

**WORLD MALAYALEE
COUNCIL, INC
(WMC)**

BY-LAWS

Adopted June 6, 1996

WORLD MALAYALEE COUNCIL, INC. (WMC)

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.

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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 co-operation in terms of Secularism and equal opportunity among the Malayalees abroad and among the people of Kerala. We will co-operate 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) and Membership

Section I. General Council

General Council shall be the general body of the World Malayalee Council. All dues paying members listed in the official list are eligible to attend the Provincial, Regional and Global General Council meetings,

Section II. Membership

Membership in WMC is only in the Provincial level. Individuals shall become members of a Province if they meet the membership eligibility requirements, accept the mission and goals of WMC and pay the prescribed membership dues.

Contd. 3.

Section III. Membership eligibility

Membership shall be open to the following categories of people

- Malayalee by birth (born to Malayalee parent or parents)
- Person, who has adopted Kerala, India as his/her state
- Person born in Kerala
- Person, who speaks the language Malayalam
- Spouse of a Malayalee or Keralite

Section IV. Membership dues.

- (a) All members shall pay dues to the Provincial, Regional and Global Councils.
- (b) Provincial, Regional and Global Executive shall determine the biennial membership dues to the Provincial, Regional and Global Councils respectively.
- (c) Province shall collect the biennial membership dues, which shall include fees to Province, Region and Global council.
- (d) Province shall remit the biennial membership dues to the Regional and Global Councils together with a list of members before December 31, the year before the WMC global conference.
- (e) Only those who have paid their membership dues and listed in the member's list of the province shall be eligible to attend the general council meetings and become candidates for election.

Section V. WMC Forums

To be eligible to become a member of a WMC Forum, the person shall be listed as a member in a Province.

Section VI. Voting Rights

Each member has one vote each in the Provincial, Regional and Global General Council in person and there shall be no proxy vote.

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-ennially 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.

Contd. 4.

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 XVI 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 and Notices

Clause (i) Quorum

- A. General Council** – No quorum is required
- B. Executive Council** – One-fourth (1/4) of the total members shall constitute a quorum for regular meetings. For special meetings one-fifth (1/5) of the total members shall constitute a quorum. For meetings conducted through the Internet response from minimum one-third (1/3) of the members shall be received to make a decision
- C. Cabinet** – One-third (1/3) of the total members shall constitute a quorum for regular meetings. For special meetings one-fourth (1/4) of the total members shall constitute a quorum. For meetings conducted through the Internet response from minimum one-half (1/2) of the members shall be received to make a decision.

Clause (ii) Notices

- A. General Council** – Sixty (60) days from the date of the meeting
- B. Executive Council** – For regular meetings, thirty (30) days from the date of the meeting. Minimum ten (10) days for special meetings. Provide minimum ten (10) days to respond for meeting conducted through the Internet.

- C. Cabinet** – For regular meetings, fifteen (15) days from the date of the meetings. Minimum seven (7) days for special meetings. Provide minimum seven (7) days to respond for meetings conducted through the Internet.

Clause (iii) Adjournment and Rescheduling of regular meetings

At any regular meeting, if quorum is not present as defined in Clause (I), that meeting can be adjourned and rescheduled for a future date and or time at which time no quorum shall be required to conduct the meeting.

ARTICLE VII. Executive Council (EC) and The Cabinet

Section I. Executive Council (EC)

Clause (i) Members

A. Global Executive Council shall consist of

- Global Chairperson, Three Vice Chairpersons, President, Two Vice-Presidents, General Secretary, Associate Secretary and Treasurer (10)
- Chairpersons of special global projects/programs appointed by the Global Executive Council (Maximum 10)
- President & Secretary of Global Women's Forum (2)
- President & Secretary of Global Youth Forum (2)
- Regional Chairpersons, Presidents, Secretaries and Treasurers (6X4 = 24)
- Provincial Presidents or in the absence of the President, the Provincial Secretary or the Chairperson, with the written authorization of the President.
- Chairperson, President and Secretary of Indian Worldwide Chamber of Commerce (3) shall be members without voting rights.

B. Regional Executive Council shall consist of

- Regional Chairperson, Vice Chairpersons, President, Vice Presidents, Secretary, Joint Secretary and Treasurer
- Chairpersons of special regional projects/programs appointed by the Regional Executive Council (Maximum 10)
- President and Secretary of Regional Women's Forum
- President and Secretary of Regional Youth Forum
- Provincial Chairpersons, Presidents, Secretaries and Treasurers
- President and Secretary of affiliate member organizations shall be members without voting rights.

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C. Provincial Executive Council shall consist of

- Provincial Chairperson, Vice Chairpersons, President, Vice Presidents, Secretary, Joint Secretary and Treasurer
- Chairpersons of special provincial projects/programs appointed by the Provincial Executive Council (Maximum 10)
- Maximum 15 elected council members or the President, Vice President, Secretary, Joint Secretary and Treasurer of the Provincial units under the Province.
- President and Secretary of Provincial Women's Forum
- President and Secretary of Provincial Youth Forum
- Presidents and Secretaries of other Forums of the Province.

Clause (ii) Duties and Responsibilities

- A.** Executive Council shall be the Board of Trustees responsible for the Assets and Records.
- B.** Executive Council shall be the Electoral College responsible for electing/appointing officers.
- C.** Executive Council shall approve all the decisions of the cabinet before implementation.
- D.** Each member of the EC shall have one vote in person and there shall be no proxy vote.
- E.** Chairperson shall preside over the Executive Council Meetings

Clause (iii) Meetings

- A. Biennial Meeting :-** The Biennial meeting shall be held during the biennial conference. The biennial meeting shall approve the biennial reports and accounts, adopt the budgets for various projects and programs, ratify any decisions taken by the cabinet on an emergency basis, appoint Chairpersons for special projects/programs and conduct the biennial election of officers for the next two year term. The EC shall adopt resolutions and approve proposals to amend the WMC bylaws. The EC shall set the agenda for the next two years.
- B. Special Meetings –** Special meeting of the Executive Council shall be called by the Chairperson or when requested by one third of the total number of Executive Council Members. Special meetings of the EC shall be held to discuss and make decisions on matters of importance.

- C. Regular meetings – Use of the Internet.** Regular meetings of the EC shall be held at least once in three months to ratify the decisions taken by the cabinet and discuss other matters. Executive Council shall make decisions through the Internet provided all members are notified through their personal email addresses and sufficient time is given for members to make their points and counter points. Chairperson shall inform the members the final decision on the subject matter.

Section II. Cabinet

Clause (i) Members

A. The Global Cabinet shall consist of

- Global President, Vice Presidents, General Secretary, Associate Secretary and Treasurer
- Regional Presidents, Secretaries and Treasurers.

B. The Regional Cabinet shall consist of

- Regional President, Vice Presidents, Secretary, Associate Secretary and Treasurer
- Provincial Presidents, Secretaries and Treasurers

C. The Provincial Cabinet shall consist of

- Provincial President, Vice Presidents, Secretary, Joint Secretary and Treasurer
- President and Secretary of Provincial Units.

Clause (ii) Duties and Responsibilities

- A.** The Cabinet shall be responsible for the day to day operation of the Council
- B.** The Cabinet shall perform as may from time to time be assigned by the Executive Council by duly appointed resolutions.
- C.** The cabinet shall make recommendations to the Executive Council on policies, projects and programs for approval and enforcement.
- D.** Each member of the cabinet shall have one vote in person and there shall be no proxy vote.
- E.** The President shall preside over the cabinet meetings.

Clause (iii) Meetings

- A. Biennial Meetings** – The Biennial meeting of the cabinet shall be held during the biennial conference. The biennial meeting shall review the activities of the Council for the previous two years, approve the biennial report and accounts, make recommendations to the Executive Council on projects, programs and activities to be taken up by the Council.
- B. Regular Meetings – Use of the Internet** – Regular meetings of the cabinet shall be held at least once in three months to discuss and take decisions on issues. Cabinet shall make decisions through the Internet provided all members are informed through their personal email addresses and sufficient time is given for members to make their points and counter points. The President and the General Secretary jointly, shall inform the members the final decision on the subject matter.

Section III. Filling-Up vacancies to the EC and the Cabinet

If any vacancy shall occur in the Executive Council or the Cabinet by death, resignation, termination or otherwise, it shall be filled by the Executive Council by affirmative vote of the majority. The new officer shall serve the un-expired term of the member, whose place has become vacant or until a successor is elected by the Executive Council for the un-expired term of the member.

Section IV. Chairperson of special projects/programs

The Executive Council during the biennial meeting or special meeting shall by resolution passed by the majority of members present, designate a member to be the Chairperson of a special project or program. The special project/program Chairperson shall submit status report as and when requested and a biennial report to the global cabinet. During the biennial conference the Executive Council may renew the term of the special project/program chairperson for one or more, two year term or appoint a replacement.

Section V. Salaries, Expenses and Other Requirements

No salary shall be paid to the members of the Executive Council and/or the Cabinet. Their time and effort are free and voluntary. All out of pocket expenses approved by the cabinet shall be paid if proper voucher/receipts are presented.

Section VI. Record keeping

Records of all meetings, reports, accounts etc. shall be kept under the control of the General Secretary/Secretary.

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 Councillors. 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 shall be the Chief Executive Officer (CEO) and shall preside over the Cabinet. The President shall be responsible for the execution of the decisions, resolutions, plans and projects. The President shall be responsible to implement the directives of the Executive Council. The President shall preside over the Biennial General Council Meeting and report on the status of the 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 (Global) or Secretary (Regional & Provincial)

The General Secretary/Secretary shall keep all the records and books. The General Secretary/Secretary shall record and maintain the Minutes of the General Council, Executive Council and the cabinet, be responsible to send timely notices of meetings and the agenda for all meetings. The General Secretary/Secretary under direction shall be responsible for transmitting all the official correspondences to the members as well as outside organizations, agencies, corporations etc.

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 cheques, 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. Associate Secretary/Joint Secretary

The Associate Secretary/Joint Secretary shall have the powers and duties of the General Secretary/ Secretary in his/her absence or disability or when such functions as assigned by the Cabinet/Executive Council

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

- A.** The term of office shall be two years from the day of the election or until the next biennial General Council Meeting.
- B.** The term shall be extended if there is a delay in the biennial election until such time the election is conducted.
- C.** No officer shall be elected to the same office for more than two terms (four years)

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. Nomination and Election Commission (NEC)

Clause (i) Selection of NEC Members

- A. Nomination and Election Commission shall consist of seven members, one representative from each of the six regions and a Chief NEC.
- B. Each Regional Executive Council shall nominate a member. The Global General Council shall ratify the election of six regional nominees for the NEC in its meeting during the biennial conference.
- C. The Global Executive Council shall nominate the Chief NEC, which shall be ratified by the Global General Council during the biennial conference.
- D. The members of the NEC shall be dues paying active members of WMC.
- E. The members are elected for a two-year term until the next Biennial Global Conference.

Clause (ii) Duties and Responsibilities

- A. The NEC shall be responsible to conduct the Global, Regional and Provincial elections. The Chief NEC shall preside over the global elections. The NEC member representing each region shall preside over the Regional Election. The Regional NEC if unable to attend in person, shall in consultation with the Regional Cabinet appoint agents to conduct Provincial elections..
- B. The NEC members and the agents appointed shall not be candidates for any position. In case a NEC member or agent is nominated for a position, the member/agent shall be disqualified from acting as NEC.
- C. Chief NEC declares the results of the global elections. The Regional election shall be declared by the regional NEC. The provincial elections shall be declared by the regional member of NEC or the agent appointed to conduct the elections. In case of a dispute, the matter shall be referred to the Chief NEC and the Chief NEC shall declare the election after the dispute is resolved in 15 days. If the dispute cannot be resolved, the chief NEC shall order re-election. The officers shall take the office only after the disputes are resolved.

Section II. Nomination Process.

Clause (i) Nomination and Eligibility.

- A. The candidate shall be an active member listed in the roster of a WMC Province.
- B. Candidate shall submit his nomination in the prescribed form
- C. The candidate shall be nominated by a member of WMC and seconded by a member of the Executive Council, where the candidate has membership.

- D. Provincial President or the Secretary, where the candidate is listed as a member, shall certify that the candidate is a qualified member of WMC.
- E. Candidates for Global Executive Council shall have served at least two years as a Regional Officer. Candidates for Regional Executive Council shall have served at least two years as a provincial officer.
- F. Candidate for Chairperson, President and General Secretary or Secretary shall have served in the same Executive Council, for at least two years, for which the nomination is made.

Clause (ii) Nomination form

- A. The General Secretary or the Secretary shall provide the NEC blank nomination forms and make it available to the candidates.
- B. The Nomination form shall include,
 - 1. Personal data: provisions for the candidate's name, address, email address, telephone number, name of the membership Province and the signature.
 - 2. Space for certification as a dues paying member by the President or the Secretary of the province.
 - 3. Candidate's previous and current positions in WMC with years
- C. The nomination form shall provide space for the candidate to briefly describe his/her vision for WMC.
- D. The nomination form shall include a pledge to be signed by the candidate to respect and abide by the bylaws of WMC.
- E. The nomination form shall provide space for certification by NEC as accepted or rejected and for the final action after the election.

Clause (iii) Nomination Process

- A. The NEC with the help of the General Secretary or the Secretary shall send notice of election with place, date and time together with the blank nomination forms, address where nomination to be sent, and other directives.
- B. The NEC shall send the notices at least sixty (60) days prior to the date of the election.
- C. The NEC shall specify a date, thirty (30) days prior to the election to receive the nominations.
- D. The NEC shall reject nominations received after the specified date.
- E. The NEC shall reject nominations, which are incomplete.

Clause (iv) Review by Nomination and Election Commission

- A. The NEC shall review the nominations to ensure that the candidate meets the requirements set forth in Article IX, Section II, Clause (i).

- B.** The NEC shall reject the nominations of those who have not met the requirements. The NEC shall inform the candidate the reason(s) for the rejection of the candidacy.
- C.** The NEC shall inform the candidate the status of the nomination at least twenty (20) days prior to the date of the election.
- D.** The NEC shall submit the list of candidates to the General Secretary or the Secretary at least twenty (20) days prior to the date of election. The General Secretary/Secretary shall submit the list to the Executive Council at least fifteen (15) days prior to the date of the election. The list shall provide the following information.
 - 1. Name of the candidate
 - 2. Position for which nomination is submitted
 - 3. Offices held or currently being held in WMC
 - 4. Membership Province Name.

Section III. Election of officers

- A.** The election of officers for the Global and Regional councils shall be conducted by the Executive Council during the biennial meeting as the last item of the agenda. The election of officers for the Provincial council shall be conducted by the biennial General Council of the members. Only those who are members minimum six months before the date of the general council shall be eligible to vote.
- B.** The Chairperson shall hand over the meeting to NEC to conduct the election.
- C.** The NEC shall read the names of the candidates for various positions. The NEC shall give opportunity for candidates to withdraw the nomination.
- D.** The candidate for the position of Chairperson, President, General Secretary/ Secretary and Treasurer shall be present or else their names will be removed from the candidacy.
- E.** The NEC shall read the list of final nominees and give each candidate two (2) minutes to speak. Candidates for Chairperson, President and General Secretary/Secretary shall have five (5) minutes to speak.
- F.** The NEC shall present the names of members of the Executive Council, who are eligible to vote.
- G.** The NEC shall declare the election of officers for positions for which only one candidate has given the nomination.
- H.** If there is no candidate for a particular position the NEC shall ask for nominations from the floor. Nominations shall be made by an Executive Council member and seconded by another member.
- I.** The NEC shall conduct elections through secret ballot for the positions for which there are more than one candidate.

- J.** During counting of the votes, the Executive Council meeting shall be in recess. Candidates shall nominate a representative each as an observer during counting of votes.
- K.** After the counting of the votes, the Executive Council shall be called back in session.
- L.** The NEC shall read the number of votes received by each candidate.
- M.** The NEC shall declare the names of candidates elected for each position.

Section IV. Ratification by the General Council and Oath of office.

- A.** In the global and regional general council meetings, the NEC shall present the names of the newly elected Executive Council members for ratification. The general council meeting shall ratify the election by voice vote.
- B.** In case of the provincial general council, the NEC shall present the names of the candidates and the election shall be conducted by majority vote.
- C.** The Oath of office shall be administered to all the officers by the outgoing Chairperson or a Vice Chairperson. Once the oath is taken, they become the officers for the next two- year term.

Section V. Solicitation by Candidates.

- A.** The Candidate shall solicit votes only after the NEC has officially accepted the candidacy or from fifteen days prior to the election.
- B.** The candidate shall solicit votes by personal email or other personal means of communication. Solicitation by way of mass media is strictly prohibited.
- C.** The candidate shall not engage in negative campaign or personal attacks on other candidates.

Section VI. Disqualification of Candidacy

- A.** Candidate, who has violated or acted against the provisions of WMC bylaws, shall be disqualified from contesting the election by the NEC.
- B.** Candidate, who has violated the provisions of Section V given above, shall be disqualified from contesting the election by the NEC.
- C.** Candidate, who is suspended or removed from a WMC position, shall be disqualified from contesting the election by the NEC for one term.

Section VII. Disputes of the Election

In case of a dispute, conflict or any issue with regard to the nomination, election process or results of election, the decision of the NEC shall be binding on all parties concerned.

ARTICLE X. Regions, Provinces and Provincial Units

Section I. Regions

Clause (i) Definition

World Malayalee Council shall establish Regional Councils under the Global Council for administrative oversight and coordination. Each Regional Council shall cover specified continent, countries or area in the World.

Clause (ii) Names and Territories Covered.

There shall be six regions with territories covered as given below.

1. **America** – Continent of North and South America and Caribbean Islands
2. **Europe** – The continent of Europe
3. **Africa** – The continent of Africa
4. **Middle East** – All gulf countries, Israel, Lebanon, Syria, Iraq, Iran.
5. **India** – India, Srilanka, Mali, Bangladesh, Myanmar, Nepal, Pakistan, Afghanistan, Uzbekistan.
6. **Far East & Australia** – Malaysia, Singapore, Indonesia, Australia, Philippines, New Zealand, Papua New Guinea, Thailand, Vietnam, Laos, Cambodia, China, Japan, Fiji Islands.

Clause (iii) Additional Regions

The Global Executive Council shall establish additional regions as the need arises. Additional regions shall be established by the EC in its biennial meeting by a resolution duly approved by a majority vote of all members present.

Section II. Provinces

Clause (i) Definition

- A. World Malayalee Council shall establish Provincial Councils under the jurisdiction of the Regional Council.
- B. Provincial Councils shall be the Primary Organizational Unit of the World Malayalee Council.
- C. Provinces shall be established as per criteria given in Clause (ii) and Procedure given in Clause (iii) below.

Clause (ii) Criteria for forming Province

- A. There shall be any number of Provinces under a Region, which shall be constituted on the basis of need and demand.
- B. Provinces shall be formed in an area, a city or a country.
- C. The Regional Cabinet shall approve the area to be covered by the Province and the location before the formation. There shall only be one Province in a defined geographical area.

- D. There shall be minimum fifteen (15) members to form a Province.
- E. All members shall agree with the bylaws of the World Malayalee Council

Clause (iii) Procedure to form a Province

- A. A group consisting of minimum fifteen (15) persons qualified to become members shall submit a request to form a Province to the Regional President or Secretary.
- B. The Regional Cabinet shall inquire the viability of the proposal and approve the name, location and area to be covered by the new Province.
- C. Once the members of the new Province are identified, the regional cabinet shall appoint an ad-hoc committee consisting of a President, a Secretary and a Treasurer.
- D. The ad-hoc committee shall collect the membership fee and call up a meeting of the members to elect a permanent Executive Council.
- E. The Secretary of the new Province shall submit the names of the new Provincial Executive Council and the members together with the membership dues to the Region.
- F. The Regional Executive Council shall approve the formation of the new Province and send the recommendation to the Global Cabinet.
- G. The Global Cabinet shall approve the formation of the new Province pending payment of the Global dues within three months.
- H. The Global General Secretary shall inform the Global Executive Council and the members the formation of the new Province and the names of the officers.

Section III. Provincial Units.

Clause (i) Definition

- A. Province covering a large area shall form Provincial Units for the purpose of administrative oversight and control
- B. Provincial Units shall function as part of the Province.
- C. Members of the Province in a particular area, city or district shall establish a Provincial Unit with the approval of the Provincial Executive Council.

Clause (ii) Criteria and procedure to form a Provincial Unit

- A. The Provincial Executive Council shall discuss and approve the need and demand for Provincial Unit(s).
- B. The Provincial Council shall send the recommendation to form Provincial Unit(s) to the Regional cabinet for approval.

- C. The Provincial Chairperson or the President shall call up a meeting of the members in the particular area, city or district and form a five member Provincial Unit committee consisting of a President, a Vice President, a Secretary, a Joint Secretary and a Treasurer.

Clause (iii) Functions and Administration

- A. The Provincial Unit shall function as the local administrative unit of the Province.
- B. The decisions taken by the Provincial Cabinet and Executive Council shall be binding to the Provincial Unit.
- C. The five-member committee shall be responsible for the day to day administration of the Provincial Unit.
- D. The Provincial Unit meetings shall be presided over by the President or the Vice President in the absence of the President.
- E. The Provincial Unit Secretary shall submit the Minutes of the Meetings to the Secretary of the Province under which it functions. In the absence of the Secretary, the Joint Secretary shall record the Minutes.
- F. The Provincial cabinet before execution shall approve all the decisions of the Provincial Unit.
- G. The Provincial Unit shall not operate separate bank accounts. All fund transactions shall be through the province. The Provincial Unit Treasurer shall keep the records of all fund collections and disperse to the Province Treasurer.

Clause (iv) Representation

- A. Provincial Unit President, Vice President, Secretary, Joint Secretary and Treasurer shall be members of the Provincial Executive Council.
- B. Provincial Unit President and Secretary shall be members of the Provincial Cabinet.

Clause (v) Election and Term of office.

- A. The Provincial Chairperson or the President shall conduct the election of the Provincial Unit Committee.
- B. The term of office shall be two years. There shall be no term limit for Provincial Unit committee members.

**ARTICLE XI. Affiliate Member Organizations Youth & Women's Forums,
Other International Forums,
Indian Worldwide Chamber of Commerce**

Section I. Affiliate Member Organizations

Clause (i) Definition and Criteria

- A. Independent and active Malayalee/Kerala organizations, which respect the mission, goals and the bylaws of WMC shall be recognized as Affiliate Member Organizations.
- B. Affiliate Member Organizations shall continue to function as independent organizations.
- C. The relationship between WMC and Affiliate Member Organizations shall find expression in mutual cooperation.
- D. Affiliate Member Organizations shall be affiliated to the respective Regional Council.
- E. No organizations shall be given affiliate membership if a WMC Province in the same area objects to the affiliation.

Clause (ii) Membership process

- A. The organization seeking affiliate membership shall submit an application to the respective Regional President or Secretary with the following information
 1. Name and official address of the organization
 2. Names of the office bearers.
 3. Copy of the Constitution/Bylaws of the organization
 4. List of activities during the past two years
 5. Number of members.
- B. The Regional Cabinet shall review the application and if accepted, shall submit to the Regional Executive Council for approval. Once the Region approves the admission of the affiliate member, Global General Secretary shall be informed. The Global General Secretary shall send the proposal to approve the admission of the affiliate member to the Global Cabinet for approval. Once the Global Cabinet approves the admission, the General Secretary shall inform the Region and the WMC members.
- C. Once admitted, the Affiliate Member Organization shall send the required fee and names of representatives to the Regional Secretary.

Clause (iii) Representation

- A. The President and the Secretary of the Affiliate Member Organization shall be members of the Regional Executive Council.
- B. The President, the Secretary and three additional members (total five) of the Affiliate Member Organization shall be members of the Regional and Global General Council with voting rights.
- C. Representatives of the affiliate member organizations shall not be eligible to contest for any official positions in WMC. However they shall serve in special subcommittees.

Section II. Youth and Women's Forums

Clause (i) Definition

- A.** Youth and Women members of WMC shall form Youth and Women's forums respectively
- B.** There shall be Global, Regional and Provincial Youth and Women's Forums affiliated to the respective councils.
- C.** Only WMC members shall become members of Youth and Women's Forums.

Clause (ii) Organizational By Laws, Officers and Representation

- A.** The Youth and Women's Forums shall develop separate Organizational Bylaws, based on the WMC Bylaws, which shall be approved by the Global Executive Council
- B.** The Youth and Women's Forums shall have a President, one or more Vice Presidents, a Secretary, a Joint Secretary, a Treasurer and Committee Members not to exceed fifteen (15).
- C.** The Youth and Women's Forums shall conduct separate meetings and sponsor separate projects.
- D.** The Accounts and Financial statements of the Youth and Women's Forums shall be submitted to the respective executive councils during the Biennial Meetings.
- E.** The President and Secretary of the Youth and Women's forums shall be members of the respective executive councils.

Section III. Other International Forums

Clause (i) Definition

- A.** WMC members shall form other International Forums like the ones mentioned below.
 - 1. Academic Forum
 - 2. Arts and Cultural Forum
 - 3. Economic Forum
 - 4. Engineering and Technology Forum
 - 5. Environmental Forum
 - 6. Information Technology (IT) Forum
 - 7. Literary Forum
 - 8. Political Forum
- B.** International Forums shall exist in the global level as caucuses to discuss issues of interest.

Clause II. Organizational Bylaws, Officers and Representation.

- A. The International Forums shall develop separate organizational bylaws, based on the WMC bylaws, which shall be approved by the Global Executive Council
- B. The International Forums shall have a President, one or more Vice Presidents, a Secretary, a Joint Secretary, a Treasurer and committee members not to exceed twenty-five (25).
- C. The International Forums shall conduct separate meetings and sponsor separate projects.
- D. The Accounts and Financial statements of the International Forums shall be submitted to the Global Executive Council during the biennial meetings.
- E. The International Forums shall have no representation in the Global Executive Council.

Section IV. Indian Worldwide Chamber of Commerce (IWCC)

Clause (i) Definition

- A. The Indian Worldwide Chamber of Commerce (IWCC) shall function as an affiliate of the World Malayalee Council.
- B. IWCC shall function as an independent, non-profit, non-political organization
- C. IWCC shall be registered in India under the Company's Act.

Clause (ii) Organizational Bylaws, Officers and Representation

- A. IWCC shall operate under separate bylaws approved by the Government of India. IWCC shall have separate membership.
- B. IWCC shall elect a Board of Directors from the members. They also elect a Chairperson, Vice Chairperson, President, one or more Vice Presidents, a Secretary and a Treasurer. The WMC Global Chairperson, President and General Secretary shall be ex-officio members of IWCC Board.
- C. The IWCC Chairperson, President and Secretary shall be members of the WMC Global Executive Council without voting rights.

ARTICLE XII. Code of Conducts, Disciplinary Action, Advisory Board

All members shall endeavour to positively be

1. Willing to help others
2. Concerned about the poor and the needy
3. Straightforward and trustworthy
4. Fair and impartial
5. Willing to build friendship and goodwill

Contd. 23..

Section I. Code of Conducts.

Clause (i) WMC Officers

- A. WMC officers shall abide by the bylaws in conducting the affairs of the organization
- B. WMC officers shall not make any public statements against the organization, its officers and members.
- C. WMC officers shall not be engaged in any illegal activities and shall live as law-abiding citizens.

Clause (ii) WMC members

- A. WMC members shall respect the bylaws and act accordingly.
- B. WMC members shall not make any public statements against the Organization, its Officers and Members.
- C. WMC members shall NOT be engaged in any illegal activities and shall live as law-abiding citizens.

Section II. Disciplinary Action

Clause (i) Reasons for Disciplinary Action

- A. WMC Officers and Members, who violate the code of conducts, shall be subjected to disciplinary action.
- B. WMC Officers and Members, who mishandle the funds of the Organization, shall be subjected to disciplinary action.
- C. WMC Officers and Members, who are punished by a court of law for criminal offenses, shall be subjected to disciplinary action.

Clause (ii) Steps of Disciplinary Action

- A. If a member of the global executive council is found to violate any of the above clauses, the General Secretary, and if a member of the regional or provincial executive council violate any of the above clauses, the secretary send a show cause notice to provide explanation. If the General Secretary or the secretary is found to violate any of the above clauses, the respective president shall send a Show Cause Notice to provide explanation.
- B. The explanation will be sent to the respective Executive Council for review and recommend action. If the Executive Council find the Officer in violation of the clauses, the officer shall be asked to resign the position immediately. If the officer fails to resign, he or she shall be suspended, pending investigation and further action by the Disciplinary Action Committee.

Section III. Disciplinary Action Committee

Clause (i) Committee members

- A.** The Chairperson and Vice Chairpersons of the respective Executive Council shall be members of the Disciplinary Action Committee. In case one of these Officers is the subject of disciplinary action, then the President shall replace that officer in the committee.
- B.** The Executive Council shall appoint three additional members of the Council to the Disciplinary Action Committee.

Clause (ii) Disciplinary Hearing

- A.** The Committee shall review the initial explanation submitted by the officer or member subjected to the disciplinary action.
- B.** The Committee shall ask further explanation from the officer or member.
- C.** The Committee shall ask the General Secretary/Secretary to submit all documents concerning the proposed action.
- D.** The Committee shall hear or request statements from the witnesses if any, mentioned in the documents.

Clause (iii) Committee Recommendation

- A.** The Committee shall review the Explanations, Documents, Statements etc.
- B.** The Committee shall discuss and take a vote on the proposal for disciplinary action.
- C.** The majority decision will be recommended to the Executive Council.
- D.** The Executive Council shall implement the Recommendation.
- E.** In the event of removal of a member, no amount paid to WMC by way of subscription or other shall be returned.

Section IV. Advisory Board

Clause (i) Definition

- A.** Advisory Board shall function as a body of senior members of WMC, who have held positions like Chairperson, Vice Chairperson and President and also prominent members of the Malayalee community leaders in business, education, art, government and corporations.
- B.** Members of the Advisory Board shall be nominated by the Executive Council and approved by the Biennial General Council Meeting.

- C. There shall be Provincial, Regional and Global Advisory Boards.
- D. The outgoing Chairperson or if the Chairperson is re-elected, an outgoing Vice-Chairperson or President shall be the Chairperson of the Advisory Board.

Clause (ii) Functions

- A. The Advisory Board shall be asked to provide assistance and advice on various activities and programs of WMC
- B. The Advisory Board members shall be requested to assist in conducting biennial elections, by the Nomination and Election Commission
- C. The Advisory Board shall be asked to mediate when conflict occurs between the officers and or members.
- D. The Advisory Board shall function as an Appellate Tribunal to resolve issues referred by the Executive Council, if there are any.

Clause (iii) Number of members and Term of office

- A. There shall be maximum fifteen (15) members in the Advisory Board.
- B. The term of office is six (6) years.
- C. One-third members of the Advisory Board shall retire every two years and the new members shall be elected during the Biennial General Council Meeting.

**ARTICLE XIII. WORLD MALAYALEE COUNCIL
BIENNIAL GLOBAL CONFERENCE**

Section I. Biennial Conference year and month

The biennial global conference shall be held during the even years, e.g. 2006, 2008, 2010 preferably during the month of May, July or August

Section II. Official Meetings and Election of Officers

During the biennial conference the final meetings of the Global Cabinet and the Executive Council and the Global General Council Meeting shall be held. Executive Council shall elect the officers for a new two-year term. Agenda for the General Council Meeting shall be sent at least 30 days prior to the date of the meeting. Only members of the said bodies shall be allowed to attend these meetings.

Section III. Biennial meetings of Forums and IWCC

During the global conference biennial meetings of Global Women's Forum, Youth Forum, Other International Forums and IWCC shall be held. They shall elect the new officers for the next two years.

Section IV. Public Meetings.

During the Biennial Conference there shall be public meetings, discussions and seminars in which delegates, who have paid the registration fee shall be allowed to attend.

Section V. Conference Host

A Province or Region shall host the Biennial Global Conference.

Section VI. Committees

The host Province or the Region shall form a Host Committee, which is responsible for Organizing the Conference. The Global Executive Council shall act as the overseeing body of the conference.

Section VII. Program

The Global Executive Council shall approve the Programme, Budget and other details of the Biennial Global Conference.

Section VIII. Accounts

The host committee shall submit an audited report of the Accounts of the Biennial Global Conference to the Global Cabinet within 90 days of the Conference.

ARTICLE XIV: World Malayalee Centre

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

SECTION I. Managing Committee – World Malayalee Centre

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 centre 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 cheques 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 Councillor 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 of 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 Repealed 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 the 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.

ARTICLE XX.

SECTION I. Definitions

Any office of WMC may be held by either a man or woman, and, whenever such office is held by a woman, the words “he” or “him” contained in these By-Laws or Charter of WMC shall be read as “she” or “her”.

Man or woman may hold the elected office of the Chairman. If a woman holds the chair she shall be addressed as Madam Chairman.

SECTION II. Corporate Seal

Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, New Jersey”.

ARTICLE XXI Auditors.

SECTION I. Internal Auditors

Executive Council shall appoint two auditors from among the Councillors for a term of one year or less. Auditors shall perform necessary audits of the accounting books, membership registers, bank records, bank accounts and any and every document of the WMC. The Officers and Councillors shall provide them with all the documents demanded by the Auditors within seven calendar days.

SECTION II. External Auditors

All Accounts and Financial statements must be audited by external auditors and must comply with “Generally Accepted Auditing Standards” (GAAS) of the United States of America.

ARTICLE XXII. Conflict Resolution

All Conflicts, Disputes, any and all such matters shall be referred to a special committee of the Cabinet. This committee may opt to bring in an outside Competent Professional to Assist them to Arbitrate and to Resolve the issues. The final decision shall be binding on both parties if Cabinet so decides.

Both parties shall attempt to settle the issues for the ultimate benefit of the World Malayalee Council.

ARTICLE XXIII. Special Article With Limited Life

This article will cease to exist with the first election as mandated herein.

The Planning Committee of the World Malayalee Convention -1995 shall be the Founding General Council.

The Executive Committee of the World Malayalee Convention -1995, Chairmen of Committees and Co-Chairmen of Committees shall constitute the Founding Executive Council of the World Malayalee Council.

The Executive Committee of the World Malayalee Convention -1995 shall be the Founding Cabinet of the World Malayalee Council, Inc (WMC).

The term of the above Founding General Council, Executive Council and Cabinet shall expire at midnight on July 3, 1995.

Qualifications and requirements for participation in the election.

Following shall be the qualifications and requirements for participation in the first election:

- ❖ A registered paid member of the World Malayalee Convention -1995.
(Required for all participants).
- ❖ A member of the Planning Committee of the World Malayalee Convention -1995.
(Required to be in the Founding General Council).
- ❖ A Chairman or Co-Chairman of World Malayalee Convention -1995 committee
(Required to be in the Founding Executive Council).
- ❖ Completed application form of the World Malayalee Council, Inc.
- ❖ Payment of membership fee or a resolution of waiver signed by all present and qualified.

The first Election:

The Founding Committees of the World Malayalee Convention - 1995 will elect the WMC Officers and EC for a term, which will expire in 1997. Regional members will elect their first Office Bearers and Councillors to the Executive Council and present them to the Executive Council of the WMC by November 15, 1995.