

BYLAWS OF

Empower Nepal Foundation

Article I: Offices

Section 1: Principle Office

The principle office of the corporation is located at 2000 Como Avenue, St. Paul, Minnesota 55108 in Ramsey County, State of Minnesota, USA.

Section 2: Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws.

Section 3: Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article II: Nonprofit Purposes

Section 1: IRC Section 501 (c) (3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986 as now in-acted or hereafter amended, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

Section 2: Mission and Objectives

The mission of the corporation is to develop a global network of individuals and organizations and disburse pooled resources to support the people of the Himalayan kingdom of Nepal improve the quality of life and that of the environment. The specific objectives are to promote:

- a) Quality education and health care,
- b) Stewardship of environment through sustainable use of natural resources
- c) Economic development through small business and entrepreneurial activities, and
- d) The role of communication, personal ethics, volunteerism, and philanthropy in a democratic society.

Article III: Directors

Section 1: Number

The corporation shall have up to fifteen and not fewer than three directors. Collectively, they shall be known as the Board.

Section 2: Qualifications

Directors shall be nominated/elected from among individual sponsors and corporate supporters. Individuals with interest and experience in Nepal and with interdisciplinary knowledge and skills that support the mission and goals of the corporation will be asked to serve as directors. The corporation will encourage equal opportunity of participation by Nepal lovers regardless of their national origin, geographical location, cultural and religious heritage, political ideologies, color, age, gender, and social status.

Section 3: Powers

Subject to the provisions of the laws of the State of Minnesota and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4: Duties

The board is responsible for overall policy and direction of the corporation. The board will:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Article of Incorporation, or by these Bylaws;
- b) Approve the annual budget and programs, and arrange for an independent audit of the finances of the corporation;
- c) Meet at such times and places as required by these Bylaws;
- d) Register their E-mail and physical addresses with the Secretary of the corporation, and notices of meetings mailed either electronically or physically to them at such addresses shall be valid notices thereof.

Section 5: Terms of Office

Each director shall serve two-year terms, but is eligible for re-election. There is no limit to how many terms he/she can be elected for.

Section 6: Majority Action as Board Action

Due to global and scattered geographic locations of its members, the deliberations of the Board will be done in cyberspace through circular electronic mail and videoconference, if necessary. Decisions will be made by consensus of a simple majority of the Board of Directors.

Section 7: Meetings

The Board may also arrange for one or more physical meetings per year, as necessary, to discuss the affairs of the corporation. The Secretary of the corporation will communicate the date, place, and time of the meetings to each director by mail, telephone, fax or electronic mail at least two weeks ahead of the scheduled meetings. Any act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present is the act of the Board of Directors.

Section 8: Quorum at Annual and Special Meetings

A quorum shall consist of no less than one-third of the existing members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 9: Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President, or a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Robert's Rule shall govern meetings in so far as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 10: Vacancies

- a) Vacancies on the Board of Directors shall exist on the resignation or removal of any director prior to his or her end of term in office or whenever the Board decides to include more directors into its body.
- b) Any director may resign effective upon giving written notice to the President or the Secretary of the Board unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.
- c) Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. To remove a director, two-third of the directors must vote for the removal. He/she can be re-nominated and re-elected to the board by a simple majority vote.
- d) Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by the approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy in the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her resignation or removal from the board.

Section 11: Compensation

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred during travel related to the performance of their ENF duties as outlined in the Bylaws and/or directed by the Board. The expenses have to always be pre-authorized by the Board of Directors and the expenses have to be directly attributable to the performance of the ENF duties.

Section 12: Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligation of the corporation.

Section 13: Indemnification by Corporation of Directors and Officers

Unless otherwise prohibited by law, the corporation shall indemnify any Board member or officer of the corporation, any person who may have served at corporation's request as a director or officer, or any employee, or any volunteer working on behalf of the corporation against any and all expenses and liabilities actually and necessarily incurred by that individual or imposed on the individual in connection with any claim, action, suit, or proceeding, whether actual or threatened, civil, criminal, administrative or investigative, including appeals, to which the individual may be or is made a part by reason of being or having been such Board member, officer, employee or agent.

There shall be no indemnification in relation to matters as to which the individual shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the corporation for damages arising out of the individual's own gross negligence or misconduct in the performance of a duty to the corporation.

Article IV: Officers

Section 1: Corporation Officers and their Duties

The officers of the corporation, called the Executive Committee, shall be a President, Vice-President, a Secretary, a Treasurer, and a Board Director. The Board of Directors will elect the officers for two-year terms. Except as limited by the Board of Directors, the Executive Committee shall, under a continuing resolution, have the authority of the Board to conduct the affairs of the Board between its scheduled meetings. The duties of the officers are as follows:

- a) The President shall convene regularly scheduled Board and Executive Committee meetings, shall preside over and arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer. The president shall also perform executive, leadership and supervisory roles as prescribed by the Board of Directors.
- b) The Vice-President shall in the event of the absence or disability of the President carry out duties of the President and will chair committees on special projects as designated by the Board.
- c) The General Secretary shall be responsible for the general administration of the Foundation's activities as determined by the Executive Committee. The General Secretary shall keep accurate records of proceedings of all meetings of the Executive Committee and the Board of Directors, including sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained regularly.
- d) The Treasurer of the Foundation shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, keep complete and accurate accounts of receipts and disbursements of the Foundation, and make the financial information available to Board members.

Section 2: Removal and Resignation

- a) The Board of Directors may remove any officer, either with or without cause, at any time. To remove an officer, two-third of the directors must vote for the removal. In addition, a Board approval for a removal of an officer also automatically invokes provisions as outlined in Article III Section 10 (d).
- b) Any officer may resign at any time by giving written notice to the Board of Directors. He/she may continue to serve as a board director.

Section 3: Vacancies

When a vacancy on the Executive Committee exists, the Executive Committee shall designate a Board Director to complete the remaining term. If the office of the President becomes vacant, the Vice-President shall complete the vacated term. The Executive Committee shall appoint one of its members to complete the Vice-President's term. If simultaneous vacancies occur in the offices of both the President and the Vice-President, the General Secretary shall be the Acting President and convene the Executive Committee to initiate procedures to fill the vacancies.

Section 4: Compensation

The officers will receive no honorarium, except when fixed from time to time by resolution of the Board of Directors. The officers shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred during travel related to the performance of their ENF duties as outlined in the Bylaws and/or directed by the Board. The expenses have to always be pre-authorized by the Board of Directors and the expenses have to be directly attributable to the performance of the ENF duties.

Article V: Committees

The Board may create committees as needed, such as membership, fundraising, project preparation and evaluation etc ... The Board President shall appoint all committee chairs.

- a) The following committees are setup as a permanent standing Committees by the Bylaws. The Board of Directors will define the detailed working functions of these committees outside of the Bylaws.
 - I) As outlined in Article IV Section 1, the **Executive Committee** – will carry out the duties of the Board in between the scheduled meetings.
 - II) **Finance Committee**, headed by the Treasurer.
 - III) **Education Committee**
 - IV) **Information Committee**
- b) The Board may create committees, as needed, such as membership, fundraising, project preparation and evaluation etc ... The Board Directors with a simple majority appoint/elect all of the committee chairs except for Finance and Executive Committees. The Treasurer shall chair finance Committee and the President shall chair the Executive Committee.
- c) It is required that a Board Director chairs each of these committees.

Article VI: Chapters of the Corporation

Local, regional, and international chapters of the corporation may be established on the approval of the Board of Directors. These chapters shall be responsible to the Executive Committee and shall report their activities through the General Secretary to the Board of Directors.

Article VII: Bequests, Grants, Contributions, and Funds

The corporation may receive bequests, grants, contributions, and funds and may make disbursements therefrom. The corporation with the approval of board may enter into contracts to carry out any purpose consonant with its Bylaws and the Article of Incorporation.

Article VIII: Amendments

A group of one-third of the board member is required to propose an amendment to the Bylaws of the corporation. The Board of Directors shall consider such proposals. The proposed amendments to the Bylaws shall be presented to the Board during the scheduled or special meeting of the Board of Directors. An affirmative vote of at least three-quarter of the Board Directors shall be required for approval.