

# **KIOCH PARTNERS OF AMERICA K-PALS INC BY LAWS**

## **ARTICLE I: NAME OF THE CORPORATION**

**1. The corporation will be called as “KIOCH PARTNERS OF AMERICA K-PALS INC”**

## **ARTICLE II PURPOSE**

### **2. Purpose**

The corporation is organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts exclusively for charitable purposes, including, for such purposes, to provide expert, financial and other material assistance primarily to Kathmandu Institute of Child Health (KIOCH), duly registered with the Government of Nepal and affiliated with Social Welfare Council of Nepal, that works for promotion of child health through health education, preventive, curative and rehabilitative health care in Nepal. The corporation may carry on any activities in connection with any of the foregoing purposes, and have and exercise all of the purposes and powers conferred upon nonprofit corporations under section 6 of Chapter 180 of the General Laws of the Commonwealth of Massachusetts as now in for or hereafter amended, and do everything necessary or appropriate to accomplish any of the foregoing purposes to the extent permissible under the laws of Commonwealth of Massachusetts, all to the extent not inconsistent with the requirements contained in section 501(C)(3) of the Internal Revenue Code, as amended, and not inconsistent with any other provisions of these articles of Organization.

## **ARTICLE III: MEMBERS OF THE CORPORATION**

### **3.1 No membership classes**

Any action or vote that Chapter 180 of the General Laws of the Commonwealth of Massachusetts or any other law, rule or regulation, requires or permits members to take shall be taken instead by an action or vote of the same percentage of the directors of the board.

There will be no members, who have any right to vote or title or interest in or to the corporation, its properties and franchise. Donation or financial contribution to the corporation does not automate an active membership to the board.

### **3.2. Affiliates (also called K-pal)**

The board of directors may approve classes of non-voting affiliates with rights, privileges and obligations established by the board. Affiliates may be individuals, businesses and other organizations/corporations that seek to support the mission of the corporation. The majority of the board, a designated committee of the board, and/or duly elected officer in accordance with board policy, shall have the authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliate's rights, privileges and obligations. At no time shall affiliate's information be shared with or sold to other organizations or groups without the affiliate's consent. The board of directors may choose to

approve or deny affiliates to be given endorsement, recognition and media coverage at fundraising activities and other events or at the corporation website. Affiliates will not have the right to vote and are not members of the corporation.

Individuals under eighteen (18) years of age must present documented parental approval in order to be eligible for affiliation.

Affiliates will be addressed as “*K-pal*”, not members.

Any engagement of an individual entity including board of directors or affiliates will be to support, promote and further the mission of the corporation.

## **4. BOARD OF DIRECTORS**

### **4.1 General powers**

All corporate powers shall be exercised by or under the authority of the board of directors and affairs of the corporation shall be managed under the direction of the board, except as otherwise provided by the law.

### **4.2 Number**

The specific number of directors to be set by resolution of the majority of the board. The number of directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent director. Such number of board members shall not be fewer than three (3) or more than (21).

### **4.3 Qualifications**

Membership of the board may be granted to any individual or corporation that supports the mission and purposes of this organization as set by the board of directors. Membership must be approved by the majority of the board or by at least two persons specifically designated by two third of the existing board to approve membership.

### **4.4 Election of Directors**

#### **4.4.1 Initial Directors**

The initial directors of the board shall be the persons listed as the directors in the Articles of Incorporation, who shall serve until the first annual meeting of the board of directors and the election of the new board at such meeting. There will be no number of term limits to the initial directors of the board.

#### **4.4.2 Successor Directors**

Successor directors shall be elected each second year at the annual meeting of the board by the affirmative vote of majority of the directors then in office.

## **4.5 Term of Office**

4.5.1 All successive directors (other than the initial directors as in the articles of incorporation) shall be elected to serve at least one-year and maximum two-year term limit; unless a director dies, resigns or is removed, he or she shall hold office until the annual meeting, for election of the board or until his or her successor is elected, whichever is later.

4.5.2 Directors' terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

4.5.3 Directors may be re-elected and serve multiple terms in succession or with interruption, with no number of term limits unless otherwise amended by the majority of the board.

4.5.4 The term of office shall be considered to end on the December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

## **4.6 Removal of the directors**

A director may be removed or suspended for cause by an affirmative vote of two-thirds of the directors present at a special meeting called for that purpose after such director has been given reasonable notice and opportunity to be heard.

## **4.7 Meetings**

### **4.7.1 Annual Meeting**

The annual meeting of the Board shall be held annually at such place and manner, on such date and month chosen by the President or the Board for the purpose of electing Directors and officers, receiving annual reports of the board and officers, and for transacting such other business as may properly be brought before the meeting. If the annual meeting is not held either on or before one-year of the last annual meeting, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

### **4.7.2 Regular Meetings**

By resolution, the Board may specify the date, time and nature or place for holding regular meetings without other notice than such resolution. The interval of such meetings will be determined by the board such that the activities of the corporation are run smoothly.

### **4.7.3 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any Director[s], or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place or manner either within or without the State of Massachusetts as the place for holding any special Board or committee meeting called by them.

### **4.7.4 Place or nature of Meetings**

All meetings shall be held in a nature, location and date decided by the majority of the board or by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

Such a meeting can be conducted in person or over telephone, video call or similar communications method given that every person participating in the meeting can hear each other at the same time. Participation by such means shall substitute in person presence at a meeting.

## **4.8 Notice of Meetings**

### **4.8.1 In Writing**

Notices in writing may be delivered or mailed, either via regular mail or electronic mail, telephonic call or other communication method designated by the receiving member, to the director at his or her address shown on the records of the corporation not less than 3 days (7 days if by written mail) before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting except for the amendment of the by-laws.

### **4.8.2 Personal Communication**

Notice may be by personal communication with the Director not less than 24 hours before the meeting in the form of telephonic call, text, electronic mail or other means of communication agreeable between the board and the member or affiliate. Such preference of communication has to be specified by the individual member or affiliate in advance in the order of preference. The means of communication specified in order of preference can be any effective means of communication where there can be a two-way communication of the messages.

### **4.8.4 Posting Electronic Notice**

Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 4.8.1

## **4.9 Waiver of Notice**

### **4.9.1 Record**

Whenever any written notice is required to be given by any applicable law, the Articles of Organization or these By-Laws, a waiver of notice signed either before or after the action for which notice is required shall have effect of written notice unless otherwise specifically prohibited by law.

### **4.9.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **4.10 Quorum**

One-third of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting without further notice. If a consensus is not met amongst majority of the Directors present, the meeting, its

transaction and business shall be considered as invalid and must be re-engaged in a special or a regular meeting within a month whichever is earlier.

#### **4.11 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable law of the Commonwealth of Massachusetts.

#### **4.12 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention to the Clerk of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

A board member may vote in person or by proxy. No proxy dated more than six months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a board member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

#### **4.13 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if consent in the form of a record, including by email, explicit text which clearly sets forth the consent of the action to be taken, is executed by two thirds of the Directors. Any such record shall be documented as if it were the minutes of a Board meeting. For purposes of this **Section 4.13**, record means information inscribed on a retrievable tangible medium or contained in an electronic transmission.

#### **4.14 Resignation**

Any Director may resign at any time by delivering written (regular mail or email) notice to the President or the Clerk, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if K-pals would be left with less than a minimum number of directors as mentioned in the articles of incorporation or these by-laws.

#### **4.15 Vacancies**

Vacancies on the Board shall exist on the death, resignation or removal of any Director and whenever the number of authorized Directors is increased by the two third of the majority of the existing board of directors.

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the

remaining Directors. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

#### **4.16 Committees**

**4.16.1 Activation:** The president or the board of directors may activate any committee, at any time, that the board of directors may establish and may appoint a chairperson and members of each such committee.

#### **4.16.2 Standing or Temporary Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Directors. The directors of such committee shall not be granted membership to the board of directors unless specifically provided by the majority of the existing board of directors. The membership to the board shall terminate along with the dissolution of such committee or removal of the director of such committee unless the director was already a member of the board before formation of such a committee. Such committee(s) shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board and by applicable laws of the State of Massachusetts and Federal laws that govern 501(c)(3) non-profit Organizations. Except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

**4.16.3 Terms and eligibility:** Except as provided by these by-laws, the chairperson and members of each active committee shall serve one-year term on the committee to which they are appointed, unless removed and replaced prior to the end of such term at the discretion of the president or the board of directors and may be re-appointed, without limitation, for successive terms. The power of the board of directors shall not be delegated to any committee.

#### **4.16.4 Quorum; Manner of Acting of a committee**

A majority of the number of members or directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### **4.16.5 Minutes**

A report of all material actions taken by each committee shall be made to the board of directors no later than the next meeting of the board of directors. For the purpose of public record keeping all the committees shall provide a copy of the minutes in the format prescribed by the board of directors within (72) seventy-two hours of the meeting. Minutes of each committee meeting shall be available to any director for review.

#### **4.16.6 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Clerk or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.16.7 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove with or without cause from office any member of any committee elected or appointed by it.

#### **4.17 Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

### **5. OFFICERS**

#### **5.1 Number and Qualifications**

The officers of the corporation shall be a President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Clerk.

#### **5.2 Election and Term of Office**

The officers of the corporation shall be elected each second year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until a successor is elected.

#### **5.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, the Clerk or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation

shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **5.4 Removal**

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### **5.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### **5.6 President**

The President shall be the chief executive officer of the corporation, and subject to the Board's control, shall supervise and control all the assets, business and affairs of the corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

#### **5.7 Secretary**

The secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and officer; and (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

#### **5.8 Treasurer**

The treasurer, except as the board of directors may otherwise provide, shall have charge and custody of and be responsible for all funds, securities and valuable documents of the corporation; supervise the signing of all checks, payment of accounts, and collection of debts; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. The treasurer will also be responsible for



all the financial record keeping of the organization. The treasurer shall, have the custody of all funds, securities and valuable documents of the corporation. The treasurer shall at all times make such documents/information and financial record keeping available to inspection by the directors or other authorized persons. Whenever required to do so by the board of directors or the president, he or she shall submit to the board of directors a statement of accounts, consisting of a balance sheet and related statements of income and expenses and of changes in all funds for the fiscal year then ended.

## **5.9 Compensations**

The salaries of the officers and agents shall be as fixed from time to time by the Board. No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a Director of the corporation.

## **ARTICLE V**

### **6. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, FRIENDS, GOODWILL AMBASSADORS OF THE CORPORATION**

The board of directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the board of directors shall otherwise designate, shall in such capacity have no right to notice of or vote at any meeting, shall not be considered for the purposes of establishing a quorum, and shall have no other rights or responsibilities. Goodwill ambassadors will be the public figures who work to further the mission of the organization without specific compensation of such services. The corporation shall not share, endorse or promote the involvement, opinions or ideologies of such individuals beyond the purpose of this organization. Compensations for the celebrity ambassadors who participate in fundraising by donating their talent or expertise in public charity events should not exceed the amount they can raise and must be a certain percentage of the fund raised, number (i.e., the fraction of the funds raised) to be specified by the board of directors for individual circumstance if any.

## **7. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **7.1 Loans**

**No loans shall be contracted on behalf of the corporation and no** evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **7.2 Loans or Extensions of Credit to Officers and Directors**

**No loans shall be made,** and no credit shall be extended by the corporation to its officers or Directors.

### **7.3 Checks, Drafts, Etc.**

**All checks, drafts or other orders for the payment of money, notes or other** evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

### **7.4. Deposits**

All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

### **7.5 Expenses**

Expenses incurred by the board of directors, officers, members of the committee or any affiliate for the purpose of advancement of the corporation shall be done by utilizing the funds of the corporation when approved by the majority of the board. No personal contribution beyond the voluntary donation is expected from anyone involved in the corporation. Specific items that can be reimbursed can be revised by the majority of the board from time to time for general or specific instances. A donor if specifies the donation towards office or operational expense may be utilized for the stated purpose.

### **7.6 Books and Records**

The corporation shall keep copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

### **7.7 Corporate Seal**

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation, the state of its incorporation and the year of its incorporation.

### **7.8 Accounting Year**

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending on the last day of December.

## **7. 9 OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors may designate. The corporation may have such other offices, either within or without the State of Massachusetts, as the Board may designate or as the business of the corporation may require from time to time.

## **8. PERSONAL LIABILITY**

The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgements or decree, or of any money that may otherwise become due to payable to them from the corporation. A director, officer or incorporator of a corporation shall not be liable for the performance of his duties if he acts in compliance with section 6C of the Massachusetts General Law Chapter 180.

## **9. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board by the vote of two thirds of the directors present with a written consent of each of the directors, provided that notice describing the proposed amendment has been given in record to all the board members.

## **10. NON-DISCRIMINATION**

It is the policy of the corporation not to discriminate on the basis of race, color, religion, sex or national origin in its selection of directors, officers, employees, agents, grant recipients, affiliates or students. The board of directors and all officers and employees are required to implement this policy.

A handwritten signature in blue ink, appearing to read 'Prakash Paudel', with a long horizontal flourish extending to the right.

Prakash Paudel

President

**KIOCH PARTNERS OF AMERICA K-PALS INC**

Signed 5/3/2021