

# **Bylaws for Education Support and Outreach Foundation**

###

## **Article I: Legal Authority**

The Education Support and Outreach Foundation is chartered as a nonprofit organization under and by virtue of the laws of the State of North Carolina, as contained in the 2022 North Carolina General Statutes, Chapter 55A-North Carolina Nonprofit Foundation Act and in accordance with the Internal Revenue Code of 1986 Section 501(c)(3). The purposes of this Foundation are limited to educational, public, and not-for-profit activities.

## **Article II: Name and Location**

### **Section 1: Name**

The official name of this nonprofit organization is “Education Support and Outreach Foundation” (ESAOF for short).

### **Section 2: Location**

The principal office and its registered agent shall be located in Cary, Wake County, North Carolina. This designation may be changed from time to time only by official action of the Executive Committee with the filing of an appropriate certificate with the North Carolina Secretary of State.

## **Article III: Purpose, Mission, Activities, and Restrictions**

### **Section 1: Purpose**

The Education Support and Outreach Foundation is organized for charitable and educational purposes.

### **Section 2: Mission**

The mission of the Education Support and Outreach Foundation is to improve the physical, mental, and financial wellbeing of target groups and individuals through training, support, and educational outreach activities.

## **Section 3: Activities**

The Education Support and Outreach Foundation shall promote, support, or fund its mission via direct educational, intellectual, or financial activities or by supporting other organizations with similar mission. The executive committee shall create a process of initiation, support and closure (termination or completion) of activities. The Foundation shall also keep a list of ongoing activities, including their start and end dates and other relevant details.

## **Section 4: Restrictions**

The foundation shall neither operate outside of the stated mission nor engage in activities to disqualify its tax exempt status pursuant to the applicable US Internal Revenue Service codes. Such activities include but are not limited to supporting political campaigns on behalf of any candidate for public office; restricting membership on the basis of race, religion, gender or national origin; gain personal benefits from the Foundation; and participate/support excessive lobbying for or against a legislation.

# **Article IV: Membership**

## **Section 1: Eligibility**

Any person or organization expressing interest towards the mission of the foundation is eligible for membership. The Executive Committee shall define, modify, and document additional membership eligibility requirements which shall be approved by a simple majority of the members. A member in good standing shall have fulfilled all the membership requirements.

## **Section 2: Membership Fees**

The founding membership fee is \$100 per year.

## **Section 3: Membership Categories**

The Executive Committee shall establish additional membership categories and their respective fees as deemed necessary and appropriate.

## **Section 4: List of current members**

An up-to-date list of current members, their categories, membership start dates, end dates, and their contact information shall be kept in a secure place accessible to the foundation officers.

## Section 5: Voting Privileges

- A. Each member in good standing shall have one vote on motions presented at the Annual Meeting and at special scheduled meetings of the Foundation.
- B. The membership is not transferable and does not allow any rights or interest in the assets or income of the Foundation.
- C. No proxy votes are permitted.

## Article V: Governance

The foundation shall be governed by a Board of Directors and officers.

An individual may hold simultaneous positions as an officer or a director but shall not act in more than one capacity where the authority of two or more officers is required.

### Section 1: Board of Directors

The Foundation shall appoint at least three directors or as many needed for effective governance. The group of directors is collectively known as the Board of Directors (BoD). The BoD collectively has general oversight of the foundation and is not involved in day-to-day operations.

#### 1.1 Election and Terms

1. A director shall have a fiduciary duty on behalf of the Foundation.
2. A director shall have the ability and qualifications to set directions of the Foundation.
3. The founding members shall elect the first batch of the Board of Directors.
4. A director can serve a five year term.
5. Any vacancy of the BoD shall be filled from the recommendation of two current members and approval of a simple majority.

#### 1.2 Responsibilities

The following are the primary duties of the Board of Directors.

1. Providing financial oversight to the Foundation, including review and approval of the annual budget.
2. Ensuring legal and ethical integrity, establishing governance policies.
3. Maintaining the foundation's accountability based on its mission and purpose.
4. Providing advice and guidance to the Officers to settle complex issues.

## Section 2: Officers

The business, property, and programs of this foundation shall be managed and controlled by the following officers of duly elected voting members.

1. President
2. Vice President
3. Secretary
4. Treasurer

### 2.1 Election and Terms

1. Election of the officers shall occur during the Annual Meeting following recommendations by a Nominating Committee appointed by the President.
2. Each officer shall be elected by present members in good standing
3. Each officer shall serve for a period of two years.
4. Each officer shall serve up to two full terms.
5. All interim vacancies, if any, shall be appointed by the President (or by the Vice President if the President is absent), for the remainder of the term.
6. The officers retain those powers granted under the statutes of the Foundation which permit all necessary and convenient actions to affect all the approved purposes for the foundation.
7. No individual shall concurrently hold more than one office.

### 2.2 Responsibilities

#### 2.2.1: President

The President shall preside at all meetings of the Executive Committee, appoint Special and Standing committees and their members, exercise general oversight of the corporate business and perform such other duties as needed and from time to time assigned by the Executive Committee.

#### 2.2.2: Vice President

Upon disability or absence of the President, the Vice President shall perform the duties of the President and such other duties as may be assigned by the Executive Committee. The Vice President organizes the Foundation's Annual Meeting and may serve as an ex-officio member of all committees.

#### 2.2.3: Secretary

The Secretary shall record the minutes and maintain records of all meetings of the Executive Committee, maintain membership lists, provide for the safe keeping of all official contracts and records of the Foundation, and publish notices of scheduled meetings as required in these Bylaws. The Secretary shall also perform all official communications on behalf of the Foundation.

#### 2.2.4: Treasurer

The Treasurer shall be responsible for the prompt deposit of all receipts, an accurate accounting of income and expenditures, and shall present a written financial report to the Executive Committee on a quarterly basis. The Treasurer shall maintain the financial records of the Foundation using acceptable accounting practices and shall perform other duties inherent to the office of Treasurer.

#### 2.2.5: Honorary Titles

With a duly submitted request from the President, the BoD may from time to time award certain friends of the Foundation with honorary titles as it may deem prudent to advance the mission and purpose of the Foundation. Such honorary titles shall not carry any obligations, powers or duties within the Foundation.

### Section 3: Vacancies

Vacancies shall include both vacated and unfilled seats of the Office and the BoD. Vacancies shall be filled by the Executive Committee upon recommendation of the President for the remaining, unexpired term of an absent officer or for an unfilled seat. Such appointments commence on that date and end at an appropriate and subsequent Annual Meeting of the Foundation. Such officers appointed for a term of less than two years shall then be eligible for an additional two full terms as defined in these Bylaws.

### Section 4: Attendance Rule

Each officer is expected to attend all regular meetings of the Executive Committee as well as all special meetings and Annual Meetings of the Foundation. Members with three consecutive and unexcused absences as determined by the President shall be removed from the Executive Committee.

### Section 5: Compensation

Officers shall be volunteers and shall receive no compensation for their services, except on occasion for certain expenses directly related to the mission and purposes of the Foundation as approved by the Executive Committee.

### Section 6: Commitment and Ethics Rule

Each officer must maintain a high commitment to the stated mission and goals of the foundation and exhibit the highest ethical standards in the conduct of business as suggested among nonprofit organizations. Officers brought into question under this rule shall have a hearing before a special committee. If their behavior is judged to be in conflict with the mission or ethical obligations of their role, or found to be incompatible with the best interests of the foundation, they shall be removed from the Executive Committee.

## **Article VI: Committees**

The foundation shall create one or more standing and/or special committees to execute tasks as deemed necessary to fulfill its mission and purpose. No committee (except the Finance Committee) is authorized to make binding decisions for the Foundation that are not within its approved plan of work.

At each regular meeting of the Executive Committee, there shall be a verbal report from each standing and special Committee. Each committee must promptly submit a written record of any verbal reports to the secretary of the Executive Committee.

### **Section 1: Standing Committee**

A standing committee shall be formed to address ongoing needs of the foundation.

### **Section 2: Special Committee**

A special committee shall be formed to address needs for a short term and/or finite duration.

### **Section 3: Committee Membership**

The president appoints all committee members. Recommendations may be offered by committee presidents. Standing committees must be presided by a current member of the Executive Committee. Unless otherwise stated in these bylaws, standing committees must have a majority of committee members who are also members in good standing of the Foundation.

### **Section 4: Terms of Committee Membership**

Members of standing committees shall serve one year or until the next Annual Meeting of the Foundation, whichever occurs first. At the discretion of the president, members of standing committees may continue to serve until a successor is appointed. Members of special committees shall serve for one year or less, as specified when the committee is established.

## **Article VII: Meetings**

### **Section 1: Annual Meeting**

An Annual Meeting of the foundation and its members shall be held each year.

## Section 2: Meetings & Notice

At a minimum, regular meetings of the Executive Committee shall be held quarterly according to a schedule announced by the president at the Annual Meeting. Special called meetings of the foundation shall be held at the discretion of the president or by a majority vote of the Executive Committee or upon written request by ten (10) percent of the Foundation's members in good standing. Notices for such special meetings shall be provided by telephone, posted mail, email or other suitable forms of communication at least seven (7) days before the announced time, date and place.

## Section 3: Quorum and Voting

A simple majority of officers who are present shall constitute a quorum for the conduct of business with, thereafter, a simple majority vote required for action on motions. Each duly elected officer shall have one vote. Proxy shall not be permitted. At special meetings of the foundation and at the Annual Meeting, the same rules shall apply to all members-in-good standing. Under special circumstances, the Executive Committee may meet by means of electronic conference with all members included simultaneously.

## Section 4: Rules of Order

Robert's Rules of Order (current edition) shall be followed in all meetings of the Foundation and its committees, unless otherwise modified herein by these bylaws. Minutes of actions taken and members present at such meetings shall be recorded and maintained.

# Article VIII: Finance and Audits

## Section 1: Fiscal Year

The fiscal financial year for the foundation shall commence on January 1st in each calendar year.

## Section 2: Funds and Property

All funds and property held by the Foundation are maintained in trust for the purposes authorized in its charter and only in accordance with its official mission and purpose. Bequests, gifts, loans and donations must first meet published Foundation guidelines. Each officer, employee, volunteer or its agent, having custody of Foundation funds or property, is to be covered by an appropriate fidelity and forgery insurance bond carried at the expense of the Foundation.

## Section 3: Records and Reports

Finances of the Foundation shall be maintained in accordance with generally accepted accounting principles and its records shall be kept in such manner as to facilitate the preparation of quarterly financial reports for the Executive Committee and membership.

## Section 4: Deposits & Disbursements

Any and all non-payroll disbursements greater than \$1,000 from the Foundation's accounts shall be made only by checks or similar money orders signed and approved by two authorized representatives among the following officers: president, vice president, treasurer. Non payroll disbursements of a lesser amount shall be made only by check or similar money order signed and approved by one of the following representatives: resident, vice president, treasurer.

## Section 5: Audits

The financial statements of this Foundation shall be audited periodically as determined by the Executive Committee. Such audit shall be made by a competent, certified public accountant of recognized standing who is not an officer of the Foundation. Upon written request, audit reports shall be made available to Foundation members and to any appropriate judicial authority.

## Article IX: Corporate Seal

The official seal of the Foundation shall consist of two concentric circles with the words 'Education Support and Outreach Foundation' inscribed between outer and inner circles, 'Not For Profit' upper half semi-circle, 'North Carolina' lower half semi-circle, 'SEAL' and '2024' in the center of inner circle.

## Article X: Dissolution of the Foundation

### Section 1: Dissolution Rule

Following an affirmative vote in favor by two-thirds (2/3) of the Foundation membership voting, the Executive Committee shall call a special meeting for the sole purpose to voluntarily dissolve this Foundation. At that time all assets and funds, after all liabilities and obligations have been paid, along with all minutes and records, shall be promptly transferred into the custody of an appropriate organization or agency designated by the Executive Committee. In this rule, every attempt shall be made to satisfy the Foundation's mission.

## Section 2: Optional Rule

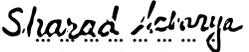
In the event no Executive Committee exists, or the Executive Committee refuses or fails in a reasonable period to dissolve the Foundation, upon application by any officer or member, the Superior Court of Wake County North Carolina shall dissolve the Foundation in a manner consistent with the above rule and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986.

## Article XI: Amendments

Amendments may be adopted at any meeting at which a quorum is declared present, provided appropriate notice of the amendment is provided to all members at least ten (10) days prior to said meeting. Amendments to these Bylaws require two-thirds (2/3) approval by those members present and voting. Such amendments take effect as stated in the original motion.

## Article XII: Historical Notes

10/1/2024: Bylaws approved by Founders and Incorporators:

Signature:   
(Sharad Acharya)

Date: 10/1/2024

Designation: Incorporator/  
Founding Member

Signature: .....  
(Dev R. Paudel)

Date: 10/1/2024

Designation: Director/  
Founding Member

Signature:   
(Namrata Acharya)

Date: 10/1/2024

Designation: Director/  
Founding Member

Signature:   
(Subodh Acharya)

Date: 10/1/2024

Designation: Director/  
Founding Member