



BY-LAWS OF THE GURUNG (TAMU) SOCIETY, INC., USA

ADOPTED ON AUGUST 20th 2001.

FIRST AMENDMENT ON MAY 25th 2013.

SECOND AMENDMENT ON FEB 8th 2017.

THIRD AMENDMENT ON SEPT 13th 2017.

FOURTH AMENDMENT ON OCT 5th 2024.

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ARTICLE I. NAME, PURPOSES, AND ACTIVITIES

Section 1. Corporate Name.

This corporation is THE GURUNG (TAMU) SOCIETY, INC., USA ("THE GURUNG (TAMU) SOCIETY"), a nonprofit corporation incorporated in the State of New York pursuant to § 402 the New York Not-for-Profit Corporation Law (hereinafter "N.Y. N.P.C.L.").

Section 2. Principal Office

The principal office of THE GURUNG (TAMU) SOCIETY shall be located at 41-66, 72nd St, Woodside, NY 11377, Phone: (917) 562-6357.

Section 3. Objectives

The Corporation is a charitable corporation pursuant to N.Y. N.P.C.L. § 201(b), whose purposes are as follows:

- (1) THE GURUNG (TAMU) SOCIETY is a not-for-profit corporation incorporated under the Non-Profit Laws of the State of New York and is a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
- (2) THE GURUNG (TAMU) SOCIETY shall preserve, encourage and enhance social, economic, educational and cultural heritage and cooperation among the Gurung (Tamu) people living in and outside the United States, as set forth in the Certificate of Incorporation.
- (3) THE GURUNG (TAMU) SOCIETY will strive to foster principles of tolerance, acceptance, and peace amongst all ethnicities.
- (4) THE GURUNG (TAMU) SOCIETY may undertake all lawful activities that may be useful in accomplishing the foregoing purposes.

Section 4. Location of Activities

THE GURUNG (TAMU) SOCIETY is permitted to conduct activities in such other places, within or without the State of New York, as its business and activities requires.

ARTICLE II. DEFINITIONS

- (1) "Board" shall refer to the "Board of Directors" of THE GURUNG (TAMU) SOCIETY. The term "Board" shall be synonymous with the term "governing body," as defined in N.Y. N.P.C.L. § 102(a) (15).
- (2) "Director" shall be synonymous with the term "Director," as defined in N.Y. N.P.C.L. § 102 and refers to an individual serving on the "Board," defined herein.
- (3) "Entire Board" shall refer to the total number of Directors, presuming there are no vacancies on the Board of Directors, as defined in N.Y. N.P.C.L. § 102;
- (4) "Fiscal Year" shall mean the period commencing with January 1 and ending on December 31 of a given single calendar year.
- (5) "THE GURUNG (TAMU) SOCIETY" shall refer alternatively to THE GURUNG (TAMU) SOCIETY, Inc. as a corporate, nonprofit entity as well as the entity comprised of and acting collectively on behalf of the entire Board.

- (6) "Officer" shall refer to the Board member or Board of Directors of THE GURUNG (TAMU) SOCIETY serving in the capacity of Chairperson, Vice-Chairperson, Treasurer, Assistant Treasurer, Secretary and Assistant Secretary position created and empowered by the Board.
- (7) "Written" or "In Writing" shall mean any writing, whether in hard, paper copy or electronic format.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Powers and Duties

Board of Directors is the Governing body of THE GURUNG (TAMU) SOCIETY organization that will provide policy guidance, strategic direction and advise the permanent and temporary committees of the organization. The board shall have general power to control and manage the affairs and property of THE GURUNG (TAMU) SOCIETY. The Board is permitted to exercise all such powers as it sees fit, subject to restrictions imposed by the certificate of incorporation, these bylaws, New York State Law, and Section 501 (c) (3) of the Internal Revenue Code. The Board of Directors is bound its fiduciary duties towards THE GURUNG (TAMU) SOCIETY. The Board of Directors will serve as volunteers and will not take any compensation.

The Board shall:

- (1) Have custody of all property belonging to THE GURUNG (TAMU) SOCIETY;
- (2) Manage THE GURUNG (TAMU) SOCIETY'S affairs in accordance with these bylaws;
- (3) Meet at such times and places as needed to prudently and fully discharge its duty of
- (1) Due Care toward THE GURUNG (TAMU) SOCIETY;
- (4) Have the right and authority to enter into and conclude all contracts, agreements, and transactions;
- (5) Have the right to make necessary expenditures;
- (6) Formulate THE GURUNG (TAMU) SOCIETY rules or policies;
- (7) See to it that THE GURUNG (TAMU) SOCIETY rules and policies, and the terms of these bylaws, are faithfully observed;
- (8) Select all Officers for the Corporation and approve the members of any standing committee appointed by the Chairperson;
- (9) Supervise all THE GURUNG (TAMU) SOCIETY activities and functions as well as all Officers, agents, and employees of THE GURUNG (TAMU) SOCIETY to assure that their duties are performed properly;
- (10) Partner with others in any corporate entity, nonprofit entity, partnership, limited partnership, or other association of any kind in any joint venture, transaction, undertaking or arrangement, which the participants would have the power to conduct independently, and whether that participation involves sharing or delegating control with or to others outside of THE GURUNG (TAMU) SOCIETY; and
- (11) Provide oversight for all of THE GURUNG (TAMU) SOCIETY'S financial and fiscal affairs, including reviewing and approving THE GURUNG (TAMU) SOCIETY'S budget in advance of each Fiscal Year. In the event the budget is not approved by reason of lack of a quorum, the prior year's budget shall be carried forward until a quorum is achieved.

- (12) The Board is responsible for overall policy and direction of THE GURUNG (TAMU) SOCIETY, and is permitted to designate responsibility for day-to-day operations to THE GURUNG (TAMU) SOCIETY'S Officers and/or Committees.

Section 2. Qualifications, Number, and Election

Directors shall be at least twenty-one (21) years of age. All Directors shall serve three-year (3) terms and are permitted to be reelected to successive terms.

- (1) The membership shall close temporarily 30 days before the election of the Board of Directors. It shall resume after the new Board takes over.
- (2) The election shall be held during Annual General Meeting every three (3) years.
- (3) After the membership is closed, the Board shall nominate an independent election committee consist of three members each from Advisory Board and Life Members. The election committee shall conduct the election transparently by publishing a candidate list, accepting applications of candidates and informing voting members of such election procedures.
- (4) All candidates must submit an application with background information, references, community service and leadership experience.
- (5) The candidate for Chairperson, Sr. Vice-Chairperson, Vice-Chairperson, General Secretary, Secretary, Treasurer, and Assistant Treasurer must have served cumulative of three (3) years in the Board within last ten (10) years. Either Sr. Vice-Chairperson or Vice-Chairperson shall be a female.
- (6) If the independent election committee does not receive the nomination of required number of candidates, the independent election committee and Advisory Board by majority vote shall nominate Chairperson, Sr. Vice-Chairperson, Vice-Chairperson, General Secretary, Secretary, Treasurer, and Assistant Treasurer and ten (10) Board Members from voting members of the Society. Therefore, there shall be a total of seventeen (17) Board of Directors in THE GURUNG (TAMU) SOCIETY.
- (7) The Election Committee shall dissolve once new Board formed.

Section 3. Voting Rights

- (1) Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Board.
- (2) Board will be elected from the life members or general members whose membership fees are current OR from both life and general members after the approval of THE GURUNG (TAMU) SOCIETY Election Committee.

Section 4. Quorum and Voting

The majority of the entire Board (51%) shall constitute a quorum at any meeting of the Board for the transaction of administrative business. An act of the Board is carried by the affirmative votes of a majority of Directors present and voting, but no less than two (2) Directors. Every act or decision by the majority of the Directors present at a meeting at which a quorum is present is the act of the Board, unless the Certificate of Incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for a given matter. Directors who participate in a meeting of the Board via conference call or any other telephonic, video or remote means shall be deemed present at a meeting and shall count toward quorum, provided that every person participating in the meeting can clearly hear

one another. All votes shall be recorded accurately in THE GURUNG (TAMU) SOCIETY'S minutes. In an Annual General Meeting or Special Meeting, where voting members are present, quorum shall consist of a majority of Board Members, the Chairperson, and at least fifty (50) voting members. Should a meeting be adjourned for a lack of a quorum, the meeting shall be rescheduled for a time, date and place, within thirty (30) days of the original meeting, as determined by the Board.

Section 5. Manner of Voting, No Proxies, Electronic Voting Permitted

Whenever a motion or matter is submitted for a vote of the Board at a properly noticed meeting where a quorum of the Board is present, Directors shall vote in person or orally via telephonic, video or remote, provided that every person participating in the meeting can clearly hear one another. There shall be no voting by proxy, mail, or by substitute representative. In the absence of a meeting of the Board, THE GURUNG (TAMU) SOCIETY shall not take any action unless there is unanimous written consent in support of the action, which written consent is permitted be in electronic form as long as such electronic written consents can be verified and authenticated pursuant to best practices and under Federal and State laws governing electronic signatures. Discussions among the Directors are permitted to be held via electronic mail or via other electronic medium, however, such discussions shall be considered informal and do not constitute a "meeting" of the Board.

Section 6. Meetings

There shall be at least six (6) regularly scheduled Board meetings (hereinafter "Regular Board Meetings") per year, with the goal that such meetings shall be held monthly as necessary and practical. Such meetings shall include all Directors and Officers and are permitted to include Committee chairs, agents, or representatives, upon invitation by the Directors. The Chairperson, in consultation with the Board, shall schedule all Regular Board Meetings and is permitted to designate any place within the State of New York or globally for the meeting location. A notice of Regular Board Meetings shall be provided in writing by the General Secretary or Secretary to the Directors at least five (5) days prior to the Regular Board Meeting. An agenda for the Regular Board Meeting, containing the text of any motion(s) to be submitted for approval by the Board, shall be provided to all Directors at least twenty-four (24) hours prior to the scheduled Regular Board Meeting.

Section 7. Notice of Meetings

Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Board, and each special meeting of the Board (which notice shall, in the case of each annual and special meeting, be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken) shall be (i) delivered to each Director by e-mail or facsimile at least five (5) days before the day on which the meeting is to be held; or (ii) mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary at least seven (7) days before the day on which the meeting is to be held). To discuss matters requiring prompt action, notice of special meetings may be sent to each Director by e-mail, facsimile, or telephone, or given personally, no less than forty-eight (48) hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waivers of notice sent by email must

be able to be reasonably determined to be sent by the Director. No notice need be given of any adjourned meeting.

Section 8. Resignation

Any Director is permitted to resign from the Board at any time by giving written notice of his or her resignation to the Board or to the Chairperson, and such resignation shall take effect at the time specified therein, or, if not specified, at the time of its receipt. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 9. Removal

Directors can be removed for cause from any and all offices and committees upon motion approved by a majority vote at any properly noticed meeting where a quorum of the Board is present. "Cause" for removal includes, but is not limited to, a director's three (3) unexcused, consecutive absences from Board Meetings; violations of civil and ethics codes; breaches of these bylaws; or failure to participate in THE GURUNG (TAMU) SOCIETY activities. The Board's vote upon a motion for removal shall occur no less than two (2) weeks following the making of the motion. The Director subject to removal shall be given notice of the meeting when the motion is to be heard and afforded an opportunity be heard by the Board.

Section 9.1. Removal of Chairperson

The Board of Directors can remove or suspend the Chairperson if there are breaches of bylaws or violations of ethics. Such removal requires two-third majority of Board of Directors or two-third majority voting members.

Section 10. Vacancies

Any vacancy on the Board due to the death, resignation, removal, increase in the total number of Directors or other cause is permitted to be filled by a more than 51% majority vote of the remaining Directors. A Director so elected shall hold office until the next Annual General Meeting, at which time a permanent successor shall be elected and qualified. In the event of a vacancy caused by the resignation of one or more Directors to become effective at a future date, any such Director or Directors are permitted to participate in the vote by the Board to fill the future vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Nominations to fill a vacant Director position must be received by the Secretary from present Directors at least two (2) weeks in advance of a Regular or Special Board Meeting.

Section 11. Confidentiality

It is the intent of THE GURUNG (TAMU) SOCIETY to conduct its business in open sessions whenever possible. However, in those circumstances where the Board is discussing or acting upon any matter which the Board feels must be dealt with in confidence (limited to topics which concern the administration of THE GURUNG (TAMU) SOCIETY, The Board is permitted to close its meeting to non-Directors.

Section 12. Compensation

The Board shall serve without compensation, but reasonable expenses incurred are permitted to be reimbursed when expended for and in the interest of THE GURUNG (TAMU) SOCIETY and approved by

the Board and subject to the Conflict-of-Interest Policy set forth in Article XVI herein. “Reasonable” herein shall not exceed two hundred fifty dollars (\$250.00) per month without prior approval of the Chairperson, General Secretary, and Treasurer. These expenditures will be included in the Treasurer’s quarterly and annual reports.

Section 13. Public Statements

Consistent with exercising his or her duties to supervise and manage all of the business and affairs of THE GURUNG (TAMU) SOCIETY, and subject to the control and approval of the Board as set forth in Article VII, Section 1 herein, the Chairperson shall be the spokesperson on behalf of THE GURUNG (TAMU) SOCIETY unless he or she delegates the authority to speak to the public on behalf of THE GURUNG (TAMU) SOCIETY to another Officer, agent, or representative. Any statements prepared by THE GURUNG (TAMU) SOCIETY for publication, including but not limited to letters to the editor of a local newspaper expressing the opinion of the Board or press releases, shall be approved by a majority vote of the Board prior to submission or publication. No Director, Officer, agent, or representative, either or individually or in concert, shall purport to represent the position of THE GURUNG (TAMU) SOCIETY on any matter without the Chairperson’s or Board’s approval.

Section 14. Reservation of Authority

Any authority or power not mentioned herein shall be specifically reserved for the Board.

ARTICLE IV. OFFICERS

Section 1. Number and Qualifications

The Officers of the Corporation shall be the Chairperson, Sr. Vice-Chairperson, Vice-Chairperson, General Secretary, Secretary, Treasurer, and Assistant Treasurer as the Board. One individual is permitted to hold more than one office in THE GURUNG (TAMU) SOCIETY except that no one individual shall hold the offices of Chairperson simultaneously. The Chairperson and Treasurer shall be a Directors of the Board and shall not be an employee of the Corporation.

Section 2. Term of Office

Each Board of Director shall serve for three-year (3) term from the date of election. Thereafter, all Board of Directors shall be eligible for re-election. Each Board of Director is expected to attend all Regular and Special Board Meetings and Annual Meetings. Each Board of Director shall hold office until his or her successor shall be elected and qualified.

Section 3. Removal of Board Member

Board member can be removed for cause from any and all offices and committees upon motion approved by a majority Board’s vote at any properly noticed meeting where a quorum of the Board is present. “Cause” for removal includes, but is not limited to, Board member’s three (3) unexcused, consecutive absences from Board Meetings; violations of civil and ethics codes; breaches of these bylaws; or failure to participate in THE GURUNG (TAMU) SOCIETY activities. The Board’s vote upon a motion for removal shall occur no less than two (2) weeks following the making of the motion. The Officer subject to removal shall be given notice of the meeting when the motion is to be heard and afforded an opportunity be heard by the Board.

Section 4. Vacancies

Any vacancy of a Board member's position due to death, resignation, removal, creation of a new Board member position or other cause is permitted to be filled by a majority vote of the Board (even if less than a quorum of the Board can be convened). A Board member so elected shall hold office until the next Annual Meeting, at which time a permanent successor shall be elected and qualified. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Nominations to fill a vacant Board member position must be received by the General Secretary or Secretary from Directors at least two (2) weeks in advance of a Regular or Special Board Meeting.

ARTICLE V. DUTIES OF THE BOARD OF DIRECTORS

Section 1. Chairperson

The Chairperson shall supervise and manage all of the business and affairs of THE GURUNG (TAMU) SOCIETY, subject to the control and approval of the Board, and specifically shall:

- (1) Preside at all Regular and Special Board Meetings, and Annual Meetings of THE GURUNG (TAMU) SOCIETY;
- (2) Ensure that these bylaws are observed and that the Officers faithfully discharge their duties;
- (3) Appoint all committee chairs and serve as an ex officio member of all committees;
- (4) Have power to authorize non-budgeted single expenditures between General Meetings or Board Meetings, provided the expenditures shall not exceed \$200.00;
- (5) Exercise the power, subject to approval by the Board as required under these bylaws, to sign, with the General Secretary or other officer(s) of THE GURUNG (TAMU) SOCIETY, all contracts, checks, and instruments of conveyance in the name of THE GURUNG (TAMU) SOCIETY and to appoint and discharge agents and sub-contractors subject to the approval of the Board;
- (6) Prepare an annual report in writing that shall be disseminated at the Annual Meeting;
- (7) Review and sign all Federal, State, and local tax and other nonprofit corporation registration filings; and
- (8) Designate the duties for the Sr. Vice-Chairperson, and Vice-Chairperson.
- (9) Qualifications:
 - Must have served cumulative of three (3) years on the Board within last ten (10) years.
 - Position requires leadership, communication skill, and team-building capacity.
 - Should not hold any other executive position in other organizations (nonprofit, faith-based, community-based).

Section 2. Sr. Vice Chairperson

The Sr. Vice-Chairperson shall have all powers and perform such duties as may be assigned to him or her by the Chairperson or as prescribed by the Board. The Sr. Vice-Chairperson shall, in the absence of the Chairperson, or in the event of the Chairperson's inability to act, perform all of the duties and exercise all of the powers of the Chairperson, subject to the same restrictions.

Section 3. Vice Chairperson

The Vice-Chairperson shall have all powers and perform such duties as may be assigned to him or her by the Chairperson or as prescribed by the Board. The Vice-Chairperson shall, in the absence of the

Chairperson, and Sr. Vice-Chairperson or in the event of the Chairperson's and Sr. Vice-Chairperson's inability to act, perform all of the duties and exercise all of the powers of the Chairperson, subject to the same restrictions.

Section 4. General Secretary

The Secretary shall:

- (1) Compile and maintain detailed minutes of the meetings of the Board and Committees;
- (2) Ensure, or provide oversight to ensure, that all notices are duly given in accordance with the provisions of these bylaws and as required by law;
- (3) Maintain true and correct books and records of account of THE GURUNG (TAMU) SOCIETY and facilitate inspection by Directors and the general public in accordance with these bylaws;
- (4) Be present at all regular and Special Board Meetings, and Annual Meetings. If for some reason the General Secretary and Secretary cannot be present, the Chairperson shall select an ad-hoc replacement to record the minutes of the meeting. The General Secretary need not attend Committee meetings, but shall be responsible for obtaining minutes of all Committee meetings and maintaining them among THE GURUNG (TAMU) SOCIETY'S books and records;
- (5) Maintain copies of all official correspondence to or on behalf of THE GURUNG (TAMU) SOCIETY;
- (6) Record attendance at meetings. The attendance records shall be maintained with the official minutes of the meeting;
- (7) Receive the annual disclosure statements required by Article XVI; and
- (8) Perform any other duties as specified in these bylaws.
- (9) The General Secretary shall assume the power of the Chairperson in the absence of the Chairperson, Sr. Vice-Chairperson, and Vice-Chairperson.

Section 5. Secretary

The Secretary shall assist to the General Secretary as needed and assume all the duties and responsibilities of the General Secretary in his/her absence.

Section 6. Treasurer

The Treasurer shall:

- (1) Have charge and custody of all monetary assets of THE GURUNG (TAMU) SOCIETY and deposit or cause to be deposited all such funds in the name of THE GURUNG (TAMU) SOCIETY in such banks, trust companies, or other depositories as shall be authorized by the Board;
- (2) Be responsible for payment of all bills and invoices rendered to THE GURUNG (TAMU) SOCIETY;
- (3) Maintain or cause to be maintained adequate and correct accounts of THE GURUNG (TAMU) SOCIETY'S properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (4) Receive, and give receipt for, monies due and payable to THE GURUNG (TAMU) SOCIETY from any source whatsoever;

- (5) Present quarterly financial reports of income and expenses to the Board, and at each General Meeting. Such reports are permitted to be given orally, using written notes, if so desired;
- (6) Present a written annual report to the Directors, either at the Annual Meeting or at the conclusion of the Fiscal Year, showing in appropriate detail: (a) the assets and liabilities of the Corporation as of a twelve-month fiscal period terminating not more than six months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period. Such report shall be filed with the minutes of the annual meeting of the Board;
- (7) Exhibit or cause to be exhibited at all reasonable times the books of account and financial records to any Director or Officer of THE GURUNG (TAMU) SOCIETY, or to his or her agent or attorney, on request therefor;
- (8) Facilitate the preparation of all Federal, State, and local tax and other nonprofit corporation registration filings for the Chairperson's signature;
- (9) Prepare, or cause to be prepared, an annual budget for each Fiscal Year, in consultation with the Directors and Officers, for approval by the Board;
- (10) Shall keep a current roster of the membership of the Society;
- (11) The Board, through the Treasurer, shall have an independent audit of the accounts of the Society;
- (12) Fund Distribution: Any financial distribution, including any foreign funds distribution for international projects shall go a thorough vetting procedure to determine legitimacy, transparency, and authenticity of the project. All donations shall be approved by Board, with checks signed either by the Chairperson or the Treasurer.

Section 7. Assistant Treasurer

The Assistant Treasurer shall assist the Treasurer as needed and assume all the duties and responsibilities of the Treasurer in his/her absence.

ARTICLE VI. PROTECTIONS OF DIRECTORS AND OFFICERS

Section 1. Non-Liability of Directors and Officers

The Directors shall not be personally liable for the debts, liabilities, or obligations of THE GURUNG (TAMU) SOCIETY.

Section 2. Indemnification by THE GURUNG (TAMU) SOCIETY of Directors

THE GURUNG (TAMU) SOCIETY is permitted, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other

advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 3. Insurance

The Board is permitted to adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of THE GURUNG (TAMU) SOCIETY (including a Director, Officer, employee or other agent of THE GURUNG (TAMU) SOCIETY) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not THE GURUNG (TAMU) SOCIETY would have the power to indemnify the agent against such liability under the Certificate of Incorporation, these bylaws, or provisions of law.

ARTICLE VII. MEMBERS AND GENERAL MEETINGS

Section 1. Membership

Membership shall be open to persons of Gurung (Tamu) ethnicity living in the United States of America who subscribe to the purposes of the Society and agree to comply with such membership policies, including the assessment of annual membership fees, as the Board may adopt from time to time. Annual membership fees shall be set as follows:

Students \$5.00

Individuals \$15.00

Families \$30.00

Life Membership \$500.00 (Individual)

Life Membership \$800.00 (Couple)

When deemed necessary, the Board can change membership policies, including membership fees. Each member who is eighteen (18) years-old or older shall be limited to one vote.

Section 2. Honorary Membership

Honorary membership shall be open to persons, without regard to their ethnicity, who have made a substantial contribution to the friendly relations of Gurung (Tamu), or to the fruitful public knowledge of the Gurung (Tamu) people and who are nominated for Honorary Membership by the Board. Honorary members shall not be assessed annual membership fees and shall not have voting rights.

Section 3. Resignation and Expiration of Membership

Any member may resign any time by submitting notice in writing to the General Secretary. General membership shall expire if annual membership fee has lapsed for more than six months. All membership fees are non-refundable and non-transferable.

Any provision of the New York Not-for-Profit Corporation Law, as amended, or any other provision of law requiring notice to, the presence of, or the vote, consent, or other action by members of THE GURUNG (TAMU) SOCIETY, shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board.

Section 4. Annual General Meeting

Annual General Meeting of the Society shall be held in THIRD week of September every year or within thirty (30) days from it. The Secretary shall inform to all voting members at least thirty (30) days in advance through suitable means of communication. At the Annual General Meeting, the Chairperson shall present an annual progress report and the Treasurer shall present the annual financial report of the Society.

Section 5. Special Meeting

The Chairperson, or one-third of the Board of Directors, or fifty (50) voting members can request for the special meeting. Such request shall state the purpose of the meeting. Announcement of the special meeting time, date, place, and purpose thereof shall be provided to the voting members at least two weeks in advance through suitable means of communication.

Section 6. Conduct of Meeting

Robert's Rules of Order (revised) shall govern all the proceedings, except where inconsistent with the provisions of the by-laws of the Society.

ARTICLE VIII. COMMITTEES

Section 1. Establishment

From time to time, or at such time as the Board deems necessary and appropriate, the Board is permitted to appoint committees to assist in carrying out the business of THE GURUNG (TAMU) SOCIETY, to fulfill THE GURUNG (TAMU) SOCIETY'S objectives, or to serve the best interests of the neighborhood and community. A committee shall be formed by resolution of the Board, as set forth in a motion; the resolution shall define the committee's specific goals and objectives. Any committee shall remain constituted until the purpose for which it has been formed has been fulfilled.

Section 2. Leadership and Membership

The Chairperson in consultation with the Board shall appoint one of the Board members to supervise sub-committees. The chair or co-chairs shall lead committee meetings and be responsible for regularly reporting updates on the committee's work to the Board and Officers. Committees shall also prepare periodic updates for THE GURUNG (TAMU) SOCIETY'S monthly newsletter.

The Board is also permitted to require chair or co-chairs to attend and report at Board meetings. Committee membership shall be open to any Director or non-Director. The Board specifies the term of service for each committee member and can reappoint or remove any member of the committees. Example of such sub-committees can be any special program committee, media committee, fund raising committee, youth committee, sports committee, student club, mothers' group (Aama Samuha) and cultural committee. The Chairperson can also form an ad hoc committee if deemed necessary, as long as majority of Board consents.

Section 3. Appointment of Members of Advisory Board

The Board can appoint nine (9) people who bring professional or institutional experience, prestige, network, and fund-raising capabilities to THE GURUNG (TAMU) SOCIETY. The Advisory Board can also include non-Gurung scholars or professionals who have made valuable contribution to Gurung community. The immediate past Chairperson shall become Member of Advisory Board. The term of

Advisory Board shall be three (3) years, and they can be re-appointed as needed. The Advisory Board shall advise the Board when requested and will not have any fiduciary duties.

ARTICLE IX. POLITICAL ACTIVITY

THE GURUNG (TAMU) SOCIETY shall not limit the right of any Director of THE GURUNG (TAMU) SOCIETY to engage in any political activity as a private citizen except that no Director or Officer shall run for, or hold elected or appointed public office while serving as a Director of THE GURUNG (TAMU) SOCIETY. Directors are not prohibited from attending occasional political events or participating in political fundraising or volunteer activities; however, any Director who undertakes any recurring or ongoing activities on behalf of or formal position with any candidate for public office, political campaign, or elected or appointed public officeholder shall disclose same to the Board pursuant to the Conflict of Interest provisions set forth in Article XVII herein and shall recuse himself or herself from voting on any matters that come before, or are likely to come before, such office.

Neither THE GURUNG (TAMU) SOCIETY nor any of its Directors shall in any way use THE GURUNG (TAMU) SOCIETY funds or THE GURUNG (TAMU) SOCIETY name in the furtherance of, nor engage in any political activity for or against, any candidate for public office. Pursuant Section 501(h) of the Internal Revenue Code, THE GURUNG (TAMU) SOCIETY is permitted to engage in nonpartisan voter education concerning any election or issue.

ARTICLE X. INCOME, CONTRACTS, AND OBLIGATIONS

Section 1. Income

THE GURUNG (TAMU) SOCIETY is permitted: to acquire, receive, purchase, or take by gift, grant, devise, bequest, or otherwise assets including monies or things of monetary value, personal property of any kind and description, without limit as to amount, as necessary or convenient for the conduct of THE GURUNG (TAMU) SOCIETY; to hold, reinvest, use, sell, lease, assign, give, exchange, transfer, or otherwise dispose of the same; to borrow money from any natural person, bank or creditor; to issue notes or obligations of THE GURUNG (TAMU) SOCIETY from time to time for any of the objects or purposes of THE GURUNG (TAMU) SOCIETY and secure the same by lawful means; to enter into, make, perform, and carry out contracts of any kind or nature for any of the objects or purposes of THE GURUNG (TAMU) SOCIETY without limit as to amount; and to have one or more offices to carry on all or any of the operations and the exercise of any of the powers of THE GURUNG (TAMU) SOCIETY.

Section 2. Real Property

The Board is permitted to purchase, sell, mortgage, lease, exchange, or otherwise dispose of real property of THE GURUNG (TAMU) SOCIETY. If the subject property constitutes or will constitute all or substantially all of THE GURUNG (TAMU) SOCIETY' assets, the transaction must be authorized by two-thirds (2/3rd) of the entire Board, pursuant to N.Y. N.P.C.L. 509.

Section 3. Contracts

The Board is permitted to authorize any Director or agent to negotiate and enter into any contract or execute and deliver any instrument in the name of and on behalf of THE GURUNG (TAMU) SOCIETY. Such authority is permitted to be general or confined to specific contract. Once authorized by the

Board, activities concerning the contract or instrument will be implemented through the President and the Treasurer, each of whom shall co-sign any obligation on behalf of THE GURUNG (TAMU) SOCIETY.

Section 4. Loans

No loans shall be contracted on behalf of THE GURUNG (TAMU) SOCIETY and no evidences of indebtedness shall be issued in its name unless authorized by a 2/3 majority vote of the Board and memorialized in a written resolution co-signed by Chairperson and the Treasurer. Such authority is permitted to be general or confined to specific instances.

Section 5. Expenses and Reimbursement for Expenses

All THE GURUNG (TAMU) SOCIETY expenses, whether to a third party or as reimbursement to Directors, Officers, or agents for expenses on behalf of THE GURUNG (TAMU) SOCIETY, shall be approved by a majority vote of the Board, except (a) the Chairperson shall have power to authorize non-budgeted single expenditures between General Meetings or Board Meetings, provided the expenditures shall not exceed \$250.00 and (b) Directors and Officers need not seek prior Board approval for “reasonable” expenses incurred on behalf of THE GURUNG (TAMU) SOCIETY shall not exceed two hundred fifty dollars (\$250.00) per month without prior approval of the Chairperson, General Secretary, and Treasurer can seek reimbursement for such expenses.

Section 6. Deposits

All funds of THE GURUNG (TAMU) SOCIETY not otherwise employed shall be deposited from time to time to the credit of THE GURUNG (TAMU) SOCIETY in such banks, trust companies, or other depositories as the Board shall select. The Chairperson and the Treasurer shall be co-signatories to all such accounts.

ARTICLE XI. BOOKS AND RECORDS

THE GURUNG (TAMU) SOCIETY shall keep correct and complete books and records of account of its activities and transactions, including but not limited to copies of these bylaws, Certificate of Incorporation, IRS approval of tax-exempt status, annual Federal and State tax returns, official correspondence, records of properties owned and business transactions, bank statements, and contracts or agreements of any kind. THE GURUNG (TAMU) SOCIETY shall also keep minutes of all Regular or Special Board Meetings, Annual Meetings, and Committee Meetings. The Board is permitted to adopt a policy governing the length of time and format by which records are to be retained. All books and records of THE GURUNG (TAMU) SOCIETY are permitted to be inspected by any Director for any proper purpose at any reasonable time. THE GURUNG (TAMU) SOCIETY shall also provide the public inspection of particular information as per 26 U.S.C. § 6104(d), and other applicable law or regulation, when the request is bona fide and does not constitute harassment. When a request to review THE GURUNG (TAMU) SOCIETY’S books and records is made, the Secretary of THE GURUNG (TAMU) SOCIETY shall respond.

ARTICLE XII. NON-DISCRIMINATION

In all of its dealings, THE GURUNG (TAMU) SOCIETY and its authorized agents shall not discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual orientation, gender identity or expression, physical or mental disability, or any category protected by New York State or New York City law or federal law. THE GURUNG (TAMU)

SOCIETY shall be an Equal Opportunity Employer as that term is defined by Federal law and regulation and shall make available its services, and open its Board, Officer or employment opportunities, to applicants who comply with the terms of eligibility in Article III, Section 2 without regard to any protected status.

ARTICLE XIII. AMENDMENTS

Section 1. Amendments to the Bylaws

These bylaws are permitted to be altered, amended, or repealed, and new bylaws adopted at a properly noticed meeting, by a two-thirds (2/3) vote of the entire Board. Any amendment or repeal of these bylaws is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth in Article III, Section 7 of these bylaws or, if notice of such meeting is given (and the written proposed alteration of the Bylaws given) at a meeting of the Board prior to the meeting to amend or repeal the Bylaws. Such amendments shall not become effective for thirty (30) days, during which time a special meeting must be called. Two-thirds of voting members present at this special meeting may vote to override any of changes.

Section 2. Amendments to the Certificate of Incorporation

THE GURUNG (TAMU) SOCIETY'S Certificate of Incorporation is permitted to be altered or amended at a properly noticed meeting, by a majority vote of the entire Board. Any alteration or amendment to the Certificate is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth in Article III, Section 7 of these bylaws or, if notice of such meeting is given (and the written proposed alteration of the Certificate given) at a meeting of the Board prior to the meeting to alter or amend the certificate.

ARTICLE XIV. DISSOLUTION

Pursuant to Article 10 of the New York Not-for-Profit Corporation Law, THE GURUNG (TAMU) SOCIETY is permitted to be dissolved by action of the Board, which shall propose a plan for dissolution. For dissolution to proceed, two-thirds (2/3) of the Directors and members present at a properly noticed Annual General Meeting or Special Meeting where quorum of the Directors and members is present must approve the plan for dissolution. Upon dissolution of THE GURUNG (TAMU) SOCIETY, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted Federal law. No part of the net assets or net earnings of THE GURUNG (TAMU) SOCIETY shall inure to the benefit of or be paid or distributed to a Director or agent of THE GURUNG (TAMU) SOCIETY.

ARTICLE XV. CONFLICT OF PROVISIONS

These bylaws are subject to the provisions of the New York Not-for-Profit Corporation Law ("Act") and the Certificate of Incorporation as they are permitted to be amended from time to time. If any provision in these bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

ARTICLE XVI. CONFLICT OF INTEREST

Compliance of this policy (the “Policy”) is to protect the interests of THE GURUNG (TAMU) SOCIETY when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director of THE GURUNG (TAMU) SOCIETY.

Section 1. Purpose

The purpose will not enter into any such transaction or arrangement unless it is determined by the Board in the manner described below to be fair, reasonable and in the best interests of THE GURUNG (TAMU) SOCIETY at the time of such determination. This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to non-for-profit and charitable organizations.

Section 2. Definitions

The following definitions shall apply to the provisions of Article XVI herein.

Affiliate. An affiliate of THE GURUNG (TAMU) SOCIETY is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, in control of, or under common control with THE GURUNG (TAMU) SOCIETY.

Board of Directors. The Board of Directors is the governing body of THE GURUNG (TAMU) SOCIETY and is bound its fiduciary duties towards THE GURUNG (TAMU) SOCIETY.

Financial Interest. A person has a Financial Interest if such person would receive an economic benefit, directly or indirectly, from any transaction, agreement, compensation agreement, including direct or indirect remuneration as well as gifts or favors that are not insubstantial or other arrangement involving THE GURUNG (TAMU) SOCIETY.

Independent Director. A member of the Board of Directors (the “Board”) who:

- A. Has not been an employee of THE GURUNG (TAMU) SOCIETY or an Affiliate of THE GURUNG (TAMU) SOCIETY within the last three years;
- B. Does not have a Relative who has been a Key Employee of THE GURUNG (TAMU) SOCIETY or an Affiliate of THE GURUNG (TAMU) SOCIETY within the last three years or has not received and does not have a Relative who has received more than \$10,000 in compensation directly from THE GURUNG (TAMU) SOCIETY or an Affiliate of THE GURUNG (TAMU) SOCIETY in any of the last three years (not including reasonable compensation or reimbursement for services as a Director, as set by THE GURUNG (TAMU) SOCIETY);
- C. Does not have a substantial Financial Interest in and has not been an employee of, and does not have a Relative who has a substantial Financial Interest in or was an Officer of, any entity that has made payments to or received payments from, THE GURUNG (TAMU) SOCIETY or an Affiliate of THE GURUNG (TAMU) SOCIETY in excess of the lesser of: (a) \$25,000 or (b) 2% of THE GURUNG (TAMU) SOCIETY’ consolidated gross revenue over the last three years (payment does not include charitable contribution);
- D. Is not in an employment relationship under control or direction of any Related Party and does not receive payments subject to approval of a Related Party; and

- E. Does not approve a transaction providing economic benefits to any Related Party who in turn has approved or will approve a transaction providing economic benefits to the Director.

Key Employee. A Key Employee is a person who is, or has within the last five (5) years, been in a position to exercise substantial influence over the affairs of THE GURUNG (TAMU) SOCIETY. This includes, but is not limited to: Voting members of the Board; or any title with similar responsibilities; Treasurers or employee of any other title with similar responsibilities; or a “highly compensated” employee, within the meaning of § 4958 of the Internal Revenue Code and guidance issued by the Internal Revenue Service, who is in a position to exercise substantial influence over the affairs of the Center.

Officer. A person who has the authority to bind THE GURUNG (TAMU) SOCIETY, as designated in the bylaws of THE GURUNG (TAMU) SOCIETY.

Related Party. Persons who may be considered a Related Party of THE GURUNG (TAMU) SOCIETY or an Affiliate of THE GURUNG (TAMU) SOCIETY under this Policy include:

- A. Directors of THE GURUNG (TAMU) SOCIETY or an Affiliate of the Corporation;
- B. Relatives of Directors;
- C. any entity in which a person in (i) or (ii) has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%;
- D. Founders of THE GURUNG (TAMU) SOCIETY;
- E. Substantial contributors to THE GURUNG (TAMU) SOCIETY (within the current fiscal year or the past five fiscal years);
- F. Persons owning a controlling interest (through votes or value) in THE GURUNG (TAMU) SOCIETY;

Related Party Transaction. Any transaction, agreement or any other arrangement with the Corporation or an Affiliate of THE GURUNG (TAMU) SOCIETY in which a Related Party has a Financial Interest. Any Related Party Transaction will be considered a conflict of interest for purposes of this Policy.

Relative. A Relative is a spouse, ancestor, child (whether natural or adopted), grandchild, great grandchild, sibling (whether whole or half-blood), or spouse of a child (whether natural or adopted), grandchild, great grandchild or sibling (whether whole or half-blood), or a domestic partner as defined in § 2994-A of the New York Public Health Law.

Section 3. Related Party Transactions and Duty to Disclose

A Related Party Transaction is not necessarily a prohibited transaction. Under this Policy, if THE GURUNG (TAMU) SOCIETY contemplates entering into a Related Party Transaction, the Independent Directors of the Board must determine if the transaction is fair, reasonable, and in the best interests of THE GURUNG (TAMU) SOCIETY at the time of such determination.

If at any time during his or her term of service a Related Party acquires any Financial Interest or when any matter for decision or approval comes before the Board in which a Related Party has a Financial Interest, that Financial Interest or potential Related Party Transaction must be promptly disclosed in

writing to each member of the Board, the Chairperson, [and to the Chair of the appropriate Board Committee], together with all material facts. The Board will then follow the procedures in Article 4 of this Policy.

This conflict of interest policy is designed to comply with both Federal excess benefit transaction rules (26 U.S.C. § 4958) and New York State Not for Profit Corporation Law §715-a. Failure to disclose to the Board a known Financial Interest or a known potential Related Party Transaction may be grounds for removal from the Board or termination from THE GURUNG (TAMU) SOCIETY.

Section 4. Disclosure

Any Related Party shall disclose in good faith all material facts of his or her Financial Interest to the Board.

- A. Non-Participation and Review. All transactions, agreements or any other arrangements between THE GURUNG (TAMU) SOCIETY and a Related Party, and any other transactions, which may involve a potential conflict of interest, shall be reviewed by the Independent Directors of the Board. All Related Parties with a Financial Interest shall leave the room in which such deliberations are conducted. The Independent Directors of the Board will then determine whether the THE GURUNG (TAMU) SOCIETY contemplated Related Party Transaction is fair, reasonable, and in the best interests of at the time of such determination. THE GURUNG (TAMU) SOCIETY will not enter into any Related Party Transaction unless it is determined to be fair, reasonable and in the best interest of THE GURUNG (TAMU) SOCIETY at the time of such determination.
- B. Consideration of Alternate Transactions and Comparability Data. If the contemplated Related Party Transaction pertains to compensation for services or the transfer of property or other economic benefit to a Related Party, the Independent Directors of the Board must determine that the value of the economic benefit provided by THE GURUNG (TAMU) SOCIETY to the Related Party does not exceed the value of the consideration received in exchange by obtaining and reviewing appropriate comparable data prior to entering the transaction.
- C. Alternative Transactions. In those instances, where the contemplated Related Party Transaction does not involve compensation, transfer of property or benefits to a Related Party, the Independent Directors of the Board must consider alternative transactions to the extent possible, prior to entering into such transaction.
- D. Comparability Data. When considering the comparability of compensation, for example, the types of relevant Comparability Data which [the Independent Directors of the Board may consider include, but are not limited to (1) compensation levels paid by similarly situated organizations, both exempt and non-exempt; (2) the availability of similar services within the same geographic area; (3) current compensation surveys compiled by independent firms; and (4) written offers from similar institutions competing for the same person's services. When the transaction involves the transfer of real property as consideration, the relevant factors include, but are not limited to (i) current independent appraisals of the property, and (ii) offers received in a competitive bidding process.
- E. Voting. The Board or shall, after considering alternate transactions and/or comparability data, determine in good faith by vote [of the Independent Directors] of the Board whether the transaction or arrangement is fair, reasonable, and in the best interest of THE GURUNG (TAMU)

SOCIETY at the time of such decision. The transaction shall be approved by not less than a majority vote of the Independent Directors or Committee members present at the meeting. In conformity with the above criteria, the Board shall make its decision as to whether to enter into the transaction or arrangement and shall document the meeting contemporaneously under Article 6 of this Policy.

- F. Recusal and No Undue Influence. All Related Parties with a Financial Interest must not be present for deliberations and voting on the transaction or arrangement in which he or she has a Financial Interest. However, Related Parties are not prohibited from providing information regarding the transaction to the Board prior to the Board's deliberations. Only Independent Directors of the Board shall vote on Related Party Transactions. No Director or Officer shall vote, act, or attempt to influence improperly the deliberations on any matter in which he or she has been determined by the Board to have a Financial Interest. Any attempt to vote, act, or improperly influence deliberations by a Related Party on any matter with which such person has a Financial Interest may be grounds for removal from the Board or termination from THE GURUNG (TAMU) SOCIETY.
- G. Compensation. A voting member of the Board of Directors or an Officer who receives compensation directly or indirectly from THE GURUNG (TAMU) SOCIETY for services or a Director serving as a voting member of any Committee whose jurisdiction includes compensation matters is precluded from voting or acting on matters pertaining to that Director's compensation.
- H. Providing Information on Compensation. No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from THE GURUNG (TAMU) SOCIETY, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

Section 5. Audit or Conflict Review Committee

The Board is permitted delegate to the Audit or Conflict Review Committee, which shall be composed solely of Independent Directors, the adoption, implementation of and compliance with this policy. The Board may delegate to the Audit or Conflict Review Committee and approval of any Related Party Transaction involving a Related Party and THE GURUNG (TAMU) SOCIETY, as contained in this Policy; provided that if the Related Party Transaction is of a magnitude that would otherwise require full Board approval, the Committee shall submit the Related Party Transaction to the Board for consideration, providing its recommendation as to whether or not to approve it.

In the event the Board delegates the review and approval of Related Party transactions to a committee, all references to Board in this Policy shall be deemed to refer to such Committee and all references to a majority of the Board shall be deemed to refer to a majority of such Committee.

Section 6. Records of Proceedings

The minutes of all meetings of the Board and all Committee meetings at which a Related Party Transaction is considered shall contain:

- A. The names of the persons who disclosed or otherwise were determined to have a potential or actual Financial Interest and/or conflict of interest, the nature of the potential or actual Financial Interest and/or conflict of interest, any action taken to determine whether a Financial

Interest or conflict of interest exists, and the Board's decision as to whether a Financial Interest and/or conflict of interest exists.

- B. The names of the persons who were present for discussions and votes relating to any determinations under Section 6(A) above, including whether the Related Party and any members not considered to be Independent Directors, left the room during any such discussions, the content of such discussions, including discussion of alternative transactions, and whether or not the transaction with the Related Party was approved by the Board.
- C. The minutes shall be documented contemporaneously to the decision and discussion regarding the Financial Interest or conflict of interest.

Section 7. Initial and Annual Written Disclosures

Prior to a Director's initial election to the Board, or an Officer or Key Employee's employment at THE GURUNG (TAMU) SOCIETY, and thereafter on an annual basis, all Directors, Officers, and Key Employees shall disclose in writing to the Secretary of THE GURUNG (TAMU) SOCIETY:

- A. Any entity of which such person or a Relative of such person is an officer, director, trustee, member, owner, or employee and with which THE GURUNG (TAMU) SOCIETY has a relationship;
- B. Any Financial Interest such person may have in any corporation, organization, partnership or other entity which provides professional or other goods or services to Corporation for a fee or other compensation, and
- C. Any position or other material relationship such Director or Relative of such person, may have with any not-for-profit corporation with which THE GURUNG (TAMU) SOCIETY has a business relationship.

A copy of each disclosure statement shall be kept in Corporation's files and made available to any Director upon request.

Section 8. Annual Statements

Each Director shall annually sign and submit to the Secretary of THE GURUNG SOCIETY a statement which affirms such person: (a) has received a copy of this Policy, (b) has read and understands the Policy, and (c) has agreed to comply with the Policy.

ADOPTION OF BYLAWS

We, the undersigned, are all of the Directors of THE GURUNG (TAMU) SOCIETY. Following an affirmative vote of two-thirds (2/3) the Board approving these bylaws amendment held on [DATE], THE GURUNG (TAMU) SOCIETY, through its Board hereby adopts, the foregoing bylaws, consisting of _____ preceding pages, as the bylaws of THE GURUNG (TAMU) SOCIETY.

Dated: _____

