

# **NAPA By-Laws 2016**

## **(Amended by AGM on 05/26/2023)**

### **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 serving mankind through educational, scientific, and developmental initiatives. NAPA is incorporated (Certificate ID: 10668534#BRK73) under the laws of the Secretary of State of the State of Louisiana (LA), USA.

#### **Vision:**

Prosperity through agricultural transformation.

#### **Mission:**

To foster and enhance human welfare and environmental 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 the 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 training.
4. Foster intellectual discourse among scientists, policymakers, academia, and stakeholders in issues related to agriculture and allied fields to identify and implement sustainable initiatives.
5. Disseminate discoveries, innovations, and information through various outlets such as publications 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 training, establish scholarships, and provide financial support (i.e., research grants) to build and strengthen the 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                                           | 13. Microbiology                                 |
| 2. Horticulture                                       | 14. Molecular biology                            |
| 3. Soil Science                                       | 15. Plant breeding, Genetics, and Biotechnology  |
| 4. Animal Science                                     | 16. Agroecology                                  |
| 5. Precision and Organic agriculture                  | 17. Land and water resources management          |
| 6. Comparative and Veterinary Medicine                | 18. Ecosystems/Ecology                           |
| 7. Fisheries/Aquaculture                              | 19. Bio-resources management                     |
| 8. Food Science                                       | 20. Research Methods and Agricultural Statistics |
| 9. Agricultural and Natural Resource Economics        | 21. Biosystems and Agricultural Engineering      |
| 10. Social Science                                    | 22. Miscellaneous                                |
| 11. Agricultural Extension and Education              |                                                  |
| 12. Entomology, Plant Pathology, and Plant Protection |                                                  |

### 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 (President, Vice President, General Secretary, Joint Secretary, Treasurer, and six Executive members) and an Immediate Past President (*Ex officio* non-voting member).

All EC members shall be called '**Officers.**' Only Life Member is eligible for Executive Committee service.

#### 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 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-thirds majority of the EC. The decision shall be made 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 writing before any such EC action.

#### **vi) Salaries and Compensation**

EC Officers shall not receive any 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 the incomes and daily expenses of the organization and present them to the regular EC meetings and the AGM.
- Two of the three Officers: the Treasurer and the 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 it to the upcoming EC meeting for 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 in carrying out the daily functions of the organization and coordinate with the general members, EC, 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 in carrying out the daily functions of the EC and act as a liaison for the General Secretary to 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 return filings and required activities related to accounting for the organization.
- Shall perform all duties that are 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 EC.
- The IPP shall advise the EC on prevalent practices and other matters for the smooth transition of leadership and shall assist the 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 the 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 the 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 agriculture or allied areas who are at good standing student status (undergraduate or graduate) in the Americas shall meet the requirement of this member category.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 4 | Associate Member         | Interested Individuals from outside of the 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 or allied areas and Agricultural Entrepreneurs/Practitioners (minimum 5 years of experience) might qualify for Associate membership if EC approves the membership application on a 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 the EC. |
| 5 | Family/Joint Member      | Spouses of a member of any membership type, irrespective of their educational qualifications, are eligible for this member category. The family member shall not have a voting right. However, they may perform roles in the specialized committees as assigned by the EC.                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 6 | Honorary                 | Individuals having outstanding achievements in academic and professional careers and contributions to the field of agriculture or allied areas around the globe may qualify for this member category.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 7 | Student Associate Member | Current students of agriculture or allied areas who are at good standing student status (undergraduate or graduate) outside the Americas shall meet the requirement of this member category. Student 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 the 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 the issuance of the membership and fees for each membership category.
- The application shall be reviewed by the EC.
- Upon approval, 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 for 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 the 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 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. The term of all Advisory Council members ends with the term of the EC that appoints the Council.

#### **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 with written notification at least seven business days before 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 before 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 six of the eleven voting members of the EC to conduct 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 regardless of the membership category.
- This meeting shall be held at a specified date, time, place, and method to be designated by the EC.
- The AGM shall be conducted once every year and is called by the EC.
- The AGM approves programs, annual budget, additional matters put forth by the EC, and amendments to the By-laws proposed by the EC.
- The first AGM of the two-year EC term shall be considered an annual planning and review meeting that may be conducted virtually (online). 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 before 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 as well as standing committees as necessary to carry out any specific functions for the organization.
- Any good-standing member or 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 following a democratic procedure. The President will initiate the formation of the Election Commission and seek consent and advice from the EC.

- The Election Commission shall include three life 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 life 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 of 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. For each successive EC term, the Immediate Past President becomes the Chair of EFAB. NAPA's current Treasurer shall serve as EFAB Treasurer. 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 the 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, the advisory council, and the NAPA community as deemed necessary. The roles, responsibilities, and terms of the EFAB members and coordinators shall be developed and approved by NAPA's EC.

## **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 before 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 the 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 a two-thirds 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 05/06/2023 and were presented to the AGM for voting on 05/26/2023.