

CONSTITUTION AND BYLAWS OF THE NEPALESE ASSOCIATION OF HOUSTON, INC., HOUSTON, TEXAS, U.S.A.

Constitution

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Article I. Name

SECTION 1. This non-profit organization shall be called "NEPALESE ASSOCIATION OF HOUSTON," hereinafter referred to as NAH.

SECTION 2. The headquarters shall be at 6300 Hillcroft, Suite 102, Houston, Texas 77081, U.S.A.

Article II. Objectives

SECTION 1. The objectives of this social organization shall be to bring together the community in Houston and surrounding areas interested in Nepalese culture, in order to preserve and promote cultural, educational, social, and humanitarian activities with the sole aim of "service to humanity."

Article III. Membership

SECTION 1. Any adult, 18 years and older, who subscribes to the ideals and objectives of NAH, is devoted to social service, is interested in Nepalese cultural activities, and is willing to contribute to the betterment of the Nepalese community, is eligible to become the member of NAH

SECTION 2. The membership of NAH shall consist of Individual Members, Family Members, and Life Members.

Article IV. Dues

SECTION 1. The fiscal year of NAH shall commence on the first day of January of each year and end on the thirty-first day of December the same year.

SECTION 2. The schedule of annual dues shall be set forth in the Bylaws.

Article V. Executive Committee

SECTION 1. The Executive Committee shall consist of the President, Immediate Past President, the First Vice President, the Second Vice President, the Secretary, the Assistant Secretary, the Treasurer, the Assistant Treasurer, The Media and Publication Officer, the Public Relation Officer, the Web Master and eight Members.

SECTION 1. The Executive Committee shall consist of the President, the First Vice President, the Second Vice President, the Secretary, the Assistant Secretary, the Treasurer, the Assistant Treasurer, and six Members.

SECTION 2. All the officers of the Executive Committee shall serve for a term of two years. The officers must be members of NAH.

SECTION 3. The Executive Committee shall draw the annual budget and a list of activities for the fiscal year and present those to the members in the General Body Meeting.

SECTION 4. The Immediate Past President shall be the officer who had served as President in the Preceding term. The immediate Past President shall be a voting member of the executive committee.

Article V (a). Founding Members

SECTION 1.. Dr. Rajendra K. Shrestha, Mr. Binod K. Shrestha, and Mr. Dinker G. Amatya shall be the founding members of NAH.

Article V (b). Board of Trustees

SECTION 1.The nine member Board of Directors shall consist of the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, the Immediate Past President, and three Founding Members.

SECTION 2. The Board of Directors shall have full authority to exercise all powers of NAH.

SECTION 3. At al meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum of the

Article VI. Board of Directors

SECTION 1. The five-member Board of Directors shall consist of the President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer of the Executive Committee.

SECTION 2. The Board of Directors shall have full authority to exercise all powers of NAH.

SECTION 3. At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum of the transaction of business.

Article VII. Election, Resignation, and Expulsion of Members

SECTION 1. The method of election of the members of the Executive Committee shall be as set forth in the Bylaws.

SECTION 2. Any member in good standing may resign from NAH as set forth in the Bylaws.

SECTION 3. Any member may, for the good of NAH, be suspended or expelled from NAH at any time as set forth in the Bylaws.

Article VIII. Duties of Officers

SECTION 1. The President shall be the presiding officer at all meetings of NAH, shall supervise the affairs of NAH, and shall perform such other duties as may be assigned to him by the Board of Directors. The President shall help foster cordial feelings among the members, and shall act for the growth of NAH. The President shall also be responsible for resolving any problem or settling any dispute related to NAH activities.

SECTION 2. The First Vice president shall assist the President in carrying out the affairs of NAH. To the extent authorized by law, the First Vice President shall have such other powers as the Board of Directors may determine and shall perform such other duties as may be assigned to him by the Board of Directors. In the event of the President's absence or disability, the First Vice President shall perform the duties and possess and exercise all the powers of the President.

SECTION 3. The Second Vice President shall assist the First Vice President in executing the affairs of NAH. In the event of the First Vice President's absence or disability, the Second Vice President shall perform the duties and possess and exercise all the powers of the First Vice President.

SECTION 4. The Secretary shall have charge of books, documents, and papers as the Board of Directors may determine and shall have the custody of NAH seal. The Secretary shall attend all meetings and keep the minutes of the meetings of the Board of Directors and members of NAH. The Secretary shall keep a record of the names and addresses of all NAH members, and such book shall be opened for inspection, as prescribed by law. The Secretary shall keep in touch with all the members of NAH and call the General Body Meeting annually. The Secretary shall perform such additional duties as may be directed by the Board of Directors.

SECTION 5. The Assistant Secretary shall assist the Secretary in executing the affairs of NAH. In the event of the Secretary's absence or disability, the Assistant Secretary shall perform the duties and possess and exercise all the powers of the Secretary.

SECTION 6. The Treasurer, under the direction of the Board of Directors, shall oversee the financial affairs of NAH, and shall have the custody of all funds, property, and securities of NAH, subject to such regulations as may be imposed by the Board of Directors. The Treasurer shall keep record of the receipt and disbursement of all NAH funds according to the Internal Revenue Service (IRS) Guidelines, and shall prepare and submit a report covering the fiscal year to the Board of Directors. The Treasurer shall perform such additional duties as may be directed by the Board of Directors.

SECTION 7. The Assistant Treasurer shall assist the Treasurer in executing the affairs of NAH. In the event of the Treasurer's absence or disability, the Assistant Treasurer shall perform the duties and possess and exercise all the powers of the Treasurer.

SECTION 8. The Media and Publication Officer, the Public Relation Officer, the Web Master and the eight Members of the Executive Committee shall perform duties as assigned to them by the Board of Directors. The Board of Directors may form sub-committees to conduct the affairs of NAH, in which case the Members shall take charge of such sub-committees.

Article IX. Salaries

SECTION 1. All the officers of the Executive Committee shall be honorary officers, receiving no salary or compensation for their service to NAH.

Article X. Meetings

SECTION 1. NAH shall hold at least one meeting of the members each year, this meeting to be known as the General Body Meeting.

SECTION 2. The General Body Meeting shall be held at a time and place designated by the Executive Committee.

SECTION 3. Election of the Executive Committee shall be held in the General Body Meeting.

SECTION 4. The Board of Directors may call additional meetings of NAH.

Article XI. Contracts

SECTION 1. Except as otherwise provided herein, the Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument on behalf of NAH and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind NAH by any contract or engagement or to pledge its credit or render its liable pecuniary for any purpose or any amount.

Article XII. Exempt Activities

SECTION 1. Notwithstanding any other provision herein, no member, director, officer, employee, or representative of NAH shall take any action or carry on any activity by or on behalf of NAH not permitted to be taken or carried on by an organization exempt under SECTION 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended, or an organization contributions to which are deductible under SECTION 170 (c) (2) of such Code and Regulations as they now exist or as they may be hereafter amended.

Article XIII. Bylaws

SECTION 1. The Board of Directors shall make Bylaws, as it deems necessary for the proper government of NAH. The Bylaws must not be in conflict with the Constitution.

Article XIV. Amendment to the Constitution and Bylaws

SECTION 1. Amendments to this Constitution and Bylaws may be proposed by the Board of Directors or by a petition containing signatures of at least ten percent of the members of NAH in good standing.

SECTION 2. At the annual General Body Meeting, all proposed amendments received since the previous General Body Meeting shall be considered. For the amendment to pass, it must be approved by at least two-third of the total membership in good standing, present in the General Body Meeting.

SECTION 3. Those amendments to the Constitution and Bylaws rejected in the General Body Meeting must be resubmitted under the provisions of this Article if they are to be further considered.

Article XV. Distribution of NAH Assets upon Dissolution

Section 1. No member director, officer, employee or a member of a committee, or person connected with NAH, or any private individual, shall receive at any time any of the net earnings or profits from the operation of NAH, provided, however, that this shall not prevent payment to any such reasonable compensation for services rendered to or for NAH in effecting any of its purposes as shall be determined

by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of NAH upon the dissolution of NAH. All members of NAH shall be deemed to have expressly consented and agreed upon such dissolution or winding up of the affairs of NAH, whether voluntary or involuntary, the assets of NAH, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organization which would then qualify under the provision of Section 501 (c) (3) of the Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended.

Bylaws

- Article I. Election of Officers**
- Article II. Resignation of Members of Executive Committee**
- Article III. Expulsion of Members**
- Article IV. Membership Fee Schedule**
- Article V. Bank Accounts**
- Article VI. Revenues**
- Article VII. Eligibility for Executive Committee membership**
- Article VIII. Invalidation by Court Order**

Article I. Election of Officers

SECTION 1. The Officers of the Executive Committee, except the Immediate Past President, shall be elected by the unanimous decision of the members of NAH at the General Body Meeting. In the event, a position(s) cannot be filled by unanimous decision; the Officer(s) shall be elected by secret ballot at the General Body Meeting by a simple majority of the votes cast. Each candidate for the office should be nominated by one member and seconded by another member of NAH. An individual shall not be nominated for more than one position.

SECTION 2. Each member voting, should be in good standing, and may cast one vote for each office.

SECTION 3. The election results shall be final and binding on all parties.

SECTION 4. The term of all Officers of the Executive Committee shall be two (2) years except the Immediate Past President. The position of Immediate Past President shall be transferred only to new Immediate Past President.

SECTION 5. The newly elected Officers shall begin their term one month after the election date to allow time to transfer power in this transition period from incumbent to newly-elected Officers.

SECTION 6. No officer shall serve in the same position more than two (2) consecutive terms.

Article II. Resignation of Members of Executive Committee

SECTION 1. Any Officer of the Executive Committee may resign at any time. Such resignations shall be submitted in writing to the Board of Directors.

Article III. Expulsion of Members

SECTION 1. Any member may be expelled from NAH by the vote of two-thirds of the Board of Directors, at any regular meeting. The member may be expelled for any, or a combination, of the following reasons: nonfeasance, malfeasance, conduct detrimental to the interests of NAH, lack of sympathy with its objectives and ideals, or refusal to render reasonable assistance in carrying out its purposes.

SECTION 2. The member proposed to be expelled shall be entitled to at least five days' notice in writing from the Board of Directors giving time, date, and place of the meeting. At such meeting, that member shall be entitled to appear before and heard by the Board of Directors.

Article IV. Membership Fee Schedule

SECTION 1. Any adult, 18 year and older, who is qualified under Section 1 of Article III of the Constitution shall pay annual membership dues as follows: Individual Membership \$10.00, Family Membership \$20.00, and Life Membership \$200.00.

SECTION 2. The membership fee shall be due in January every year.

SECTION 3. In no case shall any donation or membership fee from any member be refused in part or in whole.

Article V. Bank Accounts

SECTION 1. The joint signatures of the Treasurer and any of the President, the First Vice President, or the Secretary, shall operate the bank account.

SECTION 2. The Treasurer will be in charge of the bank pass book, check books, etc., and shall maintain proper receipts and cancelled checks for all expenses.

SECTION 3. The bank account shall be operated under the name "NEPALESE ASSOCIATION OF HOUSTON." The revenues may be placed either in the interest-bearing accounts or checking accounts, or in both, as deemed advisable by the Treasurer.

Article VI. Revenues

SECTION 1. The source of revenue of NAH will be as follows: membership fee, revenues from cultural activities, and donations from individuals and/or organizations.

Article VII. Eligibility for Executive Committee membership

SECTION 1. Any NAH member, 21 year and older, shall be eligible for membership in the Executive Committee.

Article VIII. Invalidation by Court Order

SECTION 1. In the event, any section or article of this Constitution and Bylaws is invalidated by any State law or court action, the entire Constitution and Bylaws shall not be invalidated; only the related section or article shall be removed or amended to be consistent with the law.