

SHREE PASHUPATINATH FOUNDATION, USA BYLAWS

(Amended on December 18, 2022)

ARTICLE 1: NAME OF THE FOUNDATION, LOGO, AND PRINCIPAL OFFICE LOCATION

1.1. NAME OF THE FOUNDATION

The official name of the Foundation will be Shree Pashupatinath Foundation, USA herein after called (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”. A sample logo is attached here:



SECTION 1.3. PRINCIPAL OFFICE

The principal office of the Foundation 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 Foundation’s principal office can be changed only by amendment to these Bylaws. The Board of Trustees, however, may 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 Foundation 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 Managing Board of Directors 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 mission of the Shree Pashupatinath Foundation is to preserve and promote Nepali culture, heritage, art, 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.

Towards this goal, the Foundation has built Shree Pashupatinath and Buddha Mandir to bring Nepalis and non-Nepalis under one roof to engage them in art, culture, education, and religion, which has fostered a deeper understanding of diversities in communities and nations. Having the Pashupatinath and Buddha statues inside the same Mandir reflects in Nepal's respect and tolerance for each other.

Furthermore, The Foundation aims to expand the temple and build a community center and a Buddha Stupa to augment the community needs for cultural and social programming activities.

SECTION 2.2. NONPROFIT LIMITATIONS

This Foundation 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 Foundation shall not carry any activities not permitted: 1) by a Foundation 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 Foundation 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 Foundation 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, Board of Trustee (BOT) members or Patrons thereof or to the benefit of any private person. Upon dissolution, the Foundation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Foundation, shall be distributed to a nonprofit fund, foundation, 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 from all Nepali diaspora, Non-Resident Nepalis and their children, and other interested individuals of all faith and backgrounds. Individuals in all membership categories described below must be of Nepali origin, Nepali diaspora, or Non-Resident Nepalis and their spouses and children of any nationalities.

Membership categories will be determined based on the following donation criteria:

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

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

Life Member - \$2,501.00 (Two Thousand Five Hundred and One) and above in total accumulated amount per individual.

Trustee Member - \$7,777.77 (Seven Thousand Seven Hundred Seventy-Seven and Seventy-Seven cents) and above in total accumulated amount per individual. (See Article 5 for Executive Committee of the Board of Trustee formation).

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

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

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

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

Honorary Members – The Managing Board of Directors and the Executive Committee of the Board of Trustees may jointly, from time-to-time, nominate and approve individuals of distinguished backgrounds and careers as Honorary Members of the Foundation. The purpose of the Honorary Member category is for the greater good of the organization in all aspects, and to further strengthen the vigor, stature, and future directions of the Foundation. Honorary members do not have to fulfill the monetary donation threshold and will not have voting rights.

Affiliate Members – Other organizations who donate funds to the Foundation will be considered as Affiliate Members. The Affiliate Member organizations will have no voting rights.

ARTICLE 4: VOTING MEMBERS AND THEIR RIGHTS

SECTION 4.1: VOTING MEMBERS

To be eligible for voting in matters related to the Managing and operations of the Foundation, one must be either a Life-Member, Trustees Member, a Patron or the elevated Patron status in Gold, Diamond or Platinum levels. In addition, the members must update their contact information with the Foundation every year and fulfill the criteria set by the Board of Trustees to be eligible to vote.

Any other actions, which would otherwise require general acceptance by voting, shall require only the approval by majority vote of the Board of Trustees (BOT) who will function as the representatives of the community.

Any individual who otherwise qualify to be a member in certain level based on their donation amount may elect to be not named or choose to not exercise the privileges their membership status provides them.

4.2. VOTING AND SPECIAL RIGHTS BY MEMBERSHIP CATEGORIES

- a) Life Members: Life Membership is granted to individuals with a donation amount of \$2501 or more. This membership category shall have all the special privileges such as voting rights, participation in all activities organized by the Foundation, inclusions in the mailing list, qualify for membership on a committee, and any other general privileges that are determined by the Managing Board of Directors. Life Members also shall have the rights to run for any Elected or Nominated positions of the Shree Pashupatinath Foundation, USA.
- b) Trustee Members: Trustee membership is granted to individuals with a donation amount of \$7777.77 (Seven Thousand Seven Hundred Seventy Seven dollars and seventy-seven cents) or more. Trustee members also shall have the right to run for any Elected or Nominated positions of the Shree Pashupatinath Foundation, USA.

Additionally, Trustee level and above members - Patrons, Gold Patrons, Diamond Patrons and Platinum Patrons are also eligible to run for the Executive Committee of the

Board of Trustee positions. (See Article 5 for more information about the Executive Committee of the BOT).

- c) Patron: The Patron position is granted to individuals with a donation amount of \$50,001 (Fifty Thousand and one) or more. Patrons are highly respected positions in the organization and shall have the rights to run for any Elected or Nominated positions of the Shree Pashupatinath Foundation, USA.
- d) Gold Patron —The Gold Patron position is granted to individuals with a donation amount of \$100,001.00 (One Hundred Thousand and one) or more. Gold Patrons are highly respected positions in the organization and shall have the rights to run for any Elected or Nominated positions of the Shree Pashupatinath Foundation, USA.
- e) Diamond Patron —The Diamond Patron position is granted to individuals with a donation amount of \$150,001.00 (One Hundred Fifty Thousand and one) or more. Diamond Patrons are highly respected positions in the organization and shall have the rights to run for any Elected or Nominated positions of the Shree Pashupatinath Foundation, USA.
- f) Platinum Patron —The Platinum Patron position is granted to individuals with a donation amount of \$200,001.00 (Two Hundred Thousand and one) or more. Platinum Patrons are highly respected positions in the organization and shall have the rights to run for any Elected or Nominated positions of the Shree Pashupatinath Foundation, USA.

Special Notes:

- a) If necessary and desired, 25% of the total Trustee members, Patrons, Gold Patrons, Diamond Patrons, and Platinum Patrons shall have the right to call for meetings of the Executive Committee of the BOT or general assemblies.
- b) Wall-mounted pictures with frames in the Foundation office will be installed for the Patron and above level members.
- c) To run for any Managing Board of Directors positions, the candidate must be at least a Life Member.
- d) Joint donations made by a married couple (husband, wife, and partner) will only count towards one membership and one vote unless each individual in the couple has made the proper donation amount; double that of the specific membership category. This applies for all categories of membership. For example, for Trustee Membership, a couple must donate at least \$15,555.54 to count as two individual Trustee members and two votes. When it is only one vote per couple, who votes can be decided between the couple. In the event of a divorce, the couple must decide who retains the voting right and notify the Foundation in writing. In the absence of such notification, the Foundation will consider the jointly made donation as 50/50 split for each member.

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 Managing Board of Directors. Temple Citizen members 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 Managing Board of Directors and any other general privileges that are determined by the Committee. General Members shall have no rights to run for any elected positions of the Shree Pashupatinath Foundation, USA.
- c) Affiliate Members: Organizations that are affiliated with Foundation will have no voting rights. They will be invited to participate in all Mandir activities and programs and will be considered as partner organizations.

ARTICLE 5: BOARD OF TRUSTEES AND EXECUTIVE COMMITTEE OF THE BOT

SECTION 5.1. COMPOSITION AND PURPOSE OF THE BOARD OF TRUSTEES (BOT) AND ITS EXECUTIVE COMMITTEE (EC)

Those individuals who reach the membership level of Trustee, Patrons, Gold Patron, Diamond Patron and Platinum Patron will constitute a special body known as the Board of Trustees (BOT).

The BOT then will constitute an 11 (eleven) member Executive Committee (EC) from among the membership status levels of Trustee and above. The EC of the BOT shall be formed through an election from among the BOT members.

This body, the BOT, and its Executive Committee is constituted with the main purpose to provide strategic vision and directions and to review high-level matters and decisions when needed for the Shree Pashupatinath Foundation, USA. The intention and the role of the BOT and its EC is not to undermine, override or interfere with the functions of the Managing Board of Directors. Rather, the main purpose and role of the BOT and the EC is to support and provide guidance to the Foundation President and the Managing Board of Directors.

However, at any time and for any reason, if the Managing Board of Directors becomes dysfunctional and is determined unable to run the day-to-day operations of the Foundation, the Executive Committee of the BOT may step-in and takeover all the responsibilities and operations of the Foundation.

The Executive Committee of the BOT shall select a Chairperson to lead the EC activities and meetings. The position of the Chairperson shall rotate every two years among the Board of Trustee members.

The Chairperson and the Executive Committee Members shall serve for two years. The Executive Committee Members may be reelected for consecutive terms, but the Chairperson shall not serve more than one term.

If the Executive Committee of the Board of Trustees becomes dysfunctional, a majority of BOT members shall recall the EC members.

SECTION 5.2. ROLES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

- a) Provide guidance, support, and strategic directions to the Managing Board of Directors.
- b) The Executive Committee of the BOT will also serve as Selection and Election Committee for constituting the Managing Board of Directors.
- c) The EC serving as the Selection and Election committee will be responsible for initiating a nomination, selection, and/or election process for the Managing Board of Directors.

SECTION 5.3. SELECTION AND ELECTION PROCESS

The Executive Committee of the BOT serving as the Selection and Election Committee will establish and follow the following process:

- a) Make vacancy announcements for the Managing Board of Directors to all members of the Foundation.
- b) Determine and finalize voting members for the election – Life Members and above levels.
- c) Announce the election process for contested positions with set dates and timelines.
- d) The selection and election process for the new Board will be completed by the end of December of the election year.
- e) Once the election is complete, make official announcement of the new Managing Board of Directors and its officers to the general-public, and to all Foundation membership.

SECTION 5.4. COMPENSATION OF BOT

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

SECTION 5.5. REGULAR AND ANNUAL MEETINGS OF BOT AND EC

- a) Regular meetings of the Board of Trustee and its EC will be held at the principal office of the Foundation or at any other place mutually agreed. The BOT should meet at least twice a year. The Chairperson of the Executive Committee will call this meeting.

- 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 during the month of December at the principal office of the Foundation. The Chairperson of the EC and President of the Foundation will call this meeting jointly.
- c) Alternate ways to hold meetings (conference calls, zoom, web seminar, etc.) will be considered when necessary.

SECTION 5.6. NON-LIABILITY OF THE BOARD OF TRUSTEES AND EC

The Board of Trustees and its Executive Committee will not be personally liable for the debts, liabilities, or other obligations of the Foundation.

ARTICLE 6. BOARD OF ADVISORS

SECTION 6.1 BOARD OF ADVISORS

- a) The Managing Board of Directors shall select a Board of Advisors whose purpose is to advise the Managing Board of Directors and the Executive Committee of the BOT on how best to 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 professionals and recognized community leaders with many years of service. The Managing Board of Directors shall appoint the Board of Advisors. The Board of Advisors will consist of seven (7) members, with a 2-year term.

ARTICLE 7: MANAGING BOARD OF DIRECTORS (MBD)

SECTION 7.1. COMPOSITION OF THE MANAGING BOARD OF DIRECTORS

Presidential Stream:

For stable leadership and continuity of the organization, the Foundation will have a Presidential stream. The individual in the Presidential stream will serve 2 years as President-elect, 2 years as President and 2 years as Immediate Past President for a total of 6 years. As an example, the individual elected for President-Elect position serves the first 2 years in that role and then takes over as the President for the next two years and upon completion of the Presidency becomes an Immediate Past President and serves on the Board. Therefore, the election of President-Elect occurs every two years, same as other positions.

In total, the Managing Board of Directors will consist of twenty-one (21) members. The MBD will have representations from the vast geographic locations of Southern California to allow wider representation, inclusivity, and a democratic distribution.

The individuals selected/elected for Managing Board of Director position should avoid any conflict of interest positions in other similar public organizations. More specifically, the President and Secretary of the Managing Board of Directors should not hold another similar position in another organization.

SECTION 7.2. OFFICERS OF THE MANAGING BOARD OF DIRECTORS

The Managing Board of Directors shall have the following officers:

1. President
2. President-Elect
3. Immediate Past President
4. Senior Vice President
5. Vice President
6. Secretary
7. Joint Secretary
8. Treasurer
9. Joint Treasurer
10. Directors (12)

SECTION 7.3 ROLES AND RESPONSIBILITIES OF THE MANAGING BOARD OF DIRECTORS

(Collectively as a Board)

Their duties include:

- a) Develop future plans for the temple and community center.
- b) Appoint temple priest(s) and other staff as needed. Determine staff salaries, benefits, any vacation, and sick days.
- c) Spend up to \$20,000 (Twenty Thousand) for major repairs and other necessary upkeep of the property to keep the temple in good condition. This expense will be carried out with the majority approval from the Managing Board of Directors. For expense amount, exceeding \$20,000 the MBD will seek consultations and approval from the Executive Committee of the BOT.
- d) Call an annual meeting of the entire community to include all membership levels and Advisors. This meeting should be called in consultation with the Executive Committee of the BOT, and held during the month of December at the principal office of the Foundation.
- e) Collect and receive donations and deposit funds on a daily basis.
- f) Manage and conduct as many religious and cultural activities as possible.
- g) Oversee repairs of the temple property.
- h) Manage and clean all parts of the temple and surroundings.
- i) Oversee daily activities of the temple and foundation,
- j) Call a Public Hearing meeting twice a year as needed.

SECTION 7.4. DUTIES OF THE OFFICERS OF THE MANAGING BOARD OF DIRECTORS

- a) **The President** shall be the chief executive and the operating officer of the Foundation. The President shall preside over the meetings of the Managing Board of Directors and shall be responsible for carrying out the general, overall 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 and objectives to be achieved, budgets and resources needed, and project completion timetables.
- b) **The President-Elect** shall assume the responsibilities of the President when the President is on extended leave, is absent, or is not available. The President-Elect may also lead and carry out specific delegated duties and initiatives assigned by the President and the Managing Board of Directors.
- c) **The Immediate Past President** serves on the board to provide continuity and to help support the President and the Managing Board of Directors. The Past President may also be asked to lead certain task forces from time-to-time by the Managing Board of Directors.
- d) **The Senior Vice President and Vice President** shall assist the President in his/her duties as needed. Vice Presidents may also assume responsibilities for various activities and/or committees as needed, 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 Managing Board of Directors.
- e) **The Secretary** is responsible for all communication on behalf of the Foundation to the community and the general-public. The Secretary shall keep the minutes of all meetings of the Board and distribute minutes to the Managing Board of Directors. Distribution of the minutes could be done electronically by posting it on the Foundation web page and informing board members of the posting. The Secretary is also the principal record keeper of the Foundation's activities and programs. The Secretary shall also work closely with the Executive Committee of the BOT.
- f) **The Joint Secretary** shall assume responsibilities of the Secretary when she/he is not available. The Joint Secretary shall also assist the Secretary as needed during the board meeting and other public events.
- g) **The Treasurer** shall be responsible for keeping up-to-date records of all finances and financial assets of the Foundation including those of any committees. 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 present a complete and full financial statement of the Foundation at the regularly scheduled meeting of the Managing Board of Directors. The Treasurer shall facilitate an audit of all Foundation accounts by independent auditors in collaboration with the Audit Committee at least once every two years. The Treasurer shall be responsible for

preparing and signing all required financial governmental forms. The Treasurer shall work closely with the Executive Committee of the BOT.

- h) **The Joint Treasurer** shall assume responsibilities of the Treasurer when she/he is not available. The Joint Treasurer shall also assist the Treasurer as needed during the board meeting and other matters related to book keeping and accounting.
- i) **The duties of the Directors in the MBD shall be as follows:**
 - a. Perform any and all duties imposed on them collectively or individually by law, or by these Bylaws;
 - b. Meet at such times and places as required by these Bylaws. Any member of the 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 Managing Board of Directors will vote to dismiss such a member for non-participation and will duly notify the member of his or her dismissal.
 - c. Take lead roles in committees as assigned by the President or the Board.

SECTION 7.5 TERMS OF OFFICE OF THE MANAGING BOARD OF DIRECTORS

- a) The individual selected/elected for the Presidential stream will serve 2 years as President-Elect, 2 years as President and 2 years as Immediate Past President for a total of 6 years on the Board.
- b) The terms of office for all other positions in the Managing Board of Directors shall be for two years from the time of his or her appointment.
- c) Except for the Presidential stream, other positions on the board may be selected/elected for an additional term but not for more than two consecutive terms in the same position. However, after a break in service of at least two years, the same member may run for the officer position held before.
- d) The officers shall serve until his or her term of office or he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be selected, whichever occurs first.
- e) The anniversary date (start and finish dates) for the Managing Board of Directors will be January 1 (first of the year) immediately following the election year.

SECTION 7.7. COMPENSATION OF MANAGING BOARD OF DIRECTORS

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

SECTION 7.8. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, no more than forty-nine percent (49%) 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 Foundation 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 7.9. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Foundation or at any other place mutually agreed. Any meeting, regular or special, may be held by telephone conference or video conference or similar electronic communication medium. All such meetings will be considered valid meetings.

SECTION 7.10. REGULAR AND ANNUAL MEETINGS BY MANAGING BOARD OF DIRECTORS

- a) Regular meetings of the MBD shall be held at the principal office of the Foundation or at any other place mutually agreed. The MBD should meet at least once every month.
- b) An annual meeting of the entire Community “general assembly” which will include Citizen Member, General Member and Life Member, Trustees and Patrons, Managing Board of Directors, BOT, and Advisors should be held in the month of December.
- c) Alternate ways to hold meetings such as conference calls, zoom, web seminar, will be implemented when necessary.

SECTION 7.11. SPECIAL MEETINGS

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

SECTION 7.12. 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 or telephone. If sent by mail, the notice shall be deemed to be delivered on its deposit in the post office.

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, or email address as shown on the books of the Foundation.

SECTION 7.13. 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 does not have to be specified in the notice.

SECTION 7.14. 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. All such meetings shall have the required 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. Moreover, such waivers, consents, or approvals shall be filed with the Foundation records or made a part of the minutes of the meeting.

SECTION 7.15. QUORUM FOR MEETINGS

A quorum for all meetings shall consist of at least a majority or fifty-one percent (51%) of the Managing Board of Directors. Except as otherwise provided in these Bylaws, 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.

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 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. At least a majority must approve any action thereafter taken in attendance of the required quorum for such meeting.

Special Note on the quorum for meetings:

A quorum of at least a majority or fifty-one percent (51%) is required for all meetings of the Foundation including the Managing Boards of Directors, the Board of Trustees, and its Executive Committee.

SECTION 7.16. 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.

SECTION 7.17. CONDUCT OF MEETINGS

Meetings of the Managing Board of Directors shall be presided over by the President of the Managing Board or, in his or her absence, by the President-elect or one of the one of the Vice Presidents in attendance. In the absence of each of these people, one of the member of the Managing Board of Directors may be chosen to preside the meeting by a majority of the directors present at the meeting.

The Secretary of the Managing Board of Directors shall keep all records and minutes of all meetings. In his or her absence, the Joint Secretary may assume the Secretary's role or 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 them to all members of the Board within two (2) weeks following the meeting.

SECTION 7.18. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A MEETING

Any action required or permitted to be taken by the Managing 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. 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 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 Foundation authorize the Managing Board of Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 7.19. REMOVAL AND RESIGNATION

Any member of the Managing Board of Directors may be removed, with reasonable cause, by the majority vote of the Managing Board of Directors. Any Managing Board of Directors may resign at any time by giving written notice to the President or Secretary. The Managing Board of Directors should approve such resignation. Upon acceptance of the resignation, the MBD may declare that position vacant and request the Executive Committee of the BOT to fill the vacancy.

SECTION 7.20. 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 three consecutive meetings with no cause or notification.

The MBD may declare a position vacant who has been declared of unsound mind by a final order of the court, 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 Foundation Law. A majority of the Managing Board of Directors then in office may remove such a member of the Managing Board of Directors without cause.

Any Managing Board of Director may resign by giving written notice to the President or Secretary. The Managing Board of Directors should approve such resignation. Upon acceptance of the resignation, the MBD may declare that position vacant. No Managing Board of Directors may resign if the Foundation would then be left without a single 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 the Executive Committee of the BOT complying with the articles of these Bylaws.

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 7.21. NON-LIABILITY OF MANAGING BOARD OF DIRECTORS

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

SECTION 7.22. INDEMNIFICATION BY FOUNDATION OF MANAGING BOARD OF DIRECTORS AND EMPLOYEES

To the extent that a person who is, or was, a director, officer, or employee of this Foundation 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 Foundation, 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 Foundation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Foundation Law.

SECTION 7.23. INSURANCE FOR FOUNDATION AGENTS

The Managing Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Foundation (including a director,

officer, employee, or another agent of the Foundation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Foundation 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 Foundation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Foundation 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 COMMITTEE

An audit committee is assigned to oversee financial reporting and disclosure of all account activities of the Managing Board. The members of the Audit Committee will be drawn from members of the BOT, Nepali Community CPA, and Nepali Accounting Professionals. The Executive Committee of the BOT will appoint the Audit Committee and a Chairperson. These Committee members have no voting rights in the Managing Board of Directors.

SECTION 8.3. YOUTH ENGAGEMENT COMMITTEE

To increase youth participation and engagement, the Managing Board of Directors may establish a Youth Engagement Committee. Membership in this committee will be drawn from a wide spectrum of individuals who are 30 years of age or younger including high school and college students. These Committee members have no voting rights in the Managing Board of Directors.

SECTION 8.4. OTHER COMMITTEES

The Foundation shall have such other committees as may, from time to time, be designated by resolution of the Managing Board of Directors. Such other committees may consist of people from the community at large who may or may not be members of the Managing Board. These additional committees shall act to fulfill the specific purpose, tasks, roles, and responsibilities as designated by the Managing Board of Directors. The Foundation may form committees such as (a) Pooja Committee, (b) Finance Committee, (c) Special Events Committee, (d) Regional Directors Committee and other committees as and when needed. These Committee members have no voting rights in the Managing Board of Directors.

SECTION 8.5. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, held, and taken in accordance with the provisions of these Bylaws. MBD has the authority to substitute the committee and its members. The Managing Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of the committees.

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 Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, 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 Foundation by any contract or engagement, 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 Foundation shall be signed by the Treasurer and countersigned by the President.

SECTION 9.3. DEPOSITS

All funds of the Foundation shall be deposited from time to time or at least once a week to the credit of the Foundation in such banks, trust companies, or other depositories as the Managing Board may select.

SECTION 9.4. GIFTS

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

ARTICLE 10: CORPORATE RECORDS, REPORTS AND SEAL

SECTION 10.1. MAINTENANCE OF CORPORATE RECORDS

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

- a) Minutes of all meetings of the MBD, 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 Foundation's Bylaws as amended to date, which shall be open to inspection by the public at all reasonable times during office hours.
- d) The Foundation shall conduct an annual audit of its accounts, assets, and liabilities through a professional auditor. Such an auditor may be hired by MBD. Records of the full report of the audit shall be kept at the principal office of the Foundation.

SECTION 10.2. CORPORATE SEAL

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

SECTION 10.3 INSPECTION RIGHTS

Any member of the Foundation shall have the right at with reasonable time of notice to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Foundation.

SECTION 10.4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of these Bylaws may be made in person or by an 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 Managing Board of Directors shall produce an annual report of the Foundation no later than Ninety (90) days after the close of the Foundation's fiscal year to all members of the Foundation. The report shall contain the following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the Foundation 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 Foundation both unrestricted and restricted to particular purposes, for the fiscal year;
- d) The expenses or disbursements of the Foundation, 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 by the Managing Board of Directors.

SECTION 10.6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO DIRECTORS

This Foundation shall mail or deliver to all directors a statement within Ninety (90) 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 Foundation, 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 Foundation, or its 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 \$50,001 (Fifty thousand and one dollar) or which was one of a number of transactions with the same persons involving, in the aggregate, more than \$50,000 (Fifty thousand dollars).

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 Foundation 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 Foundation, 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 FOUNDATION

The fiscal year of the Foundation 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 these Bylaws shall be amended, repealed, or ratified by at least a majority or fifty-one percent (51%) vote of the total membership of Life member and above level membership to include Trustee Members, Patrons, Gold Patrons, Diamond Patrons and Platinum Patrons together.

ARTICLE 13: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

13.1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this Foundation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Foundation, provided, however, that this provision shall not prevent payment to any such person of reasonable reimbursement for direct expenses and services performed for the Foundation 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 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 Foundation.

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 the 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 individuals selected/elected for Managing Board of Director position should avoid any conflict of interest positions in other similar public organizations. More specifically, the President-stream and Secretary of the Managing Board of Directors should not hold another similar position in another organization.

SECTION 14.2. DEFINITIONS

Interested Person

Any director, principal officer, employees, or a member of the Managing 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 Managing 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 Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board 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 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 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 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 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 MBD 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 Managing Board of Directors with board-delegated powers shall contain:

The names of the persons who disclosed or otherwise 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 Managing 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 MBD whose jurisdiction includes business payment or compensation matters and who receives compensation, directly or indirectly, from Foundation, 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 Managing 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
- Understands Foundation is charitable organization 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 other 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 as ratified by the attendant majority of Life members and above level membership to include Trustee Members, Patrons, Diamond Patrons and Platinum Patrons together. The Foundation named in the title thereto and that the current Managing Board of Directors duly adopted such Bylaws. In the future, the Executive Committee of the BOT and Managing Board of Directors as provided for in these bylaws will exercise such rights.

Signatures:

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