

Exhibit 2 – TFA Bylaws adopted in 2022 GBM (to be effective on January 1, 2023)

**By-Laws of
Tharus and Friends Association**

Article I: Name and Purpose

Section 1: Name

The name of the organization shall be Tharus and Friends Association and TFA in abbreviated form. It shall be a non-profit organization.

Section 2: Purpose

The purposes of Tharus and Friends Association (TFA) are to:

1. Work towards the interest and welfare of the Tharu Community.
2. Help to protect and preserve Tharu identity and valuable cultural heritages such as arts, tradition, language, traditional knowledge, and history.
3. Promote education in Tharu Community by providing scholarships and other supports to deserving underprivileged students to pursue their higher studies in Nepal and abroad.
4. Foster friendship and relationship among Tharus living in the USA and other countries.
5. Provide help and support to Tharu newcomers for their settlement in the USA.
6. Establish and foster relationship with organizations involved in the welfare of the Tharu community.

Article II: Definitions

The following are the definitions of the terms used in the by-laws.

“Association” means the Tharus and Friends Association.

“Tharu” means people from Tharu community as recognized in Nepal.

“Code” means Internal Revenue Code of 1986, as amended.

“General Body” means all the members of the Association.

“Executive Committee” means the Executive Committee of the Association.

“Executive Committee Member” means an official or a member of the Executive Committee.

“President” means the President of the Association.

“Vice President” means the Vice President of the Association.

“Secretary” means the Secretary of the Association.

“Treasurer” means the Treasurer of the Association.

“Joint-Secretary” means the Joint-Secretary of the Association.

Article III: Membership and Fees

Section 1: Any individual or organization that takes interest or actively engages in the welfare of Tharu Community shall apply for membership of TFA by submitting application. The Executive Committee shall review the application and make decision of approval or disapproval on application.

Section 2: Three classes of memberships and their annual membership fees are as follows:

- a) General member:
 - (i) Single: \$15.00
 - (ii) Family: \$25.00 – Family membership includes husband, wife, and their unmarried children. Names of the covered family members must be provided.
 - (iii) Student: \$10.00 – This membership covers one full-time student and requires verification of enrollment status in school or college.
- b) Life member: \$150.00 – Life membership covers one person.
- c) Honorary member: No fee – This class of membership shall be proposed by the Executive Committee and decided by the General Body of the Association.

Section 3: Persons who contribute \$1000.00 or more shall be designated as Patron of the Association. Patrons shall automatically become the life members of the Association. A patron is considered one person.

Section 4: Membership is valid for up to two years starting January 1 or the date of membership and ending December 31 of the following year.

Section 5: Membership renewal fee must be paid before expiration of membership, but no later than January 1. Failure to renew by January 1 shall constitute suspension of the membership and the rights and privileges of the membership. Late renewal shall restore the membership from the date of renewal.

Section 6: Each Member shall be entitled to a single vote. The member must be at least 18 years of age to vote. Honorary member shall not be eligible to vote.

Article IV: General Body and Committees

(a) General Body, Executive Committee and Chapters

Section 1: General Body

There shall be a General Body which would comprise of all the members of the Association.

Section 2: Executive Committee

There shall be an “Executive Committee” elected by the majority of the votes cast by the member of the Association. The Executive Committee shall consist of the following officers:

- 1) President - 1
- 2) Vice-President –2
- 3) Secretary - 1
- 4) Treasurer - 1
- 5) Joint-Secretary-1
- 6) Executive Members - 5

Section 3: The executive Committee shall be responsible for making policies and directives for the operation of the Association. The Executive Committee Officers and any other committee members or representatives of the Association shall serve without any compensation.

Section 4: Duties and Responsibilities of the Executive Committee Members

1) President. The President shall:

- (i) preside all regular and special meetings of the Association when present;
- (ii) serve as the official spokesperson of the Association;
- (iii) supervise all activities of the Association;
- (iv) perform or supervise the regulatory requirements (such as filing IRS Tax Forms etc) of the Association; and
- (v) perform all other executive duties not otherwise delegated.

2) Vice-President. The Vice-President shall:

- (i) assume the duties and responsibilities of the President in the absence of the President;
- (ii) assist the President to perform the presidential duties; and
- (iii) perform any other duties assigned by the President.

3) Secretary. The Secretary shall:

- (i) record all the proceedings of the meetings of the Association;
- (ii) distribute minutes of the meetings to members within one month after the date of the meeting;
- (iii) keep/maintain all records and files of the Association;
- (iv) be responsible for responding to the Association correspondence and for informing other officers;
- (v) notify members in advance of the incoming meetings or events of the Association;
- (vi) make agenda of the meetings;
- (vii) arrange location for business meetings;

- (viii) prepare and maintain all the reports required by law; and
- (ix) perform any other duties assigned by the President.

4) Treasurer. The Treasurer shall:

- (i) act as custodian of all funds of the Association;
- (ii) establish bank accounts with the consent of the President and make deposits and withdrawals of funds from such account (s) as necessary;
- (iii) receive all funds paid to the Association and keep appropriate accounts;
- (iv) pay all valid bills of the Association;
- (v) develop and lead the fundraising plans;
- (vi) maintain appropriate, accurate and current financial records and report them to the Executive Committee and General Body meetings; and
- (vii) perform any other duties assigned by the President.

5) Executive Member. The Executive Members shall:

- (i) facilitate to execute the plans of the Association; and
- (ii) perform any other duties assigned by the President or Executive Committee.

6) Joint-Secretary. The Joint-Secretary shall perform tasks of Secretary, shall assume the role of Secretary in his/her absence and any tasks assigned by executive committee.

Section:5 Chapter(s)

The executive committee can form chapters in various cities, states, and regions.

(b) Ad Hoc, Special Committee and Task Forces

The executive committee may appoint ad hoc and/or special committees and task forces as needed to conduct special or extra-ordinary business of the Association

Article V: Meetings

Section 1: General Body Meeting

General body meeting of the Association shall be held once a year. The date, time and venue shall be decided by the Executive Committee. Members shall be given at least 30 days advance notice of the meeting. The meeting may also be conducted via telephone or video conference as deemed appropriate by the Committee.

Section 2: Executive Committee Meeting

Executive Committee shall meet at least twice a year at an appropriate time and place to review and make business plan of the Association. The Committee members shall be given at least 21 days advance notice of the meeting and they may attend such meeting via video/teleconference when time, weather or extraordinary circumstances dictate so.

Section 3: Special or Emergency Meetings

Special meetings of the General body may be called at any time by the Executive Committee upon the written request of at least 25% of the members of the Association. The venue, date, and purpose (s) of such meetings shall be stated.

The president may call an emergency meeting of the Executive Committee at any time if such meeting is necessary. The president, in consultation with Executive Committee, shall also have right to call a meeting of the General Body in emergency situation.

Section 4: Agenda of Meeting

The secretary shall make or assemble the agenda of the meeting and distribute them to the members or officers no later than seven (7) days prior to the meeting date.

Section 5: Quorum and Decision

A simple majority (minimum of six out of eleven) of the Executive Committee members is required as a quorum to conduct an Executive Committee Meeting. The decisions of the Committee shall be made by a majority of those present in the meeting. The decisions of the other meetings shall also be made by a majority of those present in the meeting.

Article VI: Elections

Section 1: The election for the next term shall take place before or at the General Body meeting.

Section 2: The Executive Committee shall appoint an Election Commissioner. The Election Commissioner may appoint up to two individuals to assist him/her in conducting election of the Executive Committee. These individuals shall not be serving in the present executive committee. The Election Commission members may or may not be members of the Association.

Section 3: The Election Commission shall invite nomination for the positions of Executive Committee Officers from the members of the Association at least 30 days prior to the election or this may be done at the floor of General Body meeting. Self-nomination shall also be permitted. Nominated candidates are required to consent their nomination before nomination is filed.

Section 4: One person shall contest election for only one position.

Section 5: Each Member shall be entitled to a single vote. There shall be no provision of proxy voting. The member must be present at the meeting to exercise the right to vote. The voting may also be conducted by mail, phone, video conference, web poll or email especially when the meeting takes place through such means.

Section 6: All candidates shall contest the election through the secret ballot. The person receiving the majority votes for a designated position shall be declared elected. If there is only one contestant for a designated position, no voting shall be necessary. If there is a tie for a position, re-election shall take place for that position.

Section 7: Both the candidate and voter must be 18 years or older and must have paid his/her membership dues to exercise the right of election.

Article VII: Tenure, Resignation and Termination

(a) Tenure of the Executive Committee

Section 1: The tenure of the Executive Committee shall be for two-years, beginning January 1 and ending December 31 of the calendar year. The officers shall be eligible for re-election.

Section 2: No person shall serve in the position of President of the Association for more than two consecutive terms.

(b) Resignation and Termination

Section 1: An officer of the Executive Committee may resign at any time. Resignation must be in writing and received by the Secretary. The approval and dis-approval of the resignation shall be made by the executive committee.

Section 2: Misconducts or neglect of duties may result in removal from the position for the remainder of that officer's term. Any activities of an officer against the Association shall be considered misconducts and be determined by the Executive Committee.

Section 3: In the event of vacancy(ies) in TFA officials, the Executive Committee shall have right to nominate any suitable Member (s) to hold the office for the remainder of the term.

Article VIII: Funds and Accounts

Section 1: Income

The income of the Association shall consist of:

- 1) Membership fees of the Association;
- 2) Donation and gifts received by the Association; and
- 3) Any interest accrued on the funds of the Association.

Section 2: Expenditure

The funds shall be used for the sole purpose of the business of the Association only. No part of the funds shall be used or distributed for the personal benefit of any members of the Association. However, with prior approval of the President, it may be used for the sake of advantage of members in emergency situation.

Section 3: Fiscal Year

The fiscal year of the Association shall end on the last day of December each year. At the end of the term, the outgoing Executive Committee shall handover its official duties and responsibilities to newly elected Executive Committee before the end of the fiscal year. The new Executive Committee shall take the charge of its office from January 1.

Article IX: Adoption and Amendments

Section 1: Adoption of the By-laws

These By-laws shall become effective upon adoption by two-thirds of the members of TFA present in the General Body meeting.

Section 2: Amendment Procedure

Any proposed amendments to the By-laws or any part thereof or to add a new article may be submitted in writing to the Executive Committee. Then, the Executive Committee shall circulate a copy of the proposed amendment or addition to all the members of the Association one month prior to the next General Body meeting. The proposed amendment or addition shall be placed on agenda in the meeting and must be adopted by two-thirds of the votes of the Association to be effective.

Section 3: Null or Void Actions

Any motion or action by any member or committee that conflicts or is not in accordance with these By-laws shall be considered null or void.

Article X: Non-Profit Status

The Tharus and Friends Association (TFA) is formed exclusively for educational, charitable and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code. The Association shall neither carry out any political nor any other activities not permitted to be carried out on: (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal revenue Code, or corresponding section of any future federal tax code.

(Amended and adopted during the General Body Meeting on September 19, 2022. To be effective on January 1, 2023.)