

(Under Section 402 of the Not-For-Profit Corporation Law of the State of New York)

NEWA GUTHI, INC.

By-laws

ARTICLE I

The name of the corporation is:

NEWA GUTHI, INC. (hereinafter addressed as "Guthi")

The registered office of the Guthi in the State of New York shall be located in the City and State designated in the Certificate of Incorporation. The Guthi may also maintain offices at such other places within or without the State of New York as the Board of Directors may, from time to time, determine.

ARTICLE II

The period of duration is PERPETUAL.

ARTICLE III

Objectives:

To accumulate all Newa Community members living in different part of the United States in one umbrella as one family and promote Newari cultural and traditional activities;

To preserve Newari cultural heritage, religion and organize social cultural and religious events of Newa Community;

To promote and facilitate better understanding between members of Newa Community;

To assist to community member whenever needed and to provide support to Newa Community of Nepal

To organize traditional and cultural events and Socio-economic up-liftment programs.

ARTICLE IV

Section 1

Membership

The Board of Directors (herein after referred to as “the Board”), shall have the authority to create membership categories and determine eligibility and fees accordingly.

Currently there will be four types of membership and their rights and duties will be as follows:

a. **Life & General Membership**

This category of membership is open to all the community members of age eighteen or above who subscribe to the aims and objectives of the Guthi, applies in writing on the prescribed form agreeing to uphold and abide the Guthi's By-laws, applicable U.S. laws and pay the applicable membership fee. Application for voting membership (life membership and general membership) shall be open to those community members who are currently living in the United States. All Newar community members, who have not applied for formal membership, are also, considers as a members of the Guthi without voting right.

b. **Associate Membership**

This category of membership is open to all the community members who will be here in the United States as a short term visitors and support the objectives of the Guthi. Individuals who will be in the United States for not less than six months will be considered as short term visitors. They will have no voting rights.

c. **Honorary Membership**

This category of membership is open to anyone who supports the objectives of the Guthi.-Honorary membership is granted by the Guthi to the individuals throughout the world who are not eligible for regular membership but have shown deep interest to uplift the Nepalese arts in various ways in the United States of America. They will have no voting rights.

Section 2

Membership Fees:

- a. **Life membership fee:** The fee for the life membership shall be \$ 350.00, unless changed by a majority vote of the Board.
- b. **Annual fees:** The fee for annual membership shall be \$35.00 for a General member and \$20.00 for an Associate member, unless changed by a majority vote of the Board at an annual meeting of the beginning of the fiscal year.
- c. A fiscal year will be counted from the month of January^{1st} of each year ending to December 31 of the year.
- d. There shall be no fee for honorary membership.
- e. Continuation of membership is contingent upon being up-to-date on membership dues.

Section 3

Rights of Members:

- a. Except Associate and Honorary members, each member shall have voting rights in the Guthi's elections.

Section 4

- a. **Resignation and termination:** Any member may resign by filing a written resignation before the Secretary and the Board will decide on the case by case basis. Resignation shall not relieve a member of unpaid dues, or any outstanding charges.

- b. If proved to be acting against this bylaws or proved to be involved in any unlawful conducts; the Board shall have the authority to revoke the membership of any one associated with this organization under Article VI.8.

- c. A voting member can floor the Vote of No Confidence to remove the Executive committee or a member of the Executive committee, or any other committee or individual of office by submitting written petition with signature of at least 10% of the voting members to the general meeting. The Vote of No confidence has to be approved by 66.66% of the voting members of the organization in order to be implemented

Section 5

- a. **Non-voting membership:** Honorary and Associate members shall have no voting rights on any matters related to the organization.

Section 6

Obligations of Members

Members shall obey, abide by and be governed by the By-laws of the Guthi, and any rule or code now or hereafter lawfully made or given by any lawful authority in or of the Guthi.

Section 6.1

Rights of Members

All members, except Honorary/Associate members shall be entitled to vote on the annual proposed Board slate, and on any proposed amendments to the By-laws. An Honorary member and an Associate member can contribute ideas and financial support to the Guthi.

Section 7

Trustees:

There shall be a Board of Trustees (“BOT”) comprising of minimum 5 to 11 members from those who have made significant contribution towards the Nepalese Diasporas in USA. The Board will appoint the trustee members. There will be one Chairperson and a Vice- Chairperson. The President of the Board will be the nonvoting Member Secretary of the Board of Trustees. Trustees shall provide policy guidance to the Board of Directors as and when required.

Section 7.1

Duties of the Trustees:

- a. BOT shall assist the Board in formation of policy and play a vital role in raising funds for the Guthi, as well as helping promote the Guthi’s objectives and its activities.
- b. The Board may call the meeting of Trustees to seek advice on certain policy matters and attend the meeting, discuss, comment, advise and guide the Board to execute the objective.
- c. Trustee will serve for the equivalent time period of the current Board. New Board of Directors may keep the current Trustees or make some changes to it or may form totally new BOT consisting new members who have made contribution of substantial significance in the field.

ARTICLE VI

8. Suspension or Expulsion

a. Offenses

The Board may suspend or expel a member for cause. Cause shall be defined as including, but not limited to, any violation of the By-laws or norms or objectives of the organization including applicable Federal, State and Local laws.

b. Charges

All charges shall be in writing and shall include the time, date and place where the charges will be heard by Board of Directors.

c. Notification

Said notification shall be sent to the accused at his/her last recorded address by registered mail, return receipt requested.

d. Hearing

Prior to the final hearing, the Board will honor the due process rights of the member. The President shall form a special committee to investigate, gather information, and present a report to the Board for a final resolution. If the Board finds that the charges shall be heard by the Board at a Special Order of Business called for this purpose, the member shall be given the opportunity to present his/her defense at this time. The decision of the Board shall be the final.

ARTICLE VII

BOARD OF DIRECTORS (herein after addressed "Board")

Section 1

Board role, size, and compensation:

The Board of Directors shall be responsible for the control and management of the business and affairs, property and interests of the Guthi, and may exercise all powers of the Guthi, except such as those stated under New York state law, are in the Certificate of Incorporation or by these Bylaws, expressly conferred upon or reserved to the members or any other person or persons named therein.

- (1) The duties of the Board shall to implement policies and programs pursuant to Guthi's objectives and bylaws with advise of BOT.
- (2) The Board shall conduct all the activities and programs to fulfill the main goal and objectives of the Guthi.
- (3) The Board shall make suggestion to the BOT for making policy.
- (4) The Board shall have power to formulate sub-committee as deem necessary.

- (5) The Board may conduct conference call meeting, physical meeting and take any action on board decision.
- (6) The Board shall have power to hire administrative staff if necessary and compensate for it's services.
- (7) The Board shall have responsibility to provide all kinds of logistic support to the election commission including copy of by-laws, list of members and voter list as well.
- (8) The Board shall have authority to appoint a legal adviser if necessary.
- (9) The Board shall consist of up to 17 members, but not fewer than 9 members.
- (10) Unless otherwise provided for in the Certificate of Incorporation of the Corporation, any action to be taken at any annual or special meeting, may be taken without a meeting on the unanimous written and signed consent of all the board of directors or general members of the Guthi entitled to vote at such meeting, setting forth the action so taken.

Section 2

Terms:

All Board members shall serve a two-year term, but shall be eligible for re-election for another term consecutively.

Section 3

Meetings and notice:

The Board of Directors shall conduct board meeting at least bimonthly, or as and when deemed necessary at an agreed upon agenda, timetable and place.

Section 4

Annual General Meeting (AGM)

The Board of Guthi shall call Annual General Meeting (AGM) in a month of November of the year. To this particular meeting the Board shall present,

- (a) Annual reports
- (b) Financial reports and
- (c) Proposed future plan and program.

Notice Of Meeting

Thirty (30) days advance notice shall be required about the annual general meeting.

Venue, Date And Time

The President must clearly mention on notice specific day, date, time and place of the meeting.

Section 5

Board election:

Except as may otherwise be provided herein or in the Certificate of Incorporation, the members of the Board of Directors of the Guthi shall be elected at the first annual general meeting and at each annual general meeting thereafter, unless their terms are staggered in the Certificate of Incorporation of the Guthi or these Bylaws, by a majority of the votes cast at the meeting of members of the Guthi entitled to vote in the election. No Proxy votes will be entertained.

Section 6

Election procedures:

An Election Committee may be formed by the Board of Directors. The Election Committee shall be responsible for conducting the election of the Board of Directors in every two years for a two-year term. The President may form an Election Committee with consultation of the members of the Board at least 60 days before the scheduled

election. The election of the Board shall be held by the end of November of the second year of the outgoing Board. The Election committee will be free to determine election procedures, schedule and guidelines. Election Committee's decisions will be final in terms of election result and election procedures.

Section 7

Quorum:

Minimum of 66% present of Board Members will constitute a quorum and of that the majority decision will be granted.

Section 8

Officers and Duties:

Officers:

The Board of Directors consists minimum of 9 and maximum of 17 officers which are :

1. President,
2. Vice-President,
3. Secretary
4. Co-Secretary
5. Treasurer,
6. Co-Treasurer
7. Member Directors (minimum 3 maximum 11)

The Board of Directors have the power, in the interim between annual and special meetings, to increase or decrease the number of Directors of the Guthi.

Duties:

- a. The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board to preside at each meeting.
- b. The Senior Vice-President shall chair the meeting in the absence of the President.
- c. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that Guthi's records are maintained.
- d. The Treasurer shall be responsible for maintaining all financial matters and records in order. His/her specific duties are as follows:

- a. custodian of all funds of the Guthi
- b. Maintain bank accounts and receipt
- c. Distribute funds (bill payment)
- d. Prepare financial reports and tax return.
- e. Update account report available promptly if necessary. (AGM)
- f. Keep the current roster of the membership.
- g. Keep books of the organizations audited by qualified public accountant

Section 9

Vacancies:

When a vacancy on the Board occurs before its term expires, the Secretary shall receive nominations for the vacant positions from the present Board members at least two weeks prior to the Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted -at the next Board meeting. These vacancies will be filled only for the remaining term of the particular Board member.

Section 10

Resignation, termination, and absences:

Resignation from the Board must be in writing and received by the Secretary and a decision shall be taken by the Board of Directors accordingly. A Board member shall be terminated from the Board if he/she fails to attend Board meetings for more than three unexcused absences from the Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors. If a Board member fails to attend three meetings consecutively, except exceptional circumstances, his or her membership shall be reviewed by the Board and a decision shall be taken accordingly.

Section 11

Special meetings:

Special meetings of the Board shall be called upon the request of the President or by one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Board member at least two weeks in advance.

ARTICLE VIII

Laws to govern:

- A.** All the provisions contained herein shall be the Rules of the Community members Guthi and shall be in full force in the governance thereof.
- B.** None of the Rules contained herein shall be in violation of Federal, State or Municipal law(s), and should any such conflict arises the Federal, State or Municipal law shall take precedence.

ARTICLE IX

Amendment of By-laws

The By-laws of the Guthi shall be amended as it becomes necessary and appropriate to conduct its business or activities. For this purpose, the Board shall form a by-laws amendment committee to prepare a draft amendment with recommendations for the Board to review and adopt. Any amendment(s) to these By-laws must be ratified by a 2/3 majority vote of the membership present at a General Membership meeting called for that purpose. Any amendments to these By-laws shall be sent to the members 30 days in advance of such meeting.

ARTICLE X

a) The Board Advisors:

- a.** The Board of Directors shall nominate a group of experts to provide necessary technical and professional guidance to the Board.
- b.** The Board may seek advises or opinions from the experts whenever necessary.

b) Calendar year :

- a.** Calendar year will begin 1st day of January ending to 31st day of December of each year.

- c) Any fund raising and financial activity will satisfy periodic audit need and will comply with United States Internal Revenue Code (IRC).
- d) No part of the net earnings of the Community members Guthi shall inure to the benefit of, or be distributable to its members, Trustees, executive members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes.
- e) No substantial part of the activities of the Guthi shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Guthi shall not participate in, or intervene in (including the publishing of, or in opposition to, any candidate for public office) activities of political in nature.
- f) Notwithstanding any other provision of these articles, the Guthi shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (C) (3) of Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contribution to which are deductible under section 170(c) (2) of its Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE XI

DISSOLUTIONS AND LIABILITY

The dissolution of the Guthi shall be decided by two third majorities of total numbers of voting members at special annual general meeting of the Board called for that purpose. After paying or adequately providing for the debts and obligations of the organizations, the remaining assets shall be distributed to nonprofit foundation or corporation that is organized and operated exclusively for charitable purpose and that has established its tax exempt status under sec 501 (c) (3) of the internal revenue code. No any member shall have any claim on the Guthi with respect to fees and subscription paid.

ARTICLE XIII

Indemnification

1. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.