

(Membership Corporation)

**BYLAWS AND CONSTITUTION
OF
NEPAL SEATTLE SOCIETY
“नेपाल सियाटल समाज”**

The purpose of the Nepal Seattle Society (“NSS”) is to: unite all people of Nepali origin in the state of Washington; preserve Nepali culture; foster relations with friends of Nepal; disseminate information regarding Nepal and her culture and traditions; promote educational and social activities to benefit the Nepali community; establish a network among Nepali organizations in different states; and assist people in Nepal during national emergencies and natural disasters.

ARTICLE 1. OFFICES

The principal office of NSS shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate within the State of Washington. NSS may have such other offices, within the State of Washington, as the Board may designate or as the business of NSS may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members

NSS shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

2.2 Qualifications for Membership

In order to qualify for membership, a member shall be eighteen (18) years or older, a current resident of Washington, and have no criminal conviction(s). Members may have such qualifications as the Board may prescribe by amendment to these Bylaws.

2.2.1 The categories of membership shall be: Student, Individual, Immediate Family (includes spouse and children under 18 years of age), Life Long Member, and Family Life Long Member (includes spouse and children under 18 years of age).

2.2.2 Individuals under 18 years of age will participate in NSS as youth representatives, without the rights of membership.

2.2.3 Membership fees associated with each category of member shall be determined in such manner as the Board shall determine.

2.2.4 General memberships other than life long expire every year and need to be renewed.

2.3 Voting Rights

2.3.1 Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

2.3.2 Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

2.3.3 Each member entitled to vote at an election of Directors may cast one vote for the President of NSS every three (3) years in accordance with the same terms proscribed for the election of Directors in Section 3.4.

2.4 General Assembly Meeting

The annual meeting of the members (the “General Assembly Meeting”) shall be held during the third calendar quarter of every year, or shall be held within 365 days from the date of the last General Assembly Meeting for transacting business as may properly come before the meeting. If the day fixed for the General Assembly Meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the General Assembly Meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient. The General Secretary shall coordinate, conduct, and convene the General Assembly Meeting, in consultation with the President and the Vice President.

2.5 Special Meetings

A majority of the Board or not less than twenty-five (25) of the members entitled to vote at such meeting may call special meetings of the members for any purpose.

2.6 Place of Meetings

All meetings of members shall be held at the principal office of NSS or at such other place within the State of Washington designated by the President, General Secretary, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

2.7 Notice of Meetings

The President, the General Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail, by facsimile transmission or by electronic transmission, not less than thirty (30) nor more than fifty (50) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than twenty-five (25) of the members entitled to vote at the meeting, it shall be the duty of the General Secretary to give notice of a special meeting of

members to be held at such date, time and place as the General Secretary may fix, not less than ten (10) nor more than fifty (50) days after receipt of such written request, and if the General Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Section 2.14 of these Bylaws.

2.8 Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.9 Quorum

Ten (10) % of the members of NSS entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

2.10 Manner of Acting

The vote of a majority (51%) of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members except for important business like bylaws amendment or election of Directors. For bylaws amendment and election of Directors, they will be done only via majority of secure electronic or paper voting by all NSS members.

2.11 Proxies

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the General Secretary of NSS before or at the time of the meeting. A proxy shall become invalid eleven (11) months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

2.12 Action by Members Without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by a majority members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

2.13 Meetings by Telephone

Members of NSS may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Voting will not be held for very important business such as Amendment of Constitution and Election of Directors on meetings by telephone

2.14 Electronic Transmission

NSS may deliver to a member notices, demands, consents or waivers by electronic transmission, if such member has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the member and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

2.15 Removal

At a meeting of members called expressly for that purpose, one or more members may be removed from NSS, for acting against the interest of NSS or being involved in any illegal activity, by two-thirds of the votes cast by members then entitled to vote represented in person or by proxy at a meeting of members at which a quorum is present.

2.16 Member Programs and Activities

The following programs and activities may be implemented with the active participation of all members:

- Nepali New Year (Bikram Sambat) celebration in April;
- Any other festivals decided by the NSS Board of Directors;
- Publication of an annual newsletter;
- Foster cordial relations with other Nepali associations in different states to exchange ideas on issues of common interest to Nepali living in the U.S.;
- Establish a physical infrastructure for running the activities of NSS;
- Administration of a Seattle Nepali School;
- Help people in Nepal during natural calamities; and
- Creation, maintenance and promotion of the society's website for communication and information:
 - NSS website URL address: <http://www.nepalseattle.org>
 - NSS E-mail address: info@nepalseattle.org

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of NSS shall be managed by a Board of Directors.

3.2 Number

The Board shall consist of not less than nine (9) nor more than fifteen (15) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director. If at any time the Board consists of less than nine (9) Directors, the Board shall identify and nominate Directors among the members to serve on the Board.

3.3 Qualifications

All Directors of NSS shall be 21 years old or older. Up to thirteen (13) of the Directors shall be elected from the general members of NSS, up to one (1) Director is reserved from past presidents of NSS, and up to one (1) Director is reserved from persons who were founding members (part of Adhoc committees, Executive Committee and Board of Directors) of NSS till October 6, 2000. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Election of Directors

Directors shall be elected every three (3) years by the members of NSS. Three (3) months prior to the election the Board shall appoint a temporary election committee to facilitate the election process and solicit potential nominees from the members. Successor Directors shall be elected by secure electronic voting or postal mail in such manner as the Board of Directors shall determine. If less than nine (9) directors are elected by members through secure electronic mail or postal mail, the Election Committee, Directors of the existing Board and Elected Successor Directors together will identify and nominate rest of Directors among members. The Election Committee shall send electronic mail to all members with a list of nominated Directors to all members with a specific date to respond whether they oppose some or all of those nominated Directors. Election of Directors will not be held at the General Assembly Meeting of members.

3.5 Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for three (3) or until his or her successor is elected, whichever is later.

3.6 Annual Meeting

The annual meeting of the Board shall be held with notice for the purposes of transacting such business as may properly come before the meeting.

3.7 Regular Meetings

The Board shall hold at least six (6) regular meetings annually. The General Secretary must send email to all Directors specifying the date, time and place for the holding of regular meetings.

3.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place within the State of Washington as the place for holding any special Board or committee meeting called by them.

3.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Voting will not be held for very important business such as amendment of bylaws, election of Directors or removal of Directors on meetings by telephone.

3.10 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors. All meetings of the Directors shall be open to the members' attendance.

3.11 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing, electronic communication, or by personal communication with the Director not less than 10 (ten) days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation or given by facsimile or electronic transmission. The business to be transacted at, and the purpose of, any special meeting must be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Section 3.22 of these Bylaws.

3.12 Waiver of Notice

3.12.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.12.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.13 Quorum

Two-thirds of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting

The act of the majority (51%) of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.15 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as General Secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the General Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.16 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

This does not apply to very important business such as amendment of bylaws, election of Directors or removal of Directors and should be done via secure electronic or postal voting

3.17 Notice of Leave of Absence

If any Director intends to take a leave of absence in excess of three (3) months, the Director shall give the Board written notice of such leave of absence.

3.18 Resignation

Any Director may resign at any time, but should make every effort to give at least one (1) month's advanced notice, by delivering written notice to the President or the General Secretary at the registered office of the corporation, or by written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.19 Removal

At a meeting of members, or a meeting of the Board, called expressly for that purpose, one or more Directors may be removed from office, for acting against the interest of NSS or being involved in any illegal activity, by two-thirds (2/3) of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present. If a Director is removed from office, then the Board shall inform members of the removal and the grounds for removal with fifteen (15) days of the final decision.

Member(s) should not be removed in telephone meetings, electronic meetings or other forms of meetings such as meeting without a place.

3.20 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of two-thirds of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.21 Committees Formed by Board

3.20.1 Committee Participation

Each Director shall commit to participate in at least one (1) committee created by the Board.

3.20.2 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees (e.g., Nepali community center building, Seattle Nepali School, etc.), each of which shall consist of at least one (1) Director and

any number of additional members or youth representatives as appointed by the Board. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.20.4 Quorum; Manner of Acting

A majority of the number of committee members composing any committee shall constitute a quorum, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. The committee members may select a committee chair to direct the meetings of the committee and keep the minutes of the committee. Each committee shall periodically deliver minutes of the committee to the Board.

3.20.5 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the General Secretary or the chairperson of such committee, or by giving written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.6 Removal of Committee Member

The Board or the members of the relevant committee, by resolution adopted by a majority of the Directors in office or a majority of the committee members then appointed to the relevant committee, may remove from office any member of any committee elected or appointed by it.

3.20.7 Working Groups

The Board may designate and appoint one or more working groups (e.g., NW picnic organizing group, Dashain party organizing group, etc.), which shall not require the participation of a Director. Such working groups shall not have nor exercise the authority of the Directors in the management of the corporation and will report to the Board of Directors regarding all program and budgetary matters. Each working shall be organized and administered in accordance with the same terms proscribed for standing or temporary committees under Sections 3.20.4-3.20.6.

3.20.8 Advisory Committee

The Board may also designate an advisory committee that may consult with the Board that shall operate in such manner as the Board shall determine. Such advisory committee shall not have nor exercise the authority of the Directors in the management of the corporation.

3.22 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

3.22 Electronic Transmission

The corporation may deliver to a Director notices, demands, consents or waivers by electronic transmission, if such Director has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the Director and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a President, Vice President, General Secretary, and Treasurer, each of whom shall be elected by the Board, except for the office of President who shall be elected directly by the members in accordance with Section 2.3.3. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may not be held by the same person.

4.2 Election and Term of Office

4.3.1 Election and Term of President

The President shall be elected every three (3) years by the members of NSS in accordance with the same terms proscribed for the election of Directors in Section 3.4. The president must be among the top thirteen (13) members of BODs elected by the members of NSS. One cannot be elected as President if he/she is not elected among the top thirteen (13) members of BODs

The president cannot hold office for more than 2 consecutive terms.

4.4.2 Election and Term of Other Officers

The officers of the corporation shall be elected every three (3) years by the Board at the first meeting of the Board after the election of Directors. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.5 Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the General Secretary or the Board, or by giving written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.6 Removal

Any officer elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.7 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.8 President

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the members and the Board. The President shall be the principal spokesperson for NSS and shall generally supervise the activities of NSS. If a vote of the Board results in a tie, the President's vote shall act as the tie breaker. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.9 Vice Presidents

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

4.10 General Secretary

The General Secretary shall: (a) convene the meetings of the General Assembly and the Board of Directors; (b) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (c) present the annual report; (d) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (e) be custodian of the corporate records of the corporation; (f) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (g) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (h) in general perform all duties incident to the office of General Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.11 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; prepare a budget and present it to the Board and General Assembly; and 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 him or her by the President or the Board.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open

at any reasonable time to inspection by any member of three months standing or to a representative of more than five (5) percent of the membership.

5.2 Accounting Year

The accounting year of the corporation shall be the twelve (12) months ending December 31st.

5.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority (51%) of the votes entitled to be cast by the members through secure electronic mail and/or postal mail.

The foregoing Bylaws were adopted by the Board of Directors on _____, _____.

President