

# ARTICLES OF INCORPORATION

APPROVED AND ADOPTED BY  
THE EXECUTIVE COMMITTEE  
ON  
01 MARCH 2024

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### PREAMBLE

This organization was formally registered in 2022 in Wisconsin as a not-for-profit organization and later secured a 501C (3) status with the Internal Revenue Service, United States. The organization is also known as JNIF.

### ARTICLE 1 NAME

The name of the corporation is JAY NEPAL INTERNATIONAL FOUNDATION (JNIF). The business and affairs of the Corporation shall be managed and operated by the Executive Committee (EC). The headquarters of the organization will be in the USA.

## **1.1 ORGANIZATION'S SEAL AND LOGO**

The seal and logo of JNIF will be as specified in Exhibit 1. The President/General Secretary of the Central Executive Committee shall maintain the logo of the organization. The seal and logo cannot be modified without a bylaw's amendment upon the recommendation of the Central Executive Committee. No Chapters can use any other logo representing the Jay Nepal International Foundation (JNIF).

## **1.2 LANGUAGE**

The original bylaws and all its amendments will be maintained in English language to submit to the Department of Consumer and Regulatory Affairs in the Washington, District of Columbia. Translated copies of these bylaws can be maintained in Nepali.

## **ARTICLE 2 DEFINITION**

Unless and otherwise the subjects and contexts have different meanings:

1. "Bylaws of Organization" means the Bylaws of Jay Nepal International Foundation. Its amendment number will identify each bylaw.
2. "Organization" means Jay Nepal International Foundation (JNIF).
3. "Officials" means all the elected and nominated bodies in the Executive Committee.
4. "Member" means any person acquiring any form of membership of the organization.
5. "Executive Committee" means an Executive Committee (EC) formed thereby with elected and nominated members of the Organization.
6. "Trustee" means duly paid trustees per the bylaws of the organization.
7. "Meeting," means joint and separate meetings of the organization.
8. "Election Committee" means Election Committee formed by the Bylaws of the organization.
9. "JNIF Headquarter" means JNIF Central Executive Committee.
10. "Advisory Committee" means an Advisory Committee formed by the bylaws of the organization.
11. "Chapter" means a branch of JNIF formed by the Bylaws of the organization adopting the local law in different countries around the world.
12. "General Assembly" means Annual General Assembly and Special General Meetings.
13. "Prescribed or as prescribed" means prescribed or as prescribed by rules and procedures framed under these Bylaws of the Organization.

## **ARTICLE 3 DURATION**

The period of duration is PERPETUAL.

## **ARTICLE 4 VISION AND MISSION**

The vision of JNIF is to preserve and promote Nepali identity by uniting the people of Nepali origin living in the USA and around the world.

**Mission:** The Jaya Nepal International Foundation will work towards promoting democratic culture and values in USA, Nepal and abroad to make a robust, ethical, and just society where every citizen has an equal right to shape his/her destiny.

**(Mission Statement:** The Jaya Nepal International Foundation (JNIF) is dedicated to fostering and amplifying democratic values, civic engagement, and active participation in the democratic process. Our mission is to create a platform that empowers individuals to voice their opinions, exercise their rights, and contribute to informed and inclusive decision-making within their communities and beyond.)

**Vision:** To work towards making a just, democratic, and equitable Nepali society.

**Goal:** To promote democratic values and collaboration among the Nepali diaspora and work towards making Nepal a truly democratic, fair, and equal society based on the rule of law and respect for human rights.

## ARTICLE 5

### OBJECTIVES

The objectives of the Jay Nepal International Foundation are:

Promote Civic Education: To provide accessible and comprehensive civic education programs that empower individuals with the knowledge and skills needed to actively participate in democratic processes.

Facilitate Inclusive Dialogue: To create platforms and spaces for open and respectful dialogue among individuals with diverse backgrounds, perspectives, and opinions, fostering understanding and collaboration.

Advocate for Democratic Values: To advocate for the protection and enhancement of democratic principles, including freedom of speech, equal representation, and transparent governance, at local, national, and international levels.

Enhance Voter Engagement: To increase voter awareness, registration, and turnout through educational campaigns and initiatives that emphasize the importance of civic responsibility.

Support Grassroots Initiatives: To collaborate with local communities and grassroots organizations to support initiatives that address social, cultural, and political issues and encourage active participation in decision-making.

Empower Marginalized Groups: To actively engage and empower marginalized and underrepresented communities, ensuring their voices are heard and included in democratic processes.

Promote Fact-Based Discourse: To combat misinformation and disinformation by promoting critical thinking, media literacy, and fact-based discussions that contribute to informed public discourse.

Ecosystem Conservation: To advocate for and implement strategies that protect and restore mountain to Tarai ecosystems, conserving their biodiversity and ecological integrity.

Community Empowerment: To engage with local communities in mountain to Tarai regions, empowering them to be active participants in sustainable resource management and decision-making processes.

Cultural Preservation: To respect and celebrate the cultural heritage of the mountain to Tarai communities, integrating traditional knowledge and practices into conservation and development efforts.

Climate Resilience: To address the impacts of climate change on mountain to Tarai ecosystems and communities by promoting adaptive strategies and advocating for global climate action.

#### **Modus Operandi**

The Jaya Nepal International Foundation (JNIF) will employ the following strategies/methods to attain the above-mentioned objectives.

Policy Advocacy: To influence policies and regulations at local, national, and international levels that address the unique challenges faced by the mountain to Tarai regions and promote their sustainable development.

Collaborate with Institutions: To collaborate with educational institutions, government agencies, civil society organizations, and international bodies to strengthen democratic institutions and practices.

Develop Innovative Tools: To leverage technology and innovation to create tools and resources that facilitate democratic engagement, information sharing, and collective action.

Measure and Evaluate Impact: To regularly assess the impact of our programs and initiatives, adjusting strategies as needed to ensure meaningful contributions to democratic values and processes.

Education and Awareness: To raise public awareness about the importance of mountains to Tarai ecosystems and the issues they face through educational programs, workshops, and outreach campaigns.

Research and Science: To support scientific research that contributes to a deeper understanding of mountain to Tarai ecosystems, their dynamics, and the impacts of human activities.

Collaboration and Partnerships: To foster collaboration among governmental organizations, non-profits, academia, businesses, and local communities, promoting holistic solutions to related challenges.

Sustainable Tourism: To encourage responsible tourism practices that provide economic benefits to mountain to Tarai communities while minimizing negative environmental and cultural impacts.

Capacity Building: To provide training, resources, and capacity-building programs to empower local stakeholders to take a proactive role in addressing issues.

Educate and Empower: Provide educational resources, workshops, and training programs that empower individuals with the knowledge and skills to make informed decisions and engage effectively in democratic activities.

Engage Youth: Cultivate a sense of civic responsibility among young people by offering programs and initiatives that inspire their active participation in shaping the future of their communities and societies.

Combat Misinformation: Develop campaigns and initiatives that promote critical thinking, media literacy, and responsible information sharing to counter misinformation.

Collaborate Across Borders: Forge partnerships with international organizations and initiatives to share best practices, learn from global experiences, and strengthen democratic values worldwide.

Measure and Report Progress: Regularly assess the organization's progress toward its goals and transparently communicate results to stakeholders, ensuring accountability and continuous improvement.

Collaborative Partnerships: Establish collaborative partnerships with organizations, institutions, and governmental bodies to pool resources, knowledge, and efforts toward shared mountain to Tarai conservation goals.

Transparency and Accountability: Maintain transparent reporting mechanisms to communicate progress, challenges, and outcomes to stakeholders, ensuring accountability and maintaining trust.

## **ARTICLE 6** **MEMBERSHIP**

Jay Nepal International Foundation shall have different categories of membership. Membership will be open to anyone who believes in the vision, mission, and objectives of the organization regardless of nationality, gender, race religion, or belief. All memberships are non-transferable. A member can withdraw his/her membership from JNIF, but the membership fee is non-refundable. The Secretary and Treasurer will actively maintain members' names, addresses, email addresses, membership duration, and membership type. The membership fee cannot be changed or modified by anyone without bylaws amendment. The membership will be classified into five categories:

### **6.1 GENERAL MEMBER**

1. The general membership is open to anyone who believes in JNIF's mission.
2. An individual may apply for membership online or any other remote means using Universal Resource Locator (URL), or any other technology authorized by EC or directly with Chapter.
3. All active members must pay a membership fee of US \$10.00 in the US or an equivalent amount in local currency to the JNIF Chapter.
4. All general members shall be associated with a local Chapter. In the absence of a local Chapter, a member can choose the Chapter closer to his/her geographical location.
5. All Chapters must publish a list of their members and report to the EC in their quarterly meetings.
7. Individual members shall have the right to vote in the local Chapter per bylaws.
8. An individual shall not be a member of more than one Chapter for the same calendar year.

### **6.2 LIFETIME MEMBER**

1. The lifetime membership is open to anyone who believes in JNIF's mission.
2. An individual may apply for JNIF lifetime membership by filling out the online form or any other remote means using Universal Resource Locator (URL) or any other technology directly with the Chapter or EC.
3. All active lifetime members must pay a membership fee of US \$100.00 in the US directly in EC or an equivalent amount in local currency to the JNIF Chapter.
4. All lifetime members shall identify by default with a local Chapter.
5. A lifetime membership will be considered for the lifetime of a member and is not transferable in any circumstances.
6. Chapters can initiate to make lifetime members in their locations.
7. 50% of all membership fees made by Chapters shall be sent to JNIF Headquarters by the end of each quarter and deposited in the JNIF EC bank account.

8. Lifetime members shall have the right to be a candidate for a position of the local Chapter or EC per bylaws and contest such election.
9. In case the membership fee is paid directly to the EC, the EC shall send 50% of the fees to the related Chapter which the new member is associated with.
10. A Life member can relocate his/her default Chapter in case of his/her physical change of address with no additional fees. The new Chapter shall update the information of such lifetime members and inform the EC within 30 days.

### **6.3 BRONZE MEMBER**

1. The bronze membership is open to anyone who believes in JNIF's mission.
2. A bronze member must pay a membership fee of US \$1,000.00 to US \$1,999.99. The bronze member becomes a lifetime member by default.
3. An individual may apply for membership online or by any other remote means using Universal Resource Locator (URL) or any other technology.
4. A bronze Member will be considered a lifetime member and is not transferable in any circumstances.
5. A bronze Member will be considered active once his/her membership fee is deposited in the JNIF bank account and approved by the Executive Committee.
6. The bronze members shall have the right to be a candidate for a position of EC per bylaws and contest such election.
7. The Gold members will become a life member of a default Chapter.

### **6.4 SILVER MEMBER**

1. The silver membership is open to anyone who believes in JNIF's mission.
2. A silver member must pay a membership fee of US \$2,000.00 to US \$3,999.99. The silver member becomes a lifetime member by default.
3. An individual may apply for membership online or by any other remote means using Universal Resource Locator (URL) or any other technology.
4. A silver Member will be considered a lifetime member and is not transferable in any circumstances.
5. A silver Member will be considered active once his/her membership fee is deposited in the JNIF bank account and approved by the Executive Committee.
6. The silver members shall have the right to be a candidate for a position of EC per bylaws and contest such election.
7. The silver members will become a life member of a default Chapter.

### **6.5 GOLD MEMBER**

1. The Gold membership is open to anyone who believes in JNIF's vision and mission.
2. A Gold member must pay a membership fee of US \$4,000.00 to US \$9,999.99. The Gold member becomes a lifetime member by default.
3. An individual may apply for membership online or by any other remote means using Universal Resource Locator (URL) or any other technology.
4. A Gold Member will be considered a lifetime member and is not transferable in any circumstances.
5. A Gold Member will be considered active once his/her membership fee is deposited in the JNIF bank account and approved by the Executive Committee.
6. The Gold members shall have the right to be a candidate for a position of EC per bylaws and contest such election.
7. The Gold members will become a life member of a default Chapter.

### **6.6 PLATINUM MEMBERSHIP**

1. The Platinum membership is open to anyone who believes in JNIF's vision and mission.
2. A Platinum member must pay a membership fee of US \$10,000 or more and be committed to promoting and extending the vision and mission of JNIF will become a Platinum member.
3. An individual may apply for membership online or by any other remote means using Universal Resource Locator (URL) or any other technology.
4. A Platinum Member will be considered a lifetime member and is not transferable in any circumstances.

5. A Platinum Member will be considered active once his/her membership fee is deposited in the JNIF bank account and approved by the Executive Committee.
6. The Platinum members shall have the right to be a candidate for a position of EC per bylaws and contest such election.
7. The Platinum members will become life members of a default Chapter.

#### **6.7 HONORARY MEMBER**

JNIF general assembly can issue honorary membership to an individual with a distinguished contribution to the mission and vision of the organization. Honorary members may act as advisers but will have no voting rights.

### **RESPONSIBILITIES AND PRIVILEGES OF GOLD MEMBERS**

1. To vote for the Executive Committee and local Chapter.
2. To file candidacy in the election of the EC.
3. To actively participate in promoting the vision and mission of the organization.

#### **6.6 FOUNDING MEMBER**

A person who is a member of the first global committee is considered a global JNIF founding member. A person who is a member of the first Chapter committee is considered a JNIF Chapter founding member.

#### **6.7 QUALIFICATION FOR MEMBERSHIP**

1. The following are the required qualifications:
  - a) Shall be at least 18 years old.
  - b) Shall be a person who has not been convicted of any crime by law of the country of residence.
  - c) Shall not be mentally deranged.
  - d) Shall not be a person declared as a destroyer of public property or a danger to public security and harmony.
  - e) Shall follow the provisions of this statute, and the rules and bylaws of JNIF Central and Chapter.
2. An individual may apply for membership online or any other remote means using a universal resource locator (URL) or any other technology or means approved by the JNIF executive committee.
3. The person will be considered a member once approved by the JNIF Executive Committee.

#### **6.8 SUSPENSION/CANCELLATION/REVOCATION OF MEMBERSHIP**

JNIF membership shall be suspended/canceled/revoked in the following conditions:

1. A member who was accused with sufficient proof shown against the vision, mission, and objectives of JNIF found by the Disciplinary Committee and recommended to EC to suspend/cancel/revoke his/her name from the JNIF record.
2. A member who requested to cancel his/her membership from the JNIF record in written form.
3. A member who publicly expresses his/her views against JNIF, EC shall ask such member for his/her clarification in writing. If the member cannot give sufficient clarification or doesn't respond within the deadline, EC shall suspend/cancel his/her membership.
4. In case of suspension/cancellation/revocation of life membership, EC reviews, negotiates, and approves the request and provides a suspension/cancellation/revocation letter to the person, works with default Chapter to update records, and makes public notice if needed.
5. Membership shall be automatically canceled after the death of a JNIF member.
6. Membership fees are not refundable to any category of membership.
7. The members will be given one month for clarification about charges. If no clarification is received within one month or a satisfactory reply is not received, his membership will be canceled.

## ARTICLE 7

### THE EXECUTIVE COMMITTEE

#### **7.1 RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE**

1. To submit the program plan to the general assembly for consent.
2. To deliver and implement programs approved by the general assembly.
3. To conduct the daily business of the organization, the elected Executive Committee (EC) will be authorized to perform daily activities.
4. To promote the vision and mission of JNIF and establish different Chapters as necessary as per approved bylaws and update the Chapters' status at least once a year.
5. To establish relationships and coordination with different organizations.
6. To establish a task force to promote the vision, mission, and objectives of JNIF.
7. To collaborate with other organizations to work on the common interest and promote the vision, mission, and objectives of JNIF.
8. The EC shall maintain the website and JNIF members' mailing list.
9. The EC shall celebrate at least two (2) flagship programs each year.
10. The EC shall reserve the right to appoint up to seven advisors for the advisory committee as needed.

#### **7.2 TERM OF SERVICE**

Each member of the Executive Committee shall serve for a term of 3 (Three) years until his/her successor in office is duly elected and qualified.

#### **7.3 POSITIONS IN THE CENTRAL EXECUTIVE COMMITTEE**

Any life member or a Trustee who believes in the vision, mission, and objectives of JNIF, may qualify to be a member of the Central Executive Committee (EC). There will be a President, General Secretary, Treasurer, department chairs appointed under article 14.1, all Chapter president members by default, and 50 percent nominated members of the total number of Chapters. The EC will consist of the following positions:

- 1) President
- 2) General Secretary
- 3) Treasurer
- 4) Member (Chapter presidents)
- 5) Department Chairs appointed under Article 14.1
- 6) Nominated members (Nominated fifty percent of the total number of Chapters).

#### **NOTE:**

a. To fulfill the members by nomination process after the elected body shall have the meeting, such EC members being nominated must be JNIF life members and must cross the one of time of their membership.

b. The Central Executive Committee shall create different task force committees and sub-committees as necessary.

#### **7.4 DUTIES OF JNIF' ELECTED OFFICERS**

Duties, rights, and responsibilities of the central executive committee officers:

##### **1. President**

1. The President shall lead his/her team with the highest standards.
2. The President shall cast a decisive vote to break ties in the Central Executive Committee Meeting. 3. The President shall submit his/her vision and plan every year to the Board of Trustees within the first 30 days of his/her term for consent and execute all programs with his/her team.
4. The President shall reach out and build partnerships with other organizations on common objectives.
5. The President shall preside all monthly/quarterly/annual and special meetings of the Executive Committee.
6. The President shall form task forces and sub-committees with the approval of the Executive Committee with Terms of Reference (TOR).

7. The President shall appoint advisors with the approval of the Executive Committee.
8. The President is responsible and shall work with the General Secretary and Treasurer to ensure the registration of JNIF is maintained per laws.
10. The President shall work closely with the treasurer to maintain financial transparency.
11. The President shall work closely with the treasurer to publish an annual financial report of the previous financial year by the end of the second quarter of each year.
12. The President shall hire administrative staff and other professional services as needed and approved by the Executive Committee.
13. The President could be a co-signer in a check. The president reserves the right to issue a check or spend up to \$500.00 in case of emergency.
14. The position of President, if vacant, a General Secretary will be appointed to fill the position immediately.
15. The President shall work with the General Secretary and Treasurer to publish the membership list annually

## **2. General Secretary**

1. The General Secretary shall record all the proceedings of the meetings of the EC. The General Secretary shall distribute the minutes of the meetings to the appropriate members within two weeks after the date of the meeting.
2. The General Secretary shall be responsible for maintaining and securely archiving all official records of the organization.
3. The General Secretary shall work closely with the President in providing administrative support to the organization. He/she shall prepare/present the official documents and records as needed.
4. The General Secretary shall work closely with the President, Treasurer, and Chapter Presidents to maintain and publish the membership list.
5. The General Secretary shall work under the guidance of the President to ensure JNIF functions with compliance.
6. The General Secretary shall work as the spokesperson of the organization with close guidance from the President.

## **3. Treasurer**

1. The Treasurer shall be the custodian of all funds of the organization.
2. The Treasurer shall maintain bank accounts, receipts, and disbursement of funds and shall give complete financial reports to the Executive Committee during the quarterly meeting.
3. The Treasurer shall prepare a financial report sufficiently detailed for the preparation of any annual reports or tax returns required by the Internal Revenue Service. He/she shall fulfill all regulatory requirements such as filing IRS tax returns etc. promptly.
4. The Treasurer shall work closely with the President, General Secretary, and Chapter Presidents to maintain and publish the membership List.
5. The Treasurer shall verify the new membership list by checking the membership fee deposited in the bank account and inform the Secretary.
6. The Treasurer shall be a co-signer of all the bank transactions. The treasurer reserves the right to issue a check or spend up to \$500.00 in case of emergency.

## **4. Executive Members**

1. He/she shall attend the annual/quarterly or special meetings.
2. He/she shall work on the task force and/or special projects as assigned by the Executive Committee.
3. He/she shall update the current issue regarding the JNIF vision, mission, and objectives in the EC meeting.
4. He/she shall work closely with the default region or the task assigned by EC.

## **7.5 PLACE OF MEETING**

Meetings of the Executive Committee may be held in person or virtually using communication technology as specified in the notice announcements.

## **7.6 CALENDAR YEAR**

The Calendar year will begin on January 1st and ends on the 31<sup>st</sup> of December each year.

## **7.7 THE EXECUTIVE COMMITTEE MEETING**

1. The Executive Committee meeting shall be held monthly. The General Secretary shall send the notice to the executives about the meeting date, place, and time a minimum of seven days ago.
2. The Executive Committee shall have the power to fix by resolution the place, date, and hour of other regular meetings of the EC.
3. The EC must approve the agenda 24 hours before the meeting. The General Secretary must maintain all meeting minutes.
4. The majority of the EC members present in the Executive Committee meeting can decide by consensus or a majority of present members. If the majority of the EC members are not present in the meeting than minutes will be sent in email and get consensus from committee members and can make decisions. The members must reply within 7 days, and nonreply on that means approval or consensus on the decisions.
5. Any proxy vote shall not be accepted in the EC meeting. The committee members must send consensus through email, or any authorized communication means by the committee.

## **7.8 SPECIAL MEETINGS**

If there is any kind of situation where matters need to be resolved by a General Meeting and it is not practical to wait for a regular or Annual General Meeting (AGM), at that condition at least 51% percent or 9 Executive Members whichever is less can make a written request to have Special Meeting. At that condition, EC shall call Special Meetings by sending written notice to all members to the extent it is possible.

## **7.9 NOTICE OF MEETINGS OF EXECUTIVE COMMITTEE**

Notice of a regular/special meeting of the Executive Committee shall be given to each Executive member on seven days (7) notice in writing, either personally, by mail, by e-mail, or by wire. If the majority of the executive committee members are present at any regular or special meetings of the EC, this clause shall allow us to conduct the meeting without any previous notice.

# **ARTICLE 8**

## **ELECTION OF THE EXECUTIVE COMMITTEE**

### **8.1 ELECTION COMMITTEE**

1. The Executive Committee shall appoint a chief election commissioner and a Election Committee of either 3 or 5 members including the chief election commissioner 60 days before the election date.
2. The Election Committee shall submit a complete schedule in writing to the Executive Committee and request it to be posted on the JNIF website for public information.
3. The Election Committee shall publish a public notice for the election with the complete election process at least 30 days before the date of election.
4. The Election Committee shall follow the election guidelines of JNIF, and it can make its additional rules to conduct the election consistently with this bylaw.
5. The Election committee shall work closely with the President to get the most current members list.
6. The Election Committee shall verify and validate all the members and must publish a valid members list on the website of JNIF.
7. The Election Committee shall provide a list of verified eligible voters to all valid candidates at least 4 weeks before the election.
8. No new member will be included on the voter list if he/she becomes a member after April 30 of each election year.
9. The Election Committee shall consult with the Executive Committee as needed.
10. Election could be held by a secret ballot or via electronic media as approved and recommended by the Executive Committee.

11. The Election Committee shall complete the entire election process, certify the results, and announce the names of the elected officers of the Executive Committee no later than the 10<sup>th</sup> of July.
12. The person receiving the majority votes for a designated position shall be declared elected.
13. Any member may file a complaint against the voters' list either the listed name is not qualified, or the voters' list is missing or not listed before the Election Committee in written form. If the Election Committee receives a complaint about the voter list, the Election Committee shall decide based on the bylaws.
14. The Election Committee shall maintain confidentiality. The Election Committee shall reserve the right to make a final decision on the election process and the results.
15. The chief election commissioner shall preside over the oath-taking of the President. The elected President shall preside over the oath-taking of the rest of his/her team in the presence of the chief election commissioner.
16. The election committee shall be dissolved immediately after the completion of the oath-taking ceremony.
17. In case the election process is not conducted on time due to various reasons after the formation of the election commission, the Election Committee shall provide sufficient reasons to extend the election for an additional two months. If the election was not conducted within the additional two months, the Executive Committee shall dissolve the Election Committee and form an ad-hoc Election Committee of 3 to 5 members to conduct the election within an additional three months.

## **8.2 VOTERS ELIGIBILITY**

1. The current members shall elect the candidate of the Executive Committee by majority vote in an election.
2. The Election Committee reserves the right to certify the eligible voters list ensuring each voter has the membership date before April 30 of that election year.
3. Each voter shall provide a unique email ID to get the voter ID and password for the election purpose.

## **8.3 MINIMUM ELIGIBILITY FOR THE EXECUTIVE COMMITTEE CANDIDACY**

### **1. President**

1. A candidate for the President must have served for at least one complete term of 2 years in the Executive Committee.
2. A candidate must be a lifetime member before April 30 of the election year.
3. One shall not be running for the position of the president for more than two consecutive terms.

### **2. General Secretary**

1. A candidate for the General Secretary must have completed one term either on the Executive Committee or the Chapter's Executive Committee.
2. A candidate must be a Member before April 30 of the election year.

### **3. Treasurer / Executive Committee Member**

1. The candidate for the treasurer / executive committee member must be a life member.

## **8.4 FILLING THE VACANT POSITION OF THE CENTRAL EXECUTIVE COMMITTEE (EC)**

1. If the position of any officials or member of the EC is vacant due to any reason within the first year of the election, such position shall be fulfilled by a special election process. In such a case, the EC will form the Election Committee. In case of no candidacy in the second election process, as stated in this, the Central Executive Committee shall have the right to appoint the vacant position by its majority vote in the meeting.
2. If these positions are vacant in the second year of the election, the Executive Committee shall reserve the right to nominate the person(s) for the vacant positions(s) for the remaining tenure of the Committee. The EC shall be aware to make sure of the eligibility of the candidate to be nominated in such position as stated in this bylaw.

3. Any elected candidate in the EC must resign from their existing position from the Chapter within 30 days of oath in the office of EC. An executive committee official must resign from the existing post to file the candidacy in the Chapter.

## **ARTICLE 9 GENERAL ASSEMBLY**

1. The General Assembly is the most powerful body of JNIF.
2. The General Assembly Meeting shall be held at least once a year.
3. The General Assembly shall include all members.
4. The General Assembly shall have the authority to rectify decisions made by the Executive Committee.
6. The General Secretary may collect the Proxy voting and shall be allowed in the General Assembly.
7. The General Assembly reserves the right to amend bylaws with a 2/3 (TWO-THIRD) majority vote of any present members in the General Assembly.

## **ARTICLE 10 CHAPTERS**

1. A group of at least 5 interested individuals may submit a written request to open a new Chapter. The EC shall provide consent within 4 weeks to open such a Chapter for those applications that satisfy the requirement under this bylaw.
2. The EC shall notify such approval to the general assembly.
3. All Chapters must send membership fees to the center as specified in this bylaw.
4. The Chapters must form a 5-member committee within 60 days, and it shall include the Chapter's President, and other posts as necessary.
5. A member shall only have the right to vote in one Chapter.
6. The EC reserves the right to cancel affiliation with its Chapters. All such cancelations shall be notified to the general assembly in writing to protect JNIF from any reputational and/or financial risk.
7. All Chapters must adhere to local laws.
8. All Chapters may create their bylaws and submit EC.
9. All Chapters shall maintain their bank account and must adhere to local government laws. They are encouraged to register as a non-profit organization under the local laws in their state or nation.
10. All Chapters shall maintain high standards by maintaining financial transparency.
11. If there is any conflict between the Chapter and the JNIF HQ bylaws except the local laws, at that condition JNIF HQ bylaws shall prevail, and the Chapter bylaws shall be considered void and null.
12. All Chapters shall complete their election by the end of May on each term.
13. All Chapters must write the word 'Chapter' at the end of the name.
14. All Chapters shall follow the guidelines prepared by the EC and shall adopt the local laws on the bylaws.
15. The JNIF central committee may create rules and regulations for Chapters.

## **ARTICLE 11 Function of JNIF Chapters**

There shall be the following functions of JNIF Chapters:

1. To function as the local executive body of JNIF.
2. To promote JNIF's Vision, Mission, Objectives, and membership.
3. To coordinate and implement JNIF-related activities within its Chapter.
4. To implement JNIF Headquarters-related policies; and
5. To provide suggestions to EC related to its Chapter issues and related matters.
6. No existing Chapter committee member/elected official shall file the candidacy for the JNIF EC election except for the Chapter president.

If the lifetime member holds a post in the Chapter, he/she shall resign from the existing Chapter Committee before filing the candidacy in the EC election.

## **ARTICLE 12 NEPAL CHAPTER**

1. There shall be only one Chapter in Nepal. The Nepal Chapter shall be the model Chapter as the Homeland Chapter for all the Nepali living around the world.
2. At least 1 (one) candidate shall be elected from each political region to form the new Chapter committee in Nepal Chapter.
3. JNIF Headquarters shall establish a JNIF contact office in Nepal under the coordination of the Nepal Chapter.
4. The Nepal Chapter shall host the different types of social activities in Nepal.
5. Nepal Chapter shall prepare its program guidelines for financial management and other regulations to continue the different programs.
6. Nepal Chapter can establish provincial, District, and local Chapters as required.

## **ARTICLE 13 ADVISORY COMMITTEE**

1. The EC and Chapters may form an Advisory Committee consisting of individuals whose primary responsibility shall be to advise the President and Board on specific matters as and when necessary.

## **ARTICLE 14 DEPARTMENT, TASK FORCE, AND SUB-COMMITTEES**

1. The EC shall form the following Departments.

- a) Global Knowledge Network
- b) Global Youth Network
- c) Global Media Network
- d) Global Media Network

The Executive Committee may form other departments or networks as necessary. The Executive committee will make and implement regulations regarding departments/networks.

2. The EC may form the task force and sub-committees needed for conducting the special activities of the organization. All task forces and sub-committees will have a start and end date. The task force committee shall be dissolved after completion of the task.
3. The tenure of the task force committee may be extended with approval from the EC. The sub-committees shall function within the tenure of EC. The tenure of nominated Task Force and sub-committee members shall not be counted as eligible to file candidacy in EC.

## **ARTICLE 15 ADOPTION OF BYLAWS AMENDMENT**

### **Adoption**

The Amendment of bylaws shall become effective upon adoption by two-thirds of the members. All the members of JNIF shall be provided with an electronic copy of the bylaws.

### **Amendment**

1. The bylaws so made, altered, amended, repealed, or reinstated by the members at any annual or special meetings of EC.
2. The Executive Committee by 2/3 (TWO THIRD) of the quorum and with a majority vote shall have the power to make, alter, amend, or repeal the by-laws of the corporation, except that the first bylaws of the corporation may be adopted by the incorporates.

## **ARTICLE 16 RECORDS**

EC shall maintain the records of the organization, including books and records of accounts, and minutes of proceedings of EC at such place as designated.

## **ARTICLE 17 SEVERABILITY**

### **Authority**

If any bylaw or provision of these by-laws is found in violation of any superseding law or Authority, such will not affect any other bylaw or provision of these bylaws not in such provision.

## **ARTICLE 18 NON-PROFIT STATUS**

1. The organization is organized exclusively for charitable purposes under section 501(c) (3) of the Internal Revenue Code.
2. No substantial part of the activities of the organization shall participate in or intervene in (including the publishing or distribution of Statements) any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE 19 COMPLIANCE**

Any matters that are not outlined in this By-laws or its Charter, Washington, District of Columbia's Not-for-profit corporation law shall apply as long as that provision is not directly in conflict with this By-laws.

## **ARTICLE 20 FINANCIAL TRANSACTION COMPLIANCE**

1. The General Assembly shall appoint an internal audit committee (IAC). At least one member of the Internal Audit Committee (IAC) shall be a Certified Public Accountant.
2. IAC shall have the right to review all financial records and activities of the EC. Whenever IAC requests financial records, EC shall provide them to IAC within 15 days.
3. The treasurers and finance committee shall keep its Books and Records based on United States Generally Accepted Accounting Principles (USGAAP).
4. All Bank accounts to cash in hand and other valuables of the organization shall have custody with the treasurer.

## **ARTICLE 21 DISCIPLINARY COMMITTEE**

1. The Executive Committee shall form a disciplinary committee. The Member of the EC officials or any JNIF member or a Chapter who is charged with violation of JNIF Bylaws and acted against the purpose and objective of this bylaws and conflict of interest shall have the right to be heard before the Disciplinary Committee.
2. Three members of an independent Disciplinary committee shall be formed appointing at least one person from a professional legal background. No member shall be appointed from the existing EC, but the member must be a JNIF lifetime member.
3. The EC shall file the complaint against the violation to the disciplinary committee.

4. The disciplinary committee shall hold a hearing on such charges and shall have the power to make findings and issue a decision based on the evidence presented in the hearing.
5. The Disciplinary Committee shall recommend actions to the EC. The action may include warnings, expel from the EC and Chapter committee, suspension of membership for a certain period, or revocation of membership if the Disciplinary Committee finds that such member has violated or acted against the Code of Conducts, objective, or the bylaws of the JNIF. In the case of the Chapter's act against violation of JNIF Bylaws and against the purpose and objective of these bylaws Disciplinary Committee shall recommend the appropriate action to the EC. The action may include a written warning, suspending the Chapter for a certain period, or revoking the affiliation with JNIF in the future. Such a Chapter shall have the right to clarify to the Disciplinary Committee against the charge.
6. As recommended by the Disciplinary Committee, the EC shall act against the members and Chapter.
7. The person or Chapter shall have the right to appeal to the general assembly through EC to consider with sufficient explanation within 15 days in written form.

## **ARTICLE 22 OFFICERS' LIABILITY**

Any officer shall not be personally liable for monetary damages for breach of fiduciary duty as an officer notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of an officer, to the extent that such liability is imposed by applicable law: 1. Any breach of the officer's duty to the organization.

2. Acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law.
3. Any transaction from which the officer derived an improper personal financial benefit.
4. Willful violation of this by-law of JNIF.
5. Willful act against the vision, mission, and objectives of JNIF.
6. Willful failure to keep financial records of JNIF.

## **ARTICLE 23 INSTITUTIONAL INVOLVEMENT**

Jay Nepal International Foundation (JNIF) may coordinate and collaborate with other associations operating in the national and international arena for the development of the rights, facilities, and other professions of its members. However, if membership or affiliation of such associations operating in the national and international arena is required, it will be done only by the Annual General Meeting.

## **ARTICLE 24 LIQUIDATION**

The liquidation and dissolution of the JNIF or the amendment of an article of the incorporation of the Jay Nepal International Foundation may be decided upon by a two-thirds majority of those present and voting at a General Assembly, provided that notice of the proposed dissolution or details of the proposed amendment shall have been circulated with the notice of the meeting. In the event of dissolution, the Executive Committee shall apply any residual funds of the society before vacating office in furtherance of the JNIF's aims, and no member shall have any claim on the JNIF concerning fees and subscriptions paid.

## **ARTICLE 25 DISSOLUTION**

The property of this organization is irrevocably dedicated to the purposes mentioned in Article III and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member of this organization, or the benefit of any private individual, except that the organization shall

be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in the purpose clause hereof. Upon the winding up and dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code.

**EXHIBIT 1  
SEAL AND LOGO OF JNIF**



**EXHIBIT 2  
OFFICE OF OATH**

For the Chapter Committee/ EC officials:

I (Full Name and the Elected Post of Chapter/EC) do solemnly swear that I will do my best to achieve the vision, mission, and objectives of JNIF. I will bear true faith and allegiance to the JNIF bylaws and code of ethics. I will always keep the secrecy and standards of my office.

Signature of the official Signature of the Chief Election officer Date:

**EXHIBIT 3  
MEMBERSHIP APPLICATION FORM**

I/we, ..... would like to join the Jay Nepal International Foundation (JNIF), as a General/Life/Trustee/Institutional/Pattern member according to the JNIF's bylaws.

<b>JAY NEPAL INTERNATIONAL FOUNDATION</b>		PHOTOGRAPH
FULL NAME		AGE/SEX

FULL ADDRESS	
TELEPHONE: EMAIL:	
Involved Organizations	
Default Chapter	
Recommendation By	
FOR OFFICIAL RECORD	MEMBERSHIP ID NO.: MEMBERSHIP DATE: MEMBERSHIP      FEES      RECEIVED THROUGH: CHECK/BANK   ACCOUNT/CASH/PAYPAL (TICK ONE)
RECORD KEEPER'S NAME	
POST	