

## **Bylaws of the Delaware Nepali Society**

### **Preamble**

The following Bylaws shall be subject to and governed by the Nonprofit Corporation Act of Delaware and the Article of Incorporation of Delaware Nepali Society. In the event of a direct conflict between the provisions of this Bylaws and that of mandatory provision of the Nonprofit Corporation Act of Delaware, the said Nonprofit Corporation Act shall be the prevailing controlling law. In the event of direct conflict between the provisions of these Bylaws and the Article of Incorporation of Organization, it shall then be the Bylaws that shall be controlling.

### **Article 1: Name and Office**

**1.1. Name:** The legal name of this non-profit organization shall be the ‘Delaware Nepali Society’ (DNS) and herein refer as the ‘organization’.

**1.2. Logo:** The logo and the seal of the organization shall be as shown in Appendix 1.

**1.3. Location:** The official location of the organization will be in Delaware, but the majority of business will be undertaken virtually. The organization may have multiple offices or platforms as deemed necessary and as approved by the Executive Board of the Board of Directors (BOD) to run the affairs of the organization and necessary reporting as required by the law.

### **Article 2: Non-profit Mission and Goals**

**2.1. Mission Statement:** DNS strives to foster a strong sense of community, collective responsibility, and collaboration and working towards the shared goals of social cohesion, mutual support, and overall well-being of the community.

**2.2. Goals:** The stated mission will be achieved through the following initiatives:

**2.2.1. Cultural preservation:** Preserve and celebrate Nepali cultural heritage, traditions, languages, and customs, and promote awareness and appreciation of Nepali contributions to society.

**2.2.2. Education and literacy:** Promote learning of Nepali language and other languages and achieve proficiency in reading and writing.

**2.2.3. Community empowerment:** Promote educational, charitable, and recreational activities to socially engage members within the organization.

**2.2.4. Community connection and outreach:** Provide a platform and support for organization members and committees to connect with, contribute to, and serve in state governments and organizations in the United States and abroad.

**2.2.5. Immigration and civil engagement:** Provide assistance, information, and resources to address immigration-related challenges and facilitate integration in the mainstream culture of the United States.

**2.2.6. Support Nepal:** Promote connection to and contribute to the socio-economic and academic development of Nepal including disaster relief efforts.

**2.3. Consistent with the federal non-profit clause:** The ‘organization’ established within the meaning of IRS Publication 557 Section 501 (c) (3) Organization of the Internal Revenue Code of 1986, as amended (‘the code’) or the corresponding section of any future federal tax code. The organization shall be operated exclusively for the residents of the State of Delaware for the goals listed above. However, the organization shall not, except to an insubstantial degree, engage in any activity or exercise of any power which is not furtherance of its primary non-profit purposes. At no time and in no event, shall the organization participate in any activities which have not been permitted to be carried out by the organization exempt under section 501(c) of the Internal Revenue Code of 1986 (the code) such as certain political and legislative activities.

### **Article 3: Membership**

The organization shall have following types of membership and eligibility:

**3.1. General member.** This membership shall include those individuals who participate and contribute to achieving organizational goals.

**3.2. Voting member:** General members meeting the following requirements shall be voting members: legal resident of Delaware and be either a) originally from Nepal or Nepali ethnicity; b) have ancestral, paternal, or maternal relationship to Nepal; or c) have matrimonial relationship with people from (a,b,c). A minimum age of 18 shall be needed to be eligible for voting.

**3.3. Honorary member.** Individuals may be considered for honorary membership for exceptional service including ambassadorial roles, significant contributions, or demonstrated outstanding dedication to the organization's mission and goals. The honorary members are not required to pay the membership dues. They shall be recognized in a specific function such as the BOD meeting or annual general meeting (AGM) of the organization.

**3.4. Membership dues.** All voting members are due paying members. Membership, for both general and voting members, is granted after completion and receipt of a membership application and annual dues. Continued membership is contingent upon being up-to-date on specific membership requirements. An individual may have more than one type of membership. Furtherance, active membership (at least 30 days in advance) is needed when exercising the membership privilege including voting rights. The term fee structure for due paying members is as follows: single membership \$20.00; family (couple) membership \$35.00 (increment of \$10.00 for additional family member); student (full time, college) membership \$15.00; lifetime membership (single) \$200.00; lifetime membership (couple) \$300.00. All membership is for the calendar year without provision for prorating. For all official purposes, the calendar year is counted from the second Sunday of January to the second Saturday of January.

All members support the purpose statement in Article 2 and memberships shall be granted by the majority vote of the Executive Board of the BOD. The Executive Board shall, from time to time,

review the requirements for the membership and sustaining status of any category of membership. Resignation or removal shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote in the executive committee.

#### **Article 4: Board of Directors and Other Boards**

The Board of Directors (BOD) of the organization shall play crucial roles in governing the organization under the stated mission and goals and ensuring conformity with the state and federal codes and shall composed of the following structure:

**4.1. Executive Board:** This is the primary board responsible for the overall governance and operations of the organization. The Executive Board shall oversee major decisions, set policies and ad hoc committees, and ensure the organization operates in accordance with its mission and legal requirements (refer to section 4.4.1). The executive officers of the Board consists of 11 members: One president, one vice president, one treasurer, one secretary, one joint secretary, and six members (chair and co-ordinator of each committee in the Article 5 of the Bylaws). The chair and co-ordinator of each committee shall only serve as the members of the Board. All Board members shall be elected members from the general election. If a position becomes vacant during a term, a replacement member shall be elected from the interim election.

**4.2. Advisory Board:** An Advisory Board shall consist of individuals with specific expertise or ability who provide advice and guidance to the organization. The Advisory Board members shall possess the desire to serve the community and support the work of the organization by providing expertise and professional knowledge. This Board is preferably led by the immediate past president and includes past presidents, renowned regional, national and international experts in the mission area of the organization. Advisory Board members are not required to be members of the organization and thus shall not have the voting or decision-making authority. They shall participate in discussion and offer insights and recommendations convergent to the mission and goals of the organization. The Executive Board shall decide the composition, number and tenure of advisory board members.

**4.3. Election Board.** The Election Board shall be selected by the broader community of the organization on the first election and then subsequently appointed by the Executive Board through the majority of votes. The Election Committee includes one commissioner and four members and shall have following responsibilities:

*i) Nomination process:* The committee shall manage the nomination process by accepting nominations from eligible candidates and if needed verify the eligibility of nominees as well as voters based on the organization's bylaws and particular election specific criteria. All individuals contesting in the election shall be announced at least three months before the election date. Non-contested positions shall be considered elected and shall have equal rights and responsibilities.

*ii) Election procedures.* The committee shall communicate comprehensive election procedures, including voting methods, timelines, and any special considerations. It shall prepare and

distribute official ballots to eligible voters and ensure the accuracy of the ballot and the confidentiality of the voting process.

*iii) Voting process and vote counts.* The committee shall monitor the voting process to ensure it is conducted fairly and without interference. It shall oversee the accurate counting of votes and validate the election results and resolve any discrepancies or disputes.

*iv) Results announcement.* The committee shall announce the election results to the organization's members in a timely and transparent manner (Clause 4.3.1). It shall provide information on the number of votes cast, winners, and any relevant statistics.

**4.3.1. Election date and procedure.** The election date for the Executive Board shall be held on the second Saturday of December of the election year. For the position becoming vacant during a term, the Election Board shall choose a convenient date for electing the replacement, but within 2 months. The Election Board has the right to provide a maximum of four day windows to cast a vote if electronic only form of voting is chosen. No vote shall be casted in absentia nor a proxy vote is allowed. The candidate receiving the majority votes for a designated position shall be declared elected. The election results shall be certified by the Election Board and announced within 48 hours after the end of voting time. Under extraneous conditions, the Executive Board may provide an extension of the announcement time. Within this period, all votes casted shall be counted and all election members agree on the fairness of the election. The Election Board reserves the sole right to resolve any dispute unless the dispute elevates to the court level.

#### **4.4. Responsibilities, Election, and Terms of the Executive Board**

**4.4.1. Responsibilities.** The Executive Board shall have the following responsibilities.

*i) Fiduciary duty.* Board members shall have a fiduciary duty to act in the best interests of the organization. This includes loyalty, care, and the duty to avoid conflicts of interest. The Board shall have the full rights to clarify or interpret and resolve conflict among articles and corresponding sections of the Bylaws.

*ii) Decision-making.* The Board shall be responsible for making significant decisions that affect the organization. This includes approving the calendar of events, major initiatives, investments, and changes in strategy.

*iii) Evaluating performance of committees.* Board shall conduct performance evaluation of each committee and subcommittee and provide written feedback.

*iv) Engagement with outside organizations.* Board shall engage with other state, regional, nation and international organizations, communities, and entities on the basis of shared values and mutual organizational advantages. The Board shall put significant effort on exploring opportunities for participatory, volunteer, and governance roles.

v) *Long range planning and endowment.* The Board shall actively seek for endowments and lay the foundation for long term facilities such as establishing a community center and periodic larger needs for better serving the members of the organization.

vi) *Monitoring and accountability.* The Board shall monitor the organization's performance against strategic goals, financial health, and other visionary activities. It holds management accountable for the outcomes.

vii) *Ethical oversight.* Board shall set the ethical tone for the organization and ensure that ethical considerations are integral to decision-making.

vii) *Crisis management:* In case of challenging times, within the organization or with outside entities or its own missions, the Board involves in the crisis management and steps into resolution and provides guidance and oversight.

**4.4.2. Individual Responsibilities.** The specific responsibilities of executive members, besides a general responsibilities included in the Section 4.4.1, are as follows:

- a) **President.** The President of the Executive Board is the highest-ranking executive of the organization. It shall be the responsibility of the president of the organization to preside over all meetings of the Board including Annual General Meeting (AGM) as the chair of the executive committee. The president is authorized to execute in the name of the organization and shall act upon all contracts or other documents which may be authorized, either generally or specifically by the board or the working committee of the organization. S/he shall be responsible for executing the policies and programs of the organization including calling meetings whenever deemed necessary. The President shall have access to all financial accounts, electronic media accounts, and organization activities. There shall be no veto structure in the organization.
- b) **Vice President.** The Vice President shall perform the duties of the President in the absence of the President. He/she will also serve as the capacity of the President for the remaining term if the President resigns or is removed from office.
- c) **Secretary.** The Secretary shall circulate notice about the meetings to the organization, executive body, or other BODs. S/he shall prepare the agenda of the BOD meetings and prepare the minutes of the meetings and share with the appropriate committee for the record keeping and posting. S/he shall also act as a spokesperson of the organization and disseminate BOD level plans, decisions, and activities.
- d) **Joint-Secretary.** The Joint- Secretary shall perform the duties of Secretary in the absence or the resignation of the Secretary. The joint secretary shall work in tandem with or assist the secretary on assigned tasks including taking minutes, posting in web pages and meeting other related requirements.
- e) **Treasurer.** The Treasurer shall be the custodian of all funds of the organization, thus maintaining bank accounts, receipts, and disbursement of funds upon authorization by the board. S/he shall collect the financial statement from each committee and compile the organization's finance to present to the board meetings. The Treasurer, under the directive of the Board, shall create different bank accounts, as needed including

permanent endowment account, main business account, and special account. The other responsibilities include federal tax returns required by the Internal Revenue Service or state tax and related financial reporting. The funds, ledger books, and other financial records of the organization shall be available for inspection at any time but the summary of records shall be posted in the organization website quarterly. A treasurer can sign a check for disbursement of the funds unless the financial transaction is for above \$500, in which the signatures of both treasurer and president or vice-president shall be needed.

- f) **Member.** The members have dual responsibility of working in the committee they serve besides taking an active role in the Executive Board and all board level meetings and decision making activities.

**4.4.3. Election of the Executive Board.** All elected positions shall be filled from the general election (Section 6.1), which shall be held on the second Saturday of December (Section 4.3). In each term, the Election Board shall present nominations, upon applications made from eligible members, for new and renewing board members. New and renewing board members shall be approved by the Election Board through a member vetting process at a board member meeting, at which quorum is present, before preparation of ballot. The quorum shall be defined by simple majority, unless specifically defined.

Both electronic and paper voting shall be accepted and is decided by the Election Board. The Election Board has the right to decide whether to adopt only one mode (electronic or paper) of voting.

**4.4.3. Terms of the Executive Board.** All appointments of all board members shall be for a term of two years. No individual shall serve the same position more than two consecutive terms, unless under an extraneous situation in which a two-third majority of the board during the course of a board meeting, at which a quorum is present, votes to allow a board member to appear in ballot for one additional term. This extraneous situation, however, does not apply to the president. After serving the maximum allowable terms, a board member may be again eligible for reconsideration after one additional term has been passed since the conclusion of such board members service. The term limit does not apply to the members of the Advisory and Election Board. Any eligible voting member of the organization can be the candidate for any position of the Executive Board without any prior experience. None of the board members shall receive compensation, thus all their contributions are voluntary.

**4.4.4. Vacancies:** A vacancy of board members may exist at the occurrence of the following conditions: a) death, resignation, or removal of a member, b) declaration by resolution of the board that the member is unsound mind following the order of a court, convicted of a felony, breached a duty pursuant of the Corporation Code of the State of Delaware, c) suboptimal standard conduct including missed three consecutive board meetings or one Annual General Assembly (AGM) meeting without priorly, at least two business days, informing secretary of reasonable reasons. The Board, by way of affirmative votes of a two-third majority of the members then currently in office, may remove any board member after providing the explicit

reasoning at any regular or special meeting and notified in writing in manner consistent with meeting protocols. A vacancy in all other positions of the Executive Board, except for the position of the President, shall be filled from interim election as set forth in Article 6. It shall be the purview of the Election Board to decide the date for interim election, but the position shall be replaced within two months.

## **Article 5: Committee and Officers**

Working committees listed below in this article shall be granted a degree of autonomy to make decisions and implement actions within the committee's areas of responsibility. All committees and subcommittees shall have rights to adjust fees, set plans, and make expenses, without prior approval of the Executive Committee but shall seek to minimize financial burden to the Executive Committee. The committees and subcommittee may consult with the treasurer of the Executive Board and other appropriate committees for financial management. Each committee is required to adhere to organizational goals, legal requirements, and ethical standards. Each committee will have one chair, one coordinator, and at least three members.

Each committee shall create a calendar of events that caters to the preferences of members and the community and present and approve from the Executive Board. In the event of explicit or perceived conflict of any nature due to time or activities, the Executive Board shall be the sole authority to make the final decision.

### ***5.1. Committee on Education and Culture***

The objective of this committee shall have two folds: on the cultural aspect, it shall be central to celebrating and showcasing Nepali cultures within the organization and the community through organizing, planning, and executing cultural events and festivals that are widely celebrated in Nepal and that reflect the richness of Nepali cultures. This committee shall provide opportunities for its members and the community to engage in cultural activities. In the education aspect, the objective shall include planning, developing, and overseeing Nepali and other language or educational programs and initiatives for the children and youth aligned with the goals of the organization. The specific responsibilities include i) *Curriculum development*: Developing materials and resources to support learning initiatives, ii) *Operation*: Developing operational guideline to execute academic curriculum, iii) *Testing*: Assessing the outcomes and identifying skill gaps in children and creating enrichment programs to address those gaps, and iv) *Appointing teachers and resource persons*: Identifying and appointing teacher/s, volunteer or paid, with past track record of teaching pedagogy and volunteers and provide necessary resources to conduct classes. It is imperative that the committee reward volunteer teachers for their service to the community.

Several subcommittees may be created for executing the work and providing leadership opportunities to affiliated members. This committee shall also conduct educational or tour programs that are reflective of or for showcasing its culture to events organized by other cultures, traditions, and histories, both at state sponsored and private events.

## ***5.2. Committee on Sports and Recreational Activities***

The objective of this committee shall be on strengthening mutual bonds among members and promoting physical well-being of its members through organizing various recreational and competitive sports programs that are suitable for different ages and individuals with different interests and abilities. For the children and youths, the committee shall focus on engaging them through specific training and skill building on different sport activities. The engagement related specific responsibilities of the committee shall include encouraging youth for sports and forming age appropriate groups for specific sport/s, collecting reasonable fees for the training program, hiring trainers, and establishing rules for training and competitive sports.

Several subcommittees may be created for enhancing the specific sport or group of activities. Each sport subcommittee may have functionable committee structure but the number of members and structure may vary based on the needs and size. Each sport subcommittee shall organize, plan, and execute practice, training, competitions, tournaments, as well as formulate fee structure and provide resources and supplies for the sport. The committee shall prepare protocols for safety, waiver, and emergency management.

## ***5.3. Committee on Events, Communication, and Public Relations***

This committee is naturally diverse but shall work in tandem. The responsibilities in the area of communication shall include organization's web development, update, and maintenance, social media posting and monitoring, server and space allocations for organization files. The communication and public relation activities responsibilities include managing an organization's image, reputation, and communication with various stakeholders such as public, media, and other relevant groups. This committee shall receive the list of all members from the Election Board and publish on the organization's website and update at least on a quarterly basis.

Events to be managed by this committee shall be at the organization-level and shall work collaboratively and supportively with the other committee (Sections 5.1 and 5.2) including but not limited to annual general meeting (AGM), annual sports weeks, banquets, donation drives for major infrastructure for the community. This committee may expand its scope including applying for major grants and donation drive campaigns, with strategic collaborations with other organizations and entities, as appropriate, in the United States or abroad for the developmental or charitable causes in Nepal. In each role, the committee shall ensure the responsible stewardship of funds to be used demonstrating a commitment to the organization's mission and achieving its goals.

***5.4. Provision for Ad Hoc Committee.*** The Executive Board may appoint an Ad Hoc Committee when deemed necessary for the purpose of exploring specific avenues to better serve its members under the mission and goals of the organization. Such committees shall not interfere or substitute the scope and work function of the three committees and their subcommittees (in Sections 5.1,



5.2 and 5.3). Ad Hoc Committees are purpose-driven and do not seek for permanency in the Bylaws.

**5.5. Provision for Charters.** Recognizing the other Nepalese communities in the neighborhood of adjoining states with similar interests and mutual benefits, each committee can create a charter structure with chapters that are transgressive of state boundaries on the basis of shared values and collective advantage. The governance of a charter organization is under the purview and prerogative of the charter itself but shall operate within the mission and goals of the organization. In case of any conflict, the Bylaws of the organization shall supersede. The charter shall update its activities to the Executive Board in a frequency, not less than twice in a year.

### **5.5. Committee Officers' Duties and Responsibilities**

**5.5.1. Duties and Election.** The duties of a committee chair shall be to oversee the committee activities and lead the committee meetings. The coordinator shall oversee the activities among sub-committees and create an environment for smooth execution of activities and events without overlap and time conflicts.

The chair and co-ordinator of each committee shall be elected from the general election (Clause 4.4.3). However, it is the responsibility of the committee chair to appoint the subcommittee chair, which can be formed any time, as appropriate. It is the purview of each chair, of the committee or sub-committee, to select its team and perform the duties in accordance with the scope of the committee under the organization goals and corresponding articles of the Bylaws. In case of dispute or conflict in the structure and responsibilities, resolution shall be exercised through progressive hierarchy of the organization. The Executive Board shall resolve the conflict at the committee level or under the recommendation by the committee if the conflict is within subcommittees. The Board shall define any ambiguities on committee duties and make final decisions.

At the end of the fiscal year or after the season of an activity, whichever is appropriate for the particular subcommittee, a report shall be prepared that assesses the success and effectiveness of the programs including financial record and submitted to the committee. Each committee shall compile the activities and financial report from all subcommittee under its purview and the final report is submitted to the Executive Board.

**5.5.2. Resignation and Removal.** The conditions and procedures of resignation and removal of the chair and coordinator shall be identical to that of the Executive Board (Clause 4.4.4). For all subcommittee members or other members of the committee, except chair and coordinator, it shall be the purview of the committee chair and coordinator to fill in or modify the structure of the subcommittee.

## **Article 6: Conduct of Business and Records**

**6.1. Annual General Meeting (AGM).** An annual general meeting (AGM), inclusive of all members and committee and subcommittee, shall take place in a suitable summer month at a location designated by the Executive Board. Major objective of the first AGM is to formally establish the governance structure and to lay the foundation for the official start of the organization. The subsequent AGM will continue to achieve its objectives. The detailed objectives include:

*i) Adoption of Bylaws:* The convention shall adopt or ratify and approve the Bylaws and formalizes the rules and procedures that govern the organization's structure and operation.

*ii) Finalizing mission and objectives:* The convention provides an opportunity for members to collectively define and articulate the organization's mission and specific objectives.

*iii) Directive for the Executive Board and Committees:* It shall formulate Election Commission and finalize the dates for election for Executive Board, the chair and coordinator of each working committee and thereby establish the organization's governing structure.

*iv) Approval of policies and procedures:* It shall approve policies and procedures related to the organization's activities, decision-making processes, budgets and allocations, and ethical standards.

*v) Membership criteria and dues:* Criteria for a specific class of membership and the establishment of membership dues and due date may be discussed and approved during the convention.

*vi) Legal considerations:* Legal matters including the formal registration of the organization and approval thereof from the state and federal non-profit codes, and compliance with applicable laws shall be addressed and finalized.

A quorum for AGM meeting shall require a minimum of 20% of all active voting members present. The AGM shall be a celebratory event but also includes the presentation of annual progress reports from each committee and summary from the executive committee on progress and future plans. At an AGM meeting, a simple majority of the voting members present shall be sufficient to approve a clause (i-vi). In extraneous circumstances, beyond the control of the organization to organize an AGM, a general convention (GC) may be held to extend the status quo of the organization. Such a general convention may adopt a continuing resolution until the AGM is set and the election is held.

**6.2. Provisional measures.** Upon its adoption at the first AGM, through a two-third of members vote present in the meeting, this by-laws document shall officially be enacted to come into full effect. If the AGM occurs before the first election, this provision shall allow creating an Interim Executive Committee (IEC) which shall be responsible for establishing the procedures to conduct the AGM. The IEC shall provisionally adopt the Bylaws through a two-thirds majority vote of the attending members. Within fifteen days of this adoption, the IEC meeting will elect an interim/founding executive committee. The committee will be tasked with organizing the

inaugural AGM, conducting the membership drive, and executing the organization's activities outlined in this document. The committee will comprise a president, and if deemed necessary, a secretary, and a treasurer and a reasonable number of members. Additionally, the Interim/Founding Executive Committee holds the authority to establish special-interest and function-oriented small committees (e.g., picnic committee, election committee, membership committee) if the need arises.

**6.3. Term, Fiscal Year, and Transfer of Governing Power.** The newly elected members of the Executive Board, from election held on the second Saturday of December of the preceding year, shall enter upon the performance of their duties on the second Sunday of January. The transfer of power from existing to new successor may be held in-person or remotely, as deemed appropriate. Under extraneous circumstances that general election cannot occur on time, the existing committee shall continue in office until their successors shall be duly elected. Such an extended Executive Board shall not make any major decision but operate in the status quo.

**6.4. Budget and Allocation.** The Executive Board approves, by the simple majority, the working budget for each committee for the fiscal year after each committee provides a tentative budget for their operation. It is the responsibility of the Executive Board to ensure that the budget reflects the resource needed for the committee to successfully complete the task. It is imperative that each committee seeks for a self-sustaining approach to minimize the financial burden to the organization. The Board shall allocate resources in a way that maximizes impact and advances the organization's core goals.

Under no circumstances, the organization shall take a loan to run its normal functioning except for major infrastructure projects such as land acquisition or building community centers. If there is a budget deficit in any terms, it shall be carried over. The Executive Board or other committee members shall not be liable personally. Utilization of excess funds including investments are decided by the Executive Board.

**6.5. Committee Meetings.** The Executive Board's regular meeting shall be held four times per fiscal year at a time and place determined by the organization President and announced by the Secretary. For all working committees, the meetings are need-based and there are no minimum requirements. Besides the regular meeting, any other Board member may call for a special meeting of the Board, given there is reasonable need and at least one third of the active members of the Board agree with the need to call for the meeting. Voting members have rights to submit a signed petition, from at least 50 members, to the President, for specific agenda to be considered for discussion in the Executive Meeting. A five working days advance notice shall be provided about the meeting to the member of the Board. The notice shall be served upon each Board member via postal mail or e-mail and shall also be posted in the organization's webpage. The person authorized to call such a special meeting of the Board may also establish the place for the meeting to be conducted so long as it is a reasonable place to hold such a special meeting of the Board. The person also coordinates with the Board Secretary for the agenda and minute related requirements.

All meetings shall be conducted according to established parliamentary procedures. If at any meeting, the members present are an even number and a vote results in a tie, then the President of the Board or the chair of the committee shall call for the second vote, after sufficient re-deliberation of the agenda, at least once before making the final decision.

**6.6. Minutes.** The Secretary of the Board shall be responsible for the recording of all minutes of each meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, if the secretary is unavailable, the President of the Board shall appoint an individual to act as a secretary for the meeting. The secretary, joint-secretary, or the individual appointed to act as a secretary shall prepare the minutes of the meeting and record the minutes in log books. A copy of the minutes shall be delivered to each board member via email within five business days after the close of each board meeting. The board shall take due diligence on the disclosure of specific information in furtherance of the organization's goals and related personal information before finalizing the minutes.

The minutes of the board meeting shall be posted on the organization's website within two weeks. Should there be any personal or other non-disclosable information in the minute, such information should be redacted before posting on a publicly accessible organization website.

**6.7. Quorum.** A quorum is a plural majority and shall be needed for all organizational (executive, committee, and subcommittee) transaction meetings. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time until the quorum shall be present. However, a member shall be considered present at any meeting of the Board (or other working committee) if during the meeting s/he is present via telephone or web conferencing while the other members are physically present and participate in the meeting. Each Executive and committee shall have discretion on choosing all web conferencing or in-person only format of meetings as long as the particular mode of meeting is best served to the objectives of the committee and tasks for the specific meeting called for.

**6.8. Voting and Proxy Voting.** Each Board member and working committee members shall be eligible for a single vote as a general voting member of the organization. Each Executive Board member shall be eligible to appoint one voting representative to cast a proxy vote if the member is unable to attend the meeting under the clause explained in the Section 6.5. There is no veto structure in the organization.

**6.9. Attendance of the Board or Committee Member.** All members shall be present in the meeting in the committee they serve. Suboptimal standard conduct including missing three consecutive Board meetings or one AGM meeting without prior informing the secretary of reasonable reasons, at least two days before the meeting date, shall be considered sufficient ground for the member to disqualify for the position served.

For all other committees and subcommittees, three consecutive absences without providing advance notice to the chair or co-ordinator with reasonable explanation constitute sufficient grounds to remove the member from the (sub)committee. Any Executive or committee member removed from the responsibilities will require a minimum of three terms before possibly consideration or nomination for serving any capacity to the committee.

## **Article 7: Standard of Care**

### **7.1. Records and Reports**

*i) Maintenance of articles and bylaws.* The organization shall keep the original and a copy of its article of incorporation and Bylaws, as amended to date, at its principal office, which shall be available for inspection, physically or via email, by the member of the organization or responsible party of the state government. The organization may opt for all records to be kept in a password-protected server.

*ii) Maintenance of federal tax exemption applications and annual information returns.* The organization shall keep a copy of its federal tax exemption application and its annual tax returns for three years from their date of filing. These documents shall be open to public inspection and shall provide copy to the extent required by the state and federal law.

*iii) Maintenance and inspection of other organization records.* The organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the board and other committee meetings. Upon leaving the office or at the end of the term, each committee member shall turn over to his or her successor or the president the belongings of the organization under his/her custody which may include books, records, minutes, documents, contracts or other property of the organization.

*iv) Preparation of annual financial statements.* The organization's treasurer shall prepare an annual financial statement using generally accepted accounting principles. Such a statement may be audited by an independent certified public accountant in conformity with the generally accepted accounting standards and following the state law. The organization shall make this financial statement available to the State of Delaware Attorney General and its assigned inspection team no later than 60 days after the close of the financial year.

*v) Executive Board's Annual Report.* The executive board shall prepare an annual report and is sent to all committees within 30 days after the end of the fiscal year. The report shall contain, at the minimum, of following information: i) major activities and achievements of the organization, ii) performance and output of each committee in terms of their stated responsibilities, iii) expenses and disbursement made during the fiscal year, and iv) assets and liability including trust funds of the organization, and

**7.2. Conflict of interest and policy to resolve conflicts.** The purpose of the conflict of interest policy is to protect the organization's interest and protect its tax-exempt status when it is contemplating entering into the transaction or decisions that might benefit the personal or private interest of one (or more) of its executive or committee members. All activities that do not confer with or benefit to the mission and goals of the organization or otherwise only benefit a particular fraction or group within the organization at the expense of others are considered to be personal interest. The conflict of interest expands to the third parties or organizations, Nepal centric or otherwise, that are disparate and detrimental to the mission and goals of the organization.

It is the moral obligation of the committee members to disclose the occurrence of such conflict of interest. If needed, the conflict may be attested through vote and approved by the majority of Board members. After the vote, the person with the conflict of interest shall leave the board or committee meeting while remaining members shall decide on the subject matter of conflict of interest and other agenda of the meeting. This policy is intended to supplement but not replace any applicable State of Delaware and related federal laws governing conflict of interest applicable to nonprofit organizations.

**7.3. Indemnification of executive members:** To the full extent authorized under the laws of the State of Delaware, the organization shall indemnify any executive or committee members, or former member, or any person who may have served at the organization's request or officer of another entity (collectively referred to in this Section individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member or other executive role, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The exception is criminal violation of the committee members. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Executive Board, or otherwise.

## **Article 8: Amendments, Revision, and Dissolution**

A periodic review, at least once in every four years, shall be performed to ensure that the organization is operating effectively, ethically, and in accordance with its mission and legal obligations in a manner consistent with the non-profit act of the State of Delaware. This review shall evaluate articles and clauses of bylaws in terms of required amendment and revision.

**8.1. Amendment and revision.** Articles and clauses in the Bylaws may be amended to be more reflective of the changing needs and for better serving the community. Written notice setting forth the proposed amendment or summary of the changes to be made thereby shall be given to each member consistent with time and the manner provided for the special or regular meeting. Proposing revisions of the Bylaws shall require the affirmative vote of an absolute majority of the Executive Board then in office before bringing it to the organization members. For amending or revising election and rights and responsibilities of the Executive Board and other major articles, sections, and clauses of the Bylaws, a two-third ( $\frac{2}{3}$ ) majority of voting members present in the GC or AGM shall be required. All minor changes and clarifications adopted by the Executive Board in the interim shall be brought to the GC or AGM for a vote and should be approved by the majority of votes before making permanent change in the Bylaws.

**8.2. Dissolution Causes.** The reasons for the dissolution of the organization shall be based on the following conditions:

*i) Mission irrelevance.* The mission of the organization is no longer relevant due to changing circumstances and the needs of the society it serves.

*ii) Ineffectiveness or inefficiency.* The periodic reviews of the activities show extreme inconsistency with the Bylaws of the organization.

*i) Legal or regulatory issues.* The organization suffers serious legal or regulatory challenges and cannot resolve its liabilities through ordinary means.

*iii) Loss of public support.* The organization undergoes a significant and sustained loss of public support or trust that significantly challenges achieving the mission of the organization or to continue its operations effectively.

*iv) Financial insolvency:* The organization is unable to meet its financial obligations and sustain its operations.

**8.2. Dissolution Process.** The dissolution process shall follow the procedure of the special meeting or AGM that includes all members. A two-third majority of the active, voting members present in the organization wide-meeting is needed to dissolve the organization. Upon dissolution, BOD shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of all assets that are strictly belonging to organization and operated exclusively for the charitable, education, sports, and community services for its members as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the organization is then located. The proceeds from such sales shall be donated to the best interest of the county in which the organization served.

Appendix 1: Organization shield