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## Bylaws of Nepali Cultural and Spiritual 1 Center (NCSC) 2014

### Fifth Amendment – 2026

#### Article I: Name

##### 1.1 – Legal Name

The name of this organization shall be the Nepali Cultural and Spiritual Center, hereinafter referred to as the “NCSC.”

##### 1.2 – Legal Status and Incorporation

NCSC is a not-for-profit community organization duly registered with the State of Texas, having received its Certificate of Incorporation on August 31, 2007.

##### 1.3 – Federal Tax-Exempt Status

The Internal Revenue Service (IRS) has determined that NCSC is exempt from Federal Income Tax under Section 501(a) of the Internal Revenue Code, as an organization described in Section 501(c)(3). The determination date of tax exemption is March 18, 2008.

##### 1.4 – Registered Office and Additional Offices

NCSC shall maintain a registered office in the State of Texas and may establish or maintain such other offices within the State as the Board of Trustees (BOT) may determine from time to time.

##### 1.5 – Principal Office Address

The principal office and mailing address of the organization shall be:

#### **Nepali Cultural and Spiritual Center (NCSC)**

1212 Royal Parkway  
Euless, Texas 76040

#### Article II: Mission

The Nepali Cultural and Spiritual Center (NCSC) is established to provide a common place for cultural, spiritual, and religious congregation in accordance with the Hindu, Buddhist and Eternal Ancient faiths; to promote harmony among diverse traditions rooted in Nepal’s heritage; to preserve and pass Nepali values to future generations; and to foster unity, fellowship, and community service by promoting the cultural and spiritual enrichment of all individuals who share the ideals of compassion, inclusivity, and respect.

#### Article III: Objectives

The objectives of the Nepali Cultural and Spiritual Center (NCSC) shall be as follows:

1. **To establish and maintain** a Hindu and Buddhist place of worship for spiritual practice, reflection, and community gathering.

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2. **To organize and promote** cultural, spiritual, educational, and social programs and educational classes that advance the mission and values of NCSC.
  3. **To preserve, promote, and pass** the Nepali language, arts, traditions, and cultural heritage to future generations.
  4. **To foster unity and cooperation** among individuals and organizations of diverse faiths, backgrounds, and beliefs within the broader community.
  5. **To encourage and support** charitable, humanitarian, and community service activities that enhance social welfare and harmony.
  6. **To establish and maintain** facilities and resources necessary to conduct NCSC's religious, cultural, and educational activities effectively.
  7. **To collaborate and build partnerships** with other community, cultural, and faith-based organizations that share similar objectives and values.

#### **Article IV: Membership, Trustees, Patrons, and Wall of Honor**

1. **Membership Provisions** - The membership of the Nepali Cultural and Spiritual Center (NCSC) shall be inclusive, structured, and perpetual, guided by the following provisions:
  - a. **Eligibility and Admission**

Any person aged eighteen (18) years or older who supports the mission and objectives of NCSC, pledges to abide by its Bylaws, and fulfills the applicable membership requirements shall be eligible for membership. Categories of membership and their privileges shall be governed by these Bylaws.
  - b. **Good Standing and Voting Eligibility**

Payment of membership dues or contributions, where applicable, shall be mandatory. Only members in good standing, whose dues are current and against whom no disciplinary actions are pending, shall have voting rights and eligibility to hold elected or nominated office in NCSC.
  - c. **Membership in Perpetuity**

For all purposes of governance and operation, Founding Members, Honorable Founding Members, Life Members, Trustees, Honorable Trustees, Patrons, and Wall of Honor Dignitaries shall be recognized as members of NCSC in perpetuity.
  - d. **Honorary Membership**

The Board of Trustees (BOT) may bestow honorary membership upon individuals for distinguished service or substantial support to NCSC. Such membership shall be advisory in nature and shall not carry voting privileges or eligibility for elected office.
  - e. **General Assembly Composition**

All members in good standing shall constitute the General Assembly (GA).

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Only those members designated with voting rights under these Bylaws shall participate in GA deliberations or elections requiring a vote.

f. **Non-Discrimination and Conduct**

NCSC shall not refuse membership based on race, gender, religion, or political opinion. However, it may suspend or expel any member whose conduct is deemed detrimental to the reputation, integrity, or mission of NCSC.

2. **Membership Categories**

NCSC shall maintain the following categories of membership:

- a. **General Member** – Entitled to participate in NCSC activities and General Assembly meetings but shall not have voting or candidacy rights.
- b. **Under 18 Minor Member** – non-voting member, subject to legal guardians' approval.
- c. **Life Member** – This category of membership shall be discontinued after the end of calendar year 2026. Upon such discontinuation, Life Members shall no longer have voting rights in the General Assembly. Existing Life Members may upgrade their membership to Founding Member status prior to the inauguration of the new Pashupati Temple and Buddha Bihar, or to Trustee or above status at any time, by paying the difference between the Life Member contribution and the applicable contribution required for the higher membership category.
- d. **Founding Member** – Entitled to all rights and privileges of voting membership, including eligibility to hold office as provided in these Bylaws, upon payment of the required membership fees Recognized as early contributors toward the establishment of NCSC and entitled to all rights and privileges of a voting member. Founding membership shall close upon the inauguration of the new Pashupati Temple and Buddha Bihar.
- e. **Honorable Founding Member** – An elevated category of founding membership established in recognition of substantial contribution or commitment to NCSC's mission. Honorable Founding Members and their legal spouse shall have voting rights. Founding membership shall close upon the inauguration of the new Pashupati Temple and Buddha Bihar.
- f. **Youth Council Member (YCM)** – Open to individuals aged 18 to 30 who actively participate in NCSC programs and contribute to community development. Youth Council Members may transition to higher membership categories upon fulfilling contribution or service requirements established by the BOT and EC.
- g. **Benefactor Member** – This category has been discontinued. Existing Benefactor Members shall be elevated to Founding Members.
- h. **Trusteeship Categories**
  - a. **Trustee** – Individuals who have made substantial and sustained contributions to NCSC. Trustees shall serve as voting members of the Board of Trustees (BOT) and shall hold all privileges and responsibilities therein.
  - b. **Honorable Trustee** – Established to recognize exceptional commitment or contribution to NCSC. Both legal spouses of an Honorable Trustee shall

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possess voting rights within the BOT and GA.

c. **Institutional Trustee** – Organizations in good standing whose mission aligns with NCSC’s purposes may be granted Institutional Trustee membership. Institutional Trustees shall not have voting rights.

i. **Patrons and Family Patrons:** have all rights and privileges of Trustees

a. **Patron** – Individuals or families providing distinguished financial or service-based support to NCSC shall be recognized as Patrons. Both spouses shall enjoy Patron privileges.

b. **Family Patron** – Will have additional honors as determined by the BOT and EC. Unmarried children of Family Patrons shall receive special recognition in NCSC events.

j. **Wall of Honor Dignitaries**

a. **Wall of Honor** – Conferred upon individuals or families for extraordinary service or contribution to NCSC. All privileges of Patrons apply, with additional honors determined by the BOT and EC.

b. **Family Wall of Honor** – Includes all privileges of a Wall of Honor dignitary with enhanced ceremonial recognition.

c. **Institutional Wall of Honor** – Reserved for institutions that qualify for Wall of Honor recognition. Such institutions shall hold all privileges provided under Clause IV.2.i.a, as applicable

3. **Voting Rights** – All Members pursuant to Article IV.2, except General Members and Honorary Members, shall retain voting rights in perpetuity, provided they remain in good standing.

4. **Membership Fee and Privilege Determination**

a. The Board of Trustees (BOT) and the Executive Committee (EC) shall jointly establish and periodically review the membership fee levels or contribution thresholds for all membership categories, taking into account the organization’s financial needs and mission objectives, subject to approval by the General Assembly (GA).

b. The Executive Committee (EC) and the Board of Trustees (BOT) shall jointly determine any additional special privileges to be accorded to any category of membership, as deemed appropriate and consistent with the mission and objectives of NCSC.

c. Membership fees, once received, shall be non-refundable.

5. **Membership Elevation**

Members may upgrade their membership level by fulfilling the eligibility requirements and completing any additional contributions as determined by the BOT and EC. Full privileges of the elevated category shall accrue upon formal approval.

6. **Rights and Privileges of Members**

a. Attend and participate in the General Assembly.

b. Vote and run for elected office (except General and Honorary Members).

c. Patrons and Wall of Honor Dignitaries shall be considered Trustees for life with equivalent privileges.

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- d. All Trustees, Patrons, and Wall of Honor members shall be recognized as member of the BOT

### **7. Honor Recognition.**

- a. Names of all , Founding members, Honorable founding members, Trustees, Patrons, and Wall of Honor Dignitaries shall be permanently displayed within the NCSC premises, with plaques distinguished by membership category.
- b. Main Temple or its structures shall not be named after donors, instead donors will be recognized only in the designated Donor Recognition Area based on the criteria established by EC and BOT.

### **8. Creation of Additional Categories**

Additional membership categories may be created or modified as needed, subject to ratification by the General Assembly upon recommendation by the BOT and EC.

### **9. Application and Approval**

Individuals or institutions seeking membership shall submit a completed application to NCSC. The EC shall review all applications and forward recommendations to the BOT for final approval.

**10. Removal of Members:** Any member listed in Article IV.2 if found violating NCSC Bylaws or acting against NCSC's interests may have their membership revoked.

## **Article V: Finances**

The financial affairs of the **Nepali Cultural and Spiritual Center (NCSC)** shall be conducted with transparency, accountability, and adherence to all applicable laws and regulations governing nonprofit and tax-exempt organizations.

### **1. Fiscal Year**

The fiscal year of NCSC shall begin on **January 1** and end on **December 31**, unless otherwise determined jointly by the BOT and EC.

### **2. Sources of Funding**

NCSC shall finance its activities and operations through the following means:

- a. Membership dues, donations, and voluntary contributions.
- b. Fundraising activities duly authorized by the Board of Trustees (BOT).
- c. Income derived from lawful use of NCSC property or facilities.
- d. Bequests, endowments, or gifts accepted in accordance with donor intent and organizational policy.
- e. Grants or contributions received from public or private institutions consistent with the mission and values of NCSC.

### **3. Restricted and Designated Funds**

All restricted or designated funds shall be maintained in separate accounts and used solely for the purposes specified by the donor or funding authority. The BOT shall ensure

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that such funds are tracked, reported, and disbursed in accordance with donor restrictions and applicable law.

**4. Financial Accountability and Oversight**

- a. The Executive Committee (EC) shall manage the annual budget, operational finances, and day-to-day expenditures of NCSC.
- b. The Board of Trustees (BOT) shall manage capital budgets, capital expenditure, and long-term financial planning and investments of NCSC.
- c. The BOT and EC shall maintain separate bank accounts, each with appropriate signatories, oversight mechanisms, and reconciliation processes. Transfers between accounts, if necessary, shall require written authorization and dual approval from both BOT and EC officers.
- d. The Treasurer shall present a consolidated financial summary to both BOT and EC at least quarterly, and an annual financial statement shall be presented to the General Assembly (GA).

**5. Budget and Financial Planning**

- a. NCSC shall prepare two primary financial plans each fiscal year: (i) an annual operating budget managed by the EC, and (ii) a capital and long-term financial plan managed by the BOT.
- b. The EC shall prepare the draft annual operating budget for review and approval by the BOT prior to the start of each fiscal year.
- c. The BOT shall review and approve the capital and investment budgets, including expenditure on property, construction, or infrastructure.
- d. Approved budgets shall be presented to the General Assembly for acknowledgment and record.

**6. Disbursement and Signatory Authority**

- a. All disbursements shall be made through authorized NCSC accounts and supported by proper documentation.
- b. The EC shall authorize operating expenditure and expenses related to repair & maintenance within its approved annual budget. Expense related to structural modification fall under the BOT.
- c. The BOT shall authorize capital expenditure and investments within its approved capital budget.
- d. Transactions exceeding thresholds set jointly by the BOT and EC shall require dual approval from both governing bodies.

**7. Property, Assets, and Investments**

- a. All real estate, fixed assets, and investment portfolios of NCSC shall remain under direct oversight of the BOT.
- b. Any sale, lease, or mortgage of NCSC property shall require prior approval by the BOT and ratification by the General Assembly.
- c. The BOT shall ensure prudent investment and asset management consistent with nonprofit fiduciary standards and long-term financial sustainability.

**8. Internal Controls and Compliance**

- a. The EC shall establish and maintain adequate systems of internal control over receipts, expenditures, and financial records.

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- b. The BOT shall ensure that capital and investment transactions are conducted with due diligence and transparency.
  - c. All financial operations shall comply with generally accepted accounting principles (GAAP) and the IRS regulations applicable to 501(c)(3) entities.
  - d. The EC and BOT shall jointly adopt financial policies covering conflicts of interest, procurement, reimbursements, and expenditure thresholds to ensure integrity and accountability.
- 9. Donations, Endowments, and Bequests**
- a. BOT and EC may jointly accept contributions, gifts, or bequests for the general or specific purposes of NCSC.
  - b. All donations shall be acknowledged in writing and recorded in NCSC's permanent financial records.
  - c. The wishes of donors in regard to the use of donations shall be honored to the extent possible, provided such conditions do not conflict with the mission or nonprofit status of NCSC.
- 10. Financial Reporting and Transparency**
- a. NCSC shall prepare accurate financial statements reflecting revenues, expenses, assets, and liabilities.
  - b. Periodic Financial Reports should be published at least twice a year. Financial statements shall be made available to members of the General Assembly upon request at any time.
  - c. NCSC shall file all required federal and state reports, including **IRS Form 990** or equivalent, on a timely basis.
- 11. Prohibition on Private Benefit**
- No part of NCSC's earnings, income, or assets shall inure to the benefit of, or be distributable to, any member, officer, trustee, or private individual, except as reasonable compensation for services rendered or reimbursement of authorized expenses.

## **Article VI: Internal Control and Conflict of Interest**

The **Nepali Cultural and Spiritual Center (NCSC)** shall maintain strong internal controls and uphold the highest standards of ethical and financial integrity to ensure that all decisions and transactions are conducted in the best interest of the organization and in compliance with applicable laws and regulations.

- 1. Purpose of Internal Controls**

The purpose of NCSC's internal control framework is to safeguard organizational assets, ensure the accuracy and reliability of financial and operational information, promote efficiency in the use of resources, and ensure compliance with applicable laws, Bylaws, and policies.
- 2. Responsibility for Internal Control**
  - a. The Executive Committee (EC) shall be responsible for establishing and implementing operational internal controls governing daily transactions, documentation, authorization, and reporting.

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- b. BOT Secretariat shall provide oversight of internal controls related to capital assets, investments, construction projects, and long-term financial commitments.
  - c. Both EC and BOT Secretariat shall review internal control practices annually and update procedures as necessary to strengthen compliance and risk mitigation.
3. **Segregation of Duties**  
All financial and administrative functions shall be organized to ensure separation of authorization, custody, and record-keeping responsibilities. No single individual shall have sole authority over financial transactions, fund disbursements, or asset management without independent review or approval.
4. **Authorization and Approval**
- a. All expenditures shall be supported by written documentation, approved by designated officers, and consistent with approved budgets.
  - b. Transactions above thresholds established jointly by the BOT Secretariat and EC shall require dual approval from EC and BOT Secretariat.
  - c. No committee, officer, or individual shall obligate NCSC financially without proper documentation and authorization under these Bylaws.
5. **Financial Documentation and Record Retention**
- a. All receipts, invoices, bank statements, and accounting records shall be maintained for a minimum of seven (7) years or as required by federal and state law.
  - b. Records shall be organized, secured, and available for review by authorized officers, auditors, or regulatory agencies.
  - c. The Treasurer shall ensure that all accounts are reconciled monthly and reviewed by designated officers of both EC and BOT Secretariat.
6. **Internal Review and Audit Procedures**
- a. BOT Secretariat and EC shall appoint an Internal Audit Committee and independent external auditor to periodically review financial and operational practices.
  - b. The Internal Audit Committee shall report its findings to both BOT Secretariat and EC, with recommendations for corrective actions.
  - c. Internal and external audit results along with corrective action recommendations shall be made available to the General Assembly during the annual meeting.
7. **Conflict of Interest Policy**
- a. All officers, members of the BOT, EC, committees, or employees of NCSC shall act in good faith and in the best interest of the organization.
  - b. A conflict of interest arises when a person in a position of authority or influence has a personal or financial interest that could compromise, or appear to compromise, their impartiality in decision-making.
  - c. All members of the BOT, EC, or other committees must disclose any actual, potential, or perceived conflict of interest prior to participating in any related discussion or vote.
  - d. Any member with a disclosed conflict shall abstain from voting or influencing the decision concerning the matter in question.
  - e. All conflict disclosures and recusals shall be recorded in the official minutes of the respective meeting.
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- f. BOT shall maintain a written Conflict of Interest Disclosure Form, to be completed at least annually or as frequently as needed, by all BOT and EC members.
8. **Prohibited Transactions and Self-Dealing**
    - a. NCSC shall not enter into any financial transaction that results in private benefit, self-dealing, or personal gain for any of its officers, trustees, members, or related parties.
    - b. All contracts or agreements involving NCSC and a related party must be reviewed by the BOT and approved only if deemed fair, reasonable, and in the organization's best interest.
  9. **Whistleblower Protection**
    - a. NCSC shall protect any member, officer, or employee who, in good faith, reports suspected fraud, misuse of assets, conflict of interest, or violation of law or policy.
    - b. Retaliation against whistleblowers is strictly prohibited. Verified concerns shall be investigated confidentially by the BOT or an independent reviewer designated by it.
  10. **Ethical Conduct and Fiduciary Duty**

All officers, trustees, and committee members owe a fiduciary duty of care, loyalty, and obedience to NCSC. They shall perform their duties honestly, avoid impropriety, and act solely to advance the organization's mission and the public good.
  11. **Ethics and Compliance committee:** This committee shall be established by NCSC EC and BOT, which oversees the conflict of Interest and Ethics compliance and related complaints if any.
  12. **Officer Roles in Other Organizations:** EC Officers and BOT Officers (members of BOT Secretariat) shall not hold Officer positions in other organizations concurrently, to prevent conflicts of interest, except for nominated positions.

## **Article VII: General Assembly (GA)**

The **General Assembly (GA)** shall be the supreme governing body of the **Nepali Cultural and Spiritual Center (NCSC)**. It shall represent the collective voice of the membership and shall have ultimate authority over the organization's policy direction, amendments to the Bylaws, and major institutional decisions.

1. **Composition**

The General Assembly shall consist of all members of NCSC in good standing. Only those members designated with voting rights under these Bylaws shall have the right to vote in any meeting of the General Assembly.
2. **Authority and Functions** - The General Assembly shall:
  - a. Serve as the highest decision-making body of NCSC.
  - b. Approve amendments to the Bylaws upon recommendation from the Bylaws Committee and the governing bodies.
  - c. Receive, review, and acknowledge the annual reports of the Executive Committee (EC) and the Board of Trustees (BOT).

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- d. Approve or ratify major policy matters, strategic initiatives, and long-term organizational directions.
  - e. Appoint or ratify independent auditors or audit committees when deemed necessary.
  - f. Provide final ratification for any sale, mortgage, or long-term lease of NCSC real property as approved by the BOT.
3. **Annual and Special Meetings**
- a. The General Assembly shall hold at least one annual general meeting (AGM) each calendar year at a date and location determined by the EC in consultation with the BOT.
  - b. Special meetings of the GA may be called at any time by the EC President, the BOT Chairperson, or upon written request of at least twenty-five percent (25%) of the voting members, with at least 7 days' notice.
  - c. Notice of annual GA meeting shall be provided to all members at least fifteen (15) days prior to the meeting date, stating the purpose, time, and location of the meeting.
4. **Order of Proceedings** - The proceedings of the General Assembly shall generally include:
- a. Opening and invocation.
  - b. Establishment of quorum per **Article VII.5**
  - c. Presentation of reports (EC, BOT, Audit, and Committees).
  - d. Discussion of agenda items.
  - e. Voting on resolutions, amendments, and other matters.
  - f. Closing remarks and adjournment.
5. **Quorum**
- a. Fifty percent (50%) of the voting members shall constitute a quorum for the first call of the General Assembly.
  - b. If a quorum is not reached, a second meeting shall be held with at least fifteen (15) days' notice, at which twenty-five percent (25%) of voting members shall constitute a quorum.
  - c. If a quorum is not achieved in the second meeting, a third meeting shall be called with seven (7) days' notice, and no quorum requirement shall apply. A two-thirds (2/3) majority vote of the members present and voting shall be required to advance or approve any resolution or decision at the meeting called per VII.5.c.
6. **Voting Rights and Procedures**
- a. Each voting member present in person shall be entitled to one (1) vote. Proxy voting shall not be permitted unless authorized by the GA in writing for specific purposes.
  - b. Except where otherwise provided in these Bylaws, all motions shall be decided by simple majority vote of members present.
  - c. Votes shall be conducted by show of hands, voice vote, or secret ballot, as determined by the presiding officer.
  - d. The presiding officer shall declare the result, which shall be final and binding upon the membership.
7. **Reports and Disclosures**
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- a. The EC shall present its Annual Activity Report and Financial Statement at the GA meeting.
  - b. BOT shall present its Capital and Investment Reports, including updates on long-term finances, property, and infrastructure.
  - c. Both reports shall be formally acknowledged by the General Assembly and recorded in the minutes.
8. **Record Keeping and Minutes**
- a. The General Secretary shall record the official minutes of all GA meetings, including motions, votes, and resolutions adopted.
  - b. Minutes shall be signed by the presiding officer and the General Secretary and shall be preserved as a permanent record of NCSC.
  - c. Approved minutes shall be made available to any member in good standing upon request.
9. **Binding Nature of Decisions**
- All resolutions and actions duly approved by the General Assembly shall be binding on the EC, BOT, and all committees of NCSC, provided such decisions comply with the law and the organization's nonprofit status.

## **Article VIII: Board of Trustees (BOT)**

The Board of Trustees (BOT) shall serve as the principal fiduciary and strategic body of the Nepali Cultural and Spiritual Center (NCSC). It shall safeguard the organization's assets, oversee its long-term stability, and guide its governance in accordance with NCSC's mission and nonprofit objectives.

### **1. Purpose and Authority**

The BOT shall be responsible for the preservation, management, and growth of NCSC's capital assets, endowments, and long-term financial resources. It shall act as the legal custodian of all NCSC properties and investments, ensuring compliance with the laws of the State of Texas and the Internal Revenue Code governing 501(c)(3) organizations.

### **2. Board of Trustees (BOT) Structure:**

#### **A. BOT – (Secretariat)**

- i. The Board of Trustees shall be served by Secretariat consisting of following seven officers:
  - a. Chairperson
  - b. Vice Chairperson for Operations and Management (O&M)
  - c. Vice Chairperson for Investment, Planning, and Finance (IPF)
  - d. Secretary
  - e. Director of Finance
  - f. Director of Asset Management
  - g. Director of Membership & Outreach.

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- ii. Secretariat meetings shall be held at least once every quarter. A quorum shall consist of fifty percent (50%) plus one of the office bearers. Two third majority shall be required to approve any resolution or decision.
  - iii. Secretariat of the Board of Trustees, ensures continuity, coordination, and orderly execution of the Board's responsibilities.
  - iv. BOT Chair can call special BOT meeting, or 25% of Trustees can request a special BOT meeting. BOT Secretariat should call such meeting within 15 days of request.

**B. BOT and its Composition:**

- i. The Board of Trustees shall consist of BOT Secretariat and all Trustees, Honorable Trustees, Patrons, Family Patrons, Wall of Honor dignitaries, and Family Wall of Honor dignitaries in good standing.
- ii. Meetings of BOT shall take place at least once every six months, or more frequently if required. A quorum shall consist of fifty percent (50%) plus one of the total number of members.
- iii. If a quorum is not present at the first meeting, a subsequent meeting shall be convened with at least seven (7) days' notice. The members present at such subsequent meeting shall constitute a quorum and may transact business accordingly. Any resolution or decision considered at a meeting convened pursuant to this clause shall require approval by a two-thirds (2/3) majority of the members present and voting.
- iv. All major long-term, and strategic decisions shall be presented to and deliberated by the BOT.

**3. Duties and Responsibilities of the BOT**

- a. Provide policy level strategic direction for the long-term growth and sustainability of NCSC, including advancement of NCSC's goodwill.
- b. Oversee NCSC's tangible and intangible capital assets, capital budgets, construction projects, and investment decisions capital in nature.
- c. Approve capital expenditures including expansion of physical infrastructure, and major financial commitments exceeding thresholds set jointly with the EC.
- d. Safeguard NCSC's fixed assets, real estate, and investments.
- e. Ensure all financial reporting and audits meet regulatory standards and internal policy requirements.
- f. Provide guidance to the EC in areas of policy, governance, and financial discipline.
- g. Present annual financial and capital reports to the General Assembly.

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#### 4. Powers of the BOT

- A. a. To acquire, hold, lease, or dispose of real-estate properties on behalf of NCSC with approval from the General Assembly.
- B. To borrow money and incur indebtedness for fulfilling NCSC's mission, subject to ratification by the General Assembly.
- C. To accept or reject restricted donations or endowments based on their alignment with NCSC's objectives.
- D. To establish long-term investment policies and designate financial institutions for deposits and asset management.
- E. To approve large-scale projects and strategic plans

#### 5. Long-term, and strategic in nature decisions concerning the Nepali Cultural and Spiritual Center (NCSC) shall require prior review and approval of the BOT.

#### 6. Duties and Responsibilities of BOT Officers

##### A. Chairperson

- I. Preside over all regular and special meetings of the BOT.
- II. Manage and promote NCSC's strategic programs, capital projects, and activities.
- III. Ensure the safekeeping and appropriate management of NCSC's fixed assets, properties, and investments.
- IV. Provide guidance to the EC on formation, execution, and compliance.
- V. Represent the BOT in official matters, external communications, and legal or governmental correspondence.
- VI. Approve, in consultation with BOT officers, BOT or GA as applicable major contracts, legal documents, and resolutions affecting long-term strategy or assets.

##### B. Vice Chairperson – Organization and Management (O&M)

- I. Perform the duties of the Chairperson in their absence or incapacity
- II. Upon BOT approval, assume the remainder of the Chairperson's term in case of vacancy.
- III. Develop the visions for special committees, oversee the activities of all committees formed by the BOT. Report the Committees activities and progress to BOT.
- IV. Serve as liaison between the BOT, special committees, and the EC for organizational and administrative coordination.
- V. Monitor implementation of policies and ensure consistency across committee operations.

##### C. Vice Chairperson – Investment, Planning, and Finance (IPF)

- I. Under the general supervision of the Chairperson, formulate and execute plans related to fixed assets, investments, and long-term financial sustainability.
- II. Review financial reports submitted by the EC before they are presented in BOT meetings

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- III. Serve as liaison between the BOT and EC for all financial matters, ensuring consistency between operational and capital reporting.
  - IV. Monitor financial activities of NCSC and advise both BOT and EC regarding federal, state, and local tax reporting obligations.
- D. Develop and present long-term investment and funding strategies for Board approval.**
- Secretary**
- I. Keep accurate records and minutes of all BOT meetings.
  - II. Issue official meeting notices and correspondence as directed by the Chairperson.
  - III. Maintain custody of all BOT books, papers, records, minutes, and documents related to fixed assets and investments.
  - IV. Ensure secure archiving and proper documentation of all official actions of the BOT.
  - V. Serve as the primary point of communication between the BOT and EC, and between the BOT and external parties.
  - VI. Serve as a Spokesperson of BOT
- E. Director of Finance**
- I. Posses demonstrated financial or technical expertise suitable for fiduciary responsibilities.
  - II. Maintain transparency over income, expenses, and capital activities of the BOT.
  - III. Keep proper accounting records, payment schedules, and documentation of financial obligations.
  - IV. Communicate with members regarding payment updates and provide verification or receipts as necessary.
  - V. Assist the Vice Chairperson (IPF) and BOT Secretary with daily financial responsibilities, including reconciliation and reporting. Prepares and presents annual financial reports and annual financial projection to BOT.
  - VI. Assume the duties of the Secretary in their absence, as assigned by the Chairperson.
- F. Director of Asset Management**
- I. Possess experience in real estate, infrastructure, or facility management.
  - II. Assist the Vice Chairperson (IPF) in planning and executing capital improvement projects and maintenance plans.
  - III. Manage leasing, repair, and maintenance of NCSC properties in coordination with the EC.
  - IV. Maintain detailed documentation of all asset management activities, including valuations, warranties, and vendor contracts.
  - V. Support the Vice Chairperson (O&M) in asset-related operations and oversight of physical properties.
- G. Director – of Membership and Outreach**
- I. The Outreach Director shall serve as the primary liaison for community and institutional relations on behalf of the Board of Trustees.

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- II. DOM shall represent the BOT in cultivating constructive relationships with members, donors, community organizations, and faith-based institutions, and shall communicate the BOT's long-term vision and stewardship priorities.
  - III. DOM shall assist the BOT Chairperson and Vice-Chairpersons in maintaining regular communication with Trustees and community at large.
  - IV. communication with Special Members, Trustees, Patrons, Wall of Honor dignitaries, Institutional Trustees, and major donors, ensuring their engagement and recognition consistent with NCSC's policies and IRS regulations.
  - V. DOM shall coordinate with EC committees and BOT-appointed committees to ensure smooth communication and alignment between operational and governance functions, particularly on long-term initiatives and outreach programs.
  - VI. DOM shall establish and maintain relationships with local governments, interfaith groups, cultural institutions, and other organizations whose collaboration may benefit NCSC's long-term development, property initiatives, or cultural mission.
- H. Assist in communication between BOT officers and the general membership as directed by the Chairperson. **Trustees**
- a. Serve as working members supporting ongoing BOT activities, committees, and subcommittees.
  - b. Participate in strategic discussions, project evaluations, and the review of financial and construction reports.
  - c. Assist .in promoting NCSC mission.
7. **Relationship with the Executive Committee (EC)**
- a. The BOT Secretariat and EC shall operate as distinct yet collaborative governing bodies.
  - b. The BOT Secretariat shall manage capital finances and long-term investments, while the EC shall manage annual operations and day-to-day operations.
  - c. Both bodies shall coordinate annual financial reports, fundraising initiatives, and strategic plans requiring joint approval.
  - d. The BOT shall not interfere in EC's daily operational decisions but shall exercise oversight and provide guidance where required by these Bylaws or as requested by EC
8. **Special Powers**
- a. The BOT Chairperson may call a special General Assembly meeting with the written consent of a simple majority of BOT members.
  - b. The BOT may recommend the formation of special committees to address emergent needs or projects of limited duration.
  - c. The BOT shall possess final authority in resolving disputes involving capital assets or long-term financial obligations.

9. **Vacancy and Removal**

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- a. A BOT officer may resign by submitting a written notice to the Chairperson or Secretary.
  - b. In case of vacancy, the BOT shall appoint a qualified Trustee to serve the remaining term.
  - c. Any BOT Officer/Trustee found in violation of NCSC's Bylaws, fiduciary duties, or ethical standards may be removed by a two-thirds (2/3) majority vote of BOT Secretariat.

## 10. Reporting and Transparency

- a. The BOT shall present an annual report summarizing its meetings, actions, capital projects, and financial position to the General Assembly.
- b. All resolutions adopted by the BOT shall be documented and maintained as part of NCSC's permanent records.
- c. The BOT shall cooperate fully with any authorized audit or review conducted by the General Assembly or its appointed auditors.

## Article IX: Special Committees of the BOT

The BOT Secretariat may, by resolution, establish one or more Special Committees to undertake specific, time-bound projects or assignments on behalf of the Nepali Cultural and Spiritual Center (NCSC). Each Special Committee shall operate under the authority of The BOT Secretariat and in furtherance of NCSC's charitable, cultural, educational, and religious purposes, in compliance with Section 501(c)(3) of the Internal Revenue Code.

### 1. Establishment and Purpose

The BOT Secretariat may, by formal resolution, constitute a Special Committee to carry out defined, mission-aligned projects of limited duration. Each Committee shall exist solely for its assigned function and shall act only within the powers delegated by the Board of Trustees.

### 2. Tenure

Each Special Committee shall remain in existence from its date of formation until completion of its assigned project or task. It shall automatically dissolve upon submission of its final report to the Board, unless otherwise extended by formal Board resolution.

### 3. Legal Oversight

All decisions involving contractual commitments, procurement actions, or binding obligations shall be reviewed for legal sufficiency. The BOT Secretariat shall appoint or designate qualified legal counsel, upon written request by the Committee, to ensure adherence to applicable contractual and regulatory requirements and to mitigate organizational risk or liability.

### 4. Indemnification and Insurance

To the extent permitted by law, NCSC shall indemnify all Special Committee members against any liability arising from acts performed in good faith and within the scope of their assigned responsibilities. Such indemnification shall continue for five (5) years beyond the dissolution of the Committee. All members shall also be covered under

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NCSC's Errors and Omissions (E&O) or equivalent liability insurance policy for the duration of their service and the indemnity period thereafter.

5. **Compliance Requirements** - Each Special Committee shall operate in full compliance with the laws governing 501(c)(3) organizations and shall:
  - a. Avoid conflicts of interest and private inurement
  - b. Abide by NCSC's adopted Conflict of Interest Policy
  - c. Ensure transparency through periodic reporting to the Board
  - d. Submit to financial review or audit as required by the Board; and
  - e. Conduct all activities for public benefit in alignment with NCSC's tax-exempt purposes.
6. **Governance, Communication, and Reporting**

Each Special Committee shall report directly to the Board of Trustees through the BOT Secretariat. All major decisions, vendor contracts, budget modifications, and project scope changes shall be documented and submitted for BOT Secretariat oversight. The Committee shall maintain accurate minutes and decision records and may hold community information sessions to share progress and receive public input as appropriate.
7. **Delegation of Authority and Use of Advisors** - Each Special Committee shall have authority to:
  - a. All such engagements shall require prior BOT Secretariat approval and must comply with NCSC's financial, procurement, and risk-management policies.
  - b. Recommend and approve vendors, consultants, or contractors as appropriate, per approved policies and procedures.
  - c. Approve design documents, work plans, or project budgets within BOT Secretariat approved parameters.
  - d. Manage day-to-day activities within its authorized scope.
  - e. Form subcommittees to support specialized project components; and
  - f. Engage external consultants, specialists, or advisors as necessary to fulfill its responsibilities.
  - g. The BOT Secretariat may issue formal policy guidelines to define expectations, reporting standards, and performance metrics for each Committee.
  - h. Each Special Committee shall also adopt internal policies to govern its subcommittees, ensuring consistency with NCSC's objectives and compliance obligations.
8. **Fiscal Management and Bank Account Authority**
  - a. Special Committee may maintain a separate bank account for its authorized project or activity only with prior written approval of The BOT Secretariat.
  - b. All deposits shall consist solely of funds designated for the committee's approved purpose.
  - c. Disbursements shall follow BOT Secretariat approved schedules and shall not be unreasonably withheld except upon substantiated evidence of policy violation or misuse.
  - d. Each disbursement shall require dual authorization—one from a designated BOT Secretariat member and one from an authorized Committee member.

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- e. Comprehensive accounting records shall be maintained and submitted periodically for BOT Secretariat and auditor review
  - f. Upon completion of the project or dissolution of the Committee, the account shall be closed and any remaining funds transferred to NCSC's principal account.
  - g. The BOT Secretariat shall appoint a dedicated internal auditor to review, audit, and report on the financial activities of each project with expenditures of \$100,000.00 undertaken by any Special Committee.

**9. Oversight and Dispute Resolution**

If a majority of the BOT Secretariat determines that any Special Committee has acted beyond its authorized scope, failed to meet community expectations, or exposed NCSC to legal or financial risk, the Board shall first seek resolution through direct consultation with the Committee. If unresolved after reasonable efforts, the matter may be referred to the **General Assembly (GA)** for review and determination of an appropriate resolution in the best interests of NCSC and its community stakeholders.

**Article X: Executive Committee (EC)**

The Executive Committee (EC) shall be the principal administrative and operational body of the Nepali Cultural and Spiritual Center (NCSC), responsible for day-to-day management, execution of programs, and coordination of all spiritual, cultural, educational, and community activities, subject to the authority of the General Assembly (GA) and the oversight of the Board of Trustees (BOT).

**1. Composition and Status**

EC shall manage the day-to-day activities and general operations of NCSC and shall be the highest legally constituted body to manage regular business. The EC shall comprise seven (7) officers and eleven (11) members elected or nominated from good-standing voting members of NCSC, as follows:

- a. Officers:
  - i. President
  - ii. First Vice President – Operations & Management (O&M)
  - iii. Second Vice President – Communications & Compliance (C&C)
  - iv. General Secretary
  - v. Secretary
  - vi. Treasurer
  - vii. Assistant Treasurer.
  - viii. IT support Coordinator
  - ix. Youth Council Member
  - x. Elected members – four (4)
- b. The Immediate Past President of the NCSC EC
- c. Members - Eight (8) as follows
  - i. Two (2) members from NST (its President and General Secretary or their designees, or ex-officio during their NST tenure),

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- ii. At least three (3) members from each faith tradition (Hinduism and Buddhism). The Nomination Committee shall coordinate with faith-based organizations to achieve this representation.
  - d. Any Trustee or Founding Member who has completed one (1) prior term as an officer of the EC or BOT shall be eligible for President.
  - e. Inclusivity: Every effort shall be made to include at least two female members in the EC.
  - f. Consensus Formation: Every reasonable effort shall be made to form the EC without a contested election.
2. **General Powers and Responsibilities** - All rights, powers, duties, and responsibilities related to the regular management and protection of NCSC's property, business, and spiritual activities are vested in the EC for the benefit of NCSC, consistent with Article II (Mission). Without limiting the generality of the foregoing, the EC shall:
- a. Arrange the time and place of all GA meetings.
  - b. Appoint, supervise, and evaluate all NCSC employees, including priests.
  - c. Comply with all federal, state, and local laws and regulations.
  - d. Increase revenues proactively through programs, partnerships, grants, events, and lawful activities.
  - e. Set fees and charges for spiritual services and ceremonies, and rental charges for use of NCSC facilities and resources.
  - f. Authorize regular expenditure within the approved operating budget.
  - g. Purchase, sell, or lease business personal properties (BPP) as needed for regular operations.
  - h. Borrow up to an approved amount for operational purpose without BOT approval. Any amount beyond that threshold shall require prior BOT authorization.
  - i. To establish and implement appropriate policies, procedures and guidelines for operational, financial, ethical and any purposes as needed.
3. **Prepare the annual operating budget and financial statements** for audit and tax filings; provide records of all financial transactions upon BOT request; provide annual financial reports to the BOT and GA.
4. **Establish and manage operational committees** necessary to fulfill NCSC's objectives.
5. **EC Shall update Texas Secretary of State (SOS) records** promptly after each EC/BOT election.
6. **Coordination with BOT and Finances**
- a. The EC manages annual operating finances and day-to-day expenditure; the BOT manages capital budgets, capital expenditures, and long-term finances and investments (per Article V.7).
  - b. The EC and BOT shall maintain separate bank accounts with appropriate signatories and controls; the EC shall submit quarterly operational financial statements to the BOT.
  - c. BOT approval is required for capital expenditures, property commitments, or borrowing beyond operational authority set herein.
7. The Executive Committee (EC) shall establish two Puja/Prarthana Samitis, each consisting of three members: (1) the Hindu Puja Samiti, led by the Hindu Priest, and (2) the Buddha Prarthana Samiti, led by the Buddhist Priest. Each Samiti shall bear the responsibility of
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determining, coordinating, and conducting faith-based puja and prayer procedures in harmony with the respective religious traditions they uphold, ensuring that spiritual practices flow with order, reverence, and cultural fidelity.

8. **EC Officers — Duties**

a. **President**

- i. presides over EC and GA meetings.
- ii. Responsible for day-to-day and overall activities; organizes and promotes programs and events
- iii. Casts the **deciding vote** in the event of a tie.
- iv. Supervises officers, agents, and employees, subject to BOT policies and guidance.

b. **First Vice President – Operations & Management (O&M)**

- i. Acts in place of the President during absence or incapacity.
- ii. Manages and organizes regular spiritual activities and facility operations.
- iii. With BOT approval, fills the remainder of the President’s term if vacant.
- iv. Oversees EC-formed committees and liaise among them.

c. **Second Vice President – Compliance (C&C)**

- i. Serves as Compliance Officer (federal, state, municipal, and other laws/regulations).
- ii. Handles official communications with governmental and non-governmental entities.
- iii. Maintains complete membership records and archives; is the primary contact for the EC.
- iv. Oversee repairs and maintenance of NCSC properties as needed.
- v. Coordinates special events not part of routine temple activities.

d. **General Secretary (GS)**

- i. Calls EC meetings with consultation with President
- ii. Maintains accurate minutes and records of EC meetings and NCSC activities.
- iii. Acts as the Spokes Person of EC
- iv. Develops the annual calendar and tracks scheduled duties.
- v. Issues notices as instructed by the President; conducts organizational communications.
- vi. Holds custody of the seal of NCSC and uses it under EC direction.
- vii. Prepares and presents the Annual Activities Report to the GA.

e. **Secretary**

- i. Acts in the GS’s absence during absence and performs special tasks assigned by the GS.
- ii. Serves as point of contact for media outlets and technical vendors.
- iii. Is responsible for managing all multimedia.
- iv. Oversees newsletters, publications, media relations, and digital communications.

f. **Treasurer**

- i. Prepares the annual operating budget and manages operating finances within EC authority.

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- ii. Reports on current financial status at EC meetings; recommends means of financing operations.
  - iii. Maintains books and records of receipts and disbursements; provides a complete financial report at each BOT meeting.
  - iv. Has custody of EC funds; deposits funds as directed by the EC; does not draw funds without EC approval).
  - v. Ensures timely governmental reporting and tax filings.
- g. **Assistant Treasurer**
- i. Acts in the Treasurer's stead during absence and performs special tasks assigned by the Treasurer.
  - ii. Collects rents, dues, donations, and event revenues; maintains supporting documentation.
  - iii. Assists with tenant relations and fund-management logistics.
  - iv. Maintain BPP inventory.
- h. **EC Members — Assigned Roles, EC should routinely assign new roles as needed.** EC Members shall support activities assigned by the President or EC, including but not limited to:
- i. Puja Coordinator: Manages the puja room; plans items and procedures to ensure smooth blessings for large devotee attendance.
  - ii. Mahaprasad Management Coordinator (MMC): Oversees kitchen operations, volunteers, hygiene, cleanliness, welcoming atmosphere, and utensils/inventory.
  - iii. Procurement and Inventory Coordinator (PIC): Plans and procures all kitchen items and utensils to ensure timely, sufficient Mahaprasad.
  - iv. Temple daily events Coordinator: Recruits and assigns volunteers with appropriate skills for events and initiatives.
- i. **IT Coordinator:** Shall be responsible for managing documentation and systems requiring technical expertise. The IT Coordinator must possess relevant information technology experience and shall have documented IT volunteer service at NCSC committees or sub committees, including temple-related activities
- i. Ensures functionality of IT systems/apps for programs and events
  - ii. Plans repairs/purchases supporting the Secretary's portfolio.
  - iii. Develops data security and IT management policy and procedures to be approved by EC. Once approved, implements such policies.
  - iv. Identifies and quantifies IT related intangible assets and intellectual properties to be included in the fix assets list of NCSC.

Oversees technical and IT services; maintains technical inventory; plans and procures IT equipment and services.

- j. The EC may create additional members' roles as needed.

## 9. Committees

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- a. The EC may form committees and or subcommittees to assist in managing NCSC operations; each committee shall have a good-standing member as chair.
  - b. Committee chairs shall attend EC meetings when requested and report to the EC President.
  - c. At least one EC member shall serve on each committee.

## 10. Meetings and Quorum

- a. The EC shall meet **at least once a month**, or more frequently as needed.
- b. A **simple majority** of EC members constitute a quorum.
- c. Decisions are made by **majority vote** of members present.

## 11. Reward

NCSC relies on donations and volunteer service. The EC in coordination with BOT Secretariat shall develop non-monetary **award structures** to recognize major donors and outstanding volunteers/service providers.

## 12. Recordkeeping

- a. The EC shall maintain key records for at least seven (7) years or longer if required by law.
- b. The General Secretary (or designee) is the custodian of NCSC records.
- c. Records include minutes, resolutions, financial reports, contracts, correspondence, and statutory filings.

## Article X: Nomination, Removal, Resignation, and Indemnification

The Nepali Cultural and Spiritual Center (NCSC) shall uphold the highest standards of accountability, ethical conduct, and institutional integrity. Officers and members of the Board of Trustees (BOT), Executive Committee (EC), and all other committees shall serve with honesty, diligence, and good faith in furtherance of NCSC's charitable and spiritual mission.

### 1. Nomination/Election and Tenure

#### 2. Nomination/Election Committee

- a. Formation - A three-member Election Committee shall be formed by a joint meeting of the Executive Committee (EC) and the Board of Trustees (BOT) at least three (3) months prior to the expiration of the terms of the EC and BOT.
- b. Eligibility - Members of the Election Committee shall be good-standing voting members of NCSC and shall not be candidates for any position in the election being conducted.
- c. 1.3 Authority and Role - The Election Committee shall be responsible for Inviting nominations for EC and BOT positions; verifying the eligibility of candidates under these Bylaws; Facilitating consensus-based formation of committees where feasible; and Conducting elections when consensus cannot be achieved.
- d. The Election Committee shall act as a neutral facilitator and shall not exercise governance authority.

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- e. Nomination and Election Process:
    - i. Nomination of BOT Officers and Directors - BOT officers and directors shall be nominated or elected from among eligible Trustees, Patrons, or Wall of Honor members, in accordance with these Bylaws.
    - ii. Nomination of EC Officers and Members - EC officers and members shall be nominated or elected from among eligible voting members of NCSC, in accordance with these Bylaws.
  - f. Preference for Consensus - Every reasonable effort shall be made to form the EC and BOT through consensus. Formal elections shall be conducted only when consensus cannot be achieved.
  - g. Election Trigger and Rules - If two or more candidates express interest in the same position of Executive Committee (EC) and/or Board of Trustees (BOT) and consensus cannot be reached, the Election Committee shall conduct an election for the contested EC and/or BOT position(s). Separate ballots shall be used for EC and BOT elections.
  - h. The Election Committee shall establish and administer election rules and guidelines, provided such rules are consistent with these Bylaws and applicable law.
  - i. Election Method - When required, elections shall be conducted by secure electronic means, as determined by the Election Committee and approved by the EC and BOT. No proxy voting is allowed.
3. EC and BOT Officers and Directors may serve no more than two (2) consecutive terms in the same position.
  4. The EC shall take the oath of office and assume responsibilities by January 1 following the election in an odd-numbered year.
  5. Outgoing committee shall ensure the proper transition and handover to incoming committee.
  6. **Resignation**
    - a. Any officer or member of the BOT Secretariat, EC, or any committee may resign at any time by submitting written notice to the Chairperson (for BOT Officers) or to the President (for EC Officers and/or Members). Resignation becomes effective only after approval by the majority of respective committees.
    - b. The resignation shall become effective on the date specified in the notice or, if no date is specified, upon its acceptance by the respective governing body.
    - c. The resigning officer is not relieved from the position until the proper handover of all property, credentials, and funds belonging to NCSC.
  7. **Vacancy and Replacement**
    - a. In the event of a vacancy arising from resignation, removal, incapacity, death, or the creation of a new position pursuant to these Bylaws, the remaining members of the respective governing body—Executive Committee (EC) and/or Board of Trustees (BOT) Secretariat—shall appoint a qualified individual to fill such vacancy for the remainder of the unexpired term.
    - b. If the remaining unexpired term is less than one (1) year, the EC President or BOT Chair, as applicable, may recommend a qualified replacement to the EC or BOT Secretariat, respectively, for approval.
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- c. The BOT Secretariat and the EC may each adopt supplemental policies and procedures, consistent with these Bylaws, to manage vacancies within their respective bodies.
  - d. In the case of a **vacant Presidency**, the **First Vice President (O&M)** shall assume the office for the remainder of the term, upon BOT approval.

#### **8. Removal for Cause**

- a. Any officer or member of the BOT, EC, or any committee may be removed for cause, including but not limited to:
  - i. Violation of these Bylaws or the mission and objectives of NCSC.
  - ii. Misuse or misappropriation of NCSC's funds, property, or confidential information.
  - iii. Neglect of assigned duties or repeated absence from duly called meetings without reasonable cause.
  - iv. Conduct unbecoming of an officer or member, or any act bringing disrepute to NCSC.
- b. Removal of an EC officer or member shall require a two-thirds (2/3) vote of the EC, followed by confirmation by a simple majority of the BOT.
- c. Removal of a BOT officer or member shall require a two-third (2/3) vote of the BOT.
- d. Removal of a committee member shall require a majority vote of the respective committee.
- e. Before removal, the accused individual shall receive written notice of the allegations, a reasonable opportunity to respond, and the right to appear before the deciding body to present their defense.

#### **9. Due Process and Documentation**

- a. All proceedings for removal shall be conducted fairly, transparently, and impartially.
- b. The respective body shall record all deliberations, votes, and decisions in its official minutes.
- c. The final decision shall be communicated in writing to the affected individual and retained in NCSC's permanent records.

#### **10. Effect of Removal and/or Resignation**

- a. Upon removal or approval of resignation, all rights, privileges, and access associated with the position shall immediately terminate.
- b. An individual removed for cause shall not be eligible for nomination or appointment to any NCSC body for a period of two (2) years, unless reinstated by BOT resolution.

#### **11. Reinstatement**

A member or officer who has resigned in good standing or has corrected the cause of prior removal may be reinstated by majority vote of the BOT, upon recommendation of the EC or the concerned committee.

#### **12. Indemnification of Officers and Members**

- a. To the fullest extent permitted by law, NCSC shall indemnify and hold harmless all current and former officers, trustees, members, and committee members for acts performed in good faith and within the scope of their official duties.

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- b. Indemnification shall include defense costs, settlements, and judgments arising from any claim, action, or proceeding, provided the individual acted lawfully and without gross negligence or willful misconduct.
  - c. NCSC shall maintain Directors and Officers (D&O) Liability Insurance or equivalent coverage for all persons serving in fiduciary or governance capacities.
  - d. Such indemnification shall continue for five (5) years beyond the completion of service for actions arising from conduct during the individual's term.
  - e. Indemnification shall be secondary to any other insurance or indemnity available from third-party sources.

**13. Limitation of Liability**

- a. No member, trustee, or officer shall be personally liable for NCSC's debts or obligations, except to the extent of their unpaid dues or voluntary written commitments.
- b. All liabilities and obligations of NCSC shall be borne solely by the organization as a nonprofit corporation under the laws of the State of Texas.

**14. Whistleblower Protection**

- a. NCSC strictly prohibits retaliation against any individual who, in **good faith**, reports suspected fraud, misuse of funds, conflict of interest, or violations of law or these Bylaws.
- b. Such reports shall be investigated promptly and confidentially by the BOT or its designee.
- c. Verified findings shall be documented, and corrective measures shall be implemented without prejudice to the whistleblower.

**15. Continuity of Governance**

- a. In the event of simultaneous vacancies in both the EC President and the BOT Chairperson, the BOT Vice Chairperson (O&M) shall serve as interim Chairperson, and the EC Vice President (O&M) shall serve as interim President until replacements are appointed.
- b. The BOT shall convene a joint meeting within thirty (30) days to reconstitute leadership and ensure uninterrupted governance and continuity of NCSC operations.

**Article XI: Miscellaneous Provisions**

**1. Amendments**

Any amendments to these Bylaws shall be proposed to the General Assembly (GA) by the Bylaws Committee on behalf of NCSC and shall become effective upon approval by a majority vote of the GA.

**a. Quorum Requirement for Bylaws Amendments**

A minimum of fifty-one percent (51%) of the total voting members of the General Assembly (GA) shall be required to approve any amendment to these Bylaws.

Voting may be conducted in person or by electronic means, provided that the integrity, security, and verifiability of the voting process are ensured.

**2. Grievance and Conflict Resolution**

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- a. Efforts shall first be made to resolve any dispute or grievance related to NCSC affairs at the level of its origin in a democratic and professional manner.
  - b. The guiding principle for conflict resolution shall be the best interests of NCSC.
  - c. The EC shall form an ad-hoc Grievance Committee to investigate and recommend solutions.
  - d. The EC shall deliberate on the committee's findings and attempt to resolve the issue internally.
  - e. If the parties remain unsatisfied, the case, with full documentation, shall be forwarded to the BOT.
  - f. The BOT, by majority vote, shall render the final and binding decision on any grievance or conflict not resolved by the EC.

### **3. Legal Action and Liability**

- a. The EC and BOT share joint responsibility for the protection of NCSC's assets and interests.
- b. No individual Director, Trustee, or EC member shall be personally liable for any debt or obligation of NCSC.
- c. In the event NCSC, its officers, or members of the EC or BOT are sued for actions undertaken in good faith on behalf of NCSC, the organization shall retain legal counsel and bear all costs associated with defense or settlement.
- d. NCSC shall maintain adequate Liability Insurance, including Directors and Officers (D&O) coverage, for this purpose.

### **4. Specific Restrictions and Facility Use**

- a. Non-vegetarian foods, alcoholic beverages, smoking, and the use of controlled substances are strictly prohibited inside the NCSC main building and within twenty (20) feet of its perimeter.
- b. No footwear shall be allowed inside the temple area.
- c. The NCSC main building shall be open for cultural, spiritual, social, and educational purposes consistent with NCSC's mission and approved by the EC.
- d. The EC may approve the use of NCSC facilities by other Nepali community organizations or individuals for not-for-profit purposes only, subject to reasonable fees and scheduling priorities of NCSC.
- e. Political gatherings or assemblies are not permitted in the main building; however, the Party Hall on the same premises may be rented for any lawful purpose.
- f. Users of the facility shall be responsible for cleaning, maintenance, and any damage arising from their use.

### **5. Premises Maintenance and Display Policy**

- a. The EC shall ensure cleanliness and upkeep of all NCSC premises.

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- b. Except by special EC approval, no signs, plaques, pictures, or displays shall be affixed in the main hall to preserve its multi-use nature for diverse community groups.
  - c. Any community organization sharing space within the NCSC building shall include the phrase “NCSC Building” in its mailing address.

***Example:***

**Nepalese Society of Texas (NST)  
NCSC Building  
1212 Royal Parkway  
Euless, Texas 76040**

**6. Electronic Communications**

- a. All outgoing emails or digital communications from NCSC shall clearly identify the sender, who assumes responsibility for the content.
- b. Anonymous or unsigned communications shall not be issued in NCSC’s name.
- c. EC shall maintain official email and digital records as part of NCSC’s permanent archives.

**7. Priests and Spiritual Services**

- a. NCSC priests shall perform rituals, ceremonies, and spiritual events as independent subcontractors.
- b. They shall be compensated according to services performed, as approved by the EC.
- c. Priests shall be appointed by the EC, in consultation with and upon the advice of the BOT.
- d. The EC shall define the responsibilities, work areas, and expectations for all priests.

**8. Special Provisions for the Nepalese Society of Texas (NST)**

- a. The NCSC and the NST are separate legal entities serving the same community. Recognizing their interdependence, NST shall have the following privileges:
  - i. Establish and maintain an NST office within the NCSC main building.
  - ii. Use NCSC facilities for scheduled (such as weekend schools, health camps, and seminars) and unscheduled activities (such as meeting overruns etc) that do not conflict with NCSC programs.
  - iii. The President and General Secretary of NST, or their official representatives, shall serve as members of the NCSC Executive Committee during their NST tenure.
- b. NST shall follow all NCSC rules, regulations, and codes of conduct during use of NCSC facilities.
- c. NST shall provide at least two (2) weeks’ written notice and obtain pre-approval from the EC for use of additional halls, rooms, or premises beyond its office.
- d. The Memorandum of Understanding (MOU) between NCSC and NST shall be a binding document governing their collaboration.

**9. Dissolution of NCSC**

- a. Dissolution may occur only for due cause—such as financial exigency, insolvency, or legal order—and must be initiated by a written motion supported by one-third (1/3) of NCSC’s voting members.

- b. Dissolution shall require approval of at least 2/3 (two third majority) of all voting members.
- c. Once dissolution is initiated, no new memberships shall be issued.
- d. Upon dissolution, and after all liabilities are settled, remaining assets shall be distributed to a not-for-profit organization determined by the BOT with advice from the EC.
- e. Priority for transfer shall be given to the Nepalese Society of Texas (NST), provided it remains a 501(c)(3) entity.

**10. Unforeseen Situations and Continuity**

In the event of natural disasters, emergencies, or other unforeseen situations, the Annual General Meeting (AGM) may, upon official recommendation of the BOT, extend the tenure of the existing BOT and/or EC as necessary to ensure operational continuity and stability.

**CERTIFICATION OF ADOPTION AND APPROVAL**

These **Bylaws of the Nepali Cultural and Spiritual Center (NCSC)** were reviewed, consolidated, and amended by the duly appointed **Bylaws Committee**, reviewed by the legal experts, approved by a joint meeting of the **Executive Committee (EC)** and the **Board of Trustees (BOT)**, and thereafter ratified by a majority vote of the **General Assembly (GA)** in accordance with **Article XI, Section 1** of these Bylaws.

These Bylaws shall supersede all prior constitutions, amendments, and governing documents of NCSC and shall take full effect upon ratification by the General Assembly.

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**Adopted this \_\_\_\_ day of \_\_\_\_\_, 20**  
**by the General Assembly of the Nepali Cultural and Spiritual Center (NCSC),**  
**Eules, Texas, United States of America.**

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**For the Bylaws Committee**

<b>Name</b>	<b>Signature</b>	<b>Date</b>
Nilima Shrestha	_____	_____
Dinesh Gyawali	_____	_____
Sanjay Ghimire	_____	_____
Bhim Karki	_____	_____

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**For the Executive Committee (EC)**

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<b>Name</b>	<b>Title</b>	<b>Signature</b>	<b>Date</b>
Sita Sapkota	President	_____	_____
Chhabi Chapagai	First VP	_____	_____
Shailendra Manandhar	Second VP	_____	_____
Laxmi Paudel	General Secretary	_____	_____
Dinesh Neupane	Treasurer	_____	_____
Suman Karki	Secretary	_____	_____
Dinesh Neupane	Asst. Treasurer	_____	_____

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**For the Board of Trustees (BOT)**

<b>Name</b>	<b>Title</b>	<b>Signature</b>	<b>Date</b>
Prem Adhikari	Chairperson	_____	_____
Bhuwan Acharya	Vice Chairperson (O&M)	_____	_____
Rabin Khanal	Vice Chairperson (IPF)	_____	_____
Dipak Silwal	Secretary	_____	_____
Bijay Humagain	Director Finance	_____	_____
Kavi Mainali	Director (DAM)	_____	_____

**AGM Attendees:**