

NON-PROFIT CORPORATE BYLAWS

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be Far-Western Nepalese Society, Texas, USA Inc. The business of the corporation may be conducted as Far-Western Nepalese Society or Sudurpaschim Nepali Samaj, Texas or FWNST.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

- (a) Far-Western Nepalese Society, Texas is a non-profit corporation and shall be operated exclusively for cultural, educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
- (b) Far-Western Nepalese Society's purpose is to promote, protect, and celebrate religion, culture and custom of Far-Western region of Nepal in the U.S.
- (c) To work as a bridge between new generation and old to share culture, knowledge, skills, and tradition.
- (d) To support people and Nepalese community in the USA in various ways like sports activities, literature, education etc.
- (e) To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for health, cultural, educational and charitable purposes.
- (f) At times, per the discretion of the board, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

2.02 Powers

- (a) The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.
- (b) The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

- (a) Nonprofit Legal Status. Far-Western Nepalese Society, Texas is a Texas non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- (c) Distribution Upon Dissolution. Upon termination or dissolution of the Far-Western Nepalese Society, Texas, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Far-Western Nepalese Society, Texas hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Far-Western Nepalese Society, Texas, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Far-Western Nepalese Society, Texas, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

ARTICLE III MEMBERSHIP

3.01 Any person who is 18 years or older, who is currently living legally in the U.S. but originated from the Far Western region of Nepal, and who agrees to participate in accomplishing the objectives of the FWNST and pledges to abide by its bylaws can be a member by paying the specified membership fees. The categories of membership shall be governed by the Bylaws.

Life Members

3.02 Life members are those members who provide at least a contribution of \$200 to the organization for membership fee. These members shall be eligible for voting rights.

General Members

3.03 General members are those members who provide at least a contribution of \$25 to the organization for membership fee. Student members will get a 50% discount for general membership. These members shall be eligible for voting rights. This kind of membership will be valid for 2 years from the day membership is taken.

Honorary Membership

3.04. "Honorary" membership. A non-voting membership approved by unanimous consent of the Board of Directors considering potential benefits of organization may have on account of their knowledge, contacts or social reputation. Honorary members shall have the same status for all purposes as Affiliate members and will not have voting rights.

Application for Membership

3.05. The names and qualifications of prospective members shall be submitted to the General Secretary of the corporation, or Membership Committee Chairman, if a membership committee is created, who will present them to the Board for action on the application.

Voting.

3.06. Each General & Life member in good standing will have one vote in all elections held or actions taken by the membership of the Corporation. Members, who have not paid past dues for membership or for any other charges due to the organization at least 30 days before the date of meeting to exercise voting, will not be allowed to vote.

3.07 Dues

Any dues shall be due and paid annually. Dues shall be determined by the board.

ARTICLE IV

GENERAL ASSEMBLY

4.1 General Assembly(GA), which is the highest authority of FWNST, consists of all categories of members. Every member, except honorary members, has equal rights to cast their votes on any matter, motion or petition duly brought before the assembly. Honorary Members can participate in GA but shall have no voting rights. The annual meetings of the General Assembly are held at least once each year at a place decided by the board of directors. The meeting shall be open to all members of the Congregation.

4.2. Quorum : At all General Assembly Meetings or special GA meetings or General Assembly, fifty percent(50%) of the membership shall constitute a quorum for GA proceedings. If Unable to meet the quorum, a second meeting shall be called within 15 days notice. There is no Quorum requirement for the second meeting.

4.3. Special GA meetings can be called at the written request of 25% of the members. Within 15 days of the receipt of such a request, the Board Secretary should send notice to members for the GA meeting.

ARTICLE V

BOARD

The Board will manage corporate affairs. All the rights, powers, duties, and responsibilities related to the regular management and control of the FWNST property, business, and investment activities are vested in the board for the benefits of the FWNST.

4.01 Board

Far-Western Nepalese Society, Texas shall have a board of 13 to 15 members as below:

- President - 1
- Vice President - 1

- Secretary - 1
- Treasurer - 1
- Members - 9 (+ 2 optional)

The board shall represent at least one board member from each district of Far-western region of Nepal.

This board will act as an Executive Committee (EC). The Board shall also be called Executive Committee later in this By-laws.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Far-Western Nepalese Society, Texas Shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Term of Office

(a) All board members shall be elected to serve two-years term however, the term may be extended until a successor has been elected.

(b) The term of office shall be considered to begin January 1 and end December 31 of the third year in office, unless the term is extended until a successor has been elected.

4.04 Qualifications and Election of board members or Executive committee

- A. To be eligible to serve as a member of the board, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board.
- B. To be eligible for President of the board, the individual must have worked actively in the executive board for two years.
- C. The election for the Executive Committee or board members shall be held every two years.
- D. Board shall create an election committee for conducting the election.
- E. Election committee shall conduct an election to elect the executive board. Election shall reserve 9 board members from 9 districts of Far Western region of Nepal and shall President, Vice-President, Secretary, Treasurer shall be elected from open voting system.

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.07 Removal of Member & Resignation

A board member may be removed by two-thirds vote of the board of members then in office, if:

- A. The member is absent and is not excused from two or more meetings of the board in a twelve-month period.
- B. The board president is empowered to excuse members from attendance for a reason deemed adequate by the board president.
- C. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president.
- D. Or: for cause or no cause, if before any meeting of the board at which a vote on removal will be made the member in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.
- E. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

4.08 Board Meetings.

- A. Regular Meetings. The board members shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by electronic mail, or text message or forty-eight (48) hours notice delivered personally or by telephone. If sent by text message or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- B. Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two of nine members of the board. A special meeting must be preceded by at least two days' notice to each member of the date, time, and place, but not the purpose, of the meeting.
- C. Waiver of Notice. Any member may waive notice of any meeting, in accordance with this by-laws.

4.09 Manner of Acting.

- A. Quorum. A majority of the members in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- B. Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the board.
- C. Hung Board Decisions. On the occasion that members of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- D. Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, members may participate in a regular or special meeting using any means of communication by which all members participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.10 Compensation for Board Service

Board Members shall receive no compensation for carrying out their duties as board members. The board may adopt policies providing for reasonable reimbursement of members for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.11 Compensation for Professional Services by board members

Board members are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE VI **COMMITTEES**

5.01 Committees

The board may, by the resolution adopted by a majority of the members then in the office, designate one or more committees, each consisting of one or more board members, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- A. take any final action on matters which also requires board members' approval or approval of a majority of all members;
- B. fill vacancies on the board members of in any committee which has the authority of the board;
- C. amend or repeal Bylaws or adopt new Bylaws;
- D. amend or repeal any resolution of the board members which by its express terms is not so amendable or repealable;
- E. appoint any other committees of the board or the members of these committees;
- F. spend corporate funds to support a nominee for board member; or
- G. approve any transaction;
 - I. to which the corporation is a party and one or more board members have a material financial interest; or
 - II. between the corporation and one or more of its board members or between the corporation or any person in which one or more of its board members have a material financial interest.

5.02 Advisory Committee

The board shall nominate an Advisory Committee of 5 members.

ARTICLE VII **OFFICERS**

6.01 Board Officers

The officers of the corporation shall be a board president, vice-president, general secretary, secretary, treasurer, assistant treasurer, and members elected by the election committee. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

6.02 Duties of Board President

- (a) The board president shall be the chief volunteer officer of the corporation.
- (b) The board president shall lead the board in performing its duties and responsibilities, including, if present, presiding at all meetings of the board, and shall perform all other duties incident to the office or properly required by the board.

6.03 Duties of Vice President

- (a) In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president.
- (b) When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president

6.04 Duties of General Secretary

- (a) The general secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors.
- (b) The minutes of each meeting shall state the time, date and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.
- (c) The general secretary shall cause notice to be given of all meetings of board and committees as required by the Bylaws.
- (d) The general secretary shall have such other powers and perform such other duties as may be prescribed by the board or the board president.

6.05 Duties of Secretary

- (a) In any absences of the General Secretary, the Secretary shall assume all the responsibilities of the GS.
- (b) In addition, the Secretary is responsible for any special tasks assigned by the General Secretary.

6.06 Duties of Treasurer

- (a) The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation.
- (b) The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results.
- (c) In conjunction with other board members or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board on a timely basis or as may be required by the board.
- (d) The treasurer shall perform all duties properly required by the board or the board president.

6.06 Duties of Assistant Treasurer

In any absences of the Treasurer, the Assistant Treasurer shall assume all the responsibilities of the Treasurer. In addition, the Treasurer is responsible for any special tasks assigned by the Treasurer.

6.08 Duties of Board Members

Board Members shall support any FWNST activities and accomplish responsibilities that are assigned by the President or the board for the benefit of the FWNST.

ARTICLE VIII **CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner, as shall from time to time be determined by resolution of the board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Texas Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE IX **MISCELLANEOUS**

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest

Efforts shall be made to resolve conflicts related to FWNST affairs at the level of its origin first in a democratic and professional manner. The guiding principle for conflict resolution shall be the interests of FWNST. In general, a grievance shall be investigated by an ad-hoc committee so formed by the board. The ad-hoc committee will then deliberate on the finding and try to get appropriate remedy. If that fails to satisfy either of the parties, the case will be forwarded with recommendations to the Board. The Board, with a majority vote, will have the ultimate authority to decide on issues that are not resolved by the ad-hoc committee.

8.04 Nondiscrimination Policy

The committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Far-Western Nepalese Society, Texas not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of two-third board members then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

(b) that all amendments be consistent with the Articles of Incorporation.

ARTICLE X **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Far-Western Nepalese Society, Texas shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Far-Western Nepalese Society, Texas willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Far-Western Nepalese Society, Texas shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XI

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Far-Western Nepalese Society, Texas records.

10.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Far-Western Nepalese Society, Texas may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Far-Western Nepalese Society, Texas expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Far-Western Nepalese Society, Texas informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XII

Transparency and Accountability

Disclosure of Financial Information With The General Public

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Far-Western Nepalese Society, Texas practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

11.02 Financial and IRS documents (The form 1023 and the form 990)

Far-Western Nepalese Society, Texas shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

Far-Western Nepalese Society, Texas shall make "Widely Available" the aforementioned documents on its internet website: <https://farwesternsociety.org> to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Far-Western Nepalese Society, Texas shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Far-Western Nepalese Society, Texas shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

11.04 IRS Annual Information Returns (Form 990)

Far-Western Nepalese Society, Texas shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 nor a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

11.05 Board

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

11.06 Staff Records

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

11.07 Donor Records

- (a) All donor records shall be available for consultation by the donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) donor records shall be made available to the board when requested.

ARTICLE XIII **CODES OF ETHICS AND WHISTLEBLOWER POLICY**

12.01 Purpose

Far-Western Nepalese Society, Texas requires and encourages board members, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Far-Western Nepalese Society, Texas to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

12.02 Reporting Violations

If any board member, officer, staff or employee reasonably believes that some policy, practice, or activity of Far-Western Nepalese Society, Texas is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Far-Western Nepalese Society, Texas and provides the Far-Western Nepalese Society, Texas with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Far-Western Nepalese Society, Texas shall not retaliate against any board member, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Far-Western Nepalese Society, Texas or of another individual or entity with whom Far-Western Nepalese Society, Texas has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Far-Western Nepalese Society, Texas shall not retaliate against any board member, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Far-Western Nepalese Society, Texas that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIV
AMENDMENT OF Articles of Incorporation

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board members.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Far-Western Nepalese Society, Texas, USA were approved by the Far-Western Nepalese Society, Texas board on Saturday, April 21, 2017 and constitute a complete copy of the Bylaws of the corporation.

Secretary _____

Date: _____