

NEPALI-AMERICAN CULTURAL CENTER OF BALTIMORE

AMENDED AND RESTATED BY-LAWS

Dated as of May 21, 2023

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NEPALI-AMERICAN CULTURAL CENTER OF BALTIMORE

AMENDED AND RESTATED BY-LAWS

THESE AMENDED AND RESTATED BY-LAWS are effective as of the 21st, May, 2023.

WHEREAS, the Nepali-American Cultural Center of Baltimore was formed on January 4th, 2017;

WHEREAS, the Board of Trustees of the Nepali-American Cultural Center of Baltimore agreed to manage all property coming into their hands as trustees of a religious corporation of the State of Maryland and adopted a set of by-laws to govern the corporation's operations on March 5, 2017 (the "**Original By-Laws**");

WHEREAS, the Board of Trustees of the Nepali-American Cultural Center of Baltimore desire to amend and restate the Original By-Laws in their entirety;

NOW, THEREFORE, the Board hereby declare that the Nepali-American Cultural Center of Baltimore has adopted these amended and restated by-laws (the "**By-Laws**") and the Nepali-American Cultural Center of Baltimore shall be operated as follows.

ARTICLE I

THE NACC

Name

§ The Nepali-American Cultural Center of Baltimore shall also be known as the "**NACC**", or the "**Hindu Buddha Mandir**" and the Board shall conduct the business of the NACC under those names or any other name or names as they may from time to time determine. Any name change shall become effective upon the execution by a majority of the then Board of an instrument setting forth the new name and the filing of the appropriate certificate of amendment with the State of Maryland. Any such instrument shall not require the approval of the Members.

Offices

§ The principal office of the NACC shall be located at 12231 Harford Road, Glen Arm, Maryland 21057. The NACC may also have offices at such other places within or outside the State of Maryland as the Board may from time to time determine.

Purpose

§ The purpose of the NACC shall be to promote the religious, humanitarian, educational, social, and cultural aspects of Hinduism and Buddhism. The NACC shall promote peace and harmony among all Members. The NACC may participate and coordinate activities with other institutions sharing like-minded objectives to further its purpose.

Nature

._ The NACC shall be noncommercial and nonpartisan.

Use of Name

._ The name of the NACC or any variation thereof, and the names of any Trustees or Members in their official capacities shall not be used by any Trustee or Member or other Person or entity in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purpose set forth in Section 1.3 above.

Involvement with Other Organizations

._ The NACC may cooperate with other organizations and agencies in general and charitable work and endeavors, but Persons representing the NACC in such matters shall make no commitment that binds the NACC without obtaining the prior written approval of the Board.

Conduct Prohibited by the Internal Revenue Code

._ The NACC shall not conduct or carry out any activities not permitted to be conducted or carried out by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization's contributions which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

Definitions

._ As used in this Declaration, the following terms shall have the following meanings:

“Advisory Committee” means a committee comprised of Members who have contributed \$25,000 or more to the NACC and who consent to being placed on such committee, as is reflected in the Record Book.

“Board” means the Board of Trustees of the NACC, so long as they shall continue in office in accordance with the terms hereof, and all other persons who at the time in question have been duly elected or appointed and have qualified as Trustees in accordance with the provisions hereof and are then in office.

“Fiscal Year” means each period commencing on January 1 of each year and ending on December 31 of that year (or on the date of a final distribution made) unless the Board designate another fiscal year for the NACC.

“Person” means and include individuals, corporations, partnerships, trusts, limited liability companies, associations, joint ventures, and other entities, whether or not legal entities, and governments and agencies and political subdivisions thereof.

“Members” means the members of record in the NACC’s Record Book, as maintained by the Board who meet the qualifications set forth in Section 4.1 of these By-Laws.

“NACC Property” means as any and all property, real or personal, tangible or intangible, which is owned or held by or for the account of the NACC or the Board in such capacity.

“Record Book” means the book in which the proceedings of the NACC are recorded, a list of all Members is maintained, and the NACC’s plan is outlined.

“Trustees” means each individual Person that serves as a member of the Board.

ARTICLE II

BOARD OF TRUSTEES

Qualification

. Composition, Election, and Term. The Board shall be comprised of two separate categories of Trustees, the first being those that are voted into office by Voting Members and who must also be Voting Members themselves (the “***Executive Committee Trustees***”) and the second being those that are nominated and elected by the Officer Trustees (the “***Member Trustees***”). Each Executive Committee Trustee holds an official position in respect of the NACC, with the authority to act on behalf of and manage the NACC as described in Section 2.7 of these By-Laws. The Executive Committee Trustees shall be elected by the Voting Members at a special meeting of such Voting Members, held every two years. Promptly after the Executive Committee Trustees are elected, they shall nominate and elect up to five (5) individuals from any of the Membership categories to be Member Trustees. The determination of how many Member Trustee positions are open for any given term shall rest with the Executive Committee Trustees, provided that there shall always be an odd number of Trustees in the aggregate.

Term and Election

. All Trustees shall serve in their capacity for a term of two (2) years. The Board may at any time elect new Trustees to fill any vacancies that arise due to resignation or removal of a Trustee pursuant to Section 2.3 below, and such newly elected Trustee shall serve through the end of the original Trustee’s term.

Resignation and Removal

. Any Trustee may resign by providing the Board with a written instrument notifying the Board of such resignation. Any Trustee may be removed by a vote of two-thirds of the remaining Trustees. Upon the resignation or removal of an Executive Trustee, each such resigning or removed Executive Trustee shall execute and deliver such documents as the remaining Trustees shall require for the purpose of conveying to the NACC or the remaining Trustees any NACC property held in the name of such resigning or removed Executive Trustee. Upon the incapacity or death of any Executive Trustee, such Executive Trustee’s legal representative shall execute

and deliver on such Executive Trustee's behalf such documents as the remaining Trustees shall require as provided in the preceding sentence.

Vacancies

. Whenever a vacancy in the Board shall occur, the remaining Trustees may fill such vacancy by appointing any individual as they may determine in their sole discretion having the qualifications described in this Article by a vote of two-thirds of the Board or may leave such vacancy unfilled or may reduce the number of Trustees. The Board may appoint a new Trustee as provided above in anticipation of a vacancy expected to occur because of the retirement, resignation or removal of a Trustee, provided that such appointment shall become effective only at or after the expected vacancy occurs. No vacancy shall operate to annul these By-Laws or to revoke any existing agency created pursuant to the terms of these By-Laws. Whenever a vacancy in the number of Trustees shall occur, until such vacancy is filled as provided herein, the Board, regardless of their number, shall have all the powers granted to the Board and shall discharge all the duties imposed upon the Board by these By-Laws.

Board Meetings

. Meetings of the Board shall be held from time to time upon the call of the President, the Secretary, any five Trustees, or majority or more of the Members. Regular meetings of the Board may be held without call or notice, except as may be otherwise required by law, at a time and place fixed by resolution of the Board. Notice of any other meeting shall be given by the Secretary and shall be delivered to the Trustees via electronic transmission not less than 72 hours before the meeting, but may be waived in writing by any Trustee either before or after such meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been properly called or convened. Any time there is more than one Trustee, a quorum for all meetings of the Board shall be one-half of the Trustees. All actions of the Board may be taken at a meeting by vote of a majority of the Trustees present (a quorum being present) or without a meeting by written consent of a majority of the Board.

Any committee of the Board, including an executive committee, if any, may act with or without a meeting. A quorum for all meetings of any such committee shall be one-half of the members thereof. Unless provided otherwise herein, any action of any such committee may be taken at a meeting by vote of a majority of the members present (a quorum being present) or without a meeting by written consent of a majority of the members.

With respect to any action of the Board and any committee, Trustees who are interested persons must (a) disclose such interest prior to the action being considered, (b) shall not be counted for quorum purposes, and (c) shall not be entitled to vote on such action. Any proposed transaction or business dealing that presents a direct or indirect conflict of interest between the NACC and a Trustee, irrespective of the dollar amount, must be approved by the majority of the Board as well as a majority of the Advisory Committee.

Meetings of the Board or any committee may be held by telephone or video conference or similar means of communication so long as all persons participating in such meetings are able to hear each other; participation in a meeting pursuant to any such means of communication system shall constitute presence in person at such meeting.

Board Action by Written Consent

. Any action which may be taken by vote may be taken without a meeting if the number of Trustees or members of a committee required for approval of such action consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consent shall be treated for all purposes as a vote taken at a meeting of the Board.

Executive Committee Trustees

. The NACC shall have the following Executive Committee Trustees: President, Vice President, Secretary, Director of Property Management, Construction and Renovation, Director of Religious Activities and Special Events, Director of Communications, Public Outreach and Public Relations, Director of Education, Culture and Training, Treasurer, and two Directors of Daily Operations. No Executive Committee Trustee may serve for more than 2 terms in the aggregate in the same position. The duties of the Executive Committee Trustees are outlined below.

(a) President. The President is the head of the NACC and is ultimately responsible for its management, policy formation, and operations. The President shall prepare and present a full and clear statement of the business and condition of the NACC at each annual meeting of Members. The President shall work closely with all other Executive Committee Trustees. Any public statement regarding the NACC made by the President shall be the official position of the NACC.

(b) Vice-President. The Vice President shall assist the President in all aspects of the NACC and will serve as the President's replacement in his/her absence. The Vice President shall head different committees as directed by the Board.

(c) Secretary. The Secretary shall maintain and keep custody over the NACC's Record Book and maintain the minutes of all meetings of, and record all votes of, Members, the Board, and any Board committees. The Secretary shall be custodian of the seal of the NACC, if any. The Secretary shall also perform any other duties commonly incident to such office in a Maryland religious corporation, and shall have such other

authorities and duties as the Board shall from time to time determine.

(d) Treasurer. The Treasurer shall oversee the NACC's incoming and outgoing funds to ensure they are accounted for appropriately. The Treasurer has the authority to sign all checks and approve all expenditures of up to \$5,000.00. Expenditures of over \$5,000.00 must be approved by the Board. In the event the Treasurer is unavailable, the President or Vice President may sign checks on behalf of the NACC. The Treasurer shall prepare a profit and loss statement of the NACC on a quarterly basis, within 30 days after the end of each calendar quarter and shall distribute the same to the Board. The Treasurer shall also be responsible for preparing an annual financial statement of the accounts of the NACC and presenting the same at the annual meeting of Members. The Treasurer shall further prepare and present the current operating expenses and capital budget of the NACC at each annual meeting of Members. The Treasurer may only open or close a bank or investment account in the name of the NACC with prior written approval of the Board.

(e) Director of Property Management, Construction & Renovation: This Director shall be responsible for planning and maintaining all NACC physical property, including the planning and execution of any necessary upkeep or repairs and other special projects as determined by the Board.

(f) Director of Special Events: This Director shall be responsible for planning and managing the special events of the NACC. They shall coordinate closely with the Directors of Operations of the Hindu Mandir and the Buddha Gumba and shall be responsible for scheduling and supervising special events such as weddings, bartabandhas, pasnis, etc.

(g) Director of Communications, Public Outreach and Public Relations: This Director shall be responsible for public relations, including building rapport with existing and prospective Members and the public at large. They shall be responsible for the creation and distribution of brochures relating to special events, and disseminating information about the NACC in general.

(h) Director of Education, Culture, and Training. This Director shall plan and maintain educational, cultural & community services according to the NACC's purpose, connect the NACC with other Nepali-American organizations and communities and with other faith-based, cultural, and community organizations as is deemed appropriate and in keeping with the NACC's purpose. They shall be responsible for all activities of the pathshala including scheduling classes, assigning teachers to different classes and fund raising for the pathshala.

(i) Directors of Daily Operations. There shall be two separate Directors of Daily Operations, one for each of the Buddha Gumba and the Hindu Mandir. Each Director shall be responsible for planning and managing the Gumba's and Hindu Mandir's daily activities (respectively), including ensuring that all necessary supplies are in stock and available for all regularly scheduled events. The Directors of Daily Operations shall work closely with the Board and the pujaris and lamas, and shall serve as the direct line of reporting by such pujaris and lamas.

Indemnification

. The NACC shall indemnify each Person who serves as a Trustee (each such Person being an "indemnatee") against any liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and reasonable counsel fees reasonably incurred by such indemnatee in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, before any court or administrative or investigative body in which they may be or may have been involved as a party or otherwise or with which they may be or may have been threatened, while acting in any capacity set forth in this Article II by reason of their having acted in any such capacity, except with respect to any matter as to which he shall not have acted in good faith in the reasonable belief that their action was in the best interest of the NACC or, in the case of any criminal proceeding, as to which they shall have had reasonable cause to believe that the conduct was unlawful, provided, however, that no indemnatee shall be indemnified hereunder against any liability to any person or any expense of such indemnatee arising by reason of (i) willful misfeasance, (ii) bad faith, (iii) gross negligence, or (iv) reckless disregard of the duties involved in the conduct of their position (the conduct referred to in such clauses (i) through (iv) being sometimes referred to herein as "disabling conduct"). Notwithstanding the foregoing, with respect to any action, suit or other proceeding voluntarily prosecuted by any indemnatee as plaintiff, indemnification shall be mandatory only if the prosecution of such action, suit or other proceeding by such indemnatee (1) was authorized by a majority of the Board or (2) was instituted by the indemnatee to enforce his or her rights to indemnification hereunder in a case in which the indemnatee is found to be entitled to such indemnification. The rights to indemnification set forth in these By-Laws shall

continue as to a Person who has ceased to be a Trustee and shall inure to the benefit of their heirs, executors, and personal and legal representatives.

(b) The NACC shall make advance payments in connection with the expenses of defending any action with respect to which indemnification might be sought hereunder if the NACC receives a written affirmation by the indemnitee of the indemnitee's good faith belief that the standards of conduct necessary for indemnification have been met and a written undertaking to reimburse the NACC unless it is subsequently determined that the indemnitee is entitled to such indemnification and if a majority of the Board determine that the applicable standards of conduct necessary for indemnification appear to have been met.

ARTICLE III

POWERS AND DUTIES OF THE BOARD

General

. The Board shall owe to the NACC fiduciary duties and shall have exclusive and absolute control over NACC Property and over the business of the NACC, but with such powers of delegation as may be permitted by these By-Laws. The Board may perform such acts as in its sole discretion are proper for conducting the business of the NACC. The enumeration of any specific power herein shall not be construed as limiting the aforesaid power. Such powers of the Board may be exercised without order of or resort to any court.

Powers

. The Board shall have power, subject to the Articles of Association, to:

(a) manage, conduct, operate and carry on the business of the NACC;

(b) hire or dismiss members of the NACC's clergy (including any pujari or lama);

(c) subscribe for, invest in, reinvest in, purchase or otherwise acquire, hold, pledge, sell, assign, transfer, exchange, distribute or otherwise deal in or dispose of any and all sorts of property, tangible or intangible, including but not limited to securities of any type whatsoever, whether equity or non-equity, of any issuer, evidences of indebtedness of any person and any other rights, interests, instruments or property of any sort and to exercise any and all rights, powers and privileges of ownership or interest in respect of any and all such investments of every kind and description, including, without limitation, the right to consent and

otherwise act with respect thereto, with power to designate one or more Persons to exercise any of said rights, powers and privileges in respect of any of said investments; and

(d) set the long-term goals of the NACC, produce, review, and approve the annual budget and programs, conduct the NACC's day-to-day operations, and maintain NACC Property.

Borrowings

. The Board shall have the power to borrow money or otherwise obtain credit or utilize leverage to the maximum extent permitted by law or regulation as such may be needed from time to time and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of the NACC, including the lending of portfolio securities, and to endorse, guarantee, or undertake the performance of any obligation, contract or engagement of any other person, firm, association or corporation.

Delegation; Committees

. The Board shall have the power, consistent with their continuing exclusive authority over the management of the NACC and NACC Property, to delegate from time to time to such of their number or to officers, employees or agents of the NACC the doing of such things, including any matters set forth in these By-Laws, and the execution of such instruments either in the name of the NACC or the names of the Trustees or otherwise as the Board may deem expedient or appropriate to the extent permitted by law. The Board may designate one or more committees which shall have all or such lesser portion of the authority of the entire Board as the Board shall determine from time to time and hereby form the following committees, with the following purposes.

(a) Youth, Social & Technology Committee: To organize youth activities to promote NACC and generate additional revenue and networks

(b) Finance Committee: To prepare a budget and work closely with the Treasurer to ensure the NACC is able to meet its financial obligations. This committee will be chaired by the Treasurer.

(c) Fund Raising Committee: To plan and work closely with other committees to maximize the NACC's fundraising opportunities and allow the NACC to be financially healthy. This committee will be chaired by the Vice President.

(d) Asset Management Committee: To be responsible for recording the NACC's movable assets accurately

and regularly maintaining and updating the list of movable assets. This committee will be chaired by the Director of Property Management.

(e) Operations Committee (Shiva Mandir): To be responsible for ensuring that all of Mandir's activities are in accordance with the NACC's policies, including the Mandir's daily morning and evening pujas, special poojas, and pujaris' religious services at devotees' homes. This committee will be chaired by the Director of Operations of the Hindu Mandir.

(f) Operations Committee (Buddha Gumba): To be responsible for ensuring that all of the Buddha Gumba's activities are in accordance with the NACC's policies, including the Buddha Gumba's daily morning and evening pujas, special poojas, and lamas' religious services at devotees' homes. This committee will be chaired by the Director of Operations of the Buddha Gumba.

(g) Policy Recommendation & Evaluation Committee: To be responsible for the regular evaluation of the NACC's existing policies and procedures (including these By-Laws) and recommending any amendments thereto.

(h) Election Committee: To be responsible for the organization and execution of all NACC-related elections. This committee shall have a chairperson and 4-6 members. This committee shall, at least 60 days before any given election, issue a call for nominations for Trustees (together with a deadline to submit such nominations) and, at least 30 days before any given election, issue an election form which includes a list of nominees, and the details surrounding the date, time, and place that such election is to occur. This committee shall also announce the election results.

Collection and Payment

. The Board shall have power to collect all property due to the NACC; to pay all claims, including taxes, against NACC Property or the NACC, the Board or any officer, employee or agent of the NACC; to prosecute, defend, compromise or abandon any claims relating to NACC Property or the NACC, or the Board or any officer, employee or agent of the NACC; to foreclose any security interest securing any obligations, by virtue of which any property is owed to the NACC; and to enter into releases, agreements and other instruments. Except to the extent

required for a corporation formed under Maryland law, the Members shall have no power to vote as to whether or not a court action, legal proceeding or claim should or should not be brought or maintained derivatively or as a class action on behalf of the NACC or the Members.

Expenses

. The Board shall have power to incur and pay out of the assets or income of the NACC any expenses which in the opinion of the Board are necessary or incidental to carry out any of the purposes of these By-Laws and the Articles of Incorporation, and the business of the NACC. None of the Board shall be compensated for the services they render to the NACC unless specifically approved by a unanimous vote of the Board.

Miscellaneous Powers

. The Board shall have the power to: (a) employ or contract with such Persons as the Board deem desirable for the transaction of the business of the NACC; (b) enter into joint ventures, partnerships and any other combinations or associations; (c) purchase, and pay for out of NACC Property, insurance policies insuring the Members, Board, officers, employees, agents, investment advisors, legal counsel, independent contractors of the NACC against all claims arising by reason of holding any such position or by reason of any action taken or omitted by any such Person in such capacity, whether or not constituting negligence, or whether or not the NACC would have the power to indemnify such Person against such liability; (d) to the extent permitted by law, indemnify any Person with whom the NACC has dealings, including without limitation any advisor, administrator, legal counsel, or any other person as the Board may see fit to such extent as the Board shall determine; (g) guarantee indebtedness or contractual obligations of others; (h) determine and change the fiscal year of the NACC and the method in which its accounts shall be kept; and (i) adopt a seal for the NACC, even though the absence of such seal shall not impair the validity of any instrument executed on behalf of the NACC.

Further Powers

. The Board shall have the power to conduct the business of the NACC and carry on its operations in any and all of its branches and maintain offices both within and without the State of Maryland, in any and all states of the United States of America, in the District of Columbia, and in any and all commonwealths, territories, dependencies, colonies, possessions, agencies or instrumentalities of the United States of America and of foreign governments, and to do all such other things and execute all such instruments as they deem necessary, proper or desirable in order to promote the interests of the NACC although such things are not herein specifically mentioned. Any determination as to what is in the interests of the NACC made by the Board in good faith shall be conclusive. In construing the provisions of these By-Laws, the presumption shall be in favor of a grant of power to the Board. The Board shall not be required to obtain any court order to deal with NACC Property.

Advisory Committee Approval for Certain Transactions

. Notwithstanding anything to the contrary in this Article III, Advisory Board Committee approval (by a majority of such Committee) must be obtained before any entering into any

transaction, paying any expenses, doing any business, or entering into any credit facility whose value exceeds \$100,000.

Conflicts of Interest

. Notwithstanding anything to the contrary in this Article III, if a Board member has any actual or potential conflict of interest in respect of any matter or transaction brought before the Board, such member shall fully disclose the conflict to the other members prior to such matter or transaction being addressed and shall recuse themselves from voting on any items relating thereto.

ARTICLE IV

MEMBERS

Qualification. To qualify as a Member of the NACC, a Person must (a) be at least eighteen (18) years of age, (b) be in good standing as determined by the Board, and (c) have contributed at least \$1,000 (in increments of at least \$250) to the NACC within any three (3) month period. Only natural persons maybe be Members. Membership shall be open to persons of any origin, so long as they subscribe to the purpose of the NACC and agree to comply with all of the NACC's policies, including the assessment of membership fees, as the Board may from time to time adopt.

I.1

I.2 Membership Categories. Members shall be assigned to a membership category, determined on the basis of how much each Member has contributed (in the aggregate) to the NACC as follows.

Membership Category	Minimum Contribution to the NACC
Member	\$1,000
Sustaining Member	\$5,000
Super Sustaining Member	\$15,000
Patron Member	\$25,000
Super Patron Member	\$50,000
Benefactor	\$100,000
Super Benefactor	\$500,000
Mahadani	\$1,000,000

I.3 Voting Members. The Secretary shall maintain a register of all Voting Members in the Record Book. A Member shall be a “***Voting Member***” if they are a Sustaining Member, Super Sustaining Member, Patron Member, Super Patron Member, Benefactor, Super Benefactor, or Mahadani. If a Member vote is required under the NACC’s Articles of Incorporation or By-Laws, only Voting Members shall be permitted to vote in respect of such matter except as otherwise required.

IV.2 Register of Members. The Secretary shall maintain a register of all Members in the Record Book, including each Member’s name, address, phone number, e-mail, status as voting or non-voting Member, and Member Category. The register shall be conclusive as to who the Members of the NACC are and their relevant details. Each Member is responsible for ensuring the accuracy of his/her information in the Record Book and shall be permitted to review the Record Book upon reasonable request to confirm the same.

IV.3 Notices. Any and all notices to which any Member hereunder may be entitled and any and all communications shall be deemed duly served or given if e-mailed or mailed, postage prepaid, addressed to any Member of record at his or her last known address or e-mail as recorded on the register of the NACC in the Record Book.

ARTICLE V

MEETINGS

V.1 Notice of Meeting and Record Date. Notice of all meetings of Members, stating the time, place, and purposes of the meeting, shall be given by the Board by mail or e-mail to each Member of record entitled to vote thereat, mailed, or e-mailed at least 10 days and not more than 90 days before the meeting or otherwise in compliance with applicable law. Only the business stated in the notice of the meeting shall be considered at such meeting; provided, however, that the foregoing shall in no way limit the ability of one or more adjournments to be considered at a meeting. Any adjourned meeting may be held as adjourned one or more times without further notice not later than 120 days after the record date. For the purposes of determining the Members who are entitled to notice of

and to vote at any meeting the Board may, without closing the transfer books, fix a date not more than 90 nor less than 10 days prior to the date of such meeting of Members as a record date for the determination of the Persons to be treated as Members and Voting Members of record for such purposes.

Quorum and Required Vote

. The majority of the Board and one-third of the Voting Members entitled to vote on any matter at a meeting present in person or by proxy shall constitute a quorum at such meeting for purposes of conducting business on such matter. The absence from any meeting of a quorum of the Board and/or Voting Members for action upon any given matter shall not prevent action at such meeting upon any other matter or matters which may properly come before the meeting.

(a) Subject to any provision of applicable law, these By-Laws or a resolution of the Board specifying a greater or a lesser vote requirement for the transaction of any item of business at any meeting, the affirmative vote of a majority of the Board and/or Voting Members present in person or represented by proxy and entitled to vote on the subject matter shall be the act of the Board and/or Voting Members with respect to such matter.

Proxies

. At any meeting of Members, or of the Board, any Trustee or Voting Member entitled to vote thereat may vote by properly executed proxy, provided that no proxy shall be voted at any meeting unless it shall have been placed on file with the Secretary, or with such other officer or agent of the NACC as the Secretary may direct, for verification prior to the time at which such vote shall be taken. Pursuant to a resolution of a majority of the Board, proxies may be solicited in the name of one or more Trustees or one or more of the officers or employees of the NACC. No proxy shall be valid after the expiration of 6 months from the date thereof, unless otherwise provided in the proxy. Only Trustees or Voting Members of record shall be entitled to vote. Each full Trustee or Voting Member shall be entitled to one vote. A proxy purporting to be executed by or on behalf of a Trustee or Voting Member shall be deemed valid unless challenged at or prior to its exercise, and the burden of proving invalidity shall rest on the challenger.

V.4Scheduled Meetings; Annual Meetings. The Board shall plan and communicate a schedule of regular meetings to be held in intervals as it determines reasonable and appropriate. An annual meeting of Members shall be held at a time, date and place determined by the Board. The annual general

membership meeting shall be used to conduct such business as may be appropriate.

ARTICLE VI

DURATION; TERMINATION; AMENDMENTS; ETC.

Duration

. The NACC shall have perpetual existence unless terminated pursuant to Section 6.2 below.

Termination

. The NACC may be dissolved only upon the approval of at least 80% of the Board, and a two-third majority of each of the Advisory Committee and the Voting Members. Upon the dissolution of the NACC:

(i) The NACC shall carry on no business except for the purpose of winding up its affairs.

(ii) The Board shall proceed to wind up the affairs of the NACC and all of the powers of the Board shall continue until the affairs of the NACC shall have been wound up, including the power to fulfill or discharge the contracts of the NACC, collect its assets, sell, convey, assign, exchange, merge where the NACC is not the survivor, transfer or otherwise dispose of all or any part of the remaining NACC Property to one or more Persons at public or private sale for consideration which may consist in whole or in part in cash, securities or other property of any kind, discharge or pay its liabilities, and do all other acts appropriate to liquidate its business.

(iii) If the NACC is dissolved, any residual assets of the NACC shall be distributed in accordance with the provision set forth in the Certificate of Incorporation or to any other 501(c) 3 organization and no Members shall have any claim on the NACC with respect to any donations made or fees or subscriptions paid. Any liability toward the NACC will be limited only to its net assets.

Amendments

. The Board shall have the exclusive authority to adopt and from time to time amend or repeal these By-Laws as they deem necessary and appropriate for the conduct of the business of the

NACC, by a majority vote. Notwithstanding the foregoing, no amendment that would take away a right of any Member or materially adversely impact any Member or change the method or manner by which Members or Trustees are nominated, are elected, or serve, unless such amendment is approved by two-thirds of the Board and two-thirds of the Advisory Committee. Furthermore, the Board is not permitted to adopt By-Laws which are in conflict with Articles of Incorporation, and any apparent inconsistency shall be construed in favor of the related provisions in the Articles of Incorporation.

(a) An amendment duly adopted by the requisite vote of the Board and shall become effective at the time of such adoption or at such other time as may be designated by the Board. A certification in recordable form signed by a majority of the Board setting forth an amendment and reciting that it was duly adopted by the Board, or a copy of the By-Laws, as amended, in recordable form, and executed by a majority of the Board, shall be conclusive evidence of such amendment when lodged among the Record Book of the NACC or at such other time designated by the Board.

Subsidiaries

. Without approval by Members, the Board may cause to be organized or assist in organizing one or more corporations, trusts, limited liability companies, partnerships, associations or other organizations to take over all of NACC Property or to carry on any business in which the NACC shall directly or indirectly have any interest, and to sell, convey and transfer all or a portion of NACC Property to any such corporation, trust, limited liability company, association or organization in exchange for the shares or securities thereof, or otherwise, and to lend money to, subscribe for the shares or securities of, and enter into any contracts with any such corporation, trust, limited liability company, partnership, association or organization, or any corporation, partnership, trust, limited liability company, association or organization in which the NACC holds or is about to acquire shares or any other interests.

ARTICLE VII

MISCELLANEOUS

Governing Law

. These By-Laws are executed by the Trustees under the law of the State of Maryland, and the rights of all parties and the validity and construction of every provision hereof shall be subject to and construed according to laws of said State, and reference shall be specifically made to the Maryland General Corporation Law as to the construction of matters not specifically covered herein or as to which an ambiguity exists, although such law shall not be viewed as limiting the powers otherwise granted to the Board hereunder and any ambiguity shall be viewed in favor of such powers.

Counterparts

. These By-Laws may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts, together, shall constitute one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

Reliance by Third Parties

. Any certificate executed by an individual who, according to the records of the NACC, or of any recording office in which these By-Laws may be recorded, appears to be a Trustee hereunder, certifying to: (a) the number or identity of Trustees, (b) the name of the NACC, (c) the due authorization of the execution of any instrument or writing, (d) the form of any vote passed at a meeting of the Board, (e) the fact that the number of Trustees present at any meeting or executing any written instrument satisfies the requirements of these By-Laws, (f) the identity of any Trustee, or (g) the existence of any fact or facts which in any manner relate to the affairs of the NACC, shall be conclusive evidence as to the matters so certified in favor of any person dealing with the Board and their successors.

Provisions in Conflict with Law or Regulation

. The provisions of these By-Laws are severable, and if the Trustees shall determine, with the advice of counsel, that any of such provisions is in conflict with applicable law, rule, or regulation, the conflicting provision shall be deemed never to have constituted a part of these By-Laws; provided, however, that such determination shall not affect any of the remaining provisions of these By-Laws or render invalid or improper any action taken or omitted prior to such determination.

(a) If any provision of these By-Laws shall be held invalid or unenforceable in any jurisdiction, such invalidity or unenforceability shall attach only to such provision in such jurisdiction and shall not in any manner affect such provision in any other jurisdiction or any other provision of these By-Laws in any jurisdiction.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed as of the day and year first above written.

By: _____
[]
Trustee

By: _____
[]
Trustee

By: _____
[]
Trustee

By: _____
[]
Trustee

By: _____
[]
Trustee

Tarun Poudel
Secretary

