

Shree Pashupatinath Foundation, USA

BYLAWS

(Amended on October 18, 2020)

ARTICLE 1: NAME OF THE CORPORATION, LOGO, AND OFFICES

SECTION 1.1. NAME OF THE CORPORATION

The official name of the corporation will be Shree Pashupatinath Foundation, USA (Foundation).

SECTION 1.2. ORGANIZATION LOGO

Shree Pashupatinath Foundation, USA shall have a seal (logo) of Mount Everest with both Pashupatinath and Swayambhu Stupa captured in the view, encircled by pigeons and the national flower of Nepal (Lali Gurans), with two hands meeting for a handshake and the title “Shree Pashupatinath Foundation USA” labeled at the bottom are attached here:



SECTION 1.3. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is 10843 Kenney Street, Norwalk, CA 90650 Los Angeles County, USA.

SECTION 1.4. CHANGE OF ADDRESS

The county of the corporation’s principal office can be changed only by amendment of these Bylaws. The Board of Trustees may, however, change the principal office from one location to another within the named county by noting the new address and effective date. Such a change of address shall not be deemed an amendment of these Bylaws.

SECTION 1.5. OTHER OFFICES

The corporation may also have offices at such other places, within or outside the State of California, where it is qualified to do business, as its business may require and as the Board of Trustees may from time to time, designate.

SECTION 1.6. THE TEMPLE

The name of the temple located at 10843 Kenney Street, Norwalk, CA 90650 will be Shree Pashupatinath and Buddha Mandir.

ARTICLE 2: PURPOSES

SECTION 2.1. PURPOSE

The primary purpose of this corporation shall be: The mission of the Shree Pashupatinath Foundation is to preserve and promote Nepali culture, heritage, arts, and language in the United States of America and the world. In doing so, the Foundation aims to promote the unique identity of Nepal as the land of Pashupatinath and the birthplace of the Gautam Buddha. The Foundation aspires to unite Nepalis of all religious persuasions in the U.S., especially in the Southern California region, by fostering cultural and social harmonies. Toward this goal, the Foundation will build a cultural center to bring Nepalis and non-Nepalis under one roof to engage them in art, culture, education, and religion which will culminate a deeper understanding of diversities in communities and nations. It is also the goal of the Foundation to build a Buddha stupa alongside the Pashupatinath temple to preserve the artistic and cultural heritage, which is reflected in Nepal's respect and tolerance for each other.

SECTION 2.2. NONPROFIT LIMITATIONS

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the corporation shall not carry on activities not permitted: 1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or 2) by a corporate contribution to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

The activities of this corporation shall not carry propaganda, attempt to influence legislation, and participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever be used to the benefit of any director, officer, members, BOT or Patron thereof or to the benefit of any private person. Upon dissolution, the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE 3: MEMBERS

SECTION 3.1. MEMBERS

The Foundation is open to participation and engagement for all Nepali diaspora, Non-Resident Nepali and their children, and other interested Nepali individuals of all faith and backgrounds. Any action which would otherwise require general acceptance by a majority of community members shall require only the approval of the Board of Trustees, BOT who will function as the representatives of the community. All members--general members, life members, and the Board of Trustees--must be of Nepali origin, Nepali diaspora, or Non-Resident Nepalis. Membership will be awarded based on the following donation criteria:

Temple Citizen Member – One Penny and above in total accumulated amount per individual.

General Member— (\$ Five Hundred One) \$501.00 and above in a total accumulated amount per individual

Life Member— (\$ Two Thousand Five hundred One) \$2501.00 and above in total accumulated amount per individual

Board of Trustee - (\$ Seven Thousand Seven Hundred Seventy Seven and seventy seven cents) \$7777.77 and above in total accumulated amount per individual

Patron — (\$ Fifty Thousand and one) \$50,001.00 and above in total accumulated amount per individual

Gold Patron — (\$ One Hundred Thousand and one) \$100,001.00 and above in total accumulated amount per individual

Diamond Patron — (\$ One Hundred Fifty Thousand and one) \$150,001.00 and above in total accumulated amount per individual

Platinum Patron — (\$ Two Hundred Thousand and one) \$200,001.00 and above in total accumulated amount per individual

In addition to the above membership categories, there will be a Board of Advisors whose function is to advise the Board of Trustees and Management Board.

In addition, the Management Board shall have the right to appoint one from active community member from citizen member or general member (any legal age) and four youth members to the Board to ensure the active participation of the younger generation Nepali community. Such youth members should be between 18 and 34 years of age. The Management Board retains the right to waive the donation threshold for the member and youth members thus nominated. They have voting rights on Management Board only.

Women participants are encouraged to join the foundation by the Management Board and The Board of Trustees. Any persons that is selected/ elected for Managing Board of Director position can't hold any major positions in another public organization. All persons who want to apply for any position within the foundation must be over 18 years of age.

ARTICLE 4: VOTING RIGHTS

SECTION 4.1: VOTING

To be eligible for voting in all matters relating to the functioning and programs of the Foundation, one must be either a life-member, member of the Board of Trustees, a Patron or a Diamond Patron.

4.2. VOTING MEMBERS

Life Members, Board of Trustees, Patrons and Diamond Patrons are the only voting members of the Foundation.

a. Life Member: Membership granted to individuals donating a total amount of \$2501. This membership category shall have all the special privileges (voting rights, participate in any activities organized by Foundation, participate in All activities, inclusions in the mailing list, qualify for membership on a committee, and any other general privileges that are determined by the BOT). Any individual shall be categorized as Life Member once the total donation amount of \$2501 is received in his/her name. Life Members also shall have the rights to run for any Selected/Elected positions of the Shree Pashupatinath Foundation, USA.

b. Board of Trustees: The Board of Trustees (BOT) position is automatically granted to anybody donating \$7777.77 (\$ Seven Thousand Seven Hundred Seventy Seven and seventy seven cents) or more. This is a life-long position.

c. Patron: The Patron position is automatically granted to anybody donating \$50,001 (\$ Fifty Thousand and one) or more. Patrons shall be a part of the BOT and will be the respected position within the organization.

d. Gold Patron — (\$ One Hundred Thousand and one) \$100,001.00 and above in total accumulated amount per individual

e. Diamond Patron — (\$ One Hundred Fifty Thousand and one) \$150,001.00 and above in total accumulated amount per individual

f. Platinum Patron — (\$ Two Hundred Thousand and one) \$200,001.00 and above in total accumulated amount per individual

All Patrons shall be a part of the BOT and will be the most respected position within the organization. Patrons shall have the right to call for BOT meetings or general assemblies. Special privileges like personal parking space, wall-mounted picture frame in the Foundation office are provided for this position.

Special Note: Anyone acquiring membership of any kind stated above (Life Member, BOT, Patron, Gold Patron, Diamond Patron and Platinum Patron) based on donation as a couple (spouses) will have single voting right unless they each reach a specific membership category based on individual donation. In the event of a divorce, the couple must decide who retains the voting right and notify the Foundation in writing in absence of which the Foundation will consider the jointly-made donation as 50% for each member.

To run any management board position candidate must be a Life Member.

Donations made by a married couple will only count towards one individual UNLESS each individual in the couple has made the proper donation amount, double the membership category. This applies for all categories of membership. For example, for BOT, a couple must donate at least \$15,555.54 to count as two individual BOT members. Any joint couple donations that have not fulfilled two individual membership brackets will only count as one membership, and one vote that can be decided between the couple.

4.3. NON-VOTING MEMBERS

(a) Temple Citizen Member –Nonvoting: This membership category shall have the privilege to participate in all general activities organized by the Foundation and inclusion in the mailing list. They do not qualify for membership on a committee to be formed by the Management Board and any other general privileges that are determined by the Committee. However, such individuals shall have no rights to run for any positions of the Shree Pashupatinath Foundation, USA.

(b) General Member- Nonvoting: This membership category shall have the privilege to participate in all activities organized by the Foundation and inclusion in the mailing list. They can also qualify for membership on a committee to be formed by the Management Board and any other general privileges that are determined by the Committee. However, such individuals shall have no rights to run for any Selected/Elected positions of the Shree Pashupatinath Foundation, USA.

Children under the age of 18 may not vote for youth positions. All community members are welcome to attend all Management Board meetings.

ARTICLE 5: BOARD OF TRUSTEES (BOT)

SECTION 5.1. COMPOSITION OF THE BOARD OF TRUSTEES

The Board of Trustees (BOT) position is automatically granted to anybody donating \$7777.77 (\$ Seven Thousand Seven Hundred Seventy Seven and seventy seven cents) or more. This is a life-long position. The BOT shall consist of a Chairperson, a General Secretary, a Treasurer, and Members. The position of Chairperson shall rotate on every two yearly basis among the Board of Trustee members based on Amount of Donation accordingly. Any BOT member can present a plan and propose to be selected as Chairperson through voting process among the BOT members. All Patrons shall also be considered as a part of the BOT. The BOT

positions are formed for registration purposes only. The BOT have no rights to function as the Management Board. The BOT is designed to overlook, and check and balance the activities.

Chairperson: The Chairperson shall hold the meeting on Annual General Meeting and BOT meeting only.

General Secretary: The General Secretary shall keep the minutes of the meetings and AGM of the Board of Trustees and distribute minutes to the BOT.

Treasurer: Work as a coordinator for Audit and Supervision Committee.

Any BOT member can run any Management Board position with a majority of vote, in such a situation those BOT members will lose voting rights on BOT (only can count towards one vote). Any BOT member that misuses funds or engages in proven misconduct may be declared into an inactive BOT membership with no voting rights if two-thirds majority of the BOT decide this.

The BOT positions as Chairperson, General Secretary and Treasurer are for two year period. These positions shall rotate on every two year basis among the Board of Trustee members. The BOT positions are formed for registration purposes only

SECTION 5.2. POWERS HELD BY THE BOARD OF TRUSTEES

(a) BOT will serve as Selection and Election Committee for constituting the Management Board and BOT will facilitate all selection or elections as needed.

(b) All powers are vested in the members of the BOT, who will also review activities and conduct oversight of the Management Board.

(c) The BOT officers shall register their addresses, phone numbers, and email addresses with the Secretary of the State.

SECTION 5.3. DUTIES OF THE BOARD OF TRUSTEES

(a) The BOT shall be responsible for developing policies of the Foundation. All policies shall be approved by a majority vote of the Board of Trustees.

(b) The Board shall be responsible for developing long term plans of the Foundation. The plans shall be circulated to the Management Board for review.

SECTION 5.4. TERMS OF BOARD OF TRUSTEE (BOT)

Each Board of Trustees shall be able to hold office from the time of his or her appointment throughout his/her lifetime.

SECTION 5.5. COMPENSATION OF BOT

The BOT shall receive no compensation. They may receive reimbursement for the actual direct expenses they have incurred on behalf of the corporation. The BOT may not be paid for rendering their services to the corporation in any capacity.

SECTION 5.6. REGULAR AND ANNUAL MEETINGS BY BOT

(a) Regular meetings of the Board of Trustee shall be held at the principal office of the corporation or at any other place mutually agreed. The BOT should meet at least twice a year.

(b) An annual meeting of the entire Community (Citizen Member, General Member and Life Member), Managing Board of Directors, BOT, and Advisors should be held on the last Sunday of Maha Shivaratri Week at the principal office of the corporation.

(c) Alternate ways to hold meetings (conference calls, zoom, web seminar, etc.) will be implemented when necessary.

SECTION 5.7. SPECIAL MEETINGS BY BOT

Special meetings of the BOT may be called by the Chairperson or any BOT member and such meetings shall be held at the place, within or outside the State of California, designated by the person or persons calling the meeting, and in the absence of such a designation, at the principal office of the corporation.

SECTION 5.8. NON-LIABILITY OF THE BOARD OF TRUSTEES

The Board of Trustees shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE 6. BOARD OF ADVISORS

SECTION 6.1 BOARD OF ADVISORS

(a) The BOT shall select a Board of Advisors whose purpose is to advise the Management Board and BOT of the organization on how to best fulfill their purpose and program goals. The Advisors will be selected from the Nepali diaspora community who are deemed capable of advising and guiding the organization for long-term sustainability. Advisors should be from among distinguished scholars and recognized community leaders with many years of service. The Board of Advisors shall be appointed by the Board of Trustees. There are 7 positions on The Board of Advisors, with a 2 year term.

(b) Upon retirement from the post of the president of the Management Board, the outgoing president shall be automatically given a seat on the Board of Advisors. The members of the Board of Advisors shall have no voting rights as advisors.

ARTICLE 7: MANAGING BOARD OF DIRECTORS (MBD)

SECTION 7.1. COMPOSITION OF THE MANAGING BOARD OF DIRECTORS

The corporation shall consist of twenty-one Managing Board of Directors, and collectively they shall be known as the Management Board.

The Managing Board of Directors will be elected or selected from as many locations of southern California as possible to allow wider representation and a democratic distribution. Such areas may include SF Valley, Palmdale, Inland Empire, San Diego, Ventura, Orange, and the greater LA area.

SECTION 7.2. MANAGEMENT BOARD OFFICE BEARERS

Once the new Management Board is in place, the Selection and Election Committee in consultation with the new Board as outlined in these Bylaws shall select or elect up to 16 Managing Board of Directors as the Management Board. The Board shall hold the following offices:

1. President--Work as a Chief Executive Officer
2. 1st Vice President -- Research, Development, Planning
3. 2nd Vice President-- Public Relation and Outreach
4. 3rd Vice President -- Buddha Temple Division and Event Management
5. 4th Vice President – Pashupati Temple Division and Logistics
6. 5th Vice President – Education, Culture, Sat sang, and Activities
7. Secretary-- Work as Chief Operating Officer
8. Joint Secretary-- Work as Office Secretary
9. Treasurer--Work as a Chief Financial Officer
10. Joint Treasurer --Work as a Record Keeper Director

11. Directors (11)

The Management Board shall carry out all activities for the management of the business and affairs of the corporation.

The Management Board shall meet at least once every month and keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 7.3 POWERS OF MANAGEMENT BOARD (BOARD)

Their duties include:

- (a) To oversee daily activities of the temple and foundation,
- (b) To collect and receive donations and deposit funds on a daily basis.
- (c) To oversee repairs of the temple property.
- (d) Manage and conduct as many religious and cultural activities as possible.
- (e) Call a Public Hearing meeting twice a year as needed.
- (f) Appoint temple priest(s) and staff as needed with approval with BOT.
- (g) To develop future plans for the temple and community center.
- (h) Manage and clean all parts of the temple and surroundings.
- (i) Spend up to \$10,000 (Ten Thousand) for major repairs and other necessary upkeep of the property with a good condition, with the majority approval from the Managing Board of Directors.
- (j) Call for a meeting of the BOT with a three-day written notice in case of emergency situations.
- (k) Call Public General Meeting once a year along with Advisers, BOT, Life member and all community member on day of annual report day.
- (l) All operational power held with the Management Board with approval of BOT.

SECTION 7.4. DUTIES OF MANAGEMENT BOARD (BOARD)

(a) The President shall be the chief executive officer of the Foundation. The President shall preside over the meetings of the Management Board and shall be responsible for carrying out the business of the Foundation. The President shall present a two-year operational plan to the Managing Board of Directors for approval within one month after the election. The plan shall include goals/objectives to be achieved, budgets, and timetables.

The President will be responsible for overseeing the initiatives and activities of the Managing Board of Directors and running the annual and regular meetings of the Managing Board of Directors.

(b) All Vice Presidents will assist the President in his/her duties. The First Vice President will perform the duties of the President in the absence of the President. All Vice Presidents may also assume the responsibility of leading a role in their divisions. Vice Presidents will assume responsibilities for various activities and/or committees as needed, and assist the President in his/her duties. In addition, they will act as liaison officers for the Community Member by keeping them informed of the Foundation activities and providing their feedback to the Foundation Management Board.

(c) The Secretary shall keep the minutes of all meetings of the Board and distribute minutes to the Managing Board of Directors. An alternative to the distribution of minutes, the Secretary can post the minutes on the Foundation web page, and inform all BOT of its posting on the web. The Secretary shall present a report on the activities of the Foundation to the Board of Trustee at a meeting of the BOT. The Secretary shall assume

the responsibility of the administrative functions of the Foundation and work closely with the Management Boards responsible for the administration of the Foundation.

(d) The Treasurer shall be responsible for all financial functions and financial assets of the Foundation including those of any committee or entity. The Treasurer shall be responsible for managing relationships and accounts with all Financial Institutions. All assets and financial accounts must be held in the full legal name of the Foundation "Shree Pashupatinath Foundation, USA". The Treasurer shall be responsible for maintaining the record of assets and accounts and shall submit a consolidated statement of accounts at a regular meeting of the Management Board. The Treasurer shall facilitate an audit of accounts by independent auditors or by the Audit Committee at least once every two years. The Treasurer shall be responsible for preparing and signing all required financial governmental forms. The Management Board Treasurer shall work closely with the BOT.

It shall be the duty of the Managing Board of Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

(b) Appoint and remove, employee and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all employees of the corporation;

(c) Supervise all officers and employees of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws. Any Managing Board of Directors who fails to attend the regularly scheduled meetings for three (3) consecutive times without proper cause and notification may be subject to dismissal from his or her position. When such instances occur, the Management Board will vote to dismiss such a Managing Board of Director for non-participation and will duly notify the Managing Board of Director of his or her dismissal.

(e) Seek advice and guidance from the Board of Advisors on important and critical matters of the corporation as needed.

SECTION 7.5. SUBORDINATE OFFICERS

The Management Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Management Board.

SECTION 7.6 TERMS OF MANAGEMENT BOARD (BOARD)

Each Managing Board of Director shall hold office from the time of his or her appointment for a term of two years. The Managing Board of Directors may be reappointed for additional terms through the selection and election process as specified in these Bylaws, following the expiry of said term of said Managing Board of Directors.

SECTION 7.7. QUALIFICATION, APPOINTMENT, AND TERM OF OFFICE

Any director of the Management Board may serve as an officer of this corporation. Officers shall be selected or elected from among the community members, at any time, and each officer shall hold office for two years term, but for not more than two consecutive terms in the same position. However, after a break in service of at least two years, the same member of the Board may be reappointed for the officer position held before. The officers shall serve until his or her term of office or he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be selected, whichever occurs first.

The President will not serve more than two consecutive terms, i.e., a total of 4 years. All other positions have no restrictions. The Closing Date for the Management Board is the Maha Shivaratri Festival every other year.

Directors on the Management Board will hold the position for two years. To run any management board position one must be a Life Member.

SECTION 7.8. COMPENSATION OF MANAGEMENT BOARD (BOARD)

The Managing Board of Directors shall receive no compensation. They may receive reimbursement for the actual direct expenses they have incurred on behalf of the corporation.

SECTION 7.9. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, no more than fifty-one percent (51%) of the persons serving on the Managing Board of Directors may be interested persons. For the purposes of this Section, "Interested persons" means either:

- (a) Any person currently being compensated by the corporation for services it rendered within the previous twelve (12) months as an independent business contractor; or
- (b) Any brother, sister, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law or relative of any such person.

SECTION 7.10. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation. Any meeting, regular or special, may be held by telephone conference or video conference or similar electronic communication medium as long as all Managing Board of Directors participating in such a meeting will be a valid meeting.

Regular meetings of the Managing Board of Directors shall be held at the principal office of the corporation or at any other place mutually agreed. The Managing Board of Directors should meet at least once a month.

An annual meeting of the entire Community (Citizen Member, General Member and Life Member), Managing Board of Directors, BOT, and Advisors should be held on the last Sunday of Maha Shivaratri Week at the principal office of the corporation.

SECTION 7.11. REGULAR AND ANNUAL MEETINGS BY MANAGEMENT BOARD

- (a) Regular meetings of the Management Board shall be held at the principal office of the corporation or at any other place mutually agreed. The Management Board should meet at least once every two months.
- (b) An annual meeting of the entire Community (Citizen Member, General Member and Life Member), Managing Board of Directors, BOT, and Advisors should be held on the last Sunday of Maha Shivaratri Week at the principal office of the corporation.
- (c) Alternate ways to hold meetings (conference calls, zoom, web seminar, etc.) will be implemented when necessary.

SECTION 7.12. SPECIAL MEETINGS

Special meetings of the Managing Board of Directors may be called by the President, the Vice President(s), the Secretary, or by the majority of directors, and such meetings shall be held at the place, within or outside the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 7.13. NOTICE OF MEETINGS

Notices about the regular meetings of the Managing Board of Directors should be sent via mail or e-mail two (2) weeks prior to the date of the meeting. Special meetings of the Managing Board of Directors shall be held with at least two (2) days' notice by email, telephone, or fax.

If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. If delivered by fax, the notice shall be deemed to be delivered upon the sender's receipt of a confirmation report printed or displayed

by the sender's fax machine. If delivered by email, the notice shall be deemed to be delivered immediately upon the sender's execution of the delivery. Such notices shall be addressed to each director at his or her mailing address, fax number, or email address as shown on the books of the corporation.

SECTION 7.14. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. If possible any agenda of the meeting should be sent in advance but the purpose of any Managing Board of Directors meeting need not be specified in the notice.

SECTION 7.15. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Managing Board of Directors, however, called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that before the meeting each Managing Board of Directors not present signs a waiver of notice, a consent to holding the meeting, or approval of the minutes thereof. And such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 7.16. QUORUM FOR MEETINGS

A quorum shall consist of at least fifty-one percent (51%) of the Managing Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, no business shall be considered by the Managing Board of Directors at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Managing Board of Directors present at such meetings may adjourn from time to time until the time fixed for the next regular meeting of the Managing Board of Directors.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

The Managing Board of Directors present at a duly called and held a meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of the Managing Board of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 7.17. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Managing Board of Directors present at a meeting duly held at which a quorum is present is the act of the Managing Board of Directors approval of contracts or transactions in which a Managing Board of Director has a material financial interest and indemnification of Managing Board of Directors, require a greater percentage or different voting rules for approval of a matter by the Managing Board of Directors.

SECTION 7.18. CONDUCT OF MEETINGS

Meetings of the Managing Board of Directors shall be presided over by the President of the Management Board or, in his or her absence, by the Vice President of the Management Board or, in the absence of each of these persons, by a President chosen by a majority of the directors present at the meeting.

The Secretary of the Management Board shall act as secretary of all meetings of the Management Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. The Secretary shall take the minutes of the meeting and send it to all members of the Board within two (2) weeks following the meeting date.

SECTION 7.19. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Management Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent and sign in writing to such action. For the purposes of this Section only, "All members of the Management Board" shall not include any "interested Managing Board of Director" Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the managing directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Managing Board of Directors without a meeting and that the Bylaws of this corporation authorize the Managing Board of Directors to so act and such statement shall be prima facie evidence of such authority.

SECTION 7.20. REMOVAL AND RESIGNATION

Any management officer may be removed, with reasonable cause, by the majority vote of the Managing Board of Directors, at any time or by Board of the trustee. Any Managing Board of Directors may resign at any time by giving written notice to the President, Secretary, or the BOT. Such resignation should be approved by the Board of Trustees. Upon acceptance of the resignation, the BOT may declare that position vacant. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the BOT relating to the employment of any officer of the corporation.

SECTION 7.21. VACANCIES

Vacancies on the Managing Board of Directors shall exist 1) on the death, resignation, or removal of any director, 2) when a director is dismissed for non-participation by missing 3 consecutive meetings with no cause or notification.

The BOT may declare vacant the office of a director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Such a Managing Board of Directors may be removed without cause by a majority of the Managing Board of Directors then in office.

Any Managing Board of Director may resign by giving written notice to the President, the Secretary, or the Managing Board of Directors. Such resignation should be approved by the Board of Trustees. Upon acceptance of the resignation, the BOT may declare that position vacant. No Managing Board of Directors may resign if the corporation would then be left without a duly appointed Managing Board of Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Managing Board of Directors may be filled by approval of the BOT or, if the number of Managing Board of Directors then in office is less than a quorum, by 1) the unanimous written consent of the directors then in office, 2) the affirmative vote of a majority of the Managing Board of Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or 3) the sole remaining Managing Board of Director.

A person selected to fill a vacancy as provided by this Section shall hold office until the next annual meeting of the Managing Board of Directors or until his or her death, resignation, or removal from office.

SECTION 7.22. NON-LIABILITY OF MANAGEMENT BOARD

The Managing Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 7.23. INDEMNIFICATION BY CORPORATION OF MANAGEMENT BOARD AND EMPLOYEES

To the extent that a person who is, or was, a director, officer, or employee of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such a person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 7.24. INSURANCE FOR CORPORATE AGENTS

The Managing Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or another agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 8: COMMITTEES

SECTION 8.1. COMMITTEE

The Managing Board of Directors has the power to form committees as needed.

SECTION 8.2. AUDIT & SUPERVISION COMMITTEE

An audit committee is assigned to overlook financial reporting and disclosure of all account activities of the Management Board. The members of the Audit Committee are drawn from members of The BOT, Nepali Community CPA, and Nepali Account Professional people. The Audit Committee will be appointed by BOT. The committee Chairperson will be Treasurer of The BOT.

SECTION 8.3. ELECTION AND SELECTION COMMITTEE

The selection and election committee will automatically consist of any members of the Board of Trustees. This committee will be responsible for initiating a nomination process for the Management Board and electing/selecting a slate of directors to serve in those positions.

The Election and Selection Committee shall follow the following process:

Once the new Management Board is in place, the Election and Selection Committee will meet and work with the new Managing Board of Directors for the Management Board of the corporation as per the policies set

forth in these Bylaws. This includes the election of the new President, Five (5) Vice Presidents, a Secretary, a Joint Secretary, a Treasurer, a Joint Treasurer, and directors. All positions are subject to have election process.

SECTION 8.4. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Management Committee. Such other committees may consist of persons from the community at large who may or may not be members of the Management Board. These additional committees shall act to fulfill the specific purpose, tasks, roles, and responsibilities as designated by the Managing Board of Directors. The corporation may form (I) a Pooja Committee, (II) a Finance Committee, and (III) a Special Events Committee, (iv) Regional Directors Committee (are wise), and others as and when needed. These Committee members have no voting rights.

SECTION 8.5. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Management Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Managing Board of Directors, except that the time for regular meetings of committees may also be fixed by the Management Board. The Management Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the Committee.

ARTICLE 9: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 9.1. EXECUTION OF INSTRUMENTS

The Managing Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 9.2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Managing Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Management Board Treasurer and countersigned by Management Board President or BOT Chairperson of the corporation.

SECTION 9.3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Management Board may select.

SECTION 9.4. GIFTS

The Managing Board of Directors and BOT may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of this corporation.

ARTICLE 10: CORPORATE RECORDS, REPORTS AND SEAL

SECTION 10.1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors and Management Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the public at all reasonable times during office hours.
- (d) The corporation shall conduct an annual audit of its accounts, assets, and liabilities through a professional auditor. Such an auditor may be hired by BOT. Records of the full report of the audit shall be kept at the principal office of the corporation.

SECTION 10.2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 10.3 INSPECTION RIGHTS

Every General Member, Life Member and Board of Trustee shall have the rights at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

SECTION 10.4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 10.5. ANNUAL REPORT/ANNUAL GENERAL MEETING (AGM)

The Management Board shall produce an annual report to be furnished not later than (90) Ninety days after the close of the corporation's fiscal year to all directors of the corporation and Life Member, Board of Trustees, Board of Advisers and General all community member. The report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by the full audit report. In addition, the annual report shall also include any report from any independent accountants duly authorized BOT or any officer of the Management Board.

An annual meeting of the entire Community (Citizen Member, General Member and Life Member), Managing Board of Directors, BOT, and Advisors should be held on the last Sunday of Maha Shivaratri Week at the principal office of the corporation

SECTION 10.6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO DIRECTORS

This corporation shall mail or deliver to all directors a statement within (90) Ninety days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(b) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY-THOUSAND ONE DOLLARS (\$50,001) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY-THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the directors pursuant to Section 5238(e) (2) of the California Nonprofit Public Benefit Corporation Law. Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 11: FISCAL YEAR

SECTION 11.1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day in the month of January and end on the thirty-first day in the month of December in each year.

ARTICLE 12: AMENDMENT OF BYLAWS AND OF ARTICLES

SECTION 12.1. AMENDMENT

Any amendment of the Articles of Incorporation or Bylaws shall be amended or repealed or ratified by two-third attendant majority of Life member and BOTs together.

ARTICLE 13: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 13.1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable reimbursement for direct expenses and services performed for the corporation in effecting any of its public or charitable purposes, provided that such reimbursement is otherwise permitted by these Bylaws and is fixed by resolution of the BOT or Managing Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of the corporation.

ARTICLE 14: CONFLICTS OF INTEREST POLICY

SECTION 14.1. PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization, Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Foundation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. The office-bearers of the Management Board of the Foundation shall not accept any executive office of any other social organization.

SECTION 14.2. DEFINITIONS

Interested Person

Any director, principal officer, employees, or members of the Management Board, who has a direct or indirect financial interest, as defined below, is an interested person.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which Foundation has a transaction or arrangement,
- A compensation arrangement with Foundation or with any entity or individual with which Foundation has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Foundation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

SECTION 14.3. PROCEDURES

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Management Board considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists:

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Management Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest:

- An interested person may make a presentation at the Management Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Management Board shall determine whether The Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Management Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- Violations of the Conflicts of Interest Policy: If the Management Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Management Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 14.4. RECORDS OF PROCEEDINGS

The minutes of the Management Board with board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with any actual or possible conflict of interest, the nature of the financial interest, any action is taken to determine whether a conflict of interest was present, and the Management Board's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 14.5. PAYMENT AND COMPENSATION

A voting member of the Managing Board of Directors who has business interest or service contracts directly or indirectly, from Foundation for services is precluded from voting on matters pertaining to that member's business payment or compensation.

A voting member of any committee whose jurisdiction includes business payment or compensation matters and who receives any payment or compensation, directly or indirectly, from Foundation for services is precluded from voting on matters pertaining to that member's payment or compensation.

No voting director of the Management Board whose jurisdiction includes business payment or compensation matters and who receives compensation, directly or indirectly, from Foundation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 14.6. ANNUAL STATEMENTS

Each director, principal officer, and member of a Management Board shall annually sign a statement which affirms such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- The Understands Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 14.7. PERIODIC REVIEWS

To ensure The Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether payments or compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 14.8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews, The Foundation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Managing Board of Directors of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATION OF THE BYLAWS

This is to certify that the foregoing is a true and accurate copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the current Board of Directors. In the future, such rights will be exercised by the BOT and Management Board as provided for in these bylaws.

Signatures:



Bimal Shrestha
Secretary
Shree Pashupatinath Foundation, USA



Gokul Poudyal
President / Chair Person of Bylaws
Amendment Committee
Shree Pashupatinath Foundation, USA

Date: Oct. 18th, 2020

Copyright 2020 © Shree Pashupatinath Foundation, USA