



Department of State

Corporate Filings

312 Rosa L. Parks Avenue

6th Floor, William R. Snodgrass Tower

Nashville, TN 37243

For Office Use Only

ARTICLES OF AMENDMENT TO THE CHARTER (Nonprofit)

Corporate Control Number (If Known) 000402559

Pursuant to the provisions of section 48-60-105 of The Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. Please insert the name of the corporation as it appears of record: Non Resident Nepali Association National Coordination Council of USA

If changing the name, insert the new name on the line below:

2. Please check the block that applies:

[X] Amendment is to be effective when filed by the secretary of state.

[] Amendment is to be effective, (month, day, year)

(Not to be later than the 90th day after the date this document is filed.) If neither block is checked, the amendment will be effective at the time of filing.

3. Please insert any changes that apply:

a. Principal address: (Street) (City) (State/County) (Zip Code)

b. Registered agent:

c. Registered address: (Street) (City) (State/County) (Zip Code)

d. Other changes:

4. The corporation is a nonprofit corporation. YES

5. The manner (if not set forth in the amendment) for implementation of any exchange, reclassification, or cancellation of memberships is as follows:

6. The amendment was duly adopted on 07/05/2020 (month, day, year) by (please check the block that applies):

[] The incorporators without member approval, as such was not required.

[] The board of directors without member approval, as such was not required.

[X] The members

7. Indicate which of the following statements applies by checking the applicable block:

[X] Additional approval for the amendment (as permitted by §48-60-301 of the tennessee nonprofit corporation act) was not required.

[] Additional approval for the amendment was required by the charter and was obtained.

President

Signer's Capacity

Signature

07/05/2020

Date

Suneel Sah

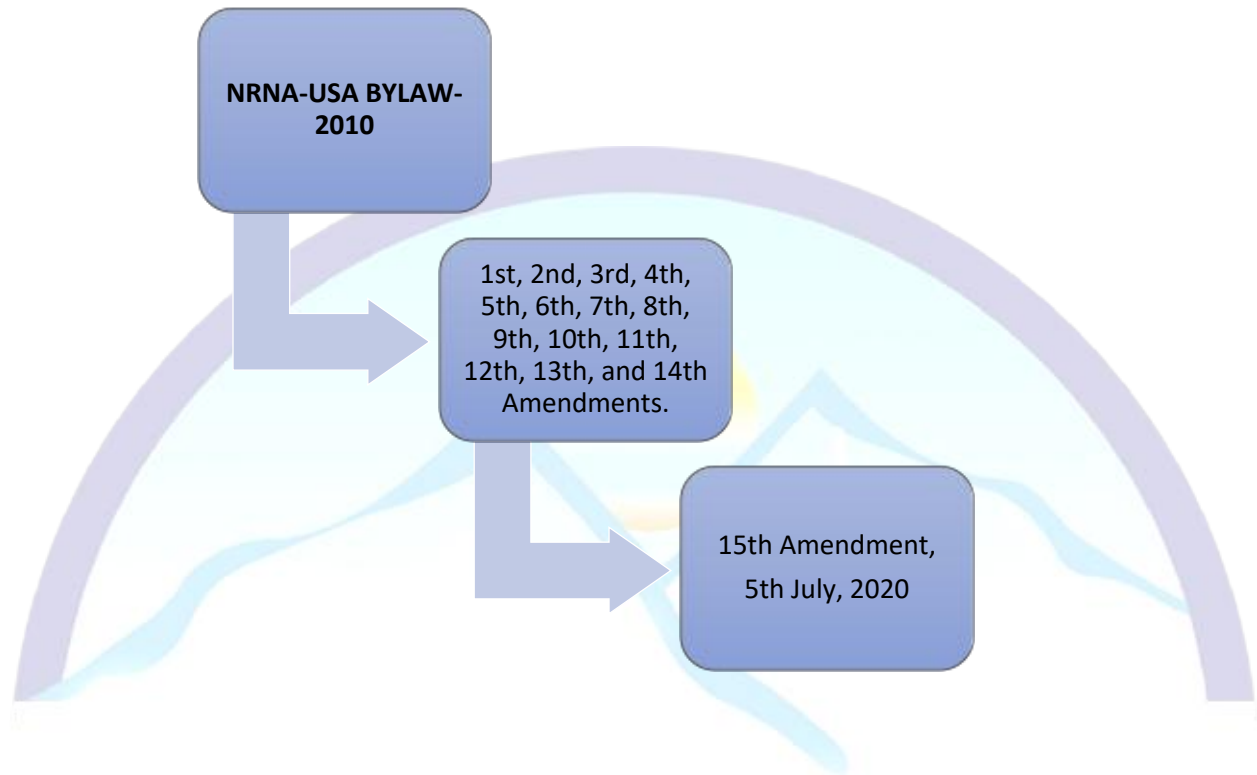
Name of Signer (typed or printed)



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020



Bylaw Committee, 2019-21:

1. Babu Ram (BR) Lama: Chairperson /Vice President, NRNA NCC USA
2. Dr.Arjun Banjade: Member/Sr. Vice-President
3. Pashupati Pandey: Member/General Secretary, NRNA NCC USA
4. Chhatra Gurung: Member/BOD NRNA USA
5. Satya Chaudhari: Member/BOD
6. Gopendra Bhattarai, Member/ Past BOD, NRNA NCC USA
7. Ramhari Adhikari: Member/Chapter-President, NY Chapter, NRNA USA

Approval By:

The 9th General Meeting of NRNA NCC of USA
On the 3rd-5th day of July 2020



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

TABLE OF CONTENT

ARTICLE I: NAME
ARTICLE II: DEFINITIONS
ARTICLE III: GOALS AND OBJECTIVES
ARTICLE IV: MEMBERSHIP
ARTICLE V: INSTITUTIONAL AFFILIATION
ARTICLE VI: NATIONAL BOARD OF DIRECTORS AND OFFICERS
ARTICLE VII: NATIONAL BOARD FINANCIAL TRANSACTION AND COMPLIANCE
ARTICLE VIII: STATE CHAPTER
ARTICLE IX: STATE CHAPTER FINANCIAL ACTIVITIES
ARTICLE X: BLANK
ARTICLE XI: ADVISORY COMMITTEE
ARTICLE XII: ANNUAL GENERAL MEETING
ARTICLE XIII: HYBRID MEETING OF ANNUAL GENERAL MEETING OR SPECIAL GENERAL MEETINGS
ARTICLE XIV: MEETINGS
ARTICLE XV: QUORUM OF BOARD
ARTICLE XVI: ELECTION OF BOARD OF DIRECTORS AND OFFICERS (NATIONAL)
ARTICLE XVII: NRN-USA FOUNDATION
ARTICLE XVIII: NATIONAL/INTERNATIONAL CONVENTION AND ICC DELEGATES
ARTICLE XIX: NOTICES AND WAIVERS
ARTICLE XX: AMENDMENTS
ARTICLE XXI: RECORDS
ARTICLE XXII: SEVERABILITY
ARTICLE XXIII: NON-PROFIT STATUS
ARTICLE XXIV: OFFICERS' LIABILITY

TERMINOLOGIES:

NRN: Non-Resident Nepali
Board: National Board of NRNA NCC of USA
Board Member: Member of the Board
State Chapter: As defined in NRNA NCC of USA's Bylaws
NRNA USA or Council: Non-Resident Nepali Association, National Coordination Council of USA
Registered Member: Member who has paid fee and maintained membership of NRNA NCC of USA
NCC: National Coordination Council
ICC: International Coordination Council
NRNA: Non-Resident Nepali Association.
ICC Member: Member of the NRNA, ICC, Representing NRNA NCC of USA.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

ARTICLE I: NAME

1. The name of this organization shall be Non-Resident Nepali Association, National Coordination Council of USA (hereinafter referred to as "NRNA NCC USA or NRNA-USA"). It shall be an inclusive, autonomous, independent, non-profit organization, which shall be registered as tax-exempt under terms of section 501(c) 3 of the Internal Revenue Code of the United States of America.

ARTICLE II: DEFINITIONS

2. The "Board" means the Board of the NRNA NCC USA.

3. "Non-Resident Nepali" means:

- a. A citizen of Nepal, who has been living at least two years in any country of the world excluding the SAARC countries, except those Nepali Citizens deputed in the Nepalese Missions by the Government of Nepal or students studying in the foreign Academic Institutions, and currently living in the United States., or
- b. A citizen of Nepal, who is a lawful permanent resident of the United States, or
- c. A citizen of the United States, who is a Person of Nepali Origin (PNO).

4. "Person of Nepali Origin" or "PNO" means a person of Nepali ancestry who is a citizen of the United States.

5. "Left blank intentionally.

6. Board of Directors, Officers and the Board" or National Board means the Executive body of the NRNA NCC USA.

7. "These by-laws" means the by-laws of the NRNA NCC USA.

8. "NRNA NCC USA State Chapter" means any State chapter that shall be formed as per these by-laws and organized under the United States of America's respective State laws.

9. "Registered Member or Life Member" is a due paying (NRN) member of NRNA NCC USA. A member of NRNA NCC USA shall automatically become a registered member of a State Chapter in the State where he or she permanently resides.

10. "Institutional Affiliation Member" means a Nepali or Nepal-related association in the United States to whom the NRNA NCC USA has given an institutional affiliation to promote the NRN



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

issues through collaboration and supportive relationship between such organization and of the NRNA NCC USA.

11. Honorary Member: National Board may confer NRNA NCC USA's Honorary Membership to any person, who has received national or international recognition in his or her field, and who has agreed to follow this Bylaws and the charter of the NRNA NCC USA.

12. Annual General Meeting (AGM) means the annual meeting of all members of the NRNA NCC USA.

13. Any benefits, privileges, and rights awarded by the ICC to NRNA NCC USA's members, shall be regulated by the By-laws of the ICC (International Coordination Council of NRNA's Bylaws). Any privileges, benefits,

power and rights provided by the laws of Nepal to NRNA NCC USA's members shall be regulated by such laws.

ARTICLE III: GOALS AND OBJECTIVES

14. The primary goals of the NRNA NCC USA shall be as follows:

- a. To function as national Board of NRNA NCC USA and national coordination council of its international organization NRNA ICC.
- b. To represent and promote the interest, rights, privileges, and immunities of NRNs in the United States and Nepal.
- c. To coordinate the National Board's activities with the NRNA NCC USA and its State Chapters.
- d. To coordinate with other national and global not-for-profit organizations with similar interests to promote and protect NRNs' interests, rights, privileges, and immunities.

15. The objectives of the NRNA NCC USA shall be:

- a. To encourage and facilitate the mobilization of NRN and American resources for supporting NRN as defined in these by-laws.
- b. Coordinate, facilitate, and conduct activities to mobilize NRN resources and know-how, maintain and foster Nepali identity and cultural heritage, further academic and professional advancements, and contribute towards NRN as outlined in these by-laws.
- c. To represent and promote the interests of Nepali in the USA.
- d. To facilitate the overall development of Nepal.



Non-Resident Nepali Association

National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

- e. To encourage and facilitate NRN and American investments to support development efforts in Nepal;
- f. To organize national and international conventions and conferences and publish newsletters to accomplish the objectives of the NRNA NCC USA;
- g. To foster friendship and understanding between NRNs, Nepali Americans and friends of Nepal in the USA;
- h. To improve the relationship between Nepal and the USA; To formulate the policies and rules governing the NRNA NCC USA, and define the function, duties, and decision-making process of the NRNA NCC USA.
- i. To achieve the continuation of Nepali citizenship to NRN or dual citizenship to PNO.
- j. To represent and promote the interests of NRN in Nepal and elsewhere.
- k. To raise and donate financial resources nationally and internationally.
- l. To support and assist in the humanitarian and relief work during the time of disaster and human suffering, including but not limited to any sort of natural calamity directly or in cooperation with other national and global organizations or individuals for achieving the objectives of NRNA NCC USA.

ARTICLE IV: MEMBERSHIP

16. An individual shall satisfy all of the following criteria to be an NRNA NCC USA member:

- a. Be an NRN as defined above in Article II-3
- b. At least 18 years old
- c. Submit an application with:
 - I. proof of one's valid photo ID
 - II. membership dues- one debit/credit card can be used to pay a maximum of (4) four membership dues per term
 - III. Other documents required by Board's membership policy, and
 - IV. proof of residency- physical address.
- d. Get approved by the NRNA NCC US Aboard or Membership Committee and receive a Member ID.

17. An individual seeking membership can submit his/her membership application and dues in one of the following ways:

- a. An individual may apply for its membership through online or any other remote means using a universal resource locator (URL) or any other technology directly with NRNA NCC USA.
- b. As a Proof of residence, the applicant may provide utility bills, any identification card, or any other proof as defined by membership policy.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

c. NRNA NCC USA, its Board Members, its employee, Committee shall maintain its Member and/or applicant's personal information confidential and shall follow the Federal Law of the United States that protects personal information and privacy rights of applicants or Members. If any board Member disclosed personal data or confidential information of Member and/or applicant, an employee without Board's decision to a third party such Board Member, or any other employee, committee members shall be personally liable. However, this paragraph shall not prohibit using applicant and/or members' personal and confidential information to determine Member or applicant's verification purpose.

18. The NRNA NCC USA shall have the following categories of memberships.

REGISTERED MEMBER:

- a) Membership dues: \$ 20 (twenty dollars) to be paid for one term (two years), beginning from the next day after the election till the day of next election (The Executive Board shall decide registered membership dues if there are any changes in the ICC portion before the next AGM.)
- b) LIFE MEMBER: Membership dues: \$ 150 (one hundred fifty dollars) to be paid one time for life.
- c) REGISTERED MEMBERSHIP FEE FUND Membership fee shall be distributed as follows:
 - i. NRNA ICC- \$5.00/ (Life-member: Per member/Tenure)
 - ii. National Board- \$5.00/ (Life-member: One time)
 - iii. State Chapter- \$5.00/ (Life-member: One time)
 - iv. Emergency Fund- NCC- \$2.50/ (Life-member: One time)
 - v. Foundation Fund \$1.25/ (Life-member: One time)
 - vi. Youth, Student and Women Empowerment Fund \$1.25/ (Life-member: One time)

19. Registered Members and/or Life Members of this organization shall have the following rights and obligations:

- a. To vote for Board of Directors and/or Officers of NRNA National Coordination Council of USA, Board of Director of its own State Chapter, and any other General Election which are conducted by National or State General Meetings. Individual Member and Life Member shall have the right to vote Annual General Meeting and Special General Meeting for any other matters proposed in such a meeting.
- b. To be a candidate of any position of National and/or State Chapter and contest such election, provided that such Member who is a candidate for National or State Chapter must be either the United States citizen, PNO or a lawful permanent resident of the United States from Nepal and eligible under the provision of this Bylaws.
- c. To update their present mailing address, email address, and phone number. However, the National Board and/or State Board shall provide on its URL (website) facility where members can change their information.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

- d. If a Member does not change his/her personal contact information, National Board and/or State Chapter may send notice to the last known address. If notice is sent to last known address, it shall be presumed that Member has received notice unless the Member proves that he/she provided the change of address, and Board failed to update such address or send an old address.
20. Life Member shall have all rights, privileges, which are provided to registered members. Besides, the Life Member shall have priority to be a representative or a delegate to the International Coordination Council (ICC) by-election from all members.
21. Invalid Membership Fees: The membership fees paid by those invalid members who failed to get verified or failed to pass membership requirements due to technical error or human error by the management shall be returned to those members within 30 days of the rejection or disqualification of membership. The check shall be mailed to the physical address on file.
22. Life Membership Fee Fund:
National Board shall collect and deposit the remaining balance after separate the fund as mentioned at article life membership fees in a separate account, which will be called the Life Membership Fund account. NRNA NCC USA shall spend a sum not more than 10% of the total amount in Life Membership Fund in its 2-year tenure, which includes five dollars of ICC membership fee of each member per term. 10% shall be calculated at the end of the 2-year tenure fund amount.
23. Admission and Revocation of Membership: The Board shall have the power and discretion to issue a procedure for applying for membership. The application for membership shall be reviewed and approved as long as such individual applicant is qualified under Charter and Bylaws of NRNA NCC USA, by State Chapter or Board. Such a decision shall be made within 30 days from the date applicant provides all necessary documents, pays fees. If Board denies any person's registered membership at that condition Board Shall give written reasons of denial.
24. Board may ask for advice and/ or opinion on the issue of revocation of membership with the Legal Advisory Committee. The Member who is charged for violation of NRNA USA's by-laws, charter and acted against purpose and objective of these by-laws and NRNA USA's charter shall have the right to be heard before the Legal Advisory Committee. Legal Advisory Committee shall make findings based on the evidence and recommend its opinion to the Board for making required decisions.
25. Members shall have the right to renew their membership at any time. However, if any member wants to exercise the voting right or cast a vote in the election, an application for NRNA



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

NCC USA' s membership must be filed, and the membership dues must be paid at least 60 (sixty days) prior to the candidacy filing start date.

26. The State Chapter or Board may send one or more reminders to the Member if the due date does not pay dues. If a member fails to pay dues according to this Bylaws, such Member's rights and privileges shall be suspended until such membership due is paid in full.

27. Intentionally left blank.

ARTICLE V: INSTITUTIONAL AFFILIATION

28. In order to promote common NRN issues and achieve mutual goals and objectives of the NRNA NCC USA, the Board shall formulate policy, develop and maintain a cooperative, collaborative and supportive relationships with all Nepali and Nepal related associations in the United States and Nepal, and provide an opportunity with NRNA NCC USA (hereby called "Institutional affiliation"), provided that such Institutional Affiliation satisfies all of the following requirements:

- a. It subscribes to the vision, objective and purpose of the NRNA NCC USA's Bylaws;
- b. It is a registered non-profit organization in any State within the United States;
- c. With respect to an organization outside of the United States the following additional requirements must be met:
 - i. Associations must consent to the State of Tennessee jurisdiction if there is any dispute between associations.
 - ii. Associations' purpose, goal, act, mission, rules shall not be inconsistent with the United States' Federal Law and State Law of the respective State.
 - iii. Association's purpose, goal act, mission, and rules shall not be inconsistent with NRNA NCC USA's certificate of incorporation and By-laws.
- d. NRNA NCC USA Affiliation to NRNA ICC:
 - I. NRNA NCC USA will function as an NCC of NRNA ICC in the USA and support its objectives and programs by organizing and managing NRNA activities within and under the law of the land of the United States of America.
 - II. NRNA NCC USA will donate some funds it has generated through donation or membership fees in the USA to NRNA ICC to comply with the ICC by-laws. NRNA ICC will provide necessary PO, Invoice, applicable W-8 BEN, Receipt, and Status of NRNA ICC as Non-Profit Documents issued by the Government of



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

Nepal accordingly to NRNA NCC for the compliance purpose and document substantiation for the audit. NRNA NCC USA will make sure it complies with the respected laws of the land of the USA before releasing the fund.

- III. NRNA NCC USA shall comply with the constitution, directives, and guidelines of NRNA ICC to the extent permitted by law of the USA's land.

ARTICLE VI: NATIONAL BOARD OF DIRECTORS AND OFFICERS

29. There shall be a Board of Directors and Officers (hereinafter referred to as "the Board") to formulate and implement programs and activities to achieve the objectives of the NRNA.

30. The Board shall make policy suggestions to the Annual General Meeting or Special Meeting of Members.

31. The Board shall have the power to form committees and task forces as may be deemed necessary and shall determine the functions and terms of their existence.

32. The Board shall take any action or decision required to be taken at the board meeting through email, fax, internet, and conference calls.

33. The Board shall have the power to hire administrative staff as deemed necessary and compensate for the person's services.

34. The Board shall hold its Annual General Meetings to transact the organization's work, including but not limited to review the past year's program activities and accounts, recommend policy changes, and consider any other business of the agenda that is allowed by the presiding officer at his or her sole discretion.

35. The National Board shall coordinate and communicates with the US Embassy in Nepal and obtain necessary help from the US Embassy for NRNA Members while NRNA Members are in Nepal.

36. The officers of the Board shall consist following Positions.

- a) President
- b) Senior Vice President
- c) Vice President- Four
- d) Woman Vice President
- e) General Secretary
- f) Secretary-(open)
- g) Secretary- (Woman)
- h) Treasurer
- i) Joint Treasurer



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

- j) Spokesperson
- k) Youth Coordinator
- l) Women Coordinator
- m) Twelve (12) Directors/Board Members
- n) Regional Committee Chair (RCC)- North-East
- o) Regional Committee Chair (RCC)- Midwest
- p) Regional Committee Chair (RCC)- South
- q) Regional Committee Chair (RCC)- West

36.1. There shall be 30 (Thirty) elected positions in the Board with a maximum of 31 (Thirty-One) total number of positions. of above positions shall be elected except Spokesperson by the members of the NRNA NCC USA as described in these bylaws.

36.2. The vice-presidents shall have one or more departments. The President shall assign the portfolios with the consultation of the Executive Board, and the Committees and the Taskforce shall form under those departments.

The departments shall be as follows:

- a. Government Liaison and public relation affairs. (Sr. Vice-President, by default)
- b. Governance, Discipline and, Institutional Development & Expansion Affairs. (Sr. Vice President by default)
- c. Woman Empowerment, Gender Equality, Human Rights and Children Welfare affairs (Woman Vice-President, by Default)
- d. Immigration and Mainstream Integration Affairs.
- e. Philanthropy, Disaster Management and Humanitarian Assistance Affairs.
- f. Capacity Building and Human Capital (Skill, Knowledge and Innovation Affairs).
- g. Commercialization, Investment and Business Relationship Developments Affairs.
- h. Nepali Language & Literature, Culture, Tradition, and Art Affairs
- i. Youth Empowerment, Education and Student Affairs.
- j. Resource Development, Nepal House, Tourism and Nepal Promotion Affairs.
- k. Public Safety (environment, public health, road safety), Community Support & Institutional Relation Affairs.
- l. Membership and Policy Procedure Affairs.

~~The geographical region for the Vice Presidents from the Regions shall be allocated as below:
(Deleted)~~



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

- a. Delated
- b. Delated
- c. Delated
- d. Delated

37. The National Board President, in consultation with Board, within the scope and limitations of the provisions of the State laws, and this Bylaws, may establish, amend or terminate groups, task forces or committees to promote the NRNA NCC USA's activities, which may include representatives from the associations as well as individuals from the larger Nepali Diaspora or NRN within the United States and the respective regions.

38. The election of the Directors and Officers of the Board shall be conducted as stated in this by-law.

39. The term of the Directors and Officers of the Board shall be two years, beginning 1st weekend of July of the calendar year. No Director/Officer of the Board shall hold the same office for more than two consecutive terms. Youth Coordinator shall have an age limit of not more than 30 years old.

40. PRESIDENT:

- a. President shall preside at the meetings of the Board and run the day-to-day operation of the Board including, but not limited to, the growth of memberships, fundraising, organizing town hall meetings, outreach, coordinating youth affairs, education, internet, press, publications, and conferences in the USA and Nepal.
- b. Serve as the spokesperson of the NRNA NCC USA or designate the Public Relations Officer to serve in that capacity.
- c. Serve as principal executive officer of NRNA NCC USA and perform other duties as the Board may delegate to the President.
- d. Perform and supervise all regulatory requirements, such as IRS Tax filing, the annual statement of information, etc.
- e. Identify, propose, and execute plans to solve NRNs problems.

41. SENIOR VICE PRESIDENT:

- a. The Senior Vice President shall assist the President and facilitate and oversee the growth of memberships, fund raising, organizing town hall meetings, outreach, coordinating youth affairs, education, internet, press, publications, and conferences in the USA and Nepal.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

- b. 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.
- c. The Senior Vice President shall act as a department head as mentioned article 36.2-A-B.

42. VICE PRESIDENTS:

- a. The Vice Presidents shall assist the Senior Vice President and the President and facilitate and oversee the growth of memberships, fund raising, organizing town hall meetings, outreach, coordinating youth affairs, education, internet, press, publications, and conferences
- b. The vice presidents shall be the head of the department as per the article 36.2
- c. (Added) The Vice President in the decision of the Executive Board by simple majority shall act as President in the event of the President's and Senior Vice President's death, resignation, or removal
- d. Deleted.
- e. Deleted.
- f. Deleted.
- g. Deleted.
- h. Deleted.
- i. Deleted.

43. GENERAL SECRETARY

- a. The General Secretary shall record all the proceedings of the meetings of the Board.
- b. The General Secretary shall distribute minutes of the meetings to the appropriate members within two weeks after the meeting's date.
- c. The General Secretary shall be responsible for maintaining and securely archiving all official records of NRNA USA.
- d. General Secretary should actively participate to raise fund in coordination with President, Vice president, and Treasurer.
- e. General Secretary shall keep all membership records and update the membership list on NRNA NCC USA website every month, which has received directly by mail or web (PayPal).
- f. General Secretary should get a report from Treasurer and reconcile all membership fees collected and deposited to the total number of members.
- g. General Secretary shall keep records of National Board and State Chapters.

44. SECRETARY:



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

- a. Secretary's duties shall be assigned by the General Secretary in consultation with the President and the Board.
- b. The 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.

45. TREASURER:

- a. The Treasurer shall be the custodian of all funds of the NRNA NCC USA, shall maintain bank accounts, receipts and disbursement of funds and shall give complete financial reports to the Board.
- b. 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.
- c. The Treasurer shall fulfill all regulatory requirements such as filing IRS tax returns etc. in a timely fashion.
- d. The Treasurer shall be familiar with accounting rules and regulations and financial plans.
- e. The Treasurer shall identify the source of fund that can be collected for NRNA.
- f. The Treasurer should actively participate to raise fund for NRNA.
- g. The Treasurer shall prepare a fundraising plan in coordination with President and General Secretary and present it to the Board for necessary action.

46 (Intentionally left blank)

47 JOINTTREASURER:

- a. All duties assigned by Treasurer and/or the Board.
- b. Whenever Treasure is not present, Joint Treasurer shall perform all treasurer duties.

48 Immediate Past President:

The Immediate Past President shall be the Chief Patron by default.

49 Media Co-Ordinator: Eliminated effective from 2019-2021 term

- a. Deleted.
- b. Deleted



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

- c. Deleted
- d. Deleted
- e. Deleted

50.. SPOKESPERSON:

The spokesperson shall manage the flow of information between the NRNA NCC USA and the larger Nepali Diaspora, including the press, and develop promotional and outreach materials and disseminate them. President shall appoint the spokesperson in consultation. The spokesperson shall coordinate media to promote organization, programs, and activities to establish a positive image in the community.

51. WOMEN CO-ORDINATOR:

Women Co-coordinator shall unite the Non-Resident Nepali women residing in the USA, and effectively utilize and manage their collective efforts to expand and strengthen the women network for the welfare of Nepal and the Nepali people and shall coordinate, collect their Periodical Reports and provide the needful support in identifying different programs related with the women and shall make efforts to expand the NRNA women network.

52. YOUTH COORDINATOR:

Youth Coordinator shall effectively utilize and manage the collective efforts of NRN youths residing throughout the USA to expand and strengthen the youth network for the welfare of Nepal and the Nepali people in the USA.

53. DIRECTORS/ BOARD MEMBERS:

Directors / Board members shall attend board meetings; represent Board as assigned by the Board; Participate in the planning and decision making for sound and informed judgment in the interest of NRNA NCC USA.

Once elected or nominated, a Director(s)/Member(s) of the Board shall serve a full term except in the event of the person's death, resignation, removal, or recall or loss of membership to the NRNA NCC USA.

54. Regional Committee:



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

There shall be four Regional Committees, and the geographical region for the Regional Committees shall be allocated, and functioned as follows:

- a. **North-East Regional Committee;** which include State of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island and Connecticut, New York Pennsylvania and New Jersey.
- b. **Midwest Regional Committee;** which includes State of Wisconsin, Michigan, Illinois, Indiana, Ohio, North Dakota, South Dakota, Nebraska, Kansas, Minnesota, Missouri and Iowa.
- c. **South Regional Committee;** which includes State of Delaware, Maryland, District of Columbia, Virginia, West Virginia, North Carolina, South Carolina, Georgia, Florida, Kentucky, Tennessee, Mississippi, Alabama, Oklahoma, Texas, Arkansas, and Louisiana.
- d. **West Regional Committee;** which includes the states of Idaho, Montana, Wyoming, Nevada, Utah, Colorado, Arizona, New Mexico, Alaska, Washington, Oregon, California and Hawaii.
- e. Each region shall consist of Regional Committee Chair (RCC), Chapter Presidents of all Chapter in the region, one nominated secretary: the secretary must be one out of the elected Chapter President from the respective Chapters, and two-three (2-3) nominated members, with at least one (1) member being a woman. In consultation with the respective Regional Committee, the Chair may propose members of the region to fill the positions appointed. The President may reject the request with a valid reason and request an alternate member or approve the proposed member for the post. The primary function of the Committee is to coordinate the activities as well as encourage communication among the chapters in the region and between chapters and NRNA NCC. The elected officials of the NRNA-USA, Executive Board from the respective zone, shall be advisors of the Committee. To be a candidate for Regional Committee Chair (RCC) from the region, a member shall be resident of respective regions and meets other requirements under these Bylaws.
- f. NRNA NCC USA's members from the respective region shall have the right to vote for the region's Regional Committee Chair (RCC) Candidates.
- g. Regional Committee Chair (RCC) shall have all the rights as other Executive Board Members and shall be after BOD in the order of preference.

55. Any person, who is convicted of felony charges in the United States, or Nepal, or any other country, shall be disqualified to be a candidate of any Board of Director and/or officer. If such Member is



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

convicted of a felony after he/she elected in Board and/or officer at that condition he/she shall be automatically removed from his/her position

56. Any directors/ officers serving on other boards or maintaining business interests could constitute a conflict of interest. The Board shall adopt the policy of conflict of interest.

57. The fiscal year of the NRNA NCC shall be the calendar year.

58. The Board May form or create different committees as necessary.

59. The Board shall describe the term, power, and responsibilities of these committees.

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ARTICLE VII: NATIONAL BOARD FINANCIAL TRANSACTION AND COMPLIANCE

60. Annual General Meeting shall appoint three to five members internal audit committee (IAC). None of the IAC members shall be from the Board, and at least one Member of the Internal Audit Committee (IAC) shall be Certified Public Accountant.

61. IAC shall have the right to review the National board and state boards all financial records, and activities. Whenever IAC request financial records Board shall provide within 15 days.

62. National Board shall forward its financial activities to the IAC on a regular basis.

63. National Board shall keep its Books and Record based on the United States Generally Accepted Accounting Principles (US GAAP).

64. The Board shall appoint an external auditor to audit or review its financial statements on an annual basis. The Board shall consult with IAC to appoint an external auditor.

65. National Board shall segregate its duties and authorizations as follows:

- a. Any transaction up to \$ 500 (five hundred dollars) shall be approved and authorized by Treasurer. Any transaction up to \$ 2000 (two thousand dollars) shall be approved and authorized by Senior Vice President or Vice President and Treasurer.
- b. Any transaction up to \$ 5000 (five thousand dollars) shall be approved and authorized by President and Treasurer.
- c. Any transaction up to \$ 10,000 (ten thousand dollars) shall be approved and authorized by the Majority of the Board.
- d. Any transaction less than or equal to \$ 30,000.00 (thirty thousand dollars) shall be approved and authorized by two-third majority of the Board. If such a fund/sum was raised or collected in their term, a two-third majority of the Board may approve transactions up to \$ 50,000 (fifty thousand dollars).



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

- e. Whenever the Board wants to raise fund and spend such fund is more than \$ 30,000 (thirty thousand dollars) or \$ 50,000 (fifty thousand dollars) as defined in the previous paragraph, the Board shall first seek approval by its two-third majorities and shall obtain consent from upcoming Annual General Meeting or the majority of Member. When the Board wants to obtain consent board may use any method or means to obtain such consent form members such authorization may be obtained by email and/or mail or any other electronic authenticate remote means.
- f. If the National Board raises funds for a specific purpose, it may spend all funds for that particular purpose.
- g. Two signatory authorities shall sign any transaction greater than \$ 500 (five hundred dollars). All Bank account cash in hand and other values of the organization shall have custody with the Treasurer.
- h. Any approved amount and books of accounts shall be compiled, reconciled, and forwarded to the Board via email within two weeks.
- i. The above rules shall not apply in case of membership levy to the ICC.

ARTICLE VIII: STATE CHAPTER

66. If more than 100 NRNA NCC USA's registered and life members reside in a state, they may request to open State Chapter with NRNA NCC USA National Board. NRNA NCC USA shall provide consent to open such a chapter if they satisfy the requirements under these by-laws.

67. State Chapter Executive Board, and Advisors.

- I. The State Chapter shall consist of Thirteen (13) Members committee. This State Committee shall be elected by all NRN members of that State. State Chapter shall have the following positions:
 - a. Chapter President
 - b. Chapter Vice President
 - c. Chapter Secretary
 - d. Chapter Joint-Secretary
 - e. Chapter Treasurer
 - f. Chapter Woman Coordinator
 - g. Chapter Youth Coordinator
 - h. Six (6) Chapter Board Members

- II State Chapter shall have an Advisory Committee consisting of individuals whose primary responsibility shall be to advise the Chapter-President and Chapter-Board on specific matters as and when necessary. The Advisory Committee shall have a maximum of Eleven



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

(11) individuals. State Board shall have the authority to constitute such Advisory Committee

68. The function of the State Chapter shall be as follows:
- a. To function as the State Body of NRNA NCC USA National Board.
 - b. To coordinate with NRNA NCC USA regional vice president to implement NRN related activities within its State. The chapter shall work and coordinate the NRNA NCC USA's activities through the local organizations without duplicating the local organizations' activities in that State except for humanitarian relief.
 - c. To implement National Board's NRNA related policies within its State and make a harmonious relationship with other Social Organizations in that State and support them to make them stronger so that they will become more helpful to the NRNs in that State.
 - d. To provide a recommendation to NRNA NCC USA's Board concerning State issues and matters.
 - e. Educate NRNA Members of the State about their rights, privileges, power, duties, and obligations.
 - f. Promote NRNA membership in the State as per these by-laws.
 - g. State Chapter shall open a bank account and deposit all membership funds to that account. The bank account shall be operated by State Chapter president and State Chapter Treasurer or authorized by State Chapter Committee.
 - h. Deleted.
 - i. State Chapter shall perform all other duties delegated by NRNA NCC USA's Board.

69. The election of State Chapters shall be completed as provided in these By-laws. Election shall be conducted together with National Board's election, if possible.

70. All other matters related to State Chapter shall be provided in detail in State Chapter's by-laws/guidelines. State Chapter's by-laws/guidelines shall not conflict with these by-laws. If there is any conflict between State Chapter by-laws/guidelines and these by-laws, these by-laws shall



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

prevail, and the provisions on the State Chapter by-laws/guidelines shall be considered void and null.

71. The Election Commission will set nomination fees for ICC Member, National Board, and State Chapter positions. State Board shall help, cooperate, and promote other Nepali local organizations to the extent that those organizations have similar purpose of NRNA NCC USA.

72. If State Board's actions are against the purpose of NRNA NCC USA or act or conducts are harmful to NRNA NCC USA, National Board, by the two-third majority, may suspend, reinstate, warn, or order of correction or dissolve the State Chapter after a hearing and, according to its nature of the act and harm caused by that State Board. The national Board may ask the legal advisory committee to its opinion and recommendations based on the evidence.

ARTICLE IX: STATE CHAPTER FINANCIAL ACTIVITIES:

73. Each State chapter shall have a separate bank account. All State's fund shall be deposited in that account.

74. Whenever State Board collects fund on behalf of National Board that fund shall be released monthly to the National Board that fund shall be released monthly to the National Board in accordance with the following criteria:

- a. Deleted
- b. National Board shall release State Chapter portion membership fee if membership fees were deposited directly on NRNA National Board's account quarterly.
- c. As of December 31, a yearly bank reconciliation of the current year between the National Board and State Chapter has to be done by January 31 of next year for tax filing and accounting purposes.

75. State Board shall forward its financial activities to the National Board quarterly basis.

76. National Board shall have the right to review the State Board's financial activities anytime.

77. National Board shall have the power to demand financial activities of State Board and State Board shall provide those records within 15 days from the date of the National Board's demand.

78. State Board may collect other funds from various sources if the following conditions are met:

- a. State Board presents plan and program to the National Board to raise fund,
- b. National Board provides consent to that plan and program to raise fund and
- c. State Board collects fund for that plan and program and Spends that fund for the same plan and program as designated.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

79. State Board shall keep its all financial books and records. State Board shall segregate its duties and authorization as follows:

- a. Any transaction up to \$200 (two hundred dollars) shall be approved by Chapter Treasurer. Any transaction up to \$ 500 (five hundred dollars) shall be approved and authorized by Chapter Vice President and Chapter Treasurer.
- b. Any transaction up to \$ 3000 (Three thousand dollars) shall be approved and authorized by Chapter President and Chapter Treasurer.
- c. Any transaction up to \$ 5,000 (Five thousand dollars) shall be approved and authorized by the majority of the State Board.
- d. Any transaction more than \$ 5,000 (Five thousand dollars) shall be approved and authorized by two-third majority of the State Board and only if such fund/sum was raised or collected in their term.
- e. State Board shall inform the National Board for the transaction that is more than \$ 5,000 (five thousand dollars).
- f. Any transaction greater than \$ 200 (two hundred dollars) shall be signed by two signatory authorities. All bank account cash in hand and other valuable organization shall have custody with the state Treasurer.

80. National Board has authority to instruct, guide, and stop any kind of financial activities if the National Board decides that such action is required to protect NRNA USA's interest.

ARTICLE X: PATRON COUNCIL.

81. The Patron Council shall be comprised of One Chief Patron and not more than four Patrons and shall be formed by the NRNA NCC executive board. They shall serve for a term of two years from the installation of the newly elected Board. The immediate past President shall be the Chief Patron by default, and the national Board shall appoint other Patrons from among those members who have made valuable contributions to the organization. To be eligible for Patron, he/she should have completed at least one term of office as the Director and/or Officer of the NRNA NCC USA or the ICC Member and/or Officer of the NRNA ICC. The purpose of the Patron Council is to further the interests of NRNA NCC USA and the Non-Resident Nepalese, strengthen the structure of the organization, and to unite the Non-Resident Nepalese residing in USA, considering the broader spirit of Non-Resident Nepali Association.

- a. Right of the Patron Council:
 - I. To participate in all levels of activities of NRNA NCC USA.
 - II. To have access to all information on NRNA NCC USA.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

- III. To attend the NCC meeting, but they cannot vote, nor will their presence be valid for quorum.
- IV. In case of ineffectiveness of the NCC due to extreme dispute, the Patron Council may act as a mediator and give opinions to the NCC.
- b. Functions of the Patron Council:
 - I. To conduct activities according to the policies of the NRNA NCC USA.
 - II. To implement the programs undertaken by the NRNA NCC USA.
 - III. At the request of the NRNA NCC USA, to represent the NCC in different national and international forums on various issues.
 - IV. To conduct other functions as assigned by the NRNA NCC USA.

ARTICLE XI: ADVISORY COMMITTEE

82. NRNA NCC USA 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. The Advisory Committee shall have a maximum of seventeen (17) individuals. The Board shall have the authority to constitute such an Advisory Committee within 60 days of the oath ceremony of the new Board or within 60 days from the date a vacancy whichever comes first. To be a Member of the Advisory Committee: such a person should be recognized in his field of work and should not have any political party position. Such a person should not hold any political position with any political parties during the term of the advisory Committee. Members should be competent to advise Board. The Board shall collect brief biodata of each advisor before any person is nominated in advisor and keep such record in NRNA NCC USA.

ARTICLE XII: ANNUAL GENERAL MEETING

83. The Board shall hold at least one Annual General Meeting every year at an appropriate time: to transact the NRNA NCC USA business such as election-related activities as provided in this bylaw, review the activities for the past year, receive and adopt amendments, if any, to the bylaw, 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 classes of members, shall be invited to attend this meeting. However, only the registered and life member(s) have the right to vote to pass the agendas.

84. Each year, NRNA NCC USA shall work in coordination with State chapter with a sizable membership base to host NRNA NCC USA's Annual General Meeting in conjunction with the annual convention of the respective State Chapter.



Non-Resident Nepali Association

National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

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

86. During the Annual General Meeting, the NRNA NCC USA 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.

87. The quorum of Annual General Meeting

In First Annual General Meeting: if 10 percent of the total members or 500 members or 50 percent of Prime Officers (office bearers of National board, state boards, and advisors of the National Board) whichever is less are present in Annual General Meeting physically or via online and/or virtual and/or other remote means, Annual General Meeting's Quorum shall be constituted. If the First Annual General Meeting could not be held because of lack of quorum, second Annual General Meeting with 5 percent or 300 of total Member or 25 percent of delegated officers present either by physically or via electronic means shall constitute Quorum of Annual General Meetings. If the second Annual General Meeting Quorum could not be constituted because of lack of quorum, the third Annual General Meeting with a presence of any number of members shall constitute the Quorum of Annual General Meeting. The Board is authorized to collect quorum in advance of AGM by the above means or shall make provisions in the electronic ballots of the election or separately to obtain consent for the quorum of the AGM.

88. NRNA NCC USA's Member may appoint proxies to appear in Annual General Meeting by giving written proxies. If any member comes with such written proxies at that condition, such proxy appointed members total number of proxies shall be counted for the purpose of quorum. However, proxies shall not have the right to cast a vote for any agenda that is proposed for decision by voting; therefore, all Member required to appear for voting. However, the proxy shall not be eligible to cast a vote for the election of any position.

89, Legal Advisory Committee: The Board may appoint three to five members to the Legal Advisory Committee, including appointing the Chair of the Committee. The term of the Committee shall

be two years from the installation of the newly elected Board. If any position remains vacant, the Board may appoint a member(s) to fill the vacant position(s) for the remainder of the term.

- a. The primary role of the Committee is to provide legal advice to the Board.
- b. The Board may ask the Committee to advise them on various legal issues, including but not limited to, interpretation/opinions on the by-laws/charters, advice on memberships, and matters related to the chapters and the members.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

90. SPECIAL GENERAL MEETING: If there is any situation where matters need to be resolved by General Meeting and it is not practical to wait for Annual General Meeting, at least 5% of the total Members (life and registered members) can make written request to have Special General Meeting of NRNA NCC USA with National Board. At such condition, Board, shall call Special General Meeting within the 45 days of request received, by sending written notice to all members to the extent it is possible and notifying all State chapters and providing notices to Nepali Newspapers and other media to the extent possible describing followings things:

- a. The Board shall determine the Date, Time, and Place of Meetings.
- b. Agenda of the meetings

91. Members should be given at least a 30-day notice of Special General Meetings. The President, with the consent of the Board, shall specify the place, date, and time of yearly, special and other meetings of the Board.

92. Deleted

ARTICLE XIII HYBRID MEETING OF ANNUAL GENERAL MEETING OR SPECIAL GENERAL MEETING:

93. Annual General Meeting or Special General Meeting may be held by virtual means or hybrid means.

94. There is one physical location where desired Member prefers to appear physically and Other members who choose the virtual appearance can appear in Annual General Meeting and/or Special General Meeting by use of the internet or another form of remote communication to (1) participate.,

(2) be deemed present, and (3) vote at the Annual General Meeting and/or Special General Meeting if the following three conditions are met:

- a. Reasonable measures have been taken to verify that each person deemed present and permitted to vote at the meeting is a Member or holder of a valid proxy from a Member,
- b. Reasonable Measures has taken to provide such member and proxy holders to read or hear the proceedings as they happen substantially and concurrently with proceedings and to vote on matters submitted to the Members, and
- c. Records of votes and other actions taken at the meetings are maintained.

95. This provision may be used by the Board when it finds that NRNA NCC USA has sufficient resources to use hybrid virtual meetings.

ARTICLE XIV: MEETINGS



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

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

97. Special meetings: If, for any reason, a meeting of the Board is deemed necessary by Directors/Officers and Board or representation to that effect is received by the Board, such a meeting shall be called by the General Secretary within ten days of the receipt of such a request. The President, with the consent of the Board, shall specify the place, date and time of the meetings of the Board.

98. Extraordinary/Emergency meetings:

The President may call an extraordinary/emergency meeting at any time if such meeting is necessary.

99. Notice of Meetings:

Any meeting or meetings, except emergency meeting, shall be called upon no less than seven days written notice to each Member. Chapter Board shall follow the same protocol on meeting notice.

100. Venue:

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

101. Conduct Meetings:

The order of business at meetings shall be fixed by the President and all meetings of the Board or Annual General Meeting or Special General Meeting shall be public.

102. Agenda for Meetings:

The agenda for each regular Board or Annual General Meeting shall be assembled by the President or General Secretary as designated. Any Director/Officer or Member may transmit material and recommend guests for inclusion on the agenda. Such material shall be submitted no later than ten calendar days prior to the meeting. In consultation with the President, the General Secretary shall distribute the agenda to the Directors/Officers or Member no later than 48 hours 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 Directors/Officers or Member present.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

103. Decision:

The decisions of the Board or General Meeting 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.

104. 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 Director/Officer or Member who did not vote with the majority.

105. Compensation of Officers:

All Directors/Officers shall serve voluntarily without compensation.

106. Board Can have virtual meetings or physical and virtual meetings, which is called hybrid meeting.

ARTICLE XV: QUORUM OF BOARD

107. In the case of the Board meetings, a simple majority of its members 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 XVI: ELECTION OF BOARD OF DIRECTORS AND OFFICERS (NATIONAL)

108. Annual General Meeting shall appoint the National Election Commission consisting of a minimum of three to a maximum of five members, one of whom shall be designated as the Chair of the commission. National Election Commission's term shall be two years. If any Commissioners position is vacant, next AGM or SGM shall appoint such person for the remaining tenure. If the Chair position is vacant after AGM or SGM and before the election, the national Board shall appoint the chief of election commission from among the election commissioner. First AGM of newly elected national Board shall appoint the next national election commission.

109. The Election Commission shall invite nominations from the Members for the position(s) of Directors and Officer(s) of the Board to be elected at least 30 days prior to the election. All nominations for the positions shall be filed at least seven days prior to such election date. One person shall contest the election for only one office. (Note: Election commission may refer schedule 3 as guidelines for the National election timeline)

110. Eligibility and qualifications for candidates for the position of NRNA NCC USA President:

- a. To be eligible for candidates for the position of President, one shall be U.S. citizens or legal permanent resident. One should not be either deputed by the Nepal Government to



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

Foreign Missions or students studying in the foreign Academic Institutions. The candidate for President should have completed as a general member at least for 2 years.

- b. The candidate for the President should have completed at least one term of office as the Director and/or Officer of the NRNA NCC USA or the ICC Member and/or Officer of the NRNA ICC.
- c. The candidate for the president should not be a party of any legal action against the NRNA NCC of USA while the election process is ongoing.

111. Left blank intentionally

112. To be eligible for candidates for the positions of Chapter President, Director/ Officer of national Board, an applicant must be a Citizen of the United States, Legal Permanent Resident of the United States, or any other visa where such candidate freely can travel inside and outside of the United States.

113. Candidates for the NRNA-USA election should establish the proof of residency for two years in the USA. Candidacy will be automatically disqualified, if the proof is not submitted. Candidates can be disqualified even after being elected.

114. Left blank intentionally.

115. The election commission shall use the following method of the voting system: Remote electronic voting (virtual voting) or any other means of remote voting using remote technology, which is designated and described method by Election commission.

116. Election Commission shall use reasonable procedure, voting technology, and method to maintain the integrity of fair Election and secret ballot voting system.

- a. Remote online voting channels shall be compatible with standard web browsers and operating systems commonly available in the market (e.g. PCs, laptops, smartphones, and tablets). Voters may use any internet-connected device, such as a PC, laptop, iPhone, smartphone or tablet to cast votes.
- b. To maintain the security, confidentiality, impartiality, and integrity of the election, any internet connected devices shall be used to cast maximum of four votes.

117. If Election commission obtains third-party service providers for the electronic voting system at that condition the election commission shall also follow the following procedures:



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

- a. The Election commission, its commissioners, members employee and any other person, including that third-party provider's employee, shall not have access to the voting system that how the members voted to each candidate. To make sure that the Election commission shall have such agreement with third-party providers and keep that record in their system, and if any of the candidates ask such agreement commission shall provide each candidate via email or by publication in Election commission website.
 - b. The election commission shall obtain from third-party records of total vote that has been cast on end of that day and shall publish such records to the general public via email, NRNA NCC's website and other media as necessary deems by Election commission.
 - c. For the purpose of the National Election, Election Commission shall require keeping records of each candidate's total vote from each State and that records shall be disclosed to at that time of vote counting.
118. If the Election commission decided to use the election commission's computer technician and electronic voting-system that is created and managed and owned by Election Commission at that condition, Election commission shall follow the same procedure to maintain confidentiality and integrity of the election provided by this by-laws.
119. The commission shall create electronic secret ballot for the purpose of Internet voting, virtual voting or any other remote voting system.
120. The Election Commission shall create secret Identification (Secret ID) of each voter and Voters shall allow creating their password by registering with Election Commission via its computer or any other third parties designated computer. Secret ID shall be either emailed to Member voters, or if no such email it shall be mailed to such Members, which is last known address kept by NRNA USA.
121. Election Commission can create its local State election committee to conduct its national election and State election.
122. Election Commission shall coordinate with the Board to make its rules and code of conduct in conducting its election, which shall comply with these By-laws.
123. The person receiving the majority votes for a designated position shall be declared elected.
124. The Election Commission shall complete the entire election process, certify the results, and announce the names of the elected directors and officers to the current National Board, and State Board on or before 1st week of June of the Election year. The criteria of selecting voting company and decision-making process shall be submitted to the Board.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

125. 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 member 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 General Meeting as provided in this Bylaws.

126. Election Commission shall keep its updated voter list and publish voters' names on NRNA NCC USA's website at least before 30 days of Election Day.

127. If any person who is Member or who is eligible to be a member may make a complaint against the voter name list, either listed name is not qualified, or voter name list is missing or not listed before the Election Commission. If Election Commission receives complaint about voter list at that condition, election shall make decisions based on these by-laws and make findings. That finding shall be final for the purpose of this coming election.

128. The Election Commission shall publish election notice as provided in schedule with nomination fees for different positions. However, the Election Commission may amend such notice-as necessary to perform its work. Election Commission shall conduct election for International Coordination Council (ICC) Member(s) as required by ICC by-laws and guidelines.

129. The Election Commission shall provide electronic remote voting up to two (2) days period.

130. Election commission shall ensure and notify the Board about the confidentiality of the election process.

131. The Board shall form a communication committee from disinterested members of the Board for effective and efficient information flow between Election Commission and the Board during the election period. The Board shall send the name of such Committee to Election Committee. Election Committee should communicate with this Committee for all matters that require Board's attention.

132. Left Blank Intentionally.

133. Vote counting shall be started as soon as possible and shall be continued until the completion of counting or five days, whichever is sooner.

134. The National board's election shall be counted in a place as designated by Election Committee.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

135 Election Commission may designate respective local State to count a vote for election of State Chapter Board.

136. Deleted

137. Deleted

138. Deleted

139. Deleted

ELECTION OF STATE CHAPTER

The time, place, and procedure for Election of State chapter shall be as authorized by Election Commission.

140. Any member eligible for vote shall have the right to candidates and contest election for the positions of State Chapter.

141. Only Individual Members within a State shall contest and vote for the election of State positions for the respective State.

142. The term of State positions shall be two years, which shall correspond with the term of National Board as stated in these By-laws of the calendar year, which shall correspond with the term of Board as Stated in these By-laws.

143. If a vacancy of State Chapter Officer(s) occurs at any time, the Chapter president (or Chapter Vice President in case of chapter president's position is vacant), in consultation with Regional Vice President may propose Member (s) to fill the position(s) temporarily. Each proposed Member (s) is/are required to fill in election forms (nomination, acceptance of the nomination, and support form) and pay the nomination fees. State chapters are required to deposit the election fees in NCC bank account. The NCC President may reject the request with a valid reason and request alternate member(s) or approve the proposed Member (s) for the vacant position(s).

144. State Chapter Election shall be conducted by the National Election Commission, together with the National Board.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

CANDIDATES, OFFICER, AND/OR DIRECTOR SHALL NOT BE INVOLVED IN POLITICAL ACTIVITIES

145. Candidates of the National Board and State Board shall not involve in political activities.

146. National Board Director and/or officer, State Board Director and/or offer, Advisor, Member of commission and Member committee shall not involve in political activities during the term of their position.

147. The following activities shall be considered Political activities:

- a. Holding an elected or appointed position or publicly supporting or opposing the political parties of Nepal, or sister organization of political party of Nepal, or;
- b. However, any person who supports privately any candidate of political party or sister organization and/or casting a vote to candidate of any political party or sister organization, shall not be considered political activities.
- c. Any organizations registered under section 501(c) (3) of the Internal Revenue Code shall not be considered political organizations.

148. Candidates shall not speak, publish, or shall not do election campaign based on political party of Nepal, Political principle of Nepal, any race, religion, tribal group.

149. If any voter or media or NRN Member: spoke, published, or did election campaign based on political party of Nepal, Political principle of Nepal, any race, religion and/or tribal group in favor of any candidates at that time such candidates shall immediately contact such person and asked specification from such voter or media or NRNA Member and publicly denounce such publication and provide such proof within 24 hours to the election commission. After contacting the election commission, such candidate shall follow the election commission's direction.

150. If any candidate violates this rule, including involvement of political activities, the election commission shall have the power to investigate. If election commission found that candidate is involved in political activities, election commission shall have the power to disqualify such candidates who are involved in political activities.

151. The election committee shall provide an opportunity to be heard to such Director or officer.

152. The election committee shall have the power to develop a code of conduct and shall have the power to enforce such a code of conduct.

153. The election committee shall have the power to develop rules to conduct election if there is no rule or guidance provided by these By-laws.

ARTICLE: XVII NRNA NCC-USA FOUNDATION



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

154. There shall be an NRNA NCC-USA Foundation (hereinafter called "the Foundation") established within the NRNA NCC USA, which shall be the charitable and philanthropic arm of the NRNA NCC USA. The Foundation's objective shall be to develop and raise funds from various individuals and organizations and maintain an endowment of funds that can be used for certain specified charitable purposes. The purposes shall be as approved by the Board in consultation with the Annual General Meetings. The Board shall appoint a member to coordinate, monitor, and manage the fund.

155. The NRNA NCC USA 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 the Nepali community in the USA.

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

- a. General Foundation Fund -Through donations from individuals, families, and organizations, the Foundation shall have a goal of raising \$100,000 (hundred thousand dollars) 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 NRNA NCC USA to deserving candidates from the Nepali community in the USA as provided in the aforementioned guidelines and operating procedures for the Foundation.
- b. 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 (hundred thousand dollars) 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 (five thousand dollars), which shall be payable within a maximum period of two years. The fund shall be named by the Foundation as per the donor's recommendations, 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



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

inflation. The donor may make additional contributions to the fund at any time in the future.

- c. Administrative costs: From time to time NRNA NCC USA may raise funds for philanthropic causes in Nepal and for Nepali related causes in the USA. To help defray NRNA NCC USA's administrative costs, NRN USA may retain 5% of the collected money in its general administrative fund to be used by NRNA NCC USA. In some rare circumstances, the President, in consultation with the Board, can waive or lower the 5% requirement.
- d. The Board shall appoint a person with a financial background and academic, professional knowledge to manage the Legacy endowment fund more effectively.
- e. Youth Scholarship Fund: The Foundation shall maintain Youth Scholarship Fund with seed money from NRNA-USA. The seed money will come from the fund as stated in the article 18.c.vi in these bylaws. Every tenure, the NRNA NCC should contribute a certain amount approved by National Board to this fund. Additional fund for the Youth Scholarship can be raised through donations from individuals, families, and organizations. This fund should be awarded to young people who are planning to go to college in the fall of this year or to the young people who are already in a college. Detailed selection process and criteria for the potential recipients shall be approved by the national Board.
- f. Women Empowerment Fund (WEF): The Foundation shall maintain a Women Empowerment Fund with seed money from the fund as stated in the article 18.c.vi in these bylaws. Every term, the NRNA NCC should contribute a certain amount (approved by National Board) to this fund. Additional funds for WEF can be raised through donations from individuals, families, and organizations.
- g. Youth Empowerment Fund (YEF): The Foundation shall maintain a Youth Empowerment Fund with seed money from the fund as stated in the article 18.c.vi in these bylaws. Every term, the NRNA NCC should contribute a certain amount (approved by National Board) to this fund. Additional funds for YEF can be raised through donations from individuals, families, and organizations.

ARTICLE XVIII: NATIONAL/INTERNATIONAL CONVENTION AND ICC DELEGATES:

157. The National Board shall:

- a. Encourage and facilitate a regional/international convention at generally two years intervals.
- b. Work with an Institutional Member to take full responsibility for hosting a national/international convention in its geographical area.
- c. National Board shall select ICC delegates per NRNA ICC Bylaws as follows:



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

- I. National Board officers and directors shall have the first right to go as ICC delegates. Prior National board officers and directors shall have the right to go as ICC delegates.
- II. Each state chapter shall have the right to send at least one delegates in ICC conference. State Chapter board may decide for such delegates.
- III. National Board shall give priority to other members who have been working in various committees of, and life members before general members.
- IV. If above said delegates in order of "i)", "ii)", and "iii)" are not exhausted total numbers of delegates authorized to send ICC at that condition Board may either proposes such delegates in General meeting and if there is no General Meeting at that condition Board may select from various members who have made significant contribution to Nepali communities in the United States to become the delegates.
- V. Board shall circulate notices in advance to all individuals in the order above to get delegates applications for ICC conferences.

ARTICLE XIX: NOTICES AND WAIVERS

158. Signatures of the President shall be required for all Board of Directors and Officers meetings and on decisions made at regular and special meetings.

159. The Chairperson's signatures shall be required for all AGM and SGM meetings and on decisions made at regular and special meetings.

160. Signatures of the State Chapter President shall be required for its Annual Chapter Meeting and on decisions made at regular and special meetings.

161. Signatures of the Chairman of the Election Committee shall be required for all notices and correspondence detailing the board's final elections.

162. 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, such as email, mail or other means as it shall appear on the records of the NRNA NCC USA.

163. 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 email, 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. Any omission or failure to comply with the notice requirement may be proposed for a waiver and may be waived by the 2/3 members present at the AGM/SGM.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

164. (Intentionally left blank).

ARTICLE XX: AMENDMENTS

165. The National Board shall appoint five to seven Member's by-laws committee for the tenure of 2 years. The Amendment of by-laws shall become effective upon adoption by two-thirds of members present at the AGM/SGM of NRNA NCC USA.

166. Any proposed amendment to these by-laws may be submitted in writing to the Annual General Meeting or Special General Meeting by National Board or at least 1000 (one thousand) Member or 50

% of Member whichever is less of NRNA NCC USA in writing. Board may also have proposed by-laws amendment in writing.

167. The following process shall apply:

- a. The Chairperson shall prepare a copy of the proposed Amendment to be published, circulated to all Members before 15 days' notice either by email as long as email is provided by Member, or online publication on its website.
- b. All comments by members must be received before seven (7) calendar days; the proposed Amendment shall be placed on the agenda of the next duly constituted meeting of Annual General Meeting or Special Meeting. AGM shall be chaired by any person selected other than the Board member.
- c. Such Amendment will be effective upon adoption by two-thirds of the Members of Annual General Meeting or Special Meeting.
- d. If State law required that this by-law is effective only upon filing with such State Authority, these by-laws shall be effective upon filling with such authority.

ARTICLE XXI: RECORDS

168. The records of the NRNA NCC USA, including books and records of accounts and minutes of proceedings of Board shall be maintained at such place as designated by Board. Any member may inspect such books and records for any proper purpose at any reasonable time.

ARTICLE XXII: SEVERABILITY

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



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

ARTICLE XXIII: NON - PROFIT STATUS

170. The organization is organized exclusively for charitable 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.

171. Any matter that is not set forth in these By-laws or its Charter, State and Federal not-for-profit corporation law shall apply.

ARTICLE XXIV: OFFICERS' LIABILITY

172. No director/officer shall be personally liable for monetary damages for breach of fiduciary duty as director/officer notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a director/officer, to the extent that such liability is imposed by applicable law;

- a. For any breach of the directors/ officer's duty of to the organization;
- b. For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and
- c. For any transaction from which the director/officer derived an improper personnel benefit.
- d. Willful violation of these by-laws or Charter of NRNA NCC USA,
- e. Willful act against the purpose of NRNA NCC USA.
- f. Willfully failed to keep the financial records of NRNA NCC USA.

ARTICLE XXV: DISSOLUTION

173. The property of this NRNA NCC USA is irrevocably dedicated to the purposes mentioned in Article III, 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 NRNA NCC USA, 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



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

NRNA NCC USA, after paying or adequately providing for the debts and obligations of the NRNA NCC USA, 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.

174. (Intentionally left blank).

175. (Intentionally left blank).

Schedule 1.

Non-Resident Nepali Association NRN-NCC, USA, Election Notice Section 1

--- to be completed by nominator ---

I nominate Mr./Ms. for the position of NRN-NCC USA.

I personally know Mr./Mrs. _____ and I hereby state that he/she is qualified candidate for the position of _____

Nominator:

Name(print) Signature Date:

Address: _____

Email Address: _____

Fax Address: _____

I, _____ Hereby swears under penalty of perjury that above said my statement is true and correct to the best of my knowledge.

I hereby second Proposal of the nomination of Mr. _____ for the position of, _____

And I hereby further state that he/she is a qualified candidate for the position of _____



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

Name (print) Signature

Date :

Address:

Email:

Fax Address:

I Hereby swear under penalty of perjury that above said my statement is true and correct to the best of my knowledge.

* One eligible Member shall be a nominator for only one office. All individual Member

and life member in good standing shall have right to nominate. For more information please refer by-laws at <http://www.nrnusa.org>

Section 2 --- to be completed by nominee ---

I, _____ accept this nomination. Candidates statement (max. 150 words needs to be submitted through online and hard copies of online submission should be mailed out to the election chairperson): *Nominations shall be sent to the Election Commission by filling out the form posted on NRN-NCC website at www.nrnusa.org. As nomination fee, a check drawn in the name of NRN-NCC with a copy of proof of a person of Nepali origin and citizens or permanent residents of the United States of America. Nomination should be completed via online or hard copy must be mailed.

All candidates shall be members in good standing for full term. The candidates nominated for the positions shall be a person of Nepali origin and citizens or permanent residents of the United States of America.

Nominee:

Name (print) Signature

Date:

Fax:



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

Address:

I hereby certifies that under penalty of perjury all my statement is true and correct. Instructions: Notice: The Election Commission, NRN NCC of USA, invite nominations from interested and eligible individual members of NRN-NCC of USA, for the following positions along with a nomination fee and a copy of proof of a person of Nepali origin and citizens or permanent residents of the United States of America.

Section 1: Must be filled out by the nominator and provide their contact information (address, phone). The nominator is providing the name and office that the nominee is running for. Nominator must be candidate in good standing and have been in the USA for more than year.

Section 2: Must be filled out by the nominee and provide their contact information. The nominee is the person that is running for office.

* Nominee must be a Lawful Permanent Resident or US Citizen, except for the State

Chapter for which Member who is a legal status in the United States. Applicant must provide proof of Lawful permanent resident or US citizen or a legal status such as work authorization as required by Bylaws of NRN USA.

All candidates must pay the fee provided by Election committee or this by laws whichever is more. Eligibility criteria:

All candidates shall be members in good standing for full term.

The candidates nominated for the positions of the national boards shall be a person of Nepali origin and citizens or permanent residents of the United States of America.

The candidates nominated for the position of the State Chapters shall be a person of Nepali origin and/or citizens or legal permanent residents or in a legal status in the United States of America Candidate shall submit their plan not more than 1500 words to achieve the goal and purpose of as per the current by-laws of NRNA NCC USA.

One eligible Member shall contest election for only one office. One eligible Member shall be a nominator for only one office.



Non-Resident Nepali Association National Coordination Council of USA

BYLAW-2010

With 15th Amendment, 2020

Nominations shall be sent to the Election Commission by filling out the form posted on NRNA NCC USA's website at www.nrnccusa.org.

As nomination fee, a check drawn in the name of NRNA NCC-NCC with a copy of proof of a person of Nepali origin and citizens or permanent residents of the United States of America, should receive on or before

_____, 202_ to:

Schedule: 3

NRNA USA Tentative Election Calendar. Election commission (EC) may modify consultation with the board.

1. Membership end date for election February 15
2. Membership Verification End of March
3. Final membership list to EC by board 1st week of April
4. Publish membership/ voters list by EC 1st week of April
5. Candidacy filing starts April 15
6. Pre-listing of candidates 4th week of April
7. Protest against candidacy 1st-week of May
8. The final list of candidates 2nd week of May
9. Election 4th week of May
10. Vote counting & result 1st week of June
11. New board Installation & AGM: 1st weekend of July

Membership term: Beginning from the next day after the election till the last day of next election

(The Outgoing Board shall remain as caretaker Board until the new Board installation and shall conduct the AGM with consultation and cooperation of Newly Elected Board

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Babu Ram (BR) Lama
Chair-Bylaw Committee
NRNA-USA

Suneel Shah
President
NRNA-USA