

**Bylaws**  
**of**  
**United Nepalese of California - UNC**



**July 24, 2025**

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# BYLAWS

Of

**United Nepalese of California (UNC)**

**(A California Non-Profit Public Benefit Organization)**

## Article I: ORGANIZATION OVERVIEW

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1. The name of the organization shall be ***United Nepalese of California, Inc.***
2. The organization shall have its own seal.
3. The main office of this organization will be located in Sonoma County, California and it can be relocated in other parts of the Bay Area.

4. The logo of **United Nepalese of California - UNC** symbolizes unity, cultural identity and community pride. It integrates the red and blue colors and sun and moon from the Nepali flag, honoring our roots, while the map of California and Golden Gate Bridge represent our new home. Iconic elements such as temples and the Buddha Stupa reflect our spiritual and cultural heritage. The human figures signify harmony, inclusiveness, and the strength of togetherness that defines our community.



## ARTICLE II: PURPOSE AND MISSION

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The United Nepalese of California (UNC) aims to establish a permanent cultural and community center in the North Bay Area, serving as a hub for preserving Nepali identity, heritage, and values. This center will bring together Nepalese and American individuals and families through cultural events, social gatherings and educational programs. It will foster intergenerational connections, provide support to those in need and promote unity, collaboration and mutual growth. Through this shared space, UNC envisions building a stronger, more connected community that honors tradition while embracing opportunity for future generations.

## ARTICLE III: PRINCIPAL ACTIVITIES

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- 1. Celebrate and Preserve Nepali Culture:**  
Promote and preserve Nepali identity, traditions and values by organizing cultural and educational programs that highlight Nepal's rich heritage across the United States.
- 2. Host Community Events and Celebrations:**  
Raise funds and strengthen community bonds through vibrant public events such as Nepali New Year, Nepal Saanjh, Buddha Jayanti, Dashain, Deusi-Bhailo, Christmas and other cultural celebrations.
- 3. Promote Unity Among Nepalese:**  
Encourage cooperation, mutual respect and solidarity among Nepalese individuals and families living in the U.S.

**4. Build Cross-Cultural Friendships:**

Strengthen positive relationships and cultural exchange between Nepalese and American communities through shared experiences and collaboration.

**5. Stay Connected with Nepal:**

Foster meaningful connections with relatives and friends in Nepal, supporting ties to our homeland and cultural roots.

**6. Support those in Need:**

Provide both financial and non-financial assistance to Nepalese individuals and families during times of hardship, within the means and mission of the association.

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## **ARTICLE IV: MEMBERSHIP AND DUES**

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**1. Application for membership:**

- a. Any individual eighteen years of age or above shall be eligible to apply for membership. Membership may be obtained by completing the corporation's application form for membership and paying the necessary dues as defined in Article IV 3(a-f)
- b. Membership forms can be submitted either in person or through online or regular mail.

**2. Types of Membership:**

There shall be two basic types of membership which are defined as follows:

**a. Regular Membership:**

All those people who have resided in Northern California for at least three months and currently maintain a permanent mailing address may be eligible to obtain regular membership of the corporation. Those obtaining

membership in this manner shall be designated as the Regular Members of the corporation. Regular memberships may be subdivided into; (1) Single (2) Family (3) Student, (4) Life membership classes.

Family membership shall mean the primary member, his/her spouse, and children under the age of eighteen. Family membership applicants shall designate the primary member at the time of application.

**b. Associate Membership:**

All those not covered by Article IV (2A) may be eligible to apply for and upon approval of the Executive Committee obtain associate membership of the corporation. Those obtaining membership in this manner shall be designated as the Associate Members of the corporation.

**3. MEMBERSHIP AND DUES:**

a	Single Membership	\$20	2 Years
b	Family Membership	\$50	2 Years (Whole family with children under 18 yrs)
c	Student Membership	\$15	2 Years
d	Life Membership:	\$150	Single Lifetime Membership
e	Life Membership:	\$200	Couple Lifetime Membership
f	Life Membership	\$300	Whole family with children under 18 yrs

**4. Validity of Membership:**

Membership shall be valid for 2 consecutive calendar years. Regardless of which month a person obtains membership, the membership shall be valid until the end of that calendar year plus the following calendar year.

**5.** The organization may also grant Honorary Memberships to individuals who have made a significant contribution toward advancing its mission.

**6. Responsibilities of the members:**

- a. All members shall participate in the affairs of the organization. Participation shall be on a voluntary basis.
- b. All members shall abide by the provisions of the Bylaws of the organization.
- c. All members shall agree to conduct themselves in accordance with prevailing socially accepted civic norms and conventions, and exemplary moral and ethical standards.
- d. All members shall not conduct disruptive activities under the name of organization or diminish its community standing in any way whatsoever.

**7. Rights of the members:**

- a. All members shall have the right to participate in the affairs of the organization freely and non-discriminatorily.
- b. Notwithstanding provision (6a), only Regular Members shall have the right to vote and the right to run for elected office. Regular Family membership shall be entitled to dual voting rights - one for the primary member and the other for his/her spouse.
- c. Voting by proxy shall NOT be allowed by this section.
- d. All members shall be treated with dignity, respect and civic courtesy.

**8. Resignation of Membership:**

Any member may resign his/her membership by submitting a notice of resignation in writing to the Executive Committee. Membership dues already received by the organization shall not be refundable.

**9. Termination of Membership:**

Membership may be terminated by the majority vote of the executive committee upon showing reasonable and sufficient cause. Membership dues already received by the organization shall not be refundable.

# ARTICLE V: EXECUTIVE COMMITTEE

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The affairs of this organization shall be overseen by an Executive Committee, hereinafter referred to as the ExCom.

## 1. **Composition of the Executive Committee**

The Executive Committee shall consist of up to 21 members in total, as outlined below:

- a) **1 (One) President**
  
- b) **2 (Two) Vice Presidents:**
  - I. Senior Vice President
  - II. Vice President
  
- c) **2 (Two) Secretaries:**
  - I. General Secretary
  - II. Secretary
  
- d) **2 (Two) Treasurers:**
  - I. General Treasurer
  - II. Treasurer
  
- e) **3 (Three) Coordinators:**
  - I. Media Coordinator
  - II. Youth Coordinator
  - III. Women Coordinator

**f) Executive Members:**

Members shall have to differentiate between regular members and executive members. All executive members shall be elected by the regular members of the organization.

The President, Vice-Presidents, Secretaries, Treasurers and Coordinators shall be known as the officeholders of the organization. Other members shall be referred to as the executive members.

**2. Election of the Executive Committee:**

- a. Executive Committee members shall be elected at the annual general meeting to serve a two-year term. In the event of a vacancy, the remaining members of the Executive Committee shall fill the position by majority vote, with the appointee serving for the remainder of the original term.
- b. The ExCom members shall not be paid any compensation for his/ her services.
- c. The term of office for an ExCom member shall be two years. Members are eligible for re-election; however, no individual may serve more than two consecutive terms in the same position.
- d. The election of ExCom shall be held every 2 years.

**3. Power and authority of the ExCom:**

The activities and affairs of this organization shall be conducted and all corporate powers exercised by or under the direction of the ExCom in accordance with applicable laws and the provisions set forth in these Bylaws.

**4. Duties of the ExCom:**

- a. Plan for the organization's future by setting strategic direction through short and long-term goals and monitor the progress towards those goals.
- b. Provide policy governance for the promotion of the objectives and purpose of the organization.
- c. Manage, develop and monitor program activation within the organization.
- d. Evaluate the appropriateness and effectiveness of the organization's mission & policies and make necessary changes.
- e. Formulate the Annual Budget and present it in the General Meeting for approval.
- f. Enhance the organization's public reputation.
- g. Actively participate in the funding of the organization through fundraising activities.
- h. Appoint and remove, employ & discharge and except as otherwise provided in these Bylaws, prescribe the duties of all officers and agents of the organization.
- i. Hold the Annual General Meeting (AGM) of the ExCom as prescribed in these Bylaws.
- j. Constitute the election committee and other committees as deemed necessary.

**5. Operation of the ExCom:**

- a. One half of the total members of the ExCom shall constitute a quorum and the meetings of the ExCom shall be held at least once every 3 (three) months.
- b. The meeting of ExCom shall be called by the president and at least one week prior notice shall be given to each member via email or telephone call or any other reasonable means.
- c. All decisions made by the ExCom shall be by the majority vote of the members present at the meeting in which a quorum is present as mentioned in Article V (5)(a) of this bylaw. Two third of the quorum shall constitute the majority vote.
- d. Each ExCom member shall have one vote and no proxy voting shall be allowed.
- e. No more than one member of the same immediate family or household may serve on the Executive Committee at the same time. However, they may serve concurrently on the advisory board or any subcommittee.
- f. The President shall not vote on any matter except in the event of a tie, in which case the President's vote shall serve as the deciding vote.

**6. Responsibilities of the Officeholders and Executive Members:**

- a. **The President** shall preside over all meetings of the organization and of the ExCom, and shall lead, direct and supervise various affairs of the corporation. The President shall present the annual progress report and the budget of the organization at the General Meeting.

- b. **The Vice-Presidents:** In the absence of President, the senior vice-president shall assume the role of president. In the absence of both President and senior vice-president, the vice-president shall assume the role of President.
- c. **The General Secretary and Secretary** shall be responsible for calling the General Meetings and the ExCom meetings of the organization. The Secretaries shall maintain all records or minutes of all such meetings and make them available for examination upon request by any member of the corporation. The Secretaries shall be responsible for communicating the ExCom decisions. The Secretaries shall perform various other tasks assigned by the ExCom. The Secretaries shall maintain an up-to-date roster of the membership of the organization.
- d. **The General Treasurer and Treasurer** shall be responsible for the financial matters of the organization as authorized by ExCom. The Treasurer shall maintain accurate records of all funds received and disbursed by the organization and shall prepare and present an annual financial report to the Executive Committee (ExCom). The Treasurer shall prepare any other financial report as directed by the Executive Committee. The Treasurer shall also maintain an up-to-date roster of membership of the corporation.
- e. **Coordinators (Media, Youth and Women)** shall support the mission of the organization by enhancing communication, fostering youth involvement and promoting women's participation. They shall organize relevant programs serve as liaisons to their respective groups and work to strengthen community engagement and inclusion through targeted initiatives.
- f. **The Executive Members** shall be responsible generally and individually for carrying out the responsibilities of ExCom as enumerated in Article V (4)

**7. Authorities of the Officeholders and Members:**

- a. The President shall have the authority to act on behalf of the organization as required to promote the aims and objectives of the corporation. The President shall have the requisite authority to carry out all his/her responsibilities as enumerated under Article V (6a).
- b. The Vice Presidents shall assume the power of the President in the latter's absence. The Senior Vice President shall have the requisite authority to carry out all his/her responsibilities as enumerated under Article V (6b). In the absence of both the President and senior vice-president the vice-president shall assume the role of President.
- c. The General Secretary shall have all the requisite authority to carry out all his/her duties as enumerated under Article V (6c). The Secretary shall assist the General Secretary in his/her duties and has the requisite authority to carry out all the duties and a responsibility of the General Secretary in the latter's absence.
- d. The General Treasurer shall have the requisite authority to carry out all of his/her responsibilities as enumerated under Article V (6d). The Treasurer shall assist the General Treasurer in his/her duties and has the requisite authority to carry out all the duties and a responsibility of the General Treasurer in the latter's absence.
- e. The coordinators (Media, Youth and Women) shall have the requisite authority to carry out all their responsibilities as enumerated under Article V (6e). They shall support the organization's mission by enhancing communication, promoting youth engagement and advocating for women's participation. Each shall serve as a liaison to their respective groups and organize targeted initiatives to strengthen community involvement and inclusion.

- f. The Members shall have the requisite authority to carry out all of his/her responsibilities as enumerated under Article V (6f).

**8. Removal/Termination of Executive Members:**

- a) Any member of the ExCom may be removed without cause by a majority vote of all the members of the ExCom.
- b) Any member of the ExCom may be removed without cause by a majority vote of the voting members of the organization at a duly called meeting at which a quorum is present.
- c) If any member abstains in the 3 consecutive meetings of the executive committee without any information, his or her membership shall be suspended by the decision of the Executive committee unless such member provided reasonable cause of his or her abstention.
- d) If the committee is not satisfied with the justification provided by such member, his or her membership shall be terminated.

**9. Subcommittees:**

Subcommittees may be formed in various areas as deemed necessary to support the mission and programs of the organization. These subcommittees will operate under the guidance of the Executive Committee and work closely with designated committee members. They are responsible for planning, executing and reporting on activities in their focus areas. Subcommittees shall meet at least once every three months or more frequently as needed and will report their updates and progress to the Executive Committee either during scheduled meetings or through written formal communication.

# ARTICLE VI: ADVISORY BOARD

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## 1. **Advisory Board Members:**

- a. The ExCom shall form an Advisory Board in order to provide necessary advice to the ExCom to uphold the mission of the organization.
- b. The Advisory Board shall consist of the influential community leaders and advocates who can be helpful for the progress of the organization.
- c. The number of Advisory Board members shall be determined by the Executive Committee, provided that the maximum number of the members shall not exceed nine (9).
- d. The immediate president of the organization shall automatically become a member of the advisory Board.

## 2. **Duties and Responsibilities of the Advisory board members:**

- a. The principal duty of the Advisory board is to provide necessary advice and guidelines to ExCom for the development and advancement of the organization.
- b. The advice of the Advisory Board shall not be binding on the decisions of the ExCom. However, ExCom shall give due consideration to such advice when formulating policies and making decisions.

## ARTICLE VII: FISCAL YEAR

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The organization's fiscal year shall begin on January 1 and end on December 31 of the same calendar year.

## ARTICLE VIII: MEETINGS

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**1. General Meeting:**

The General Meeting of the members of the organization shall be held annually at a location selected by the ExCom. The purpose of the General Meeting shall be to elect ExCom members, approve the budget and discuss and ratify any other matters concerning the organization as proposed by the member(s) of the organization. The ExCom shall notify all members of the General Meeting at least five weeks prior to the meeting date. Any decision made at the General Meeting to be binding shall have been made by a majority vote. All such decisions shall be effective immediately.

A quorum of the general membership shall be defined as the majority of the total number of voting members in good standing with the organization.

**2. Special Meeting:**

Special meetings of this organization may be called by the president when he/she deems it for the best interest of the organization. The notice for such a meeting shall be given at least a week via email or other reasonable means. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. If at least 50% of the members of the ExCom or 50% of the members of the organization requests the president in writing, the president must call a special meeting at least within 4 weeks from the date of such request.

**3. ExCom Meeting:**

The General Secretary shall be responsible for calling ExCom meetings, which shall be held no less than once every three months.

## **ARTICLE IX: EXECUTIVE COMMITTEE ELECTION PROCESS**

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- a) The existing ExCom shall hold the election of New ExCom prior to the end of its term.
- b) The ExCom shall appoint a 3 to 5 members election committee at least three months prior to the date of the election.
- c) The election committee shall determine the necessary guidelines of the election in accordance with this bylaw.
- d) The appointed members shall nominate the committee chairman.
- e) The committee shall conduct, manage and inspect the general election of the organization in a fair and impartial manner.
- f) The committee shall call for candidacy for each position of the ExCom as mentioned in Article V of this bylaw. Any regular member may file his/her candidacy paper with the election committee within the date fixed by such committee.
- g) The election committee shall establish multiple election booths in the appropriate locations if deemed necessary.
- h) The election committee shall provide all necessary election materials, counts of the election ballots and declare the election results.
- i) All votes shall be cast by Secret ballot, online, mail or any other proper means as decided by the ExCom.
- j) Any complaints against a member of the Election Committee or disputes related to the election shall be submitted to the ExCom for appropriate resolution.

# **ARTICLE X:**

## **SALE OF ASSETS, DISSOLUTION AND LIQUIDATION**

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**1. Sales of Assets:**

The Executive Committee shall have the authority to sell any surplus assets of the organization. All proceeds from these sales shall be deposited into the organization's general fund and utilized exclusively to support the organization's operations and activities.

**2. Dissolution:**

If necessary, the organization may be dissolved with the approval of at least two-thirds of the regular members. In the event of dissolution, all related matters shall be addressed in accordance with Article X (3) below. The Executive Committee shall remain in place until all responsibilities pertaining to the dissolution are fully carried out.

**3. Liquidation:**

In the event of dissolution, all remaining assets and property of the organization- after the payment of all necessary expenses- shall be distributed to one or more organizations that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Alternatively, distribution may be directed by a Justice of the Supreme Court of the State of California in a manner that best reflects the original mission of the organization. Under no circumstances shall any member have a personal claim to the organization's assets.

## **ARTICLE XI: PROHIBITION OF POLITICAL ACTIVITY**

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No part of the activities of the organization shall involve carrying on propaganda or otherwise attempting to influence legislation (except as permitted under Section 501(h) of the Internal Revenue Code) nor shall the organization participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, including the publication or distribution of statements.

## **ARTICLE XII: UPDATING THE BYLAWS**

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1. Any regular member may submit a written request to the Executive Committee (ExCom) proposing amendments to the Bylaws. The ExCom will review all submissions and bring forward for a vote only those proposals it deems appropriate. Proposed amendments that are approved by a majority vote at a general or special meeting shall take effect immediately and be incorporated into the Bylaws.
2. All approved amendments shall be published in the organization's newsletter for public record and member awareness.

## **ARTICLE XIII:**

### **DEFENSE AND INDEMNITY POLICY**

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Section 1 - Indemnification-UNC shall, to the fullest extent permitted by law, indemnify any individual who is, or is reasonably anticipated to be, made a party to any legal action, suit, or proceeding by reason of their current or former position as a ExCom officers, members, employee, or agent of the organization, or of any other entity they served at the request of the organization. Such indemnification shall cover judgments, fines, settlement amounts, and reasonable expenses, including attorney's fees. This protection may only be waived by a unanimous vote of the ExCom; officer and members, if waived, shall apply solely to those ExCom officers and members serving at the time the waiver are approved.

#### **Adoption of Bylaws by Written Consent of Initial ExCom Officers and Members**

We, the undersigned, being all of the individuals named as the initial ExCom Officers and Members in the Articles of Incorporation of *United Nepalese of California*, a nonprofit public benefit corporation, hereby affirm our unanimous consent to adopt the attached Bylaws, comprising 22 pages, as the official and governing Bylaws of this organization.

This action is taken in accordance with the authority granted to the ExCom of UNC to act by unanimous written consent without a meeting, as provided in the corporation's Bylaws and applicable laws.

By signing below, we confirm our approval and commitment to uphold and implement these Bylaws in guiding the mission and operations of the organization.

**Dated:** July 24, 2025

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**Deepak Timsina, President**

## **CERTIFICATE OF ADOPTION OF BYLAWS**

I hereby certify that the foregoing is a true and correct copy of the **Bylaws of United Nepalese of California (UNC)** a nonprofit organization and that said Bylaws were duly adopted by the ExCom on the date indicated below.

**Dated:** July 24, 2025

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**Raj Kumar Pandey, General Secretary**

### **Other Executive Committees:**

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Diksha Basnet, Senior Vice President

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Deben Shrestha, Vice President

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Prakash Hari Panthi, General Treasurer

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Mira (Ujeli) Neupane -Poudel, Secretary

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Manoj Thagunna, Treasurer

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Suraj Krishna Mali, Media coordinator

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Abhishek Koirala, Youth Coordinator

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Reena Joshi Pradhan, Women Coordinator

**Executive Members:**

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- Madan Maharjan -----
- Samir Karki -----
- Raghu Basnet -----
- Bhakta Timsina -----
- Chhabi Bhattarai -----
- Bishnu Pandey -----
- Bishnu Wagle -----
- Poornima Chhetri -----

**Advisory Panel:**

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- Nirmal Gauchan -----
- Dikendra Maskey -----
- Narayan Somname -----
- Purna Chandra Baniya -----
- Nirmal Shrestha -----
- Dinesh Bhattarai -----
- Parmesh Adhikari -----
- Rabi Singh Basnet -----
- Yagya Nepal -----