



**BYLAWS OF
THE WHITE ZONE, INC.**

**A Nonprofit Corporation Formed Under the Laws of the State of California
(First Amendment)**

Prepared By:

Bylaw Committee

1. Pukar Kadel- Chairperson (Past President)
2. Rajesh Thapa – Member (Founder President)
3. Pankaj Khakda, Member (President)
4. Biraj Paudel-Member (Vice-President)
5. Amrit Kuwar - Member
6. Surya Sharma-Member

Approved By:

4th General Convention of TheWhiteZone

On the 23rd day of November 2017

Section 1. Objectives and Purposes:

The primary objectives and purposes of this Organization shall be:

1. To undertake activities of Charity and Welfare to help people during the time of conflict, scarcity and calamity
2. Help unite Nepali origin youth in our community to foster their interest
3. Develop online youth networking forum to share ideas for self development and success
4. Help create Nepali Youth fraternal organizations in other part of the US/world
5. Help enhance the competency of Nepali origin Youth to engaged in mainstream government business/civic activities

Section 2. Principal Office

1. The principal office of the White Zone Inc. for the transaction of its business is located in Concord City and County of Contra Costa California USA.
2. There will be provision to change office and address in accordance with the law of the land.
3. It can open branches at city/state if there are at least twenty members and in other countries if there are at least twenty-five members.

Section 3. Corporate Seal.

1. The seal of the corporation shall be of such design as approved and adopted from time to time by the board of directors, and the seal or a facsimile thereof may be affixed by any person authorized by the Board of Directors or these Bylaws by impression, by printing, by rubber stamp, or otherwise. The foregoing notwithstanding, however, unless otherwise required by the laws of the State of California, the board of directors may opt not to utilize a corporate seal. The 4th general convention has approved following seal:



Section 4. Membership process and fee

1. Membership is open to all who subscribe and adhere to the principles of The White Zone and support its objectives
2. Working committee will be responsible for granting and updating membership. The working committee can transfer this duty to a special committee or can delegate the charge to the Membership Department.
3. The biannual membership fees will be \$15.00 per member and the membership fee is due at the time of renewal each time.
4. Membership fee for a student with valid student is \$10.
5. Membership fee for a Life Time Member is \$100.
6. Membership fees can be changed by board of directors and should be passed from general convention.
7. There will be one time convention registration/ contribution fee as stated by the working committee.

Section 4.1 Membership renewal

1. The general members are required to renew their membership before expiration by paying the membership fee.

Section 4.2 Membership ineligibility

Any individuals who commit the following acts will be declared ineligible for memberships.

1. Who act and perform against the organization's objectives,
2. Individuals committed any crimes, felony charges, involved in any unlawful activities and violated the rule of land,
3. Working committee can cancel the membership of an individual if any of the above implies but will give an opportunity to clarify.

Section 5. Number, Terms and Election of the Board of Directors

1. **The Board of Directors shall be the Executive Committee of corporation.** The term Board of Directors shall also refer to the Executive Committee of the Corporation. The Executive committee of the corporation shall be the Board of Directors; the term Executive committee shall also refer to the Board of Directors constituted in accordance with the bylaws of the corporation.
2. **Number of BOD:** The number of the Executive committee to serve on the board of directors shall be 15 at the minimum that includes (*President, two Vice presidents, General Secretary, secretary, Chief Financial Officer, Financial Director and six directors*). Elected president can select two members for the working committee. The provision could be amended by duly adopting resolution of the board of directors; however, this number shall not be less than the minimum number required by California law.
3. **Term of BOD:** All directors elected after the initial board shall serve the two year terms and shall be eligible for re-election to further terms by the board of directors; however, in all cases, current directors shall serve until their successors shall have been elected and qualified
4. **Election:** Election to the Board of Directors or The Executive committee shall held every two years and the procedure, date and manners of the election shall be fix by the BOD or Executive committee. Only person who have had served executive committee should be eligible to run for the post of President. The BOD shall also constitute a committee to conduct such election. A person elected to fill a vacancy as provided by this section shall hold office until the next annual election of the Executive Committees or until his or her death, resignation or removal from office.

Section 6. Duties of President

1. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Executive Committees, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Executive Committees. Unless another person is specifically appointed as Chairperson of the Executive Committees, he or she shall preside at all meetings of the Executive Committees. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such

deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Executive Committees.

Section 7. Duties of Vice- Presidents

1. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Executive Committees.

Section 8. Duties of General Secretary

The General Secretary shall:

1. Maintain the record of each and every meeting. Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. Shall keep of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.
4. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Committees.

Section 9. Duties of secretary

The secretary shall:

1. In the absence of the Secretary, or in the event of his or her inability or refusal to act, the Assistant secretary shall perform all the duties of the Secretary, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Secretary. The Assistant secretary shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Executive Committees.

Section 10. Duties of Chief Financial Officer (CFO)

1. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the CFO shall:
 - a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Executive Committees.
 - b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
 - c. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as CFO and of the financial condition of the corporation. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In general, perform all duties incident to the office of CFO and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Committees.

Section 11. Duties of Financial Director

The Financial Director shall:

1. The financial director will keep record to income and expenses of the organization. He/She will work for membership expansion and help CFO lead all fund raising efforts and develop the annual budget.

Section 12. Vacancies

1. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Executive Committees. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the Committee until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 13. Checks and Notes

1. Except as otherwise specifically determined by resolution of the Executive Committees, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the CFO and countersigned by the President of the corporation.

Section 14. Deposit

1. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Committees may select.

Section 15. Maintenance of Corporate Records

The corporation shall keep at its principal office in the State of California:

1. Minutes of all meetings of directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, gains and losses;

3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 16. Inspection Rights of Members

1. If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:
 - i. To inspect and copy the record of all members' names, addresses and voting rights
 - ii. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Section 17. Amendment of Bylaws

1. Subject to any provision of law applicable to the amendment of Bylaws of charitable nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as by the resolution approval of the General Convention

Section 18. Prohibition against Sharing Corporate Profits and Assets

1. No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Executive Committees; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

Section 19. Regular and Annual meetings

1. Regular meetings of Executive committee shall be held by-monthly and general convention shall be held each year in the month of November.

Section 20. Special meetings

1. Special meetings of the Executive Committee may be called by the Chairperson of the Board, the President, the Vice President, the Secretary, or by any two directors.

Section 21. Quorum of Meetings

1. A quorum shall consist of a majority of member of the Executive committee or Board of directors

Section 22. Advisory board and subcommittee:

1. In achieving the objectives of this corporation, the BOD shall constitute an advisory board by nominating prominent personalities form different field and shall form other sub-committee of the corporation.

Section 23. Conduct of Meetings

1. Meetings of the Committee shall be presided over by the Chairperson or the President of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 24. Fiscal year of the Corporation

1. Unless the board of directors shall select another date through a duly adopt resolution, the fiscal year of the corporation shall begin on the first day of January of each year and end on the 31st day of December

Miscellaneous

25. Election related set up

1. *The executive committee will select election officers*
2. *Consensus and or unanimous election will be the norm but in the event of no consensus on the candidate, secret ballot will be used to decide the office bearer.*
3. *Election officers will be responsible to make election related rules and regulation.*

26. Voters and candidates

1. *Members as mentioned in section 4 will be eligible to participate as voter in the convention. Only member who have held membership as mentioned in section 4 and 4.1 can put forth their candidature to become an executive member.*

Section 27. No confidence motion

1. *No confidence motion can be brought against any officials of the executive committee from 60 percent of general members with written request.*
2. *The person, against whom motion is brought will be given chance to explain her/his position by president or vice-president, if the motion is against the president. If there are not reasons for excuse then executive committee can recommend it be presented during special convention. A special convention can be called if at least 60 percent of general members demand it in writing with their signatures.*
3. *In special convention total of two third votes of members present will be required for the motion to go through and the person concerned will relinquish the office.*

First Amendment:

1. Board of Directors/Central Executive Committee Members: *All chapter presidents will be a central committee members during their tenures. They do not have voting rights and cannot hold any key post in central committee.*

2. Candidates for Board of Directors/Central Executive Committee Members: *To become an elected board of Directors, s/he should either have already*

worked in chapter's executive board or should be a general/Student/lifetime member for 4 consecutive years.

3. Candidates of Central Committee President/CEO: *To become an elected central committee president, s/he should either have already worked in central committee for minimum of two years term and life time member.*

4. Board of Trustees (BOT): *Central committee board can form a board of trustee. The main role of BOT is to reviews the works of all the bodies and individuals. The board will have authority to perform internal auditing. The members of BOT are required to be life members.*

5. Patron Council: *All past presidents are the Patron of the organization. Patron council will have authority to use its veto if any problem occurs in the organization and central executive committee unable to solve it. Members of patron council should be a life time member of the white zone. Patrons will participate in all central committee meetings as an advisors.*

6. Handing over assets to new committee: *Outgoing executive committee should handover organization's assets including bank accounts, passwords of emails/websites and documents to new executive committee within 30 days of election.*

7. Chapters

7.1 New Chapter Formation: *If more than 50 individual members resides in a city, these members may request to open chapter with central committee. Central committee shall provide consent to open such chapter if they satisfy the requirements under these bylaws.*

7.2 Chapter Committee: *Chapter committee shall consist of minimum Eleven (11) members. Chapter committee shall be elected by all members of the city for two years' term. After the election, Chapter Committee shall add two members to the committee. A person elected to fill a vacancy as provided by this section shall hold office until the next annual election of the Executive Committees or until his or her death, resignation or removal from office.*

7.3 Election of Chapter Committee: *Election of chapter committee shall be conducted by election committee formed by central committee. Election committee will conduct election for one Chapter President, two vice-presidents, one General Sectary, one Sectary, one financial director, one assistant financial director and 4 Board members. Election committee will set nomination fee for all the position of chapter committee. Candidate of the chapter president should be a current general member of the white zone and should have been a member of TheWhiteZone for at least two years.*

7.4 Function of Chapter Committee: *Chapter committee shall work and coordinate with the central committee's activities through the local body without conflicting the activities of the central committee. Chapter committee shall open a bank account and deposit all membership funds to the account. Chapter committee should report all the financial transaction to the central committee on an annual basis.*

7.5 Dissolution of Chapter Committee: *If chapter committee cannot resolve the dispute within the committee, central committee shall form a dispute resolution committee which has right to suspend, dissolve and reform chapter committee.*