



# **NAPA By-Laws 2016**

**(Amended by AGM on 05/29/2021)**

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### **Article I. Name of the Organization**

The name of the organization shall be "Association of Nepalese Agricultural Professionals of Americas". In short, it shall be called "NAPA".

### **Article II: Introduction, Vision, Mission, Goal, and Objectives**

#### **Introduction:**

NAPA is a non-profit, non-governmental, non-religious, and non-political professional organization dedicated to serve mankind through educational, scientific, and developmental initiatives. NAPA is incorporated (Certificate ID: 10668534#BRK73) under the laws of the Secretary of State of State of Louisiana (LA), USA.

#### **Vision:**

Prosperity through agricultural transformation.

#### **Mission:**

To foster and enhance human welfare and environment health through scientific and socio-economic innovation, discourse, knowledge sharing, capacity building, and charitable services.

#### **Goal:**

To enhance livelihood, food security, and sustainable development by improving resiliency of agricultural and natural resource management systems.

#### **Objectives:**

The main objectives of the organization shall include, but are not limited to:

1. Promote the improvement, advancement, and progress of agriculture and allied disciplines through state-of-the-art cutting-edge scientific research on problems faced by agricultural stakeholders for sustainable livelihood solutions.
2. Generate empirical evidence through scientific and action-oriented research to help formulate informed policy decisions and implement development initiatives in agriculture and allied fields.
3. Pursue capacity building of farmers and farming communities, stakeholders, and agricultural professionals through effective teaching and need-based trainings.
4. Foster intellectual discourse among scientists, policy makers, academia, and stakeholders in issues related to agriculture and allied fields to identify and implement sustainable initiatives.
5. Disseminate the discoveries, innovations, and information through various outlets such as publication in high standard scientific journals, research and policy briefs, websites, magazines, newsletters, and social media.
6. Organize seminars, workshops, conferences, and training programs to share knowledge and ideas for professional development.
7. Participate in competitive grants locally, nationally, and internationally to conduct research, disseminate sound and environmentally-friendly agricultural practices, and improve pedagogy for overall socio-economic improvement.
8. Raise/generate funds to conduct research, capacity building trainings, establish scholarships, and provide financial support (i.e., research grants) to build and strengthen individual and institutional capacity of collaborating organizations.
9. Collaborate with other organizations in research, training, dissemination, and efforts to provide relief measures to affected people in times of need.
10. Engage in various charitable activities and opportunities as they arise.

### Article III: Disciplines within NAPA

Any discipline related to agriculture and allied fields or as specified below shall be covered within NAPA. Disciplines in Agriculture and Allied Fields shall include, but are not limited to:

1. Agronomy
2. Horticulture
3. Soil Science
4. Animal Science
5. Precision and Organic agriculture
6. Comparative and Veterinary Medicine
7. Fisheries/Aquaculture
8. Food Science
9. Agricultural & natural resources economics
10. Social sciences
11. Agricultural extension and education
12. Entomology, Plant pathology, and Plant protection
13. Microbiology
14. Molecular biology
15. Plant breeding, Genetics, and Biotechnology
16. Agricultural ecology
17. Land and water resources management
18. Ecosystems/Ecology
19. Bio-resources management
20. Research Methods and Agricultural Statistics
21. Biosystems and Agricultural Engineering
22. Miscellaneous

### Article IV: Organizational Structure

#### i) Executive Committee

A. Twelve-member Executive Committee (EC) shall be formed through the NAPA Annual General Meeting (AGM). The EC shall have 11 elected members and an Immediate Past President (*Ex officio* non-voting member). The EC shall comprise of the following positions.

SN	POSITION	NUMBER
1	President	1
2	Vice President	1
3	General Secretary	1
4	Joint Secretary	1
5	Treasurer	1
6	Executive Members	6
7	Immediate Past President	1
Total		12

All EC members shall be called '**Officers.**'

#### ii) Terms

There shall be a two-year term for the EC. Each **Officer**, including the President, shall serve only two terms in the same position. However, **Officers** may serve up to a total of five terms, provided that no more than two terms are in the same position.

#### iii) Power of the EC

All property, business, and affairs of the organization shall be managed and controlled by the EC and approved by the annual general meeting (AGM).

#### iv) Vacancies

- If an EC position with an unexpired term becomes vacant, the EC may select a successor who shall hold the position to serve the committee for the remaining period. This Officer will be eligible for election at the next AGM and if elected, shall begin a two-year term.
- If the President is unable to fulfill the duties of his/her office, the Vice President will become President for the remainder of that term of office and is eligible to serve on the two full two-year terms as President, if elected.

#### v) Removal

- All **Officers** are expected to actively participate in the regular business activities of the organization.
- Failure to attend three consecutive EC meetings without reasonable explanation may be considered a cause for removal from the EC.
- An Officer may be removed from the office in the following situations:
  - In case of any misconduct/misbehavior by an Officer, the Officer in question shall be removed by a two-third majority of the EC. The decision shall be issued in writing to the accused. All EC members and NAPA general members shall be informed of this decision in writing.
  - In case of resignation tendered by an Officer, the President shall accept/approve or reject/disapprove the request in consultation with the EC. The decision shall be reported to the applicant, EC members and NAPA members in writing.
- Reasons for removal must be presented to the accused party in writing, and the accused party must be given an opportunity for self-defense in person or in writing prior to any such EC action.

#### vi) Salaries and Compensation

EC Officers shall not receive salary or any financial compensation for services provided to the organization.

#### vii) Financial Management

- The EC shall designate a bank in which the money of the organization shall be deposited.
- The Treasurer shall maintain and update incomes and daily expenses of the organization and present to the regular EC meetings and the AGM.
- Two of the three Officers: Treasurer and President or General Secretary will regulate the bank account.
- The President shall have the authority to spend up to five hundred dollars (\$500.00) for the good cause of the organization and submit to the upcoming EC meeting for the approval.

### Article V: Functions of Executive Committee/Officers

#### i) President

- The President shall be the Chief Executive Officer (CEO) of the organization and shall preside over all EC meetings.
- Shall see that all directives or resolutions of the EC are acted upon.
- Shall direct the affairs of the organization and shall have the general powers of supervision and management usually vested in the office of the President of a non-profit corporation under the Membership Corporation Law of the State of Louisiana (LA).
- Shall be an automatic member of all committees and shall oversee all administrative functions performed on behalf of the organization.

#### ii) Vice-President

- Vice-President shall serve as needed for advice and support for the President.
- Shall assist the President and chair the meetings in the absence of the President.
- Shall work to promote NAPA programs and policies in the absence of the President.

#### iii) General Secretary

- The General Secretary shall announce and attend all meetings as deemed necessary by the EC.

- Shall keep minutes of meetings.
- Shall forward the electronic copy of each meeting minutes to the Officers, various committees, and the AGM members as necessary.
- Shall maintain all kinds of records and assist the President/Vice-President to carry out daily functions of the organization and coordinate with the general members, EC, and other organizations and individuals as deemed necessary by the EC.

**iv) Joint Secretary**

- Joint Secretary shall serve as needed for advice and support for the General Secretary.
- Shall assist the General Secretary to carry out daily functions of the EC and act as a liaison for the General Secretary and implement and monitor the activities in the absence of the General Secretary.
- Shall perform the duties of the General Secretary in her/his absence.

**v) Treasurer**

- The Treasurer shall oversee all financial activities in accordance with the guidelines and directives set forth by the organization and EC.
- Shall regularly update the financial status of the organization to the EC meetings.
- Shall maintain the membership database.
- Shall prepare and present to the EC a summary of the organization’s financial status, including estimates of expenditures and revenues for the succeeding fiscal year.
- Shall complete tax returns filings and required activities related to accounting for the organization.
- Shall perform all duties that are the incident to the Office of Treasurer of a non-profit corporation under the Membership Corporation Law of the State of LA.

**vi) Executive Committee Members**

- Executive committee members shall help execute the programs of the organization in coordination with the Officers.
- Shall conduct additional assignments as per the decision of the EC.

**vii) Immediate Past President**

- The Immediate Past President (IPP) is an automatic *ex officio* non-voting member in the subsequent Executive Committee.
- The IPP shall advise the Executive Committee on prevalent practices and other matters for the smooth transition of leadership and shall assist EC as needed.

**Article VI: Membership**

**i) Eligibility**

Anyone who has at least an undergraduate or bachelor’s degree or equivalent degree in agricultural and/or allied areas shall be eligible for membership. NAPA, however, welcomes and encourages the participation of individuals, in its endeavors, from any region or country.

**ii) Membership Types:**

The membership of the organization shall be divided into the following categories:

SN	TYPE	DESCRIPTION
1	Life Member	Individuals who meet regular/general member's category and pay defined dues at a time shall meet the requirements of this member category.
2	Regular or General Member	Individuals from Americas who hold at least an undergraduate degree in agriculture or allied areas shall meet the requirements of this member category.

3	Student Member	Current students of agricultural and allied areas of studies who are at good standing student's status (undergraduate or graduate) in Americas shall meet the requirement of this member category.
4	Associate Member	Interested Individuals from outside of Americas who hold at least an undergraduate degree in agriculture or allied areas shall meet the requirement of this member category. In addition, professionals (minimum 7 years of professional experience) with an associate/diploma equivalent degree (high school + 2-3 years program) in Agriculture and Allied areas, and Agricultural Entrepreneurs/Practitioners (minimum 5 years of experience) might qualify for Associate membership if EC approves the membership application on case-by-case basis. Associate members shall neither have a voting right nor be the candidate of the EC. However, they may perform roles in the specialized committees as assigned by EC.
5	Family/Joint Member	Spouse of member of any membership types, irrespective of their educational qualifications, are eligible to this member category. The family member shall not have a voting right. However, they may perform roles in the specialized committees as assigned by EC.
6	Honorary	Individuals having outstanding achievement in academic and professional career and contribution to the field of agriculture and allied areas around the globe may qualify for this member category.
7	Student Associate Member	Current students of agricultural and allied areas of studies who are at good standing student's status (undergraduate or graduate) outside Americas shall meet the requirement of this member category. Student Associate member shall neither have a voting right nor be the candidate of the EC. However, they may perform roles in the specialized committees as assigned by EC.

### iii) Membership Issuance and Fees:

- Interested eligible individuals may apply for membership by filling out the online form at the NAPA website.
- The EC determines issuance of the membership and fees for each membership category.
- The application shall be reviewed by the EC.
- Upon approval by the EC, a certificate of membership shall be issued to the applicant as per the applied membership category.
- The certificate shall include the signatures of the President and General Secretary. In addition, members shall be recognized at the AGM/conference/convention.

### iv) Resignation of the Membership

- Any member of the organization may resign from good standing membership status by submitting a written request to the EC.
- Such resignation will become effective upon the decision of the EC.

### v) Removal/Termination from Membership

- Members of all categories including joint/non-voting are expected to stand with a high degree of moral character and organizational ethics.
- Activities performed by a member beyond the level of ethical consideration may force the EC to expel the member in question from the organization.
- However, the member may request a hearing of the EC to discuss the reasons of removal. The accused member must be given an opportunity for self-defense in person or in writing prior to any such action that would result in removal.

#### **vi) Renewal of the Membership**

- Dues shall be levied on general, student, associate (if not associate life), and joint members on a two-year basis and shall be payable before the membership expires.
- All members who have paid their two-year dues shall be considered to be members in good standing.
- All rights and privileges of membership in the organization may be terminated for any member who has failed to pay dues or renew membership on time.

### **Article VII: Advisory Council (AC)**

The EC may appoint an Advisory Council as deemed necessary for a term of two years.

### **Article VIII: Meeting of the EC**

#### **i) Regular Meeting**

- The EC shall hold at least one bi-monthly meeting, generally via teleconference or video conference.
- Each EC member shall be provided written notification at least seven business days prior to the meeting.

#### **ii) Special Meeting**

- If necessary, the President of the organization may call special meetings of the EC at any time.
- Each member shall receive written, email or phone call notification of the date, time, place, and agenda of the special meeting at least three business days prior to the meeting.

#### **iii) Voting and Quorum**

- A majority (51%) of the Officers of the EC must participate in a meeting to constitute a quorum.
- At any meeting at which a quorum exists, all voting shall be by a majority vote of the present members unless otherwise stipulated by the by-laws.
- In the event of a tie vote, the President shall have the power to determine the outcome.
- Voting by EC members participating in a meeting via teleconference or video conference will be permitted.
- A quorum of the EC meeting shall be considered to be six of the eleven members of the EC for the purpose of conducting the organization's regular business.

### **Article IX: Annual General Meeting (AGM)**

- AGM comprises of all members of the organization: Executive Committee, Advisory Council, Various Committees, and all NAPA members, eligible to vote.
- This meeting shall be held at a specified date, time, place, and method to be designated by the EC.
- The AGM shall meet once every year and is called by the EC.
- The AGM approves programs, annual budget, additional matters put forth by the EC, and amendment of the By-laws proposed by the EC.
- The first AGM shall be considered as an annual planning and review meeting (if so, bylaws amendment can be proposed at the second AGM) that may be conducted in the form of a conference call or webinar. However, the second AGM shall hold a conference and form a new EC.
- Written notification of the date, time, and location of the meeting shall be sent to all entities as mentioned in the preceding paragraph(s) at least two months prior to the meeting.
- A majority vote (51%) of the members who are present (life, regular, and student) at the AGM shall be required to pass a motion presented for a vote.

### **Article X: Committees**

- The EC shall appoint ad hoc committees as necessary to carry out any specific functions for the organization.
- Any good standing member or a current Officer of the EC shall chair each committee.



- Each committee shall be charged with such duties as dictated by the By-laws and/or policies of the organization, or as determined by the EC.
- The terms of the specialized committees cease with the term of the EC.

### **Article XI: Election Commission**

The EC will form an Election Commission of three persons to carry out a fair election of the EC in a democratic procedure. The President will initiate the formation of the Election Commission and seek consent and advice of the EC.

- The Election Commission shall include three members (Chair and two commissioners) and is responsible for the overall election process.
- Nominations for any positions shall be made in writing to the Election Commission.
- Officers of the EC shall be elected by confidential ballots during the second AGM via online and/or in-person ballot.
- Any good standing member may file a nomination for any EC position other than President. Candidates for the position of President shall have served at least one term in the EC.
- The EC shall notify all members for renewal and registration at least three months in advance.
- Eligible members should be in good standing to vote.

### **Article XII: Fiscal Year**

The fiscal year of the organization shall be from July 1st to June 30th.

### **XIII: Endowment Fund**

An Endowment Fund Advisory Board (EFAB) shall be created to empower NAPA's financial and programmatic sustainability. A three-member EFAB shall be created, with NAPA's Founding President serving as the Chair and the Founding General Secretary as Member Secretary/Director of the Board while the current NAPA President will be the ex officio Director of the Board. The Board shall expand by inducting each NAPA past president upon completion of his/her presidential tenure. Additionally, the Board may appoint coordinators, financial analysts, and legal counselors as deemed appropriate. EFAB shall take a leading role in defining and detailing the procedures for collection, investment, and utilization of the endowment fund. The Board shall function as the authorized body for the growth and development of the endowment funds in consultation with EC, advisory council, and NAPA community as deemed necessary. The roles, responsibilities, and the terms of the EFAB members and coordinators shall be developed and approved by NAPA's Executive Committee.

### **Article XIV: Amendments**

- The EC shall propose at the AGM for consideration of amendments to the By-laws in writing.
- The proposed amendment(s) shall also be presented to all members at least fifteen (15) business days prior to the date of the AGM.
- Decision of adoption/rejection of the proposed amendments shall be made by the majority vote (51%) of the members present at the AGM.
- A revised amendment shall become effective following the AGM.

### **Article XV: Conflicts of Interests**

Any member of the EC, who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the EC, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the EC to voluntarily excuse himself/herself and will vacate his/her seat and refrain from discussion and voting on said item.



### **Article XVI: Liquidation or Dissolution**

- In the event of liquidation or dissolution of the organization, no liquidating dividends or dividends in distribution of property owned by the organization shall be declared or paid to Officers, or members of the organization or any private individual.
- Such property shall be transferred to any charitable, scientific or educational organizations, as specified by the government of the state of LA.

### **Article XVII: Impeachment Provision**

Any member of the EC may be impeached by two-third majority of the EC and shall be approved by the AGM.

### **Article XVIII: Adoption of By-laws**

These By-laws were approved by the Executive Committee meeting held on 04/30/2021 and was presented to the AGM for voting on 05/29/2021.