



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

NON RESIDENT NEPALIS NATIONAL COORDINATION COUNCIL OF
KHAGENDRA CHETRY
363 7TH AVE RM 1500
NEW YORK, NY 10001-3904

March 26, 2015

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

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This will acknowledge the filing of the attached articles of amendment with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.


Tre Hargett
Secretary of State

Processed By: Darlene Baskin



Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

ARTICLES OF AMENDMENT
TO THE CHARTER
(Nonprofit)

For Office Use Only

FILED

Corporate Control Number (If Known) 402559

Pursuant to the provisions of section 48-60-105 of *The Tennessee Nonprofit Corporation Act*, the undersigned corporation adopts the following articles of amendment to its charter:

1. Please insert the name of the corporation as it appears of record:
NON RESIDENT NEPALIS COORDINATION COUNCIL OF USA (NRN NCC OF USA)
If changing the name, insert the new name on the line below:

2. Please check the block that applies:

- Amendment is to be effective when filed by the secretary of state.
- Amendment is to be effective, _____ (month, day, year)

(Not to be later than the 90th day after the date this document is filed.) If neither block is checked, the amendment will be effective at the time of filing.

3. Please insert any changes that apply:

- a. Principal address: _____ (Street) _____ (City) _____ (State/County) _____ (Zip Code)
- b. Registered agent: _____
- c. Registered address: _____ (Street) _____ (City) _____ (State/County) _____ (Zip Code)
- d. Other changes: BY-LAWS AMENDMENTS (SEE ATTACHMENT)

4. The corporation is a nonprofit corporation.

5. The manner (if not set forth in the amendment) for implementation of any exchange, reclassification, or cancellation of memberships is as follows:

6. The amendment was duly adopted on 03/22/2015 (month, day, year)
by (please check the block that applies):

- The incorporators without member approval, as such was not required.
- The board of directors without member approval, as such was not required.
- The members

7. Indicate which of the following statements applies by checking the applicable block:

- Additional approval for the amendment (as permitted by §48-60-301 of the tennessee nonprofit corporation act) was not required.
- Additional approval for the amendment was required by the charter and was obtained.

PRESIDENT
Signer's Capacity

Signature

03/22/2015
Date

KHAGENDRA CHHETRY
Name of Signer (typed or printed)

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**BYLAWS
OF
NRN NATIONAL COORDINATION COUNCIL OF USA
(NRN NCC OF USA)
2015**

**Ninth (9th) Amendment
Approved, adopted on March 22, 2015**

20000-5028 03/25/2015 1:00 PM Received by Tennessee Secretary of State Tre Hargett

**BYLAWS
OF
NRN NATIONAL COORDINATION COUNCIL OF USA
(NRN NCC OF USA)
March 22, 2015**

BYLAWS

Ninth Amendment approved, adopted on March 22, 2015

ARTICLE I: NAME

1. The name of this organization shall be the Non-Resident Nepalis National Coordination Council of USA (hereinafter called as "NRN USA"). It shall be an inclusive, autonomous, independent, non-profit organization, which shall be registered as a tax exempt organization under Section 501(c) 3 of the Internal Revenue Code of the United States of America.

ARTICLE II: DEFINITIONS

2. The "Board" means the board of the NRN USA.
3. "Non-Resident-Nepali" means: (a) a citizen of Nepal, who has been living in the United States at least one year in any status other than the status of lawful permanent resident, or (b) a citizen of Nepal, who is a lawful permanent resident of the United States, or (c) a citizen of the United States, who is a Person of Nepali Origin (PNO).
4. "Person of Nepali Origin" or "PNO" means a person of Nepali ancestry who is a citizen of the United States.
5. "NRN" collectively means a "Non-Resident Nepali" and "Person of Nepali Origin".

6. "Board of Directors, Officers and the Board" or National Board means the Executive body of the NRN USA.
7. "These bylaws" means the bylaws of the NRN USA.
8. "NRN USA State Chapter" means any State chapter which is formed according to the authority granted by these by-laws and organized under the respective laws of that State of the United States of America.
9. "Individual Member or Life Member" means a Non-Resident Nepali (NRN) or Person of Nepali Origin (PNO), who is dues paying member of the NRN USA. A member of NRN USA shall automatically become an individual member of a State Chapter in the State where he or she permanently resides.
10. "Institutional or Organizational Member or Affiliation Member" means a Nepali or Nepal-related association in the United States to whom the NRN USA has given such a membership or affiliation on institutional or organizational basis for the purpose of promoting the NRN issues by collaboration and supportive relationship between such organization or affiliated organization and the NRN USA.
11. **Honorary Member:** National Board may confer NRN USA's Honorary Membership to any person, who has received national or international recognition in his or her field, and, who has agreed to follow this bylaws and the charter of the NRN USA.
12. **Student Member:** Any Non-Resident Nepali who is a full time student in any undergraduate college or University shall be eligible to become a Student Member of NRN USA.
13. **Annual General Meetings (AGM)** means the meeting of all members of the NRN USA.
14. Any benefits, privileges and rights awarded by the ICC to NRN USA's members, shall be regulated by the bylaws of the ICC (International Coordination Council of NRNA's bylaws). Any privileges, benefits, power and rights provided by the laws of Nepal to NRN USA's members shall be regulated by such laws.

ARTICLE III: GOALS AND OBJECTIVES.

15. The primary goals of the NRN USA shall be as follows:

- a. To function as national Board of NRN USA.
- b. To represent and promote the interest, rights, privileges and immunities of NRNs in the United States.
- c. To represent and promote the interest rights, privileges and immunities of NRNs in Nepal.

- d.** To coordinate the National Board's activities with the NRN USA and its State Chapters.
- e.** To coordinate with other not-for-profit organizations to promote and protect NRNs' interests, rights, privileges and immunities.

16. The objectives of the NRN USA shall be:

- a.** To encourage and facilitate the mobilization of NRN and American resources for supporting NRN as defined in this bylaw.
- b.** To coordinate, facilitate, and conduct activities to mobilize NRN resources and know-how, maintain and foster Nepali identity and cultural heritage, further academic and professional advancements, and contribute towards NRN as set forth in this bylaw.
- c.** To represent and promote the interests of Nepali in the USA.
- d.** To facilitate towards the overall development of Nepal.
- e.** To raise, receive and manage funds, charities and donations to carry out the worthy humanitarian causes directly or in cooperation with other organizations or individuals for achieving the objectives of NRN USA.
- f.** To encourage and facilitate NRN and American investments to support development efforts in Nepal;
- g.** To organize national and international conventions and conferences and publish newsletters with a view to accomplishing the objectives of the NRN USA;
- h.** To foster friendship and understanding between NRNs, Nepali Americans and friends of Nepal the USA;
- i.** To improve the relationship between the people of Nepal and the USA; and
- j.** To formulate the policies and rules governing the NRN USA, and to define the function, duties and the decision-making process of the NRN USA.
- k.** To achieve continuation of Nepali citizenship to NRN or dual citizenship to PNO.
- l.** To represent and promote the interests of NRN in the Nepal and elsewhere.

ARTICLE IV: MEMBERSHIP

17. The NRN USA shall have class of members as provided by these bylaws.

18. INDIVIDUAL MEMBER:

a. To be an Individual Member, one must be at least 18 years old, a NRN, other than lawful permanent resident of the United States, living in the United States for more than one year, submit an application and pay membership dues as determined by the Board.

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b. Nepali citizen, who is a lawful permanent resident in the United States or a citizen of the United States, who is a PNO shall be eligible to be member of NRN USA immediately.

c. An individual seeking membership as an Individual Member can submit his/her membership application and dues in one of the following ways:

i. An individual seeking membership as an Individual Member through the individual's affiliation with a State Chapter may submit his/her membership application and dues to NRN USA through the respective State Chapter; or

ii. An individual may apply its membership through online or any other remote means by using universal resource locator (URL) or any other technology directly with NRN USA or its State Chapter.

iii. Applicant for Membership shall apply their Membership with proof of that applicant has been living in the United States continuously at least one year. Proof of residence may be proved by utilities bill, any identification card, or verification from current member that he/she knows applicant and applicant has been living in the United States at least one year or any other proof that shows applicant is in the United States at least two year.

iv. NRN USA, its Board Members, its Employee, Committee shall maintain its Member and/or applicant's personal information confidential and shall follows the Federal Law of the United States that protects personal information and privacy rights of applicant or Members. If personal information or confidential information of Member and/or applicant was disclosed by any board Member, employee without board's decision to third party at that condition such Board Member, or any other employee, committee members shall be personally liable. However, this paragraph shall not prohibit using applicant and/or members' personal and confidential information to determine about that Member or applicant's verification purpose.

19. Individual Members and/or Life Members of this organization shall have following rights and obligations:

a. Individual and/or Life members shall have right to vote for Board of Director and/or officers of NRN National Coordination Council of USA, Board of Director of its own State Chapter and any other General Election which is conducted by National or State General Meetings. Individual member and Life Member shall have right to vote Annual General Meeting and Special Meeting for the purpose of any other matters which is proposed in such meeting.

b. Individual and/or life members shall have right to be candidate of any position of National and/or State Chapter and contest such election. Provided that such member who is candidate for National or State Chapter must be either the United States citizen, who is a person of origin of Nepal or a lawful permanent resident of the United States from Nepal and eligible under the provision of this bylaws.

c. Members' obligation to update its contact information: Individual, life member shall have obligation to update their present mailing address, email address, phone number. However National Board and/or State Board shall provide on its URL (website) facility where member can change their information.

d. Last Known address Notice: If Member did not change their personal contact information at that condition National Board and/or State Chapter may send notice to last known address and if notice is send to last known address at that condition it shall be presumed that member has received notice unless the member proves that he/she provided change of address and Board failed to update such address or send old address.

20. LIFE MEMBER: To be a Life Member, an Individual Member must pay \$ 150.00 (one hundred fifty) for life membership. The dues paid by Life Members shall be maintained in a separate account and not treated as the NRN USA's general fund.

21. Life Member shall have: (a) all rights, privileges, which are provided to individual members; (b) in addition, the Life Member shall have additional right to be a representative or a delegate to International Coordination Council (ICC) by election from all members.

22. Life Member shall have obligation to update their contact or personal information as set forth in the above paragraphs (c) and (d).

23. Life Membership Fee Fund: National Board shall collect and deposit life membership fee in separate account which will be called as Life Membership Fund account. NRN USA shall not spend from Life Membership fee a sum not more than 10% of each member's life membership fee for every two year.

24. Minor members' provision is deleted by the AGM. There shall be no minor members.

25. NRN USA shall award Student Membership according to these Bylaws if any NRN Student applies for Student Membership according to this Bylaws and he/she is eligible for Student Membership.

a1. NRN Student shall be eligible to apply for student membership as long as he/she is a full time student in any undergraduate educational program in the United States.

b. Student Member shall be valid until such Student Members maintains a full time student status at his/her school or college. However, Student Member shall be required to provide a letter from the University, College or educational institution confirming the student's full time status during such period of time or a valid identification card which shows full time student status with a specified time period.

c. Student Member shall have right to vote in the election and shall have right to participate in the Annual General Meeting and the Special General Meeting.

d. Student Member shall have right to be a candidates if he/she is eligible according to this Bylaws.

Admission and Revocation of Membership

26. The Board shall have power and discretion to issue procedure for filing an application for a membership. The application for membership shall be reviewed and approved as long as such individual applicant is qualified under Charter and Bylaws of NRN USA, by State Chapter or Board. Such decision shall be made within 30 days from the date

applicant provides all necessary documents, pays fees. If Board denies any person's individual membership at that condition Board Shall give written reasons of denial.

27. Board may process revocation proceeding before the Judicial Committee. Annual General Meeting shall form judicial committee to hear board's membership proceedings. The Member who is charged for violation of NRN USA's Bylaws, Charter and acted against purpose and objective of this bylaws and NRN USA's Charter shall have right to be heard before the Judicial committee. Judicial committee shall hold hearing on such charges and shall have power to make findings and issue a decision based on the evidence presented in the hearing. Judicial Committee shall have power to give warnings, suspend membership for certain period, or revoke membership if the Judicial Committer finds that such member has violated or acted against the objective or the bylaws of the NRN USA.

Individual Membership Fee:

28. Individual Membership fee shall be US\$ 10.00 (ten dollars) for every two years.

29. Student Membership fee shall be US \$1.00 (one dollar) for every two years.

30. Member shall have right to renew their membership any time. However, if any member wants to exercise the voting right or cast vote in the election, an application for NRN USA's membership must be filed and the membership dues must be paid at least 60 (sixty days) prior to the date of the election.

31. Other than election purpose, applicant for NRN USA's membership who wants to exercise the voting rights shall pay its membership due 30 days prior to such voting date.

32. The State Chapter or Board may send one or more reminders to the member if dues are not paid by the due date. If a member fails to pay dues according to this bylaws such member's rights and privileges shall be suspended until such membership due is paid in full.

ARTICLE VI: INSTITUTIONAL AFFILIATION

33. In order to promote common NRN issues and achieve mutual goals and objectives of the NRN USA, the Board shall formulate a policy, develop and maintain a cooperation, collaborative and supportive relationships with all Nepali and Nepal related associations in the United States and Nepal (hereby called "Institutional affiliation"), provided that such Institutional Affiliates satisfy all of the following requirements:

- a.** It subscribes to the vision, objective and purpose of the NRN USA's by-laws;
- b.** It is a registered non-profit organization in any State within the United States;
- c.** with respect to an organization outside of the United States the following additional requirements must be meet:
 - i.** Associations' must consent to the jurisdiction of State of New York if there is any dispute between associations.
 - ii.** Associations' purpose, goal, act, mission, rules shall not be inconsistent with the United States' Federal Law and State Law of the respective state.
 - iii.** Association's purpose, goal act, mission and rules shall not be inconsistent with NRN USA's certificate of incorporation and this bylaw.

ARTICLE VII: NATIONAL BOARD OF DIRECTORS AND OFFICERS

34. There shall be a Board of Directors and Officers (hereinafter called "the Board") to formulate and implement programs and activities to achieve the objectives of the NRN.
35. The Board shall make policy suggestions to the Annual General Meeting or Special Meeting of Members.
36. The Board shall have power to form committees and task forces as may be deemed necessary and shall determine the functions and terms of their existence.
37. The Board shall take any action or decision required to be taken at the meeting of the Board through any means including email, fax, internet, and conference calls.
38. The Board shall have the power to hire an administrative staff as deemed necessary and compensate for the person's services.
39. The Board shall hold its Annual General Meetings to transact the organization's work, including but not be limited to review the past year's program activities and accounts, recommend policy changes, and consider any other business of the agenda that is allowed by the presiding officer at his or her sole discretion.
40. The National Board shall coordinate and communicates with the US Embassy in Nepal and obtain necessary help from the US Embassy for NRN Members while NRN Members are in Nepal.

41. The officers of the Board shall consist following Position and numbers:

- a.** President position for one
- b.** Senior Vice President one
- c.** North East Regional Vice President one
- d.** Midwest regional vice president one
- e.** South Regional Vice President one
- f.** West Region Vice President one
- g.** General Secretary one
- h.** Secretary one
- i.** Joint Secretary one
- j.** Treasurer one
- k.** Joint Treasurer one
- l.** Media Coordinator one
- m.** Spokesperson one
- n.** Youth Coordinator one
- o.** Women Coordinator one
- p.** Other Directors/Officers ten.
- q.** All of above positions shall be elected by the general members of the NRN USA as described in this bylaw. The Election Commission shall hold elections for the new positions such as Regional Vice Presidents, Secretary, and other newly created directors/officers as per these bylaws in the upcoming election of the Board to be

held before the expiration of the term of the current Board on May 24, 2015.

Exception: for the term commencing from March 25, 2015, since the election of the Regional Vice Presidents shall be without and geographical locations, after the election, the Board shall designate the regions for each of the Vice Presidents after the election, irrespective of the residences of the Vice President. This is a one-time rule only and the Boards shall have no power to make such designation after year 2015. Board shall make all appointments as per this bylaw within 30 days of the oath ceremony of the new Board or within 30 days from the date of a vacancy.

R. North East Regional Vice President, shall be elected for the area of the North East regions which include State of: Maine, New Hampshire, Vermont, Massachusetts, Rhode Island and Connecticut, New York Pennsylvania and New Jersey.

S. Midwest Regional Vice President, shall be elected for the area of the Midwest region which includes State of Wisconsin, Michigan, Illinois, Indiana, Ohio, North Dakota, South Dakota, Nebraska, Kansas, Minnesota, Missouri and Iowa.

T. South Regional Vice President shall be elected for the area of the south region which includes State of Delaware, Maryland, District of Columbia, Virginia, West Virginia, North Carolina, South Carolina, Georgia, Florida, Kentucky, Tennessee, Mississippi, Alabama, Oklahoma, Texas, Arkansas, and Louisiana.

U. West Region Vice President shall be elected for the area of the West Region which includes the states of Idaho, Montana, Wyoming, Nevada, Utah, Colorado, Arizona, New Mexico, Alaska, Washington, Oregon, California and Hawaii.

V. The current positions of Joint Secretary, Spokesperson, Media Coordinator and one Board member shall be eliminated from being an elected position after May 2017, and, however, the President shall have right to make such appointments for such positions, after consulting with the Board. After May 2017, the elected positions in the Board shall be reduced to 21 (twenty one).

42. The President, in consultation with Board, within the scope and limitations of the provisions of the State laws, and this Bylaws, may organize groups, task forces or committees to promote the NRN USA's activities, which may include representatives from the Associations as well as individuals from the larger Nepali Diaspora or NRN within the United States and the respective regions.