



Bylaws

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Article 1. NAME

The name of this organization shall be **American Society of Nepalese Engineers** (herein after called the "Society"). The abbreviation of the Society is ASNEng. The Society shall be a non-profit organization.

Article 2. OBJECTIVES AND PURPOSES

The objective of the Society shall be to promote professional growth and advancement of individuals with Nepalese background and interest in Nepal, who have expertise and training in any engineering, scientific and technical areas; and to facilitate for their increased contribution to the progress of engineering and scientific education, research, training, practice, and technology transfer for the benefit of humanity. The Society shall operate for scientific and engineering research and educational purposes. In furtherance of the foregoing objectives, the purposes of the Society shall be as follows:

- To bring together people of Nepalese heritage and culture and other interested individuals pursuing profession in engineering, or closely related scientific and technical areas, for exchange and sharing of research, educational and practice related knowledge and experience, professional interaction, and collaborative activities, and provide opportunities to enhance their technical and professional competence.
- To collect, disseminate and exchange technical knowledge through publications, conferences, seminars and workshops.
- To inspire and empower members to maintain a high standard of professional conduct, achievements accomplishment, and sense of pride.
- To advance the professional well-being, and success of its members.
- To foster the spirit of scientific and engineering research, education and life-long learning throughout its membership base.
- To foster collaboration between its members and researchers, academicians, and practitioners worldwide. .
- To recognize its members, other individuals and organizations for their outstanding contributions to the welfare of the society.
- To promote engineering, scientific, and technological advancement in Nepal.
- To provide advice to public, corporate and government policy making bodies in the areas of engineering and scientific development, as needed and appropriate, for the public benefit.

Article 3. MEMBERSHIP

3.1 Membership Grades and Qualifications.

Membership in the Society is open to all individuals with Nepalese background/connection and friends of Nepal residing in or outside the United States of America, who have desired academic degree and experience in any engineering field or in an allied/closely related technical/scientific area that support and enhance the profession of any branch of engineering through education, practice, and research.

3.1.1 Student Member.

To be eligible for the grade of Student Member, an individual shall be enrolled at least half-time in a 4-year undergraduate program or at least half-time in a graduate program in any branch of engineering.

3.1.2 Member.

To be eligible for the grade of Member, an individual shall:

Criterion 1: have been graduated with a bachelor's degree in an engineering area or closely related scientific/technical field from a school having well established and standard programs; **OR.**

Criterion 2: have been graduated with a graduate degree in an engineering area or closely related scientific/technical field from a school having well established and standard programs; **OR.**

Criterion 3. have been graduated with an associate degree in engineering from a school having well established and standard program AND has 3 years of professional experience in engineering.

3.1.3 Senior Member.

To be eligible for the grade of Senior Member, an individual shall: *Criterion:* a) advance from the grade of Member, AND b) provide two (2) references from Society members (at least one (1) reference must be from Society's Senior Member or Fellow), AND c) have had responsible charge for not less than 10 years, in the grade of Member, of important industrial, educational, and research activity, requiring the knowledge and background gained from engineering or closely related scientific/technical training and experience.

The requirement of ten (10) years of membership in the Member grade of the Society for qualification of Senior Membership shall be waived until September 2017. In addition, only one reference letter will suffice if the letter is from a member of the Board of Directors of the Society. The applicant of Senior Member grade must list 10 years of professional work experience and must demonstrate his or her work experience by listing in the "Professional Job Experience/Responsibilities" section in the application form.

3.1.4 Fellow.

To be eligible for the grade of Fellow, an individual shall:

Criterion: a) advance from the grade of Senior Member, AND b) provide 3 references from Society members (at least 2 references must be from Society Fellows), AND c) have Ph.D. (doctoral degree) or profession engineer (PE) license, or similar status, AND d) have had responsible charge for not less than 10 years, in the grade of Senior Member, of important industrial, educational, and research activity, requiring the knowledge and background gained from engineering or closely related scientific/technical training and experience.

(For the first 20 years of the Society's life, the Society's Board of Directors may choose to waive these requirements for an individual who has met similar level of requirements and qualifications in other nationally or internationally recognized and well established engineering and/or scientific society.)

3.2 Special Membership Classifications, Titles and Qualifications.

The rights, obligations and procedures for awarding the Society's Membership Classifications and Titles shall be as determined by the Society. These classifications and titles do not constitute additional membership grades.

3.2.1 Honorary Member.

To be eligible for Honorary Member, an individual shall have acquired superior achievement and contributed outstanding noteworthy services in his/her field of endeavor, adhered to high standards of conduct, and benefited the national and international communities, and humanity. The total number of Honorary Members elected in any year shall not exceed Five (5) individual. Election of Honorary Members shall be by two-third majority vote of the Board of Directors.

3.2.2 Life Member.

To be eligible for Life Member, an individual shall: a) have membership at any grade, except Student Member, in the Society, AND b) have paid applicable one time dues as determined by the Society's Board of Directors. Such members shall be entitled to all the rights and privileges of the membership grade of the Society throughout his/her lifetime without any further dues payment. As applicable, he/she shall be eligible to apply and receive upgrade of membership grade by following the Society's

established procedure for this purpose. Upon becoming the Life Member, the word "Life" shall be added to the grade of membership of the individual member.

3.2.3 Retired Member.

To be eligible for retired member, a member of the Society shall: a) be retired from regular, full-time employment in his/her professional field, AND b) be of age of 65 or higher. The member may upon written request and assurance of eligibility become a retired member and shall thereafter pay reduced dues as determined by the Board of Directors. Such members shall be entitled to all the rights and privileges of the membership grade at the time of their retirement.

3.2.4 Corporate Member.

The Corporate membership of the Society shall be available only to organizations or corporations (not to individual people). To be eligible for Corporate Member, an organization shall: a) have activities including any branches of engineering and related scientific and technical field that support engineering, AND b) have paid applicable dues as set by the Society's Board of Directors. A Corporate Member shall have option to send certain number of its employees, as determined by the Society's Board, to hold membership in the Society at a membership grade commensurate to their experience and qualifications.

3.2.5 Affiliate Member.

The Society shall have the provision to provide the Affiliate Membership without voting right to an individual who has keen interest in the Society and its well being, however, may not have all the qualification to be eligible for a regular member of the Society. The Affiliate Member shall contribute an appropriate amount towards the membership fee. No membership renewal shall be required of the Affiliate Member.

3.3 Admission and Application.

Any person who possesses the qualifications and meet eligibility criteria as prescribed in Bylaws Articles 3.1 and 3.2 may apply for admission or advancement. Individuals who meet the eligibility criteria as set above become members after submitting a Membership application, obtaining the approval of the Society's Executive Committee or any other committee dealing with membership as directed by the Board of Directors, and paying the applicable membership. Application for membership in the Society, including application forms, references, and qualification verification and approval, shall be made in such manner as the Society may direct.

3.4 Rights and Privileges

The voting membership grades of the Society shall be Member, Senior Member, and Fellow. The non-voting membership grade of the Society shall be Student Member. Voting members of the Society shall be eligible to hold office in the Society. The rights, privileges, responsibilities and qualifications of membership are as set forth in the Society's Bylaws and/or other appropriate governing documents.

3.5 Obligations.

All members of the Society must subscribe to the Certificate of Incorporation, Bylaws, and other governing documents of the Society.

Article 4. FEES AND DUES

4.1 Dues Year.

The Society's dues year is from January 1 through December 31.

4.2 Right to levy fees and dues.

The Board of directors may establish entrance and other appropriate fees. The Board of directors shall establish a schedule of dues, by a two-thirds (2/3) vote, for the individual grades of membership.

4.3 Obligation to pay.

Except as otherwise provided in these Bylaws, every member shall be obligated to pay the fees and dues identified herein in advance of January 1. A person who is elected to membership in the Society after June 30 in any calendar year shall pay only one-half of the year's dues. A Society member who is advanced from any grade to a higher grade in the Society shall pay the annual dues of the higher grade, effective the next Society membership year.

4.4 Good Standing.

A Society member whose obligation to pay is current shall be a Society member in good standing.

4.5 Delinquency.

Any Society member who is not in good standing may forfeit rights and privileges of membership as determined by the Board of directors.

4.6 Annual Dues.

The annual dues for the several grades of members shall be annually reviewed and the amounts set by the Society's Board of Directors. Changes in the dues schedule shall be adopted by a majority vote of all members of the Board.

Article 5. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS

5.1 Separations from Society Membership.

Society membership shall be terminated by (a) death of the member, (b) nonpayment of dues, (c) resignation, or (d) expulsion.

5.1.1 Nonpayment of Dues.

Society membership shall terminate in the event that the Society member's dues become twelve (12) months in arrears.

5.1.2 Resignations.

Any member of the Society may tender resignation of Society membership. Separation from Society membership will be effective upon receipt of notification or upon acceptance by the Board of Directors for resignations received while under investigation.

5.1.3 Expulsion.

Any member of the Society may be expelled as disciplinary action for conduct which in the opinion of the Board of directors is improper and prejudicial to the best interests of the Society. A two-third (2/3) majority vote of the Board of Directors shall be required to effect such expulsion.

5.2 Reinstatement of Membership.

Former members of the Society may be reinstated to the same grade in the manner prescribed below.

5.2.1 Nonpayment of Dues.

A former member of the Society separated by nonpayment of dues may be reinstated in the same grade by making payment of the applicable dues.

5.2.2 Resignation.

A former member of the Society separated by voluntary resignation may be reinstated in the same grade by the approval of the Society's Executive Committee. The former member shall submit a new application to the Executive Committee with applicable membership dues.

5.2.3 Expulsion or Resignation under or Pending Investigation.

A former member who was expelled or resigned while under investigation or pending investigation may be reinstated to the Society's membership according to the procedure outline in Article 5.3.4

5.3 Disciplinary Proceedings.

A Society member may be subjected to disciplinary action for violation of any of the provisions of the Certificate of Incorporation, Bylaws, or other governing documents of the Society, or for conduct which in the opinion of the Executive Committee is improper and prejudicial to the best interests of the Society.

5.3.1 Procedures for Professional Conduct Cases.

Professional Conduct Cases shall be conducted in accordance with the Procedure established by the Society's Board of Directors. Professional Conduct Proceedings result in one of the following: exoneration, letter of admonition, suspension, or expulsion, which may include additional disciplinary actions.

5.3.2 Resignation While Under Investigation.

A Society member who has been advised by the Society that it is investigating the Society member's possible involvement in activities for which the Society member could be subjected to disciplinary action may tender resignation of Society membership for Board of Directors consideration. If accepted by the Board of Directors, such tendered resignation shall be with prejudice.

5.3.3 Rights and Privileges.

A Society member who has been expelled from Society membership shall not serve on any committee or be allowed any of the rights and privileges of membership in the Society. During the period of suspension, a Society member who has been suspended shall not serve on any committee or be allowed any of the rights and privileges of membership in the Society except they may continue to participate in the Society insurance program.

5.3.4 Reinstatement of Membership.

A former member of the Society separated by expulsion proceedings, or by voluntary resignation or is dropped for non-payment of dues while under or pending disciplinary investigation shall not be reinstated to Society membership except by action of the Board of directors. The former Society member shall make an application to the Executive Committee, which shall then prepare a report and recommendation on the reinstatement for the Board of Directors. A two-third (2/3) vote of the Board of Directors shall be required to effect such reinstatement.

Article 6. MANAGEMENT

6.1 Board of Directors and Duties.

The corporate powers of the Society shall be vested in the Board of Directors (herein, also referred as the "Board"). The Board of Directors shall be a deliberating body which has fiduciary, legal and strategic

responsibilities. The Board of Directors shall be responsible for the supervision, control and direction of the Society. The Board of Directors shall provide Bylaws for the regulation and conduct of the Society's powers and affairs. The Board of Directors shall manage the affairs of the Society in accordance with applicable laws and provisions of the Society's governing documents.

6.2 Executive Committee and Duties.

The Executive Committee shall exercise such part of the authority of the Board of Directors as delegated and permitted under applicable laws and the Society's governing documents.

The Executive Committee shall be oversight-based, having detailed responsibilities such as monitoring day-to-day operations, overseeing details of financial management, coordinating/implementing the actions of the Board of Directors and communicating results/progress to the Board of Directors and to the Society membership.

Article 7. DIRECTORS AND OFFICERS

7.1 Board of Directors.

The Board of Directors shall consist of a maximum of thirty seven (37) members. The Board shall consist of seven (7) Officers of the Society (President, Vice President, General Secretary, Treasurer, Joint Secretary, Information Secretary and Immediate Past President) and a maximum of thirty (30) Society Directors ("Directors") elected by the Society's membership. All members of the Board of Directors shall be voting members of the Society. The Board of Directors shall consist of individuals such that as a group they provide adequate representation from various fields of engineering and related areas and geographic regions. All members of the Board of Directors, except the Immediate Past President, shall be elected by the general voting membership of the Society. Each member of the Board of Directors shall have one vote to cast in the decision making of a particular issue.

7.2 Executive Committee and Officers.

The Executive Committee of the Society shall consist of the President, Vice President, General Secretary, Treasurer, Joint Secretary, Information Secretary, Immediate Past President and five (5) At-Large members from the Board of Directors. The Officers of the Society shall be the President, Vice President, General Secretary, Treasurer, Joint Secretary, Information Secretary, and Immediate Past President. The President, Vice President, General Secretary, Treasurer, Joint Secretary, and Information Secretary shall be elected by the general voting members of the Society. The five (5) At-Large members shall be selected by the Board of Directors from among themselves. An individual shall not take more than one position in the Executive Committee.

7.2.1 President.

The President shall have general leadership of the Society. The President shall preside at business meetings of the Society and chair the Board of Directors and the Executive Committee. The President shall perform such duties and have such powers as the Society membership and/or Board of Directors may delegate to him or her.

7.2.2 Vice President.

The Vice-president shall perform all the duties of the President in his/her absence. Vice President's duties shall also include the duties as required and directed by the president to assist his/her to fulfill the President's duties.

7.2.3 General Secretary.

The General Secretary shall keep the minutes of all the business meetings of the Society. He/she shall notify all members of the Society about the Society's general/annual meetings and notify the members of the Board of Directors and Executive Committee of their meetings.

7.2.4 Treasurer.

The Treasurer shall be the custodial of all funds of the Society. The Treasurer shall be responsible for receiving all the funds and shall pay the entire bill upon authorization by the Executive Committee. The Treasurer shall maintain a bank account in the name of the Society. The Treasurer shall maintain up-to-date roster of the membership of the Society.

7.2.5 Joint Secretary.

The Joint Secretary shall collect and disseminate relevant information of its general membership. He/she also shall perform all the duties in the absence of the general Secretary.

7.2.6 Information Secretary.

The Information Secretary shall be in-charge of keeping the database and website of the society current and updated timely. He/she also shall perform all the duties in the absence of the General and Joint Secretaries.

7.2.7 At-Large Members.

Duties of the At-Large members may vary and will be as determined by the Executive Committee.

7.2.8 Immediate Past President.

The Immediate Past President shall be the officer who had served as President of the Society in the preceding term. The Immediate Past President shall be an Ex-officio member of the Board of Directors with voting right as any other voting member of the Board.

7.3 Election and Terms.

7.3.1 Election.

Election for the positions of all Officers and Directors, except the Immediate Past President, shall be held at the Annual Membership Meeting of the Society by a simple majority of the votes cast. The total votes will include those cast by the voting members attending the meeting and those cast by voting members via mail/e-mail. Votes cast by mail/email must be received by the Society at least 5 days prior to the day of election. An individual shall not be nominated for more than one position.

7.3.2 Terms.

The term of all members of the Board of Directors (including Society Directors, Officers, and Immediate Past President) shall be two (2) years.

The term of a position begins from the day of the Society's Annual Membership Meeting where the election was held.

No Officers and Directors shall serve on the same position more than two (2) consecutive terms.

7.4 Removal from Office.

The incapacitation of any Officer and Director of the Society, or neglect in the performance of the duties of the office, may be grounds for removal from office by the two-third (2/3) majority votes of the Board of Directors.

7.5 Vacancies.

7.5.1 Executive Committee/Officers.

In case of mid-term vacancy in the President's position, the Vice President shall take the position of the Presidency. In case of simultaneous vacancies in the positions of the President and Vice

President, the Board of Directors shall choose qualified members from the Board to fill the positions. Mid-term vacancies in any other position(s) of the Executive Committee members/Officers shall be filled by a qualified member of the Board of Directors as determined by the majority of the Board of Directors at the time of the vacancy.

7.5.2 Board of Directors.

A mid-term vacancy in a Director's position shall be filled by a qualified voting member of the Society as determined by the majority votes of the members of the Board of Directors at the time of the vacancy.

7.5.3 Tenure.

A person elected by the Board of Directors to fill a position vacated by an Officer or Director shall hold office for the remaining term in the particular position.

7.6 Compensation.

All the positions are voluntary and the no compensations shall be claimed.

7.7 Liability

The Directors and Officers of the Society shall not be personally liable for the debts, liabilities, or other obligation of the Society.

7.8 Obligation to renew membership.

All members of the Board of Directors are obligated to renew their membership before the start of the calendar year (regular ASNEng membership year). In the event a member of the Board of Directors is unable to renew the membership then, he or she shall be given three (3) months of initial (and if requested by the concerned member, an additional three (3) months in unforeseen circumstances) grace period to do so, failing which he or she shall automatically lose his or her position in the Board of Directors. Once the member loses the membership, he or she cannot be reinstated in any manner as a member of the current Board of Directors.

Article 8. MEETINGS

8.1 Annual Membership Meeting.

The Society shall convene at least one (1) business meeting of the general membership annually, termed the Annual Membership Meeting. At least thirty (30) days of advance notice of an Annual Membership Meeting shall be given by the Society's Secretary to the general membership. The Annual Membership Meeting shall be convened in the summer months of every year or as near thereto as practicable. The number of Society members attending the Annual Membership Meeting will constitute a quorum for the meeting.

8.2 Other General and Special Business Meetings.

As deemed necessary, the Society may convene additional general or special business meetings. Additional meetings of the Society may be convened at such date and place as shall be determined by the Board of directors and designated in a notice to the membership at least thirty (30) days in advance of the meeting. The number of Society members attending the Annual meeting will constitute a quorum for the meeting.

8.3 Board of Directors Meetings.

No fewer than two (2) meetings of the Board of Directors shall be held each year. One (1) of these meetings shall be held at the time of the Annual Membership Meeting. In order to carry out the Society's businesses and activities in a timely and effective manner, additional meetings of the Board of Directors

may be called as determined by the Board of Directors at its previous meeting or by the President of the Society in consultation with the Executive Committee. At least fifteen (15) days advance notice of any meeting shall be given by the Secretary to the members of the Board of Directors. Notice of a special meeting shall state the purpose of the proposed meeting.

A majority of the members of the Board of Directors (except in cases described in the following paragraph) shall constitute a quorum at any meeting of the Board of Directors except for consideration of disciplinary action against a member. The two-third (2/3) of the members of the Board of Directors shall constitute a quorum for the consideration of disciplinary action against a member.

The decisions taken in the Board of Directors meeting shall be ratified by a simple majority of members present if a quorum as stipulated in the preceding paragraph is satisfied. If a quorum of the simple majority as indicated in the preceding paragraph is not satisfied in an officially announced and scheduled Board of Directors' meeting, a two-third (2/3) majority of the attending members shall be required to ratify the decisions taken at the meeting. However, in no case, a decision made at a Board of Directors meeting where less than one-third (1/3) of the total number of the Board of Directors are present, shall be considered binding.

8.4 Executive Committee Meetings.

Meetings of the Executive Committee shall be held at such times and places as its Chair (the President of the Society) determines necessary to discharge its duties. A majority of the members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee except for consideration of disciplinary action against a member. Two-Third (2/3) of the members of the Executive Committee shall constitute a quorum for the consideration of disciplinary action against a member.

8.5 Meeting Participation by Alternative Means.

Any member of the Board of Directors or Executive Committee may participate in a meeting of the Board of Directors or Executive Committee by means of a conference telephone or similar communications system that allows all persons participating in the meeting to hear each other at the same time. Such participation shall be considered presence in person at the meeting.

8.6 Meeting Participation Requirement.

All members of the Board of Directors are expected to attend at least 50 percent of the officially announced and scheduled meetings as described in Article 8.3. In the event a member of the Board of Directors does not attend the meeting for more than three (3) consecutive times, the President shall notify the member to submit a written justification for not meeting the attendance requirement. If a majority of the members of the Executive Committee determines the justification provided by the BOD member unsatisfactory, the Executive Committee may take appropriate action, including removal of the member from the position, in consultation with the Board of Directors at a scheduled meeting.

Article 9. NOMINATIONS AND ELECTIONS

9.1 General Elections

Once every two (2) years, the Society shall hold a general election for the positions of all the Officers (except the Immediate Past President) and the members of the Board of Directors.

9.2 Nominations.

Nominations for a member of the Board of Directors (including the Officer) may be made by the Nominating Committee or a petition. Petitions must be signed by 25% or 50, whichever is less, voting members of the Society and must be filed with the Society's General Secretary accompanied by a letter of acceptance by the individual nominated for the position. The petitions must be filed 15 days before the distribution of the ballot.

9.3 Nominating/Election Committee.

A Nominating/Election Committee shall comprise of five (5) members from the regular voting membership of the Society and shall be appointed by the Board of Directors at least two (2) months prior to the election. Members of the Board of Directors who are not competing in the particular election shall be eligible to serve on the Nomination/Election committee. The Board of Directors of the Society shall choose, by a simple majority of their votes, one of the five (5) members of the Nominating/Election Committee as the Chairman of this committee.

The Nominating/Election Committee shall prepare a list of one or more candidates, including the nomination introduced by petitions, for each office. Only a member of the Society who is in good standing shall be a candidate. The Nominating/Election Committee must receive consent from each candidate nominated for a position before his/her name is included in the election ballot. The list of candidates shall be sent to all members of the Society 15 days prior to the Annual Membership Meeting where the election will take place.

The Nomination/Election Committee shall be responsible to provide all necessary election materials and to count the ballots at such Election Meeting. The members of the Nomination/Election Committee may not be a candidate for any contested Society positions and are restricted to stand for election or to campaign for any candidates.

All votes shall be cast by secret ballot. The candidate who receives simple majority of votes shall be considered elected for a position

Each member of the Society, except the Student Member, Corporate Member and Affiliate Member, and who is in good standing, will be eligible to vote.

Article 10. DIVISIONS, COMMITTEES, AND LOCAL CHAPTERS

To support the mission and objectives of the Society and to enhance its activities, the Board of Directors shall have the authority and responsibility to create and disband divisions, committees, subcommittees, task groups, local chapters, or similar entities.

10.1 Divisions and Committees.

The Society shall form Divisions and Committees to achieve its purpose and objectives, as necessary.

10.1.1 Divisions.

Each Division shall represent a major field of engineering and science and shall have provision to establish technical committees within it. Each Division shall have Executive Committee with 5 members: Chair, Vice Chair, Secretary, Immediate Past Chair, and a member-at-large. The Division's Executive Committee shall report to the Executive Committee of the Society. The term of the officers and members of these committees shall be two years. All officers and members of the Divisions shall be members of the Society in good-standing.

10.1.2 Committees.

There shall be two (2) kinds of Committees, one established by the Society's Executive Committee directly, and the other formed within a Division. Each Committee, whether formed by the Society's Executive Committee or a Committee within a Division, shall consist of the following officers: a Chair, a Vice Chair (or 2 co-Vice Chairs), a Secretary, and the Members. The term of the officers and members of these Committees shall be two years, beginning in January 1 and ending in December 31 of the calendar year. All officers and members of the Committees formed by the Society's Executive Committee shall be members of the Society in good-standing. Such Committees shall report to the Executive Committee of the Society. All officers of a committee formed within a Division

shall be members of the Society in good standing. These Committees shall report to the Executive Committee of its own Division.

10.2 Local Chapters.

The Local Chapters shall operate within the umbrella of the Society. It shall have bylaws crafted within the parameters set by the Society. The name of the Local Chapter should indicate the fact that it is a Local Chapter of the American Society of Nepalese Engineers (ASNEng), e.g., Local Chapter of American Society of Nepalese Engineers (ASNEng) in Chicago, or Chicago Local Chapter of American Society of Nepalese Engineers (ASNEng).

Each Local Chapter shall have at least four (4) officers – President, Vice President, Secretary, and Treasurer, and other Executive Committee members. The local chapters shall directly report to the Executive Committee of the Society. The officers of the executive committees of the Local Chapters shall be elected by the concerned membership, e.g., committee members and Local Chapter members. The Local Chapters shall not be eligible to collect membership fee separately from the Society for their own purpose. However, the Local Chapters shall be able to collect membership fee for the Society and a portion of the membership fee raised may be redirected to support the Local Chapter's activities as approved by the Executive Committee of the Society. A Local Chapter shall be able to raise donation and other funds to support its activities. Certain percentage of the funds thus raised shall be forwarded to the Society. The percentage shall be as determined by the Society's Board of Directors.

Article 11. ADMINISTRATIVE PROVISIONS

11.1 Dissolution or Liquidation of the Society.

All members of the Society shall be informed well in advance (at least 4 weeks by mail) if there is a need/cause for the dissolution or liquidation of the Society. The Membership, shall decide by voting at the annual or general meeting to ratify or reject the dissolution or liquidation. Members, who can not attend the said meeting, shall be allowed to vote by mail before the meeting. Two third of the total membership shall be required to cast vote for this action. Two third majority of the votes cast shall be needed for the approval of the dissolution or liquidation of the Society. In the event of dissolution, any remaining funds of the Society shall be applied by the executive committee (before vacating office) in furtherance of the Society's aims, and no member shall have any claims on the Society in respect to fees and subscriptions paid, etc. No private individual, member, trustee, director or officer of the Society shall benefit or be entitled to share, in the distribution of any of the Society's assets during the dissolution. After the necessary expenses, any of the remaining assets and property of the Society, shall, in the event of dissolution, be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

11.2 Propaganda and Political Activities.

The Society shall not carry out any activities that may be used to carry any propaganda, or otherwise attempt to influence the legislation, or participate in, intervene in (including the publication or distribution of statements) in any political campaigns on behalf of any candidate for public office.

11.3 Supplementary Objectives.

The Society shall be a non-profit organization. Notwithstanding any other provision of the above articles, this Society is organized exclusively for one or more of the following purposes: religious, charitable, scientific, literary, testing for public safety, to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) or prevention of cruelty to children or animals, as specified in Section 501(C)(3) of the Internal Revenue Code, and shall

not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code.

11.4 Restrictions.

All policies and activities of the Society shall be consistent with applicable federal, state, and local antitrust, trade regulation, or other legal requirements.

11.5 Limitations.

No member, officer, director, committee, employee, agent, or representative of the Society shall have any right, authority, or power to expend money of the Society, to incur liability on its behalf, or to make any commitment that will or may be deemed to bind or involve the Society in any expense or financial liability, unless such expenditure, liability, or commitment has been authorized and budgeted by the Board of Directors or by specific resolution at a duly called meeting of the Board of Directors or Executive Committee.

Article 12. AMENDMENTS

12.1 Proposal.

An amendment to the Bylaws or Certificate of Incorporation may be proposed in two ways:

12.1.1 Petition.

By petition stating the exact content of the proposed amendment and signed by not less than twenty-five percent (25 %) or fifty (50), whichever is less, of the Society's voting members. Petitions must be presented to the Secretary of the Society not less than forty-five (45) days in advance of the Board of directors meeting at which the amendment will be considered. Once the petition is received, the Secretary will then present it to the Bylaws Amendment Committee for further action (See sub-article 12.1.2 below).

12.1.2 Bylaws Committee.

When necessary, the Executive Committee or the Board of Directors of the Society shall establish a Bylaws Amendment Committee. The Bylaws Amendment Committee shall propose the bylaws amendment items to the Executive Committee. Upon approval by the Executive Committee, the amendment items may be discussed at a Society's Board of Directors meeting for comments, if deemed necessary, or submitted by the President or Vice President directly to the Board for formal vote. If the amendment items are discussed at a Board of Directors' meeting and comments received, the Bylaws Amendment Committee shall incorporate the comments as best as possible and the Chair of the Committee shall forward the revised bylaws amendment items to the Executive Committee. The Executive Committee shall review the revised bylaws amendment items. The President or Vice President of the Society shall then forward the bylaws amendment items to the Board of Directors for their formal approval.

12.2 Procedures and Actions.

The Board of Directors may amend the Bylaws by a simple majority vote, provided that a copy of such proposed amendment shall have been sent to each member of the Board of Directors at least fifteen (15) days in advance of the day when action thereon is to be taken. If a member of the Board is unable to attend the meeting, he/she may cast vote in writing.

The general membership of the Society shall be notified of the proposed amendments at least ten (10) days prior to the Board of Directors meeting where the voting on the proposal is to take place. The membership shall also be informed of the decision made by the Board of Directors on the amendments. Membership with a simple majority of the voting members can repeal or ratify these amendments at the Society's Annual meetings.

Major amendments regarding merging with other organization or dissolution of this Society will be determined by the specific procedure established by the Board of Directors.

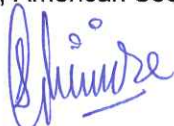
Any amendments to the bylaws shall take effect immediately following the approval by the Board of Directors.

Article 13. RESOLUTION

As a part of our application for recognition of exemption from federal income tax, we agree to make the following resolution. I understand that this resolution, as it is submitted is an integral part of my application for exemption, is signed under penalties of perjury and to the best of my knowledge is true, correct, and complete.



Ramesh B. Malla, Ph.D.
President, American Society of Nepalese Engineers



Jagannath Ghimire, P.E.
General Secretary, American Society of Nepalese Engineers

June 16, 2010

Date

As of the date of this Resolution, the American Society of Nepalese Engineers will not engage in more than an insubstantial amount of social and personal advancement networking. All organizational content and activities will be exclusively educational in nature. The Society will not be promoting or advertising its member's personal business nor will it be attempting to advance the current professional standing of members. The Society will be exclusively organized to conduct educational conferences within the meaning of section 501(c)(3) of the Code.

Note: This Bylaws was drafted by an ad-hoc committee consisting of the following individuals: Ramesh B. Malla, Ph.D. (Chair); Bimal Karki, P.E.; Jagannath Ghimire, Manish Shakya; Yubaraj Budhathoki, P.E.; and Prakash Khanal. The initial draft copy of the Bylaws was placed on the Society's website at <http://www.ASNEng.org> on July 31, 2007 for the comments by the community of Nepalese engineers/scientists. Furthermore, copies of the draft By-laws were distributed and the contents in the Bylaws were discussed at the 1st General Organizing meeting of the Society held at the 2007 NASEA-ANMA Joint Convention in Atlanta, GA during September 01-02, 2007. Best effort has been made to incorporate comments received from these avenues in this present revised version of the Bylaws. The Bylaws was reviewed by the Society's Steering Committee and voted unanimously for approval through e-mail and website on November 20, 2007 with some comments. The comments received from the Steering Committee members were incorporated in the Bylaws, and the revised Bylaws was sent to the Steering Committee for their final review and input, if any, by December 31, 2007. The Bylaws was considered approved effective January 01, 2008.

The 1st amendment of the Bylaws was drafted and proposed by an ad hoc committee consisting of Ramesh B. Malla, Ph.D.; (Chair), Rajendra K. Shrestha, Ph.D., Jagannath Ghimire, and Pratibha Phuyal in behalf of the ASNEng Board of Directors. The Bylaws was approved by the ASNEng Board of Directors, and was effective starting May 15, 2009.

The 2nd amendment of the Bylaws was drafted and proposed by the ASNEng Bylaws and Membership Standard Committee: Rajendra K. Shrestha, Ph.D. (Chair), Lok Darshan Shrestha (Vice Chair); Upendra Karna, D.Eng, P.E. (Member) and Ramesh B. Malla, Ph.D. (Member). The Bylaws was approved by the ASNEng Board of Directors, and has been effective since Feb 26, 2010.

The 3rd amendment of the Bylaws was drafted and proposed by the ASNEng Bylaws and Membership Standard Committee: Rajendra K. Shrestha, Ph.D. (Chair), Lok Darshan Shrestha (Vice Chair); Upendra Karna, D.Eng, P.E. (Member) and Ramesh B. Malla, Ph.D. (Member). The Bylaws was approved by the ASNEng Board of Directors, and has been effective since June 16, 2010.