

BYLAWS OF NEPAL CENTER OF NORTH CAROLINA INCORPORATION

Established in 1999
Amendment Number 1
April 16, 2016

BACKGROUND

Nepali and American nationals residing in the State of North Carolina (NC), USA felt necessary to establish a non-profit organization for the purposes described in Article 2 below. The organization was incorporated in 1999 under the laws stated in Chapter 55A of the General Statutes of North Carolina, entitled "Non-profit Corporation Act". This amendment #1 to the bylaws are proposed to the General Body (per Article 5 described below) and enacted by majority votes.

ARTICLE 1: NAME

- 1.1. Name of this incorporation is "Nepal Center of North Carolina, Inc." (hereafter referred to as NCNC). The LOGO of NCNC is adopted as printed in this document. The Logo contains flags of Nepal and USA and a handshake sign with State of North Carolina as background and then entire items with an additional background of mountains. Motto of NCNC is "First in Height and First in Flight".



Nepal Center of North Carolina logo.

ARTICLE 2: PURPOSES

As per article 3(a) to 3(f) of the NCNC document certified by the State of North Carolina, the goals of NCNC are as follows:

- 2.1. To promote friendship and close relationship on cultural, academic, socio-economic and exchange among the people of North Carolina, USA and Nepal,
- 2.2. To help individuals and families of Nepalese in the process of enculturation while preserving, enhancing, and sharing their own cultural knowledge and heritage,
- 2.3. To assist in the socio-economic, cultural and academic development of Nepal,

- 2.4. To provide financial assistance to the disadvantaged or less resourceful communities of Nepal and to the victims of natural and manmade disasters in the world,
- 2.5. To disseminate information about Nepal to the interested individual, particularly in the fields of traveling, mountaineering, and exploration, and
- 2.6. To establish and maintain close relationship with organizations of similar purposes and interests.

ARTICLE 3: DEFINITIONS AND CLARIFICATIONS

- 3.1 "Annual General Meeting (AGM)" means a meeting of the general members and executives required by bylaws to be held each calendar year in which NCNC discusses the past year's activities.
- 3.2 "BOD" means all Board of Directors including executives and the President.
- 3.3 "Director" means individuals who serve in the Board.
- 3.4 "BOT" means Board of Trustees.
- 3.5 "Trustee" means member of Board of Trustees.
- 3.6 "Life member" means members who have paid a set amount of membership dues to NCNC, and need no fees to be paid for membership for life. Life membership is good for per couple.
- 3.7 "Five years member" means members who have paid a set amount of membership dues and is good for 5 calendar years. Five years membership is good for per couple.
- 3.8 "Annual member" means members who pay annual dues and need to renew annually to keep their membership current per calendar year.
- 3.9 "Patron" means a person who has contributed four times the amount of life membership's dues to NCNC's endowment fund. Patron membership is good for per couple.
- 3.10 "Honorary member" means memberships bestowed by the BOD to those who have or have proven potential to promote goals of NCNC. They have no voting rights in NCNC meeting.
- 3.11 "Member" means life members, five years member, annual members, patrons and honorary members. .
- 3.12 "General Body" means life member, five years members, patrons and annual members.
- 3.13 "Quorum" means minimum number of members required to conduct the business; and once met the minimum numbers, constitutes the entire present members at the meeting.
- 3.14 "Majority" means more than fifty percent (50%) of the quorum.
- 3.15 "Two-third (2/3) Supermajority" means two-third (2/3) of the quorum.
- 3.16 "Proxy vote" means a vote casted by a member on behalf of another member who has obtained written authority from the member. Written letter, email sent to the Board or brought by the proxy at the time of meeting will be sufficient proof of such authority.

- 3.17 "Vote in absentia" means a vote sent directly by a member by a regular mail, an email or any acceptable means if in case he/she chooses to do so because of his/her inability to be present in the meeting. Such votes must be received prior to meeting/deadline as decided by the BOD.
- 3.18 "Endowment fund" means a permanent fund established by NCNC from which up to 100% of interest earned can be used for programs annually.
- 3.19 "Annual income" means money generated annually through
 - 3.19.1 100% interest received from permanent endowment funds
 - 3.19.2 Annual dues from annual memberships and 10% of fees from life membership, five years membership and patrons made that year.
 - 3.19.3 Any other funds generated through programs or donations during the year.
- 3.20 "Meeting" means meeting conducted according to established parliamentary procedures.
- 3.21 Clarifications
 - 3.21.1 BOD has the full rights to clarify or interpret any articles and their corresponding sections of the bylaws. If conflict continue to arise between members and BOD on bylaws, then further interpretation and clarifications is done in coordination with BOT. The articles of Incorporation of NCNC approved by the State of North Carolina shall be referred for further elaboration.
 - 3.21.2 NCNC's activities shall in no case be affiliated with any political and religious activities. NCNC member will not require any additional affiliations to attend the NCNC programs.

ARTICLE 4: MEMBERSHIP

4.1. Eligibility

Membership is open to all eligible persons willing to join by paying membership dues set by BOD and support to achieve the goals and objectives of NCNC as stated in Article 2 of the bylaws. There will be no denial of membership based on age, sex, race, color, national origin, religion, disability, and marital status. Children under 18 years old shall automatically become a member of NCNC if their parents became a member of NCNC.

Each executive committee should not award more than five (5) honorary memberships during their tenure of 2 years.

4.2. Categories

There will be five categories of membership as follow:

- 4.2.1 Annual member
- 4.2.2 Five years member
- 4.2.3 Life member
- 4.2.4 Patron member
- 4.2.5 Honorary member

4.3. Privileges

Membership in NCNC allows active participation in all of its activities. All members shall get free subscription of NCNC newsletter. They shall also receive special discount rates on the NCNC sponsored programs, publications, and products.

ARTICLE 5: GENERAL BODY

- 5.1. The quorum of General Body meeting is twenty percent (20%) of the existing members.
- 5.2. The General Body meeting shall have the rights to pass and amend the bylaws with a two third (2/3) supermajority of present voters.
- 5.3. The General Body shall elect President, Senior Vice President, Vice President, Executive Secretary, Joint Secretary, Treasurer, and five Directors. All of these elected eleven (11) persons elected forms the Board of Directors (BOD) of NCNC.
- 5.4. At least ten percent (10%) of the General Body members can request for a special session to vote on any referendum, bylaws amendment and removal of one or more members of the BOD. Ten percent (10%) count will be taken from the membership list on the NCNC website on the date of motion filed (membership must have been active for at least 90 days before a case has been filed for this purpose). A signed petition shall be submitted to BOD through President.
- 5.5. A list of all members shall be published on the NCNC's website and updated on quarterly basis. Members added after such motions are not allowed to vote on that motion.

ARTICLE 6: ADVISORY BOARD

6.1. Definition

The Advisory Board shall consist of one former President and at least two other knowledgeable General Body members in request to specific tasks. The Advisory Board shall be nominated by the existing President in consultation with BOD. Nominated members of the Advisory Board shall remain in office for two (2) years as the elected BOD.

6.2. Rights and Duties

All members of the Advisory Board shall be a source of advice, experience, and information for the BOD. The Advisory Board is a consultative body and the decision to execute the advices provided shall rest solely the BOD.

ARTICLE 7: BOARD OF TRUSTEES (BOT)

The Board of Trustees shall develop a long term planning for NCNC with respect to the following aspects:

7.1. General Management

- 7.1.1 Improvement of financial strength of the NCNC,

- 7.1.2 Enhancement of status of the community at large,
 - 7.1.3 Development of a long term vision of the NCNC,
 - 7.1.4 Assistance in the resolution of issues and disputes upon the request of the BOD,
 - 7.1.5 Upon the request of at least 10% General Members of the NCNC provide mediation and resolve on dispute between community members.
- 7.2. Financial Management
- 7.2.1. Approbation of BOT is required to use the money from permanent endowment fund by the BOD,
 - 7.2.2. Determination of minimum fund requirements before commencement of acquisition or construction of a real estate project,
 - 7.2.3. Finalization of real estate assets, acquisitions, contracts, and sales shall be done in mutual consensus with BOD.

The BOT, in consensus with BOD, shall create committees and working groups, including the members of the NCNC, to meet above activities. The BOT shall consist of five (5) Trustees.

- 7.3. Trustees
- 7.3.1 Two (2) Trustees shall be selected by the former Presidents from the pool of former presidents of the NCNC, who have completed their tenure.
 - 7.3.2 Two (2) Trustees shall be selected by the selection committee formed by the BOD from long term residing life members of the NCNC who are also leaders and have significant contribution on the welfare of Nepalese community and NCNC and also have contributed on preservation and promotion of Nepalese heritage. A minimum of 10 years North Carolina residency along with close relations with NCNC is required to be qualified for these trustees. The selection committee shall comprise of distinguished members of NCNC.
 - 7.3.3 One (1) Trustee shall be selected by the selection committee from the experienced members of the NCNC, who has served in a reputed local/regional Nepal and Nepalese related organization.
 - 7.3.4 Current President of NCNC shall arrange to send one BOD as a liaison in BOT meetings.
- 7.4. Each Trustee shall hold office for four (4) years or until, resignation, retirement, removal or disqualification or until his or her successor is elected and qualified. The term of office for Trustees begins on February 1st following election of NCNC. Either two (2) or three (3), totaling of five (5), Trustees shall be selected during each BOD's tenure.
- 7.5. Among the five (5) Trustees, one shall chair the board yearly starting from February 15. Chair of the board shall be picked by lottery system.
- 7.6. In general, Trustees may not be removed. Extraordinary circumstances, such as involvement of the individual in criminal activity and such detrimental to the objectives of the NCNC, may be the grounds for removal from the office. Such removal/replacement will be done by a committee within the permissible criteria under Chapter 55A of the North Carolina General Statues.

ARTICLE 8: BOARD OF DIRECTORS (BOD)

8.1. Board of Directors (BOD)

The daily management of the NCNC and its affairs shall be vested in the BOD consisting of eleven members elected by the General Body of the NCNC as follows:

1. President (1)
2. Senior Vice President (1)
3. Vice President (1)
4. Executive Secretary (1)
5. Joint Secretary (1)
6. Treasurer (1)
7. Directors of Board (5)

8.2. The election of the BOD shall be conducted as stated in Article 10 of the bylaws.

8.3. No person shall be eligible for the BOD unless he or she:

- 8.3.1 Has been a dues paying member in good standing for at least two years prior to the election date.
- 8.3.2 Has attained the age of 18 years.
- 8.3.3 In the case of the President, in addition to the above requirements, he/she shall have served one complete term in the BOD.

8.4. Identification of Tasks

The BOD must initiate tasks and assign Directors or others from the General Members to lead and coordinate tasks including but not limited to the following areas:

1. Publishing and coordinating with the media
2. Finance and Fund raising
3. Membership Drive and Public Relations
4. Education and Development
5. Women's Activities
6. Children's Activities
7. Sports and Youth Activities
8. Social and Cultural Activities
9. Research and Publications

8.5. The BOD shall be responsible for executing and implementing the policies and programs of the NCNC as well as conducting the activities of NCNC.

8.6. The BOD shall serve for a term of two years. The President of the BOD cannot be elected for more than two consecutive terms. All other BOD may be reelected to more than one consecutive terms.

8.7. Once elected, BOD shall serve for a full term of two years except in the event of the person's death, resignation, removal, or recall or loss of NCNC membership. The fiscal year of the BOD shall be January 1 through December 31.

- 8.8. The BOD shall take an oath of office administered by presiding Trustee.
- 8.9 Rights and Duties of the BOD
 - 8.9.1 The BOD must organize at least one annual general assembly of all the General Body members during autumn season. This shall be considered as an Annual General Meeting (AGM).
 - 8.9.2 The BOD shall decide on matters like membership fees and financial matters.
 - 8.9.3 The BOD must meet at least quarterly.
 - 8.9.4 Quorum of BOD for general meeting is Six (6) board members.
 - 8.9.5 Quorum of BOD for 2/3 supermajority is nine (9) board members.
 - 8.9.6 Each member of the BOD will have one vote. Both the proxy vote as well as a vote-in-person shall be considered valid for the Quorum of the meeting.
 - 8.9.7 With the approval of the BOD, a BOD member can form coordinating committees from the General Body members in order to address specific needs.
 - 8.9.8 A two third (2/3) supermajority of the BOD can call for a General Body meeting, expel any BOD members, decide membership dues and nominate election committee.
 - 8.9.9 The BOD can spend up to ninety percent (90%) of the fund raised by it during its own term and fifty percent (50%) of the carry over for any organizational activities. This excludes membership dues from life members, five years members and patrons, ninety percent (90%) of which should go to the permanent fund. Any principle of endowment received as a condition for permanent fund should also go to permanent fund. Interest and dividends from the permanent fund may be used for annual activities.
 - 8.9.10 When there is a need to implement a mega permanent project that involves spending more than ten thousand dollars (\$10,000); the BOD shall coordinate with BOT for their approval for using the permanent fund.
 - 8.9.11 The BOD shall prepare a tentative annual budget and determine its goals, and make it public, preferably during the AGM.
 - 8.9.12 The BOD can hire employees and determine their salaries in a need basis, but the BOT must second such proposal for any monthly payment of more than five hundred dollars (\$500.0). The General Body shall be notified of such actions through the e-mail and announced on NCNC website.
- 8. 10. Rights and Duties of BOD Members
 - 8.10.1 President
 - The President shall preside over the meetings of the BOD as well as the General Body. He/she shall be responsible for executing the policies and programs of NCNC including calling meetings whenever deemed necessary. The President will also have access to all the NCNC's financial accounts, electronic media accounts and NCNC involved activities. The President shall have authority to spend up to three hundred dollars (\$300.0) per calendar year in the interest of NCNC on his/her own discretion. The details of the spending

should be shared with the BOD.

The President shall automatically be removed if he/she be out of North Carolina State for more than six (6) consecutive months in a year, except for emergency situation.

8.10.2. Senior Vice President and Vice President

The Senior Vice President shall perform the duties of the President in the absence of the President. He/she will also serve as the President for the remaining tenure if the President resigns/removed. The Vice President shall perform the duties of Senior Vice President in the absence or the resignation or the removal of the Senior Vice President. Each of the Vice-Presidents shall be responsible for executing tasks in his/her own designated areas.

8.10.3. Executive Secretary:

The Executive Secretary shall circulate notice about the meetings to the BOD once the President notifies him/her about the meeting. He/she shall maintain minutes of the meetings, all the proceedings of the meetings and manage documents and records. He/she shall also act as a spoke person of the NCNC and disseminate information regarding the activities, goals, and objectives of the NCNC.

8.10.4. Joint Secretary:

The Joint Secretary shall perform the duties of Executive Secretary in the absence or the resignation of the Executive Secretary. She/he shall assist the Executive Secretary in other NCNC matters as requested by the Executive Secretary.

8.10.5. Treasurer:

The Treasurer shall be the custodian of all funds of NCNC, shall maintain bank accounts, receipts and disbursement of funds upon authorization by the board and shall give complete and timely reports to the Board. He/she shall prepare a financial statement for each board meeting and a sufficiently detailed financial statement for the preparation of any annual reports or returns required by the Internal Revenue Service or any other governmental authorities. The Treasurer's reports shall be promptly posted on NCNC's website bi-annually. The funds, ledger books, and other financial records of the organization shall be available for inspection at any time.

8.10.6. Board Members:

The Board Members will work very closely with the President and the other BOD for conducting activities in their assigned areas. The Director without consulting the President and the Executive Secretary cannot make final decision on any matter related to NCNC.

8.10.7. Expenditures:

Each member of the BOD can spend up to the limit set by the Executive Committee for any organizational activities. The details of the expenditure must

be presented to the Executive Committee in order to be justified by the committee and reimbursed.

8.10.8. The Officers shall not be personally liable for the debts; liabilities or other obligations of the NCNC activities except criminal violations.

8.10.9. Compensation of Executive Committee: The Officers of the Executive Committee shall serve voluntarily without any compensation.

ARTICLE 9: RESIGNATION AND REMOVAL

9.1. Any member of the BOD may resign at any time. Such resignation must be tendered in writing to the President and shall be effective as specified by the President. In case of the President, the resignation shall be tendered to the BOT. If the President resigned or removed, then the Senior Vice President automatically becomes the President until the next election. He/she shall also continue to assume his/her previous responsibility of the Senior Vice President.

9.2. Ordinarily, members of Executive Committee cannot be removed. Extraordinary circumstances, such as involvement of an individual in criminal activities and such detrimental to the objective of the NCNC, may be the grounds for removal from the office. Such an individual, however, will be given a chance to express his/her views and defend his/her case. If the case is not justified, a majority of the present General Body members at the meeting specifically called for that reason will remove him/her from his/her position.

9.3. A vacancy in all other positions of the BOD, except for the position of the President, shall be nominated from any qualifying members of the General Body meeting the qualifications as set forth in Article 10.

9.4. All BOD members shall regularly attend the BOD meetings and shall take on specific tasks as assigned by the BOD. If member of the BOD is absent for three consecutive meetings without notice, he/she can be removed. The executive secretary shall process the details and bring to the BOD.

ARTICLE 10: GENERAL ELECTION

10.1 Every two years, the BOD shall designate an election committee from the General Body members by the 1st October of the election year.

10.2 The Election Committee shall be composed of three (3) General Body members, one of whom shall be designated as the chair of the committee.

10.3 If the BOD fails to form an Election Committee then BOT members shall nominate an Election Committee.

10.4 The Election Committee shall invite nominations for the President, Senior Vice President, Vice President, Executive Secretary, Joint Secretary, Treasurer, and five Directors separately by November 1st of the election year.

10.5 All persons nominated shall contest election through the secret ballot. Only the dues paying

- members in good standing who have become members by September 1st of the election year shall be eligible to vote. Vote shall be counted as one vote per person.
- 10.6 Candidates shall be declared automatically if the number of nominated candidates becomes equal to the number of available BOD positions.
 - 10.7 The election committee may formulate specific election rules and design ballots for the election.
 - 10.8 The election committee member (s) cannot be nominated for any position but shall have a voting right.
 - 10.9 The person receiving the majority votes for a designated position shall be declared elected.
 - 10.10 The Election Committee Chairman shall certify the election and declare the results within 48 hours.
 - 10.11 If the election could not be held on time due to an unforeseen reason(s), the current Board shall continue for up to ninety (90) days.
 - 10.12 The election committee shall be dismissed once a new BOD is elected and announced.
 - 10.13 Power handover/takeover shall be done before January 1st when the new BOD's term starts.

ARTICLE 11: OATH of OFFICE

- 11.1. All elected BOD members and BOT members should read NCNC articles of incorporation, NCNC bylaws, and NCNC "Conflict Resolution Policy" before taking an oath of office.
- 11.2. As outlined in article 8, the elected President and BOD shall take an oath of office administered by presiding Trustee before their tenure start. Similarly, BOT shall take an oath of office administered by the presiding Trustee before their tenure starts.

ARTICLE 12: ACCOUNT AND AUDITING

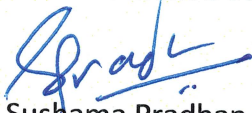
- 12.1. NCNC's bank accounts will be operated under separate headings:
 - 12.1.1 NCNC - Permanent Endowment Fund: 100% of the accumulated interest shall transfer to NCNC's main account, every year on January 1st. No other withdrawal is allowed except at the time of dissolutions or endowment.
 - 12.1.2 NCNC - Main account: This account will have NCNC's operating funds and will be operated by NCNC's current treasurer. He/she shall receive the funds and shall pay all the bills upon authorization by the executive committee.
 - 12.1.3 NCNC - Special Account: Special bank accounts will be opened in a case-by-case basis as necessary.
- 12.2 The funds, ledger books, and other financial records of NCNC shall be available for inspection at any time; and these shall be handed over to the newly elected Treasurer during the handover ceremony.
- 12.3 Signatures of both the President and Treasurer are required on the check for any withdrawals that are above dollar one thousand (\$1,000.0).
- 12.4 All incomes and expenses shall be posted on the NCNC website at least biannually.

- withdrawals that are above dollar one thousand (\$1,000.0).
- 12.4 All incomes and expenses shall be posted on the NCNC website at least biannually.
 - 12.5 If there are written (email is acceptable) complains by the general members about inappropriate use of funds, they should be submitted to the BOD and if the answer is not received or not answered satisfactorily, complaints can be directed to BOT.
 - 12.6 BOT and BOD must meet jointly at least once a year and review NCNC's financial records/transaction and post on NCNC's website.
 - 12.7 Tax filing responsibility is of current Treasurer. The e-990 and audit requirements must be complied.

ARTICLE 13: AMMENDMENT

The Bylaws of the NCNC are subject to amendment according to the provisions mentioned in the previous Articles.

Frist Amendment Date: 4-16-2016



Dr. Sushama Pradhan
President
Nepal Center of North Carolina

4-16-2016
Date



Mr. Yam K. Shrestha
Executive Secretary
Nepal Center of North Carolina

4/16/2016
Date

Initial Bylaws Adopted: 1999

Mr. Ishwar Chandra Devkota
President, NCNC
1999-2000

Dr. Bir B. Thapa
Executive Secretary, NCNC
1999-2000