

BY-LAWS
OF
NEPAL EDUCATION AND CULTURAL CENTER

Adopted by the Executive Committee of the
Association of Nepalis in the Americas

ARTICLE I
Name and Purpose

- A. The Nepal Education and Cultural Center ("NECC") is a not for profit corporation located at 9114 Margo Road, Lanham, Maryland, 20706
- B. The NECC is formed to promote and preserve the historical, artistic, educational, cultural, linguistic and religious heritage of Nepal and to do any and all things necessary, appropriate, convenient, or incidental to that purpose.

ARTICLE II
Board of Directors

- A. The main governing body shall be called the Board of Directors. The Board of Directors shall consist of the following numbers and classes of Directors:
 - 1). **FOUNDING MEMBERS:** There shall be two (2) Voting Directors selected from among all of the Founding Members to serve for a term of two (2) years. "Founding Members" are defined as the individuals who gathered in Corning, New York, during July 2- July 4, 1983 as listed on Exhibit A hereto. Recognition of these individuals is permanent and the number of Directors hereunder shall not be reduced by any action other than the fact that the natural life of all of the Founding Members will some day come to an end after which date there will be no Director(s) from this class;

2). **PRESIDENTS OF ANA:** The current duly elected president of ANA, and the immediate past president of ANA, shall both serve as ex-office Directors. All other past presidents of ANA who are not otherwise elected to a voting position are eligible to serve as non-voting Directors. Recognition of this class of Directors is permanent and shall not be altered by any action. Until the article of incorporation of NECC is legally complete, the current President of ANA shall be the CHAIRPERSON of the Board of Directors. The immediate past-president will serve as the Acting Chairperson on occasion when the current chair authorizes the immediate past president to so act or if the current chairperson is incapacitated or unable temporarily, for any reason to perform his/her duties. After NECC becomes an autonomous body, Chairperson shall be elected for a term of two (2) years by majority vote by all voting Directors.

3). **LIFE MEMBERS of ANA:** There shall be two (2) Directors selected from among all of the Life Members of ANA to serve for a term of two (2) years. "Life Members of ANA" is defined as all individuals who have paid in full for a Life Membership according to the membership records of ANA as of September 1 of each year prior to a term of the Board of Directors as certified to the Chairperson by the person in charge of the membership records of ANA.

4). **PATRONS:** There shall be two (2) Directors selected from among all of the Patrons of NECC to serve for a term of two (2) years. "Patrons of NECC" is defined as all individuals who make a Substantial Financial Contribution (US \$10,000 or more in one lump sum) directly to NECC. All Patrons of NECC who are not otherwise elected to a voting position are eligible to serve as non-voting Directors. In any term that there are only one or two Patrons of NECC, the sole patron or both Patrons, as the case may be, shall serve as voting Directors. In the case that there are no Patrons of NECC, no individual shall serve in this class of Director.

5). **ORGANIZATIONAL MEMBERS:** Any organization that makes a substantial financial contribution (US \$30,000 or more in one lump sum) directly to NECC shall be considered an Organizational Member of NECC. Each Organizational Member may appoint one representative for each US \$30,000 donated (but not to exceed more than three representatives) to serve as Director(s) for a term of two (2) years.

6) **AT LARGE APPOINTEES:** The Board of Directors shall appoint two (2) at-large Directors: one from the universe of individuals and the second one from the universe of sisterly organizations, who are interested in Nepal and NECC, whose experience and/or talents would benefit NECC and further its goals to serve for a term of two (2) years. An at-large appointee shall be elected by majority vote by all voting Directors comprising of class 1 through 5 above, at the first meeting of the Board of Directors each term.

7). **APPOINTEES FROM THE GREATER WASHINGTON D.C. AREA:** The Board of Directors shall appoint two (2) individuals from the universe of individuals in the Greater Washington D.C. Area ("GWDCA") to serve for a term of two (2) years. Greater Washington D.C. Area shall be defined as all individuals who reside within a 200 mile radius of the NECC headquarters located at 9114 Margo Rd., Lanham, MD, 20706. A GWDCA appointee shall be elected by majority vote by all voting Directors comprising of class 1 through 5 above, at the first meeting of the Board of Directors each term.

B. SELECTION BY RANDOM LOTTERY DRAW FOR CERTAIN CLASSES

The selection of voting Directors for Founding Member class, Life Members of ANA class and Patrons class will be made in a prescribed manner with a procedure akin to a random lottery draw. All individuals eligible within the above-named class to be selected shall complete and submit a prescribed form titled, Notice of Intention to Serve and Pledge and shown as Exhibit "B" which will then make the individual(s) eligible to be in the pool of its class for the random draw. The chairperson of NECC or his/her nominee, will oversee, with the assistance of the Management Committee, the actual Draw which will take place publicly at the NECC Headquarters on the Sunday closest to Nepali National Festival Day, Dasain, during the year immediately preceding the beginning of a new term. The name(s) of the winner(s) will be announced immediately thereafter. In the event, a winner resigns or is unable to serve, the chairperson shall appoint an individual to serve as such Director until the next regular scheduled selection of the Board.

- C. Any Director may resign from the Board after giving a written notice to the Chairperson.
- D. If a member of the Board of Directors fails to attend three consecutive Board meetings without prior notification of valid reasons to the Chairperson of the Board, the Board may declare that position vacant.
- E. The Chairperson of the Board shall fill any vacancy occurring in the Board of Directors. The Director nominated to fill such a vacancy shall only fill a term until the next regular scheduled election to the Board.
- F. The Chairperson shall be the principal executive officer of the NECC, shall preside at the meetings of the Board of Directors, subject to the supervision and direction of the Board

of Directors, and shall have general responsibility for the policies and affairs of the NECC. In the absence of the Chairperson, the immediate past president of ANA will conduct these meetings.

- G. The Board of Directors shall elect a Treasurer and Secretary from the voting members of the Board of Directors at the first meeting of each term to serve for the ensuing two (2) year term. In case the Treasurer and/or Secretary resigns or is removed from office, the Board of Directors shall elect a replacement from the voting members of the Board of Directors.
- H. The Board of Directors, in addition to having overall responsibility for the management of NECC, shall have the following specific functions:
- 1). Select a Management Committee per Article III to carry out the policies of the Board and to manage the NECC facility on a day-to-day basis.
 - 2). Appoint an Audit Committee to audit the accounts periodically. The Audit Committee shall consist of individuals experienced in finance and accounting procedures. No member of the Board of Directors shall be a member of the Audit committee.
 - 3). Require the NECC to engage competent legal counsel and CPA as needed.
- I. The Board of Directors shall meet at least three times a year. The quorum to conduct business is a simple majority of the Board of Directors. The vote of the majority of the Directors present shall be necessary for any action to be taken by the Board of Directors at any meeting unless a higher number of votes is specifically required under another Section herein. Special meetings of the Board of Directors may be called by the Chairperson or upon petition signed by five members of the Board of Directors. Such petition shall state the purpose for which a special meeting is to be called. At least two weeks advance notice must be given for such meeting. In the event a Board member is unable to attend a meeting, such member may exercise his/her vote by written proxy given to any Director.

ARTICLE III
Management Committee

A. The Management Committee shall be the main organ to organize all activities of the NECC. The Management Committee shall function for the benefit of the Nepali Community and friends of Nepal. The Management Committee will consult with the Board of Directors for any directions it considers necessary and or if the Board of Directors so require. A Management Committee shall consist of seven (7) individuals appointed by the Board of Directors by simple majority of those present at the first meeting each term. The majority members of the Management Committee must be individuals from the GWDCA. The Management Committee shall be responsible for day-to-day management and regular upkeep of NECC facilities and shall consist of a Manager, Assistant Manager, Secretary-Treasurer and four other members. In addition to the seven (7) members of the Management Committee, the Chairperson and the GWDCA Appointees shall serve as ex-officio members of the Management Committee. Any member of the Management Committee may be removed by a 75% majority vote of the Board of Directors. The Management Committee, in addition to having overall responsibility for the day-to-day running of the Temple and NECC facilities, shall perform the following functions, including, but not limited to:

- 1). Prepare an annual budget to run NECC and present the same for discussion and approval of the Board of Directors;
- 2). Keep accurate financial records, including records of all donations to NECC;
- 3). Follow the direction of the Board of Directors;
- 4). Conduct its affairs in the manner consistent with the general policies of NECC.
- 5). Recommend actions to the Board of Directors on matters of management and administrative nature;
- 6). Keep the Board of Directors informed of all decisions of the Management Committee;

- 7). Meet at least once a month or as often as needed to conduct its business. The quorum for such meetings is a simple majority of the Management Committee. The Secretary Treasurer shall maintain minutes of all meetings of the Management Committee and shall deliver a copy to the Chairperson and the Secretary of the Board of Directors.

ARTICLE IV Indemnification

- A. The NECC shall indemnify any and all of its , Directors or officers, or former Directors or officers, or any person who may have served at its request against the expenses (including attorneys fees) actually or necessarily incurred by them in the connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been a Director or officer of the NECC, except in relation to matters as to which any such Director or officer, or former Director or officer shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of his or her duty, and to such matters as shall be settled by agreement predicted on the existence of such liability.

ARTICLE V Amendments To The By-Laws

- B. The Board of Directors can amend, except for the Founding Members class and Presidents of ANA class as specified in Article II, Sections 1 and 2, the Bylaws by 75% majority of the Board of Directors provided that all proposed amendments have been submitted to the Secretary of NECC in writing no less than forty-five (45) days prior to the meeting at which such amendment(s) are to be voted upon. The Secretary shall distribute to all Directors, voting and non-voting, a copy of the proposed amendment(s) within fifteen (15) days of receipt of such proposed amendment(s).

ARTICLE VI Governance

- A. The governance of the affairs of NECC shall reside with the NECC Board of Directors and shall be conducted in such a manner to ensure that NECC qualifies as a corporation under Section 501 (c)(3) of the Internal Revenue Code and that NECC is an Equal Opportunity Employer.

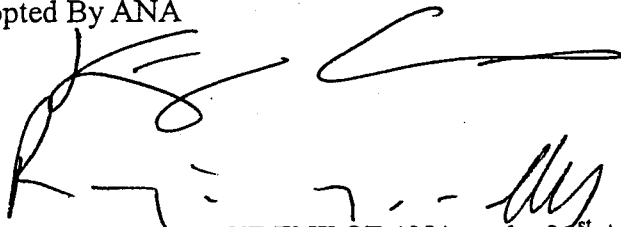
**ARTICLE VII
Dissolution**

- A. Upon dissolution of NECC, the remaining property and assets of NECC shall be distributed to such one or more organizations described in sections 170(c), 2055(a) and 2522(a) of the Internal Revenue Code, and in such shares and amounts as the Board of Directors shall select.


Final Draft As Adopted By ANA

CERTIFIED BY:

Kunjar Sharma
Shailendra Shukla
Raja Upadhyay



AND ACKNOWLEDGED BY PRESIDENT OF ANA at the 21st ANA Convention, July, 2003


Krishna Nirola
President