

**Bylaws of  
Pashupatinath Buddha Foundation of New England, Inc.  
(PABFONE)  
(Fully Revised to Replace the Existing Bylaws Adopted On 04/07/2014)  
Duly Adopted by General Assembly held  
at 594 Washington St. Braintree, MA  
on 22<sup>nd</sup> Day of September, 2019**

**1. Name**

The Name of the organization is Pashupatinath Buddha Foundation of New England, Inc. (hereafter called PABFONE). PABFONE is a not-for profit community organization registered with the Commonwealth of Massachusetts, with a Certification of Incorporation date of December 5, 2012.

The Internal Revenue Service has determined that PABFONE is an exempt from Federal Income Tax under section 501 (a) of the Internal Revenue Code as organization described in section 501 (c) (3). The approval date is July 14, 2014.

PABFONE shall maintain a registered office in the Commonwealth of Massachusetts and may have such other offices within the Commonwealth of Massachusetts as the Board of Trustee (BOT) may determine from time to time. The principle office address of PABFONE is:

Pashupatinath Buddha Foundation of New England, Inc. (PABFONE)  
594 Washington Street  
Braintree, MA 02184

**2. Mission**

PABFONE is established to provide a common place and other necessary resources for all Nepali and other nationalities to congregate culturally, spiritually and religiously, to pray in accordance with Hinduism and Buddhism faith, to promote and preserve Nepali cultural heritage, to strengthen social and religious harmony between different faiths of Nepal, and to practice and promote Vedic, Buddhist and Nepali cultural values.

### **3. Objectives**

The main purposes of PABFONE are:

- to establish a Hindu and Buddhist worship center.
- to operate a worship (spiritual) place and organize Nepali cultural and spiritual activities on a regular basis for the benefit of the community.
- to establish and maintain a community center for the purpose of conducting spiritual, social, educational, cultural, literary, and performing arts activities consistent with the mission as stated above.
- to encourage sponsoring and/or supporting community service and charitable activities for the benefit of the community and the country as a whole.
- to work with other community organizations on areas of common interest.
- to provide space and resources necessary for yoga/meditation practices

### **4. Membership**

4.1. Any person who is 18 years or older and who agrees to participate in accomplishing the objectives of PABFONE and pledges to abide by its bylaws can be a member by paying the specified membership fees. The categories of membership shall be governed by the Bylaws.

4.2. Payment of any dues, if any, is mandatory and only members with voting rights and in good standing shall be eligible to run for office and vote in the affairs of PABFONE.

4.3. For all purposes of governance and operations of PABFONE, Life Members, Trustees and Patrons shall be treated as member for perpetuity.

4.4. Honorary membership may be bestowed by the Board of Trustees (BOT) on any person for his/her long service or potential of substantial support to PABFONE; however, such honorary membership, which does not require payment of membership dues, shall be advisory in nature, with no voting privileges or privileges to run for elected office of the PABFONE. BOT, with recommendation from EC, may bestow good standing members of PABFONE or other independent parties as members of an advisory committee of PABFONE. List of the advisory committee could be revised periodically.

4.5. A member is in good standing when his or her membership fees, assessments, commitment papers or similar other pledges with time deadlines, if any, are fully paid and no disciplinary actions were taken against him or her by PABFONE.

4.6. All members in good standing shall constitute the General Assembly (GA). However, only the voting members shall participate in any part of the GA meeting that requires voting, including elections.

4.7. PABFONE shall not refuse an application for membership on the grounds of race, sex, religion or political views. However, it may expel any member for behavior likely to bring the PABFONE into disrepute.

4.8. Types of membership and fees:

PABFONE shall have two major categories of members as described below:

4.8.1. Nonvoting Members:

a. General Member- Nonvoting: Yearly membership fees \$200 (renewal fee \$200). This membership category shall have all the general privileges (participate in any activities organized by PABFONE, participate in GA, inclusions in the mailing list, qualify for a committee member, and any other general privileges that are determined by the EC) but shall have no voting rights and/or rights to run for any elected/nominated positions of PABFONE.

4.8.2. Voting Members:

b. General Member-Voting: Membership fees \$2,000. Annual Fee of \$200 required until Life Member status is obtained.

c. Life Member: Membership fees \$5,000. No annual membership fees required. However, this category of member must sign a commitment paper in favor of PABFONE to pay at least \$200 a year for at least seven years period; payment to start from the year, 2020.

d. Trustee: Membership fees \$10,000. The membership benefits of a deceased Trustee shall be transferred according to the written Will of the deceased trustee, or to the immediate family member of the deceased Trustee. The name of the deceased Trustee shall not be changed as noted in 4.10 (e). This category of member must sign a commitment paper in favor of PABFONE to pay at least \$200 a year for at least seven years period; payment to start from the year, 2020.

e. Patron: Membership fees \$100,000. This category shall have all the rights and privileges of Trustee. A Patron shall have special privileges in the BOT meetings and in all the activities organized by PABFONE. The EC and the BOT shall determine such special privileges that will be provided to a Patron Member. However, Patron Member shall be honored as a special guest in all the functions organized by PABFONE.

- Subject to any disciplinary action not taken against the member, Voting Members shall have the voting right till perpetuity.

- Members who have not paid the full amount of the respective membership category they belong to, may not be entitled for the full benefits of the respective membership category. They shall be entitled for the full benefits upon payment of the full amount. This requirement includes signing and abiding by the commitment paper requirements mentioned above.

4.9. Cumulative total of annual membership fees and donation to PABFONE shall be considered in categorizing membership among the types of membership mentioned in this Bylaws. Membership fees, Deusi Bhailo and various donations to PABFONE are considered in calculating this total. Honorarium to priest/temple and other payments made in return of services, space, goods and similar other benefits are not considered for this purpose. Membership can be elevated to the higher level by paying the difference between current level membership and higher-level membership. One family can have only one voting member. Spouses, children and parents living together are considered as one family for this purpose. Executive committee shall collect standing consent from families and institutions with the name of the individual identified as the voter. This consent remains as a standing instruction to PABFONE until another written signed notification is received from the family/donor. PABFONE may make proxy form available for proxy votes. Once, registered as one member, family members are not allowed to split total donation/payments/fees into multiple units for voting or other purposes. Institutional member should nominate one representative for voting purpose and one institution counts as one vote.

4.10. Rights and privileges of the Voting Members:

- a. Attend general meeting called by the Executive Committee (EC) and vote for any matter brought properly before the assembly.
- b. Right to file candidacy for EC and to hold office if duly elected (except nonvoting members and honorary members).
- c. All members, except nonvoting members and honorary members, shall have voting right in general assembly. Membership category (e) shall be considered Trustee for life and such member shall use all the privileges of Trustee.
- d. All Trustees shall be considered as members of BOT.
- e. PABFONE shall post all Voting Members' name (including spouse) in its main building. The size and the metal of the name plate will depend upon the membership categories and as decided by BOT.

4.11. BOT may create additional class of membership, which must be ratified by General Assembly.

## **5. Finances**

5.1. PABFONE shall finance the activities it engages in by the following means:

- a. Membership dues and donations.
- b. Temple/Priest services
- c. Other fundraising activities, as authorized by the BOT.
- d. Rent or other income generated from its property.
- e. Gifts: The BOT and/or EC may accept, on behalf of PABFONE, any contributions, gifts, bequests, endowments or devices for the general or special purposes of PABFONE. Such gifts shall strictly be used for the purpose as agreed upon between the donor and PABFONE.
- f. All the restricted funds over \$50,000 shall be deposited into a separate bank account and shall be used only for the purposes specified by the Donor of the Funds.

5.2. PABFONE shall have its own bank account where all the funds shall be deposited and disbursed from.

5.3. PABFONE shall prepare its annual operating budget. Treasurer and Assistant Treasurer of the EC shall coordinate the entire budget preparation process and activities. Long term capital budget shall be prepared by BOT with the help of EC.

5.4. No part of the earnings or other property received by PABFONE from any source shall be used to the benefit of or be distributed to any of its Members, EC members or officers, BOT, or other private persons. The earnings and the property of PABFONE shall only be used for the benefit of the PABFONE.

## **6. General Assembly (GA)**

6.1. General Assembly (GA), which is the highest authority of the PABFONE, consists of all categories of members. Every member, except nonvoting members and honorary members, have equal right to cast their votes on any matter, motion or petition duly brought before the assembly. Nonvoting members and honorary members can participate in GA but shall have no voting rights. General Assembly shall appoint the auditors or independent accountants of the PABFONE, if needed. The annual meeting of the General Assembly shall be held at least once each year at a place decided by the EC. The meeting shall be open to all members of the Congregation.

6.2. Quorum: At all general meetings or special meetings of General Assembly, at least more than fifty percent (50%) of the Voting Membership shall constitute a quorum for GA proceedings. If unable to meet the quorum, a second meeting shall be called with at least 7 days' notice. There is no quorum requirement in the second meeting.

6.3. Special GA meetings can be called at the written request of 25% of the Voting Members. Within 15 days of receipt of such request, EC Secretary should send notice to members for the GA meeting. GA meetings can also be called by the Chairman or an officer of BOT designated by the Chairman upon receipt of written request from 25% of

BOT members. BOT should send notice to members for the GA meeting within 15 days of receipt of such request.

6.4 Only the GA shall be empowered to make or amend the Constitution governing PABFONE.

## **7. Governance Structure**

The overall governance of PABFONE shall be vested in the voting members of PABFONE.

## **8. Board of Trustees (BOT)**

8.1. The BOT shall be responsible for the overall control of the assets and loan accounts other than small credit card account(s) opened by EC. The BOT shall also serve as a legal advisory body to the EC and shall engage in the activities that have long term impact and sustainability of PABFONE. Specifically, all the activities related to investment and property of PABFONE shall be under the direct control of the BOT.

8.2. The BOT shall have 7 office bearers and unlimited members, as below:

Chairman:

- a. S/he shall preside over all the regular meetings of the BOT.
- b. Manage and promote PABFONE's long term (over one year) programs and activities.
- c. S/he shall be responsible for safekeeping of all PABFONEs fixed assets and investments and monitor and control debt ratios.
- d. S/he shall be responsible for collection of Boston Saptaha- 2017 pledged amounts
- e. The Chairman shall provide guidance as an advisor in any short-term policy formation and execution to EC.

Vice Chairman – Organization and Management (O&M):

- a. S/he shall carry-out the duties of the Chairman in the Chairman's absence or incapacity.
- b. S/he shall assist Chairman in carrying out BOT activities
- c. By an approval of the BOT, Vice Chairman O&M shall fill the remainder of the Chairman's term of office in case of vacancy.

Vice Chairman – Strategic Planning (SP):

- a. S/he shall help Chairman manage long term strategic planning for growth and development of PABFONE and advise EC in providing strategic direction that is consistent with the Foundation's mission, bylaws and policies

- b.** S/he shall plan, design and recommend long term temple and community center products and programs in front of BOT members for BOT to evaluate and further recommend to EC

Vice Chairman – Record & Management (R&M)

- a.** S/he shall keep accurate records/minutes of BOT meetings.
- b.** S/he shall issue notices as instructed by the Chairman.
- c.** S/he shall conduct all communications on behalf of BOT and shall have custody of all books, papers, records, and documents of BOT minutes and activities
- d.** S/he shall be the primary contact person of the BOT

Vice Chairman – Project Management (PM):

- a) Under the general supervision of the Chairman, s/he shall manage various tasks and projects of BOT
- b) S/he shall work as a liaison between the BOT and the EC for each projects and tasks related questions raised by the BOT on activities carried out by EC and various committees.
- c) Under the general supervision of the Chairman, s/he shall oversee the activities of the various committees formed by the BOT and shall provide liaison between those committees.
- d) Under the general supervision of the Chairman, s/he shall manage various tasks and projects of BOT

Vice Chairman – Investment, Planning and Finance (IPF):

- a. Under the general supervision of the Chairman, s/he shall formulate and execute plans that are related to fixed assets and investments of PABFONE.
- b. Under the general supervision of the Chairman, s/he shall make sure all the lenders' debt requirements are met in an appropriate and timely manner by EC.
- c. S/he shall review the financial reports received from the EC prior to presenting in the BOT meetings.
- d. VP (IPF) shall work as a liaison between the BOT and the EC for each financial question raised by the BOT on the financial reports provided by the EC.
- e. VP (IPF) shall monitor the financial activities of PABFONE and shall advice the EC of all governmental reporting and tax filings obligations.
- f. VP (IPF) shall maintain records of PABFONE long term fixed assets, investments and debts
- g. VP (IPF) shall manage endowment of PABFONE
- h. VP (IPF) shall have visibility of all the bank, credit card and similar other financial accounts operated by EC.

Vice Chairman – Corporate Relation (CR):

- a.** VP (CR) shall maintain relationship with corporate houses, government bodies and other parties in high level maintaining cordial relationship with them and work with

them on avenues of possible donation or other mutual benefits possible in promoting PABFONE's mission

- b. S/he shall maintain relationship with other not for profit organizations in trustee level with an aim of developing common programs that could promote PABFONE's objectives

BOT Member:

All the good standing Trustees and Patrons shall act as the members of the BOT.

8.2.1 BOT office bearers shall be nominated or elected from among the members of the BOT. Patron shall have all the rights and privileges of BOT and is also considered as a BOT.

8.2.2 BOT shall nominate three-member Nomination Committee 3 months prior to the end of the term of the BOT officers. This Committee shall nominate the officers under the general guidelines of this bylaw. This Committee shall prepare its operating guidelines and nomination process without contradicting the main intent of this bylaws. If unable to nominate the officers of BOT, this Committee shall work as an Election Committee and shall conduct election of BOT officers.

8.2.3 The term of the BOT officers shall be similar to sub clause 9.2.

8.3. The BOT shall meet at least four times a year, on a quarterly basis, or more if deemed necessary.

8.4. General Powers: All the rights, powers, duties, and responsibilities related to the management and control of PABFONE's property, investments and big loan accounts (loan accounts other than credit card account(s) operated by EC) are vested in the BOT. General Powers should only be used for the benefit of PABFONE. These powers exist to the BOT as an institution and not to an individual BOT. The BOT has a duty to exercise reasonable care and prudence in managing the affairs of PABFONE. The BOT may make rules for the conduct of its meetings and other activities; however, any rules inconsistent with these bylaws shall be null and void. Without limiting the general powers, the BOT shall have the following specific powers and responsibilities:

- To accept at its discretion all gifts, bequests, and donations, in cash or in kind, provided that any such gifts, bequests or donations, which the donor makes, are unrestricted. In case of restrictions, the BOT may reject the gift(s), if such restrictions are not in the best interests of PABFONE. Further, the wishes of any donor regarding the use of their donations shall, at the discretion of the BOT, be accepted and honored, to the extent possible as long as such wish does not conflict with the mission and the objectives of PABFONE.
- To design and manage selection and placement idols in temple/sthupa

- To approve capital construction projects and budgets with the advice of the President and the EC.
- To borrow money and incur indebtedness, if needed, for fulfilling the objectives of PABFONE and to execute instruments of hypothecation of assets.
- To sign any deeds, mortgages, bonds, contracts or other instruments with the secretary or any other officer of the Corporation authorized by the BOT.
- With the help of EC, to maintain a list of current voting members and their addresses on file. Such list shall be updated at least annually and shall be made available to any members, upon reasonable request by the member.
- To prepare and submit necessary financial and operational reports to the GA, at its annual meeting.
- BOT has the right to form committees, as needed, to assist in managing the Activities of PABFONE. The coordinator appointed to oversee a committee must be a good standing member. Committee coordinator shall attend BOT meetings when requested or when there is a need to be present to execute the designated task. All committee coordinators shall report to the Chairman of BOT or a designated officer of BOT. At least one member of the BOT shall serve on each committee.

8.5. Every year BOT shall assist the EC in conducting the general assembly. At least the following reports should be presented before the General Assembly:

- Board of Trustee's Report.
- Yearly Financial Statements and accountant's report, which is certified by the EC.

8.6. Quorum: a simple majority more than 50% will constitute quorum for the meetings of BOT.

8.7. The BOT has the power to acquire and hold real estate and personal property as the BOT deems necessary for carrying out the objectives of PABFONE. No real estate belonging to PABFONE shall be sold, unless specifically and previously approved by the BOT and the GA.

8.8. The BOT shall form a three members' Election Committee, four months prior to the expiration of the term of the current EC. The Election Committee shall do every effort to form the EC by consensus and not by the traditional election process. Traditional election process shall be the last resort in forming the EC. The Election Committee shall have the absolute power and shall prepare necessary rules and regulations that are needed to form the EC.

8.9. Special Power: Chairman/acting Chairman of the BOT can call a General Assembly (GA) meeting, with written approval of simple majority of BOT, at any time of the year. The decision made by this GA meeting shall be binding to the PABFONE.

## 9. Executive Committee (EC)

### 9.1 Composition of EC:

EC shall manage the day-to-day activities or general operations of PABFONE. An EC, comprising of 15 members who are elected or nominated from the good standing Voting Members of PABFONE, shall serve as the highest legally constituted body to manage the regular business of PABFONE. Every effort shall be done to form the EC without conducting formal election. EC shall have 9 officers, 1 Immediate Past President and 17 members, as detailed below:

- President
- Immediate Past President (IPP)
- First Vice President – O&M (Operation and Management)
- Second Vice President – Compliance
- Third Vice President – Religious & Spiritual Development
- General Secretary
- Secretary
- Treasurer
- Assistant Treasurer
- Spokesperson
- Members (17 members)

During tenure of EC, if needed, EC may add no more than two additional members from good standing voting members of PABFONE with the committee's more than 50% majority. In this case total number of officer and member may go up to 29.

9.1.1 At least two members from each faith, Hinduism and Buddhism, shall have representation in the EC. The election committee shall work accordingly to accommodate at least two members from each faith.

9.1.2 Only the good standing Trustees shall qualify as a candidate for the President.

9.1.3 Every effort shall be made to include at least one female vice president in the EC.

### 9.2 Term of Office:

9.2.1 The EC shall have a two years term of office. The election or nomination process shall start four months prior to the fiscal year end, September 30<sup>th</sup>, of the odd year and shall be completed 15 days prior to the fiscal year end. The EC shall take oath and start assuming responsibilities from the beginning (October 1<sup>st</sup>) of the odd year.

9.2.2 For the first year, the election or nomination process shall start immediately after final approval of the PABFONE bylaws. For this first term, newly nominated/elected Officers of BOT and EC may take oath on the same day these Bylaws are approved by GA. Therefore, for the first term, the EC shall have plus or minus two years of term, not exactly two years. Majority of The GA approving these Bylaws can elect first term

Officers of EC. Majority of Board of Trustees present in the GA approving these Bylaws are allowed to form the first term BOT officers.

9.2.3 Any office bearers (President, Vice President, General Secretary, Secretary, Treasurer, and Assistant Treasurer) shall not assume the same position for more than two terms continuously.

### 9.3 Responsibilities of EC:

All the rights, powers, duties, and responsibilities related to the regular management and control of PABFONE property, business, and spiritual, cultural and other similar activities are vested in the EC for the benefits of PABFONE. EC has a responsibility to ensure that its actions are consistent with the purpose of PABFONE as described in Article 2. EC shall exercise reasonable care and prudence in managing the affairs of PABFONE. Without limiting the general powers, EC shall have the following powers and responsibilities:

- EC shall arrange the time and place of all regular general assembly. The Secretary shall notify all members in good standing at least two weeks in advance of each of such meetings. This time limit does not apply for emergency/special meetings
- EC shall appoint, supervise, and evaluate the performance of all PABFONE employees and contractors. This applies for the appointment of priests, as well. Contracts
- Single contract for big renovation or other projects with over \$30,000 shall be negotiated and signed by BOT with recommendation from EC. EC shall be responsible for working with the contractor and monitoring the project and making payments of the contract and related cost. EC can sign, monitor a single contract up to \$30,000. Any contract over \$50,000 shall be actively monitored by BOT.
- EC shall comply with all Federal, State, and City Laws and Regulations in its operations.
- EC shall take proactive steps to increase PABFONE's revenues.
- EC shall collect membership fees
- EC shall set up pledge commitment letters from members and work with banks in setting up ACH for collection.
- EC shall set fees for spiritual services and ceremonies, rental charges for the use of PABFONE facilities, and any other services provided by PABFONE's resources.
- Authorize the regular/recurring expenditure of funds including but not limited to mortgage, insurance, taxes and utilities.
- Authorize nonregular/nonrecurring office, temple and hall expenses, assets purchase, repair and other expenditure not to exceed \$25,000 within a period of 90 days. Expenses other than monthly bills, payroll and expenditure for big projects over \$30,000 and \$50,000 mentioned above fall into this category. EC shall get approval from BOT for any such expenditures exceeding these thresholds.

- Buy or lease any equipment as needed for the regular operation of PABFONE subject to the limit of \$25,000 mentioned above.
- Apply/use credit cards up to \$10,000 (including all the credit card accounts), for the purpose of running PABFONE, without BOT's approval.
- Prepare yearly budget and financials for accountant's report and tax returns.
- Transfer funds in excess of the threshold set by BOT from bank account(s) operated by EC for operation of the PABFONE to Bank account(s) maintained by BOT. EC can request funds from BOT if balance is not enough in the operating account(s) for regular operational expenses.
- EC is required to provide accounting of all financial transactions as and when requested by the BOT. In addition, EC shall be required to provide annual financial reports to the BOT and to the General Assembly.

#### 9.4 Committees:

EC has the right to form committees, as needed, to assist in managing the business of PABFONE. The coordinator appointed to oversee a committee must be a good standing member. Committee coordinator shall attend EC meetings when requested or when there is a need to be present to execute the designated task. All committee coordinators shall report to the President of EC or an EC officer or EC member designated by the President. At least one member of the EC shall serve on each committee. Members of committees could be third parties who are not member of PABFONE.

#### 9.5 Quorum:

A simple majority greater than 50% shall constitute quorum for the meetings of EC.

#### 9.6 Meetings:

EC should hold meetings at least once in two months, or as frequently as needed.

#### 9.7 Recognitions:

PABFONE relies heavily on donations and contributions of services. EC shall create appropriate incentive and award structure to recognize large donors and/or outstanding service providers/volunteers.

#### 9.8 Record Keeping:

EC shall maintain a history of key records for a maximum period of seven years or as required by Internal Revenue Service or government authorities. EC General Secretary (or a designee) shall serve as a custodian of PABFONE records.

## **10. Duties of President**

- a. Prepare and present President's report in General Assembly.
- b. S/he shall preside over all the regular meetings of the EC and general assembly meetings.
- c. Appraise the activities of PABFONE and present the status of committee's activities if any.
- d. S/he shall be responsible for the day-to-day and over-all activities of PABFONE.
- e. Organize and promote PABFONE's programs and activities.
- f. In case of a tie vote at any of the meetings, the President shall cast the deciding vote.
- g. President shall be the Chief Executive Officer of PABFONE, and shall supervise all the officers, agents and employees, subject to the policies and guidance of the BOT.

## **11. Duties of Immediate Past President**

- a. Serves as a member of the Executive Committee
- b. Serves as an advisor and consultant to the President
- c. If current president is re-nominated/re-elected for another term, the Immediate Past President shall serve Executive Committee for that another term as well

## **12. Duties of Senior Vice President (Operation and Management)**

- a. Vice President – O&M shall carry-out the duties of the President in the President's absence or incapacity.
- b. S/he shall be responsible for managing and organizing all the regular spiritual activities organized by PABFONE.
- c. By an approval of the BOT, Vice President O&M shall fill the remainder of the President's term of office in case of vacancy.
- d. Vice-President will oversee the activities of the various committees formed by the EC and shall provide liaison between those committees.

## **13. Duties Vice President (Compliance)**

- a. Vice President – Compliance shall work as a compliance officer (comply with all the federal, state, municipal and other laws and regulations) of PABFONE.
- b. Any special events, not the regular activities of the PABFONE, shall be coordinated by VP-C&C.

## **14. Duties of Vice President (Religious & Spiritual Development)**

- a. Vice President- Religious & Spiritual Development shall work as an overall coordinator of religious and spiritual activities conducted in temple/monastery of PABFONE

- b. S/he shall work with priests and devotees in developing and organizing various Hundi and Buddhist religious activities
- c. S/he shall work on designing and maintaining a library with collections useful to people wanting to know about meditation, Hindu and Buddhist religious practices and overall Nepali culture.

### **15. Duties of General Secretary (GS)**

- e. The Secretary shall keep accurate records/minutes of PABFONE activities and EC meetings.
- f. S/he shall develop PABFONE calendar and also inform the president and the EC of activities to be performed at stated times or stated intervals.
- g. S/he shall issue notices as instructed by the President.
- h. S/he shall conduct all communications, other than those specifically noted in 12.b, of PABFONE and shall have custody of all books, papers, records, and documents.
- i. S/he shall maintain a complete record of current and past members for the purpose of establishing communication related to PABFONE activities.
- j. The Secretary shall be the primary contact person of the EC
- k. Secretary shall have the custody of seal of PABFONE and shall use it under the direction of the EC.

### **16. Duties of Secretary**

In any absences of the General Secretary, the Secretary shall assume all the responsibilities of the GS. In addition, Secretary is responsible for any special tasks assigned by the General Secretary.

### **17. Duties of Treasurer**

- a. S/he shall be responsible for preparation of the operating annual budget.
- b. S/he shall report the current financial situation to the EC at regularly scheduled meetings and be responsible for determining ways and means of financing PABFONE's operations.
- c. The Treasurer shall maintain a set of books and records showing the receipts and disbursements of PABFONE.
- d. S/he shall prepare and provide a complete set of financial reports of PABFONE at each BOT meetings.
- e. S/he shall have custody of all funds of PABFONE and shall deposit the same, as directed by the EC.
- f. The Treasurer shall not draw any funds without the approval of the EC. EC can authorize Treasurer to maintain a petty cash of \$1,000 or less for the emergencies and small transactions.

- g. The Treasurer shall be responsible for all governmental reporting and tax filings on time.

### **18. Duties of Assistant Treasurer**

In any absences of the Treasurer, the Assistant Treasurer shall assume all the responsibilities of the Treasurer. In addition, Treasurer is responsible for any special tasks assigned by the Treasurer.

### **19. Duties of Spokesperson**

- a. S/he shall assume the full responsibilities of all communications with outside entities (all governmental and non-governmental authorities/organizations in maintaining legal compliance) on behalf of PABFONE.
- b. S/he shall be the in-charge of PABFONE newsletter or any publications of PABFONE.

### **20. Duties of EC Members**

EC Members shall support any PABFONE activities and accomplish responsibilities that are assigned by the President or the EC for the benefit of the PABFONE.

### **21. Removal of the Officer and Member of EC**

If found in violation of PABFONE's purpose or by-laws, any Officer or EC member shall be removed from office by the following process:

- a. A written request, providing the details of violations, by at least 25% of members of the EC.
- b. Written notification by the EC to the alleged officer/member of the above request.
- c. A special meeting of the EC where the officer/member in question will present and clarify the allegation against her/him.
- d. A two-thirds (2/3) majority vote is necessary to remove the officer/member of the EC
- e. EC shall submit the decision to the BOT for final approval of the removal. The removal process is complete upon BOT's approval with regular greater than 50% majority.
- f. If the officer in question does not attend the three consecutive duly called special meetings (as detailed in c), s/he is assumed to have removed automatically.

## **22. Removal of Trustees**

If found in violation of the PABFONE's purpose or constitution, any Trustees may be removed from office by the following process:

- a.** Written request by 25% of the current BOT members.
- b.** Written notification by the BOT to the Trustee in question of above request.
- c.** A special meeting of BOT, where the Trustee in question shall present and clarify the allegations against him/her.
- d.** A two-thirds (2/3) majority vote is necessary to remove the Trustee from BOT.
- e.** If the Trustee in question does not attend the three consecutive duly called special meeting, s/he is assumed to have removed automatically.

## **23. Resignation**

Board of Trustee or the Executive Committee Members may resign from their posts after proper hand-over of their responsibilities and accountabilities to any person designated by BOT or EC respectively. BOT/EC shall fill the vacant position with a majority vote for the remaining tenure.

## **24. Amendments:**

24.1 The bylaws may be amended by an affirmative vote of two-thirds of the joint EC and BOT meeting. Additionally, such an amendment must be ratified by simple majority of GA. Either Chairman of BOT or President of EC can call joint EC and BOT meeting. The EC President shall lead the amendment process.

24.2 Appropriate written notice shall be sent as required for the joint EC and BOT meeting to discuss and take decision on the constitution amendment.

## **25. Grievance and Conflict Resolution**

Efforts shall be made to resolve conflicts related to PABFONE affairs at the level of its origin first in a democratic and professional manner. The guiding principle for conflict resolution shall be the interests of PABFONE. In general, a grievance shall be investigated by an ad-hoc committee so formed by the EC. The EC will then deliberate on the finding and try to get appropriate remedy. If that fails to satisfy either of the parties, the case will be forwarded with recommendations to the BOT. The BOT, with a majority vote, will have the ultimate authority to decide on issues that are not resolved by the EC. BOT may call for a special GA if required to resolve any unresolved issues.

## 26. Legal Action

Responsibilities of protecting the assets of PABFONE shall be with the EC and the BOT. However, no officers, EC members, committee members or BOT members shall be personally responsible for any liabilities of PABFONE. If PABFONE, any officers of PABFONE, and Members of EC or BOT be sued, either alone or with others, in any proceeding, PABFONE shall use an attorney and shall cover all costs involved in settling the case. For this purpose, PABFONE shall purchase Liability Insurance.

## 27. Miscellaneous:

27.1 Specific Restrictions: Non-vegetarian food(s) and alcoholic beverage(s) of any kind shall not be allowed inside PABFONE temple premises designated by EC at any time or for any reason. Smoking and consumption of controlled substances shall not be permitted within the temple. The PABFONE main building shall be open to all for the purpose of conducting cultural, spiritual, social, and educational activities, subject to restrictions approved by the EC.

27.2 Subject to the approval, EC may allow other Nepali community organizations or individuals to use its facility by charging a reasonable fee if required. However, the use of the facility should be for the not for profit purpose only. No gatherings or assembly of political in nature shall be allowed in the main building; however, this will not apply for the Party Hall. Party Hall, if is located in the same premises, can be rented out to any individuals or organizations for any legal purposes. The individual or the community organization, using the facility, shall be solely responsible for all the cleanings and maintenance, if needed, that occurred because of the use of the property.

27.3 The EC shall do its best in keeping the premises clean. Subject to special approval by the EC, no signs, pictures, plates, or any kind of displays are allowed in the main hall of the building, as this hall will be utilized for different purposes by many different community organizations and individuals.

27.4 If any other community organizations share the PABFONE Building space, then their communication shall include the “PABFONE Building” on their address line.  
Example in the present scenario:

\_\_\_\_\_ (Name of the Community Office)  
PABFONE Building  
594 Washington Street  
Braintree, MA 02184

27.5 All out going email communications from PABFONE should have the sender’s name, who must assume the responsibility of the content of the email. Email communication that is not endorsed by the sender should not be released to the receiver.

27.6 The PABFONE Priests perform rituals and conduct spiritual ceremonies and events. The priests shall be compensated based on the service performed (as a subcontractor or as an employee). The EC shall appoint Priests, as needed. EC may ask advice of the BOT in this regard. The responsibilities and work areas of the Priests are determined by the EC. Hiring and firing of Priests are solely on EC.

## **28. Purchase and Sale of PABFONE Assets**

EC may sell assets of PABFONE if doing so is deemed necessary. However, sale of Assets with purchase price of more than \$5,000 must be approved by BOT general majority of greater than 50%. 2/3<sup>rd</sup> majority of GA is required to purchase and sell real estate property. GA must approve purchase and sale of real estate property with 2/3<sup>rd</sup> majority. Idols of deities are not allowed to be sold. If needed to remove from PABFONE property premises, should be donated to other not for profit organizations as approved by 2/3<sup>rd</sup> majority of GA.

## **29. Dissolution**

29.1 Dissolution of PABFONE shall occur only for due cause, and can be initiated only for reasons of financial exigency, financial viability, or other legal proceedings. Dissolution shall be initiated by a motion supported in writing by a one third of Voting Members of PABFONE, and with the approval of more 2/3<sup>rd</sup> majority of the voting members of the PABFONE. New membership shall not be issued once the dissolution is initiated.

29.2 Upon dissolution of PABFONE, its remaining assets, after paying or making provisions for the payment of all the liabilities, if any, shall be distributed to any other not for profit organization as determined by the BOT with the advice of the EC. The BOT shall give priority to Greater Boston Nepalese Community (GBNC), a Massachusetts not for profit organization, in case of such dissolution.

Adopted These Bylaws on this 22<sup>nd</sup> day of September 2019 by General Assembly held at PABFONE Building, 594 Washington St, Braintree, MA 02184

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Bishnu Karki  
President, EC

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Gaurav R Thapaliya  
General Secretary, EC

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Bishnu M Acharya  
Chairman, BOT

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Birochan Nepal  
Vice Chairman, R&M