

# **America Nepal Medical Foundation**

## **Bylaws**

### **Article I – Foundation**

#### **Section 1. Name**

The name of the foundation is America Nepal Medical Foundation (“ANMF”).

#### **Section 2. Objectives**

The objective of ANMF is to promote the advancement of healthcare, medical training and practice in Nepal.

### **Article II – Membership**

#### **Section 1. Qualification**

Any person subscribing to the objectives of ANMF and paying the membership fees fixed by the Board of Directors shall be deemed a Member in good standing of ANMF, subject to the provisions of this Article II.

#### **Section 2. Revocation**

The Board of Directors, by a two-thirds majority of all the Directors, may revoke the membership of any Member.

#### **Section 3. Duties**

It shall be the duty of the Members to:

- a) elect the Board of Directors, and
- b) register their current email addresses, text enabled phone numbers with the Secretary.

#### **Section 4. Meetings**

Meetings of the Members may be held at any location in North America designated by the Board of Directors. After Board approval of the minutes of Members meetings, the minutes shall be made publicly accessible on the ANMF website.

#### **Section 5. Annual Meeting**

The Members shall hold a regular Annual Meeting for the purpose of organization, election of Directors, and the transaction of other business.

#### **Section 6. Special Meetings**

Special Meetings of Members shall be called by a majority of all the Directors.

### **Section 7. Notice**

Notice of the time and place of any meeting of Members shall be sent to all Members' registered email addresses and text enabled phone numbers not less than thirty days prior to such meeting.

### **Section 8. Quorum**

The Members attending a meeting of the Members duly noticed shall constitute a quorum. Each Member in good standing attending a meeting in person shall have one vote.

## **Article III – Directors**

### **Section 1. Number**

ANMF shall have a Board of Directors (the "Board") comprised of from five to thirty persons ("Directors"), the number to be set from time to time by the Board.

### **Section 2. Qualification**

A Director in good standing must be a Member of ANMF in good standing, subject to the provisions of this Article III and participation standards that may be set from time to time by the Board.

### **Section 3. Election**

Each year, the Members attending the Annual Meeting of Members will, in accordance with this section, elect Directors to fill any vacancies on the Board and to replace those Directors whose terms have expired.

The Board in office at the time notice is given for the Annual Meeting of Members shall nominate a slate of candidates for the vacant and expired terms on the Board. Additional candidates may be nominated at the Annual Meeting of Members by any Member in attendance.

Each Member in good standing shall cast one vote for each vacancy and expired term, and allocate no more than one vote per candidate, with voting being by ballot if requested by any Member. The candidates receiving the highest number of votes shall be elected.

### **Section 4. Term**

Directors will be elected for terms set by the Board, but not exceeding three years. Directors duly re-elected may serve consecutive terms. A Director's term expires at the time of the Annual Meeting of Members in the calendar year in which his or her term is due to expire. Each Director elected by the Members shall hold office until expiration of the term for which elected and until his or her successor is elected and qualifies, or until his or her death, resignation, or removal; whichever is earliest.

### **Section 5. Vacancies**

Vacancies on the Board shall exist on the death, resignation or removal of any Director and whenever the number of authorized Directors is increased. A Director not in good standing may be removed by a majority of all the Directors in good standing. Any Director may be removed without cause by a two-thirds majority of all the Directors. Any Director may resign by giving email notice to the Board. No

Director may resign if ANMF would be left without a duly elected Director, except upon notice to the Attorney General.

Vacancies on the Board may be filled by majority action of the Board. A Director elected by the Board to fill a vacancy shall hold office until the next Annual Meeting of Members, at which time the office will again be vacant.

#### **Section 6. Powers**

Subject to the provisions of law and any limitations in the Certificate of Incorporation and these Bylaws, the activities and affairs of ANMF shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

#### **Section 7. Duties**

It shall be the duty of the Board to:

- a) set the overall direction of ANMF;
- b) ensure that ANMF is solvent and operating in a financially prudent manner;
- c) perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation of ANMF, or by these Bylaws;
- d) elect the Officers;
- e) supervise all officers, agents and employees of ANMF to assure that their duties are performed properly; and
- f) meet at such times and places as required by these Bylaws.

#### **Section 8. Meetings**

Meetings of the Board may be by telephone, online or other electronic means through which each participant can communicate with all of the other participants concurrently. After Board approval of the minutes of Board meetings, the minutes shall be made publicly accessible on the ANMF website.

#### **Section 9. Annual Meeting**

Immediately following each Annual Meeting of Members there shall be an Annual Meeting of the Board for the purpose of election of Officers and the transaction of other business.

#### **Section 10. Special Meetings**

Special meetings of the Board may be called by the Chairperson of the Board, the Treasurer, the Secretary, or by either a third of the Directors or by five Directors, whichever is less, and such meetings shall be held at the place designated by the person or persons calling the meeting.

#### **Section 11. Notice**

Notice of the time and place of any meeting of the Board shall be given by email to all Directors reasonably in advance of such meeting.

## **Section 12. Quorum**

A quorum shall consist of a majority of the Directors in good standing. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater number as may be required by these Bylaws. Each Director attending a meeting in person shall have one vote.

## **Section 13. Action Without Meeting**

Action by the Board may be taken without a meeting, by ballot as determined by the Board, provided: all Directors are given notice by email or text message of such ballot; all Directors have at least five days from the time of such notice being given to record their vote; and such action is approved by a majority of all the Directors or such greater or lesser number as may be required by these Bylaws. Balloting must allow all Directors to know each Director's vote and each Director's recorded comments.

## **Section 14. Liability**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of ANMF.

# **Article IV – Officers**

## **Section 1. Number**

The Officers of ANMF shall be a Chairperson of the Board, a Secretary, and a Treasurer. ANMF may also have, as determined by the Board, a President, an Executive Director, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chairperson of the Board.

## **Section 2. Qualification**

Any Director may serve as Chairperson of the Board, Secretary or Treasurer, and any person may serve as any other officer. The Officers shall be elected by the Board, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Other officers shall be elected or appointed as determined by the Board, and shall serve terms, have authority, and perform duties as may be prescribed from time to time by the Board.

## **Section 3. Chairperson**

The Chairperson of the Board shall preside at all meetings of the Board. In the absence or disability of the Chairperson of the Board, the Board shall designate one of the Directors present to act in his or her place. The Chairperson of the Board shall perform any other duties as may be required by law or which may be prescribed from time to time by the Board.

#### **Section 4. Secretary**

The Secretary shall:

- a) certify and keep a copy of these Bylaws as amended or otherwise altered to date;
- b) be responsible for maintaining contact information for all Members and Directors in good standing;
- c) keep, and make publicly accessible on the ANMF website, minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, the names of those present, and the proceedings thereof;
- d) keep a record of all ballots conducted, recording therein the time of holding, the names of those participating, and the outcome thereof;
- e) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- f) be custodian of the records and of the seal of ANMF and see that the seal is affixed to all duly executed documents, the execution of which on behalf of ANMF under its seal is required by law or these Bylaws;
- g) in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

#### **Section 5. Treasurer**

The Treasurer shall:

- a) have charge and custody of, and be responsible for, all funds and securities of ANMF, and deposit all such funds in the name of ANMF in such banks, trust companies, or other depositories as shall be selected by the Board;
- b) receive, and give receipt for, monies due and payable to ANMF from any source whatsoever;
- c) disburse, or cause to be disbursed, the funds of ANMF as may be directed by the Board, taking proper vouchers for such disbursements;
- d) keep and maintain adequate and correct accounts of ANMF's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- e) exhibit at all reasonable times the books of account and financial records to any Director of ANMF, or to his or her agent or attorney, on request therefore;
- f) render to the Chairperson of the Board and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of ANMF;
- g) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

h) in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

## **Article V – Committees**

### **Section 1. Executive Committee**

The Board may, by a majority action, designate three or more Directors to constitute an Executive Committee and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of ANMF, except with respect to:

- a) the approval of any action which, under law or the provisions of these Bylaws, requires the approval of a majority of all the Directors;
- b) the removal of any Director;
- c) the filling of vacancies on the Board or on any committee which has the authority of the Board;
- d) the fixing of compensation of the Directors for serving on the Board or on any committee;
- e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; and
- f) the appointment of committees of the Board or the members thereof.

The Executive Committee will at least be composed of the Chairperson of the Board, Treasurer, and Secretary. The Board, by a majority may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below three, the number of its members, and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require. After Board or Executive Committee approval of the minutes, they shall be made publicly accessible on the ANMF website.

### **Section 2. Other Committees**

ANMF shall have such other committees as may from time to time be designated by resolution of the Board. Members of such other committees need not be Members of ANMF. These additional committees shall act only in an advisory capacity to the Board.

### **Section 3. Meetings and Actions**

Meetings and actions of the Executive Committee shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the Executive Committee and its members for the Board and its members. The Board may also adopt rules and regulations pertaining to the conduct of meetings of any other committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **Article VI – Amendments**

### **Section 1. Amendment**

These Bylaws may be amended by a majority of the Members in good standing present and voting at a duly noticed Annual or Special Meeting of Members.

### **Certificate**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the America Nepal Medical Foundation and that such Bylaws were duly adopted by the Members on May 13, 2017.

Bhupesh Khadka, Secretary, May 13, 2017