

# American Society of Nepalese Engineers (ASNEngr)



## Bylaws

(Effective as of January 11, 2026)

A smaller version of the ASNEngr logo, consisting of the text "ASNEngr" in blue and green, enclosed in a blue rounded rectangular border.

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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 objectives of the Society shall be to promote professional growth and advancement of individuals with Nepali 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 Nepali heritage and culture and other interested individuals pursuing a 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, accomplishments, 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 society in general.
- 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 Nepali 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 any allied/closely related technical/scientific area that supports and enhances the profession of any branch of engineering through education, practice, or 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 four-year undergraduate program or at least half-time in a graduate program in any branch of engineering AND must submit official proof of enrollment.

#### 3.1.2 Member

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

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

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

*Criterion 3:* have graduated with an associate degree in engineering or a closely related scientific/technic from a school having well established and standard program AND has 3 years of professional experience in engineering or other scientific/technical areas closely related to engineering.

### **3.1.3 Senior Member**

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

*Criterion 1:* (a) be in the Member grade in good/active standing for 8 years; AND (b) provide a request for such advancement with a statement confirming continued industrial, educational, and research activity, requiring the knowledge and background gained from engineering or closely related scientific/technical training and experience.

Or

*Criterion 2:* (a) have met eligible requirement for the ASNEng Member grade; And (b) have responsible charge for at least 8 years of important industrial, educational, and research activity, requiring the knowledge and background gained from engineering or closely related scientific/technical training and experience; AND (c) provide at least one (1) reference letter from individuals who are the Society's Senior Member or Fellow).

Or

*Criterion 3:* (a) have met requirements and qualifications comparable to those for the Senior Member grade as described above in another nationally or internationally recognized and well-established engineering and/or scientific professional society; AND (b) provide an official letter attesting to this status from the relevant professional society

*Special Consideration for Criterion 1 and Criterion 2:* The number of required active years at the Member grade may be reduced to 5 years if an individual has received a doctoral degree or to 7 years from 8 years if an individual has a master's degree in engineering or related areas.

### **3.1.4 Fellow**

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

*Criterion 1:* (a) be in the Senior Member grade in good/active standing for 8 years; AND (b) provide a request for such advancement with a statement confirming continued industrial, educational, and /or research activity, requiring the knowledge and background gained from engineering or closely related scientific/technical training and experience; AND (c) have had provided service to the Society at one or more responsible positions; And (d) have had received recognition in the profession; AND (e) provide at least two (2) reference letters from individuals who are the Society's Fellows.

Or

*Criterion 2:* (a) have met eligible requirement for the ASNEng Member grade; AND (b) have had responsible charge for not less than 16 years of important industrial, educational, and research activity, requiring the knowledge and background gained from engineering or closely related scientific/technical training and experience; AND (c) provide a request for such advancement with a statement confirming continued industrial, educational, and /or research activity, requiring the knowledge and background gained from engineering or closely related scientific/technical training and experience; AND (d) have had provided service to the Society at one or more responsible positions; And (e) have had received recognition in the profession; AND (f) provide at least two (2) reference letters from individuals who are the Society's Fellows.

Or

*Criterion 3:* (a) have met similar or higher level of requirements and qualifications for the Fellow grade in other nationally or internationally recognized and well-established engineering and/or scientific

professional society; AND (b) provide an official letter attesting this from the concerned professional society

*Special Consideration for Criterion 1 and Criterion 2:* An individual can claim only maximum of 3 years of credits for graduate level degree of education (e.g. either 3 years at once for doctoral degree; or 1 year of master's followed by 2 years for subsequent doctoral degree). A person cannot claim repeated credit for the same level of graduate level educational degree (e.g. only one-time credit for master's degree even if the person has multiple master's degrees in different areas.) In case of Criterion 1, the number of required years at the Senior Member grade may be reduced to 5 years if an individual has received a doctoral degree or to 7 years if an individual has a master's degree in engineering or a related area. This special consideration is not valid, if this option has been already claimed to advance to the Senior Member grade.

## **3.2 Special Membership Classifications, Titles and Qualifications**

The rights, obligations and procedures for awarding the Society's Special Membership Classifications and Titles shall be as determined by the Society's Board of Directors. 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. They shall have achieved the Fellow grade at the Society. This honor is also open to exceptional individuals outside the ASNEng membership pool. If they come from outside ASNEng, they shall not have voting right at the Society's general election to elect the members of the Board of Directors, including the officers. The total number of Honorary Members elected in any year shall not exceed Five (5) individuals. Election of Honorary Members shall be by a two-thirds majority vote of the Board of Directors.

### **3.2.2 Life Member**

To be eligible for Life Member, an individual shall:

Criterion 1: a) have membership at any regular grade (Member, Senior Member, or Fellow), except Student Member, in the Society, AND b) have paid applicable one-time dues as determined by the Society's Board of Directors;

Or

Criterion 2: have active membership in the Society for 25 years.

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 s payment of dues. As applicable, he/she shall be eligible to apply for and receive an upgrade of membership grade by following the Society's established procedure for this purpose. Upon becoming a Life Member, the word "Life" may be added to the membership grade of the individual member.

### **3.2.3 Retired Member**

To be eligible for retired membership, a member of the Society shall: a) be retired from regular, full-time employment in his/her professional field, AND b) be of the age of 65 years 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 the corporate membership, an organization shall: a) have activities including any branches of engineering and related scientific and technical fields that support engineering, AND b) have paid applicable dues as set by the Society's Board of Directors. A Corporate Member shall have the option to send a certain number of its employees, as determined by the Society's Board, to hold membership in the Society at a membership grade commensurate with their experience and qualifications as set under Article 3.1 Membership Grades and Qualifications.

### **3.2.5 Affiliate Member**

The Society may provide the affiliate membership without voting rights to an individual who has a keen interest in the Society and its well-being; however, may not have all the qualifications to be eligible for a regular member of the Society. The Affiliate Member shall contribute an appropriate amount, as set by the Society's Board of Directors, towards the membership fee annually and must renew the Affiliate Member status every 5 years.

## **3.3 Admission and Application**

Any person who possesses the qualifications and meets 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 by paying the applicable membership dues. The selection/election at the level of Fellows and Honorary Members shall be approved by the Society's Board of Directors with a simple majority and two-thirds majority votes, respectively.

Application for membership in the Society, including application forms, references, qualification verification, and approval, shall be made in such manner as the Society's Board of Directors 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, Corporate Member and other listed under "Special Membership Classifications" (Article 3.2), who do not also hold one of the regular membership grades (Member, Senior Member, and Fellow). 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 this Society's Bylaws and/or other appropriate governing documents.

## **3.5 Obligations**

All members of the Society (whether they are voting or non-voting members) 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 runs from January 1 through December 31.

### **4.2 Right to levy fees and dues**

The Board of Directors may establish membership and other appropriate fees. The Board of Directors shall establish a schedule of dues by a majority of votes for the individual grades of membership.

### **4.3 Obligation to pay**

Unless otherwise specified in these Bylaws, every member shall be obligated to pay the fees and dues identified herein before the 1<sup>st</sup> of January of a calendar year. Any person elected to membership in the Society after the 1<sup>st</sup> of January of a given calendar year shall pay dues on a monthly prorated basis. A member who is advanced to a higher grade in the Society shall pay the annual dues for that higher grade, beginning with the next Society membership year.

### **4.4 Good Standing**

A member whose dues are fully paid, and current shall be considered a Society member in good standing.

### **4.5 Delinquency**

Any member of the Society 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 various grades of membership of the Society may be annually reviewed and set by the Society's Board of Directors.

## **Article 5. SEPARATIONS FROM MEMBERSHIP AND DISCIPLINARY PROCEEDINGS**

### **5.1 Separations from Society Membership**

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

#### ***5.1.1 Nonpayment of Dues***

Membership shall be terminated if a member's dues remain in arrears for a period of one year following the subsequent dues year specified in sub-article 4.1.

#### ***5.1.2 Resignations***

Any member of the Society may submit a resignation from the Society membership. Separation from the Society membership shall take effect upon receipt of notification, provided the member is not under investigation. In the case of a member who is under investigation, the resignation shall be effective only upon acceptance by the Board of Directors.

#### ***5.1.3 Expulsion***

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

### **5.2 Reinstatement of Membership**

Former members of the Society may be reinstated to the same grade in accordance with the procedures described below.

#### ***5.2.1 Nonpayment of Dues***

A former member whose membership was terminated due to nonpayment of dues may be reinstated at the same grade upon payment of the required dues. Alternatively, the individual may submit a new application to join the Society.

### **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, along with the applicable membership dues.

### **5.2.3 Expulsion, Resignation, under Investigation, 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 outlined in Article 5.3.4

## **5.3 Disciplinary Proceedings**

A member of the Society may face disciplinary action for a violation of the Certificate of Incorporation, Bylaws, or other governing documents, or for conduct that the Executive Committee considers improper and detrimental 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 may result in one of the following: exonerated, 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 member's possible involvement in activities for which the member could be subjected to a disciplinary action may tender resignation from the Society's membership for consideration by the Board of Directors. If the Board of Directors accepts the resignation, it shall be final and irrevocable.

### **5.3.3 Rights and Privileges**

A member of the Society who has been expelled from the Society's 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 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 that they may continue to participate in the Society's insurance program, if any.

### **5.3.4 Reinstatement of Membership**

A former member of the Society, separated by expulsion proceedings, or by voluntary resignation, or dropped due to 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 as noted below. The former Society member shall submit an application to the Executive Committee, which shall then prepare a report and recommendation on the reinstatement to the Board of Directors. A two-thirds (2/3) majority vote of the Board of Directors shall be required for such reinstatement to be effective

## **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, referred to as the "Board"). The Board of Directors shall be a deliberative body with 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 the authority delegated to it by the Board of Directors and permitted under applicable laws and the Society's governing documents.

The Executive Committee shall focus on oversight, with responsibilities including monitoring day-to-day operations, supervising financial management, coordinating and implementing the Board of Directors decisions, and reporting progress and outcomes to both the Board of Directors and the Society's 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 members. All members of the Board of Directors shall be voting members of the Society. The Board of Directors shall be composed of individuals who, collectively, ensure balanced representation across diverse engineering disciplines, related professional fields, and geographic regions. . All members of the Board of Directors, except the Immediate Past President, shall be elected by the general voting members of the Society. Each member of the Board of Directors shall have one vote to cast in the decision-making on 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/elected by the Board of Directors from among themselves. An individual shall not take more than one position on 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. The Vice President's duties shall also include any tasks assigned by the President to assist in fulfilling the President's responsibilities.

#### ***7.2.3 General Secretary***

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

#### ***7.2.4 Treasurer***

The Treasurer shall serve as the custodian of all funds of the Society. The Treasurer shall be responsible for receiving all the funds and shall make payments for all expenses upon authorization by the Executive Committee. The Treasurer shall maintain a bank account in the name of the Society.

### **7.2.5 Joint Secretary**

The Joint Secretary shall maintain an up-to-date roster of the membership of the Society and collect and disseminate relevant information about the Society's general membership. The Joint Secretary also shall perform all the duties of the General Secretary in his/her absence.

### **7.2.6 Information Secretary**

The Information Secretary shall be responsible for maintaining and regularly updating the Society's database, website, social media, and any other communication platforms. The Information Secretary shall also perform all the duties and responsibilities of the General Secretary and Joint Secretary in their absence.

### **7.2.7 At-Large Members**

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

### **7.2.8 Immediate Past President**

The Immediate Past President is the officer who served as President of the Society during the immediately preceding term. The Immediate Past President shall serve as an ex-officio member of the Board of Directors with the same voting rights as any other voting member.

## **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 General Membership Meeting of the Society by a simple majority of the votes cast. The total vote count shall include votes cast by members attending the meeting as well as those submitted by mail or email. Mail or email votes must be received by the Society at least five days before the scheduled election day.

An individual may not be nominated for more than one position.

### **7.3.2 Terms and Power Transfer**

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

The newly elected Officers and Board of Directors shall begin their term one month after the announcement of the results of the election to allow time to transfer power from the incumbent to the newly elected Officers and Directors.

No Officer and Director shall hold the same position for more than two (2) consecutive terms.

## **7.4 Removal from Office**

The incapacitation of any Officer and Director, or failure to perform the duties of their office, may be grounds for removal by a two-thirds (2/3) majority vote of the Board of Directors.

## **7.5 Vacancies**

### **7.5.1 Executive Committee/Officers**

In case of a mid-term vacancy in the President's position, the Vice President shall take the position of the President. 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 and Officers shall be filled in 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 vote 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 position.

## **7.6 Compensation.**

All the positions in the Society are voluntary, and no compensation shall be claimed.

## **7.7 Liability**

The Directors and Officers of the Society shall not be personally liable for the debts, liabilities, or other obligations 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, he or she shall be given three (3) months of initial, and if requested by the concerned member, an additional one (1) month grace period, in unforeseen circumstances, to renew the membership, failing which he or she shall automatically lose his or her position in the Board of Directors. Once a member loses their membership, they cannot be reinstated as a member of the current Board of Directors in any way.

## **Article 8. MEETINGS**

### **8.1 Annual General Membership Meeting**

The Society shall convene at least one (1) business meeting of the general membership annually, termed the Annual General Membership Meeting (AGM). At least thirty (30) days of advance notice of the AGM shall be given to the general membership by the Society's General Secretary or other officer as authorized by the Executive Committee. The Annual General Meeting (AGM) shall be held during the summer months of each year or as close to that period as practicable. The quorum for the meeting shall be at least 30 members or ten percent (10%) of the active members of the Society, whichever is less.

### **8.2 Other General and Special Business Meetings**

The Society may hold additional general or special business meetings, as necessary. Additional meetings of the Society may be held on such date and place as determined by the Board of Directors. The notice for the meeting to the general membership shall be sent by the Society's General Secretary or other officer as authorized by the Executive Committee at least fifteen (15) days in advance. The quorum for the meeting shall be ten percent (25%) of the active members of the Society.

### **8.3 Board of Directors Meetings**

No fewer than four (4) meetings of the Board of Directors shall be held each year. In order to carry out the Society's businesses and activities in a timely and effective manner, additional/special 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 about 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. In case of disciplinary action against a member, three-fourths (3/4) of the members of the Board of Directors shall constitute a quorum.

The decisions taken in the Board of Directors meeting shall be ratified by a simple majority of members present, except in the case of disciplinary action against a member, for which a three-fourths (3/4) majority of the members present is required.

#### **8.4 Executive Committee Meetings**

Meetings of the Executive Committee shall be held at such times and places determined by its Chair (the President of the Society) as necessary to fulfill 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, when a three-fourths (3/4) majority of the members of the Executive Committee shall constitute the quorum.

The decisions taken in the Executive Committee meeting shall be effective if approved by a simple majority of members present, except in case of disciplinary action against a member, for which three-fourths (3/4) majority of the members present is required.

#### **8.5 Modes of Meeting Participation**

Any member of the Board of Directors or Executive Committee may participate in a meeting either in person or virtually, using a system that allows all participants to hear each other simultaneously. Such participation shall be considered equivalent to being physically present at the meeting.

Meetings of any entity of the Society may be conducted in person, virtual (online remotely or by phone), or hybrid (combination of in-person and virtual) as determined by its officers. The mode and format of meetings shall be determined to ensure maximum participation by the members of the Society.

#### **8.6 Meeting Participation Requirement**

All members of the Board of Directors are required to attend at least 50 percent of the officially announced and scheduled meetings, as outlined in Article 8.3. If a member fails to attend more than three (3) consecutive meetings, the President shall request a written explanation for the absences. If a majority of the Executive Committee finds the explanation unsatisfactory, the Executive Committee may take appropriate action, including removal of the member from office, in consultation with the Board of Directors at a scheduled meeting.

### **Article 9. NOMINATIONS AND ELECTIONS**

#### **9.1 General Elections**

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

All votes shall be cast by secret ballot. either in-person or online. A candidate receiving a simple majority of the votes shall be deemed elected to the position.

All members of the Society in good standing, except the Student Member, Honorary Member who does not hold regular ASNEng membership grade, Corporate Member, and Affiliate Member will be eligible to vote.

An individual may not be a candidate for, or hold, more than one position at the same time.

#### **9.2 Nominations**

Nominations for members of the Board of Directors, including Officers, may be made either by the Nominating/Election Committee or by petition. Petitions must be signed by 25% of the voting members or

50 members, whichever is fewer, and must be submitted to the Society's General Secretary along with a letter of acceptance from the nominee. Petitions must be filed at least 21 days prior to the distribution of the ballot.

### **9.3 Nomination/Election Committee**

A Nomination/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 election shall be eligible to serve on the Nomination/Election committee. The Board of Directors of the Society shall select, by a simple majority vote, one of the five (5) members of the Nomination/Election Committee as its Chairperson.

The Nomination/Election Committee shall prepare a list of one or more candidates, including the nominations introduced by petitions, for each position. Only a member of the Society who is in good standing shall be a candidate. An individual shall not be nominated for more than one position. The Nomination/Election Committee must obtain consent from each candidate before including their name in the election ballot. The finalized list of candidates shall be distributed to all members of the Society at least 15 days prior to the Annual General Membership Meeting at which the election will be held.

The Nomination/Election Committee shall be responsible for providing all necessary election materials and for counting the ballots at the Election Meeting. Members of the Nomination/Election Committee may not be candidates for any contested Society positions and are prohibited from standing for election or campaigning on behalf of any candidates.

## **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 establish or dissolve divisions, standing committees ("Committees"), ad hoc committees, subcommittees, task groups, local chapters, student chapters, or similar entities.

### **10.1 Divisions and Committees**

The Society shall form Divisions and Committees to achieve its purpose and objectives, as necessary. All officers and members of these entities shall be active members of the Society in good standing.

#### **10.1.1 Divisions**

Each Division shall represent a major field of specific engineering (e.g. Aerospace, Civil, Environmental, Mechanical, Computer, etc.) and related science and shall have authority to establish various committees within it to achieve its stated goals and objectives. A division shall have minimum of 20 members with the option of forming multiple committees. Each Division shall have an executive body ("Division Council") with 7 members, including officers: Chair, Vice Chair, Secretary, Immediate Past Chair, and three members-at-large. The Division Council shall report to the Executive Committee of the Society. The term of the officers and members of these committees shall be two years. An officer may serve no more than two (2) consecutive terms in the same position.

#### **10.1.2 Standing Committees**

There shall be two (2) kinds of Standing Committees (or simply, "Committees"), (a) one, established by the Society's Executive Committee directly, and (b) the other, formed within a Division by its Council. The formation and establishment of these committees shall be subjected to approval by the Society's Board of Directors. Each Standing Committee, whether formed by the Society's Executive Committee or within a Division, shall consist of at least five (5) members, including at least two (2) officers: a chair and a vice chair. Members of a committee shall elect/select the officers of the particular committee from among themselves. The committee membership may select/elect to have

more officers, e.g., Secretary as needed. The Chair of the committee shall be approved by the Society's Executive Committee or the Division Council if it is formed within a division. The term of the officers and members of these Committees shall be two years, beginning on January 1 and ending on December 31 of the year. The Committees shall report to the Society's Executive Committee or to the respective Council of the Division where it resides.

### **10.1.3 Subcommittees, Task Committees, and Ad Hoc Committees**

The Society's Executive Committee, divisions, and standing committee shall establish subcommittee(s), task committee(s), and /or ad hoc committee(s) as deemed necessary to achieve their stated purposes and goals. A subcommittee shall be normally formed with a standing committee to carry on a subset of activities of the parent committee that have ongoing and long-term continuity. Therefore, a subcommittee shall exist for a long time until its parent committee determines it is no longer needed. On the other hand, the task committee or ad hoc committee shall be formed to accomplish a specific task that needs to be completed in the short term. Therefore, the life of the task or ad hoc committee shall be short, usually a few years, and shall be stated when such a committee is formed. The structure of, and procedure to form, the sub-, task, or ad hoc committees shall be the same as that for the standing committees (sub article 10.1.2 above). These committees formed within a standing committee shall be approved by the Society's Executive Committee or the respective Division Council if formed within a division and reported to the Society's Board of Directors. The sub-, task, or ad hoc committees formed directly by the Division Council shall be approved by the Executive Committee and reported to the Board of Directors. The committees formed by the Society's Executive Committee shall be approved by the Board of Directors.

## **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 15 members, who are currently active members in good standing of the Society. The local chapters shall directly report to the Executive Committee of the Society. The Local Chapter shall be run by an executive committee consisting of four (4) officers – President, Vice President, Secretary, and Treasurer; - and at least three (3) other at-large members. The members of the executive committees, including officers of the Local Chapter, shall be elected by the members of the chapter. The executive committee of a local chapter shall form other committees within the chapter, as needed, to carry out various activities to achieve the chapter's as well as ASNEng's missions and goals. These committees within a chapter shall report to the executive committee of the concerned chapter.

The Local Chapters shall not be eligible to collect membership fees separately from the Society for their own purpose. However, the Local Chapters shall be able to collect membership fees 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 donations and other funds to support its activities. A 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.

Each Local Chapter shall designate a Liaison Officer who will serve as the point of contact with the Society's Executive Committee and Board of Directors and provide updates of its activities and communicate any concern it may have with the Board of Directors and/or Executive Committee of the Society.

A simple majority of votes of the ASNEng Board of Directors shall be required to approve the formation of the Local/State/Regional Chapter. By two-thirds (2/3) majority votes, the Board of Directors of the

Society shall have the right to dissolve the Local/State/ Regional Chapter at any time for reasons it deems reasonable and sufficient for the welfare of the Society.

## Article 11. ADMINISTRATIVE PROVISIONS

### 11.1 Merger or Dissolution of the Society

All members of the Society shall be informed well in advance (at least 4 weeks by appropriate means) if there is a need/cause for the merger or dissolution of the Society. The Membership, shall decide by voting at a special general membership meeting, called by the President, Vice President, Secretary or, an authorized officer to ratify or reject the merger or dissolution of the Society. Members who cannot attend the said meeting shall be allowed to vote by mail or online before the meeting. At least two-thirds of the total membership eligible to vote shall be required to cast votes for this action. A two-thirds majority of votes cast is required to approve the merger or dissolution 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 from or be entitled to any distribution of any of the Society's assets upon 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.

The merger of the Society with another entity shall be done following the specific procedure established by the Board of Directors.

### 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 General 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 General Secretary will then present it to the Society's committee dealing with the bylaws amendment for further action (See sub-article 12.1.2 below).

#### **12.1.2 Bylaws Committee.**

When necessary, the Society's Executive Committee with the approval of the Board of Directors of the Society shall establish a committee (e.g., Bylaws Amendment Committee) to deal with bylaws amendments. The Bylaws Amendment Committee shall propose the Bylaws amendment items to the Society's 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 of the Society 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

To be effective, any amendment to the Bylaws shall be approved by a two-thirds (2/3) vote of the Board of Directors, provided that a copy of the proposed amendment has been sent to each member of the Board of Directors at least fifteen (15) days prior to the meeting at which action is to be taken. If a member of the Board is unable to attend the meeting, he/she may 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 vote 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. Any of the approved Bylaws amendment items may be repealed following the Bylaws amendment process described above, or by the simple majority vote of the total membership of the society at the Society's Annual General Meeting (AGM).

Any amendment to the Bylaws shall take effect immediately upon approval by the Board of Directors, unless the Board specifies a different effective date.

## Article 13. MISCELLANEOUS

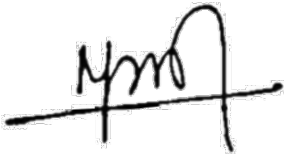
In case of contradiction in the interpretation of what have been presented in the Bylaws, for any missing essential information, and for any clarification needed thereof, the Society's Board of Directors shall make the determination.

As circumstances evolve and the Society's needs change, the Board of Directors shall develop policies and procedures to establish new programs, activities, funds, and policies not specifically addressed in these Bylaws.

## Article 14. RESOLUTION

As a part of our application for recognition of exemption from federal income tax, we agree to make the following resolution:

We understand that this resolution, as submitted, is an integral part of our application for exemption and is executed under penalties of perjury. To the best of our knowledge, it is true, correct, and complete.



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Mangal Maharjan  
President, American Society of Nepalese Engineers



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Rabin Bhattarai, Ph.D.  
General Secretary, American Society of Nepalese Engineers

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Date: January 11, 2026

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.

## **Appendix**

### **History of ASNEng Bylaws Drafting and Amendments**

The initial Bylaws to establish the Society 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 Nepali engineers/scientists. Furthermore, copies of the draft By-laws were distributed and the contents in the Bylaws were discussed at the 1<sup>st</sup> 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 1<sup>st</sup> 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 on 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 2<sup>nd</sup> 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 was effective since Feb 26, 2010.

The 3<sup>rd</sup> 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 with the amendment was approved by the ASNEng Board of Directors and was effective since June 16, 2010.

The 4<sup>th</sup> 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), Jagannath Ghimire, P.E. (Member), and Ramesh B. Malla, Ph.D. (Member). The Bylaws with the amendment was approved by the ASNEng Board of Directors and has been effective since May 21, 2012.

The 5<sup>th</sup> amendment of the Bylaws was drafted and proposed by the ASNEng Bylaws and Membership Standard Committee: Ramesh B. Malla, Ph.D., F. ASCE, F. EMI, F. ASNEng, A.F. AIAA (Chair); Dharmendra Thakur (Vice-Chair); Nipesh Pradhananga, Ph.D., P.E (Secretary); Thakur Dhakal, P.E. (Member), Jagannath Ghimire, P.E. (Member); Pradeep Khanal (Member); Mangal Maharjan (Member), and Surya Thapa, P.E (Member). The Bylaws with the amendment was approved by the ASNEng Board of Directors and made effective January 11, 2026