



Department of State

Corporate Filings

312 Rosa L. Parks Avenue

6th Floor, William R. Snodgrass Tower

Nashville, TN 37243

ARTICLES OF AMENDMENT TO THE CHARTER (Nonprofit)

For Office Use Only

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 Nepalis Association National Coordination Council of USA. If changing the name, insert the new name on the line below: Non Resident Nepali Association National Coordination Council of USA

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 1/14/2017 (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

[Handwritten Signature]

Signer's Capacity

Signature

Date

2/2/17

Dr. Keshab Paudel

Name of Signer (typed or printed)

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Non-Resident Nepali Association NATIONAL COORDINATION COUNCIL OF USA BYLAWS (Eleventh Amendment)

Prepared By:

Bylaws Committee

1. Khagendra Chhetri : Chairperson, Immediate Past President, & ICC Member
2. Dilli Bhattarai: Coordinator & Vice President, NCC
3. Rajendra Siwakoti: Member & ICC Member *Former*
4. Shankar Khadka: Member & Secretary, NCC
5. Bedraj Basnet: Member & Treasure, NCC
6. Surya (Sal) Lamsal: Member & Board Member, NCC
7. Satendra Shah: Member & Board Member, NCC
8. Shushil Regmi: Member & Board Member, NCC
9. Temba Sherpa: Member & NRN USA Chapter President (New York)
10. Gopal Shah: Member (Attorney at law)

Approval By:

The Fifth General Meeting of NRN NCC of USA

on the 14th day of January, 2017

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TERMINOLOGIES

NRN:	Non-Resident Nepali
Board:	National Board of NRN NCC of USA
Board Member:	Member of the Board
State Chapter:	As defined in NRN NCC of USA 2015 bylaws
State Member:	Member of the State Chapter
NRN USA or Council:	Non-Resident Nepali National Coordination Council of USA
General Member:	Member who has paid fee and maintained membership of NRN NCC of USA
NCC:	National Coordination Council
ICC:	International Coordination Council
NRNA:	Non-Resident Nepali Association
ICC Member:	Member of NRNA ICC

APPROVED

K. Pandey

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ARTICLE I: NAME

1. The name of this organization shall be Non-Resident Nepali National Coordination Council of USA (hereinafter referred to as "NRN 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 NRN 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, 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 NRN USA.
7. "These bylaws" means the bylaws of the NRN USA.
8. "NRN USA State Chapter" means any State chapter which shall be formed as per these bylaws and organized under the respective State laws of the United States of America.
9. "Individual Member or Life Member" is a dues paying (NRN) member of NRN USA. A member of NRN USA shall automatically become an individual 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 NRN USA has given an institutional affiliation for the purpose of promoting the NRN Issues by collaboration and supportive relationship between such organization and of the NRN USA.
11. Honorary Member: National Board may confer NRN 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 NRN USA.
12. Annual General Meeting (AGM) means the annual meeting of all members of the NRN USA.
13. Any benefits, privileges and rights awarded by the ICC to NRN USAs members, shall be regulated by the Bylaws of the ICC (International Coordination Council of NRNA's Bylaws). Any privileges, benefits,

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

ARTICLE III: GOALS AND OBJECTIVES

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

- a. To function as national Board of NRN 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 NRN 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 NRN USA shall be:

- a. To encourage and facilitate the mobilization of NRN and American resources for supporting NRN as defined in these bylaws.
- b. To 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 set forth in these bylaws.
- c. To represent and promote the interests of Nepali in the USA.
- d. To facilitate towards the overall development of Nepal.
- 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 with a view to accomplishing the objectives of the NRN USA;
- g. To foster friendship and understanding between NRNs, Nepali Americans and friends of Nepal in the USA;
- h. To improve the relationship between the people of Nepal and the USA; To formulate the policies and rules governing the NRN USA, and to define the function, duties and the decisionmaking process of the NRN USA.
- i. To achieve continuation of Nepali citizenship to NRN or dual citizenship to PNO.
- j. To represent and promote the interests of NRN in the 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 NRN USA.

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ARTICLE IV: MEMBERSHIP

16. An individual shall satisfy all of the following criteria to be a NRN USA member:

- a. Be a NRN
- b. At least 18 years old
- c. Submit an application with i) proof of one's valid ID ii) membership dues, and iii) Other necessary documents required by board's membership policy.
- d. Get approved by the NRN USA board 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 its membership through online or any other remote means by using universal resource locator (URL) or any other technology directly with NRN USA.
- b. As a Proof of residence, the applicant may provide utilities bills, any identification card, or any other proof as defined by membership policy.
- c. NRN USA, its Board Members, its employee, committee shall maintain its Member and/or applicant's personal information confidential and shall follows the Federal Law of the United States that protects personal information and privacy rights of applicant or Members. If personal information or confidential information of Member and/or applicant was disclosed by any board Member, employee without board's decision to 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 NRN USA shall have the following categories of memberships.

- a. INDIVIDUAL MEMBER:
 - i. Membership dues: \$ 15 (fifteen dollars) to be paid for one term (two years).
- b. LIFE MEMBER:
 - i. Membership dues: \$ 150 (one hundred fifty dollars) to be paid one time for life.

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

- a. To vote for Board of Director and/or Officers of NRN 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 right to vote Annual General Meeting and Special General Meeting for the purpose of any other matters which is proposed in such meeting.
- b. To be candidate of any position of National and/or State Chapter and contest such election, provided that such member who is candidate for National or State Chapter must be either the

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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 National Board and/or State Board shall provide on its URL (website) facility where member can change their information.
 - d. If a Member does not change his/her personal contact information, National Board and/or State Chapter may send notice to 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 change of address and Board failed to update such address or send old address.
20. Life Member shall have all rights, privileges, which are provided to individual members. In addition, the Life Member shall have right to be a representative or a delegate to International Coordination Council (ICC) by election from all members.
21. Intentionally left blank.
22. Life Membership Fee Fund: National Board shall collect and deposit life membership fee in separate account which will be called as Life Membership Fund account. NRN USA shall not spend from Life Membership fee a sum not more than 10% of each member's life membership fee for every two year.
23. Admission and Revocation of Membership: 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 as long as such individual applicant is qualified under Charter and Bylaws of NRN USA, by State Chapter or Board. Such decision shall be made within 30 days from the date applicant provides all necessary documents, pays fees. If Board denies any person's individual membership at that condition Board shall give written reasons of denial.
24. Board may process revocation proceeding before the Judicial Committee. Annual General Meeting shall form judicial committee to hear board's membership proceedings. The Member who is charged for violation of NRN USA's Bylaws, Charter and acted against purpose and objective of this Bylaws and NRN USA's Charter shall have right to be heard before the Judicial committee. Judicial committee shall hold hearing on such charges and shall have power to make findings and issue a decision based on the evidence presented in the hearing. Judicial Committee shall have power to give warnings, suspend membership for certain period, or revoke membership if the Judicial Committee finds that such member has violated or acted against the objective or the Bylaws of the NRN USA.
25. Member shall have right to renew their membership any time. However, if any member wants to exercise the voting right or cast vote in the election, an application for NRN USA's membership must be filed and the membership dues must be paid at least 60 (sixty days) prior to the date of the election.
26. The State Chapter or Board may send one or more reminders to the member if dues are not paid by the due date. 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.

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ARTICLE V: INSTITUTIONAL AFFILIATION

28. In order to promote common NRN issues and achieve mutual goals and objectives of the NRN USA, the Board shall formulate a 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 NRN USA (hereby called "Institutional affiliation"), provided that such Institutional Affiliation satisfy all of the following requirements:

- a. It subscribes to the vision, objective and purpose of the NRN 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 jurisdiction of State of New York 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 NRN USA's certificate of incorporation and Bylaws.
- d. NRN USA Affiliation to NRNA ICC:
 - I. NRN USA will function as a 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 land of United States of America.
 - II. NRN NCC USA will donate some fund It has generated through donation or membership fees in the USA to NRN ICC to comply with the ICC bylaws. NRNA ICC will provide necessary PO, Invoice, applicable W-8 BEN, Receipt, and Status of NRN ICC as Non-Profit Documents issued by the Government of Nepal accordingly to NRN NCC for the compliance purpose and document substantiation for the audit. NRN NCC USA will make sure it complies with the respected laws of the land of the USA before releasing the fund.
 - III. NRN USA shall comply with the constitution, directives, and guidelines of NRNA ICC to the extent permitted by law of land of the USA.

ARTICLE VI: NATIONAL BOARD OF DIRECTORS AND OFFICERS

- 29.** There shall be a Board of Directors and Officers (hereinafter referred as "the Board") to formulate and implement programs and activities to achieve the objectives of the NRN.
- 30.** The Board shall make policy suggestions to the Annual General Meeting or Special Meeting of Members.
- 31.** 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.
- 32.** 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.
- 33.** The Board shall have the power to hire an administrative staff as deemed necessary and compensate for the person's services.

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- 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 NRN Members while NRN Members are in Nepal.
- 36. The officers of the Board shall consist following Positions.
 - a. President
 - b. Senior Vice President
 - c. North-East Regional Vice President
 - d. Midwest regional vice president
 - e. South Regional Vice President
 - f. West Regional Vice President
 - g. General Secretary
 - h. Secretary
 - i. Treasurer
 - j. Joint Treasurer
 - k. Media Coordinator
 - l. Spokesperson
 - m. Youth Coordinator
 - n. Women Coordinator
 - o. Eleven(11)Directors/Board Members

Effective May 2017 election, Joint Secretary position shall be eliminated. As such, there shall be 23 (Twenty-three) elected positions in the Board with a maximum of 25 (twenty-five) total number of positions. All of above positions shall be elected except MediaCoordinator &Spokespersonby the members of the NRN USA as described in these bylaws.

The geographical region for the Regional Vice Presidents shall be allocated as below:

- a. North East Regional Vice President shall be elected for the area of the North-East regions which include State of: Maine, New Hampshire, Vermont, Massachusetts, Rhode Island and Connecticut, New York Pennsylvania and New Jersey.
- b. Midwest Regional Vice President shall be elected for the area of the Midwest region which includes State of Wisconsin, Michigan, Illinois, Indiana, Ohio, North Dakota, South Dakota, Nebraska, Kansas, Minnesota, Missouri and Iowa.
- c. South Regional Vice President shall be elected for the area of the south region 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 Region Vice President shall be elected for the area of the West Region which includes the states of Idaho, Montana, Wyoming, Nevada, Utah, Colorado, Arizona, New Mexico, Alaska, Washington, Oregon, California and Hawaii.

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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 NRR USA's activities, which may include representatives from the associations as well as individuals from the larger Nepali Diaspora or NRR 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 bylaws.

39. The term of the Directors and Officers of the Board shall be two years, beginning 1st of June, and ending May 31st 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 day-to-day operation of the Board including, but not limited to, 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.
- b. Serve as the spokesperson of the NRR USA or designate the Public Relations Officer to serve in that capacity.
- c. Serve as principal executive officer of NRR 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, annual statement of information, etc.
- e. Identify, propose and execute plans to solve NRRs problems.

41. SENIOR VICE PRESIDENT:

- a. 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.
- 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.

42. REGIONAL VICE PRESIDENT:

- a. The regional 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 in their respective regions in USA and Nepal.
- b. Regional Vice President shall identify the resources of fund in their respective regions in USA that can be collected and raise such fund for NRR.
- c. Regional Vice President should work and coordinate with president, general secretary and treasurer to raise fund.
- d. Identify and solve the problems faced by NRR members.
- e. Regional Vice Presidents shall coordinate the program in their respective regions.

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- f. To be a candidate for Regional Vice President, member shall be resident of respective regions and meets other requirements under these Bylaws.
 - g. All NRN USA's member shall have right to vote as provided in this bylaws and shall have right to vote all Regional Vice-President Candidates.

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 date of the meeting.
- c. The General Secretary shall be responsible for maintaining and securely archiving all official records of NRN 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 membership list on NRN USA web-site every month which has received directly by mail or web (PayPal) or from chapters.
- 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 :

- a. Secretary's duties shall be assigned by the General Secretary in consultation with 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 NRN 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. S/he shall fulfill all regulatory requirements such as filing IRS tax returns etc. on a timely fashion.

Treasurer shall be familiar with accounting rules and regulations and financial plan.

- d. Treasurer shall identify the source of fund that can be collected for NRN.
- e. Treasurer should actively participate to raise fund for NRN.
- f. Treasurer shall prepare fund raising plan in coordination with President and General Secretary and present to the Board for necessary action.

46. (Blank)

47. JOINT TREASURER:

- a. All duties assigned by Treasurer and/or the Board.

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b. Whenever Treasure is not present Joint treasure shall perform all treasurer duties.

48. IMMEDIATE PAST PRESIDENT:

The Immediate Past President shall be an advisor by default.

49. MEDIA COORDINATOR :

- a. Media Coordinator shall be appointed by President in consultation.
- b. The Media Coordinator shall coordinate media to promote organization, its programs and activities to establish positive image in the community.
- c. Media Coordinator shall focus and propose plan which is helpful to Nepali Media professional to bring main stream media.
- d. Media Coordinator shall focus on other areas such as sustainable Nepali American Journalist and educating various Nepali Community issues in the United States.
- e. Media Coordinator shall provide NRN's news to various news media as approved by board.

50. SPOKESPERSON:

Spokesperson shall manage the flow of information between the NRN USA and the larger Nepali Diaspora including the press, and develop promotional and outreach materials and disseminate them. Spokesperson shall be appointed by President in consultation.

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 NRN 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 NRN 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 NRN USA.

54. (Intentionally left blank)

55. (Intentionally left blank)

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

57. The fiscal year of the NRN shall be the calendar year.

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

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

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

ARTICLE VII: NATIONAL BOARD FINANCIAL TRANSACTION AND COMPLIANCE

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

61. IAC shall have right to review 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 regular basis.

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

64. Board shall appoint external auditor to audit or review its financial statements on annual basis. Board shall consult with IAC to appoint 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 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 fund/sum was raised or collected in their term, two third majority of the Board may approve transaction up to \$ 50,000 (fifty thousand dollars).
- 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 previous paragraph, the Board shall first seek approval by its two third majorities and shall obtain consent from upcoming Annual General Meeting or 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.

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- f. If National Board raises fund for specific purpose, it may spend all fund for that specific purpose.
- g. Any transaction greater than \$ 500 (five hundred dollars) shall be signed by two signatory authorities. All Bank account cash in hand and other valuable of 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.

ARTICLE VIII: STATE CHAPTER

- 66. If more than 100 NRN USA's individual members reside in a state, these members may request to open State Chapter with NRN USA National Board. NRN USA shall provide consent to open such chapter if they satisfy the requirements under these bylaws.
- 67. The State Chapter shall consist of Eleven (11) 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 Treasurer
 - e. Chapter Woman Coordinator
 - f. Chapter Youth Coordinator
 - g. Five(5) Chapter Board Members.
- 68. Function of State Chapter shall be as follows:
 - a. To function as the State Body of NRN USA National Board.
 - b. To coordinate with NRN USA regional vice president to implement NRN related activities within its State. Chapter shall work and coordinate the NRN USA's activities through the local organizations without duplicating the activities of the local organizations in that State.
 - c. To implement National Board's NRN related policies within its State and to make 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 recommendation to NRN USA's Board concerning State issues and matters;
 - e. Educate NRN Members of the State about their rights, privileges, power, duties and obligations.
 - f. Promote NRN membership in the state as per these bylaws.
 - g. State Chapter shall open a bank account and deposit all membership funds to that account. Bank account shall be operated by State Chapter president and State Chapter Treasurer or authorized by State Chapter Committee.
 - h. State Chapter shall send the collected membership fund and membership records to the National Board on a monthly basis.
 - i. State Chapter shall perform all other duties delegated by NRN USA's Board.

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- 69. The election of State Chapters shall be completed as provided in these Bylaws. Election shall be conducted together with National Board's election, if possible.
- 70. All other matters related to State Chapter shall be provided in details in State Chapter's bylaws/guidelines. State Chapter's bylaws/guidelines shall not conflict with these bylaws. If there is any conflict between State Chapter bylaws/guidelines and these bylaws, these bylaws shall prevail and the provisions on the State Chapter bylaws/guidelines shall be considered void and null.
- 71. The election Committee will set nomination fees for ICC Member, National Board and State Chapter positions. State Board shall help, cooperate and promote other Nepali local organization to the extent those organization has similar purpose of NRN USA.
- 72. If State Board's actions are against the purpose of NRN USA or act or conducts are harmful to NRN USA, National Board may suspend the State Chapter immediately. However, during the suspension period, the State Chapter shall have right to a hearing before the Judicial Committee. Judicial Committee shall have power to lift the suspension, reinstate, warn, or order of correction or dissolve the State Chapter after a hearing, according to its nature of the act and harm caused by that State Board.

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 in accordance with the following criteria:
 - a. State Chapter shall release 70% of collected membership fee monthly to National Board. State Board shall have power to use remaining 30% of that membership fee for its activities.
 - b. National Board shall release 30% of State Chapter membership fee if membership fees were deposited directly on NRN National board's account quarterly.
 - c. A yearly bank reconciliation as of December 31st, of current year between National board and State Chapter has to be done by January 31st of next year for tax filing and accounting purposes.
- 75. State Board shall forward its financial activities to National Board on quarterly basis.
- 76. National Board shall have right to review State Board's financial activities anytime.
- 77. National Board shall have power to demand financial activities of State Board and State Board shall provide those records within 15 days from the date of 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.
- 79. State Board shall keep its all financial books and records. State Board shall segregate its duties and authorization as follows:

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- 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 \$ 1000 (one 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 up to \$ 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 obtain National Board's approval for the transaction that is more than \$ 5,000 (five thousand dollars).
- f. If State Board raises fund for specific purpose agreed by the National Board, State Board may spend all fund for that specific purpose through National board.
- g. Any transaction greater than \$ 200 (two hundred dollars) shall be signed by two signatory authorities. All bank account cash in hand and other valuable of organization shall have custody with the state Treasurer.
- h. Any approved amount, and books of accounts shall be compiled, reconciled, and forwarded to the Board via email within two weeks.

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

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ARTICLE XI: ADVISORY COMMITTEE

82. NRN 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 including two immediate Past Presidents. Board shall have the authority to constitute such 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 member of advisory committee such person should be recognized in his field of work and should not have any position with political party. Such person should not hold any political position with any political parties during the term of advisory committee. Member should be competent to advise Board. Board shall collect brief bio data of each advisor before any person is nominated In Advisor and keep such record in NRN 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 NRN USA business such as, conduct elections as provided in this bylaw, review the activities for the past year, receive and adopt amendments, if any, to the bylaws, 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.

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84. Each year, NRR USA shall work in coordination with State chapter with a sizable membership base to jointly host NRR USA's Annual General Meeting in conjunction with the annual convention of the respective State Chapter.
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 NRR USA shall encourage and facilitate a half/full day workshop or seminar on contemporary issues on Nepal and NRR affairs and other subjects of interest to Nepali Diaspora in the USA.
87. 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, advisors, and taskforce committee members) 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, 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 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. NRR 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 right to cast vote for any agenda that is proposed for decision by voting therefore all member required to appear for voting. However, Proxy shall not be eligible to cast vote for election of any position.
89. Annual General Meeting shall appoint a three to five-member judicial committee AGM of NRR National board. Judicial committee 's term shall be 2 years from installation of newly elected board. If any 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, Co-chair shall be Chair of judicial committee. Next judicial committee shall be appointed by last AGM of NRR National board. Judicial committee shall be hearing of the following matters:
 - a. Any complaint against member that he/she has acting against the NRR USA, or against NRR USA's Purpose, Bylaws, Charter.
 - b. Any Complaint against National or State Board of Director/Officers who has acted against the NRR USA, or against NRR USA's Purpose, Bylaws, Charter.
 - c. To interpret the Bylaws and charter of NRR-Americas. Interpretation of Judicial committee shall be final.
 - d. Judicial Committee shall have power to make findings about any complaint which has been filed by NRR Members, or National Board or State Board.
 - e. If finding is related NRR Members or State Board director or officer at that condition National Board shall be implemented findings of Judicial Committee. If respondent is National Board

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Member and findings is against such National Board Director or officer, at that condition Findings shall be presented to Annual General Meeting (AGM or Special General Meeting SGM). Based on Judicial Committee's finding AGM or SGM will commence process of impeachment of National Board director or officer and AGM or SGM two third Majority shall have power to remove National Board director or officer from his/her position.

- f. When NRN Members or National Board or State Board files complaint against NRN Member or National Board Member or State Board director or officer at that condition judicial committee shall forward such complaint to person whom such complaint is directed. In addition to that any person who makes such complaint shall send copy of such complaint to the person whom it is against (in this bylaw referred as Respondent) and shall submit complaint with proof of delivery of such complaint to Judicial Committee.
 - g. Complainant may deliver his/her complaint to respondent by certified mail, or express mail or any other private mail which shows proof of mailing. Respondent has 30-day time to respond any allegation against him/her from the time he/she receives such complaints. Respondent shall deposit \$ 200 (two hundred dollars) with NRN National Coordination Council of USA while filing his/her answer. If judicial committee finds in favor of Respondent at that condition respondent shall be entitled to receive refund of his/her deposit of \$ 200 (two hundred dollars).
 - h. To commence a complaint \$ 200 (two hundred dollars) fee shall be paid by complainant. That fee shall be deposited to NRN USA's account and judicial committee shall use that fund for the expenses of this proceedings. If judicial committee finds in favor of Complainant at that condition filing fee paid by complainant shall be refunded to complainant.
 - i. If any person is filling complaint for the best interest of NRN USA at that condition person may request walver of filing fee and Judicial committee may waive such filling fee if Judicial Committee finds that such complaint if for best interest of NRN USA.
 - j. Judicial Committee shall provide opportunity to hear for respondent. Judicial committee shall have records of its proceedings.
 - k. Any conflicts or disagreements or misunderstanding or any other kind of legal issues among the NRNA USA general members or between general members and the state/chapter board members or among state/chapter board members or any entities within the association shall be addressed and resolved by the NRNA NCC of USA's Judicial Committee. Judicial Committee's decision shall be final. If there is any court case against the board of NRN USA without first obtaining decision from the judicial committee, such court case, shall be treated as file without exhortation of administrative review by judicial committee and it shall be treated as premature and may be dismissed by the court.
- 90. SPECIAL GENERAL MEETING:** If there is any kind of situation where matters need to be resolved by General Meeting and it is not practical to wait for Annual General Meeting, at least 300 Members or 10% percent of Members whichever is less can make written request to have Special General Meeting of NRN USA's with National Board and the National Board may approve such request. The National Board may call the SGM as deemed necessary. At such condition, Board, shall call Special General Meeting 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. Date, time and Place of Meetings shall be determined by the Board.
 - b. Agenda of the meetings

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91. Members should be given at least 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. If National Board does not call Special General Meeting within 30 days from the date of requests, the Members may file a complaint to the Judicial Committee as set forth in these bylaws.

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

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

94. There is one physical location where desired member prefer to appear physically and Other members who choose 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 condition 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 NRN USA has sufficient resource to use hybrid virtual meetings.

ARTICLE XIV: MEETINGS

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 a representation to that effect is received by the Board, such a meeting shall be called by the general secretary within 10 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 7 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 of Meetings:

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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 10 calendar days prior to the meeting. The General Secretary, in consultation with President, 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.

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 bylaws.

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 meeting or physical and virtual meeting which is called hybrid meeting.

ARTICLE XV: QUORUM OF BOARD

107. 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 XVI: ELECTION OF BOARD OF DIRECTORS AND OFFICERS (NATIONAL)

108. Annual General Meeting shall appoint National Election Commission consisting of a minimum of 3 (three) to a maximum of 5 (five) members, two of whom shall be designated as the Chair and Co-Chair of the commission. National Election Commission's term shall be 2 years from installation of newly elected board. 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 Co-Chair will be the Chair of Election Commission. Next National Election commission shall be appointed by last AGM of NRN National board.

109. The Election Commission shall invite nominations from Individual 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 7 days prior to such election date. One person shall contest election for only one office. (Note: Election commission may refer schedule 3 as guidelines for the National election timeline)

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- 110. To be eligible for candidates for the position of President, one shall be U.S. citizens or permanent resident. One should not be deputed by the Nepal Government to Foreign Missions. The candidate for President should have completed as a general member at least for 2 years.
- 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, 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 NCC 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. Election commission shall use the following method of voting system:
 - a. Remote electronic voting (virtual voting) or any other means of remote voting by using remote technology, which is designated and described method by Election commission and/or
 - b. Mail in vote: Member can vote by regular mail by sending their vote via using United Postal Service or any other private mailing services to the place designated by Election commission or
 - c. Any other method approved by the majority board of directors if paragraph "a" and "b" above can't be applied.
- 116. Election Commission shall use reasonable procedure, voting technology, and method to maintain integrity of fair Election and secret ballot voting system.
- 117. If Election commission obtains third party service providers for electronic voting system at that condition the election commission shall also follow the following procedures:
 - a. The Election commission, its commissioners, members employee and any other person including that third party provider's employee, shall not have access of the voting system that how the members voted to each candidate. To make sure that Election commission shall have such agreement with third party provider and keep that record in their system and if any of candidates ask such agreement commission shall provide each candidate via email or by publication in Election commission website.
 - b. Election commission shall obtain from third party records of total vote that has been casted on end of that day and shall publish such records to general public via email, NRN's website and other media as necessary deems by Election commission.
 - c. For the purpose of 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 Election committee decided to use 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 election as provided by this bylaws.

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119. Election Commission shall create electronic secret ballot for the purpose of internet voting, virtual voting or any other remote voting system.
120. 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 NRN USAs.
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 be in compliance with these Bylaws.
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 May 31st of Election year. The criteria of selecting voting company and decision making process shall be submitted to the Board.
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 update voter list and shall publish voters name on NRN USAs 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 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 decision based on this 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, 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 bylaws 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 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. 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.

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133. Vote counting shall be started from the next day of the last day of vote and shall be continued until the completion of counting or 5 days whichever is sooner.

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

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

136. Each Member shall select at the time when he/she became member or renew his/her membership one of the following means that he/she will use to cast his/her votes:

- a. Remote electronic voting means, or
- b. Mail in voting means

137. If Member does not select either of voting means and if such member has email at that condition it will be presumed that he/she will vote by using electronic remote voting system.

138. If Member does not make selection and member does not have email address at that condition it will be assumed that he/she will vote by using mailing system.

139. Mail in vote must be used either United States Postal service or other private mailing company.

ELECTION OF STATE CHAPTER

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

140. Any member who is eligible for vote shall have 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, beginning June 1st, and ending May 31st, of the calendar year, which shall correspond with the term of Board as Stated in these Bylaws.

143. If a vacancy for State Officer occurs at any time, the State president (or state Vice president in case of state president), in consultation with the Regional Vice President may propose an Individual Member to fill the position temporarily. The President may reject the request with a valid reason and request an alternate member or approve the proposed member for the position.

144. To conduct state election, Election commission shall form two to five member state election committees. Rights powers, immunities and term of those state election officers shall be as prescribed by the National Election Commission.

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

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

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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 vote to candidate of any political party or sister organization, shall not be considered political activities.

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 NRN Member and publicly denounce such publication and provide such proof within 24 hours to election commission. After contacting election commission such candidate shall follow the election commission's direction.

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

151. Election committee shall provide opportunity to be heard to such Director or officer.

152. Election committee shall have power to develop code of conduct and shall have power to enforce such code of conduct.

153. Election committee shall have power to develop rules to conduct election if there is no rule or guidance provided by these Bylaws.

ARTICLE: XVII NRN-USA FOUNDATION

154. There shall be a NRN-USA Foundation (hereinafter called "the Foundation") established within the NRN USA, which shall be the charitable and philanthropic arm of the NRN USA. 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 Annual General Meetings. The Board shall appoint a member to coordinate, monitor and manage the fund.

155. The NRN 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 Nepali community in the USA.

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

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- 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 NRN USA to deserving candidates from 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 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.
- c. Administrative costs: From time to time NRN USA may raise funds for philanthropic causes in Nepal and for Nepali related causes in the USA. To help defray NRN USA's administrative costs, NRN USA may retain 5% of the collected money in its general administrative fund to be used by NRN 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 financial background and academic, professional knowledge to manage Legacy endowment fund more effectively

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 of hosting a national/international convention in its geographical area.
- c. National Board shall select ICC delegates per NRN ICC Bylaws as follows:
 - i National Board officers and director shall have first right to go as ICC delegates. Prior National board officers and directors shall have right to go as ICC delegates.
 - ii Each state chapter shall have 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 significantly contributed to Nepali communities in the United States to become the delegates.

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- 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. Signatures of the Chairperson 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 final elections of the Board.

162. Notices. Notices required by these bylaws 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 NRR USA.

163. Waivers. Any member may waive notice of any meetings of the Board of these bylaws. 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. 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.

164. Change of Registration from Tennessee State to New York

- a. The Board shall process to register this organization to New York State.
- b. NRR Board shall complete all necessary process to complete transfer registration from Tennessee State to New York.
- c. NRR's Principal place of office shall be in the City of New York.

ARTICLE XX: AMENDMENTS

165. The National board shall appoint five to seven member's bylaws committee for tenure of 2 years. The Amendment of bylaws shall become effective upon adoption by two thirds of members present at the AGM/SGM of NRR USA.

166. Any proposed amendment to these bylaws 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 NRR USA in writing. Board may also have proposed bylaws amendment in writing.

167. The following process shall apply:

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- a. The Chair Person 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 bylaw is effective only upon filing with such State Authority, these bylaws shall be effective upon filing with such authority.

ARTICLE XXI: RECORDS

168. The records of the NRN 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 bylaws or provision of these bylaws is found in violation of any superseding law or Authority, such will not affect any other bylaws or provision of these bylaws not in such provision.

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 Bylaws 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/officers 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 personal benefit.

K. Pandey

[Signature]

Kpandey

- d. willful violation of these bylaws or Charter of NRN USA,
- e. Willful act against the purpose of NRN USA.
- f. Willfully failed to keep financial records of NRN USA.

ARTICLE XXV: DISSOLUTION

173. The property of this NRN 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 NRN 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 NRN USA, after paying or adequately providing for the debts and obligations of the NRN 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. If there is no rule set forth this bylaw and there is no guidance in New York State, National Board may make provisional rules to regulated NRN USA function. Such rules shall not be inconsistent with these Bylaws. If any provision of such provisional rules is inconsistent with this Bylaws inconsistent part shall be void and null. Those provisional rules shall be expiring after six month from the date of effective.

175. Removed here and merged into 157.

Contact information to Bylaws committee:

1. KhagendraChhetri : Chairperson & Immediate Past President, ICC member
2. Dilli Bhattarai: Coordinator & Vice President, NCC
3. RajendraSlwakoti: Member & Former ICC Member
4. Shankar Khadka: Member & Secretary, NCC
5. BedrajBasnet: Member & Treasure, NCC
6. Surya (Sal) Lamsal: Member & Board Member, NCC
7. Shatendra Shah: Member & Board Member, NCC
8. ShushilRegmi: Member & Board Member, NCC
9. Temba Sherpa: Member & NRN USA Chapter President (New York)
10. Gopal Shah: Member (Attorney at law)

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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, Nominator

Kpanda



K. Pandey

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 nomination of Mr.

For the position of,

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

Name (print) Signature _

Date Address ----- Email

Address -----

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 bylaws at <http://www.nrn.org.np/>

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.nrnnpnusa.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, should receive on or before April 10, 2014. Nomination should be completed via online and 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.

K. Pandey

[Signature]

K. Prasad

Nominee:

Name (print) Signature _

Date:

Address----- Fax

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. The term of the elected directors and directors shall be valid until May 31, 2015.

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 bylaws of NRN USA.

K. Prasad

X

Kpanda

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

Nominations shall be sent to the Election Commission by filling out the form posted on NRN USA's website at www.nrnccusa.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, should receive on or before _____, _____, 201__ to:

Schedule: 3

NRNA USA Tentative Election Calendar for term FY 2017-2019. Election commission may modify consultation with board.

- | | |
|---|----------------------|
| 1. Membership end: | March 15 |
| 2. Membership verification: | March 31st |
| 3. Final list to Election committee by board: | April 5 |
| 4. Publish membership list by Election committee: | April 10 |
| 5. Nomination starts: | April 10 |
| 6. Pre-listing of candidates: | April 12 |
| 7. Protest against candidacy: | April 15 |
| 9. Final list of Candidates: | April 20 |
| 10. Election Including mail in ballots | May 20-21 |
| 11. Vote counting: | May 22-24 |
| 12. Results: | May 25 |
| 13. New board installation: | Memorial Day weekend |

Kpanda

[Signature]

K. Prasad

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APPROVED

K. Prasad

