

Shree Pashupatinath Foundation, USA

BYLAWS

ARTICLE 1: NAME OF THE CORPORATION AND OFFICES

SECTION 1.1. Name of the Corporation

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

SECTION 1.2. PRINCIPAL OFFICE

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

SECTION 1.3. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Governing Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date and such changes of address shall not be deemed an amendment of these Bylaws.

SECTION 1.4. 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 Governing Board of Directors may, from time to time, designate.

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 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 to be carried on (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the 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 or member 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 for participation and engagement to all Nepali diaspora community members and other interested individuals of all faith and backgrounds. And therefore, this corporation shall have no formal fee paying membership body. Any action which would otherwise require general acceptance by a majority of community members shall require only the approval of the Board. All rights which would otherwise vest in the community membership shall vest in the Governing Board of Directors.

ARTICLE 4: GOVERNING BOARD OF DIRECTORS AND ADVISORS

SECTION 4.1. COMPOSITION OF THE GOVERNING BOARD OF DIRECTORS

The corporation shall have twenty-one to thirty-three (21 - 33) directors and collectively they shall be known as the Governing Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

The President of the Executive Committee of the corporation will also serve as the Chairperson of the Board. The President will be responsible for overseeing the initiatives and activities of the Board and running the annual and regular meetings of the Board.

SECTION 4.2. BOARD OF ADVISORS

Separate from the Board of Directors, the organization may select a Board of Advisors whose purpose is to advise the organization on how to best fulfill its purpose and program goals.

SECTION 4.3. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by the Governing Board of Directors with the guidance of the Board of Advisors.

SECTION 4.4. DUTIES

It shall be the duty of the 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, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the corporation;
- (c) Supervise all officers, agents 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 Director who fails to attend the regularly scheduled meetings for 3 consecutive times without proper cause and notification may be subjected for dismissal from his or her position. When such instances occur, the BOD will vote to dismiss such director for non-participation and will duly notify the director of his or her dismissal.
- (e) Register their addresses, fax numbers, and email addresses with the Secretary of the corporation and notices of meetings mailed, faxed or emailed to them at such addresses shall be valid notices thereof.
- (f) Seek advice and guidance from the Board of Advisors on important and critical matters of the corporation as needed.

SECTION 4.5. TERMS OF OFFICE

Each Board of Director shall hold office from the time of his or her appointment for a term of Two years. The directors may be reappointed for additional terms through the Nomination and Selection process as specified in these Bylaws, following the expiry of said term of said director.

SECTION 4.6. COMPENSATION

Directors shall serve without compensation except that they may receive reimbursement for the actual direct expenses they have incurred on behalf of the corporation. Directors may not be paid for rendering their services as directors to the corporation in any capacity.

SECTION 4.7. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board 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, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 4.8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or outside the State of California which has been designated from time to time by resolution of the Governing Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given before the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by telephone conference or similar electronic communication medium so as long as all directors participating in such meeting can hear one another.

SECTION 4.9. REGULAR AND ANNUAL MEETINGS

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

An annual meeting of the entire Governing Board of Directors and Advisors should be held on the last Monday of January at the principal office of the corporation.

SECTION 4.10. SPECIAL MEETINGS

Special meetings of the Governing Board of Directors may be called by the President, the Vice President(s), the Secretary, or by 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 4.11. NOTICE OF MEETINGS

Notices about the regular meetings of the Board should be sent via mail or e-mail two (2) weeks prior to the date of the meeting. Special meetings of the Board shall be held with at least a two (2) days' notice by e-mail, 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 4.12. 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 Board meeting need not be specified in the notice.

SECTION 4.13. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, 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 director not present signs a waiver of notice, a consent to holding the meeting, or an 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 4.14. QUORUM FOR MEETINGS

A quorum shall consist of at least 51% (fifty-one percent) 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 Board 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 directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

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 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 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 4.15. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Governing Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 4.16. CONDUCT OF MEETINGS

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

The Secretary of the corporation shall act as secretary of all meetings of the 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.

Meetings shall be governed by Roberts Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 4.17. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Governing 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 in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. 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 Governing Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority.

SECTION 4.18. VACANCIES

Vacancies on the Governing Board of Directors shall exist (1) on the death, resignation or removal of any director, (2) whenever the number of authorized directors is increased and (3) when a director is dismissed for non-participation by missing 3 consecutive meetings with no cause or notification as described under section 4.4 (d).

The Governing Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of 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 directors may be removed without cause by a majority of the directors then in office.

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

Vacancies on the Board may be filled by approval of the Board or, if the number 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 directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

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

SECTION 4.19. NON-LIABILITY OF DIRECTORS

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

SECTION 4.20. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent 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 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 4.21. INSURANCE FOR CORPORATE AGENTS

The Governing 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 other 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 5: OFFICERS

SECTION 5.1. NUMBER OF OFFICERS

From among the members of the Board the corporation will appoint its officers to the Executive Committee. The officers of the corporation shall be a President, two Vice Presidents, a Secretary, a Chief Financial Officer who shall be designated the Treasurer, a Joint Secretary, a Joint Treasurer and 4 members at large. The total number of officers in the Executive Committee will be 11. In addition, the Immediate Past President will serve on the Executive Committee as a non-voting member.

The 11 members (and the non-voting Immediate Past President) will constitute the Executive Committee as described hereinafter in Article 6 of this bylaw. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

SECTION 5.2. QUALIFICATION, APPOINTMENT, AND TERM OF OFFICE

Any member of the Board may serve as officer of this corporation. Officers shall be selected from among the Governing Board of Directors, at any time, and each officer shall hold office for two years term 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.

SECTION 5.3. SUBORDINATE OFFICERS

The Governing 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 Board.

SECTION 5.4. REMOVAL AND RESIGNATION

Any officer may be removed, with reasonable cause, by the majority vote of the Governing Board of Directors, at any time. Any officer may resign at any time by giving written notice to the President, Secretary or the Board of Directors. Such resignation should be approved by the Governing Board of Directors. Upon acceptance of the resignation, the BOD 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 Board of Directors relating to the employment of any officer of the corporation.

SECTION 5.5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Governing Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 5.6. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Governing Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties associated to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Governing Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Governing Board of Directors.

SECTION 5.7. DUTIES OF THE VICE PRESIDENTS

In the absence of the President, or in the event of his or her inability or refusal to act, one of the Vice President designated by the Board shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President so designated shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Governing Board of Directors.

SECTION 5.8. DUTIES OF SECRETARY

The Secretary shall:

- Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date;
- Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- Be the custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws;
- Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the directors of the corporation;

In general, perform all duties associated to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Governing Board of Directors.

SECTION 5.9. DUTIES OF THE TREASURER

Subject to the provision of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Governing Board of Directors;
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Governing Board of Directors, taking proper vouchers for such disbursements;
- Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore;
- Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

In general, perform all duties associated to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Governing Board of Directors.

SECTION 5.10. COMPENSATION

All officers of this corporation shall serve without any compensation. This is also true for the members of the Governing Board of Directors.

ARTICLE 6: COMMITTEES

SECTION 6.1. EXECUTIVE COMMITTEE

Once the new Board is in place, the Nomination and Selection Committee in consultation with the new Board as outlined in Section 6.2 of this by-laws, shall select up to eleven (11) of its directors, as an Executive committee including President, Two (2) Vice Presidents, Secretary, Joint Secretary, Treasurer, Joint Treasurer and up to four (4) members at large as officers of this corporation, to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- The filling of vacancies on the Board or any committee which has the authority of the Board;
- The amendment or repeal of Bylaws or the adoption of new Bylaws;
- The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- The appointment of committees of the Board or the members thereof;

The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law;

In addition, the Immediate Past President will serve on the Executive Committee as a non-voting member.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board.

The Executive Committee 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 6.2. NOMINATION AND SELECTION COMMITTEE

The Governing Board of Directors shall appoint a nomination and selection committee consisting of 3-5 members every two (2) years when the terms of office for the Governing Board of Directors

expire. This committee will be responsible for initiating a nomination process for the Board and selecting a slate of members to serve in those positions.

The Nomination and Selection Committee shall follow the following process:

- Announce to the larger community via electronic medium or mail that an opportunity to serve on the Governing Board of Directors exists and ask for nomination of interested and qualified individuals;
- Set a date and specific timeframe for the nomination process;
- After the deadline, carefully select capable, qualified and willing individuals to serve on the Governing Board;
- Announce the new Governing Board of Directors to the larger community.

Once the new Board is in place, the Nomination and Selection Committee will also work with the new Board to form the Executive Committee for the corporation as per the policies set forth in these Bylaws. At the conclusion of the formation of the Governing Board and the Executive Committee, the Nomination and Selection Committee will be considered dissolved.

SECTION 6.3. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Governing Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only.

SECTION 6.4. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Governing Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Governing Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board or by the committee. The 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 provisions of these Bylaws.

ARTICLE 7: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 7.1. EXECUTION OF INSTRUMENTS

The Governing 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 7.2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Governing 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 Treasurer and countersigned by the President of the corporation.

SECTION 7.3. 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 Governing Board of Directors may select.

SECTION 7.4. GIFTS

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

ARTICLE 8: CORPORATE RECORDS, REPORTS AND SEAL

SECTION 8.1. 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 committees of the 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 auditor may be hired by the Board or with Board's authorization by the Executive Committee. Records of the full report of the audit shall be kept at the principal office of the corporation.

SECTION 8.2. CORPORATE SEAL

The Governing 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 8.3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right 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 8.4. 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 8.5. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and the Board of Advisors which 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 or, from any Board member, or any officer of the Executive Committee.

SECTION 8.6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO DIRECTORS

This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) 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:

(1) 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 DOLLARS (\$50,000) 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 9: FISCAL YEAR

SECTION 9.1. 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 10: AMENDMENT OF BYLAWS AND OF ARTICLES

SECTION 10.1. AMENDMENT

Any amendment of the Articles of Incorporation may be adopted by the approval of the Board. These Bylaws may also be amended or repealed by the approval of the Board.

ARTICLE 11: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 11.1. 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 Governing 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 dissolution of the corporation.

ARTICLE 12: CONFLICTS OF INTEREST POLICY

SECTION 12.1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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.

SECTION 12.2. Definitions

Interested Person

Any director, principal officer, employees, or member of a committee with governing board delegated powers, 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:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. Under Article 4, Section 4.7, a person who has a financial interest may have a conflict of interest only if the appropriate Governing Board or committee decides that a conflict of interest exists.

SECTION 12.3. 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 directors and members of committees with governing board delegated powers 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 Governing Board or committee 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:

1. An interested person may make a presentation at the Governing Board or committee 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.
2. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Governing Board or committee shall determine whether the Organization 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.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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

1. If the Governing Board or committee 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.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 12.4. Records of Proceedings

The minutes of the Governing Board and all committees 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 an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Governing Board's or committee'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 12.5. Payment and Compensation

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

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

SECTION 12.6. Annual Statements

Each director, principal officer and member of a committee with Governing Board delegated powers 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 the Organization 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 12.7. Periodic Reviews

To ensure the Organization 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 the Organization'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 12.8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article 12, Section 12.7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Governing Board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATION OF THE BYLAWS

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors.

Signatures:



Rameshor Bhandari