

**WORLD MALAYALEE  
COUNCIL, INC.**

**(WMC)**

**BY-LAWS**

# WORLD MALAYALEE COUNCIL, INC. (WMC)

Address

## BY-LAWS

### ARTICLE I: Name and address of the corporation

#### SECTION I: Name of the organization

The name of the organization shall be 'WORLD MALAYALEE COUNCIL', Inc. (WMC).

#### SECTION II: Address of the Organization

### ARTICLE II. Charter and Organization

#### SECTION I: World Malayalee Council, Inc.: Charter

The Charter of the Corporation (WMC) shall be an integral part of these by-laws. The Charter of Incorporation and articles therein shall prevail over every article in the by-laws in case of disputes or controversies. See attached Charter.

#### SECTION II: World Malayalee Council: Organization

See attached Organizational structure.

#### SECTION III: World Malayalee Council, Inc.: Trustees

World Malayalee Council, Inc.'s Trustees shall be known in the Council and among its membership as Executive Council. Executive Council shall be the Board of Trustees.

### ARTICLE III. Objectives

As detailed in the charter of the corporation including the following:

1. To provide a meeting point for interested Malayalees all over the World to open up new possibilities for their economic, political and social growth and better understanding by extrapolating their inherited rich culture and economic, political and social values.

2. To facilitate a dynamic link between the Malayalee experience, expertise and entrepreneurship in the developing and the developed countries for the invigoration of the Malayalee Community at large, and the Kerala State in particular.
3. To seek out and recognize Malayalee talents, skills and intelligence on a global level and mobilize them for the enhancement of professional development, career advancement, and technological breakthrough.
4. To organize an international network of Malayalees of different age groups to constantly communicate, share and update their knowledge-base.
5. To create a cultural awakening in the Malayalee Diaspora, scattered world-wide, and to instill in them the openness of culling out the cream of all cultures paving the way for a world harmony.

Toward these goals, we strive to create cooperation in terms of secularism and equal opportunity among the Malayalees abroad and among the people of Kerala. We will cooperate with organizations of the Malayalee community and other organizations in all countries and the Government of Kerala and other national governments to achieve these goals.

#### **ARTICLE IV. General Council (GC)**

General Council shall be the General Body of the WMC.

##### **SECTION I. Membership**

Membership shall be open to the following categories of people:

- Malayalee by birth (born to Malayalee parent or parents)
- Person who adopted Kerala as his or her State
- Persons born in Kerala
- Persons who speak Malayalam
- Spouses of Malayalees

##### **SECTION II. Category of Membership**

There shall be four kinds of membership:

###### **I. General Membership**

- a. Individual
  - i) Associate: open to individuals age 16 and above
  - ii) Junior: open to individuals below age 16
- b. Fellows: open to members with outstanding accomplishments

- c. Life: open to all
- d. Family (five adult members maximum)

**II. Election of Fellows**

Nomination shall be made by any member of General Council. Cabinet shall review, accept or reject nomination.

**III. Affiliate/Forums Membership**

- a. Membership shall be open to those International Forums of Malayalees as stated in Article XI of these by-laws.
- b. Membership shall be open to those who agree to comply with WMC by-laws.

**SECTION III. Membership fees**

**Membership Fees:**

1. Individual (i): Associate	<del>US \$50 or equivalent/year</del>	<i>Amended in 1997 The fee to be determined by Region in consultation with provinces.</i>
(ii): Junior	<del>US \$25 or equivalent/year</del>	
2. Fellow:	<del>N/A</del>	
3. Life:	<del>US \$750 or equivalent</del>	
4. Family:	<del>US \$150 or equivalent/year (additional member \$30)</del>	
5. Affiliate Forums:	US \$100 or equivalent/year	

**SECTION IV. Voting Rights**

- Every member shall be entitled to vote in person or by proxy and he shall have one vote in his name.
- Affiliate forums shall be entitled to vote in person or by proxy and shall have two votes in the name of the international forum.
- No cumulative voting is permitted.
- Proxy vote shall be notarized by notarizing authority of the country concerned.

**ARTICLE V. World Malayalee Council Meetings**

**SECTION I. Annual Meetings**

A meeting of the members of the General Council, commencing with the year 1995, shall be held bi-annually at a place within or without the United States as may be fixed by resolution of the Executive Council (EC) and declared to the General Council (GC), for the purpose of ratifying the election of the Chairman, President, Vice President, General Secretary, Secretary, Treasurer, Other Officers of the Executive Council (EC) and for the transaction of such other business as may be brought before the meeting.

The place of the forthcoming meeting shall be determined at the meeting two years before.  
Example: the place of the 1997 meeting shall be determined and declared at the July 3, 1995 meeting of the General Council.

Written notice of the annual meeting shall be mailed at least 90 days prior to the meeting to each member of the World Malayalee Council of record at his/her address as the same appears on the Membership Register of the WMC. A failure to mail such notice or any irregularity in such notice shall not affect the validity of any annual meeting or any proceeding at such annual meeting if such notice is waived in accordance with Article XVI of these by-laws.

## **SECTION II. Special Meetings**

Special meetings of the General Council may be held whenever called in writing by the unanimous decision of the Executive Council, and may be held at such place either within or without the United States as may be fixed by resolution of the Executive Council. At least 90 days notice shall be given to the members which notice may be waived in accordance with Article XIV of these by-laws.

## **SECTION III. Adjournment**

At any meeting of the General Council at which sufficient members are not present according to the opinion of the majority of the Executive Council, may adjourn the meeting to a future date.

## **SECTION IV. Written Consent in Lieu of Meeting**

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken and signed by the members of record entitled to vote thereon.

## **SECTION V. Regional/Provincial Council By-Laws**

- Regional WMC shall be free to adopt their own rules of operation consistent with the by-laws of the WMC. All such by-laws shall be submitted to the Executive Council for ratification. WMC by-laws shall prevail in case of controversies and disputes.
- Provincial WMC shall be free to adopt their own rules of operation consistent with the by-laws of the WMC. All such by-laws shall be submitted to the Regional Executive Council for ratification. WMC by-laws shall prevail in case of controversies and disputes.
- Regional by-laws shall be consistent with the existing laws of their respective countries.

## SECTION VI. By-Laws of the International Forums

International forums may adopt their own by-laws. WMC by-laws shall prevail over any other by-laws in case of disputes or controversies. All such by-laws shall be submitted to Executive Council for ratification along with the membership application.

## ARTICLE VI. Quorum – All Meetings

- I. No Quorum is prescribed for General Council Meetings of the WMC.
- II. Executive Council (EC) meetings require a quorum. One-sixth (1/6) of the total elected councilors shall constitute a quorum at all meetings or by statute provided. Refer to Article VII, Section I.
- III. Quorum is required as prescribed in Article VII, Section I.
- IV. Cabinet meetings require quorum: one-sixth (1/6) of the elected officers of WMC and regional presidents and secretaries shall constitute a quorum at all meetings or by statute provided. Refer to Article VII, Section VI.
- V. Quorum required as prescribed in Article XVIII, Section II.

## ARTICLE VII. Executive Council (EC) of WMC

### SECTION I. Number and Term of Office

- The business and property of the corporation shall be managed and controlled by the Executive Council (EC). There shall be not less than 27 nor more than 125 Executive Councilors (EC), which number may be fixed by a resolution duly presented, adopted at any meeting of the Executive Council or of the WMC members, except that if the number of the members is less than 25% of the total membership, then there shall be at least as many Councilors as there are members. Refer to Article VI.
- The Executive Council (EC) shall consist of:
  - ◆ Councilors elected and presented by each Regional World Malayalee Council (RWMC)  
One per Region. Total: 5 Regions x 1 = 5
  - ◆ Regional President, Regional Vice Presidents, Regional Secretary and Regional Treasurer  
Five per Region. Total: 5 Regions x 5 = 25
  - ◆ Five Youth Councilors representing Regional Youth Forums  
One per Region. Total: 5 Regions x 1 = 5

◆ Councilors representing International Forums President and Secretary.	Total:	12 x 2 = 24
◆ Councilors elected and presented by the ruling General Council Five such Councilors.	Total:	5
◆ Chairman., Vice Chairmen, President, Vice Presidents, General Secretary, Secretary, Treasurer of the WMC Nine Officers	Total	$\frac{9}{73}$
	GRAND TOTAL	

- Remaining numbers shall be kept in reserve for allotment to new regions or forums, or officers at the discretion of the Executive Council.
- Each Councilor shall be elected for a term of two years and shall hold office until the next annual meeting or until his/her successor is elected and qualified. The Councilors shall act only as a Council: individual Councilors shall have no power as such. Councilors need to be active members of the WMC.

## SECTION II. Vacancies

If any vacancies shall occur among the councilors by death, resignation, increase in number of councilors or otherwise, the remaining Councilors, by affirmative vote of a majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Councilor whose place shall be vacant and until the election of his successor by the WMC.

## SECTION III. Meetings

- One meeting of the Executive Council (EC) in a calendar year shall be held in the State of New Jersey, where the WMC is incorporated, without notice and immediately before the annual meeting of the WMC, or as near thereafter as convenient, for the purpose of nominating officers for the ensuing year (two year term) and for such other business as may come before the meeting. Special meetings of the Executive Council (EC) shall be held whenever called jointly by the Chairman and President or by one-sixth (1/6) of the Councilors. One-sixth (1/6) of the Councilors shall constitute a quorum at all meetings or by statute provided. Refer to Article VI.
- A meeting of the members of the Executive Council, commencing with the year 1995, shall be held bi-annually at a place within or without the United States as may be fixed by resolution of the Cabinet and declared to the Executive Council (EC), for the purpose of electing the Chairman, President, Vice President, General Secretary, Secretary, Treasurer, Other Officers and for the transaction of such other business as may be brought before the meeting.

#### SECTION IV. Adjournment

At any meeting of the Councilors at which quorum is not present, less than a quorum may adjourn the meeting to a future date.

#### SECTION V. Notices

Notice of the meetings/special meetings of the Executive Council and Cabinet of the WMC shall be given by mail at least thirty days before the date of the meeting. Said notice may be waived in accordance with Article XVI of these by-laws. Notice shall be given by the General Secretary or Secretary. In unusual circumstances the Chairman or President is permitted to call special meetings of the Executive Council/Cabinet respectively and notices shall be given by the Chairman or President respectively.

#### SECTION VI. Cabinet and Committees

##### Clause i) Cabinet

- Cabinet shall consist of the President, Vice Presidents, General Secretary, Secretary, Treasurer and other elected officers of WMC, all the Regional presidents, Regional secretaries and International Forum Presidents.
- Cabinet shall be responsible for the day to day functions of the WMC.
- Cabinet shall perform duties as may from time to time be assigned by the Executive Council by duly adopted resolution.
- Cabinet shall have and may exercise the powers of the Executive Council in the management of business and affairs of the World Malayalee Council and may authorize the seal of the corporation to be affixed to all papers which may require it.

Exclusion: Chairman, Vice Chairmen, Auditors, Commissioner of NEC are excluded from the Cabinet.

##### Clause ii) Cabinet Meetings

- President shall preside over the Cabinet meetings.
- Quorum is required as laid down in Article VI.
- No specific meeting requirements.
- Article VII, Section V shall be applicable with regard to notice requirements.

##### Clause iii) Other Committees

The Executive Council may, by resolution passed by a majority of the whole Council, designate one or more committees, each committee consisting of two or more of the Councilors, shall have and may exercise the powers of the Executive Council in the management of the business and affairs of the WMC and may authorize the seal of the Corporation to be affixed to all papers which may require it.

##### Clause iv) Regional and Provincial Committees

Regions and Provinces shall have similar set-up. Refer to Section VI, Clause i), ii) and iii).



### SECTION VII. Committees and Record Keeping

The committees shall keep regular minutes of their proceedings and report the same to the Executive Council when required.

### SECTION VIII. Salaries, Expenses and Other Remunerations

No salary shall be paid to the Councilors and/or elected officers.

The Councilors and/or elected officers shall be paid their actual expenses. Their time and effort are free and voluntary. All expenses shall be within the approved Budget of the Executive Council.

## ARTICLE VIII. Officers

### SECTION I. Officers

The officers of the WMC shall be a Chairman, Vice Chairman, President, Vice President, General Secretary, Secretary, Treasurer and such other officers as shall from time to time be provided for by the EC, including, but not limited to, one or more Vice Chairmen, one or more Vice Presidents, Associate Secretaries and Associate Treasurers. The same person may fill the office of any two (2) offices unless such act is prohibited by New Jersey Statute or any State laws where WMC functions. Such officers shall be elected at the first meeting of the Executive Council after the annual election of the Councilors. They shall hold office until the next annual meeting or until their term expires or until their respective successors shall have been duly elected and qualified.

### SECTION II. Powers and Duties of the Chairman

The Chairman shall be the presiding officer of all Executive Council meetings. He shall from time to time make such reports of the affairs of the WMC as the Executive Council may require, and shall do and perform such other duties as may from time to time be assigned to him by the Executive Council.

### SECTION III. Powers and Duties of the Vice Chairman

The Vice Chairman shall possess the powers and may perform the duties of the Chairman in his absence or disability. He shall do and perform such other duties as may from time to time be assigned to him by the General Council or Executive Council or by the Chairman. When WMC has more than one Vice Chairman, one Vice Chairman shall be in charge of International Forums and one shall be in charge of Regional Executive Council.

When the WMC has more than one Vice Chairman, Vice Chairman in charge of Regional Executive Council shall act as Chairman in the absence or disability of the elected Chairman.

- One Vice Chairman shall be a woman.

#### **SECTION IV. Powers and Duties of the President**

The President is the Chief Executive Officer (CEO) of the WMC. He shall preside over the WMC General Council Meetings. He shall implement all the directives of the Executive Council. He shall present the '*State of the World Malayalee Council*' to the bi-annual meeting of the General Council.

#### **SECTION V. Vice Presidents**

##### **Clause i: Vice President Administration**

The Vice President Administration shall possess the powers and may perform the duties of the President in his absence or disability. He shall do and perform such other duties as may from time to time be assigned to him by the Executive Council. CAO and Managing Directors shall report to the Vice President Administration.

##### **Clause ii: Vice President Organizational Development**

The Vice President Organizational Development shall possess the powers and may perform the duties of the Vice President Administration in his absence or disability. He shall be fully responsible for development activities of the World Malayalee Council, Inc.

#### **SECTION VI. General Secretary**

The General Secretary shall keep all the records of the WMC and Executive Council. The General Secretary shall keep the minutes of all meetings of the Executive Council and minutes of all meetings of the General Council (GC). He shall attend to the giving and serving of all notices of WMC, and shall have charge of such books and papers as the Executive Council may direct, all of which shall at all reasonable times be open to the examination of any member or Councilor, and he shall in general perform such other duties as may from time to time be assigned to him by the Executive Council.

#### **SECTION VII. Treasurer**

The Treasurer shall have custody of all funds and securities of WMC which may come into his hands: when necessary or proper, he shall endorse on behalf of the WMC for collection checks, notes and other obligations and shall deposit the same to the credit of the corporation in such bank or banks or depository institutions or financial intermediaries as the Executive Council may designate; he shall sign all receipts and vouchers for payments made to the WMC; whenever required by the Executive Council, he shall render a statement of his cash account; he shall enter regularly in the books of WMC, to be kept by him for that purpose, full and accurate accounts of all monies received and paid by him on account of WMC; he shall at all times exhibit his books and accounts at the office of the WMC during business hours; and he shall perform all acts incident to the position of Treasurer, subject to the control of the Executive Council. He shall be responsible for implementation of Article XV, Section II and Article XXI, Section II.

### SECTION VIII. Secretary

The Secretary shall have the powers and duties of the General Secretary in his absence or disability or when such functions are assigned to him by the Executive Council. The Secretary shall be a youth member.

### SECTION IX. Other Officers

Other Officers, if so elected by the Executive Council, shall have the powers and duties assigned to them by a resolution of the Executive Council.

### SECTION X. Term of Office

No officers shall be elected to the same office for more than two terms (four years in total).

### SECTION XI. Appointed Officers

#### Clause i) Chief Administrative Officer (CAO)

The Chief Administrative Officer (CAO) is an appointed position. WMC Executive Council shall appoint the CAO for a term of two years and extendible to a maximum of four years. Further extension shall not be permitted. The Executive Council will determine the duties and responsibilities of this position. The CAO shall report to the Vice President Administration.

#### Clause ii) Remuneration

The CAO shall be paid as the Executive Council determines. Guidelines shall include a direct relationship to the amount of funds the CAO generates/raises for WMC.

#### Clause iii) All Other Appointed Officers

The Executive Council shall determine from time to time the need for appointed positions, their remuneration, their responsibilities will be laid down by the Executive Council. All appointed officers shall report to the CAO.

## ARTICLE IX. Nominations and Elections

### SECTION I. Nominations and Election Commission (NEC)

- Nominations and Election Commission shall be elected by Executive Council before the bi-annual meeting.
- Nominations and Election Commission shall be presented to the General Council for ratification.
- Nominations and Election Commission shall consist of five (5) accomplished active members as Commissioners.
- A Chief Commissioner shall be elected from among the members to chair the Commission.
- No known potential candidates for office shall serve as members of the Commission.

- The Commissioners report to the Executive Council and shall have dotted line responsibility to the General Council.
- In case, a member of the Nominations and Election Commission, if nominated to an office after the formation of the Nominations and Election Commission, shall disqualify himself and absent himself from such Commission proceedings where his candidacy is being reviewed.

## SECTION II. Term of Office

Commissioners term of office shall begin with the bi-annual meeting of the Executive Council in which the Nominating Commission was elected and will end with the World Malayalee Council Meeting two years from the election. They shall hold office until their successors are elected.

Example: Executive Council elects the Nominations and Election Commission on June 24, 1995. Present for ratification to General Council on July 3, 1995. Term expires with World Malayalee Council bi-annual meeting of 1997.

## SECTION III. Process of Nomination

### Clause i) Requirements

- Nomination shall be submitted to the Nominations and Election Commission at least two months (sixty calendar days) before the bi-annual meeting of the General Council.
- Biographical data.
- Two recommendations by accomplished members of the Executive Council.
- Candidate's own goal and vision statements with regard to World Malayalee Council.
- Accomplishments statement by the candidate or nominators.
- Reasons for nomination — by nominators.

### Clause ii) Review by Nominations and Election Commission

- Nominations and Election Commission reviews the nomination.
- Select at least one but not more than two for each office.
- Present the report to Cabinet at least one month (30 calendar days) before the bi-annual General Council meeting.
- Cabinet review and make recommendations to the Nominations and Election Commission. Cabinet recommendations shall not be binding on the Nominations and Election Commission.

### Clause iii) Election and Ratification

- The Commissioners of the Nominations and Election Commission announces the candidates to the Executive Council through certified mail at least 30 calendar days before the General Council Meeting of the World Malayalee Council. The date of mailing is the day the calendar starts.
- Executive Council shall elect the officers in their bi-annual meeting preceding the General Council Meeting. The Chief Commissioner shall chair the Executive Council when election is being conducted.

- The Nominations and Election Commissioners present the candidates to the General Council for ratification.

**Clause iv) Lobbying/Solicitation**

- No lobbying/solicitation shall be made on behalf of any candidates.
- Any attempt to influence the nominating committee with regard to making a decision favorable/unfavorable to any candidates is forbidden.

**Clause v) Disputes and Conflicts**

In case of disputes, conflicts or any issues with regard to nominations, elections, or results of elections, the decisions of the Nominations and Election Commission shall be binding on all parties concerned.

**Clause vi) Regional and Provincial Nominations and Elections**

The Nominations and Election Commission of the World Malayalee Council shall be responsible for all nominations and elections throughout the WMC organization, including regions and provinces. The NEC shall manage their affairs and conduct the nominations and elections in the regions and provinces through appropriate agencies or officers appointed by the NEC.

**SECTION IV. Disciplinary Action and Enforcement**

Any candidates or potential candidates or their nominators or any members found in violation of Article IX, Section III, Clause iv shall be disciplined as follows:

- Candidates who violate the above clause shall be disqualified from being nominated or elected for two years.
- Members who violate the above clause shall be disqualified from voting for two years.
- Nominators who violate the above clause shall be disqualified as nominators for a period of two years and also shall be disqualified from being a candidate for any position in the Executive Council for a period of two years.

Enforcement of the above action shall be recommended by the Nominations and Elections Commission and shall be enforced by the Cabinet.

**ARTICLE X. Regions and Provinces**

**SECTION I.**

There shall be five regions. They are as follows:

- 1) America
- 2) Europe
- 3) Middle East & Africa
- 4) South East & Far East Asia
- 5) India

## SECTION II.

The Executive Council may establish additional regions as the need arises. Criteria for establishment of additional regions need to be established by the Executive Council by a resolution duly adopted and unanimously approved by all present in the duly called Executive Council.

## SECTION III. Provinces

Regional Council shall establish provinces at their discretion.

## SECTION IV. Regions and Provinces

Regional Councils: Regions shall be free to elect regional councils.

Provincial Councils: Provinces shall be free to elect provincial councils.

## ARTICLE XI. Forums

Affiliates/Forums shall be considered as member organizations of WMC. They are independent bodies who shall become members of the WMC. Each will be represented by two Councilors as detailed in Article VII, Section I.

There shall be 12 International Forums. They are as follows:

- 1) Academic Forum
- 2) Arts and Cultural Forum
- 3) Business and Trade Forum
- 4) Doctors' Forum
- 5) Economic and Political Forum
- 6) Engineers' and Technology Forum
- 7) Literary Forum
- 8) Nurses' Forum
- 9) Human and Behavioral Sciences Forum
- 10) Social Sciences Forum Behavioral
- 11) Women's Forum
- 12) Youth Forum

★ Amended in 2001  
to include Affiliate  
Member Organizations

Additional forums can be established by the Executive Council as needed.

## ARTICLE XII. Regional and Provincial Officers and Terms of Office

The powers, duties and terms of regional officers are similar to that of WMC officers. Their jurisdiction covers the region which elected them.

### SECTION I. Regional and Provincial President

Same as the President of WMC. Refer to Article VIII, Section IV.

**SECTION II. Regional and Provincial Vice President(s)**

Same as the Vice President of WMC. Refer to Article VIII, Section V.

**SECTION III. Regional and Provincial Secretary**

Same as the General Secretary of WMC. Refer to Article VIII, Section VI.

**SECTION IV. Regional and Provincial Treasurer**

Same as the Treasurer of WMC. Refer to Article VIII, Section VII.

**SECTION V. Regional and Provincial Councilors**

Same as Executive Council of WMC. Refer to Article VII, Section I.

**SECTION VI. Other Officers**

Same as Other Officers of WMC. Refer to Article VIII, Section IX.

**SECTION VII. Regional and Provincial Committees**

Similar set-up as WMC. Refer to Article VII, Section VI, Clause i), Clause ii) and Clause iii).

**ARTICLE XIII. World Malayalee Convention**

World Malayalee Convention shall be called at least once every two years. General Council at each Convention will select the location for the next Convention. The Executive Council shall decide the date of the Convention.

**ARTICLE XIV. World Malayalee Center**

- World Malayalee Centers shall be established by a resolution by the Executive Council and upon ratification by the General Council.
- Regional/Provincial World Malayalee Centers shall be established by the Regional/Provincial Councils and upon ratification by WMC Executive Council.
- Each World Malayalee Center shall be managed by Managing Committee appointed by the Executive Council of WMC.
- Each Regional/Provincial World Malayalee Center shall be managed by similar committees appointed by respective Regions/Provinces.
- An Executive Secretary shall manage the day to day affairs of the center and shall be responsible for record keeping. This shall be a paid position.

### SECTION I. Managing Committee—World Malayalee Center

Managing Committee reports to the Vice President Administration. The Managing Committee shall consist of:

- Managing Director
- Associate Director
- Executive Secretary
- Four members

### SECTION II. Rules of Operation

Rules of operation for the center shall be promulgated by the Executive Council of the WMC.

This Article shall not be amended, repealed or changed without a two-thirds majority vote of the Executive Council of World Malayalee Council.

## ARTICLE XV. Legal Matters

### SECTION I. Signing of Contracts

All contracts for the sale or purchase of real property or other capital assets, and all deeds, leases, mortgages, releases and other instruments of conveyance relative to the sale, lease or mortgage of the property of the corporation, shall be executed on behalf of the corporation, by such officer or officers as may be provided by the EC of the WMC by a Resolution duly adopted.

### SECTION II. Financial Matters

#### Clause i)

All checks or demands for monies and notes of the WMC shall be signed by such officer or officers or such other person or persons as the Executive Council may from time to time designate, by an Executive Council Resolution duly adopted.

#### Clause ii)

Accounts: Accounting of WMC must comply with "Generally Accepted Accounting Principle" (GAAP).

### SECTION III. Insurance

Executive Council may cause the WMC to purchase and maintain insurance on behalf of any person who is or was a Councilor or Officer of WMC, or is or was serving at the request of WMC as its representative against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the WMC would have the power to indemnify such person.



#### **SECTION IV. Indemnification**

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a Councilor or Officer or WMC or as its representative shall be indemnified and held harmless to the fullest extent legally permissible under the Laws of the State of New Jersey.

#### **ARTICLE XVI. Waiver**

Any notice required by these By Laws or the Act of the State of New Jersey may be waived in writing by any person entitled to the same. Waiver or waivers may be executed either before, at or after the meeting with respect to which notice is waived. Each Councilor or member attending a meeting without protesting the lack of proper notice, prior to the conclusion of the meeting, shall be deemed conclusively to have waived such notice.

#### **ARTICLE XVII. Approval of By-Laws**

These by-laws as approved by the founding Executive Council of the World Malayalee Convention 1995 shall be the by-laws of the WMC. All the rights to alter, amend or repeal shall be transferred to WMC membership effective July 3, 1995.

#### **ARTICLE XVIII.**

##### **SECTION I. By-Laws Amendment and Notice Requirement**

The by-laws of the WMC may be altered, amended or replaced at any regular or special meeting of the members if notice of such alteration, amendment or repeal be contained in the notice of such regular or special meeting.

##### **SECTION II. Amendments Of By-Laws**

The by-laws of WMC may be altered, amended or repealed at any regular or special meeting of the Executive Council if notice of such alteration, amendment or repeal be contained in the notice of such regular or special meeting. Exception: Article XIV, Section I and Section II; Article XV, Section II, Clause ii); Article XXI, Section II; Article IX shall not be amended, repealed or changed without a two-thirds majority vote of the Executive Council of WMC.

#### **ARTICLE XIX. Fiscal Year**

The fiscal year of WMC shall be fixed as calendar year.