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BYLAWS

OF

PASHUPATINATH MANDIR & NEPALI COMMUNITY

CENTER OF NORTH CAROLINA INC.

A NORTH CAROLINA NONPROFIT INCORPORATION

AS OF

August 26, 2024

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BYLAWS OF

PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC.

A NORTH CAROLINA NONPROFIT CORPORATION

PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC, a North Carolina nonprofit incorporation (the "Incorporation"), signed and filed its Articles of Incorporation on September 19, 2017, with the Secretary of State of the State of North Carolina. The Bylaws of PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC. were adopted on August 26, 2024 in their entirety as defined below:

ARTICLE: 1- Name, Seal and Offices

a) **Name:** The name of this Incorporation is "PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC.," and the Incorporation may be referred as " PMNCNC", "Mandir" hereafter for the ease of reference. The Incorporation is also known as "Pashupati-Buddha Mandir of North Carolina". The Assumed Business Name "Pashupati-Buddha Mandir of North Carolina" is officially registered with the appropriate government authorities.

b) **Corporate Seal:** The Board of Directors may adopt, use, and alter, a corporate seal. Such seal, if applicable, shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

c) **Principal Office:** The principal office of the PMNCNC shall be in North Carolina.

ARTICLE: 2- Mission, Purpose and Operation

a) Mission: PMNCNC is organized for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("Code"). PMNCNC seeks to build a replica of Pashupatinath Temple, a Buddha Stupa (Chaitya), and a community center. PMNCNC is established to provide a common place for all Nepalese living in North Carolina and other nationalities to congregate culturally, spiritually and religiously, to strengthen social and religious harmony between different faiths, and to practice and promote Nepali cultural values.

b) Purpose: The primary purpose of this Incorporation shall be to:

i. Establish and maintain a community center for the purpose of conducting spiritual, social, educational, cultural, literary, and

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performing sports and arts activities consistent with the mission as stated above.

ii. Build a Pashupatinath Temple, a Buddha Stupa (Chaitya), operate a spiritual place and organize Nepali cultural and spiritual activities on a regular basis for the benefit of the community.

iii. Collaborate with other non-profit organizations on areas of common interest.

iv. Receive offerings and contributions, to receive, manage, take and hold real, personal property by gift, grant, devise, or bequest, and to sell or dispose of the same for the benefit of this Incorporation.

v. Provide office space and event space for Nepal Center of North Carolina, Inc. (NCNC) to operate its programs and activities.

vi. Engage in any other lawful activity permitted by Chapter 55A of General Statutes of the State of North Carolina.

c) <u>Operation:</u> In order to fund its charitable operations, the PMNCNC shall solicit contributions, in cash or property, from any lawful and appropriate source. Such solicitation may take any lawful and appropriate form that the Board of Directors and Board of Trustees in its discretion may choose. This may include but not be limited to annual fund raising programs, fundraising events, direct solicitations, mass mailings and collection of membership dues.

For all purposes of operations and governance of PMNCNC, Donor Trustees, Diamond, Platinum, Gold, Silver, Founding Life Members, and Life Members shall be treated as members of PMNCNC for perpetuity as long as they follow the Bylaws of PMNCNC.

<u>ARTICLE: 3- Membership</u>

a) <u>Member Qualification:</u> All individuals who are at least 18 years of age, and are interested in the purposes and objectives of the PMNCNC are welcome to become Members of the PMNCNC. Individuals who hold a one-year term of annual membership or individuals who hold a lifetime membership pursuant to these Bylaws shall be Members of the PMNCNC as provided in these Bylaws. There are voting members and honorary members of the PMNCNC. “Members” are those persons who hold an active individual membership, who are at least 18 years of age and who have paid the required dues of the applicable calendar year. Individuals who otherwise qualify for membership but who pay their dues after August 30th shall not have the right to vote on any matter, including, but not limited to, the right to vote for directors, trustees or amendments of the PMNCNC’s Articles of Incorporation or Bylaws for the remainder of the calendar year, but said persons shall otherwise be considered Members for the remainder of the year. Honorary members, such as family members who do not hold an

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individual membership, and inactive members shall not have the right to vote on any matter, including, but not limited to, the right to vote for directors, trustees or amendments of the PMNCNC's Articles of Incorporation or Bylaws. Only regular voting Members (not honorary members and inactive members) are entitled to receive the notice of and the right to vote on any matter involving the PMNCNC, its assets, business and other affairs. References to "Members" in any provision of these Bylaws or the Articles of Incorporation of the PMNCNC concerning any matter requiring the vote of the Members of the PMNCNC shall mean and refer to only the regular voting Members (not honorary members and inactive members).

b) Membership Classes: The PMNCNC shall have the following classes of "members". The rights and qualifications of these members shall be as set forth in these Bylaws.

i. **Diamond Member:** The Diamond Members of the PMNCNC shall consist of any individual, business, firm, group, organization or memorial who contributes $50,000 or more at one time. The Family Diamond Membership is available for $75,000. This membership qualifies as a donor trustee.

ii. **Platinum Member:** The Platinum Members of the PMNCNC shall consist of any individual, business, firm, group, organization or memorial who contributes $25,000 or more at one time. The Family Platinum Membership is available for $37,500. This membership qualifies as a donor trustee.

iii. **Gold Member:** The Gold Members of the PMNCNC shall consist of any individual, business, firm, group, organization or memorial who contributes $10,000 or more at one time. The Family Gold Membership is available for $15,000. This membership qualifies as a donor trustee.

iv. **Silver Member:** The Silver Members of the PMNCNC shall consist of any individual, business, firm, group, organization or memorial who contributes $5,000 or more at one time. The Family Gold Membership is available for $7,500.

v. **Founding Life Member:** The founding life members of the PMNCNC shall consist of any individual, business, firm, group, organization or memorial who contributes $2,500 or more at one time before December 31, 2025. This category of membership shall be closed permanently after December 31, 2025. The Family Founding Life Membership is available for $3,750.

vi. **Life Member:** The life members of the PMNCNC shall consist of any individual, business, firm, group, organization or memorial who

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contributes $1,000 or more at one time. The Family Life Membership is available for $1,500.

vii. **Yearly Member:** The yearly members of the PMNCNC shall consist of any individual, business, firm, group, organization or memorial who contributes $500 at one time for the given year. The Family Yearly Membership is available for $750 per year.

viii. **Family Member:** Family Memberships: Any category of family membership is available. Each family membership includes 2 individual memberships, and includes the right to vote. These are allocated only to the eligible individual spouses or any one parent or any one child of the family, or any individual as shown on membership form. The family members to whom individual memberships are allocated must be 18 years of age or older and meet the requirements for an individual membership. The rights and privileges, other than the right to notices and the right to vote, are extended to all other family members permanently residing in the same household and such family members shall be considered honorary members but shall not be regular voting Members unless they hold an active individual membership.

ix. **Honorary Member:** Honorary Membership may be bestowed by the BOT or BOD to any individual, business, firm, group, organization or memorial for his/her long service or potential of substantial support to PMNCNC; 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 PMNCNC.

There will be no denial of membership to individuals based on age, sex, race, color, national origin, religion, disability, and marital status. Yearly memberships are due on January 1st and are valid until December 31 of the same year. Yearly members who become a member after August 30th are not eligible to vote for board of directors and elected Board of Trustees for that year. Any member can upgrade their membership category by paying the difference in Fee. Any membership can be obtained by paying 50% now and 50% within 1 year.

d) **Membership Due:** Members are required to pay dues. The Board may, from time to time, determine the amount of monetary dues, if any, which shall be required to be paid by the Members, and establish any other policies and procedures with respect to the Members; in each case of the foregoing, subject to the North Carolina Nonprofit Corporation Law.

e) **Changes in Membership Dues:** At any time in the future, Membership dues can be changed only by resolutions passed with a simple majority of eligible votes by

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both the Board of Directors and the Board of Trustees in separate meetings. The last approved yearly or lifetime dues, as applicable, shall continue to apply until new dues have been approved. At any time membership class can be upgraded by paying the difference in fee.

f) Rights of Members: All members shall have the right to vote in accordance with these Bylaws at Annual Meeting duly held at which a quorum is present. The right of a member to vote and all the right, title, and interest of a member in or to the PMNCNC shall cease on the termination of his/her membership. No member shall be entitled to share the distribution of the corporate assets upon the dissolution of the PMNCNC. No Member may transfer a membership or any rights. All members shall comply with these Bylaws and any other PMNCNC policies duly adopted. Any member that violates the PMNCNC's Bylaws or any policies and procedures of the PMNCNC may lose membership, after review and recommendation approved by the majority of the members at a Membership Committee meeting with the required quorum and then the approval by majority of eligible votes by each of BOT and BOD in separate meetings.

g) Resignation of Members: Any member may resign from the PMNCNC by delivering a written resignation to the President or Secretary of the PMNCNC.

h) Meetings:

i. Annual Meetings: The annual meeting of the members of the PMNCNC shall be held at the principal office of the PMNCNC in December of each year on a date and time set by the Board of Directors for the purpose of electing directors, and for the transaction of such other business as may properly come before the meeting.

ii. Place of Meetings: All meetings of Members shall be held at the principal office of the PMNCNC or any other places, date and time set by the Board of Directors.

iii. Substitute Annual Meeting: If the annual meeting shall not be held within the month designated by these Bylaws, a substitute annual meeting may be called in as Special meetings. A meeting so called shall be designated and treated for all purposes as the Annual Meeting.

iv. Notice of Annual Meetings: Notice of the time, place, and purpose of the annual meeting shall be served, either personally, by mail or by e-mail, not less than 10 nor more than 30 days before the meeting upon each person whose name appears on the PMNCNC membership register.

v. Special Meetings: Special meetings of the Members may be called at any time by the President, or by the majority of Board of Directors, or by the majority of Board of Trustees, or at the request of at least 20% of the Members of the PMNCNC. Any request for a special meeting by 20% of the voting members has to be received, reviewed and verified by the

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General Secretary of the Board of Directors, at least 30 days prior to the expected date of the meeting.

vi. Notice of Special Meetings: Notice of special meeting stating the time, place, and purpose of such meeting shall be served personally, by mail or by e-mail, not less than 7 nor more than 30 days before such meeting to each member of the PMNCNC.

vii. Actions Without Meeting: Any action that may be taken at a meeting of the Members may be taken without a meeting if such action is authorized in writing setting forth the action taken which is signed by all Members entitled to vote upon such action at a meeting and such consent is filed with the General Secretary of the PMNCNC to be kept as part of the PMNCNC's records.

viii. Adjournments: Any meeting of the Members, whether or not a quorum is present, may be adjourned by the vote of a majority of the Members present at the meeting to reconvene at a specified time or place. It shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted, if the time and place of the reconvened meeting are announced at the meeting, which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

i) Quorum: At any meeting of members the presence of Fifteen percent (15%) of the recorded Members, represented in person or by proxy at the beginning of the meeting, shall constitute a quorum at a meeting of Members for any general business action. Any such meetings of the Members shall not be used for amendment of the Bylaws, the PMNCNC's Articles of Incorporation, or for the election of Board of Directors and Board of Trustees.

j) Proxies: Except for the election of Directors and Trustees for which the use of proxies is not permitted, votes may be cast at all meetings of Members either in person or by one or more agents authorized by a written proxy signed and notarized by the Member. An appointment of a proxy is effective when received by the General Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for the purpose expressly provided in the appointment form. A proxy may be revoked by the person appointing the proxy as follows: (a) Attending any meeting and voting in person; or (b) Signing and delivering to the General Secretary or other officer or agent authorized to tabulate proxy votes either a written note stating that the appointment of the proxy is revoked or a subsequent conflicting appointment form.

k) Voter Lists: At least ten (10) days before each meeting of Members, the General Secretary of the PMNCNC shall prepare an alphabetical list of the Members

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entitled to vote at such meeting or at any adjournment thereof, with number of votes held by each. This list shall be kept on file at the principal office of the PMNCNC for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any Member at any time during the usual business hours and with reasonable notice. This list shall be produced and kept open at the time and place of the meeting and shall be subject to inspection by any Member during the whole time of the meeting.

l) Voting: In the election of Directors and Trustees for which the use of proxies is not permitted, each member of the PMNCNC shall be entitled to one vote. In all elections for Directors and Trustees, each Member shall have the right to vote on a non-cumulative basis. The candidates receiving the highest number of votes for the available positions shall be deemed elected. A Member's vote must be cast as a whole and cannot be split or divided. The election will be decided by a simple majority of the votes from Members present in person, online, or through any other method implemented and communicated by the Election Committee. In all elections for Directors and Trustees, each Member shall have the right to vote on a non-cumulative basis. The candidates receiving the highest number of votes for the available positions shall be deemed elected. A Member's vote must be casted as a whole and cannot be split or divided. The election will be decided by a simple majority of the votes from Members present in person, online, or through any other method implemented and communicated by the Election Committee.

m) Waiver of Notice: Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or Bylaws of the PMNCNC or the Board of Directors or any committee is authorized to take any action after notice to the members of the PMNCNC or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney.

n) Presiding Officer: The President of the PMNCNC, or in the absence of the President, the Vice-President, shall preside at all meetings of the Members. The General Secretary of the PMNCNC shall act as the secretary of the meeting. In the absence of the General Secretary, the presiding officer shall designate some other board of directors to act as the secretary of the meeting. In the absence of both the President and Vice-President, the remaining Board Members present at the meeting shall elect a Presiding Officer for such meeting. If the meeting is called by 20% of the members, the Members present shall elect the Presiding Officer from among General Secretary, President, Vice-president, or BOT Chair.

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o) **Order of Business:** The order of business at the annual meeting and at any regular or special meeting of the Members generally shall be as follows:
   - **i.** The calling of the meeting to order;
   - **ii.** The calling of the roll;
   - **iii.** The announcement by the Presiding Officer of the purposes of the meeting and of the nature of the business to be conducted;
   - **iv.** The reading and approval of the minutes of any former meeting of the Members if such minutes have not been previously read and approved
   - **v.** The presentation of the PMNCNC's fiscal report by the PMNCNC's Treasurer;
   - **vi.** The announcement of the election of Directors and the Trustees;
   - **vii.** The report of activities of the past year including the announcement of the results of the election held and recommendations for the following year by the President;
   - **viii.** The presentation of and action, if required, upon reports of officers and committees;
   - **ix.** The unfinished business;
   - **x.** Other new business; and Adjournment.

p) **Required Votes:** The vote on any matter of a majority of the votes of the Members present at a meeting of Members shall be the act of the Members on that matter, unless the vote of a greater number is required by these Bylaws or by law.

q) **Removal of BOT and BOD:** Any BOT or BOD member may be removed from the board by the affirmative vote of two-thirds of the registered board members, in person, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the PMNCNC, for lack of sympathy with its objectives, or for refusal to tender reasonable assistance in carrying out its purposes. Any such member, officer, Trustee, or director proposed to be removed shall be entitled to at least five days' notices in writing by mail or e-mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

r) **Compensation:** No members, Director or Trustee shall receive compensation for any service he/she may render to PMNCNC. However with the prior approval of the BOD and BOT, any member, Director or Trustee may be reimbursed for actual expenses incurred in the performance of his/her duties.

ARTICLE: 4- Board of Directors (BOD)

The affairs of the PMNCNC are managed by the Board of Directors (BOD) and the Board of Trustees (BOT) as per specified division of roles and responsibilities in this Bylaw. Each of the Directors shall serve for the best interests of the PMNCNC and

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faithfully execute his/her role as specified in these Bylaws in good faith and in a manner the Director reasonably believes to be in the best interests of the PMNCNC.

a) **General Authority of the BOD:** The property, business, and the day to day affairs of the PMNCNC shall be managed by the Board of Directors (BOD). Any matter, including amendments to the Bylaws or Articles of Incorporation, that requires Members' approval, shall be initiated by both BOD and BOT with majority of eligible votes in separate meetings.
b) **Number, Term of Office and Qualifications of BOD:** The number of Directors of the Board of Directors shall be Fifteen (15). In all events, the number of Directors shall be an odd number. Two (2) positions of the directors shall be reserved for the official designees from the executive board of NCNC. Except for the designees from NCNC, each Director shall hold office for three (3) years term or until his/her death, resignation, removal, disqualification or until his/her successor is qualified to begin term. The term of the office for Directors begins on January 1 following announcement of the election results by the Election Committee at the Annual Meeting held in December of the previous year, and expires on December 31 of the third year of said term. The terms of the office of the Directors shall be staggered so that one-third (1/3) of the Directors are elected each year. If the election could not happen on time for some unforeseen reason, the current Directors shall serve until the election and qualification of their respective successors.

A Member may not simultaneously serve on both the BOD and the BOT. The Directors may serve two (2) terms in succession before one term gap. The spouse of any Director or Trustee cannot simultaneously serve as a Director or Trustee. A Director or Trustee cannot serve as a chairperson of any committee of the PMNCNC.

c) **Nomination of BOD:** Nominations for election to the Board of Directors and Board of Trustees shall be solicited by the Election Committee. Every year before the **15th day of September**, the Election Committee shall notify the Members of the number of vacancies in the Board of Directors and seek nominations. To be considered, a nomination must be received by the Election Committee, in the manner required by the Election Committee, before 5:00 p.m. on October 1. The current nomination fee for a Board of Director is $300. The Board may, from time to time, determine the amount of nomination fee dues to be paid by each nominee.
d) **Election of BOD:** The election for director shall be held in the month of December every year and the term of elected director begins on January 1. If there are more nominations than open positions for the BOD, the Directors shall be elected by the Members voting in person. Those persons who receive the

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highest number of votes shall be deemed to have been elected. If the number of nominations is less than or equal to the number of open positions, the nominees shall be accepted as elected and so announced at the general body meeting. Cumulative voting is not permitted. If any position remains vacant due to less number of nominations than open positions, those positions shall be filled by a new nomination process.

e) **Removal of BOD:** Any Director may be removed at any time for reason of misconduct, violation of these Bylaws, or unethical behavior. A Director may be removed by 2/3rd majority of eligible votes of the Board of Directors and Board of Trustees. Any Director may be removed also by one-third or more of the general member votes entitled to be cast at a membership meeting. If any Director is removed, a new Director may be elected. Notwithstanding the foregoing, any Director elected, who has missed, without the approval of the Board of Directors, three (3) or more consecutive meetings of the Board of Directors may be removed by majority vote of the remaining Directors.

f) **Vacancies of BOD:** Any vacancy occurring in the Board of Directors (caused by death, resignation, and removal or otherwise) shall be filled by election. Within thirty (30) days, the vacancy shall be notified to seek nominations. The Members may then elect a Director to fill any vacancy occurring in the Board of Directors and such Director shall serve for the unexpired term of his/her predecessor in office.

ARTICLE: 5- BOD OFFICERS AND THEIR DUTIES

a) **Officers:** The officers of the PMNCNC shall consist of a President and a Vice President, a General Secretary and Treasurer who shall be Directors; a Chairperson, Co-chairperson and Secretary of the Board of Trustee, who shall be Elected Trustees. Furthermore, all officers shall be life Members of the PMNCNC.

b) **Election, Term and Qualification:** The President and Vice-President shall be elected by the Board of Directors each year at least one week prior to the beginning of new terms. The election shall be by a majority vote of those Directors who will be eligible to vote as of the first date of the new terms. The President and Vice President must have served on the Board of Directors for at least 1 year prior to being elected to serve as President or Vice President, In the event no eligible candidate is available for such role, this requirement shall not be binding.

General Secretary and Treasurer shall be appointed by the BOD. Other officers or positions may be appointed by the BOD as needed. All officers must be a life member of the PMNCNC prior to the beginning of such term of office. The Directors may serve two (2) terms in succession before one term gap.

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Each appointed officer shall serve a 1-year term, beginning on January 1 and ending on December 31, unless he/she is unable to do so because of death, resignation, removal or otherwise.

c) **Executive Committee:** The PMNCNC shall have an Executive Committee composed of President, Vice President, General Secretary, Treasurer and all directors. The Executive Committee shall be responsible for day to day operations and executing the policies of the PMNCNC. The Executive Committee may override any decision of any BOD appointed committee by majority vote of the Executive Committee.

d) **BOD President:** The President shall be the principal executive officer of the PMNCNC and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the PMNCNC. The president shall bring the resolutions passed by the Board of Trustees to the attention of the Board of Directors for appropriate execution. The President shall, when present, preside at all meetings of the Board of Directors. The President shall sign, with the General Secretary, any deeds, leases, mortgages, promissory notes, bonds, contracts, or other instruments which the Board of Directors are authorized to execute, except in cases where the signing and execution thereof shall be delegated by the Board of Directors or these Bylaws to some other officer or agent of the PMNCNC. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

e) **BOD Vice-President:** In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President, as authorized by the BOD, shall perform the duties of the President, and when so acting shall have all powers of and be subject to all restrictions applying to the President. The Vice-President shall perform duties as from time to time may be assigned to him by the President or Board of Directors.

f) **BOD General Secretary:** The General Secretary shall: (a) keep the minutes of the meetings of Members, of Board of Directors and of all Committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the PMNCNC records and of the seal of the PMNCNC and see that the seal of the PMNCNC is affixed to all documents the execution of which on behalf of the PMNCNC under its seal is duly authorized; (d) keep a register of the post office address of each Member which shall be furnished to the General Secretary by such Member; (e) keep or cause to be kept a record of the PMNCNC's Members, giving names and addresses of all Members and the number of votes held by each, and prepare or cause to be prepared voting lists prior to each meeting of Members as required by law; and (f) in general perform

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all duties incident to the office of General Secretary and such other duties as from time to time may be assigned to the General Secretary by the President or by the Board of Directors.

g) BOD Treasurer: The Treasurer shall:

- **i.** Have charge and custody of and be responsible for all funds and securities of the PMNCNC; receive and give receipts for moneys due from and payable to the PMNCNC from any source whatsoever, and deposit all such moneys in the name of the PMNCNC in such depositories as shall be selected;
- **ii.** Require the additional signature of the President or Vice President on any check written in an amount over $1,000;
- **iii.** Prepare or cause to be prepared, a true statement of the PMNCNC assets and liabilities as of the close of each fiscal year;
- **iv.** Cause an annual audit of the PMNCNC books to be made by an independent certified public accountant at the completion of each fiscal year;
- **v.** In general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors, or by these Bylaws.
- **vi.** Comply with any request for financial information from the Board of Trustees.
- **vii.** Not serve as chair of any committee.

h) Resignation and Removal: Any officer may resign at any time by giving written notice to the Board of Directors, the President or the General Secretary. Such resignations shall take effect on the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any change in leadership of an elected officer can be implemented with the vote of the 2/3rd majority of eligible votes of the Directors, as applicable, at a special meeting of the BOD.

i) Special Appointment: Two special advisors shall be appointed by the Board of Directors to advise the Board of Directors. First, an Administrative Advisor shall advise the Board of Directors on legal, corporate governance and other matters of importance arising from time to time. Second, a Religious Advisor shall provide advice and assistance in the conduct of religious ceremonies and activities. Each special advisor shall serve for a term of one (1) year, which may be extended up to a maximum of three (3) consecutive terms.

j) BOD Appointed and Managed Committees: The Board of Directors may appoint such committees as described in these Bylaws. The designation of any

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committee and the delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility or liability imposed upon them by law.

The following bylaw specifies Committees' formation, operations and requirements. Members of any Committee must be a life member of the PMNCNC. The roles, responsibilities, and selection of members of Committees are described in the PMNCNC's Policy and Procedure Manual. The BOD forms and manages the following operational committees to assist with the execution of the BOD's responsibilities. Committees shall follow the exact purpose and mission of the Committee as documented in the PMNCNC's policy manual as amended from time to time. The BOD may appoint all or some of the following committees, whose formation shall be made by the BOD at the regular BOD meeting in January, or as soon as practical, or as needed. When the BOD forms one of the following Committees, it shall appoint the chairperson of said Committee and, additionally, may appoint some or all of the remaining members of the Committee or may delegate the authority to appoint the remaining members to the chairperson.

- **i.** Communication Committee
- **ii.** Accounting and Finance committee
- **iii.** Religious Committee
- **iv.** Facility Usage Committee
- **v.** Facility Maintenance Committee
- **vi.** Programs Committee
- **vii.** Operational Fund-Raising Committee
- **viii.** Hospitality Committee
- **ix.** Youth Committee
- **x.** Senior Committee
- **xi.** Human Resources Committee

k) **<u>Vacancies:</u>** Any vacancy occurring in a committee formed by the BOD resulting from any cause whatsoever shall be filled by the Board of Directors, or the BOD may delegate the authority to fill the vacancy to the relevant committee's chair. Any vacancy occurring in a committee formed by BOT resulting from any cause whatsoever shall be filled by the Board of Trustees, or the BOT may delegate the authority to fill the vacancy to the relevant committee's chair. Any vacancy occurring in a committee formed by the two Boards jointly resulting from any cause whatsoever may be filled as follows: If the vacancy was due to a member appointed by the BOD, it shall be filled by the BOD, and if it was due to a

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member appointed by the BOT, it shall be filled by the BOT, and if it was due to a member filled by the Boards jointly, it shall be filled by the Boards jointly.

l) **Bonds:** The Directors and Trustees may require an officer, agent, or employee of the PMNCNC to give bond to the PMNCNC, with sufficient sureties, conditioned on the faithful performance of the duties of his/her respective office or position, and to comply with such other conditions as may from time to time be required by the Boards. The PMNCNC shall pay any premium in connection with any bond it requires of an officer. The Directors and Trustees may approve the payment of the premiums by the PMNCNC for any other type of bond it requires for its operation.

m) **Multiple Offices:** Two or more offices may be held by the same person, but no officer may act in more than one capacity where the action of two or more officers is required.

n) **Compensation:** Except as hereinafter provided, no officer or Director or Trustee shall receive compensation for any service he/she may render to the PMNCNC as an officer of the PMNCNC. With the prior approval of the Board of Directors, any officer may be reimbursed for actual expenses incurred in the performance of any assigned duties.

ARTICLE: 6- Board of Trustees (BOT)

The affairs of the PMNCNC are managed by the Board of Directors (BOD) and the Board of Trustees (BOT) as per specified division of roles and responsibilities in this Bylaw. Each of the Trustees shall serve for the best interests of the PMNCNC and faithfully execute his/her role as specified in these Bylaws in good faith and in a manner the Trustee reasonably believes to be in the best interests of the PMNCNC.

a) General Authority of the BOT: The Board of Trustees (BOT) is entrusted to lead the PMNCNC in meeting its long-range goals, including vision, community center development, and long-term financial stability. Any matter, including amendments to the Bylaws or Articles of Incorporation, that requires Members' approval, shall be initiated by both BOD and BOT with majority of eligible votes in separate meetings.

b) Roles and Responsibilities of the BOT: The Board of Trustees shall focus on the following long-term property and affairs of the PMNCNC.

- **i.** Continually improve the financial stability of the PMNCNC;
- **ii.** Enhance the image of the PMNCNC in the community at large;
- **iii.** Establish a long-range vision for the PMNCNC;
- **iv.** Review, suggest and approve each fiscal year's budget prepared by the Board of Directors. Until the official budget is presented by the BOD, the Board of Trustees may approve the provisional operational budget.

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v. Review and approve changes if more than 10% of the overall Budget;

vi. Review and approve expenditure not included in the Budget if more than 5% of the overall Budget;

vii. Establish minimum fund-raising requirements before the commencement of, the acquisition of, or the construction of a real estate project. (It is recommended that such a requirement be at least 50% of the estimated cost of the project).

viii. Review and approve real estate asset acquisitions

ix. In conjunction with the Board of Directors, establish changes to the number of Trustees, any required minimum annual contribution to be made by a Donor Trustee during his/her term of office, and the Eligible Contribution requirement to be met by a Member to be eligible as a Donor Trustee. However, an increase in any contribution requirement shall not apply to Donor Trustees serving prior to enactment of such increase.

c) <u>Number of Trustees and BOT:</u> PMNCNC shall have any number of Donor Trustees but the number of Trustees of the Board of Trustees shall be nine (9), of which six (6) shall be Donor Trustees and three (3) shall be Elected Trustees. The number of Trustees in the Board may be changed from time to time as provided in this Bylaw. The President of the Board of Directors or his/her representative shall represent the BOD and actively participate at Board of Trustees meetings but shall only cast a vote at a Board of Trustees meeting in the event that the vote is necessary to break a tie in the voting of the BOT.

The Board of Trustees will review the functioning of the Board of Trustees as necessary and will recommend desired adjustments to the number of Trustees to accommodate the number of individuals eligible as willing to serve as Donor Trustees. At the same time, the Board of Trustees may recommend changes in the contribution requirements for a Donor Trustee to maintain a reasonable number of Donor Trustees and to account for the effects of inflation. It is required that a ratio of two Donor Trustees to one Elected Trustee be maintained. Accordingly, if the number of Donor Trustees is increased by two, then the number of Elected Trustees should be increased by one. Any changes to the number of Trustees, any required minimum annual contribution to be made by a Donor Trustee during his/her term of office, and the Eligible Contribution requirement to be met by a Member to be eligible as a Donor Trustee shall require the approval of both the Board of Directors and the Board of Trustees.

d) <u>Types of Trustees in BOT:</u> The Board of Trustees shall be composed of Donor Trustees and Elected Trustees.

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i. **"Elected Trustees"** are elected by the Members to serve in BOT as hereinafter provided. This category of Trustee is NOT perpetuity therefore it is only valid for the term in office as Board of Trustee.

ii. **"Donor Trustees"** are selected by the Board of Trustees, and approved by the Board of Directors as hereinafter provided. This category of Trustee is Member Trustee of PMNCNC for perpetuity. However this category of Trustee must be elected from a pool of Trustees to serve on the Board of Trustee.

e) **Term of BOT:** Each BOT shall hold office for three (3) years or until his/her death, resignation, retirement, and removal of disqualification or until his/her successor is elected and qualified. The term of office for BOT begins on January 1 following their election. The Elected Trustee may serve on BOT for two (2) terms in succession before one term gap. The Donor Trustee may serve on BOT for two (2) terms in succession before one term gap for unlimited term. In the event no eligible candidate is available for such a role, this requirement shall not be binding.

For the Board of Directors and the Board of Trustees to function as independent bodies, a Board of Trustee, or spouse thereof, cannot at the same time serve as a Director, Advisor to the Board of Directors, or as a Chairperson of any committee. This rule also applies to a Director, and spouse thereof, who cannot at the same time serve as a BOT, Advisor to the BOT, or as a chairperson of a committee.

f) **Qualifications of Trustees:**

i. **General Qualifications:** Each Trustee shall be required to be a life Member of the PMNCNC at all times during his/her term of office. A trustee shall not have any criminal history or other convictions against him/her. The minimum Annual Board of trusteeship dues shall be $500 per year. The minimum Annual trusteeship due is applicable to only the Board of Trustees.

ii. **Qualifications for Elected Trustee:** No Elected Trustee shall serve consecutive terms. The minimum Annual trusteeship due is NOT applicable to the elected Board of Trustees.

iii. **Qualifications for Donor Trustee:** A Donor Trustee is eligible for election and serves as a Donor Trustee in the board of trustees when his/her Eligible Contribution amount to the PMNCNC meets or exceeds the minimum Eligible Contribution (currently recommended at a cumulative contribution of $10,000 for Donor Trustee) by the time of their nomination for election. In addition, each Donor Trustee must pay the Annual trusteeship dues of $500 per year during his/her term of office as board of Trustees. Failure to satisfy such Annual trusteeship dues amount may be

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grounds for removal of the Donor Trustee from office. A Member's Eligible Contribution amount consists of all contributions to the PMNCNC made by the Member and/or such Member's spouse. Donor Trustee can serve consecutive terms in BOT.

The Board of Directors in conjunction with the Board of Trustees, by majority of eligible votes in separate meetings, shall establish or change the minimum Eligible Contribution amount from time to time to maintain a reasonable number of Donor Trustees and to account for the effects of inflation.

Any change in contribution requirements shall apply only to Donor Trustees elected after any such change becomes effective. With the Member's consent, the contributions made by such Member may count as the contribution made by his/her spouse, but such contributions may not be counted more than one time. All contributions to the PMNCNC are nonrefundable.

g) Nomination for Board of Trustees:

- **i. For Nominations of Elected Trustees:** Nominations for election to Elected Board of Trustees shall be solicited by the Election Committee. Every vacancy year before the 15th day of September, the Election Committee shall notify the Members of the number of vacancies in the Elected Board of Trustees and seek nominations. To be considered, a nomination must be received by the Election Committee, in the manner required by the Election Committee, before 5:00 p.m. on October 1. The current nomination fee for an Elected Board of Trustee is $300. The Board may, from time to time, determine the amount of nomination fee dues to be paid by each nominee.
- **ii. For Nominations of Elected Donor Trustees:** Nominations for election to Elected Donor Trustees to Board of Trustees shall be made by the Board of Trustees, by November 30th on the basis of cumulative donation made till November 15th of that year. If the numbers of Donor Trustees are more than open position for the board of trustee category, the same rule shall apply as for nomination for Elected Trustees. The current nomination fee for an Elected Donor Trustee to the Board of Trustee is $300.

h) Election of Trustees: Donor Trustees shall be selected by the Board of Trustees at their December meeting in years when such vacancies arise. Individual Members shall be elected as Donor Trustees based upon their Lifetime Contributions and Eligible Contributions. Those individuals having the highest amounts of Lifetime Contributions and Eligible Contributions shall be considered and invited unless the Board of Trustees finds that substantial reasons exist for not selecting a particular individual. Such reasons could include, but are not

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limited to, fraudulent conduct, gross abuse of authority or discretion concerning the PMNCNC, or that not electing such individuals otherwise would be in the best interests of the PMNCNC.

i) **Election of Elected Trustees:** The election for Elected Trustee shall be held in the month of December every year and the term of elected Trustee begins on January 1. If there are more nominations than open positions for the BOT, the Elected Trustee shall be elected by the Members voting in person. Those persons who receive the highest number of votes shall be deemed to have been elected. If the number of nominations is less than or equal to the number of open positions, the nominees shall be accepted as elected and so announced at the general body meeting. Cumulative voting is not permitted. If any position remains vacant due to less number of nominations than open positions, those positions shall be filled by a new nomination process.

j) **Resignation of BOT:** The BOT Chair-Person, Co-Chair-Person, BOT or BOT Secretary may resign at any time by giving written notice to the Board of Trustees, the BOT Chair or General Secretary of the PMNCNC. Such resignations shall take effect on the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

k) **Removal of Trustees from the BOT:** At the request of a majority of the remaining Trustees on the Board of Trustees, a Trustee may be removed at any time, with or without cause, by the vote of two-thirds (2/3rd) of eligible votes of Board of Trustees at a meeting called for the purpose of removing a Trustee and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Trustee. If any Donor Trustee is so removed, a new Donor Trustee may be elected at the same meeting by majority vote of those remaining eligible to vote, and said newly elected Donor Trustee shall complete the removed Donor Trustee's term. Notwithstanding the foregoing, any Trustee who has missed, without the approval of the Board of Trustees, three (3) or more consecutive meetings of the Board of Trustees or who has failed to fulfill his/her Annual Trusteeship Due within the time required may be removed by a two-thirds majority of the remaining Trustees.

l) **Vacancies:** Any vacancy occurring in the Board of Trustees, whether caused by death, resignation, or removal, before expiration of the term, shall be filled in accordance with these Bylaws. Within thirty (30) days, the vacancy shall be notified to seek nominations. The Elected Trustee to fill a vacancy shall serve for the remaining unexpired term of the Trustee rather than a new three (3) year term. The Donor Trustee selected to fill a vacancy shall serve a new three (3) year term.

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m) **BOT Chairperson, Co-Chairperson and Secretary:** The BOT shall elect a chairperson, co-chairperson and secretary to manage its affairs. Election of the chairperson, co-chairperson and appointment of the BOT secretary for the upcoming year, shall be completed at least one week before the end of the year from within the BOT. The Term for the chairperson, co-chairperson, and secretary is one year, i.e. from January 1st to December 31st of the year. The chairperson, co-chairperson, or secretary can serve a maximum of 3 consecutive 1-year terms. Any vacancy in the position of Chair, Co-Chair or Secretary shall be filled by following the same process as for electing the person for the respective position from within the BOT.

The BOT chair shall preside over the BOT meetings and participate in Board of Directors meetings as a BOT representative, but the BOT chair shall not have a vote on the BOD except in the event of a tie in the vote of the BOD. The BOT Chair shall communicate and execute the decisions of the BOT that are in line with the specified roles and responsibilities of the BOT. The co-chair shall serve as chair in the absence of the chair.

The BOT secretary shall organize the meetings as per guidance from the chair and take meeting notes. The secretary shall communicate all meeting notifications and minutes to the Board of Directors and PMNCNC's General Secretary.

ARTICLE: 7- Joint BOD and BOT Provisions

a) **Place of Meetings:** All meetings of the Boards of Trustees shall be held at a designated place as agreed upon by a majority of the respective Boards.
b) **Regular Meetings:** A regular meeting of the Board of Directors and of the Board of Trustees shall be held immediately after or within a very short period of the annual meeting of the Members. In addition, the Board of Directors and the Board of Trustees shall hold regular meetings at least once every three months at predetermined dates, times and location. Additionally, the Board of Directors and the Board of Trustees may provide, by resolution, the time and place for the holding of additional regular meetings as necessary.
c) **Special Meetings of BOD and BOT:** Special meetings of the Board of Directors may be called by or at the request of the President, or any four (4) Directors, or as required by law. Special meetings of the Board of Trustees may be called by or at the request of the Chair of the Trustees, or any four (4) Trustees or as required by law. Such a meeting of the BOT or BOD may be held as fixed by the person or persons calling the meeting, provided said person or persons take reasonable efforts to accommodate the schedules of other Directors and Trustees. The person or persons calling a special meeting of the Board of Directors or Board of Trustees shall notify the intent at least ten (10) days before

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the meeting by usual means of communication. However, the requirement of ten (10) days can be shortened by the majority of eligible Directors or Trustees for respective meetings. Such notice shall specify the purpose for which the meeting is called, and shall specify the date, time and location of said Special Meeting.

d) **Joint Meeting of BOT and BOD:** Joint meetings of the Board of Directors and Board of Trustees may be conducted as needed. Such a joint meeting can be called by the BOD President or BOT Chair or four (4) Directors, or four (4) Trustees. Majority members of each of the two boards at the beginning of the meeting shall constitute the quorum. The person calling the meeting shall preside or nominate the presiding officer. The General Secretary or a person appointed by the presiding officer shall act as the secretary for the meeting. The person or persons calling a joint meeting of the Board of Directors and Board of Trustees shall notify the intent at least ten (10) days before the meeting by usual means of communication. However, the requirement of ten (10) days can be shortened by the majority of eligible Directors and Trustees.

e) **Notice of Meetings:** Regular meetings of the Boards of Directors and Trustees may be held without notice. Notice of Special or Joint Meetings shall be as described in these Bylaws above.

f) **Waiver of Notice:** Any Director or Trustee may waive notice of any meeting. The attendance by a Director or Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Director or Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

g) **Quorum:** A majority of the number of Directors or Trustees, fixed by these Bylaws, present at the beginning of the respective meeting shall constitute the quorum. The Directors or Trustees present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors or Trustees to leave resulting in less than a quorum. In the absence of a quorum at the opening of any meeting of the Board of Directors or Board of Trustees, such meeting may be adjourned from time to time without notice, other than announcement at the meeting, until a quorum shall be present or represented, by a vote of the majority of the Directors or Trustees, respectively, present; and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

h) **Manner of Acting:** Except as otherwise provided in these Bylaws, the act of the majority of the Directors/Trustees present at a meeting at which a quorum is present at the beginning of such meeting shall be the act of the Board of Directors or the Board of Trustees. Any one or more Directors/Trustees, unable to participate in person due to a special reason, may participate in a respective

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meeting of the Directors/Trustees by means of a conference call (using telephone or other communications device) that allows all persons participating in the meeting to hear each other. Participation of an individual by this means, for which the intent has been expressed ahead of time, shall be deemed as the presence of the person at the meeting. Any resolution requiring 2/3rd majority of eligible votes, may be handled electronically if needed.

i) **Presumption of Agreement:** A Director/Trustee who is present at a meeting of the Board of Directors or Board of Trustees at which action on any PMNCNC matter is taken shall be presumed to have assented to the action taken unless his/her contrary vote is announced at said meeting. Any earlier resolution or decision by the BOD or the BOT can be reversed by the vote of at least 2/3rd of votes of Directors or Trustees present with a quorum at a subsequent meeting of the same board or by 2/3rd majority decision by eligible BOD and BOT in a joint meeting. If a resolution was approved by both the BODs and the BOTs in separate meetings, then it can only be reversed when 2/3rd majority votes of the BODs and the BOTs vote to reverse it in separate meetings.

j) **Informal Action by Directors/Trustees:** The Board of Directors or the Board of Trustees shall have the right to take any action in the absence of a meeting, which they could take at a duly held meeting, by obtaining the written consent of majority, unless a higher threshold is specified elsewhere in Bylaws, of the Directors or the Trustees to the action. Any action so approved shall be filed in the PMNCNC books and records and shall have the same effect as though taken at a meeting of the Directors or the Trustees.

k) **BOT Appointed and Managed Committees:** The Board of Trustees may appoint such committees as described in these Bylaws. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees of any responsibility or liability imposed upon them by law.

The BOT shall be responsible to form and manage the Committees mentioned below and may form additional committees as and when necessary. For the Committees managed by the Board of Trustees, the Committee's chair or the Chairperson of the Board of Trustees or the Secretary of the Board of Trustees shall periodically update the Board of Directors and Board of Trustees of their progress. These Committees shall obtain approval from the majority of the Board of Trustees and Board of Directors before implementing their plans. The chair for these Committees shall be appointed by the Trustees. The BOT may also appoint the other members of these Committees or, alternatively, may delegate the authority to appoint other members of these Committees to the chair of the respective Committee.

i. Long Range Planning Committee
ii. Capital Fund Raising Committee

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l) **Critical Committees appointed by BOD and BOT:** Both the BOD and BOT shall jointly form the following Critical Committees as needed to manage the tasks specified. Critical Committee members shall be appointed as specified. All Critical Committees must have an odd number of members. The chair for each Critical Committee is elected by the members of the Committee, unless specified differently. For the stability of the Committees, each Critical Committee need not be dissolved every year. Critical Committees shall have 1/4th members replaced every year for staggering terms and to bring new ideas. No member can serve more than two consecutive terms in Critical Committees. Critical Committees shall follow the exact purpose and mission of the BOD and BOT. All these Critical Committees shall report to BOD and BOT both. Each Critical Committee may have a liaison from the BOD and/or BOT if the BOD and/or BOT deem it appropriate. The BOD/BOT liaison may attend the Critical Committee meetings. The Committee chair or the Liaison shall report back to the respective board.

i. **Election Committee:** The Election Committee is formed to manage all PMNCNC elections and referendums. The BOT shall nominate two members including the chair and the BOD shall nominate two members including the co-chair. One member shall be appointed by consensus of both BOD and BOT. It is important to keep the continuity of the committee with knowledgeable and experienced members, so members shall serve for a three (3) year term. The Election Committee is appointed before June 30 of the year. If so budgeted, this Committee shall appoint an accounting or legal firm to assist with the election and handle the eligible member verification and counting of the votes. Whenever any vacancy needs to be filled, whichever body nominated the outgoing member, shall nominate to fill the vacancy. In such a case, the incoming member shall serve the remaining term of the outgoing member. The entire election process is described in detail in Election Policy and Procedure Manual, as amended from time to time. The Election Committee shall implement the recommendations as specified in the Policy manual.

ii. **Grievance Committee:** The Grievance Committee shall consist of 5 members, each serving for 3-year terms, and shall be formed by nominations from the BOD and the BOT. Two members are appointed by the BOD, 2 members are appointed by the BOT and 1 is nominated by both BOD and BOT. Whenever any vacancy needs to be filled, whichever body nominated the outgoing member, shall nominate to fill the vacancy. In such a case, the incoming member shall serve the remaining term of the outgoing member. Any grievances brought to the Grievance Committee shall be reported to both BOD and BOT within three (3) days.

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Grievance Committee shall provide their findings and recommendations to both BOD and BOT, and each BOD and BOT shall approve those by majority of eligible votes in separate meetings.

iii. **Membership Committee:** The Membership Committee shall consist of 5 members, each serving for 3-year terms, and shall be formed by nominations from the BOD and the BOT. Two members are appointed by the BOD, 2 members are appointed by the BOT and 1 is nominated by both BOD and BOT. Whenever any vacancy needs to be filled, whichever body nominated the outgoing member, shall nominate to fill the vacancy. In such case, the incoming member shall serve the remaining term of the outgoing member.

iv. **Financial Audit Committee:** The Financial Audit Committee shall consist of at least three members to audit the PMNCNC's finances. One member is appointed by the BOT, and one member is appointed by the BOD. One member is appointed by agreement of the BOT and BOD. The committee must be appointed before November 30 every year. The BOT may arrange to have an external audit conducted as necessary. The Financial Audit Committee shall provide their findings and recommendations to both BOD and BOT, and each BOD and BOT shall approve those by majority of eligible votes in separate meetings.

v. **Policy and Procedures Manual Committee:** The Policy and Procedure Manual Committee shall consist of a minimum of 5 members, of which two are appointed by the BOT, two by the BOD, and one jointly by the BOD and BOT. The charge of the Committee shall be to prepare new or revise existing policies for better governance of PMNCNC affairs. Any new policy or changes in existing policies recommended by the Committee must be approved with simple majority by both the BOD and BOT in their respective meetings.

vi. **Construction Projects Committee:** After approval of a construction project by both the BOT majority and the BOD majority, the Construction Projects Committee of a minimum of 5 members, shall be appointed by the BOT majority and the BOD majority, preferably in a joint session. It is highly desired to have most members with construction and design experience in this committee.

vii. **Constitution Committee:** The Constitution Committee shall consist of 5 members, each serving for 3-year terms, and shall be formed by nominations from the BOD and the BOT. Two members are appointed by the BOD, 2 members are appointed by the BOT and 1 is nominated by both BOD and BOT. Whenever any vacancy needs to be filled, whichever body nominated the outgoing member, shall nominate to fill the vacancy.

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In such a case, the incoming member shall serve the remaining term of the outgoing member. Constitution Committee shall provide their findings and recommendations to both BOD and BOT, and each BOD and BOT shall approve those by majority of eligible votes in separate meetings.

viii. **Other Committees:** The Board of Directors and Trustees, by resolution, may establish such other standing or special committees as it might deem advisable. The members, terms, and authority of such committees shall be as set forth in the resolutions establishing them. No committee shall have the power to take actions that are to be taken by the Executive Committee or any of the above-described Critical Committees.

m) **Meetings:** Regular and special meetings of any committee established pursuant to these Bylaws may be called and held subject to the same requirements with respect to time, place, and notice as are specified in these Bylaws for regular and special meetings of the Directors and the Trustees.

n) **Quorum and Manner of Acting:** A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those committee members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

o) **Term of Office:** Members of any committee shall be appointed as provided in these Bylaws and shall hold office for the term as provided in these Bylaws or until their successors are appointed.

p) **Resignation and Removal:** Any member of a committee may resign at any time by giving written notice of such member's intention to do so to the President or the General Secretary of the PMNCNC. Any member of a committee may be removed by the Board of Directors or Board of Trustees, whichever board nominated the member. Individuals removed from a committee but not in agreement by the decision of BOD or BOT, may opt to address their complaint with the Grievance Committee. Any change in committee chair position may be done by the majority of the committee members. Any such individual may opt to address their concern with the Grievance Committee.

q) **Vacancies:** Any vacancy occurring in a committee formed by the BOD resulting from any cause whatsoever shall be filled by the Board of Directors, or the BOD may delegate the authority to fill the vacancy to the relevant committee's chair.

Any vacancy occurring in a committee formed by BOT resulting from any cause whatsoever shall be filled by the Board of Trustees, or the BOT may delegate the authority to fill the vacancy to the relevant committee's chair.

Any vacancy occurring in a committee formed by the two Boards jointly resulting from any cause whatsoever may be filled as follows: If the vacancy was due to a member

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appointed by the BOD, it shall be filled by the BOD, and if it was due to a member appointed by the BOT, it shall be filled by the BOT, and if it was due to a member filled by the Boards jointly, it shall be filled by the Boards jointly.

r) **Compensation:** No committee member shall receive compensation for any service he/she may render to the PMNCNC as a committee member of the PMNCNC. With the prior approval of the Board of Directors, any committee member may be reimbursed for actual expenses incurred in the performance of assigned duties.

s) **Indemnification of Directors, Trustees and Officers:** The PMNCNC shall indemnify the Directors, Trustees, officers and committee members of the PMNCNC and such other persons as approved by the Board of Directors and the Board of Trustees from time to time, for such expenses and liabilities, in such manner, under such circumstances, and to the fullest extent, as permitted by the North Carolina General Statutes, as now enacted or hereafter amended. The Directors, Trustees, officers and committee members shall not be personally liable for the debts, liabilities, or other obligations of the PMNCNC.

ARTICLE: 8- Fiscal and Assets Management

a) **Depository:** The initial depository for the funds of the PMNCNC shall be designated by the Board of Directors and the Board of Trustees. The two Boards together may change such depository from time to time to another depository. Withdrawal of funds from such depository shall be by checks signed by the two (2) designated officers of the PMNCNC or any other persons authorized by the Board of Directors.

b) **Fidelity Bonds:** Fidelity bonds may be maintained by the PMNCNC, in an amount determined by the Board of Directors and the Board of Trustees, covering each Director, Trustee, and officer of the PMNCNC, any employee or agent of the PMNCNC serving the tasks of the PMNCNC.

c) **Payment Vouchers:** Payment vouchers shall be approved by the Board of Directors, provided that the Board of Directors may delegate such authority to any officer or managing agent of the PMNCNC.

d) **Fiscal Year:** The fiscal year of the PMNCNC shall be from January 1 to December 31 of the same calendar year.

e) **Income and Expense Management:**

   i. All donations, including capital fund raising donations, Rental income, Puja Cash collections, events and tickets sales receipts shall go into PMNCNC Savings Account(s) established to receive all incoming funds. No direct payments shall be made from the PMNCNC Savings Account(s) to outside entities.

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ii. PMNCNC Checking Account shall have approximately 5% of total Saving Account fund or up to three months of general expense, whichever is higher, amount to make payments.

iii. Treasurer, BOD president, and vice-president shall have signing authority for the PMNCNC Checking Account. BOT chair and BOD president shall have signing authority for the PMNCNC Savings Account.

iv. Funds from the PMNCNC Savings Account shall be released to the PMNCNC Checking Account for spending. These transfers based on the approved budget shall be initiated by the President and authorized by the BOT chair.

v. Any funds above the budgeted amount needed and requested by BOD shall be reviewed and approved by the Trustees before they are transferred to the checking account.

vi. No PMNCNC officer or committee member, except President, Vice-president, or Treasurer shall create any online payment system or create an account with online payment processing entities like bank, Venmo, PayPal, Square, Facebook, Amazon etc. to receive or send funds for PMNCNC. President, Vice-President, Treasurer and/or General Secretary shall be the keeper of the credentials for such accounts

f) **Assets and Contract Management:** Besides liquid cash and Real Estate assets, Digital Assets like PMNCNC brand, web presence and communication channel to community members are also important assets of the PMNCNC. All these assets must be handled carefully in the best interest of PMNCNC. The Board of Directors manages these assets on a regular basis. However, decisions about any assets related matters that can create a liability for the PMNCNC or have a long-term impact must be approved by the BOT.

i. **Real Estate Purchase and Sale:** Any real estate purchase and sale must be approved by 2/3rd majority of eligible votes of each of the BOD and the BOT in separate meetings.

ii. **Borrowing and Mortgage notes:** Borrowing any loan amount must be approved by a majority of eligible votes of the board of Directors and Board of Trustees, in separate meetings. Any borrowing that requires to put additional PMNCNC assets as collateral, must be approved by 2/3 majority of eligible votes of the board of Directors and Board of Trustees, in separate meetings.

iii. **Land or Building Leases Longer than 24 Months:** Any land or facility usage contracts longer than 24 months must be approved by 2/3rd majority of eligible votes of both BOD and BOT in separate meetings.

iv. **Service or Spending Contracts:** Any Service or Spending contracts longer than 24 months that creates financial binding for the PMNCNC, and

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spending contracts above $15,000 that is not part of the approved budget, shall be approved by the majority of both BOD and BOT in separate meetings.

v. **Protection of Digital and Intangible Assets:** Restrict PMNCNC name, Logo and electronic communication usage for PMNCNC matters only. Preserve necessary and required information, reports and documents for the future.

ARTICLE: 9- Membership Register

a) **Closing of Register:** For the purposes of determining Members of the PMNCNC entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other purpose, the Board of Directors may provide that the membership register shall be closed for a stated period but not to exceed, in any case, twenty (20) days and, in case of a meeting of Members, not less than ten (10) days immediately preceding the date on which the particular action, requiring such determination of Members is to be taken.

b) **Record Date:** In lieu of closing the membership register, the Board of Directors may fix in advance a date as the record date for any such determination of Members, such record date in any case to be not more than twenty (20) days and, in case of a meeting of Members, not less than ten (10) days immediately preceding the date on which the particular action, requiring such determination of Members is to be taken. If the membership register is not closed and no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed or emailed shall be the record date for such determination of Members.

c) **Adjournment-Record Date:** When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the membership register and the stated period of closing has expired.

ARTICLE: 10- General Provisions

a) **Books and Records:** The books, records and papers of the PMNCNC shall at all times, during reasonable business hours and following reasonable notice, be subject to inspection by any Member, or such Member's agent or attorney. The financial statements of the PMNCNC for the immediately preceding fiscal year shall be available for inspection by any Member at the principal office of the PMNCNC following reasonable notice, where copies may be purchased at a reasonable cost. However, except as required by law, the PMNCNC shall not be

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required to disclose to Members any documents that are subject to the work product doctrine, attorney-client privilege, or any other legal privilege.

b) **Waiver of Notice:** Whenever any notice is required to be given to any Member, employee or officer by law or by these Bylaws, wavier thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice.

c) **Compliance with Statutes:** These Bylaws are set forth subject to the requirements of Chapter 55A of the North Carolina General Statutes, as amended, replaced and revised from time to time. In the event these Bylaws conflict with the provisions of said statute, it is hereby acknowledged and agreed that the provisions of such statutes shall control. These bylaws shall be binding on all the members including directors, trustees, officers and the committee members of the PMNCNC.

- **i.** **Tax Exempt Status:** The Board of Directors shall take such steps as may be necessary to secure a determination from the Internal Revenue Service that the PMNCNC is exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and Regulations thereunder.
- **ii.** **Maintenance of Tax Exemption:** Notwithstanding any other provision of these Bylaws, no member, trustee, director, officer, employee, or representative of the PMNCNC shall take any action or carry on any activity by or on behalf of the PMNCNC not permitted to be taken or carried on by an organization exempt from tax under Section 501(c) (3) of the Internal Revenue Code.

d) **Policy and Procedure Manual:** The PMNCNC shall maintain a detailed record of policies and procedures in a Policy and Procedure Manual to provide guidance for the PMNCNC's operation. Any changes in the Policy and procedure manual can be made with approval by majority of each BOD and BOT eligible to vote and at separate meetings.

ARTICLE: 11- Volunteers

Any individual volunteers of this PMNCNC who are not Directors or Officers shall be volunteers (collectively, "Volunteers") and shall have no rights or powers to manage the activities and affairs of the PMNCNC, unless otherwise granted by the Board of Directors.

Serving as a Volunteer is a privilege, and not a right. Any personal, interpersonal, or other conflicts between or among Volunteers with other Volunteers or any other person of the PMNCNC (including, without limitation, a Director or Officer), will be resolved in accordance with any policies and procedures adopted, and if no such policies or procedures are adopted, then in accordance with general policies or procedures that are applicable to similar situated non-profit organizations in the United States which are

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similar in size, scope, and operations of the PMNCNC. Notwithstanding anything to the contrary provided in these Bylaws or any other policies or procedures of similar situated non-profit organizations, any Volunteer may be barred from volunteering with the PMNCNC, in whole or in part, for any period of time, by an affirmative vote of the majority of the Board of Directors at a meeting duly held at which quorum is present. To the extent a conflict may exist between resolutions by the Board of Directors with respect to an issue barring or otherwise dealing with a Volunteer that is the subject of this provision in the Bylaws, such resolution shall prevail, but only to the extent directly applicable.

ARTICLE: 12- Counterterrorism and Due Diligence Policy

In furtherance of its exemption by contributions to other organizations and programs, domestic or foreign, this PMNCNC shall stipulate how the funds will be used and shall require the recipient to provide the PMNCNC with detailed records and financial proof of how the funds were utilized. Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, this PMNCNC willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks. The PMNCNC shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE: 13- Prohibition Against Sharing of Corporate Earnings

No member, trustee, director, officer, or employee of, or member of a committee of, or person connected with the PMNCNC, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the PMNCNC, provided that this shall not prevent this payment to any such person of such reasonable compensation for services rendered to or for the PMNCNC in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the PMNCNC. All members of the PMNCNC shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the PMNCNC whether voluntary, or involuntary, the assets of the PMNCNC, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed to federal, state or local governments to be used exclusively for public purposes.

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ARTICLE: 14- Investments Discipline

The PMNCNC shall have the right to retain all or any part of securities or property acquired by it in whatever manner, and to invest and reinvest any funds held it, according to the judgment of the Board of Directors and Board of Trustees provided, however, that no action shall be taken by or on behalf of the PMNCNC if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 of the Internal Revenue Code of 1986 and Regulations thereunder as they now exist or as they may be amended.

The PMNCNC shall priorities on sustainable, responsible and impact investment discipline that considers environmental, social and corporate governance criteria to generate long-term competitive financial returns and positive societal impact. However the PMNCNC must spend at least 5% of its total asset toward its charitable purpose in any given year.

ARTICLE: 15- Miscellaneous

a) **Nondiscrimination Policy:** The officers, directors, committee members, employees, and persons served by this PMNCNC shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, physical disability and sexual orientation.
b) **Conflict of Interest:** No Director or Trustee shall vote on any matter with which said Director or Trustee has a conflict of interest. In the event of a conflict, the Director or Trustee shall voluntarily recuse himself or herself from the vote. If a Director or Trustee with a conflict of interest does not voluntarily recuse himself or herself, then the Director or Trustee may be prevented from voting on the matter by a majority vote of the remaining Directors or Trustees, as the case may be, eligible to vote on the matter.
c) **Transparency, Accountability & Public Disclosure:** This PMNCNC practices and encourages transparency and accountability. The PMNCNC shall make full disclosure of accurate information about its mission, activities, finances, bylaws and governance policy to the members and general public for inspection.
d) **Code of Conduct:** The PMNCNC requires and encourages its directors, officers and BOT to observe and practice honesty, integrity and high standards of business and personal ethics while fulfilling their duties and responsibilities.

ARTICLE: 16- Collaboration With Partner Organization:

Nepali Organization: Any Nepali partner organizations may be given an office, meeting space and program hall of a PMNCNC owned building or premise on availability basis at subsidized cost or at no cost as decided by the BOD and BOT.

ARTICLE: 17- Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the PMNCNC by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law. These Bylaws may be amended by the Members entitled to vote thereon, in person ballot by Members, by two-thirds (2/3rd) of the votes cast or by a majority of the votes entitled to be cast on the amendment, whichever is less. However, the minimum total number of votes shall be no less than fifty-one (51%) percent of the total membership. Notwithstanding any other provision herein to the contrary, only Members (and not honorary members or inactive members) are entitled to notice and the right to vote on any matter concerning the PMNCNC, including but not limited to the amendment of these Bylaws.
"Notwithstanding anything to the contrary, the Bylaws related to NCNC are not subject to amendment or revocation under any circumstances."

ARTICLE: 18- Dissolution

Any involuntary or voluntary dissolution of the PMNCNC shall take place only in accordance with North Carolina Nonprofit Corporation Act., NC General Statutes, Chapter 55A, Article 14 as applicable. Upon the dissolution of the PMNCNC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the PMNCNC is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE: 19- Special Provision

a) The PMNCNC shall implement the following election schedule for 1st, 2nd and 3rd year to enable the staggered election of BOT and BOD, after 3rd year the proper cycle of electing 5 new directors and 3 new BOT for 3-year term, every year, shall take effect as required by these Bylaws.
b) On December of 1st Year, 5 BOD and 3 BOT shall be elected for 1 year term, 5 BOD and 3 BOT shall be elected for 2 year term and 5 BOD and 3 BOT shall be elected for 3 year term.
c) On December of 2nd Year, vacated 5 BOD and 3 BOT shall be elected for a three (3) year term.

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d) On December of 3rd Year, vacated 5 BOD and 3 BOT shall be elected for a three (3) year term.

e) On December of 4th Year, the proper staggered three (3) year term election cycle will take effect. This arrangement is to enable staggered election of members annually with three-year term. Afterwards, terms for all elected members shall become three (3) years after being elected or appointed to the committee.

ARTICLE: 20- Temporary Provision

a) The authority is granted to the draft Bylaw committee to create these initial Bylaws and to take action by unanimous written consent at a meeting. This initial Bylaw does not require a vote of member and BOT.

b) The first election of BODs, BOTs and appointment of officers shall be whichever occurs first: **i)** on or before December 31, 2025 or **ii)** when the number of paid membership reaches 100.

c) "All of ARTICLE: 19- Special Provision" and "ARTICLE: 20- Temporary Provision" of this Bylaw shall be removed as it becomes obsolete.

ARTICLE 21: Provision for Nepal Center of North Carolina (NCNC)

Considering the integral relationships between NCNC and PMNCNC, the NCNC shall have the following rights:

a) Use of PMNCNC physical address as NCNC's permanent address.

b) Establish and maintain NCNC's office in the PMNCNC's building.

c) Use of PMNCNC building by NCNC for Nepali School.

d) Provision of meeting rooms for regular NCNC BOD meetings and other meetings, talk programs etc.

e) Use of PMNCNC main hall by NCNC for Nepali New Year, Dashain, Teej and so on celebration.

f) NCNC's two executive officers shall be the members of the PMNCNC Executive Committee during their tenure with NCNC. This may be substituted by their official designees.

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The Effective Date of these Bylaws

The effective date of these Bylaws is **August 26, 2024.** Incorporators have adopted initial bylaws recommended by a bylaws committee selected from community members. Bylaws are referenced largely on bylaws of similar organizations. Incorporators will continue to function as an interim Membership Committee or delegate a group of community members with sole duties to build memberships in chronological order. Written Consent and Signatures of the Bylaws Committee adopting the Draft Bylaws are in the following page.

(Remainder of this page is blank, consent and signatures are in following pages.)

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Written Consent and Signatures of Bylaws Committee Adopting the Draft Bylaws

We, the undersigned, are all of the persons named as the members of bylaws committee for **PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC.,** a North Carolina nonprofit incorporation, and, pursuant to the authority granted to the draft Bylaw Committee Member by incorporators to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, as the Draft Bylaws of this PMNCNC.

Dated: August 26, 2024

_____

Sujan Neupane

Member

_____

Dr. Bikash Shakya

Member

_____

Dr. Sushama Pradhan

Member

_____

Dadin Pandey

Member

DocuSigned by:

Bhoj R Gautam

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Dr. Bhoj R. Gautam

Member

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Secretary's Certificate of Adoption of Initial Bylaws

This is to certify that the foregoing is a true and correct copy of the Bylaws of the PMNCNC named in the title thereto and that such Bylaws were duly adopted by the incorporators of said PMNCNC on the date set forth below.

Dated: August 26, 2024

DocuSigned by:
arun dhital
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Arun Dhital, Secretary / Incorporator, PMNCNC PMNCNC Seal

_____ _____

Mr. Ram Poudel 'RP'

Incorporator

Dr. Sushama Pradhan

Incorporator

Signed by:
Narayan Rajbhandari
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_____

Dr. Narayan Rajbhandari

Incorporator

_____

Dr. Batu Sharma

Incorporator

_____ _____

Dr. Devendra Koirala

Incorporator

Mr. Mohan Adhikari

Incorporator

_____

Mr. Bhimsen Basnet

Incorporator

Docusign Envelope ID: DA17B16C-07A9-4792-A99B-A6CEB9FB033B

PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC. (PMNCNC)

A North Carolina Non-Profit Incorporation

Written Consent and Signatures of Draft Bylaw Committee Members

We, the undersigned, are all of the persons named agreed to be a Draft Bylaw Committee member for PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC., a North Carolina nonprofit incorporation and to take action in a meeting, consent to, and hereby do become an member until the draft Bylaw is presented to incorporators. The tenure of Bylaw Committee members will end once the Incorporator accept and adopt the Bylaws.

Dated: August 26, 2024

_____

Sujan Neupane

Member

_____

Dr. Bikash Shakya

Member

_____

Dr. Sushama Pradhan

Member

_____

Dadin Pandey

Member

DocuSigned by:

Bhoj R Gautam

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Dr. Bhoj R. Gautam

Member

Docusign Envelope ID: DA17B16C-07A9-4792-A99B-A6CEB9FB033B

PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC. (PMNCNC)

A North Carolina Non-Profit Incorporation

Written Consent of Incorporators to Appoint Officer Manager /Representative

We, the undersigned, are the incorporators of PMNCNC and we agreed to appoint **Mr. Sujan Neupane** of Cary, North Carolina as Officer Manager /Representative of PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC., a North Carolina nonprofit incorporation and authorize to help in membership distribution process of PMNCNC and support to facilitate Incorporators until a formal interim BoD is formed on or before December 31, 2025. This appointment shall terminate once the formal interim BoD is selected or elected.

Dated: August 26, 2024

DocuSigned by:
arun dhital
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Mr. Arun Dhital

Incorporator

Dr. Sushama Pradhan

Incorporator

Signed by:
Narayan Rajbhandari
D141BD410EC44AE...

Dr. Narayan Rajbhandari

Incorporator

Dr. Batu Sharma

Incorporator

Dr. Devendra Koirala

Incorporator

Mr. Mohan Adhikari

Incorporator

Mr. Bhimsen Basnet

Incorporator

Mr. Ram Poudel ‘RP’

Incorporator

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PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC. (PMNCNC)

A North Carolina Non-Profit Incorporation

Written Consent of Incorporators to Appoint Draft Bylaw Committee Members

We, the undersigned, are the incorporators of PMNCNC and we agreed to appoint the following persons as **Draft Bylaw Committee Member** of PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC., a North Carolina nonprofit incorporation and authorize to draft an initial Bylaw and present to incorporators. The tenure of Bylaw Committee members will end once the Incorporator accept and adopt the Bylaws. With this appointment, all prior appointments of Draft Bylaw Committee members shall be terminated.

Dated: August 26, 2024

Draft Bylaw Committee Members: 1. Mr. Sujan Neupane, 2. Dr. Bikash Shakya 3. Dr. Sushama Pradhan, 4. Mr. Dadin Pandey and 5. Dr. Bhoj R. Gautam

DocuSigned by:
arun dhital
2FCF34E66140454...

Mr. Arun Dhital, Incorporator

Dr. Sushama Pradhan, Incorporator

Signed by:
Narayan Rajbhandari
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Dr. Narayan Rajbhandari, Incorporator

Dr. Batu Sharma, Incorporator

Dr. Devendra Koirala, Incorporator

Mr. Mohan Adhikari, Incorporator

Mr. Bhimsen Basnet, Incorporator

Mr. Ram Poudel ‘RP’, Incorporator

Secretary's Certificate of Adoption of Initial Bylaws

This is to certify that the foregoing is a true and correct copy of the Bylaws of the PMNCNC named in the title thereto and that such Bylaws were duly adopted by the incorporators of said PMNCNC on the date set forth below.

Dated: August 26, 2024

Arun Dhital, Secretary / Incorporator, PMNCNC

PMNCNC Seal

Mr. Ram Poudel 'RP'

Incorporator

Dr. Sushama Pradhan

Incorporator

Dr. Narayan Rajbhandari

Incorporator

Dr. Batu Sharma

Incorporator

Dr. Devendra Koirala

Incorporator

Mr. Mohan Adhikari

Incorporator

Mr. Bhimsen Basnet

Incorporator

PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC. (PMNCNC)

A North Carolina Non-Profit Incorporation

Written Consent and Signatures of Draft Bylaw Committee Members

We, the undersigned, are all of the persons named agreed to be a Draft Bylaw Committee member for PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC., a North Carolina nonprofit incorporation and to take action in a meeting, consent to, and hereby do become an member until the draft Bylaw is presented to incorporators. The tenure of Bylaw Committee members will end once the Incorporator accept and adopt the Bylaws.

Dated: August 26, 2024

Sujan Neupane

Member

Dr. Bikash Shakya

Member

Dr. Sushama Pradhan

Member

Dadin Pandey

Member

Dr. Bhoj R. Gautam

Member

Written Consent and Signatures of Bylaws Committee Adopting the Draft Bylaws

We, the undersigned, are all of the persons named as the members of bylaws committee for **PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC.,** a North Carolina nonprofit incorporation, and, pursuant to the authority granted to the draft Bylaw Committee Member by incorporators to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, as the Draft Bylaws of this PMNCNC.

Dated: August 26, 2024

Sujan Neupane

Member

Dr. Bikash Shakya

Member

Dr. Sushama Pradhan

Member

Dadin Pandey

Member

_____

Dr. Bhoj R. Gautam

Member

PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC. (PMNCNC)

A North Carolina Non-Profit Incorporation

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Dated: August 26, 2024

Mr. Arun Dhital

Incorporator

Dr. Sushama Pradhan

Incorporator

Dr. Narayan Rajbhandari

Incorporator

Dr. Batu Sharma

Incorporator

Dr. Devendra Koirala

Incorporator

Mr. Mohan Adhikari

Incorporator

Mr. Bhimsen Basnet

Incorporator

Mr. Ram Poudel 'RP'

Incorporator

PASHUPATINATH MANDIR & NEPALI COMMUNITY CENTER OF NORTH CAROLINA INC. (PMNCNC)

A North Carolina Non-Profit Incorporation

Written Consent of Incorporators to Appoint Draft Bylaw Committee Members

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Dated: August 26, 2024

Draft Bylaw Committee Members: 1. Mr. Sujan Neupane, 2. Dr. Bikash Shakya 3. Dr. Sushama Pradhan, 4. Mr. Dadin Pandey and 5. Dr. Bhoj R. Gautam

Mr. Arun Dhital, Incorporator

Dr. Sushama Pradhan, Incorporator

Dr. Narayan Rajbhandari, Incorporator

Dr. Batu Sharma, Incorporator

Dr. Dewendra Koirala, Incorporator

Mr. Mohan Adhikari, Incorporator

Mr. Bhimsen Basnet, Incorporator

Mr. Ram Poudel 'RP', Incorporator