail.com
Bandana Garg	Board Member	bandanagarg@gmail.com
Richa Shrestha	Board Member	reecha21@gmail.com
Krishna Pathak	Board Member	krishna.pathak@mpls.k12.mn.us
Bijesh Maharjan	Board Member	happybijesh@gmail.com
Sailendra Bhattra	Board Member	sailendrab@gmail.com
Sharman Sharma	Board Member	sshraman@gmail.com
Shikhar Thapa	Board Member	thapas@gmail.com
Sanjeev Shrestha	Board Member	sanshrestha11@gmail.com



## Appendix C: Past Board Members

ANMN has been an active association since its incorporation in 2004. In that time, the following individuals have contributed their time and effort as ANMN Board Members to advance the association to its current standing.

<b>2011 – 2013</b>  Dadin Pandey (P) Ratnendra Sharma (VP) Achheyta Munakarmy (T) {1 year} Sachin Parajuli (T) {1 year} Sajan Dhakal (GS) Bhaskar Tripathy (IP) Ajib Shrestha (A,PP) Bijay Shrestha (A,PP) Bhairav Khakural (A) Bandana Garg Bishal Sharma {partial} Pujan Pant Krishna Pathak Sugam Shrestha (PC) Suresh Adhikari Richa Shrestha	<b>2009 - 2011</b>  Bhaskar Tripathy (P) Sugam Shrestha (VP) Postak Shrestha (GS) Mitra Sangroula/Achhetya Munakarmy (T) {1 year each} Ajib Shrestha (IP) Apeckchya Karki Bijay Shrestha (PC.PP) Dadin Pandey (MC) Bhairav Khakural (A) Babu Ram Pokharel (SC) Bishow Poudel (IC) Bhasu Risal (PR) Krishna Pathak Mitra Sangroula Ratnendra Sharma
<b>2007 - 2009</b>  Ajib Shrestha (P) Shailesh Regmi (VP) { <i>incomplete</i> } Sugam Shrestha (GS) Udip Rayamajhi (T) { <i>incomplete</i> } Bhairav Khakural Bhaskar Tripathy Bijay Shrestha (IP) Dadin Pandey Deepak Thapa Kris Fruetel Rashmi Sharma-Nenneman	<b>2005 - 2007</b> [First Official Election: April 2005]  Bijay Shrestha (P) Suraj Aryal (VP) { <i>incomplete</i> } Sugam Shrestha (GS) Bhaskar Tripathy (T) Ajib Shrestha Bhairav Khakural Dadin Pandey Kailash Thapa Kris Fruetel Pooja Pant Rashmi Sharma-Nenneman Rashmi Bhattachan (PC) Sanjay Joshi Sharon Shakya



<b>2004 - 2005 [Interim Board]</b>  Bijay Shrestha (P) Ranjit Pradhan (VP) <i>{incomplete}</i> Ajib Shrestha (GS) Rashmi Bhattachan (T) Bhaskar Tripathy Anil Amatya Krishna Pathak Niben Man Singh Mani Rana Milan Shrestha Bhairav Khakural	<b>FOUNDERS</b>  [ANMN Incorporated on Jan 14 <sup>th</sup> , 2004]  Ajib Shrestha Anil Amatya Krishna Pathak Niben Man Singh Rashmi Bhattachan
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(P): President

(GS): General Secretary

(IP): Immediate Past President

(PC): Events/Programs Committee Chair

(SC): Sports Committee Chair

(PR): Public Relations Committee Chair

(VP): Vice President

(T): Treasurer

(PP): Past President

(MC): Membership Committee Chair

(IC): Information Committee Chair

(A): Advisor



## Appendix D: Past Recipients of Presidential Recognition

<p><b><u>2013</u></b>  <b><i>Board:</i></b>  Rashmi Sharma  Suresh Adhikari  Sharon Shakya  Apeckchya Karki</p> <p><b><i>Community:</i></b>  Padam Sharma</p>
<p><b><u>2012</u></b>  <b><i>Board:</i></b>  Bandana Garg  Pujan Pant  Sachin Parajuli</p> <p><b><i>Community:</i></b>  Mitra Sangraula</p>
<p><b><u>2011</u></b>  <b><i>Board:</i></b>  Sugam Shrestha  Rashmi Bhattachan  Bhairav Khakural</p> <p><b><i>Community:</i></b>  Natak Company</p>
<p><b><u>2010</u></b>  <b><i>Board:</i></b>  Deepak Thapa  Ratendra Sharma  Bishow Paudel</p> <p><b><i>Community:</i></b>  Subas Silwal</p>
<p><b><u>2009</u></b>  <b><i>Board:</i></b>  Ajib Shrestha  Bijay Shrestha  Kris Fruetel</p>



## Appendix E: ANMN Financial Statements

### Association of Nepalis in Minnesota(ANMN) Statement of Financial Position 4/15/2012

<b>Assets</b>		
<b>Description</b>	<b>4/15/2012</b>	<b>4/15/2011</b>
<b>Cash</b>		
General Checking	\$13,069	\$8,705
Paypal	\$2,079	\$1,203
MNCC checking	\$14,915	\$8,884
Certificate of Deposits	\$4,808	\$4,748
<b>Total cash</b>	<b>\$34,871</b>	<b>\$23,540</b>
<b>Equipments</b>	<b>\$455</b>	<b>0</b>
<b>Accumulated Depreciation</b>	<b>(\$91)</b>	<b>0</b>
<b>Total Assets</b>	<b>\$35,235</b>	<b>\$23,540</b>
<b>Net Assets</b>		
<b>Description</b>	<b>Amount</b>	
Unrestricted Net Assets	\$15,512	\$9,908
Temporarily Restricted- MNCC project	\$14,915	\$8,884
Restricted Net assets- Emergency Fund	\$4,808	\$4,748
<b>Total Net Assets</b>	<b>\$35,235</b>	<b>\$23,540</b>



<b>Association of Nepalis in Minnesota(ANMN)</b> <b>Statement of Income &amp; Expenses</b> <b>04/15/1012</b>	
<b>Contribution</b>	
Grant	\$7,600
Donations-MNCC	\$6,031
<b>Total Donations</b>	<b>\$13,631</b>
<b>Program revenue</b>	
Language class	\$205
Summer Picnic	\$1,256
Golf Tournament	\$140
Soccer tournament	\$1,200
Dashain Night	\$2,201
Music Festival	\$710
New year Night	\$3,830
<b>Total program revenue</b>	<b>\$9,542</b>
<b>Interest Income</b>	<b>\$60</b>
<b>Miscellaneous Income</b>	<b>\$455</b>
<b>Advertising income</b>	<b>\$300</b>
<b>Total Revenue</b>	<b>\$23,988</b>
<b>Expenses</b>	
<b>Program expenses</b>	
Intercultural networking event	392
Summer Event	1,116
Golf Tournament	79
Soccer Tournament	1,431
Meet Nepali Ambassdor	164
Dashain Night	2,505
Music festival	1,109
Language class	71
Volunteer appreciation	252
New year Night	4,157
<b>Management &amp; General expenses</b>	
Paypal charges	28
IRS -1023	850
Board recognition	108
Depreciation	\$91
<b>Total expenses</b>	<b>\$12,353</b>
 Change in Unrestricted Net assets	 <b>\$5,604</b>
 Change in temp restricted net assets	 <b>\$6,031</b>
 Change in Permanently restricted net assets	 <b>\$60</b>
 <b>Net change in Net assets</b>	 <b>\$11,695</b>



**Association of Nepalis in Minnesota  
Statement of Changes in Net Assets  
4/15/2012**

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Excess of Revenue over Expenses( Unrestricted)	\$5,604			\$5,604
Contributions		\$6,031		\$6,031
Investment Income			\$60	\$60
Change in Net Assets	<b>\$5,604</b>	<b>\$6,031</b>		<b>\$11,695</b>
Net Assets- Beginning	\$9,908	\$8,884	\$4,748	\$23,540
Net Assets- Ending	<b>\$15,512</b>	<b>\$14,915</b>	<b>\$4,808</b>	<b>\$35,235</b>

**Association of Nepalis in Minnesota(ANMN)  
Statement of Functional expenses  
4/15/2012**

	Program expenses										M&G		Total
	SUMMER	SOCCER	Golf	Embassdor	Dashain	Music	Language	Volunteer	Intercultural	New year	Total		
	PICNIC	TOURNEY	TOURNEY	Visit	Night	Festival	Class	Appreciation	Networking	Event			
Catering				\$164	\$1,099				\$392	\$2,226	\$3,603		\$3,883
Food Items	\$355							\$225		\$134	\$714		\$714
Facility Rental	\$100	\$669			\$947	\$400				\$1,210	\$3,326		\$3,326
Supplies	\$661	\$312	\$79		\$459	\$193	\$71	\$27		\$226	\$2,026		\$2,028
Professional fees		\$450									\$450		\$450
Audio/Visual						\$336					\$336		\$336
Entertainment											\$0		\$0
Decorations											\$0		\$0
Security						\$180					\$180		\$180
Payroll commision											\$0	\$28	\$28
Prizes & trophy										\$225	\$225		\$225
Board recognition											\$0	\$108	\$108
IRS - 1023											\$0	\$850	\$850
Depreciation												\$91	\$91
Insurance										\$134	\$134		\$134
Total	\$1,116	\$1,431	\$79	\$164	\$2,505	\$1,109	\$71	\$252	\$392	\$4,157	\$11,276	\$1,077	\$12,353
Program expenses	\$11,276												
M & G expenses	\$1,077												
Total	\$12,353												

For complete Financial statements and details visit <http://www.anmn.org/>



## **Appendix F: Broader Guidelines**

### **Discrimination and Harassment**

Discrimination and harassment aren't tolerated at ANMN. Discrimination and harassment are illegal and they are also counter to everything ANMN stands for.

Part of what makes ANMN so unique is ANMN's commitment to be inclusive and to build a team of diverse individuals of Nepalese ancestry and friends of Nepal. Different people with different backgrounds have different ways of seeing the world and different tools for solving problems – so the more diverse our members, the more likely that ANMN will be a great organization and will do great things in the community for Nepalese and for friends of Nepal.

Ask yourself: Is what I'm about to say or do offensive to any individual or group?

### **Communication**

It's important for every communication that comes from ANMN to reflect our ANMN brand. Communications include everything from internal communications like conversations with fellow board members to external communications like social media posts that relate to ANMN. ANMN does not tolerate communication that violate ANMN's policies or that are libelous or obscene.

ANMN members and the Nepalese community and friends of Nepal are loyal to ANMN because we provide high-quality service and partner with the various communities to further ANMN's goals, objectives, and visions. Therefore, our goal in communication should be clarity and accuracy.

Good communication, whether face to face or in writing, is the most important tool in successful collaboration with fellow board and committee members, which is the key ingredient in success of ANMN's mission and it is our culture. It is ok to disagree with fellow board members or committee members, but it is important to be professional and respectful even when you don't see eye to eye.

If you are ever put in a position where someone from the media asks you to speak for ANMN, decline unless you've been authorized by the ANMN board or ANMN EC to do so.

As a board member or a committee member, it is never ok to speak ill of ANMN, board members, and committee members.

Ask yourself: Is my communication professional? When my communication is public, is it completely clear that my personal views don't represent ANMN's position?



## **Safety**

Safety has an impact on every part of ANMN's activities. Board member and committee members should never feel threatened when he/she brings forth ideas and or disagreements. It is paramount for the success of ANMN that we categorically denounce any form of threats including emotional and physical. ANMN does not tolerate any kind of violence under any circumstances. Violence includes actions or word that endanger or harm a person or that leads other person to believe that they themselves or their property is in danger. ANMN does not condone any form of violence during any of the ANMN sponsored activities, including but not limited to board meetings and community events that we organize.

Drugs and alcohol use is absolutely not allowed during official board and committee meetings.

Ask yourself: Is there potential for injury or property damage if my actions are not corrected? Could someone see my words or actions as threatening?

## **Conflict of Interest**

Avoiding conflict of interest means you are responsible for ensuring that you don't make ANMN related decisions based on how they might benefit you. At ANMN, we not only avoid conflicts of interest, we avoid engaging in activities that could create even the appearance of a conflict of interest.

All Board members must maintain and promote high ethical standards including good-faith Board decisions making and avoiding an actual or perceived conflict of interest with other activities, interests, and/or organizations with which the Board member may be involved.

All Board members must review and sign off on the separate Conflict of Interest Guidelines for Board members.

Ask yourself: Could the activities that I partake in my personal life influence my ANMN related decision? Will it look to others like my decision was influenced by my personal interests?

## **Protecting ANMN Asset**

ANMN's asset - no matter whether they are equipments, ANMN credit/debit cards, cash, membership list, or information – are intended to be used for the benefit of ANMN and should be used solely for that purpose which has been authorized by the ANMN board.

To void an appearance of any impropriety, ANMN funds must not be expended without an explicit authorization by the board. The amount expended and the purpose for which the amount is expended, both must have been fully authorized by the ANMN Board.



Ask yourself: Can someone view my actions as theft or misuse of the ANMN asset for personal gain?

### **Records and Information**

Many of the ANMN Board and committee members collect a lot of information in the course of working and planning for ANMN activities, emails, memos, spreadsheets, contacts, proposals, project plans, and the list goes on. Since ANMN is a volunteer organization, we need to manage our time well and not replicate work that has already been done. When a board or committee member withdraws from ANMN, it is expected that he/she methodically transition all the records to the Executive committee of ANMN Board or anyone designated by the board for that purpose.

Ask yourself: The documents that I have worked on, can future members of the ANMN board or committees use the documents to further ANMN's mission?

### **The Environment**

It's always been important to ANMN to be a good corporate neighbor that protects the environment. For a non-profit corporation (organization) like ANMN, it is the right thing to do. ANMN knows that we can set examples for the Nepalese community by practicing doing the right thing during ALL of the ANMN events.

Ask yourself: How can I do my part in protecting the environment?

### **Political Activities**

ANMN encourages its board and committee members to get involved in the civic process. ANMN strongly believes that a community gets stronger when everyone who lives there is engaged and invested in making it a better place to live.

If you want to contribute your personal time or money to political activities, that's great way to get involved. But you need to be clear that you are acting on your own behalf and not on behalf of ANMN. You cannot use ANMN's name in a way that suggests that ANMN sponsors or endorses your personal political activities, nor can you use your position at ANMN to pressure fellow ANMN board and committee members to make political contributions or support or oppose particular candidates. More generally, you cannot use any ANMN resources for political purposes. ANMN is by its nature apolitical organization.

However, ANMN can work with local, state, and federal legislatures, policy makers, and other officials to make sure we have a voice in the decisions they make.



Ask yourself: Could anyone perceive that I'm representing ANMN, even though these are my personal politics?

### **Anti-Bribery**

No ANMN board or committee member or third party acting on ANMN's behalf may offer, give, ask, or receive a bribe under any circumstances. The definition of a bribe is not limited to a cash payment; bribes can also include discounts, services, gifts, charitable or political contributions, travel, and excessive meals or entertainment. Prohibiting bribe is not just ANMN policy; bribery is also against U.S. law.

Ask yourself: Could this contribution or payment be considered a bribe?

### **Confidentiality**

No board members shall divulge confidential and/or private information of the ANMN, members, committee members, and other board members unless dictated by the laws of the State of Minnesota and the laws of the USA.

Ask yourself: Have I been authorized by the affected party to release the information or have I been directed by the court to provide the information to law enforcement?

## **Appendix G: Transition to the New Board**

1. The transition from the new Board and the old Board will be managed by the members of the Election Committee
2. Election Committee will request the elected EC to form the new Board
3. The newly formed EC (4 elected members and the immediate past president) will meet and brainstorm, nominate, and select up to 10 additional Board members
4. Election Committee will call a combined meeting of the last Board and the new Board no later than ONE month after the Election of the new Executive Committee members
5. This Handbook (printed and/or PDF format) will be presented to the new Board members. It is expected that the new Board members acquaint themselves with the handbook thoroughly.