

BY-LAWS OF COMPUTER ASSOCIATION OF NEPAL-USA

ARTICLE I - ORGANIZATION

Section 1: Name

The name of the organization shall be COMPUTER ASSOCIATION OF NEPAL-USA. A short/alias name shall be CAN-USA.

Section 2: Name Change

The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II - AIMS AND PURPOSES

Aims and purposes of this organization are as stated in the articles of incorporation and any amendments as thereof.

ARTICLE III - MAJOR ACTIVITIES

Corporation will carry only those activities which will further its aims and purpose and will be open to all public.

ARTICLE IV - MEMBERSHIP

Section 1: Criteria

The membership shall be open to all individuals who are willing to support the purpose of CAN-USA and work within the framework of these by-laws. CAN-USA shall not discriminate on the basis of age, sex, sexual orientation, race, color, national origin, religion, ethnic caste, disability, marital status and military status. Members need to complete a membership application, pay appropriate dues. Other means of membership as determined by the officers after approval of the executive committee will also be acceptable.

Section 2: Dues;

The membership dues will be established in yearly basis as determined by the Officers after approval by the board of directors in their annual meeting. Fees are collected in a yearly basis.

Section 3: Termination of members and officers

Member will be terminated if

1. the member resigns by giving a written notice to the president; or
2. the member fails to pay the annual membership dues ;or
3. there is substantive evidence that such member is acting against the aim and objective of the Association.

This decision will only be taken by the majority of the executive board who will do proper investigation, provide two weeks' notice for the opportunity to

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explain. No membership dues already received shall be refunded in case of membership termination

The organization may at its pleasure by a vote of the membership body change the membership criteria, type, and dues.

ARTICLE V - MEETINGS

The annual membership meeting of this organization shall be held on the first week of July, except if the Board of Directors shall fix the day some other time. The Secretary shall cause to be mailed to every member in good standing at his email address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held through teleconference or video conference. Local members can assemble in a physical venue as well.

The physical or electronic presence of 50% percent or greater members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 4 weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum of one third shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be e-mailed to all members at their addresses as they appear in the membership roll book at least ten (5) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of more than 33% of the members the board will decide on to cause a special meeting to be called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

All meeting notification will be sent via electronically and will be posted in the website as we

ARTICLE VI - VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice or electronic. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of one to three who shall act as "Inspectors of Election" and who shall, at the conclusion of such

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balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VII - ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VIII - OFFICERS AND EXECUTIVE BOARD

Section 1: Board of Directors:

The business of this organization shall be managed by a Board of Directors consisting of Officers, Executive Members, and Past Presidents of the Association.

Section 2: Officers:

The Officers shall consist of:

1. President
2. Vice President of Eastern Region
3. Vice President of Mid Region
4. Vice President of Western Region
5. General Secretary
6. Treasurer

Election of Officers: These Officers in section 2 shall be elected either in annual general member meeting or by mail-in ballots. Each officer must be proposed and seconded by one member in each case and these members must be in good standing.

Re-election and terms: All Officers are eligible for reelection to the position previously held or new position. Election shall be held every two years. No Officers shall serve more than two (2) consecutive terms in the same position.

Section 3: Executive Members:

The Executive Members, numbering no more than 20, shall be elected as Officers in section 2. In case there are not enough Executive Members elected in general election the executive members shall be selected by the officers as well on the basis of their contribution or anticipated contribution to the affairs of the Association. Any Officer can propose a member for the position of

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Executive Member and must be approved by at least three of the Officers to be elected as an Executive Member. The term of the Executive Membership shall be the same as the term of the Officers.

Section 4: Past Presidents:

All the past Presidents of the Association are ex officio members of the Executive Board and will serve in an advisory capacity. Their presence in the meeting shall count towards the quorum. They will not have the voting rights in the in the affairs of the Board. Past Presidents, however, can serve as Executive Members if so elected by the Officers.

Section 5: Duties of the Officers:

- The President shall preside at all membership meetings. He/she shall by virtue of his/her office be Chairman of the Board of Directors. He/she shall present at each annual meeting of the organization an annual report of the work of the organization. He/she shall appoint all committees, temporary or permanent. He/she shall see all books, reports and certificates required by law are properly kept or filed. He/she shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- The Vice President(s) shall perform such duties and have such powers as the Executive Board may, from time to time, delegate him or her. There are three vice presidents representing three loosely categorized geographic regions of the United States. The Vice President of Eastern Region will represent the region east of Mississippi, the Vice President of Western Region will represent the western states of US (Alaska, Hawaii, Washington, Oregon, Idaho, Montana, Wyoming, California, Nevada, Utah, Colorado, Arizona, and New Mexico), the Vice President of Mid Region will represent states west of Mississippi and east of western states. In the absence of the President, one of the Vice Presidents shall perform the duties of the President as designated by the President.
- The General Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He/she shall give and serve all notices to members of this organization. He/she shall be the official custodian of the records and seal of this organization. He/she may be one of the officers required to sign the checks and drafts of the organization. He/she shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He/she shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization. He/she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
- The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or



trust company a sum not exceeding \$ 10,000 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer. Officers shall by virtue of their office be members of the Board of Directors.

Section 6: Duties of the Executive Board (Board):

The Board shall transact the business of the Association. A majority of the Board shall constitute a quorum of the Executive Board meetings. The board shall have the authority to form various committees and appoint members to look after these committees to fulfill different ongoing tasks of the organization. The Board will have full authority to join other associations or organizations around the world. The Board can provide a "Sister Organization" status to any organizations in US or Canada who fulfill the aims and objectives of the Association and are tax-exempt organization with no political agenda and are in good standing.

Section 7: Resignation of board members:

If the President resigns, one of the Vice President will replace that position for the remainder of the term as designated by the board. The vacant position of the Vice President(s) and of any other Officers due to their resignations will be filled by a member selected by the Executive Committee for the remainder of the term.

Any Executive Member may resign by giving notice in writing to the President. Any person may be relieved of his/her executive membership by the Executive Board, if there is substantive evidence that such person is acting against the aim and objective of the Association.

Officers and Executive Members will be terminated if

1. fails to maintain the membership of the organization; or
2. such person is acting against the aim and objective of the Association or not fulfilling his/her duties. In that case a no-confidence motion has to be passed by the executive committee for the removal of the officer. Upon approval of the no-confidence motion by the executive board, a mail-in ballot must be sent to all current members of the organization to approve/deny the no-confidence motion against the officer in question. Alternatively, voting via secure electronic media can also be done. A simple majority of the members vote shall decide whether the no-confidence motion is approved or denied.



Section 8: Compensation:

No board member shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX - FUNDS

Source of funding for the organization will be annual membership dues, individual and corporate sponsorships solicited through email, direct mail and solicitations, online contribution made through the organizations website www.can-usa.org. In addition we may apply for grants and donations in future for the projects to further our cause and mission.

ARTICLE X – FUND DISPERSEMENT

All funds raised by this organization shall be used solely to fulfill its aims and purposes.

We may provide technical services, funds or both to those organizations who are 501 (3) © compliance and who carry out services for us in compliance to our mission and our purpose and only for our mission and purpose.

We may provide technical services, funds or both to individuals as well who carry out services for us in compliance to our mission and our purpose and only for our missions and purpose. In such cases board may ask for application, review them for IRS code compliance. On completion and during the project period, board will designate a person to supervise if the project is run according to approved proposal. In case of providing such funds to foreign organizations or individuals, personal guarantee of at least one executive member will be recorded. Such projects will be supervised for the compliance of IRS code compliance and project report will be recorded and published in the website.

ARTICLE XI - RECORDS

All pertinent records except personal information shall be in public domain. Organization will keep all records required by law electronically. Records of financial statements, tax records and minutes of meetings, by-laws electronically and publish in the website.

ARTICLE XII - SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.



ARTICLE XIII - COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

ARTICLE XIV - AMENDMENTS

The general body of the membership shall have the power to make, repeal, amend, or alter the By-Laws of the Association. Such amendment shall be proposed by the membership and decided by the board of directors to present to the full general body of membership for approval by a majority of the membership within 60 days. The General Secretary shall arrange for a mail-in ballot for approval of the amendments by the general membership. Amendments so made will be promulgated in the Newsletter of the Association and on its website.

ARTICLE XV - LIQUIDATION OR DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) (3), Internal Revenue Code.

ARTICLE XVI - PERSONAL BENEFIT

No part of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XVII - PROPAGANDA AND POLITICAL ACTIVITIES

No substantial part of the activities of CAN-USA shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 (h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE XVIII - ASSETS AND LIABILITIES:

Assets and liabilities of the CAN-USA shall vest in the Executive Board. However, no member of the Executive Board shall be personally held



responsible for any liability of the CAN-USA. All creditors will only look to the assets of the CAN-SUA for payments.

All records faithfully maintained by the Executive Board must be kept in secure place all the time and are accountable to any member in good standing

The property of CAN-USA is irrevocably dedicated to the community and no part of the net income or assets of this Organization shall ever inure to the benefit of any officer or member thereof, or the benefit of the private person.

ARTICLE XIX - SUPPLEMENTARY OBJECTIVES

Notwithstanding any other provision of these articles, the cooperation is organized exclusively for one or more of the following purposes: charitable, scientific, testing for public safety, literary or educational purpose, as specified in Section 501 (c) (3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by a cooperation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE XX - EXCEPTIONS TO THESE BY-LAWS

Certain cases and situation may arise, with regard to which specific provisions do not exist in these By Laws. Such cases or situations shall be dealt with in accordance with the generally accepted democratic principles and executed by the Officers. Any provision which contradicts 501(c) (3) of the IRS or corresponding section of any future federal tax code shall be void.

We, the undersigned, the duly nominated/elected members of the Executive Board of the CAN-USA, do hereby certify:

That the within and foregoing By-Laws were adopted by the CAN-USA on 8th day of July, 2009, and that the same do now constitute the By-Laws of the CAN-USA.

IN WITNESS WHEREOF, we have hereunto subscribed our name on behalf of this Organization this 8th day of July, 2009:

Signatures on file.

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