

**Bylaws of  
Samata Global Senate, Inc.**  
(a Maryland Not for Profit Corporation)

**1. Name and Principal Office**

The Name of the Organization is Samata Global Senate, Inc. (hereafter called “THE ORGANIZATION”). THE ORGANIZATION is a not-for profit organization headquartered in the State of Maryland.

The Organization shall apply for tax exempt status from Federal Income Tax as described in section 501 (c) (3) of the Internal Revenue Code.

THE ORGANIZATION shall maintain a principal office in the State of Maryland and may have other offices as the Board of Directors (BOD) may determine from time to time. The initial principal office address of THE ORGANIZATION is:

Samata Global Senate  
3 Hinesleigh CT  
Baltimore MD 21234

**2. Mission**

THE ORGANIZATION is established to create a global fund in order to bring about excellent educational environment in the world where people from all sectors can get equitable opportunity to learn and grow.

**3. Objectives**

3.1 The main objectives of THE ORGANIZATION are:

- To Create and manage endowment funds dedicated to providing support to the projects fulfilling the mission of the Organization.
- To provide or cause to provide high level counseling, conducting study, research on financial, social, management parts in education and health sectors.
- To provide training in management, teacher-instructor and health related subject receiving suitable fees and to provide counseling services thereof including meeting, study, research, monitoring and evaluating.

- To provide financial, physical infrastructure and management level support to institutions such as schools, hospitals operated or to be operated to do work in education and health related field in different countries.
- To contribute to the development of human capital by providing affordable education and healthcare services so as to enhance employability.
- To provide support and services in education of pre-primary basic, secondary level to higher education, teacher teaching, curriculum, books, uniform, stationery, and extra-activities items.
- Organizing training, study, or research by receiving fees, if necessary for equality. Raising social awareness in social justice, enhancing human rights, and awareness against caste and gender discrimination; to provide counseling services for monitoring and evaluation of the work of organization working in this sector.
- To provide financial support to schools and hospitals including other social areas program; receiving grant/financial support from local and foreign individuals, associations, organizations, and governments.
- To do or cause to do social service and various social service-oriented work.
- To provide financial and physical support to association or organization that may continue working in education and health related services.
- To accept amount paid as of counseling service provided by the Organization to anyone, to accept grant, to invest movable and immovable assets without having an adverse effect in prevailing act and law.
- To conduct special program in social welfare sector dedicating to mass social work for entire communities of the society.
- To operate various cultural program, meeting, seminar, workshop etc. within a country or abroad for the collection of financial support.
- To provide Humanitarian support financially or otherwise to victims of natural disasters, pandemics, wars, and similar difficulties.

#### **4. Functions**

4.1 The Organization may conduct the following functions to achieve its objectives.

- Create and manage endowment funds dedicated to providing support to the causes fulfilling the mission and objectives of the Organization.
- Buy or rent land, house, vehicle or necessary machinery, equipment, furniture, and other capital assets needed by the Organization.

- Appoint employees as needed to the Organization and to fix the terms and conditions of their service.
- Operate bank and investment accounts
- Borrow money for the Organization when needed from banks or financial institutions with or without collateralizing the Organization's assets
- Work closely with public, government bodies, communities, educational and research institutes and other not for profit organizations including Samata Education Trust, a Nepal based social organization.
- Any other functions as deemed necessary and as allowed by the prevailing laws of the State of Maryland and United States of America.

## **5. Membership (Senatorship)**

5.1. The Organization is a member-based organization and members shall have voting rights. Each life member of the Organization shall be called a Samata Senator. Interested individuals, 18 years or older, can apply for membership (Senatorship). Senatorship shall be provided to selected individuals from the pool of individuals who have duly applied, have paid membership fees, and met certain membership criteria, as laid out by the independent Review Committee appointed by the Board of Directors (BOD). The categories of membership shall be governed by the Bylaws.

Types of membership and fees: THE ORGANIZATION shall have categories of members as described below:

- General Member (Samata Supporter): Membership fees as decided by BOD from time to time.
- Life Member (Samata Senator): Membership fee as decided by BOD from time to time. No annual membership fees required.
- Founder Member (Samata Founder Senator): All the persons who duly signed and adopted this First Bylaws of the Organization in the capacity of founder shall be founder members of the Organization. Founder members may choose to obtain life or patron membership by fulfilling the requirements as set forth on the Organization's Bylaws.
- Patron: Membership fee as decided by the board. A Patron shall have special privileges in the BOD meetings and in all the activities organized by THE

ORGANIZATION. A Patron has one voting right in BOD. Patron Member shall be honored as a special guest in all the functions organized by THE ORGANIZATION.

- Honorary Membership (Samata Honorary Senator): may be bestowed by the Board of Directors (BOD) on any person for his/her long service or potential of substantial support to THE ORGANIZATION; however, such honorary membership, which does not require payment of membership dues, shall be advisory in nature, with no voting privileges or privileges to run for elected office of the THE ORGANIZATION. BOD may bestow good standing members of THE ORGANIZATION or other independent parties as members of an advisory committee of THE ORGANIZATION. List of the advisory committee could be revised periodically.

5.2. Payment of dues, if any, is mandatory and only members with voting rights and in good standing shall be eligible to run for office and vote in the affairs of THE ORGANIZATION.

5.3. For all purposes of governance and operations of THE ORGANIZATION, Life Members shall be treated as member for perpetuity.

5.4. A member is in good standing when his or her membership fees, assessments, commitment papers or similar other pledges with time deadlines, if any, are fully paid and no disciplinary actions were taken against him or her by THE ORGANIZATION.

5.5. All members in good standing shall constitute the General Assembly (GA).

5.6. THE ORGANIZATION shall not refuse an application for membership on the grounds of race, sex, religion, or political views. However, the Organization has full right to reject any membership applications if it sees right to do so at the given circumstances.

5.7. Institutional member is allowed to nominate one representative for voting purpose and one institution counts as one vote.

5.8. Rights and privileges of the Voting Members:

- Attend general meeting called by the BOD and vote for any matter brought properly before the assembly.
- Right to file candidacy for BOD and hold office if duly elected (except honorary members).
- All members, except honorary members, shall have voting right in general assembly.

5.9. BOD may propose additional classes of membership and the Organization may adopt those upon approval by GA.

#### 5.10. Renewal of Membership:

- General member of the Organization has to renew his/her membership within 35 (thirty-five) days of completion of each fiscal year.
- If not renewed within the 35 days as mentioned above and comes to renew membership within 90 days of the last day of the fiscal year, renewal could be done by the Board of Directors by imposing fine equivalent to membership fee. If not renewed within these 90 days, such member's membership shall be automatically cancelled.
- A life member does not have to renew membership.

#### 5.11. Conditions of Termination of Membership:

Membership of this Organization shall be discontinued in the following conditions:

- If resigned from the Organization's membership.
- If the member died,
- If dissolved or merged with another organization. This is only applicable for institutional membership (such as an incorporated organization as a member of the Samata Global Senate),
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- If the Organization's member is fallen a creditor's insolvency.
- If not eligible to continue as a member of the Organization according to the prevailing law of the state of Maryland.
- BOD may expel any member for behavior likely to bring the THE ORGANIZATION into disrepute. Such expulsion must be ratified by GA. However, the member must be given a reasonable opportunity to submit proof of clarification to disprove such disrupt allegations.

### **6. General Assembly (GA)**

6.1. General Assembly (GA), which is the highest authority of the THE ORGANIZATION, consists of all categories of members. Every member, except honorary members, have equal right to cast their votes on any matter, motion or petition duly brought before the assembly. Honorary members can participate in GA but shall have no voting rights. General Assembly shall appoint the auditors or independent accountants of the THE ORGANIZATION, if needed. The annual meeting of the General Assembly shall be held at least once each year within 6 months from the end of the fiscal year at a place decided by BOD. The meeting shall be open to all members of the Organization.

6.2. Quorum: At all general meetings or special meetings of General Assembly, at least more than thirty three percent (33%) of the Voting Membership shall constitute a quorum for GA proceedings. If unable to meet the quorum, a second meeting shall be called with at least 7 days' notice. There is no quorum requirement in the second meeting.

6.3. Special GA meetings can be called at the written request of 25% of the Voting Members. Within 15 days of receipt of such request, BOD Secretary should send notice to members for the GA meeting.

6.4 GA, with its majority, can overwrite any decisions made by BOD and other committees.

## **7. Governance Structure**

The overall governance of THE ORGANIZATION shall be vested in BOD of THE ORGANIZATION. The voting members are responsible for electing executive and nonexecutive members of BOD.

## **8. Board of Directors (BOD)**

8.1. The Organization shall have a Board of Directors with at least 5 members that include, president, vice president(s), secretary, treasurer, and directors. BOD shall be responsible for the overall control and management of the Organization.

8.2. All the good standing Patrons shall act as the members of the BOD.

8.3. The term of the BOD members/officers shall be 3 years and they can be re-elected.

8.4. The members of the first Board have been vetted and agreed upon by the founding members of the Organization as follows:

- Dr. Uttam Gaulee - President
- Tika Dhakal- Senior Vice President
- Thakur Gyawali- Vice President
- Gopendra Bhattarai- Vice President
- Kailas Jang Dangi- Secretary
- Kumar Singh Dangi- Treasurer
- Purna Kharel- Member

- Andre Dangi- Member
- Raju Tamang-Member
- Yug Maya Rai- Member

8.5. Subsequent BOD office bearers shall be elected by GA.

8.6. The BOD shall meet at least two times a year.

8.7. General Powers: All the rights, powers, duties, and responsibilities related to the governance of the Organization and management and control of THE ORGANIZATION's human resources, property, investments, and loan accounts are vested in the BOD. General Powers should only be used for the benefit of THE ORGANIZATION. These powers exist to the BOD as an institution and not to an individual BOD. The BOD has a duty to exercise reasonable care and prudence in managing the affairs of THE ORGANIZATION. The BOD may make rules for the conduct of its meetings and other activities; however, any rules inconsistent with these bylaws shall be null and void. Without limiting the general organization operational powers, the BOD shall have the following specific powers and responsibilities:

- To accept at its discretion all gifts, bequests, and donations, in cash or in kind, provided that any such gifts, bequests or donations, which the donor makes, are unrestricted. In case of restrictions, the BOD may reject the gift(s), if such restrictions are not in the best interests of THE ORGANIZATION. Further, the wishes of any donor regarding the use of their donations shall, at the discretion of the BOD, be accepted and honored, to the extent possible as long as such wish does not conflict with the mission and the objectives of THE ORGANIZATION.
- To hire and fire employees and third-party contractors for operation of the Organization.
- To approve capital construction projects and budgets
- To borrow money and incur indebtedness, if needed, for fulfilling the objectives of THE ORGANIZATION and to execute instruments of hypothecation of assets.
- To sign any deeds, mortgages, bonds, contracts or other instruments with the secretary or any other officer of the Corporation authorized by the BOD.
- To maintain a list of current voting members and their addresses on file. Such list shall be updated at least annually and shall be made available to any members, upon reasonable request by the member.
- To prepare and submit necessary financial and operational reports to the GA, at its annual meeting.

- BOD has the right to form committees, as needed, to assist in managing the Activities of THE ORGANIZATION. The coordinator appointed to oversee a committee must be a good standing member. Committee coordinator shall attend BOD meetings when requested or when there is a need to be present to execute the designated task. All committee coordinators shall report to the Chairman of BOD or a designated officer of BOD. At least one member of the BOD shall serve on each committee.

8.8. Every year, BOD shall conduct the general assembly. At least the following reports should be presented before the General Assembly:

- Board of Director's Report.
- Yearly Financial Statements and accountant's report

8.9. Quorum: a simple majority more than 50% will constitute quorum for the meetings of BOD.

8.10. The BOD has the power to acquire and hold real estate and personal property as it deems necessary for carrying out the objectives of THE ORGANIZATION. No real estate belonging to THE ORGANIZATION shall be sold, unless specifically and previously approved by the BOD and the GA.

8.11. Special Power: President of the BOD can call a General Assembly (GA) meeting, with written approval of simple majority of BOD, at any time of the year. The decision made by this GA meeting shall be binding to the THE ORGANIZATION.

8.12. BOD shall nominate an independent Review Committee within three months of incorporation of the Organization. Number of members in this committee shall be determined by BOD. Members of this committee shall have three years term and they can be reappointed. New member of the Review Committee shall be filled by the BOD within three months of end of tenure of the outgoing member(s). This three-month period applies even in the event of resignation of the members of the review committee or termination otherwise.

This Committee shall prepare its operating guidelines, guidelines for membership application and selection process and BOD election process without contradicting the main intent of this bylaws and shall conduct selection of members and election of BOD members/officers.

## **9. Duties of President**

General duties of President shall be as follows

- Prepare and present President's report in General Assembly.
- S/he shall preside over all the regular meetings of the EC and general assembly meetings.



- Appraise the activities of THE ORGANIZATION and present the status of committee's activities if any.
- S/he shall be responsible for the day-to-day and over-all activities of THE ORGANIZATION.
- Organize and promote THE ORGANIZATION's programs and activities.
- In case of a tie vote at any of the meetings, the President shall cast the deciding vote.
- President shall be the Chief Executive Officer of THE ORGANIZATION, and shall supervise all the officers, agents, and employees, subject to the policies and guidance of the BOD. However, president may appoint a chief executive officer and other personnel with the help of the chief executive officer, to carryout day to day activities of THE ORGANIZATION.

### **10. Duties of Vice President**

The Organization may have more than one vice presidents. The vice president designated by the President, shall carry-out the duties of the President in the President's absence or incapacity. Vice Presidents may carryout jobs as decided/assigned by the president and/or majority of the BOD.

### **11. Duties of Secretary**

General duties of Secretary shall be as follows

- The Secretary shall keep accurate records/minutes of THE ORGANIZATION activities and EC meetings.
- S/he shall develop THE ORGANIZATION calendar and also inform the president and the EC of activities to be performed at stated times or stated intervals.
- S/he shall issue notices as instructed by the President.
- S/he shall conduct communications of THE ORGANIZATION and shall have custody of all books, papers, records, and documents.
- S/he shall maintain a complete record of current and past members for the purpose of establishing communication related to THE ORGANIZATION activities.
- The Secretary shall be the primary contact person of the EC

- Secretary shall have the custody of seal of THE ORGANIZATION and shall use it under the direction of the EC.
- The Secretary shall maintain history of key records for a maximum period of seven years or as required by Internal Revenue Service or government authorities. EC General Secretary (or a designee) shall serve as a custodian of THE ORGANIZATION records

## **12. Duties of Treasurer**

General duties of Treasurer shall be as follows

- S/he shall be responsible for preparation of the operating annual budget.
- S/he shall report the current financial situation to the EC at regularly scheduled meetings and be responsible for determining ways and means of financing THE ORGANIZATION's operations.
- The Treasurer shall maintain a set of books and records showing the receipts and disbursements of THE ORGANIZATION.
- S/he shall prepare and provide a complete set of financial reports of THE ORGANIZATION at each BOD meetings.
- S/he shall have custody of all funds of THE ORGANIZATION and shall deposit the same, as directed by the EC.
- The Treasurer shall not draw any funds without the approval of the BOD. BOD can authorize Treasurer to maintain a petty cash fund for the emergencies and small transactions.
- The Treasurer shall be responsible for all governmental reporting and tax filings on time.

## **13. Duties of BOD Members**

BOD Members shall support THE ORGANIZATION's activities and take/perform responsibilities that are assigned by the President or the BOD for the benefit of the THE ORGANIZATION.

#### **14. Removal of the Members**

If found in violation of THE ORGANIZATION's purpose or by-laws, any Officer or BOD member shall be removed from office by the following process:

- A written request, providing the details of violations, by at least 25% of members of the BOD.
- Written notification by the BOD to the alleged officer/member of the above request.
- A special meeting of the BOD where the officer/member in question will present and clarify the allegation against her/him.
- A two-third (2/3) majority vote is necessary to remove the officer/member of the BOD
- If the officer in question does not attend the three consecutive duly called special meetings (as detailed in subsection c of this section), s/he is assumed to have removed automatically.

#### **15. Resignation**

Members of the Board of Directors may resign from their posts after proper hand-over of their responsibilities and accountabilities to any person designated by BOD. BOD shall fill the vacant position with a majority vote for the remaining tenure.

#### **16. Finances**

The Organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by General Laws of the State of Maryland, or (b) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (c) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall 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 corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Fiscal Year of the Organization shall end on September 30 of each year.

### **17. Amendments:**

17.1 The bylaws may be amended by an affirmative vote of two-thirds of BOD meeting. Additionally, such an amendment must be ratified by simple majority of GA.

17.2 Appropriate written notice shall be sent as required for the BOD meeting to discuss and take decision on the constitution amendment.

### **18. Legal Action**


Responsibilities of protecting the assets of THE ORGANIZATION shall be with the BOD. However, no officers, BOD members or committee members shall be personally responsible for any liabilities of THE ORGANIZATION. If THE ORGANIZATION, any officers of THE ORGANIZATION, and Members Committees or BOD be sued, either alone or with others, in any proceeding, THE ORGANIZATION shall use an attorney and shall cover all costs involved in settling the case. For this purpose, THE ORGANIZATION shall purchase Liability Insurance. The Organization shall not be responsible for any intentional wrongdoing of aforementioned parties.


### **19. Dissolution**


19.1 Dissolution of THE ORGANIZATION shall occur only for due cause and can be initiated only for reasons of financial exigency, financial viability, or other legal proceedings. Dissolution shall be initiated by a motion supported in writing by a one third of Voting Members of THE ORGANIZATION, and with the approval of 2/3<sup>rd</sup> majority of the voting members of the THE ORGANIZATION. New membership shall not be issued once the dissolution is initiated.


19.2 Upon dissolution of THE ORGANIZATION, its remaining assets, after paying or making provisions for the payment of all the liabilities, if any, shall be distributed to any other not for profit organization as determined by the BOD.


Adopted These Bylaws effective March 11, 2022, by the members of the first Board (who are also 100% of the founding members) of the Organization.

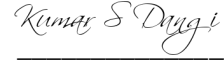
  
05/19/2022  
Date  
**Dr. Uttam Gaulee**

  
05/24/2022  
Date  
**Tika Dhaka**  
Expelled by the Board decision of 2/22/2023


  
05/20/2022  
Date  
**Thakur Gyawali**

  
05/19/2022  
Date  
**Gopendra Bhattarai**

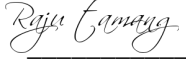
  
05/20/2022  
Date  
**Kailas Jang Dangi**

  
05/20/2022  
Date  
**Kumar Singh Dangi**

  
05/23/2022  
Date  
**Purna Kharel**

  
05/19/2022  
Date  
**Andre Dangi**

  
05/24/2022  
Date  
**Yug Maya Rai**

  
05/24/2022  
Date  
**Raju Tamang**