

DRAFT

NRN NATIONAL COORDINATION COUNCIL OF USA
(FORMERLY KNOWN AS NEPALESE AMERICAS COUNCIL)



BYLAWS

Seventh Amendment Approved on
.....DRAFT.....



May..., 2010

DRAFT 5-20-10 (For Discussions Only)

ARTICLE I: NAME

1. The name of this organization shall be the NRN National Coordination Council of USA (hereinafter called "the Council"). It shall be an autonomous, independent, non-profit organization, which shall be registered as an exempt organization under Section 501(c)3 of the Internal Revenue Code.

ARTICLE II: DEFINITIONS

1. "Non-Resident-Nepali" means a Nepali, who is a citizen of Nepal, and has been living in the USA for at least 182 days.
2. "Person of Nepali Origin" or "PNO" means a person of Nepali ancestry who is a citizen of the United States.
3. In this bylaws, "NRN" collectively means a "Non-Resident Nepali" and "Person of Nepali Origin".
4. "House of Delegates" or "HOD" means the policy making representative body of Council.

ARTICLE III: GOALS AND OBJECTIVES

1. The primary goals of the Council shall be:
 - a) to function as a national coordinating body for Nepali and Nepal-related associations and societies (hereinafter called "Associations") in the USA;
 - b) to represent and promote the interests of North American Non-Resident Nepalis and People of Nepali Origin living in the USA;
 - c) to coordinate the Council's activities with the Non-Resident Nepali Association (NRNA) and to act as National Coordinating Council.
2. The objectives of the Council shall be:
 - a) to coordinate, facilitate, and conduct activities to create synergy and collaboration directed to avoid duplication of efforts among the Associations, mobilize their resources and know-how, maintain and foster Nepali identity and cultural heritage, further academic and professional advancements, and contribute towards the overall development of Nepal;
 - b) to represent and promote the interests of the Nepali communities in the USA;
 - c) to promote various social, cultural, educational, economic, and civic activities of common interest to Nepali communities in the USA;
 - d) to facilitate towards the overall development of Nepal;
 - e) to raise, receive and manage funds, charities and donations to carry out the worthy humanitarian causes directly or in cooperation with other organizations or individuals for achieving the objectives of Council;
 - f) to encourage and facilitate NRN and foreign investments to support development efforts in Nepal;
 - g) to organize national and international conventions and conferences and publish newsletters with a view to accomplishing the objectives of the Council;

- h) to foster friendship and understanding between NRNs, Nepali Americans and other people of the USA;
- i) to improve the relationship between the people of Nepal and the USA; and
- j) to formulate the rules governing the Council, and to define the function, duties and the decision-making process of the Council.

ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS

1. There shall be a Board of Directors and Officers (hereinafter called "the Board") to formulate policies and implement programs and activities to achieve the objectives of the Council.
2. The Board shall have power to form committees and task forces as may be deemed necessary and shall determine the functions and terms of their existence.
3. The Board shall take any action or decision required to be taken at the meeting of the Board through any means including email, fax, internet, and conference calls.
4. The Board shall have the power to hire an administrative staff as deemed necessary and compensate for the person's services.
5. The Board shall hold its Annual Meetings to transact the organization's work, including but not be limited to, review the past year's activities, review accounts, consider and recommend policy changes, consider any other business of the agenda that is allowed by the presiding officer at his or her sole discretion.
6. For each college or university in the USA with an enrollment of at least 20 full time Nepali students, the Board shall encourage and facilitate the designation of a NRN Student Ambassador. Student Ambassadors shall be invited to Council's Annual General Meetings and encouraged to elect a Student Director.
7. The officers of the Board shall consist of a President, a Senior Vice President, a General Secretary, a Joint Secretary, a Treasurer, a Public Relations Officer, Immediate Past President, seven Regional Vice Presidents, and a Student Director, all of whom are elected as described in Article XII of this bylaws. Additionally, President may appoint up to two Officers to the Board. The President-elect shall also become a non-voting member of the Board.
8. The President and Regional Vice Presidents, within the scope and limitations of the provisions stated under this bylaws may organize groups, task forces or committees to promote the Council's activities, which may include representatives from the Associations as well as individuals from the larger Nepali Diaspora within the USA and the respective regions.
9. The election of the Officers of the Board shall be conducted as stated in these by-laws.
10. The term of the officers of the Board shall be two years, beginning January 1 and ending December 31 of the calendar year. No Officer of the Board shall hold the same office for more than two terms.

11. **PRESIDENT:** The duties and powers of the President are as follows:
- (a) Preside at the meetings of the Board and run day-to-day operation of the Council.
 - (b) Serve as a spokesperson of the Council on policy matters or designate another Officer to serve in that capacity.
 - (c) Perform such other duties of the Council as the Board may delegate to the President.
 - (d) Perform or supervise that all regulatory requirements (such as filing IRS Tax Forms, etc.) have been met on a timely fashion.
 - (f) Be the spokesperson for Nepali Diaspora in the USA on NRN issues concerning them.
12. **PRESIDENT-ELECT:** The President-elect shall be elected during the fourth quarter of the first year of the Board's term, and shall take office as President-elect on January 1 of the second year of the Board's term and thereafter as President on January 1 after the expiration of the current Board's 2-year term. The President-elect shall be a non-voting member of the Board and attend all meetings of the Board.
13. **SENIOR VICE PRESIDENT:** The duties of the Senior Vice President shall include, but not be limited to, the growth of memberships, fund raising, recruiting student ambassadors, organizing town hall meetings, outreach, coordinating youth affairs, education, internet, press, publications, and conferences in the USA and Nepal.

The Senior Vice President shall act as President in the event of the President's death, resignation, removal or temporary absence and shall have all the powers and duties of the President.

14. **REGIONAL VICE PRESIDENTS:** The seven Vice Presidents shall represent all NRN activities in the following geographical regions of the United States:
- Vice President – North Eastern Region USA (Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, Connecticut, New York and New Jersey)
 - Vice President -- Mid Eastern Region, USA (Pennsylvania, Delaware, Maryland, West Virginia, Virginia, and Washington DC)
 - Vice President- South Eastern Region, USA (North Carolina, South Carolina, Georgia, and Florida)
 - Vice President --Mid Northern Region, USA (Michigan, Ohio, Indiana, Illinois, Wisconsin, Minnesota, Iowa, Nebraska, South Dakota, and North Dakota)
 - Vice President –Mid Southern Region, USA (Kansas, Missouri, Kentucky, Tennessee, Alabama, Mississippi, Louisiana, Arkansas, Oklahoma and Texas)
 - Vice President—South Western Region, USA (New Mexico, Colorado, Utah, Arizona, Nevada, and California)
 - Vice President --North Western Region, USA (Wyoming, Montana, Idaho, Oregon, Washington, Alaska and Hawaii)

Additionally, Board may appoint, at its discretion, one or more Director(s) within each geographical region in consultation with the respective Vice President.

The duties of the Vice Presidents shall include:

- Coordinate with respective members and larger Nepali Diaspora in the region;
- Assist and facilitate in the programs and goals of NRNs in the region;
- Submit at least a bi-annual report to the Board regarding NRN activities in the region.

15. **GENERAL SECRETARY:** The General Secretary shall record all the proceedings of the meetings of the Board. The Secretary shall distribute minutes of the meetings to the appropriate members within one month after the date of the meeting. The General Secretary shall be responsible for maintaining and securely archiving all official records of Council.

16. **JOINT SECRETARY:** The Joint Secretary's duties shall be assigned by the President in consultation with the Board. The Joint Secretary shall act as General Secretary in the event of the General Secretary's death, resignation, removal or temporary absence and shall have all the powers and duties of the General Secretary.

17. **TREASURER:** The Treasurer shall be the custodian of all funds of the Council, shall maintain bank accounts, receipts and disbursement of funds and shall give complete financial reports to the Board. The Treasurer shall prepare a financial statement sufficiently detailed for the preparation of any annual reports or tax returns required by the Internal Revenue Service. He/she shall fulfill all regulatory requirements such as filing IRS tax returns etc. on a timely fashion

18. **IMMEDIATE PAST PRESIDENT:** The Immediate Past President shall be a voting member of the Board.

19. **PUBLIC RELATIONS OFFICER:** The Public Relations Officer shall manage the flow of information between the Council and the larger Nepali Diaspora including the press.

20. **STUDENT DIRECTOR:** The duties of the Student Director shall include, but not be limited to, coordination with Student Ambassadors and students in U.S. colleges and universities, and the overall promotion and growth of Council's activities.

21. Once elected, an officer of the Board shall serve for a full term except in the event of the person's death, resignation, removal, or recall or loss of membership to the Council.

22. Notwithstanding any other provision of the Bylaws, not more than certain percent (%) of persons serving on the Board may be an interested person (the exact percentage will be decided by the Board at a duly constituted meeting of the Board). For purposes of this section, an "interested person" means either:

- (a) Any brother, sister, father, mother, son, daughter or spouse of any director or officer; or
- (b) Any directors officers serving on other boards or maintaining business interests that could constitute a conflict of interest

ARTICLE V: ADVISORY COMMITTEE

Council shall have an Advisory Committee consisting of individuals whose primary responsibility shall be to advise the President and Board on specific matters as and when necessary. Board shall have the authority to constitute such Advisory Committee.

ARTICLE VI: MEMBERSHIP

1. MEMBER: The Council membership shall be divided into six classes as follows:

(A) INSTITUTIONAL MEMBER:

An Institutional Member shall be subdivided into three categories as follows:

- (a) LOCAL/REGIONAL INSTITUTIONAL MEMBER : To be a Local/Regional Institutional Member, one must be a Nepali or Nepal-related independent, single organization in the USA, and shall have its membership and activities primarily based locally or regionally;
- (b) NATIONAL INSTITUTIONAL MEMBER: To be a National Institutional Member, one must be a Nepali or Nepal-related independent, single organization in the USA, and shall have its membership and activities primarily based nationally; and
- (c) FEDERATED INSTITUTIONAL MEMBER: To be a Federated Institutional Member, one must be a Nepali or Nepal-related organization in the USA within a federation, which shall have a minimum of 3 Nepali or Nepal-related organizations that have collectively signed an agreement to form a Federation.

Each Nepali or Nepal-related organization above shall generally satisfy all of the following requirements:

- (i) the organization has been in operation for at least one year;
- (ii) has adopted and functions under a duly written constitution and/or by-laws;
- (iii) elects its officers at regularly held meetings as laid down in its constitution and/or by-laws; and
- (iv) subscribes to the vision and purpose of the Council's by-laws;
- (v) is a registered non-profit organization in any State within the USA;
- (vi) must pay membership dues as determined by the Board;
- (vii) the Board may create, at its discretion, a separate membership fee structure for Federated Institutional Members.

Any affiliation of a Local/Regional Institutional Member, National Institutional Member, Federated Institutional Member or Federation with Council is limited to working towards common goals and objectives. This membership does not change the legal status of any organization. Local/Regional Institutional Members, National Institutional Members, Federated Institutional Members or Federations shall be completely autonomous and be required to comply with all federal, state, and city rules and regulations for the state that they are registered with. If any Local/Regional Institutional Member, National Institutional Member, Federated Institutional Member or Federation is not in good legal standing, its membership with the NRN-NCC-USA shall be automatically terminated.

(b) **INDIVIDUAL MEMBER:** To be an Individual Member, one must be at least 18 years old, a NRN living in the USA, submit an application and pay membership dues as determined by the Board. An individual seeking membership as an Individual Member can submit his/her membership application and dues in one of the following ways:

(i) An individual seeking membership as an Individual Member shall directly submit his/her membership application and dues to Council; or

(ii) An individual seeking membership as an Individual Member through the individual's affiliation with a Local/Regional Institutional Member, National Institutional Member or Federated Institutional Member shall submit his/her membership application and dues to Council through the respective Local/Regional Institutional Member, National Institutional Member or Federated Institutional Member as applicable.

(c) **STUDENT MEMBER:** To be a Student Member, a NRN must be at least 18 years old and enrolled as a full/part time student in a college or university in the USA. A Student Member shall have no voting rights if he/she is not a NRN. Student members at each institution of higher learning (college or university) shall be encouraged and facilitated to nominate a Student Ambassador to Council.

(d) **CORPORATE MEMBER:** To be a Corporate Member, the entity must be registered as a business in the USA, submit an application and pay membership dues as determined by the Board. Corporate Members shall have no voting rights. However, they shall not be precluded from serving in any task force or committee temporarily created by Board.

(e) **LIFE MEMBER:** To be a Life Member, an Individual Member must pay life membership dues as determined by the Board. The dues paid by Life Members shall be maintained in a separate account and not treated as the Council's general fund.

(f) **HONORARY MEMBER:** The Council may, at its discretion, confer Honorary Memberships to distinguished persons who are recognized nationally or internationally in their profession and have significantly contributed to the betterment of Nepal and Nepalis in general. Honorary members shall have no voting rights.

2. Admission and Revocation:

The Board shall have power and discretion to issue procedure for filing an application for a membership. The application for membership shall be reviewed and approved, at its discretion, by the Board. The membership can be revoked by Board if the Board determines that a member has violated or acted against the objectives or by-laws of the Council.

3. Membership Dues:

Membership dues for each class of membership shall be determined by the Board. Corporate Members shall have relatively higher membership dues than other classes of membership. Renewal of the membership is due every year on January 1. The Board may send one or more reminders to the member if dues are not received within the due date. Failure to pay dues by March 31 may suspend the rights and privileges of the membership at the Board's discretion.

ARTICLE VII: HOUSE OF DELEGATES

There shall be a House of Delegates (hereinafter called the “House”) comprising of Institutional and Individual Delegates as follows:

(a) INSTITUTIONAL DELEGATES:

- (i) Three (3) Delegates from each Local/Regional Institutional Member shall be nominated by the respective Local/Regional Institutional Member. The President of such Local/Regional Institutional Member shall be one of the three Delegates. The remaining two Delegates shall be nominated by the respective Local/Regional Institutional Member.
- (ii) Five (5) Delegates from each National Institutional Member shall be nominated by the respective National Institutional Member. The President of such National Institutional Member shall be one of the five Delegates. The remaining four Delegates shall be nominated by the respective National Institutional Member.
- (iii) Three (3) Delegates from each Federated Institutional Member shall be nominated by the respective Federated Institutional Member. The President of such Federated Institutional Member shall be one of the three Delegates. The remaining two Delegates shall be nominated by the respective Federated Institutional Member.

(iv) The Federation shall nominate Delegates as follows:

Number of Federated Institutional Members Within the Federation	Number of Delegates
3-5	3
6-10	4
11-15	5
16-20	6
21-25	7
26 or More	9

The President of the Federation shall be one of the Delegates.

- (v) If so requested by a Federation, one of the Delegates can be designated, at the Board’s discretion, as the Coordinator of Delegates for the respective Federation.
- (vi) In addition to the Delegates nominated as per (i) to (iv) above, for each 100 Individual Members whose membership applications and dues are collected and sent by the respective Local/Regional Institutional Member, National Institutional Member, or Federated Institutional Member to Council, the Local/Regional Institutional Member, National Institutional Member or Federated Institutional Member shall nominate one Delegate.
- (vii) In case of an Individual Member belonging to more than one Local/Regional Institutional Member, National Institutional Member, or Federated Institutional Member, he/she shall be required to choose one specific Local/Regional Institutional Member, National Institutional Member, or Federated Institutional Member to be counted for the purpose of nominating a Delegate as provided in this Article. Multiple counts of an Individual Member across several organizations shall be avoided.
- (viii) The total number of Delegates nominated by a Local/Regional Institutional Member or Federated Institutional Member shall not exceed ten (10).
- (ix) The total number of Delegates nominated by a National Institutional Member shall not

- exceed fifteen (15).
- (x) Local chapters of a Local/Regional Institutional Member, National Institutional Member or Federated Institutional Member shall not be eligible to become a Local/Regional Institutional Member, National Institutional Member or Federated Institutional Member.
- (b) INDIVIDUAL DELEGATES:
- (i) For each 100 Individual Members whose membership applications and dues are filed directly with Council, one Delegate shall be elected and nominated to the House of Delegates as provided in Article XIII of this bylaws.
 - (ii) The total number of Delegates nominated by Individual Members shall not exceed ten (10).
2. The duties and power of Delegates shall be as follows:
- (a) Elect the Board as stated in these bylaws. One Delegate shall have one vote;
 - (b) Advise the Board on formulating objectives and policies and implementing them;
 - (c) Serve on the committees and task forces formed by the Board as may be deemed necessary, with the Board determining the functions and terms of their existence;
 - (d) Promote the interest of the NRNs in the USA; and
 - (e) Participate in and promote Council activities.
4. Delegates may, by petition to Board, initiate a vote to determine if any officer shall be deposed from office. The petitioners must include at least 25 per cent of the eligible Delegates. Within 15 days after receipt of the petition, The Board shall constitute a Grievance Committee consisting of a minimum of 3 (three) to a maximum of 5 (five) members, one of whom shall be designated as the Chairperson of the committee. Within 30 days of its formation, the Grievance Committee , through password protected secure website, shall submit the following question for vote by secret ballot to each eligible Delegate:
- Shall (Name) be deposed from the position of (Position) ?
- Should the affirmative carry a majority and if at least 50 per cent of the eligible Delegates cast ballots, the office shall be declared vacant and the vacancy filled in the manner prescribed in Article XIII of this bylaws.
5. The term of Delegates shall be two years, beginning January 1 and ending December 31 of the calendar year, which will correspond with the term of Board as stated in these bylaws. No Delegate shall serve in the House for more than two terms.

ARTICLE: VIII
NRN-USA FOUNDATION

There shall be a NRN-USA Foundation (hereinafter called “the Foundation”) established within the Council, which shall be the charitable and philanthropic arm of the Council. The objective of the Foundation shall be to develop and raise funds from various individuals and organizations and maintain an endowment of funds which can be used for certain specified charitable purposes. The purposes shall be as approved by the Board in consultation with the House of Delegates.

The Council shall provide guidelines and operating procedures for the Foundation. The guidelines shall also delineate procedures for raising, maintaining and disbursing funds for and from the Foundation to support philanthropic activities for deserving candidates from Nepali community in the USA.

The Foundation shall maintain two types of funds as briefly described in the following paragraphs:

1. General Foundation Fund – Through donations from individuals, families, and organizations, the Foundation shall have a goal of raising \$50,000 or more for the General Foundation Fund over a time period as determined by the Board. The General Foundation Fund shall consist of unrestricted donations, which shall be invested and/or disbursed by the Council to deserving candidates from Nepali community in the USA as provided in the aforementioned guidelines and operating procedures for the Foundation.
2. Legacy Funds – The Foundation shall maintain Legacy Funds that are for the most part restricted donations. Through donations from individuals, families, and organizations, the Foundation shall have a goal of raising \$100,000 or more for the Legacy Funds over a time period as determined by the Board. An individual, family or organization may establish a Legacy Fund (hereinafter called “the Fund”) with a minimum commitment of \$5,000, which shall be payable within a maximum period of two years. The Fund shall be named by the Foundation as per the recommendations of the donor and no reasonable name shall be denied. The Fund shall be permanently endowed, that is, the principal amount shall remain unspent in perpetuity. The income received from the investment of the Fund shall be disbursed by the Foundation to deserving candidates from Nepali community in the USA as provided in the aforementioned guidelines and operating procedures for the Foundation, except that at least 2 % of the annual income shall be reinvested in the Fund to allow for annual inflation. The donor may make additional contributions to the Fund at any time in the future.

Administrative costs: From time to time Council may raise funds for philanthropic causes in Nepal and for Nepali related causes in the USA. To help defray Council’s administrative costs, Council may retain 5% of the collected money in its general administrative fund to be used by Council. In some rare circumstances, the President, in consultation with the Board, can waive or lower the 5% requirement.

ARTICLE IX: NATIONAL/INTERNATIONAL CONVENTION

The Council shall:

- (a) Encourage and facilitate a national/international convention at generally four years intervals.
- (b) Work with an Institutional Member to take full responsibility of hosting a national/international convention in its geographical area.

ARTICLE X: ANNUAL MEETING

1. The Board shall hold at least one Annual Meeting every year at an appropriate time to transact the Council business such as, conduct elections as provided in Article XIII of this bylaws, review the activities for the past year, receive and adopt amendments, if any, to the by-laws, consider any policy

changes or new policies and transact any other business included in the agenda or allowed by the presiding officer at his or her discretion. All NRNs in the USA including all Delegates and all classes of members shall be invited to attend this meeting.

2. Each year, Council shall work in partnership with a Local/Regional Institutional Member, National Institutional Member, or Federation with a sizable membership base to jointly host Council's Annual Meeting in conjunction with the annual convention of the respective Local/Regional Institutional Member, National Institutional Member, or Federation.

3. In the event the above-described partnership arrangement is not possible in a particular year due to unforeseen circumstances, Board shall make appropriate decisions to hold Annual Meeting for the particular year at an appropriate time and place.

2. During the Annual Meeting, the Council shall encourage and facilitate a half/full day workshop or seminar on contemporary issues on Nepal and NRN affairs and other subjects of interest to Nepali Diaspora in the USA.

ARTICLE XI: MEETINGS

1. The President of the Board shall preside over the meetings. Each Officer or Delegate qualified to vote shall have only one vote, which shall be exercised by the Officer or Delegate at the meeting.

2. Special meetings: If for any reason, a meeting of the Board or House of Delegates is deemed necessary by Officers or Delegates and a representation to that effect is received by the Board, such a meeting shall be called by the Secretary within 30 days of the receipt of such a request. The President, with the consent of the Board, shall specify the place, date and time of yearly, special and other meetings of the Board.

3. Extraordinary/Emergency meetings: The President may call an extraordinary/emergency meeting at anytime if such meeting is necessary.

4. Notice of Meetings: Any meeting or meetings shall be called upon no less than 14 days written notice to each Member.

5. Venue: Meetings shall be held at such times and places as the President may, from time to time, decide.

6. Conduct of Meetings: The order of business at meetings shall be fixed by the President and all meetings of the Board or House of Delegates shall be public.

7. Agenda for Meetings: The agenda for each regular Board or House of Delegates meeting shall be assembled by the President or Secretary as designated. Any Officer or Delegate may transmit material and recommend guests for inclusion on the agenda. Such material shall be submitted no later than 10 calendar days prior to the meeting. The President shall distribute the agenda to the Officers or Delegates no later than 5 calendar days prior to the date of the meeting. Additional items may be placed on the agenda at a regular meeting by a majority vote of the Officers or Delegates present.

8. Decision: The decisions of the Board or House of Delegates shall be made by a majority of those present in a meeting, at which quorum is satisfied, except when otherwise designated in these

by-laws.

9. Motion to Reconsider: A motion to reconsider may be made at the same meeting at which the vote was taken or a subsequent meeting by any Officer or Delegate who did not vote with the majority.

10. Compensation of Officers or Delegates: All Officers and Delegates shall serve voluntarily without compensation.

ARTICLE XII: QUORUM

1. In the case of the Board meetings, a simple majority of its membership present constitute the quorum. Members of the Board may participate in a meeting of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

ARTICLE XIII: ELECTIONS

1. At least 60 days prior to Council's Annual Meeting, the President in consultation with the Board shall appoint an Election Committee consisting of a minimum of 3 (three) to a maximum of 5 (five) members, one of whom shall be designated as the Chairperson of the committee.

2. The Election Committee shall hold election for Individual Delegates elected by Individual Members present at Council's Annual Meeting. Only Individual Members who obtained their memberships by directly submitting his/her membership application and dues to Council shall be eligible to vote at this election. The Election Committee shall invite nominations from such Individual Members for the position(s) of Individual Delegate(s) to be elected at least 45 days prior to the election.

3. The Election Committee shall hold election for Board of Directors and Officers elected by Institutional and Individual Delegates present at Council's Annual Meeting.

4. The Election Committee shall invite nominations from Delegates for the position(s) to be elected at least 45 days prior to the election. All the nominations for the positions shall be filed at least 7 days prior to such election date. Candidates nominated must be Delegates, consent to their nomination before nomination is filed, and be present at Annual Meeting to contest the election. One person shall contest election for only one office.

5. The candidates nominated for the positions of President, Senior Vice President, General Secretary and Treasurer shall be U.S. citizens or permanent residents.

6. The candidates nominated for the position of a Regional Vice President shall be Delegates from the respective Region. Regional Vice Presidents shall be elected by Delegates from each respective Region.

7. The election shall be held during the Council's Annual Meeting. The election shall be conducted through the secret ballot.

8. Only candidates and Delegates present at the Annual Meeting shall be eligible to contest the election and vote.
9. Student Director shall be elected by Student Ambassadors present at the Annual Meeting.
10. The person receiving the majority votes for a designated position shall be declared elected.
11. The election for the President-elect shall be completed no later than September 30th of the first year of the Board's term. The election for other Officers of the Board shall be completed no later than September 30th of the second year of the Board's term.
12. The Election Committee shall complete the entire election process, certify the results, and announce the names of the elected officers to the current Board and House of Delegates by September 30th.
13. If a vacancy in the Board occurs at any time during the term of the Board, the President, in consultation with the Board, shall temporarily appoint a Delegate to fill the position. An election to fill up the position for the remaining period of the term, if more than 6 months, shall be conducted by the Election Committee during the next Annual Meeting as provided in this bylaws.

ARTICLE XIV: NOTICES AND CORRESPONDENCE

1. Signatures on Notices and Correspondence.

Signatures of the President or designee by the President shall be required for:

- (i) All meetings and decisions of regular and special meetings; and
- (ii) All notices and correspondence signifying final elections of the Board.

ARTICLE XV: NOTICES AND WAIVERS

1. Notices.

Notices required by these by-laws to be given to members shall be deemed to have been sufficiently given if in writing to each member at his or her preferred address as it shall appear on the records of the Council.

2. Waivers.

Any member may waive notice of any meetings of the Board of these by-laws. Such notice shall be in writing and may be given by signing a waiver, mailing a card or by sending an e-mail, telegram or fax, and may be given either before or after a meeting. Attendance at any meeting shall constitute a waiver of notice and no written waiver shall be required.

ARTICLE XVI: AMENDMENTS

1. Adoption of by-laws.

These by-laws shall become effective upon adoption by two-thirds of the Delegates of the Council.

2. Amendments.

Any proposed amendment to these by-laws may be submitted in writing to the Board over the signatures of at least 25 Delegates. The following process shall apply:

- (a) The President shall cause a copy of the proposed amendment to be circulated to all Delegates.
- (b) Upon receiving seven (7) calendar days advance notice, the proposed amendment shall be placed on the agenda of the next duly constituted meeting of the House of Delegates.
- (c) Such amendment will be effective upon adoption by two-thirds of the Delegates.

ARTICLE XVII: SEVERABILITY

1. Authority.

If any by-law or provision of these by-laws is found in violation of any superseding law or Authority, such will not affect any other by-law or provision of these by-laws not in such provision.

ARTICLE XIX: NON- PROFIT STATUS

The organization is organized exclusively for charitable, religious, education, and/or scientific purposes under section 501 (c) (3) of the Internal revenue Code. No substantial part of the activities of the organization shall participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XX: LIABILITY

Mukesh ji to supply the text for this article.

ARTICLE XXI DISSOLUTION

The property of this corporation is irrevocably dedicated to the purposes mentioned in ARTICLE III, GOALS AND OBJECTIVES, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private individual, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and

obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.