

**BYLAWS OF THE  
USA-NEPAL COMMUNITY OUTREACH NETWORK (UNCON)  
A TEXAS NONPROFIT CORPORATION**

**ARTICLE I: NAME**

The name of this organization is USA-Nepal Community Outreach Network (UNCON).

**ARTICLE II: OFFICES**

The organization shall maintain a registered office in the State of Texas and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The organization may also have other offices at such places as the Board of Directors decides by resolution.

**ARTICLE III: OBJECTIVES**

This organization shall be organized and operated exclusively for charitable and not for profit purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this organization shall be to engage in any lawful activities, none of which are for profit, for which the organization is registered. UNCON is a non-partisan and non-political organization. Upon registration, UNCON shall apply for Tax Expectation Certificate under Section 501(c)(3) of the Internal Revenue Code. UNCON is a non-partisan and non-political organization.

This organization's primary objectives will be:

- a). To aid, assist, and promote interest in the development of the various under privileged sectors of Nepal:
  - Provide short term, and/or long term help if possible, for various disaster victims.
  - Support in education, health, child abuse (labor), and women empowerment
  - Provide support in any other areas that are approved by the UNCON Board.
- b). To receive gifts, bequests, devises, endowment funds or revenues from various lawful sources for use in uplifting the above noted under-privileged sectors of Nepal.
- c). To invest funds received by UNCON and to exercise control over the disbursement of its collected funds in order to fulfill UNCON's objectives.
- d). To participate and support activities, organized by other Charity Organizations in USA,

which will support to enhance the social and economical status of the people in need.

e). To allocate money received by UNCON for operating expenses of the organization.

## **ARTICLE IV: MEMBERSHIP**

UNCON may issue three types of memberships – Honorary Advisors, Advisors, and Members.

**Section 1.** Honorary Advisors: Those who intend to be the Honorary Advisors and donate \$5,000 to UNCON. The donation amount of \$5,000 will be waived for any nationally and internationally recognized special personalities. UNCON shall honor two legendary Performing Artist of Nepal Mr. Madan Krishna Shrestha and Mr. Hari Bamsha Acharya by awarding this status without receiving any donations.

**Section 2.** Advisors: those who intend to be the Advisors of UNCON and donate \$3,000 to UNCON.

**Section 3.** Members: Those who wish to be the Member of UNCON and donate \$1,000 to UNCON.

Revenues from these three types of membership fees will be the immense part of the UNCON funding in its initial years. These members shall have no voting rights. The maximum numbers of such members and their rights and privileges are determined by the Board of Directors from time to time.

## **ARTICLE V: BOARD OF DIRECTORS**

**Section 1.** Duties: All corporate powers shall be executed by the Board of Directors of UNCON. All the business affairs of the corporation shall be managed by the direction of its Board of Directors.

**Section 2.** Election. The Board of directors shall elect the officers to serve three years term. An officer may be reelected without limitation on the number of terms he/she may serve. See Article VI for Officers of UNCON.

**Section 3.** Removal. Any officer elected or appointed may be removed by the two third of the full Board of Directors whenever in its judgment the best interests of the organization will be served thereby.

**Section 4.** Number: The number of Board of Directors may vary between a minimum of five and a maximum of eleven; the exact number of which shall be determined from time to time by resolution of the Board of Directors.

**Section 5. Quorum and Action:** A quorum at a board meeting shall be a majority of all Board Members in office immediately before the meeting begins. If a quorum is met, action is taken by the affirmative vote of a majority of directors present. Affirmative vote of two thirds majority of Directors in office is needed to amend the Articles of Incorporation, to amend Bylaws, to sell assets not in the regular course of business, to merge or to dissolve the organization.

**Section 6. Annual Meeting.** The annual meeting of the Board of Directors shall be held during the month of September at the registered office of UNCON or at another place as determined by the Board of Directors.

**Section 7. Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No written notice of the date, time, place, or purpose of these meetings is required.

**Section 8. Special Meetings.** Special meetings of the Board of Directors may be held at the time and place whenever called by the President or any three or more Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each board member personally or by telephone or by mail not less than three days prior to the special meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need to be specified in the notice or any waiver of notice of such meeting.

**Section 9. No Salary.** No Directors shall receive any salaries for their services. However, any out of pocket expenses shall be reimbursed to the Directors, if claimed.

**Section 10. Compensation.** The compensation, if any, of all agents of the organization shall be fixed by the Board of Directors.

## **ARTICLE VI: OFFICERS**

**Section 1. Titles.** UNCON shall have one President, one or more Vice Presidents, one General Secretary, and one Treasurer. Each of these Officers must be the Director of UNCON. The officers are elected by the Board of Directors for three years. Any two or more positions may be held by the same person. In addition to the powers and duties specified, below, the Board of Directors may assign special power to any officers, as needed. There may be a maximum of four members and these members may or may not be the Directors. All officers shall be chosen by and shall serve at the pleasure of the Board of Directors.

**Section 2. President:** President shall preside at all meetings of members and shall supervise that all orders and resolutions of the Board of Directors are carried into effect. The president shall have any of the powers and duties as may be prescribed by the Board of Directors.

**Section 3.** Vice President – General Administration (VPGA): This VP shall have all responsibilities of the general management of the organization. In the absence of the President, the VPGA shall act as President. VPGA shall work closely with the Vice President Funding (VPF) in generating funds for the UNCON's planned activities.

**Section 4.** Vice President – Funding (VPF): VPF shall focus on expanding the network of the organization within the Nepalese Community members and other community organizations. The VPF shall closely work with VPGA in preparing funding strategies from the local (community members and community organizations) sources.

**Section 5.** Vice President – Project Planning and Outreach (VPPPO): The primary responsibility of the VPPPO is to prepare project plan, proposals, and to communicate with all external prospective donors. VPPPO shall coordinate with all the officials of UNCON while executing this responsibility.

**Section 6.** Vice President – Compliance and Finance (VPCF): This VP shall have all responsibilities of fulfilling governmental and other regulations. This VP shall control overall finance of the organization and submit all the governmental filings on a timely basis. Some of the responsibilities of this VP shall be shifted to the General Secretary and Treasurer, once these positions are filled. In General the VPCF shall perform all the duties of the GS and Treasurer, as well, until these positions are filled.

**Section 7.** Secretary (vacant at the present time): It shall be the duty of the Secretary to keep records of the proceedings of the Board of Directors and, when requested by the President to do so, to sign and execute with the President all deeds, bonds, contracts, and other obligation or instrument in the name of the organization.

**Section 8.** Treasurer (vacant at the present time): The Treasurer shall maintain and review financial records and report it to the board from time to time. He/she shall cause to be deposited all funds and other valuable effects of the corporation in such depositories as may be designated by the Board of Directors. In general, he/she shall perform the entire duties incident to the office of Treasurer.

**Section 9.** Election. The Board of Directors shall elect the officers to serve three year terms. An officer may be reelected without limitation on the number of terms he/she may serve.

**Section 10.** Vacancies. Vacancies in any office arising from any cause shall be filled by the Board of Directors at any regular or special meeting.

**Section 11.** Removal. Any officer elected or appointed may be removed by two third majority of the full board of directors whenever in its judgment the best interests of the organization will be served thereby.

**Section 12.** Despite the expiration of a term, an officer shall continue to serve until a successor is elected to fill the position or until there is a decrease in the size of the officers.

## **ARTICLE VII: ADVISORY BOARD**

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate an Advisory Board. Such Advisory Board shall consist of persons who are interested in the purpose and principles of the organization. The advisory Board and each member thereof shall serve at the pleasure of the Board. Any vacancy in the Advisory Board may be filled and the Board may remove any member of the Advisory Board, either with or without cause. The Advisory Board shall advise the Board as to any matters that are put before it by the Board concerning the corporation. The Advisory Board shall not have or purport to exercise any powers of the Board nor shall it have the power to bind the organization in any manner.

## **ARTICLE VII: ADMINISTRATIVE AND FINANCIAL PROVISIONS**

**Section 1.** Fiscal Year. The fiscal year of the organization shall be the period from January 1 to December 31.

**Section 2.** Loans prohibited. No loans shall be made by the UNCON to any officer or to any Director.

**Section 3.** Books and Records. UNCON shall keep current and complete books and records of account and minutes of the proceedings of its Board of Directors.

**Section 4.** Amendment of bylaws. These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a two thirds affirmative vote of all Directors present, if a quorum is present. Prior to the adoption of the amendment, each Board member shall be given at least three days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

## **ARTICLE IX: DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon the winding up and dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

We, the undersigned, are all of the initial directors of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of six pages, as the bylaws of this corporation.

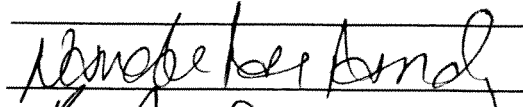
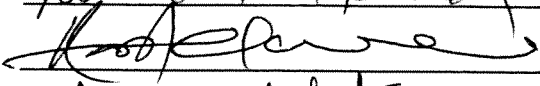
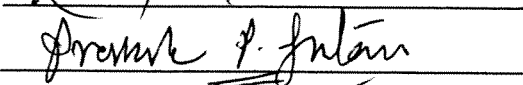
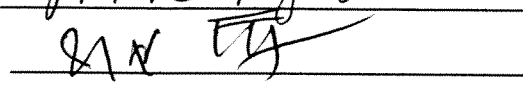
Bilas Upadhyay

Naresh Pandey

Pradip Adhikari

Prakash Gautam

Thala Raj Panta

APPROVED by the Board of directors on the 14 day of Dec, 2014