



Non-Resident Nepali Association

**NRN NATIONAL COORDINATION COUNCIL OF USA (A.k.a. NRN America)**

**BYLAWS**

(Seventh Amendment Approved and Adopted on August 24, 2010)

Eighth Amendment Approved and Adopted on Feb, 2014

Eighth By-Laws Committee  
Durga Prasad Bhurtel Esq. (Chair person)  
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This is a proposed draft. This draft requires further editing.

## ARTICLE I: NAME

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

## ARTICLE: II: DEFINITIONS

1. The "Council" means the NRN National Coordination Council of USA (a.k.a. NRN America or National Board).

2. "Non-Resident-Nepali" means (a) a Nepali, who is a citizen of Nepal, and has been living in the USA for at least one year other than Lawful Permanent resident status or (b) Nepali Citizen who is Lawful Permanent Resident of the United States or (c) United States America's Citizen who is person of origin of Nepal.

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

4. "NRN" collectively means a "Non-Resident Nepali" and "Person of Nepali Origin".

5. "House of Delegates" or "HOD" means a present house of delegates who will be dissolved after approval, adoption and effective of Eighth Amendment of this by-laws.

6. "Board of Directors and Officers" or "Board" or National Board means the policy executing body of this organization.

7. "NRN State Chapter Means any State chapter which is formed according to authority granted by this by-laws and organized under the respective State law of the United States of America.

8. "Delegate" means the representative of a Regional Chapter, Institutional Partner and Individual Members of the Council who will be working according to this bylaws for the purpose of approve and adopt Eighth amendment of this bylaws.

9. "Individual Member or Life Member" means a Non-Resident Nepali or Person of Nepali Origin who is a dues paying member of the Council. Such Members shall be automatically be Individual Member of State Chapter of his/her State where his/her permanent resident.

10. “Institutional or Organizational Member or Affiliation means a Nepali or Nepal-related association in the USA with which the Council has given such Membership or affiliation to those Institution or Organization for the purpose of collaboration and supportive relationship for promoting common NRN issues and with the Council.

11. General Meetings means meeting of all member of this organization.

### ARTICLE III: GOALS AND OBJECTIVES

The primary goals of the Council shall be:

To function as a national coordinating body for NRN (non-resident living in the United States of America.

To represent and promote the interests of Non-Resident Nepalis and People of Nepali Origin living in the USA and to act as the National Coordinating Council (NCC) for the United States of America;

To coordinate the Council’s activities with the Non-Resident Nepali (NRNA) as defined in the constitution of NRNA and the bylaws of the NRN National Coordination Council of USA;

To foster cooperation and collaboration with non-profit Nepali institutions in the USA for promoting NRN issues and activities that shall contribute to the socio-economic development of Nepal.

2. The objectives of the Council shall be:

a) To encourage and facilitate the mobilization of NRN and American resources for supporting the overall development of Nepal;

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 the overall development of Nepal;

c) To represent and promote the interests of Nepali in the USA;

d) To facilitate towards the overall development of Nepal;

e) To raise, receive and manage funds, charities and donations to carry out the worthy humanitarian causes directly or in cooperation with other organizations or individuals for achieving the objectives of Council;

f) To encourage and facilitate NRN and American investments to support development efforts in Nepal;

g) To organize national and international conventions and conferences and publish newsletters with a view to accomplishing the objectives of the Council;

h) To foster friendship and understanding between NRNs, Nepali Americans and friends of Nepal the USA;

i) To improve the relationship between the people of Nepal and the USA; and

j) To formulate the policies and rules governing the Council, and to define the function, duties and the decision-making process of the Council.

k) To achieve for dual citizenship of American Citizen who is PNO (Person of Nepalese Origin)

#### ARTICLE IV: COUNCIL

The Council shall consist of Individual Members, Board of Directors (BOD), and State Chapter Board of Directors as defined in this By-laws. Annual General Meeting of the Members is the policy making body and the Board of Directors is the policy executing body.

#### ARTICLE V: MEMBERSHIP

1. The Council membership shall be categorized as follows:

(a) INDIVIDUAL MEMBER: To be an Individual Member, one must be at least 18 years old, a NRN, other than Lawful Permanent resident of USA, living in the USA for more than two years, submit an application and pay membership dues as determined by the Board. Nepali Citizen who is United States Lawful Permanent Resident or Untied States Citizen who is person of origin of Nepal shall be eligible to be member of NRN America immediately. An individual seeking membership as an Individual Member can submit his/her membership application and dues in one of the following ways:

I. An individual seeking membership as an Individual Member through the individual's affiliation with a State Chapter shall submit his/her membership application and dues to Council through the respective State Chapter; or

II. Repelled by Eighth amendment.

III repelled by Eighth amendment.

IV. 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 Council or Chapter.

V. Applicant for Membership shall apply their Membership with proof of that applicant has been living in the United States Continuously at least one year. Proof of residence may be proved by utilities bill, any identification card, or verification from current member that he/she knows applicant and applicant has been living in the United States at least one year or any other proof that shows applicant is in the United States at least two year.

VI. NRN America, its Board Members, Its Employee, Committee shall maintain its Member and/or applicant's personal information confidential and shall follows United States Federal Law 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 at that condition such Board Member, or any other employee, committee members shall be personally liable. However, this paragraph shall not prohibit to use applicant and/or members personal and confidential information to determine about that Member or applicant's verification purpose.

2. Individual Members and/or Life Members of this organization shall have following rights and obligations:

(a.) Individual members shall have right 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 is conducted by National or State General Meetings. Individual member and Life Member shall have right to vote Annual General Meeting and Special Meeting for the purpose of any other matters which is proposed in such meeting.

(b) Individual members shall have right 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 United States Citizen who is person of origin of Nepal or Lawful permanent resident of the United States from Nepal.

(c) Members' obligation to update its contact information: Individual, life member shall have obligation to update their present mailing address, email address, phone number. However National Board and/or State Board shall provide on its URL (website) facility where member can change their information.

(d) Last Known address Notice: If Member did not change their personal contact information at that condition National Board and/or State Chapter may send notice to last known address and if notice is send to last known address at that condition 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.

(e) LIFE MEMBER: To be a Life Member, an Individual Member must pay \$ 300.00 life membership. The dues paid by Life Members shall be maintained in a separate account and not treated as the Council's general fund.

(f) Life Member shall have all rights, privileges which is provided to individual members.

(g) Life Member shall have obligation to update their contact or personal information as set forth in the above paragraphs c, and d.

2. Admission and Revocation:

(a) 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 America, 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.

(b) Board May process revocation proceeding before Judicial Committee. Annual General Meeting shall formed judicial committee to hear board's membership proceedings. The Member who is charged for violation of NRN America's Bylaws, Charter and acted against purpose and objective of this bylaws and NRN America's Charter shall have right to be hear before Judicial committee. Judicial committee shall held hearing for such charges and shall have power to make findings and issued decision based on evidence presented before hearing. Judicial Committee shall have power to give warnings, suspend membership for certain period, or revoke membership if Judicial Committer finds that such members has violated or acted against the objective or by-laws of the Council.

3. Individual Membership Dues:

Individual Membership dues shall be US\$ 10 .00 Renewal of the membership is due every year on January/ before expired. The State Chapter or Board may send one or more reminders to the member if dues are not received within the due date. Failure to pay dues by due date which March 31<sup>st</sup> of each year may suspend the rights and privileges of the membership at the State chapter or Board's discretion.

ARTICLE VI: INSTITUTIONAL AFFILIATION

In order to promote common NRN issues and achieve mutual goals and objectives of the Council, the Council shall develop and maintain a co-operational, collaborative and supportive relationships with all Nepali and Nepal-related associations in the USA (hereby called “Institutional affiliation”) that generally satisfy all of the following requirements:

- (i) subscribes to the vision and purpose of the Council's by-laws;
- (ii) is a registered non-profit organization in any State within the USA;
- (ii) repelled by Eighth amendment
  - (a) Repelled by Eighth amendment
  - (b) Repelled by Eighth amendment
  - (c) repelled by Eighth amendment

#### ARTICLE VII: HOUSE OF DELEGATES

Repelled by Eighth amendment

#### 2. DELEGATES

(a) INSTITUTIONAL DELEGATES:

Repelled by Eighth amendment.

(b) REGIONAL DELEGATES:

Repelled by Eighth amendment

#### 3. HOD COORDINATOR:

Repelled by Eighth amendment

4. DEPUTY HOD COORDINATOR:

Repelled by Eighth amendment

5. Repelled by Eighth amendment

6. Repelled by Eighth amendment.

ARTICLE VIII: NATIONAL BOARD OF DIRECTORS AND OFFICERS

1 There shall be a Board of Directors and Officers (hereinafter called "the Board") to formulate and implement programs and activities to achieve the objectives of the Council.

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

3. 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.

4. 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.

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

6. The Board shall hold its Annual General Meetings to transact the organization's work, including but not be 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.

7. For each college or university in the USA with an enrollment of at least 20 full time Nepali students, the Board shall encourage and facilitate the designation of a NRN Student Ambassador. Student Ambassadors shall be invited to Council's Annual General Meetings.

8. The officers of the Board shall consist of a President (1), a Senior Vice President (1), Vice President (2), a General Secretary (1), a Joint Secretary (1), a Treasurer (1), a Public Relations



Officer and Spokesperson (1), a media coordinator (1), seven Director/Officers and all of whom are elected as described in this bylaws. Additionally, President, in consultation with Board, may appoint up to two Members as Directors/Officers of the Board.

9. The President, in consultation with Board and State Chapter, within the scope and limitations of the provisions State under this by-laws may organize groups, task forces or committees to promote the Council's activities, which may include representatives from the Associations as well as individuals from the larger Nepali Diaspora within the USA and the respective Regions.

10. The election of the Directors and Officers of the Board shall be conducted as Stated in these by-laws.

11. The term of the Directors and Officers of the Board shall be two years, beginning Final Monday of May, (also Known as Memorial Day) and ending Sunday which is immediate before the Final Monday of May of the calendar year. No Director/Officer of the Board shall hold the same office for more than two consecutive terms.

12. There shall be one Election for Directors and offices of the National Board in 2014. Those Directors and/or officers term shall be no more than Sunday which is immediate before the final Monday of May, 2015.

13. PRESIDENT (1): The duties and powers of the President are as follows:

(a) Preside at the meetings of the Board and run day-to-day operation of the Council including, but not be limited to, the growth of memberships, fund raising, recruiting student ambassadors, organizing town hall meetings, outreach, coordinating youth affairs, education, internet, press, publications, and conferences in the USA and Nepal.

(b) Serve as the spokesperson of the Council on matters concerning the Council or designate the Public Relations Officer to serve in that capacity.

(c) Perform such other duties of the Council as the Board may delegate to the President.

(d) Perform or supervise that all regulatory requirements (such as filing IRS Tax Forms, etc.) have been met on a timely fashion.

(e) Be the spokesperson for Nepali Diaspora in the USA on NRN issues concerning them.

14. PRESIDENT-ELECT: Repelled by Eighth amendment

15. SENIOR VICE PRESIDENT (1): The Senior Vice President shall assist the President and facilitate and oversee the growth of memberships, fund raising, recruiting student

ambassadors, organizing town hall meetings, outreach, coordinating youth affairs, education, internet, press, publications, and conferences in the USA and Nepal.

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

16. VICE PRESIDENT (2): The Vice President shall assist the Senior Vice President and the President and facilitate and oversee the growth of memberships, fund raising, recruiting student ambassadors, organizing town hall meetings, outreach, coordinating youth affairs, education, internet, press, publications, and conferences in the USA and Nepal.

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

17. GENERAL SECRETARY (1): The General Secretary shall record all the proceedings of the meetings of the Board. The Secretary shall distribute minutes of the meetings to the appropriate members within one month after the date of the meeting. The General Secretary shall be responsible for maintaining and securely archiving all official records of Council.

18. JOINT SECRETARY (1): The Joint Secretary's duties shall be assigned by the President in consultation with the Board. The Joint Secretary shall act as General Secretary in the event of the General Secretary's death, resignation, removal or temporary absence and shall have all the powers and duties of the General Secretary.

19. TREASURER (1): The Treasurer shall be the custodian of all funds of the Council, shall maintain bank accounts, receipts and disbursement of funds and shall give complete financial reports to the Board. The Treasurer shall prepare a financial ment sufficiently detailed for the preparation of any annual reports or tax returns required by the Internal Revenue Service. He/she shall fulfill all regulatory requirements such as filing IRS tax returns etc. on a timely fashion.

20. IMMEDIATE PAST PRESIDENT (1): The Immediate Past President shall be a non-voting member of the Board.

21. PUBLIC RELATIONS OFFICER AND SPOKESPERSON (1): The Public Relations Officer shall manage the flow of information between the Council and the larger Nepali Diaspora including the press, and develop promotional and outreach materials and disseminate them.

22. MEDIA COORDINATOR (1): The Media Coordinator shall coordinate media to promote organization, its programs and activities to establish positive image in the community.

23. OTHER REPRESENTATIONS: In order to make inclusive representations in the Board of Directors and Officers, the following population groups shall be represented in the Board:

(a) Indigenous (b) Madhesi (c) Woman and (d) Disadvantaged. If the composition of the Board is lacking such representation, the President shall nominate one (1) Members from each group to serve as a Director/Officer of the Board. The total number of nominations as per this provision shall not exceed four (4).

24. State Chapter:

Repelled by Eighth amendment

25. Once elected or nominated, a Director/Officer of the Board shall serve for a full term except in the event of the person's death, resignation, removal, or recall or loss of membership to the Council.

26. The fiscal year of the Council shall be the calendar year.

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

(28) Any directors officers serving on other boards or maintaining business interests that could constitute a conflict of interest.

(29) Board may formed following committees:

(a) Membership Committee

(b) Student Committee

(d) Women Committee

(e) Cultural Committee

(f) other committee which is decided by Board.

Board shall describe term, power, and other necessary matter of committee.

ARTICLE IX: STATE CHAPTER

Repelled by Eighth Amendment and substituted Paragraphs (a) to (g).

If there is more than 100 NRN American's individual members are located in one particular at that condition those member may request to open State Chapter with NRN America and NRN American Shall provide consent to open such chapter for those application who satisfied the requirement under this by-laws.

Repelled by Eighth Amendment and substituted Paragraphs (a) to (e).

There shall be 15 Members committee directors and/or officer of State Chapter. Those Board Members shall be elected by all individual members and Life members who is a permanent resident of that State.

State Chapter or committee shall constitute, State President, State Vice president, State Secretary State Treasurer, and eleven director or officer of State Chapter or Board who shall be elected from all its NRN American's member who is permanent resident of that State. NRN America's member shall only have right to vote in one State Chapter or Board Election where they have permanent resident.

Function of State Chapter:

- (a) to function as the State executive body of NRN;
- (b) to coordinate and implement NRN related activities within its State;
- (c) to implement Board's NRN related policies within in its State;
- (d) to provide suggestion to NRN America's Board related to its State issues and NRN related matters;
- (e) Educate NRN Member about their rights, privileges, power, duties and obligation,
- (f) Make NRN member who are qualified under this by-laws.
- (g) collect membership fund and records and send those fund and record National Board.
- (h) to perform all other duties as delegated NRN Americas' Board.

3. The election of State Officers shall be completed as provided in this by-laws.

4. All other matters related to State Chapter shall be provided in details in State Chapter's By-laws. State Chapter's By-laws shall not be conflict of this by-laws. If there is any

conflict between State Chapter By-laws and NRN America's National By-laws at that condition this by-laws shall prevail and State Chapter By-laws shall be considered void and null.

#### ARTICLE X: ADVISORY COMMITTEE

Council shall have an Advisory Committee consisting of individuals whose primary responsibility shall be to advise the President and Board on specific matters as and when necessary. The honest dedicated past Presidents shall be amongst the Advisory Committee. The Advisory Committee shall have a minimum of ten (10) to a maximum of twenty five (25) individuals. Board shall have the authority to constitute such Advisory Committee.

#### ARTICLE XI: ANNUAL GENERAL MEETING

1. The Board shall hold at least one Annual General Meeting every year at an appropriate time to transact the Council business such as, conduct elections as provided in this bylaws, review the activities for the past year, receive and adopt amendments, if any, to the by-laws, consider any policy changes or new policies and transact any other business included in the agenda or allowed by the presiding officer at his or her discretion. All NRNs in the USA including all classes of members shall be invited to attend this meeting.

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

3. 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.

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

5. Quorum of Annual General Meeting: In First Annual General Meeting, If 10 percent of total member is present in Annual General Meeting physically or via online and/or virtual and/or other remote means at that condition Annual General Meeting's Quorum shall be constitute. If in the First Annual General Meeting could not be held because of lack of Quorum at that condition in second Annual General Meeting 7 percent of total member present either by physical presence of via electronic means that shall constitute Quorum of Annual General Meetings. If in the third Annual General Meeting Quorum could not be constitute at that condition in third Annual General

Meeting all members whatever percentage is appeared shall constitute the Quorum of Annual General Meeting.

6. NRN America'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. And such proxy shall have right to cast vote in Annual General Meeting as directed by Proxy.

7. Annual General Meeting shall form a five member judicial committee to hear following matters:

(a) Any complaint against member that he/she has acting against the NRN America, or against NRN America's Purpose, By-laws, Charter.

(b) Any Complaint against National or State Board of Director/officers who has acted against the NRN America, or against NRN America's Purpose, By-laws, Charter.

(c) To interpret the By-laws and charter of NRN-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 NRN Members, or National Board or State Board.

(e). If findings is related NRN Members or State Board director or officer at that condition National Board shall be implemented findings of Judicial Committee. If respondent is National Board Member and findings is against such National Board Director or officer 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 by-laws referred as Respondent) and shall submit compliant 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 received complaint against. Respondent shall deposit \$ 250 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 refund of his/her deposit \$ 250.

(h). To commence a complaint \$ 500.00 fee shall be paid by complainant. That fee shall be deposited to NRN Americas 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) Judicial Committee shall provide opportunity to hear for respondent. Judicial committee shall have records of its proceedings.

8. SPECIAL GENERAL MEETING: If there any kind of situation where matters need to resolve by General Meeting and it is not practical to wait for Annual General Meeting at that condition at least 500 Member or 50% percent of Member whichever is less can make written request to have Special General Meeting of NRN Americas with National Board. At that 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

b. Agenda of the meetings

9. Members should be given at least 10 day notice of special General Meetings.

## ARTICLE XIA

### HYBRID MEETING OF ANNUAL GENERAL MEETING OR SPECIAL GENERAL MEETING:

1. Annual General Meeting or Special General Meeting may be hold by virtual means or hybrid means.
2. 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 has 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.
- 3. This provision may be used by the Board when it finds that NRN America has sufficient resource to use hybrid virtual meetings.

## ARTICLE XII: MEETINGS

1. 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.

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

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

4. Notice of Meetings: Any meeting or meetings shall be called upon no less than 7 days written notice to each Member.

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

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

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

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



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

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

11. Board Can have virtual meeting or physical and virtual meeting which is called hybrid meeting.

#### ARTICLE XIII: QUORUM

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

#### ARTICLE XIV: ELECTIONS

##### (A) ELECTION OF BOARD OF DIRECTORS AND OFFICERS (NATIONAL)

1. Annual General Meeting shall appoint National Election Commission consisting of a minimum of 3 (three) to a maximum of 5 (five) members, one of whom shall be designated as the Chairperson of the commission. National Election Commission's term shall be 3 years. If any Commissioners position is vacant at that condition Coming AGM or SGM shall appoint such person for the remaining tenure for the position which is vacant.

2. 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 60 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.

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

4. All individual Member and life member shall have right to vote for Directors and Officers of Board. All individual Member and life member are required to pay membership dues.

5. Election commission shall use the following method of voting system:

a. Online 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.

c. Election commission shall provide to option to vote in person for the purpose of 2014's election as well

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

7. Election Commission shall create electronic secret ballot for the purpose of internet voting, virtual voting or any other remote voting system.

8. Election commission shall create secret Identification (Secret ID) of each voter and Voters shall allow to create their password by registering with Election Commission via its computer or any other third party's designated computer. Secret ID shall be either emailed to Members/Voters or if no such email it shall be mailed to such Members which is last known address kept by NRN Americas.

9. Election Commission can create its local State election committee to conduct its national election and State election.

10. Election Commission may make its rules to conduct its election with consistence of this by-laws.

11. The person receiving the majority votes for a designated position shall be declared elected.

12. 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 April 30<sup>th</sup> of each year.

13. If a vacancy in the Board occurs at any time during the term of the Board, the President, in consultation with the Board, shall temporarily appoint a 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.

14. Election Commission Shall keep its update voter list and shall publish voters name on NRN Americas website at least before 30 days of election day.

15. 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 compliant 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.

(B) ELECTION OF STATE CHAPTER OFFICERS

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

2. The candidates nominated for the positions of Director/officers shall be U.S. citizens or permanent residents.

3. The election of State Director/Officers by Individual Members who obtained their memberships by submitting their membership applications and dues to a State Chapter or National Board and who is permanent resident of that State shall be conducted at the Annual Meeting of the State Chapter.

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

5. The term of State Officers shall be two years, beginning May 1<sup>st</sup>, and ending April 30, of the calendar year, which shall correspond with the term of Board as Stated in these bylaws.

6. If a vacancy for State Officer occurs at any time, the State President, in consultation with the President, shall temporarily appoint a Individual Member respectively 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 during the next Annual General Meeting of the respective State Chapter as provided in this bylaws.

ARTICLE: XV

NRN-USA FOUNDATION

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

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

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

1. General Foundation Fund – Through donations from individuals, families, and organizations, the Foundation shall have a goal of raising \$50,000 or more for the General Foundation Fund over a time period as determined by the Board. The General Foundation Fund shall consist of unrestricted donations, which shall be invested and/or disbursed by the Council to deserving candidates from Nepali community in the USA as provided in the aforementioned guidelines and operating procedures for the Foundation.

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

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

ARTICLE XVI: NATIONAL/INTERNATIONAL CONVENTION The Council shall:

(a) Encourage and facilitate a national/international convention at generally four years intervals.

(b) Work with an Institutional Member to take full responsibility of hosting a national/international convention in its geographical area.

ARTICLE XVII: NOTICES AND WAIVERS

1. Signatures on Notices and Correspondence.

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

(b) Signatures of the HOD Coordinator shall be required for all House of Delegates meetings and on decisions made at regular and special meetings.

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

(d) Signatures of the Chairman of the Election Committee shall be required for all notices and correspondence detailing the final elections of the Board.

## 2. 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 Council.

## 3. Waivers.

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

## ARTICLE XVIII: AMENDMENTS

### 1. Adoption of Eighth amendment by-laws.

The Eighth Amendment of by-laws shall become effective upon adoption by two-thirds of the Delegates of the Council.

### 2. Amendments.

Any proposed amendment to these by-laws may be submitted in writing to the Annual General Meeting or Special General Meeting by National Board or at least 100 Member or 50 % of Member whichever is less of NRN America in writing. Board may also proposed by-laws amendment in writing.

The following process shall apply:

(a) The Coordinator/Chair Person shall cause a copy of the proposed amendment to be circulated to all Members either by email as long as email is provided by member, and online publication on its website.

(b) Upon receiving seven (7) calendar days advance notice, the proposed amendment shall be placed on the agenda of the next duly constituted meeting of Annual General Meeting or Special Meeting.

(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-laws is effective only upon filing with such State Authority at that condition this by-laws shall be effective upon filling with such authority.

#### ARTICLE XIX – RECORDS

1. The records of the Council, 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 XX: SEVERABILITY

1. Authority.

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

#### ARTICLE XXI:

## NON- PROFIT STATUS

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.

## ARTICLE XXII:

Any matters is not set forth in this By-laws or its Charter, New York State's Not-for profit corporation law shall apply as along as that provision is not directly conflict with this By-laws.

## ARTICLE XXIII: OFFICERS' LIABILITY

1. 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
- d. Willful violation of this by-laws, Charter of NRN America,
- e. Willful act against the purpose of NRN America.
- f. willfully failed to keep financial records of NRN America.

#### ARTICLE XXIV: DISSOLUTION

The property of this Council 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 Council, 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 Council, after paying or adequately providing for the debts and obligations of the Council, 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.

Representatives of NRNNCC, USA and NRN, America endorse this By-law. Endorsed by,

For NRNNCC, USA

Eighth Amendment proposed by Board of Directors to House of Delegates on Feb, 2014

SEVENTH AMENDMENT APPROVED AND ADOPTED BY THE HOUSE OF DELEGATES ON August 24, 2010

Eighth Amendment approved and adopted by the House of Delegates on February, 2014



Eighth By-laws Draft Committee:

Durga P. Bhurtel Esq	(Chair Person)
Bhuvan Gurung	(Member)
Bandhita Sharma Dhahal Esq	(Member)

Contact information to By-Law Committee:

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Jackson Heights New York 11372

Recommendation:

Coming AGM Shall formed By-Laws Draft committee and should address following issues:

1. This committee is aware of suggestion and comments that Nepalese are more than 200,000 (two hundred thousand in America). If NRN Members increase more than 20, 000 (twenty thousand) at that condition secondary level of policy level body. Various suggestion and comments has been received by this committee but did not consider this time because based on record there are only 329 members in NRNPNOUSA.org website. Which negates those comments that NRN will have unmanageable members.

2. This By-laws Committee is aware of history and good intention and hard work of prior by-laws committee who formed HOD. However based on records NRNPNOUSA.org there are only 54 delegates. There are various inconsistencies between Delegates duties and his representation. For example if delegates are chosen by Local/regional/ national partner and other partner, those partner delegates have responsibility only to their organization because they were sent by their organization but not NRN Member. Some time there might be conflict of interest between NRN America and those other partner.

3. Now each member has direct interest in Nepal because Nepal Government has enacted Law which has direct effect to each individual of NRN either they became member or not of NRN. NRN should protect those NRN's rights, power and immunities which they have in Nepal as well. NRN PNO losing their rights because of Nepal Government Anti PNO Law.

4. NRN America also advocate that ICC should also consider online voting and/or remote voting system therefor all person can vote in this organization.