

Bylaws of Nepali Cultural and Spiritual1 | Page Center
(NCSC)
2014

1. Name

The Name of the organization is Nepali Cultural and Spiritual Center (hereafter called NCSC). NCSC is a not-for profit community organization registered with the State of Texas, with a Certification of Incorporation date of August 31, 2007.

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

NCSC shall maintain a registered office in the State of Texas and may have such other offices within the State of Texas as the Board of Trustee (BOT) may determine from time to time. The principle office address of NCSC is:

Nepali Cultural and Spiritual Center (NCSC)
2016 W Grauwylar Rd
Irving, TX 75061

2. Mission

NCSC is established to provide a common place for all Nepali and other nationalities to congregate culturally, spiritually and religiously, to pray in accordance with Hinduism and Buddhism faith, to promote and preserve Nepali cultural heritage, to strengthen social and religious harmony between different faiths of Nepal, and to practice and promote Nepali cultural values.

3. Objectives

The main purposes of NCSC are:

- to establish a Hindu and Buddhist worship center.
- to operate a worship (spiritual) place and organize Nepali cultural and spiritual activities on a regular basis for the benefit of the community.
- to establish and maintain a community center for the purpose of conducting spiritual, social, educational, cultural, literary, and performing arts activities consistent with the mission as stated above.
- to encourage sponsoring and/or supporting community service and charitable activities for the benefit of the community and the country as a whole.
- to work with other community organizations on areas of common interest.

4. Membership

4.1. Any person who is 18 years or older and who agrees to participate in accomplishing the objectives of NCSC and pledges to abide by its bylaws can be a member by paying the specified membership fees. The categories of membership shall be governed by the Bylaws.

4.2. Payment of any dues, if any, is mandatory and only members with voting rights and in good standing shall be eligible to run for office and vote in the affairs of NCSC.

4.3. For all purposes of governance and operations of NCSC, Founding Members, Honorable Founding Members (added in 2018), Life Members, Trustees, Honorable Trustees (added in 2018) and Patron shall be treated as member for perpetuity.

4.4. Honorary membership may be bestowed by the BOT on any person for his/her long service or potential of substantial support to NCSC; however, such honorary membership, which does not require payment of membership dues, shall be advisory in nature, with no voting privileges or privileges to run for elected office of the NCSC.

4.5. A member is in good standing when his or her membership fees and assessments, if any, are fully paid and no disciplinary actions were taken against him or her by NCSC.

4.6. All members in good standing shall constitute the General Assembly (GA). However, only the voting members shall participate in any part of the GA meeting that requires voting, including elections.

4.7. NCSC shall not refuse an application for membership on the grounds of race, sex, religion or political views. However, it may expel any member for behavior likely to bring the NCSC into disrepute.

4.8. Types of membership and fees:

NCSC shall have four (two categories Trustee and Patron are restructured by second amendment July/Dec 2018) major categories of members as described below:

4.8.1. General Members:

General Member – Onetime membership fees \$100. This membership category shall have all the general privileges (participate in any activities organized by NCSC, participate in GA, inclusions in the mailing list, qualify for a committee member, and any other general privileges that are determined by the EC) but shall have no voting rights and/or rights to run for any elected/nominated positions of NCSC.

4.8.2. Special Members:

a. Life Member - Membership fees \$1,000

b. Founding Members:

b.i. Founding Members: Membership fees \$3,000 (increased in 2018). This category is reopened by the second amendment (July 2018) and shall be closed on July 22, 2021.

b.ii. Honorable Founding Members: Membership fees \$5,000. This sub category is created by the second amendment (July 2018) and shall be closed on July 22, 2021. Existing founding member can elevate or change the membership to honorable founding member by paying the difference of what they have already paid and \$5,000.

b.iii. Benefactor Member – This category is permanently ceased by the second amendment (June 2018). Existing Benefactor Members are elevated and converted to Founding Members.

4.9. Trustee:

a. Trustee – Membership fees \$10,000, if paid by December 31, 2016. All members should pay-off the whole amount, \$10,000, by December 31, 2016. Member who donates at least \$2,500 by October 31, 2014, and agrees to pay the remaining balance (\$7,500) by December 31, 2016, shall also be considered as a Trustee. The membership benefits of a deceased Trustee shall be transferred according to the written Will of the deceased trustee, or to the immediate family member of the deceased Trustee. The name of the deceased Trustee shall not be changed as noted in 4.10 (e). Membership fees for any new Trustee Member after December 31, 2016, shall be \$15,000. The Membership fees is lowered from \$15,000 to \$11,000 by the second amendment (July 2018) for three years (until July 22, 2021).

a.i. Honorable Trustee – This is added by the second amendment (July 2018). Membership fees \$20,000. Both legal spouses shall be the members of the board of trustee and both shall have equal voting rights on the board. Second amendment also lowered the regular fee from \$20,000 to \$15,000 for three years (until July 21, 2021)

a.ii. Institutional Trustee: This is added by the second amendment (July 2018). Membership fees \$25,000. Any organization in good standing whose activities doesn't conflict the mission and values of NCSC is eligible to apply for the Institutional BOT membership by paying \$25,000. One representative from its organization shall be the BOT member and will also have the voting rights on the board.

4.10. Patron:

Patron - Membership fees \$50,000. This category shall have all the rights and privileges of Trustee. A Patron shall have special privileges in the BOT

meetings and in all the activities organized by NCSC. The EC and the BOT shall determine such special privileges that will be provided to a Patron Member. However, Patron Member shall be honored as a special guest in all the functions organized by NCSC.

- 4.11. Subject to any disciplinary action taken against the member, Special Members, Trustees and Patron shall have the voting right till perpetuity.
- 4.12. Members who have not paid the full amount, of the respective membership category they belong to, may not be entitled for the full benefits of the respective membership category. They shall be entitled for the full benefits upon payment of the full amount.
- 4.13. Membership can be elevated to the higher level by paying the difference between current level membership and higher-level membership.
- 4.14. Rights and privileges of the Special Members, Trustees and Patron:
- a. Attend general meeting called by the Executive Committee (EC) and vote for any matter brought properly before the assembly.
 - b. Right to file candidacy for EC and to hold office if duly elected (except general members and honorary members).
 - c. All members, except general members and honorary members, shall have voting right in general assembly. Membership category (e) shall be considered Trustee for life and such member shall use all the privileges of Trustee.
 - d. All Trustees shall be considered as members of BOT.
 - e. NCSC shall post all Special Members, Trustees & Patron's name (including spouse) in its main building. The size and the metal of the name plate will depend upon the membership categories.
- 4.15. BOT may create additional class of membership, which must be ratified by regular General Assembly.
- 4.16. Application Approval: This is added by second amendment in July 2018. Applicant for any kind of membership needs to fill out a form and needs to be approved by the committee formed by the joint meeting of the BOT and EC.

5. Finances

- 5.1. NCSC shall finance the activities it engages in by the following means:
- a. Membership dues and donations.
 - b. Other fundraising activities, as authorized by the BOT.
 - c. Rent or other income generated from its property.

- d. Gifts: The BOT and/or EC may accept, on behalf of NCSC, any contributions, gifts, bequests, endowments or devices for the general or special purposes of NCSC. Such gifts shall strictly be used for the purpose as specified by the donor.
- e. All the restricted funds shall be deposited into a separate bank account and shall be used only for the purposed specified by the Donor of the Funds.

5.2. NCSC shall have its own bank account where all the funds shall be deposited and disbursed from.

5.3. NCSC shall prepare its annual budget. Treasurer and Assistant Treasurer of the EC shall coordinate the entire budget preparation process and activities.

5.4. No part of the earnings or other property received by NCSC from any source shall be used to the benefit of or be distributed to any of its Members, EC members or officers, BOT, or other private persons. The earnings and the property of NCSC shall only be used for the benefit of the NCSC.

6. General Assembly (GA)

6.1. General Assembly (GA), which is the highest authority of the NCSC, consists of all categories of members. Every member, except general members and honorary members, have equal right to cast their votes on any matter, motion or petition duly brought before the assembly. General members and honorary members can participate in GA but shall have no voting rights. General Assembly shall appoint the auditors of the NCSC, if needed. The annual meeting of the General Assembly shall be held at least once each year at a place decided by the EC. The meeting shall be open to all members of the Congregation.

6.2. Quorum: At all general meetings or special meetings of General Assembly, fifty percent (50%) of the voting members shall constitute a quorum for GA proceedings. If unable to meet the quorum, a second meeting shall be called with 15 days' notice. There is no quorum requirement in the second meeting.

6.3. Special GA meetings can be called at the written request of 25% of the voting members. Within 15 days of receipt of such request, EC Secretary should send notice to members for the GA meeting.

6.4 Only the GA shall be empowered to make or amend the Bylaws governing NCSC.

7. Governance Structure

The overall governance of NCSC shall be vested in the voting members of NCSC.

8. Board of Trustees (BOT)

8.1. The BOT shall be responsible for the overall control of the assets of NCSC. The BOT shall also serve as a legal advisory body to the EC and shall engage in the activities that have long term impact and sustainability of NCSC. Specifically all the activities related to investment and property of NCSC shall be under the direct control of the BOT.

8.2. The BOT shall have four office bearers and unlimited members, as below:

Chairperson:

- a. S/he shall preside over all the regular meetings of the BOT.
- b. Manage and promote NCSC's long term (over one year) programs and activities.
- c. S/he shall be responsible for safekeeping of all NCSCs fixed assets and investments.
- d. The Chairperson shall provide guidance as an advisor in any short term policy formation and execution to EC.

Vice Chairperson – Organization and Management (O&M):

- a. S/he shall carry-out the duties of the Chairperson in the Chairperson's absence or incapacity.
- b. By an approval of the BOT, Vice Chairperson O&M shall fill the remainder of the Chairperson's term of office in case of vacancy.
- c. S/he will oversee the activities of the various committees formed by the BOT and shall provide liaison between those committees.

Vice Chairperson – Investment, Planning and Finance (IPF):

- a. Under the general supervision of the Chairperson, s/he shall formulate and execute plans that are related to fixed assets and investments of NCSC.
- b. S/he shall review the financial reports received from the EC prior to presenting in the BOT meetings.
- c. VP (IPF) shall work as a liaison between the BOT and the EC for each financial questions raised by the BOT on the financial reports provided by the EC.
- d. VP (IPF) shall monitor the financial activities of NCSC and shall advice the EC of all governmental reporting and tax filings obligations.

Secretary:

- a. Secretary shall keep accurate records/minutes of BOT meetings.
- b. S/he shall issue notices as instructed by the Chairman.
- c. S/he shall conduct all communications on behalf of BOT and shall have custody of all books, papers, records, and documents of BOT minutes, BOT activities, NCSC fixed assets, and investments.
- d. Secretary shall be the primary contact person of the BOT

BOT Member:

All the good standing Trustees and Patrons shall act as the members of the BOT.

8.2.1 BOT office bearers shall be nominated or elected from among the members of the BOT. Patron shall have all the rights and privileges of BOT and is also considered as a BOT.

8.2.2 BOT shall nominate a three member Nomination Committee 3 months prior to the end of the term of the BOT officers. This Committee shall nominate the officers under the general guidelines of this bylaw. This Committee shall prepare its operating guidelines and nomination process without contradicting the main intent of this bylaw. If unable to nominate the officers of BOT, this Committee shall work as an Election Committee and shall conduct election of BOT officers.

8.2.3 The term of the BOT officers shall be similar to sub clause 9.2.

8.3. The BOT shall meet at least four times a year, on a quarterly basis, or more if deemed necessary.

8.4. General Powers: All the rights, powers, duties, and responsibilities related to the management and control of NCSC's property and investments are vested in the BOT. General Powers should only be used for the benefit of NCSC. These powers exist to the BOT as a whole and not to an individual BOT. The BOT has a duty to exercise reasonable care and prudence in managing the affairs of NCSC. The BOT may make rules for the conduct of its meetings and other activities; however, any rules inconsistent with these bylaws shall be null and void. Without limiting the general powers, the BOT shall have the following specific powers and responsibilities:

- To accept at its discretion all gifts, bequests, and donations, in cash or in kind, provided that any such gifts, bequests or donations, which the donor makes, are unrestricted. In case of restrictions, the BOT may reject the gift(s), if such restrictions are not in the best interests of NCSC. Further, the wishes of any donor regarding the use of their donations shall, at the discretion of the BOT, be accepted and honored, to the extent possible as long as such wish does not conflict with the mission and the objectives of NCSC.
- To approve capital construction projects and budgets with the advice of the President and the EC.
- To borrow money and incur indebtedness, if needed, for fulfilling the objectives of NCSC and to execute instruments of hypothecation of assets.
- To sign any deeds, mortgages, bonds, contracts or other instruments with the secretary or any other officer of the Corporation authorized by the BOT.
- With the help of EC, to maintain a list of current voting members and their addresses on file. Such list shall be updated at least annually and shall be made available to any members, upon reasonable request by the member.
- To prepare and submit necessary financial and operational reports to the GA, at its annual meeting.

8.5. Every year BOT shall assist the EC in conducting the general assembly. At least the following reports should be presented before the General Assembly:

- Board of Trustee's Report.
- Yearly Financial Statements and Audit Reports, which is certified by the EC.

8.6. Quorum: a simple majority (1/2) will constitute quorum for the meetings of BOT.

8.7. The BOT has the power to acquire and hold real estate and personal property as the BOT deems necessary for carrying out the objectives of NCSC. No real estate or personal property belonging to NCSC shall be sold, unless specifically and previously approved by the BOT and the GA.

8.8. The BOT shall form a three members' Election Committee, four months prior to the expiration of the term of the current EC. The Election Committee shall do every effort to form the EC by consensus and not by the traditional election process. Traditional election process shall be the last resort in forming the EC. The Election Committee shall have the absolute power and shall prepare necessary rules and regulations that are needed to form the EC.

8.9. Special Power: Chairperson of the BOT can call a General Assembly (GA) meeting, with written approval of simple majority of BOT, at any time of the year. The decision made by this GA meeting shall be binding to the NCSC.

9. Executive Committee (EC)

9.1 Composition of EC:

EC shall manage the day-to-day activities or general operations of NCSC. An EC, comprising of 15 members who are elected or nominated from the good standing voting members of NCSC, shall serve as the highest legally constituted body to manage the regular business of NCSC. Every effort shall be done to form the EC without conducting formal election. EC shall have seven officers and 8 members, as detailed below:

- President
- First Vice President – O&M (Operation and Management)
- Second Vice President – C&C (Communications and Compliance)
- General Secretary
- Secretary
- Treasurer
- Assistant Treasurer
- Members (8 members, including 2 members from NST)

9.1.1 At least two members from each faith, Hinduism and Buddhism, shall have representation in the EC. The election committee shall work accordingly to accommodate at least two members from each faith.

9.1.2 For the first term of the EC, only the good standing Trustees shall qualify as candidates for the President. Starting from the second term, any Trustees or Founding Members, who have completed one term as an officer of the EC or the BOT, shall qualify as candidates for the President.

9.1.3 Every effort shall be made to include at least one female member in the EC.

9.2 Term of Office:

9.2.1 The EC shall have a two years term of office. The election or nomination process shall start four months prior to the calendar year-end of the even year and shall be completed 15 days prior to the year end. The EC shall take oath and start assuming responsibilities from the beginning (January 1) of the odd year.

9.2.2 For the first year the election or nomination process shall start immediately after final approval of the NCSC bylaws. Therefore, for the first term, the EC shall have plus or minus two years of term, not exactly two years.

9.2.3 Any office bearers (President, Vice President, General Secretary, Secretary, Treasurer, and Assistant Treasurer) shall not assume the same position for more than two terms.

9.3 Responsibilities of EC:

All the rights, powers, duties, and responsibilities related to the regular management and control of NCSC property, business, and spiritual activities are vested in the EC for the benefits of NCSC. EC has a responsibility to ensure that its actions are consistent with the purpose of NCSC as described in Article 2. EC shall exercise reasonable care and prudence in managing the affairs of NCSC. Without limiting the general powers, EC shall have the following powers and responsibilities:

- EC shall arrange the time and place of all general assembly. The Secretary shall notify all members in good standing at least two weeks in advance of each of such meetings. This time limit does not apply for emergency meetings
- EC shall appoint, supervise, and evaluate the performance of all NCSC employees. This applies for the appointment of priests, as well.
- EC shall comply with all Federal, State, and City Laws and Regulations in its operations.
- EC shall take proactive steps to increase NCSC's revenues.
- EC shall set fees for spiritual services and ceremonies, rental charges for the use of NCSC facilities, and any other services provided by NCSC's resources.
- Authorize the regular expenditure of funds.
- Buy sell or lease any equipment as needed for the regular operation of NCSC.
- Borrow money and incur indebtedness, up to \$10,000, for the purpose of running NCSC, without BOT's approval.
- Prepare yearly budget and financials for audit and tax purposes.
- EC is required to provide accounting of all financial transactions as and when requested by the BOT. In addition, EC shall be required to provide annual financial reports to the BOT and to the General Assembly.

9.4 Committees:

EC has the right to form committees, as needed, to assist in managing the business of NCSC. The chairperson appointed to oversee a committee must be a good standing member. Committee chairperson shall attend EC meetings when requested or when there is a need to be present to execute the designated task. All committee chairpersons shall report to the President of EC. At least one member of the EC shall serve on each committee.

9.5 Quorum:

A simple majority (1/2) shall constitute quorum for the meetings of EC.

9.6 Meetings:

EC should hold meetings at least once in two month, or as frequent as needed.

9.7 Recognitions:

NCSC relies heavily on donations and contributions of services. EC shall create appropriate incentive and award structure to recognize large donors and/or outstanding service providers/volunteers.

9.8 Record Keeping:

EC shall maintain a history of key records for a maximum period of seven years or as required by Internal Revenue Service or government authorities. EC General Secretary (or a designee) shall serve as a custodian of NCSC records.

10. Duties of President

- a.** Prepare and present President’s report in General Assembly.
- b.** S/he shall preside over all the regular meetings of the EC and general assembly meetings.
- c.** Appraise the activities of NCSC and present the status of committee’s activities if any.
- d.** S/he shall be responsible for the day-to-day and over-all activities of NCSC.
- e.** Organize and promote NCSC’s programs and activities.
- f.** In case of a tie vote at any of the meetings, the President shall cast the deciding vote.
- g.** President shall be the Chief Executive Officer of NCSC, and shall supervise all the officers, agents and employees, subject to the policies and guidance of the BOT.

11. Duties of First Vice President (Operation and Management)

- a.** Vice President – O&M shall carry-out the duties of the President in the President’s absence or incapacity.
- b.** S/he shall be responsible for managing and organizing all the regular spiritual activities organized by NCSC.
- c.** By an approval of the BOT, Vice President O&M shall fill the remainder of the President’s term of office in case of vacancy.

- d. Vice-President will oversee the activities of the various committees formed by the EC and shall provide liaison between those committees.

12. Duties of Second Vice President (Communications and Compliance)

- a. Vice President – C&C shall work as a compliance officer (comply with all the federal, state, municipal and other laws and regulations) of NCSC.
- b. S/he shall assume the full responsibilities of all communications with outside entities (all governmental and non-governmental authorities/organizations in maintaining legal compliance) on behalf of NCSC.
- c. S/he shall be the in-charge of NCSC newsletter or any publications of NCSC.
- d. Any special events, not the regular activities of the NCSC, shall be coordinated by VP-C&C.

13. Duties of General Secretary (GS)

- e. The Secretary shall keep accurate records/minutes of NCSC activities and EC meetings.
- f. S/he shall develop NCSC calendar and also inform the president and the EC of activities to be performed at stated times or stated intervals.
- g. S/he shall issue notices as instructed by the President.
- h. S/he shall conduct all communications, other than those specifically noted in 12.b, of NCSC and shall have custody of all books, papers, records, and documents.
- i. S/he shall maintain a complete record of current and past members for the purpose of establishing communication related to NCSC activities.
- j. The Secretary shall be the primary contact person of the EC
- k. Secretary shall have the custody of seal of NCSC and shall use it under the direction of the EC.

14. Duties of Secretary

In any absences of the General Secretary, the Secretary shall assume all the responsibilities of the GS. In addition, Secretary is responsible for any special tasks assigned by the General Secretary.

15. Duties of Treasurer

- a. S/he shall be responsible for preparation of the operating annual budget.
- b. S/he shall report the current financial situation to the EC at regularly scheduled meetings and be responsible for determining ways and means of financing NCSC's operations.

- c. The Treasurer shall maintain a set of books and records showing the receipts and disbursements of NCSC.
- d. S/he shall prepare and provide a complete set of financial reports of NCSC at each BOT meetings.
- e. S/he shall have custody of all funds of NCSC and shall deposit the same, as directed by the EC.
- f. The Treasurer shall not draw any funds without the approval of the EC. EC can authorize Treasurer to maintain a petty cash of \$1,000 or less for the emergencies and small transactions.
- g. The Treasurer shall be responsible for all governmental reporting and tax filings on time.

16. Duties of Assistant Treasurer

In any absences of the Treasurer, the Assistant Treasurer shall assume all the responsibilities of the Treasurer. In addition, Treasurer is responsible for any special tasks assigned by the Treasurer.

17. Duties of EC Members

EC Members shall support any NCSC activities and accomplish responsibilities that are assigned by the President or the EC for the benefit of the NCSC.

18. Removal of the Officer and Member of EC

17.1 If found in violation of NCSC's purpose or by-laws, any Officer or EC member shall be removed from office by the following process:

- a. A written request, providing the details of violations, by at least three members of the EC.
- b. Written notification by the EC to the alleged officer/member of the above request.
- c. A special meeting of the EC where the officer/member in question will present and clarify the allegation against her/him.
- d. A two-thirds (2/3) majority vote is necessary to remove the officer/member of the EC
- e. EC shall submit the decision to the BOT for final approval of the removal. The removal process is complete upon BOT's approval.
- f. If the officer in question does not attend the three consecutive duly called special meetings (as detailed in c), s/he is assumed to have removed automatically.

19. Removal of Trustees

If found in violation of the NCSC's purpose or constitution, any Trustees may be removed from office by the following process:

- a. Written request by 25% of the current BOT members.
- b. Written notification by the BOT to the Trustee in question of above request.
- c. A special meeting of BOT, where the Trustee in question shall present and clarify the allegations against him/her.
- d. A two-thirds (2/3) majority vote is necessary to remove the Trustee from BOT.
- e. If the Trustee in question does not attend the three consecutive duly called special meeting, s/he is assumed to have removed automatically.

20. Resignation

Board of Trustee or the Executive Committee Members may resign from their posts after proper hand-over of their responsibilities and accountabilities to any person designated by BOT or EC respectively. BOT/EC shall fill the vacant position with a majority vote for the remaining tenure.

21. Amendments:

20.1 The bylaws may be amended by an affirmative vote of two-thirds of the joint EC and BOT meeting. Additionally such an amendment must be ratified by simple majority of GA. The EC President shall lead the amendment process.

20.2 Appropriate written notice shall be sent as required for the joint EC and BOT meeting to discuss and take decision on the constitution amendment.

22. Grievance and Conflict Resolution

Efforts shall be made to resolve conflicts related to NCSC affairs at the level of its origin first in a democratic and professional manner. The guiding principle for conflict resolution shall be the interests of NCSC. In general a grievance shall be investigated by an ad-hoc committee so formed by the EC. The EC will then deliberate on the finding and try to get appropriate remedy. If that fails to satisfy either of the parties, the case will be forwarded with recommendations to the BOT. The BOT, with a majority vote, will have the ultimate authority to decide on issues that are not resolved by the EC.

23. Legal Action

Responsibilities of protecting the assets of NCSC shall be with the EC and the BOT. However, no Directors, EC members or BOT members shall be personally responsible for any liabilities of NCSC. If NCSC, any Directors of NCSC, and Members of EC or BOT be sued, either alone or with others, in any proceeding, NCSC shall use an attorney and shall cover all costs involved in settling the case. For this purpose, NCSC shall purchase Liability Insurance.

24. Miscellaneous:

24.1 Specific Restrictions: Non-vegetarian food(s) and alcoholic beverage(s) of any kind shall not be allowed on NCSC main building at any time or for any reason. Smoking and consumption of controlled substances shall not be permitted within 20 feet of the building. No footwear shall be allowed in the temple. The NCSC main building shall be open to all for the purpose of conducting cultural, spiritual, social, and educational activities, subject to restrictions approved by the EC.

24.2 Subject to the approval, EC may allow other Nepali community organizations or individuals to use its facility by charging a reasonable fee. However, the use of the facility should be for the not for profit purpose only. No gatherings or assembly of political in nature shall be allowed in the main building; however, this will not apply for the Party Hall. Party Hall, which is located in the same premises, can be rented out to any individuals or organizations for any legal purposes. The individual or the community organization, using the facility, shall be solely responsible for all the cleanings and maintenance, if needed, that occurred because of the use of the property.

24.3 The EC shall do its best in keeping the premises clean. Subject to special approval by the EC, no signs, pictures, plates, or any kind of displays are allowed in the main hall of the building, as this hall will be utilized for different purposes by many different community organizations and individuals.

24.4 If any other community organizations share the NCSC Building space, then their communication shall include the “NCSC Building” on their address line.

Example in the present scenario:

NST Office
NCSC Building
2016 W Grauwylar Rd
Irving, TX 75061

24.5 All outgoing email communications from NCSC should have the sender’s name, who must assume the responsibility of the content of the email. Email communication that is not endorsed by the sender should not be released to the receiver.

24.6 The NCSC Priests perform rituals and conduct spiritual ceremonies and events. The priests shall be compensated based on the service performed (as a subcontractor). The EC shall appoint Priests, as needed, based on the advice of the BOT. The responsibilities and work areas of the Priests are determined by the EC.

25. Special Provision for NST (Nepalese Society, TX)

25.1 NCSC and NST are two separate legal entities of the Nepalese Community in Texas. Considering the integral relationships between each other, NST shall have the following rights:

- Establish and maintain NST's office in the NCSC main building.
- Use of NCSC building by NST for scheduled or non-scheduled activities (examples: week-end schools, health camps, seminars, etc.), without conflicting with any NCSC activities.
- NST's President and the General Secretary (GS) shall be the members of the NCSC Executive Committee during their tenure as President and GS of the NST. This may be substituted by their official representative.

25.2 NST shall obey and follow all the rules, regulations, and code of conduct, set by NCSC, during the use of the building for the above noted purposes.

26. Dissolution

26.1 Dissolution of NCSC shall occur only for due cause and can be initiated only for reasons of financial exigency, financial viability, or other legal proceedings. Dissolution shall be initiated by a motion supported in writing by a one third of voting members of NCSC, and with the approval of at least 50% of the voting members of the NCSC. New membership shall not be issued once the dissolution is initiated.

26.2 Upon dissolution of NCSC, its remaining assets, after paying or making provisions for the payment of all the liabilities, if any, shall be distributed to any other not for profit organization as determined by the BOT with the advice of the EC. The BOT shall give priority to NST in case of such dissolution.

27. Unforeseen Situation

In any adverse situation or during natural calamities, the AGM may extend the tenure, considering the official recommendations of the BOT, of the existing BOT and/or EC.

Appendix:**NCSC Constitution Committee 2014:**

- Bylaws Committee Formed on 01/18/2014 with the following members:
 - Mr. Bhuwan Acharya - Member
 - Mr. Krishna Lamichhane - Member
 - Mr. Mahendra Poudyal - Member
 - Dr. Murali Adhikari- Member
 - Mr. Prakash Gautam – Coordinator

- First Meeting was held on 02/08/2014 at NCSC’s office in Irving. Dr. Murali Adhikari, Mr. Mahendra Poudyal, Mr. Binay Aryal, and Mr. Prakash Gautam attended the meeting. This meeting endorsed the followings:
 - Prakash Gautam to incorporate a few changes/additions in some of the clauses of the first draft and present the second draft in the next meeting, which is to be held in first/second week of March, 2014.
 - The meeting anonymously passed the proposal of adding two advisors in the constitution committee:
 - Dr. Prem Adhikari – Advisor
 - Mr. Makar Bajracharya – Advisor
 - Since Mr. Bhuwan Acharya will be out of the country for over a month, Mr. Binay Aryal, who will represent Mr. Acharya, is added in the committee.

- Second Meeting was held on 03/08/2013 at NCSC’s office in Irving. Dr. Murali Adhikari, Mr. Mahendra Poudyal, Mr. Krishna Lamichhane, Dr. Prem Adhikari, Mr. Makar Bajracharya and Mr. Prakash Gautam attended the meeting.
 - In summary, the meeting concluded with the following changes/additions in the 2nd draft:
 - Addition of a new objective in clause 3: to establish a Hindu and Buddhist worship center.
 - Replace the word “constitution” to “bylaws”
 - Addition in 4.8.1 General Members: “no voting rights and/or rights to run for any elected/nominated positions of NCSC”. Consequently, this addition will have several impacts in other parts of the second draft of the bylaws and Prakash Gautam to change/correct those impacted parts.
 - Discussed in detail about granting voting rights and/or rights to run for any elected nominated positions of NCSC to Life Members. Opinion divided; however, all agreed to grant this right to the Life Members.

- Addition of extension of time for Founding Members in 4.9.2©: “Member who donates at least \$500 by October 31, 2014, and agrees to pay the remaining balance (\$2,000) by December 31, 2016, shall also be considered as a Founding Member”
 - Addition of Treasurer and minor changes in the BOT structure in sub-clause 8.2.
 - Addition of Treasurer and Assistant Treasurer and minor changes in the EC structure in sub-clause 9.1
 - New addition of qualifications for EC Presidential candidate in 9.1.2: “For the first term of the EC, only the good standing Trustees shall qualify as candidates for the President. Starting from the second term, any Trustees or Funding Members, who have completed one term as an officer of the EC or the BOT, shall qualify as candidates for the President.
 - New addition of female participation in 9.1.3
 - New addition in 17.1 (e): “EC shall submit the decision to the BOT for final approval of the removal. The removal process is complete upon BOT’s approval”
 - Agreed to keep this point in 23.2: “No gatherings or assembly of political in nature shall be allowed in the main building”
- Third Draft, which included all the points noted above, was sent via email on March 12, 2014, to all the members of the committee for their review and suggestions. No concrete suggestions were received from the committee members within the given time (March 19, 2014)
 - Final meeting of the Bylaws Committee was held on March 29, 2013, at NCSC’s office in Irving. This meeting finalized the draft bylaws of NCSC.
 - The bylaws that were finalized by the Bylaws Committee were presented in the NCSC Central Coordination Committee (CCC) meeting, held on April 27, 2014, and were approved by the CCC with a few changes/additions.
 - The bylaws that were approved by the NCSC, CCC, were presented in the NCSC General Meeting (GM) for final approval on May 31, 2014. The bylaws were approved with some changes/additions.
 - This is the Final Version of the NCSC Bylaws 2014.
-

**First Amendment of NCSC Bylaws 2014:
November/December 2016**

- NCSC EC formed a Bylaws Amendment Committee (BAC), comprising of the following members, on November 20, 2016:
 - o Prakash Gautam – Chairperson
 - o Dr. Murali Adhikari – Member
 - o Krishna Lamichhane – Member
- As mandated by the EC, the BAC committee submitted the amended bylaws to the EC and BOT on December 4, 2016.
- The EC presented the amended bylaws to the General Assembly on December 4, 2016 for final approval.
- Amendments:
 - o Provision of Benefactor Member is added in 4.8.2 Special Members.
 - o The tenure term restriction is changed from one term to two terms in 9.2.3.
 - o The membership fees due dates of Founding Member and Trustee is extended from December 31, 2016 to February 24, 2017 in 4.8.2 (c) and (d).
 - o General duties/responsibilities of Chairperson, Vice-Chairpersons, and Secretary are added in 8.2.
 - o Special Power of BOT is added in 8.9.

NCSC Bylaws Amendment 2018 (Second Amendment)
Memo of Meetings Held on April 29, 2018 and May 13, 2018

1. General: Received an appointment letter, via email from the BOT Secretary of NCSC on April 17, 2018, regarding formation of a NCSC Bylaws Committee (hereafter called committee). Here are the members of the team:
 - Prakash Gautam – Team Lead
 - Bilas Upadhyay
 - Bhanu Kharel
 - Basu Bhandari
 - Bal Joshi
 - Manoj Sigdel.

The appointment letter also included some suggestions to incorporate in the amended bylaws.

2. First meeting of the committee was held on April 29, 2018 at the NCSC office in Irving. All the members of the committee attended the meeting and discussed primarily on the reopening of the membership for founding member. Committee agreed to incorporate the below noted points in the amended bylaws:
 - Reopen membership for founding member until December 31, 2020.
 - New membership fee is \$3,500.
 - No benefits and/or privileges of founding member are granted until the whole amount, \$3,500, is fully paid.
 - Benefactor Members, who have already paid \$3,000 shall be elevated and converted to founding members. Benefactor member shall be permanently ceased in the bylaws.
3. Second meeting of the committee was held on May 13, 2018 at the NCSC office in Irving. All the members of the committee attended the meeting and discussed primarily on the provision of board of trustee (BOT) and some other membership types. Committee agreed to incorporate the below noted points in the amended bylaws:
 - No change in the membership fee for a trustee member. Currently the membership fee is \$15,000.
 - The legal spouse of a trustee shall have a voting right; this means two votes for each trustee, who has a legal spouse.
4. Second meeting of the committee also agreed to add the below noted provision in the amended bylaws:
 - Addition of honorable founding member: Any member wishing to be an honorable founding member shall pay a total of \$5,000.
 - Existing founding members can elevate or change the membership to honorable founding membership by paying the difference of what they have already paid and \$5,000.
 - The benefits and privilege of founding member and honorable founding member shall be the same; just the name will be different. The present serial number and/or the rank of the existing founding member shall not be changed by the addition of the honorable founding member.

From: Yahoo <bins_aryal@yahoo.com>

Sent: Sunday, July 22, 2018 2:23 PM

To: bins.aryal@gmail.com; p-gau@hotmail.com; scpokhrel@gmail.com;
rabinkhanal@gmail.com; sitasapkota7@yahoo.com; makarbaz@gmail.com;
adhikari_m@hotmail.com; muraliadhikari@yahoo.com; kapiladhikari@aol.com;
sigdelmanoj@gmail.com; kedar1234@gmail.com; admin@ournsc.org;
chhabichapagain@hotmail.com

Subject: Todays Passed Agenda

Prakash dai

The GA has passed the following agenda today. Would you mind taking some time to incorporate these passed points into the bylaws?

The last bullet regarding Saptah is informational only.

-Thanks

Binay Aryal
972-533-1218



NCSC General Assembly
Date: Sun, Jul 22nd, 2018
2016 W. Grauwlyer Rd, Irving, TX, 75061

1. Founding Member and Honorable Founding Member:

- Open Founding Member (\$3000) for three years from today.
- Add Honorable Founding Member (\$5000) and open it for three years from today.

SP

2. Benefactor Member:

- All Benefactor members granted so far shall become Founding members effective immediately.

[Handwritten signature]

3. BOT and Honorable BOT:

- Lower the Board of Trustees fee from \$15,000 to \$11,000 for three years from today.
- Add Honorable Board of Trustees (\$20,000). Under this category, both legal spouses shall be members of the board of trustees and both will have equal voting rights on the board.
- Lower the Honorable Board of Trustees fee from \$20,000 to \$15,000 for three years from today.

hr

4. Institutional BOT:

- Add Institutional BOT Member (\$25,000). Any organization in good standing whose activities doesn't conflict the mission and values of NCSC is eligible to apply for the Institutional BOT membership by paying \$25,000. One representative from its organization shall be the BOT member and will also have the voting rights on the board.

[Handwritten signature]

[Handwritten signature]

5. Application Approval:

- Applicant for any kind of membership needs to fill out a form and needs to be approved by the committee created by the joint meeting of the BOT and EC.

Ding

[Handwritten signature]

6. Project - NCSC Euleess:

- NCSC New Building shall be built in Euleess (2-year project; possible extension of one more year after that)
- Committees for Planning, design, fundraise and construction shall be created by the joint meeting of BOT and EC as deemed necessary.
- A grand Saptah program will be organized by the EC by the end of this year to help pay off the current land loan (~280,000). During the same program, we will plant substantial number of trees. Families can participate, at a nominal cost, to claim the ownership of the trees.

ec

[Handwritten signature]

Names of GA participants and approvers.

[Large area of handwritten signatures and initials]

Note: Membership Categories has been slightly revised as per the email received from the NCSC (sent by GS Chhabi M Chapagain) on January 1, 2019.

From: nsc admin@ournsc.org
Sent: Tuesday, January 1, 2019 4:22PM
To: Prakash Gautam; nsc admin
Subject: bylaws amendment

Dai,
Would you please also add incorporate these two items that were approved in the GA held on Dec 30, 2018.

Thank you.

Chhabi M Chapagain

General Secretary
Nepalese Cultural and Spiritual center (NCSC)

Approved by GA held on Sun, Dec 30th, 2018

Agenda:

1. General Membership:
Existing policy: Yearly membership fees \$51 (renewal fee \$50)
Proposed policy: Onetime fee \$100
2. Patron and Trustees:
Existing policy: Patron and Trustees are included within special members.
Proposed policy: Remove Patron and Trustees from Membership category and keep them separate as their name suggest. This means, we will have like Patron, Trustees, Special Members (Life, Founding, Benefactor Member). It's all about the alignment of the involvement level.

Bylaws Amendment Committee: October 2020:

A By-Laws Amendment Committee, comprising of BOT Prakash Gautam (Chair), BOT Murali Adhikari (Member), and BOT Krishna Lamichhane (Member) is formed by the BOT.

All the three members of the Committee received an email on October 22, 2020 from the admin@ournsc.org requesting to add a clause - Unforeseen Situation; accordingly clause 27 is added. Amended Bylaws was provided to BOT Chair Binay Aryal on October 29, 2020 for necessary action.

Added Clause 27: Unforeseen Situation - "If changing the BOT Officers or Executive Committee leads to an unstable and/or adverse situation in the organization, existing BOT

Officers and/or Executive Committee may be granted an extension to their term. BOT alone can grant up to two months extension. If longer extension is deemed necessary, it must be approved by the BOT and the General Assembly. Unforeseen or difficult situation includes active lawsuits, active government audits, ongoing major construction projects, natural disasters, pandemics, sudden demise of an officer, family emergencies of BOT officers or Executive Members or Election Committee Members”.

This amended bylaw was presented to the BOT/EC meeting and then to AGM that was held on November 8, 2020. The AGM approved the added clause with minor changes: In any adverse situation or during natural calamities, the AGM may extend the tenure, considering the official recommendations of the BOT, of the existing BOT and/or EC.