

**BYLAWS OF
NEPAL EDUCATION AND CULTURAL CENTER
Second Amendment
Effective September 27, 2020**

ARTICLE I: ORGANIZATION

- 1.1. Organization. The name of the Organization is Nepal Education and Cultural Center (hereinafter, "NECC" and/or "Organization").
- 1.2. NECC shall have a seal (logo) of "Om" encircled by "Nepal Education and Cultural Center, Washington DC".



- 1.3. NECC is a not for profit organization, which runs Pashupati-Buddha Mandir and Nepali School (Pathashala) in the state of Maryland, USA.
- 1.4. NECC, originated by Association of Nepalese in the Americas (hereinafter "ANA"), is registered as an independent non-profit organization in the state of Maryland, USA

ARTICLE II: PRINCIPAL OFFICE

- 2.1. Principal Office. The principal office of the Organization is located at 20520 Beallsville Road, Beallsville, MD 20839, USA.

ARTICLE III: PURPOSES AND POWERS

- 3.1. Purposes. NECC has been established for the following purposes:
- a. Preserve and promote Nepalese identity, culture, and languages;
 - b. Preserve and promote Nepalese cultural and religious values;
 - c. Run Hindu and Buddha temples;
 - c. Operate a Nepali Pathashala; and other language classes and activities; and
 - d. Carry out different cultural and educational programs there-under.

The affairs and activities of the Organization shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, (the "Code") affecting nonprofit organizations qualified for tax-exempt status as described in section 501(c)(3) of the Code, the organization is organized and will be operated exclusively for charitable cultural and educational purposes. The organization shall be and is a nonprofit, non-stock Organization under the laws of the State of Maryland.

ARTICLE IV: MEMBERS

4.1. Members. Membership in NECC shall consist of the following:

- a. General Member (annual dues US\$100.00 per person)
- b. Life Member (minimum contribution US\$2,000.00)
- c. Trustee (minimum contribution US\$5,000.00)
- d. Platinum (minimum contribution US\$15,000.00)
- e. Benefactor (minimum contribution US\$25,000.00)
- f. Patron (minimum contribution US\$50,000.00)
- g. Golden Patron (minimum contribution US\$100,000.00)
- h. Diamond Patron (minimum contribution US\$500,000.00)

4.2. Membership. Membership shall be open to all 18 years of age or above individuals, and organizations in sympathy with the purposes of NECC. Interested parties may become members of NECC upon completion of a Membership application and/or paying the annual dues as determined by NECC, and in accordance with such terms as NECC may determine from time to time. Such interested parties shall be individuals or families or organizations who obey/respect the law of the land.

4.3. Annual Dues and Membership. One year shall be deemed to cover the period of January 1 to December 31 of the following year. Membership record shall be updated and published during the NECC anniversary or Annual General Meeting (AGM).

4.4. Membership dues already received by NECC, or any other contribution made by such a Member, unless otherwise agreed in advance by NECC, shall not be refunded.

4.5. General Member. General members shall be considered as active members of NECC when such members pay their annual dues. Only active members in good standing by October 31 of the year shall have the voting rights. Life Member, Trustee, Platinum, Benefactor, Patron, Golden Patron and Diamond Patron members shall not have annual membership dues necessary to have voting rights. They are considered active members of NECC.

4.6. Any Organization who is the member of NECC shall be treated as an individual member. NECC shall not have any financial obligation with a sister organization or other member organizations except a written contract with NECC.

4.7. Founding Members. Association of Nepalese in the Americas (ANA) is the Founder member of NECC.

4.8. Honorary Members. Honorary Members are those individuals or Institutions who deserve recognition from NECC. Honorary membership may be given by the NECC BOT committee to persons or organizations, (subject to inform the next annual meeting of the NECC) that have made substantial contribution towards the aim and objective of NECC. Honorary Members do not have to pay any membership dues and shall not have voting rights in the affairs of NECC.

4.9. Platinum, Benefactors, Patrons (including Golden and Diamond) and Trustees are termed Trustees hereafter in these bylaws.

4.10. Donation shall be a single or multiple payment to the NECC. All donations to NECC made by individuals/organizations over the periods shall be added. At the end of the year, the Executive Committee shall update its membership records based on their total donation to NECC, which exclude specific project donations as prescribed by the Executive Committee.

4.11. Member Representatives. In the case of organization Members, the chief executive officer of each Member organization, or the chief executive officer's designated representative, shall be the authorized Member representative. The designated Member representative may be changed at any time by written notice to the Organization.

4.12. Non-refundable Donations. NECC member who is terminated due to his or her disciplinary action shall not be refunded any donations he or she contributed to NECC.

ARTICLE V: CONTRIBUTIONS

5.1. Contributions. NECC can receive contributions such as cash, stocks, bonds, arts, artifacts, statues (murtis), and personal and real property, etc., which are voluntarily donated by community members.

5.2. Installment Payment. NECC can set up a provision to make its membership dues or donations on an installment basis.

5.3. Bequest. A bequest is a gift of money, stocks, bonds, jewelry, or other personal property given through a will. NECC has a provision to receive bequests from community members.

5.4. Devise. A devise is a gift of real property given through a will. NECC has a provision to receive devises from community members.

ARTICLE VI: ORGANIZATIONAL STRUCTURE

6.1. NECC shall have a Board of Trustees (hereinafter "BOT") and an Executive Committee (hereinafter "EC") as functional and operational body, and a Board of Advisors (hereinafter 'BOA') as an advisory body.

6.2. BOT. BOT shall have 11 members:

Chairperson-1, Vice Chairperson-1, Secretary-1, Members -8

Out of 11 Board of Trustees, Chairperson, Vice Chairperson, Secretary, Member (Education and Culture)-1, Member (Outreach and Fundraising)-1, Member (Strategic Planning and Development)-1, Member (General and Operations)-1, Member (Information Technology)-1, Member (Audit and Compliance)-1, Member (Media and Publication)-1, and Member (Logistics and Supplies) – 1, shall be elected. (See Appendix I for BOT Organizational Structure Chart)

6.3. EC. EC shall have 15 elected members:

President-1, Vice president (Programs and Operations) -1, Vice President (Finance and Development)-1, General Secretary-1, Treasurer-1, Secretary-1, Vice Treasurer-1, Managing Director (Culture)-1, Managing Director (Education)-1, Managing Director (Inventory Management and Food Service)-1, Managing Director (Facilities Management and Development)-1, Managing Director (Information Technology)-1, Managing Director (Outreach and Fundraising)-1, Media and Publication-1 and Managing Director (General and Operations) -1.

The EC shall nominate Coordinator (s) for a specific task, as needed up to 15. Each discipline/task can have one or more Coordinator(s). The EC shall also nominate project manager (s) to undertake and complete a specific project as needed. (See Appendix II for EC Organizational Structure Chart)

6.4. BOA. BOA shall have a maximum of 15 members as exhibited in the Organizational Structure Chart. BOT and EC joint meeting will nominate the members of BOA.

Former NECC president, NECC founder (ANA), and former chairperson of BOT shall be 3 members out of 15. The remaining 12 members will be nominated from different groups of community. (See Appendix III for BOA Organizational Structure Chart)

ARTICLE VII: BOARD OF TRUSTEES (BOT)

7.1. Powers and Duties. The BOT shall exercise all organizational powers and manage the business and affairs of the Organization, except as otherwise provided by law, the Organization's Articles of Organization, or these Bylaws. BOT is the most powerful body after the Annual General Meeting of the organization. BOT shall be responsible for strategic planning and oversight of the Executive Committee members, who are responsible for executing the plans of the BOT. The duties and the powers of the BOT in the Organization shall include, but not be limited to, the following:

To determine and formulate overall policy;

To provide guidance for financial, regulatory and compliance of the NECC;

To establish the mission, purposes, goals, and program priorities to be implemented by the EC;

To ensure that appropriate policies have been developed, adopted, and implemented by the EC to carry out its mission;

To advocate the mission, values, accomplishments, and goals of the Organization to the Members and to the public at large;

To establish fiscal policy, including budget authorization and oversight; and

To monitor, and to provide guidance to the EC for financial, regulatory and compliance of the NECC.

For sales and purchases of real estate property of NECC, NECC should first inform the patrons as they are considered to be the prominent donors of NECC. Subsequently, NECC should obtain an

approval of 67% of living Trustees from a universe of NECC Trustees roster along with a 67% majority decision of the Executive Committee members.

A two-thirds (67%) majority of NECC's Trustees shall have supervisory authority to override any decisions made by the Executive committee and other NECC's affiliates for the best interest of NECC. BOT shall submit a written report to the Trustees about why such decisions may be against the betterment of NECC.

The BOT shall have the rights to deny or terminate the membership of any organization or individual, or to deny access to or participation in the programs or services of the Organization, if such organization or individual fails to meet the qualifications for membership, or engages in activities which are contrary to the interests of the Organization.

The BOT shall appoint a Legal counsel to take care of legal and compliance issues, as needed.

7.2. Duties of the BOT officers and members.

The Chairperson shall preside all the meetings of BOT. The Chairperson is responsible for setting meeting agendas in conjunction with the Secretary, managing and providing leadership to the Board of Trustees.

The Vice Chairperson shall assist the Chairperson, preside the meeting in absence of the Chairperson. The Vice Chairperson shall assist the Chairperson in the planning and preparation of meeting agendas.

Secretary shall be responsible for organizing and keeping meeting records and documentation. The Secretary will make sure all rules and bylaws of the organization are adhered to by the board during the meetings and the implementation of board decisions. He/She will act as a Secretary of a joint meeting of BOT and EC.

To help support and monitor the Executive Committee, the elected four BOT members: Education and Culture, Finance and Fundraising, Planning and Development, and Operations shall coordinate and closely work with the managing directors of EC mainly in the respective field.

Chairperson shall define the roles and responsibilities of each nominated member.

ARTICLE VIII: EXECUTIVE COMMITTEE (EC)

8.1 Powers and Duties. All the governing powers of NECC shall be vested in the EC to exercise its powers, except the power to: (i) suspend a member; (ii) decide to permanently suspend the operations of NECC; (iii) approve the annual budget and programs of NECC submitted during the general meeting, (v) approve proposed amendments to these By-laws; and (vi) decide to sale and purchase real estate property of NECC.

EC shall execute and carry out the NECC operations, administrative affairs, and routine management responsibilities under the guidance and supervision of BOT; and the organization's set policy.

EC shall have overall control in management affairs and business of NECC.

EC shall form sub-committees as needed, nominate members, and define the duties and responsibilities of such committees. EC shall nominate members of EC as explained in these bylaws.

EC shall appoint employee(s) including priest(s) as needed and shall define their job descriptions.

8.2. Duties of the EC officers and members:

a. The President shall chair all the meetings of EC and shall have general leadership of NECC activities. The President shall:

- perform such duties and have such powers as the EC and BOT may delegate;
- submit annual report of NECC activities to the chairperson of BOT and at General meeting during NECC's anniversary celebration;
- ensure that all books, reports, and certificates required by law are properly kept or filed; and
- co-sign the checks or drafts of NECC.

b. The Vice President (Programs and Operations) shall work for coordinating Pashupati and Buddha temples, community center activities, and related administrative work of NECC priests.

c. The Vice President (Finance and Development) shall be responsible for budgeting, fundraising, fund collecting, outreach activities, and facilities development activities. The Vice President shall be responsible for financial planning, management, and compliance.

d. The General Secretary shall keep or cause to be kept, at such place as the NECC Board and Executive Committee may direct, a book of minutes of all meetings and actions of the EC. The General Secretary shall be responsible for:

- conducting all meetings of EC and combined meeting with the BOT;
- recording the proceedings of such meeting and perform such duties as the EC and/or BOT may advise;
- filing any certificate required by any statute, Federal or State;
- giving and serving all notices to members of NECC;
- acting as the official custodian of the records and seal of NECC;
- presenting to the EC meetings any communication addressed to him/her as Secretary of NECC;
- attending to all correspondence of NECC;
- exercising all duties incidental to the office of General Secretary; and
- sharing meeting schedule and its minute with all members of EC, Directors, and Coordinators of Sub-Committees

e. The Treasurer shall have the care and custody of all monies and/or securities of NECC. In that capacity the Treasurer shall be responsible for:

- paying all bills upon authorization of the EC;

- maintaining adequate books of account and record of all monies received and disbursed by NECC, and preparing a financial report as the EC, NECC BOT and General Assembly may require;
 - maintaining an up-to-date roster of the membership of NECC;
 - causing to be deposited all NECC funds into a regular business bank or trust company;
 - co-signing checks or drafts of NECC;
 - rendering, at stated periods, as the EC shall determine a written account of the finances of NECC;
 - exercising all duties incidental to the Office of Treasurer; and
 - acting as a Treasurer of NECC BOT if needed.
 - shall/may establish a sub-committee to get help for maintaining the standard procedure of book-keeping and shall inform to the Executive Committee in its next meeting
- f. The Secretary shall, in the absence or inability of the General Secretary to exercise her/his office, become acting General Secretary of NECC with all the rights, privileges and powers inherent to a duly elected General Secretary. The secretary shall maintain inventories and other legal documents of NECC. The Executive Committee shall decide further duties and responsibilities of the Secretary.
 - g. The Vice Treasurer shall, in the absence or inability of the Treasurer to exercise her/his office, become acting Treasurer of NECC with all the rights, privileges and powers inherent to a duly elected Vice Treasurer. The Vice Treasurer shall be responsible for maintaining the NECC membership records. The EC with consultation of the Treasurer shall decide further duties and responsibilities of the Vice Treasurer.
 - h. The Managing Director (Outreach and Fundraising) shall strengthen the relationship between the organization and community. He/She shall be responsible for communicating information to the public, organizing outreach campaigns, coordinating events, formulating solicitation procedures, and overseeing all fundraising activities.
 - i. The Managing Director (Information Technology) is responsible for the management, strategy, and execution of IT infrastructure for the organization. He/She shall be responsible for overseeing technical including website and database projects in alignment with organizational goals. He/She shall engage in the effective delivery of networks, development, and disaster recovery systems and processes.
 - j. The Managing Director (Facilities Management and Development) is responsible for overseeing the maintenance of buildings and space planning and design. He/She manages landscaping, building repairs, building construction, renovations, and ordering of supplies for the organization's facilities.
 - k. The Managing Director (Inventory Management and Food Service) is responsible for managing the food service production and delivery system, including purchase and inventory of food and supplies. He/She will manage and supervise food service staff and practice time management techniques to deliver food (prasad) on time
 - l. The Managing Director (Education) is responsible for coordinating and overseeing all NECC's education related initiatives. More importantly, he/she will coordinate with Nepali Pathashala team for effective and smooth operation of Pathashala

- activities. In addition, he/she will initiate and lead NECC's other education and awareness related activities/programs in coordination with the rest of the NECC Executive Committee team and community members at large.
- m. The Managing Director (Culture) is responsible for operating, managing, and leading cultural and religious services and functions. He/She is responsible for developing strong relationships with communities and enhancing religious results. He/She is also responsible for building a culture for diversity and inclusion to address the need of communities with different backgrounds and religious values
 - n. The Managing Director (Media and Publication) is responsible for updating NECC news, activities, and announcements on NECC's website and social media (Facebook, YouTube, Instagram, etc.). She is accountable for publishing NECC Newsletters (Quarterly) and NECC Magazine –Namaste (Annually). He is also responsible for collecting and editing a variety of articles, stories, features, bulletins, marketing/advertising, and prabachan materials, etc. He will oversee and control distribution of press releases to media – take photographs, make videos/clips, organize interviews, etc. He will work with the IT Managing Director for designing and uploading materials to NECC's web pages.
 - o. The Managing Director (General and Operations) is responsible for oversight, and maintenance of the physical structure of NECC building and facility (electricity, mechanical, plumbing, safety, security, water supplies, cleanness, parking, and inclement weather responses) for daily business operations. He is also responsible for managing and renting the facility, furniture, and equipment for public and private events. He will coordinate with other managing directors for diverse and general work, which includes but not limited to legal, compliance, resources, health, and senior citizen issues.

ARTICLE IX: BOARD OF ADVISORS (BOA)

- 9.1. Responsibility. BOA shall advise BOT and EC in strengthening the organization policy, developing business strategies, planning, fund raising, infra-structure, development, and community relations. The BOA will also help in creating programs and policies and providing expertise in key areas of interest for the organization.

NECC Founder, ANA will be the Chairperson of BOA.

Either Chairperson or Vice-Chairperson of the BOA shall be nominated from the Greater Washington Metropolitan area.

Board of Advisors have no voting right.

ARTICLE X: RESIGNATION AND DISCIPLINARY ACTION

- 10.1. Resignation of EC, BOT, and BOA Members:

- a. Any EC member may resign by giving a written notice to the President of the EC.
- b. Any BOT member may resign by giving a written notice to the Chairperson of the BOT.
- c. The President of the EC may resign by giving a written notice to the Chairperson of the BOT.
- d. The Chairperson of the BOT may resign by giving a written notice to the Vice Chairperson of the BOT.

- e. BOA members, including the BOA Chairperson, may resign by giving a written notice to the Chairperson of the BOT.

If the EC member's position is vacated for any reason, the EC meeting will fulfill the vacated position by nominating from the NECC member pool.

If the BOT member's position is vacated for any reason, the BOT meeting will fulfill the vacated position by nominating from the NECC Trustee roster.

If the BOA member's position is vacated for any reason, the BOT and EC joint meeting will fulfill the vacated position by nominating from the same area of the vacated position's representation.

If the EC President's position is vacated for any reason, the combined meeting of BOT and EC shall choose one of the Vice Presidents to act as President with all the rights, privileges, and powers inherent to a duly elected president for the remainder of the term. The acting President must be at least Trustee member of the organization.

If the vice president's position is vacated for any reason, the EC meeting will fulfill the position by nominating one of the members from the Executive Committee.

If the Vice Chairperson's position is vacated for any reason, the BOT meeting will fulfill the position by nominating one of the members from the BOT.

If the Chairperson's position is vacated for any reason, the Vice Chairperson shall act as the Chairperson with all the rights, privileges, and powers inherent to a duly elected Chairperson.

The term of these replaced executives/members will be for the remainder of the term.

10.2. Disciplinary Action of EC, BOT, and BOA Members:

Any EC, BOT and BOA member found to have acted against the interest and objective of the organization or fails to fulfill and perform assigned duty, is subject to appropriate disciplinary action by a two-thirds vote of the EC and BOT members.

Any EC, BOT and BOA member, who has greatly harmed the organization with his/her known action may be subject to disciplinary action or may be suspended from participating in the organization's events as determined by a two-thirds vote of the EC and BOT members.

The process of disciplinary action of the EC, BOT and BOA members shall begin by submitting a no-confidence motion with a two-thirds vote of the EC and BOT members to the Disciplinary Action Committee. A 3-member Disciplinary Action Committee shall be formed to examine and investigate alleged charges of discipline within organization.

After hearing the alleged member's response and after making further investigation/examination as warranted by the circumstances, the Disciplinary Action Committee shall take an appropriate disciplinary and corrective action, which can range from a written warning to the removal/termination from his or her position and membership.

ARTICLE XI: MEETING

11.1. General Meeting (GM). GM shall be held during the NECC Anniversary Day each year. Special meeting shall be called by 51% of trustees at any time. The NECC anniversary day shall be celebrated in the last weekend of September each year.

11.2. BOT Meeting. BOT shall have a meeting separately on a quarterly basis. However, it can hold more meetings as needed. BOT may join the Executive Committee meeting, as needed.

A 51% attendance of the BOT shall be the quorum of its regular meeting. If the meeting adjourned due to the insufficient quorum, the next meeting shall/can be held with the one third of the BOT members.

Special meetings of the BOT may be called by or at the request of the Chairperson or, at the written request of the majority of BOT members.

The President of the EC shall be invited to participate in the BOT meeting without voting rights.

11.3. Executive Committee. EC shall hold at least 6 meetings in a year. However, it can also hold more meetings as needed.

A 51% attendance of the EC shall be the quorum of its regular meeting. If the meeting adjourned due to the insufficient quorum, the next meeting shall/can be held with the one-third of the EC members.

Special meetings of the EC may be called by or at the request of the Chairperson or, at the written request of the majority of EC members.

EC can invite BOT chairperson, and/or advisor(s) to participate in the meeting, as needed.

11.4. Joint Meeting of BOT and EC. BOT and EC can have a joint meeting at least twice a year. However, such meetings can be held, as needed.

11.5. BOA. The Board of Advisors meeting should be held at least once in a year. However, such meetings, as needed. The EC President shall coordinate for the BOA meeting.

ARTICLE XII: ELECTION

12.1. An election will be held for the positions of the BOT and the EC every three years, in the month of December. The tenure of the new EC and BOT will start from January 1 of the following year.

12.2. Election Commission. An Election Commission consisting up to 5 (Five) members including an Election Commission Chair, who shall be nominated by the AGM. All the members of the Election Commission will be nominated from the NECC life members and/or trustees.

The Election Commission shall conduct the election for posts of the BOT and the EC as stated in Article - V, Organizational Structure.

The members of the Election Commission cannot be a candidate in the same election.

The Election Commission conducts an election according to the guidelines, duties, roles, and responsibilities set by the BOT.

12.3. Eligibility. The followings are the eligibility for the EC and BOT members

- a. Candidate for the BOT and for the EC President must be at least the Trustee of the NECC.
- b. Candidate for other positions can be general members or above.
- c. Candidate (s) who has/have served two consecutive terms (three years in one term) in the same position is/are not considered as eligible to be the candidate for the same position.
- d. The candidate(s) who has/have been dismissed/terminated by the NECC and if considered as ineligible by the law of the nation is/are considered as ineligible to be the candidate for any position.
- e. At least one of the Members of the BOT and the EC must be a permanent resident of the State of Maryland, and permanent resident or a citizen of the United States of America.
- f. All members of BOT shall be selected/elected primarily by consensus (if not, following the procedure mentioned in the ARTICLE VI) from Trustees' roster of NECC for three years.

12.4. Eligibility of the voters. The General Member must be an active member of NECC (in a good standing) by October 31 of the year. Life Members, Trustees, Platinum, Benefactors and Patrons shall have the rights to vote without annual membership dues.

12.5. Voting Rights. All Members in good standing by October 31st of the election year can vote.

- a. General Members and Life Members shall have one vote.
- b. Trustees, Platinum, Benefactors, Patrons, and their legal spouses shall have their voting rights to elect the BOT and the EC.
- c. Trustee Organization (s) has/have only one voting right.
- d. Proxy vote would not be allowed.

12.6. The BOT and the EC members shall serve not more than two consecutive terms in the same position.

12.7. Upon the conclusion of the election process, the Election Commission shall certify the results in writing, and the Election Officers shall declare the names of elected Officers.

12.8. The Oath Ceremony for the newly elected officers shall be held on January 1, the "New Year" Day.

12.9. Extenuating Circumstances. Under extenuating circumstances, the EC and BOT joint meeting can extend the term of the current EC and BOT members up to six months. Upon the completion of the election, new elected EC and BOT members will assume and continue their responsibilities to the remaining period of the term.

ARTICLE XIII: COORDINATORS AND SUB-COMMITTEES

13.1. The EC shall identify the need of NECC activities matching with growth of NECC business and shall appoint Coordinators for sub-Committees to perform those activities. Up to 15 such Coordinators from the NECC membership roster shall be appointed for the specific duties such as senior citizen activities, deushi bhailo, teej, pathasala, buddha, pashupati, fund raising, and construction project. EC can form a sub-committee for a specific task and for a specific period.

14.2. Both the EC and the BOT can form sub-committees, as needed. Job description, roles, and responsibilities of such sub-committees will be defined at the time of formation.

ARTICLE XIV: EMPLOYEES AND SALARIES

14.1. Employees. The EC can hire employee (s) as needed. The EC shall define job titles, job descriptions and compensation of the employee (s) and shall manage everything related to the employee (s).

14.2. Priest (s) (Pundit). The Priest (s) shall be appointed by the BOT and the EC to conduct daily prayers (puja) at the temple. The Priest shall keep the temple orderly and maintain daily operations. The Priests are responsible for performing Hindu and Buddha rituals and ceremonies (festivals) and providing religious instructions/advice to the community. Many ceremonies are performed by the priest throughout the year to honor the gods. The priest(s) shall:

- a. perform Puja every morning and evening at the temple as determined by the executive committee;
- b. perform religious services at the temple and/or outside the temple per request of devotees;
- c. collect service fee and report to the treasurer;
- d. suggest things to the Executive Committee for quality services;
- e. coordinate with Vice President of Programs and Operations for religious services and activities;
- f. report to the President for any administrative work; and
- g. perform all religious tasks assigned by the EC related to the temples.

14.3. Salaries. No Officers shall, for reason of office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Trustee for receiving any compensation from NECC for duties other than as a Trustee or Officer. The NECC EC shall hire and fix the compensation of any and all employees which they, in their discretion, may determine to be necessary and reasonable for the conduct of the business of NECC.

14.4. Hindu and Buddhist Priest: NECC Executive Committee shall appoint priests (Hindu and Buddhist) on a commission, contract, or salary basis. The priest will be reasonably compensated for religious services to the temple and the community.

ARTICLE XV: FINANCE AND REGULATORY COMPLIANCE COMMITTEE

15.1. The NECC Executive Committee and BOT shall establish Finance and Regulatory Compliance Committee and appoint an Auditor General of NECC for : (i) auditing financial activities of NECC; (ii) regulating standard procedures of NECC as an organization under IRS code 501(c)(3); (iii) dealing with tax and other legal issues including NECC's registration and good standing; (iv) guiding NECC's Treasure for maintaining bookkeeping of NECC; (v) assisting to the NECC Board to prepare financial plan of NECC; (vi) attending the NECC BOT meeting as a representative of Finance and Regulatory Compliance Committee; and (viii) reporting the annual financial statement with the help of NECC's Treasurer to the NECC Executive Committee in the annual meeting of NECC. Auditor General shall formulate such a committee comprising of up to seven members. An independent auditor shall be appointed for a detailed inspection of NECC's financial compliance by NECC Executive Committee with suggestion from NECC BOT if such audit may improve its overall financial compliance. A copy of NECC Tax filling shall be submitted to the Founding Member and all Patrons once a year within a month after filling the tax.

ARTICLE XVI: DUES/MEMBERSHIP FEE

16.1. The dues and membership fee of NECC shall be as determined by the NECC Annual General Meeting (AGM).

ARTICLE XVII: CALENDAR YEAR

17.1. Calendar Year. The Organization shall follow a calendar year effective January 1, 2021 for its governance.

ARTICLE XVIII: CONFLICTS OF INTEREST

18.1. NECC shall adopt and abide by a conflicts of interest policy to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private financial interest of an EC, BOT and BOA member or other disqualified person as defined by Section 4958 of the Internal Revenue Code. The policy shall also address non-financial conflicts, which may be adversarial to the interests of the Organization. The policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and tax-exempt organizations.

18.2. Interested Person. Any director, officer, or member of EC or BOT or BOA with governing board delegated powers, who has a direct or indirect financial interest, is an interested person.

18.3. Financial Interest. A person has a financial interest if the person has, directly or indirectly through business investment or family:

An ownership or investment in any entity with which the Organization has a transaction or arrangement;

A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement;

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement

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

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

18.4. Disclosure. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

18.5. Determination. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining EC/ BOT members shall decide if a conflict of interest exists.

After hearing the NECC EC/BOT member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, as needed.

ARTICLE XIX: PROPAGANDA AND POLITICAL ACTIVITIES

19.1. No substantial part of the activities of NECC shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 (h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE XX: PERSONAL BENEFIT

20.1. No part of NECC shall inure to the benefit of any Member, the BOT and the EC Members, other Officers of NECC, or any private individual (except that reasonable compensation may be paid for services rendered to or for NECC). No Member, NECC BOT, EC Members, other Officers of

NECC, or any private individual shall be entitled to share in the distribution of any of NECC's assets on dissolution of NECC.

ARTICLE XXI: INDEMNIFICATION

- 21.1. NECC shall indemnify EC, BOT, BOA, and sub/committee members, and employees of the NECC to the maximum extent permitted by applicable law.
- 21.2. The NECC shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer or employee of the Organization, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person [a] conducted himself in good faith, [b] reasonably believed, in the case of conduct in his or her official capacity with the Organization, that his or her conduct was in the best interests of the Organization, and, in all other cases, that his or her conduct was at least not opposed to the best interests of the Organization, and [c] with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful. To the extent that a director or officer or employee of the Organization has been wholly successful on the merits in defense of any proceeding to which he or she was a party, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with such proceeding.

ARTICLE XXII: LIQUIDATION OR DISSOLUTION

- 22.1. The liquidation and dissolution of NECC may be decided upon by a nine-tenths (90%) majority of the BOT and the EC members present, and voting at the General Meeting, provided that notice of the proposed dissolution or details shall have been circulated with the notice of the meeting. In the event of dissolution, any residual funds of NECC shall be applied jointly by the NECC BOT and EC before vacating office in furtherance of NECC's aims, and no member shall have any claim on NECC in respect to fees or any subscription paid. No part of the net income or assets of NECC shall be used to the benefit of any private individual.
- 22.2. Upon its dissolution, the remaining assets and property of NECC shall, after necessary expenses thereof, be distributed by ANA for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Upon its dissolution, ANA shall decide who the remaining assets shall be disbursed in accordance with the applicable laws.

ARTICLE XXIII: AMENDMENTS

23.1. These By-Laws may be duly altered, amended, repealed or added to by an affirmative vote of two-thirds majority of the active Members of NECC.

The Second Amendment of the Bylaws of NECC was unanimously adopted and approved on the 27 day of September 2020 by the General Assembly.

IN WITNESS WHEREOF, the Second Amendment to Bylaws of NECC has been executed by the undersigned NECC Executive Committee President and NECC Board of Trustees Chairperson, as follows, dated this 27 day of September 2020.

By _____

Mr. Khilendra Neupane
NECC EC President

By _____

Mr. Krishna Nirola
NECC BOT Chairperson

Organization Seal: