



## BY-LAWS OF MARATHI VISHWA INC. OF NEW JERSEY

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## **BY-LAWS OF MARATHI VISHWA INC. OF NEW JERSEY** (Updated to include resolutions passed during the AGM on Saturday, June 15, 2024)

### **1. MV GOVERNANCE**

- 1.1. Marathi Vishwa (MV) consists of members at large. All operations of MV are managed by the MV Board of Directors (MVBOD). The trustees oversee the entire MV organization. MVBOD may form several committees as needed to manage the affairs of MV. However, it is recognized that a standing committee (MV Investment Committee, MVIC) is required for managing the major asset of MV, namely, MV Investable funds. All such committees will work under MVBOD.
- 1.2. Any by-law that conflicts with the Laws of USA, NJ State, Laws of Local Government, Articles of Incorporation, and USA IRS Rules is NULL and VOID.

### **2. MEMBERSHIP**

- 2.1. The corporation shall have three categories of members:

#### **2.1.1. Patron Member**

- 2.1.1.1. A patron member is someone who will make a one-time contribution of at least 50 times the Life Membership amount to Marathi Vishwa.

#### **2.1.2. Life Members**

- 2.1.2.1. The Life Membership contribution will be 15 times the annual membership fee per family. The Board of Directors, with approval of trustees, may, from time to time, confer honorary life membership on outstanding members of the community without collecting dues or subscription for the membership.

#### **2.1.3. Annual Members**

- 2.1.3.1. The Board of Directors may institute different types of annual memberships, e.g., family, extended family, individual, senior citizen membership (For an individual senior citizen membership, the concerned individual must be at least 65 years of age. A couple is eligible for senior citizen membership if either spouse is aged 65 years or older) etc. The Board of Directors shall determine the dues or subscription for each type of annual membership.
- 2.1.3.2. A person must be a minimum 12 years of age to be eligible to become an individual member of the corporation.
- 2.1.3.3. Family membership consists of member, spouse, and children 18 years and under.

- 2.1.3.4. The extended Family membership includes parents of the member and parents of the member's spouse.
      - 2.1.3.5. The membership period shall be from August 15 of each year to August 14 of the following year.
  - 2.2. The Board of Directors in its discretion, may generally admit Maharashtrian (as defined in Schedule B, Clause 3.1) or persons agreeing with the general objectives of the Corporation, as members under Clauses 2.1.1, 2.1.2 and 2.1.3 and may without any reason refuse any such membership to any person.
  - 2.3. The Board of Directors may suspend and recommend to the General Body of Members the termination of any membership of one or more members with or without cause, in the interest of the Corporation. However, the termination shall not be effective until the General Body of members has voted to do so in an officially convened meeting of the Corporation. A member, whose membership is terminated, will not be entitled to any refund of membership subscription or dues. The Board of Directors may at its discretion recommend reinstatement of a terminated member to the General Body. The reinstatement will be effective only after an affirmative vote by the General Body.
  - 2.4. Electronic record of membership with the Secretary of the Corporation shall constitute evidence of membership.
  - 2.5. Membership is not transferable.
  - 2.6. The Board of Directors shall have the power to close the membership record books of the Corporation for a period of thirty days immediately preceding any General Body meeting, or any date upon which members shall be called upon to or have a right to take action without a meeting, and only those members of record at the time the record books are closed, shall be recognized as such for the purpose of (1) receiving notice of or voting at such meeting, or (2) allowing them to take appropriate action.

### **3. OFFICE**

- 3.1. The Board of Directors may maintain an office of the Corporation in the State of New Jersey and may maintain any additional offices in the vicinity of the State of New Jersey.
- 3.2. The mailing address of the corporation will be Marathi Vishwa, 360 Main St. #552, Metuchen, NJ 08840.

### **4. ANNUAL GENERAL MEETING OF MEMBERS**

#### **4.1. Time and Place of Annual General Meeting**

An Annual General Meeting of members (AGM) shall be held for the purpose of election of Directors of Board and for any other authorized business, during the period of June 15 to July 14 of each and every year on a day and at a time deemed by the Board of Directors to be convenient to the General Body of membership. The AGM date shall be announced to the members no later than March 31.

4.1.1. The AGM and other meetings of members shall be held at any suitable place in the State of New Jersey or in its immediate vicinity deemed by the Board of Directors as the most suitable for members.

#### **4.2. Notice of AGM**

4.2.1. A written notice of the AGM shall be given by email or by US mail to each member entitled to vote at such meeting at least thirty days, but not more than sixty days, before the scheduled day and date of the meeting. If mailed, the notice is given when deposited in the United States Post Office, with postage thereon prepaid, directed to the member at the address as it appears on the record with the Corporation.

4.2.2. Only one notice of the AGM will be given per family membership (patron, annual, life, or extended family). Individuals within a family membership will not be given a separate notice.

#### **4.3. Agenda at the AGM**

4.3.1. Approval of minutes of the last AGM. Draft AGM minutes will be sent to the General members within 30 days after the AGM.

4.3.2. Approval of the Annual Accounts.

4.3.3. Reports of the Officers.

4.3.4. Reports of Committees.

4.3.5. Election of Directors.

4.3.6. Confirmation of Trustees.

4.3.7. Any other business with the permission of the Chairperson.

#### **4.4. Process of the AGM**

4.4.1. The meeting shall be chaired by the President or in his/her absence by the Vice President of the Corporation or in their absence by any Director appointed by the Board of Directors.

4.4.2. One third of the total members eligible to vote or 100 eligible voting members, whichever is lesser of the two numbers, shall constitute a quorum.

4.4.3. Once a quorum is present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

4.4.4. In the absence of the required quorum, the Chairperson of such meeting may adjourn the meeting for a period of time of not less than fifteen (15) minutes or other amount of time specified in the original notice of the meeting, and hold the meeting of the members in attendance after that period. At that time, a quorum will not be required to conduct business, and any business conducted after the first adjournment shall be considered valid and binding.

4.4.5. The chairperson may alternatively adjourn such a meeting, with the consensus of the attending members, to any other day, should they resolve to do so.

4.4.6. Only resolutions sent to the MV membership by MVBOD can be voted on in an AGM. An individual member is required to send any resolution they would like to be discussed during the AGM to MVBOD by April 30. Any additions to the resolutions sent to MV membership will require a special general body meeting for its approval. The resolutions to be voted on during the AGM shall be transmitted to the membership along with the Notice of AGM, or at

any time shortly thereafter, via email or regular mail. The MVBOD shall be required to transmit all such resolutions to the members no less than 30 days before the AGM.

- 4.4.7. In the event any minor modification is proposed during the AGM to the resolution(s) sent to general membership at least 30 days in advance, the trustees will decide whether to allow such a modification.

## **5. ADJOURNED AND RECONVENED MEETINGS**

### **5.1. Notice of Adjourned Meeting**

5.1.1. A written notice of the AGM rescheduling shall be given by email or by US mail to each member entitled to vote at such meeting at least thirty days, but not more than sixty days, before the scheduled day and date of the meeting. If mailed, the notice is given when deposited in the United States Post Office, with postage thereon prepaid, directed to the member at the address as it appears on the record with the Corporation.

5.1.2. Only one notice of the adjourned AGM will be given per family membership (patron, annual, life, or extended family). Individuals within a family membership will not be given a separate notice.

### **5.2. Process for the AGM**

5.2.1. The quorum requirement may be dispensed with at the reconvened meetings.

5.2.2. The members, at such a meeting, may pass binding resolution(s) by a majority vote of those present, provided, the original notice of the meeting which was previously adjourned, clearly specifies that such a meeting may be so adjourned for a specified period of time for lack of quorum and shall be reconvened after that specified period of time.

## **6. SPECIAL MEETING OF MEMBERS**

### **6.1. Requirements to Convene Special Meetings**

6.1.1. Special meeting may be called by the Board of Directors for any matter or when requested by 25% of the total members entitled to vote at such meetings or when requested by the trustees of the Corporation by a unanimous request.

6.1.2. A single member requesting a special meeting shall provide a written proposal for the special meeting to one of the Board of Directors and all the trustees with signatures of 25 individual members. The MVBOD shall respond to such a request within 30 days of the request.

### **6.2. Notice of Special Meeting**

6.2.1. A written notice of the special meeting shall be given by email or by US mail to each member entitled to vote at such meeting at least thirty days, but not more than sixty days, before the scheduled day and date of the meeting. If mailed, the notice is given when deposited in the United States Post Office, with postage thereon prepaid, directed to the member at the address as it appears on the record with the Corporation.

6.2.2. Only one notice of special meeting will be given per family membership (patron, annual, life, or extended family). Individuals within a family membership will not be given a separate notice.

6.2.3. The notice should state the purpose(s) of the meeting and indicate at whose request the meeting is being called.

## **7. VOTING BY MEMBERS**

7.1. All members of the corporation 18 years of age or older on the day of vote are eligible to vote with the following provisions.

7.1.1. For the purpose of voting, the person paying the dues of the Corporation for family membership and his/her spouse shall have one vote each. Other members of the family or extended family are not eligible to vote.

7.1.2. Each individual member of the corporation shall have one vote.

7.1.3. Only the members of record as defined in clause 2.6 under Membership will be entitled to vote.

7.1.4. Every member entitled to vote shall be allowed to cast one vote on each matter submitted to a vote of the members.

7.1.5. Voting by proxy shall not be permitted.

7.1.6. All resolutions and proposed corporate actions shall be adopted by a majority of the valid votes except as specified elsewhere or required by law.

7.1.7. The chairperson may appoint one or more presiding officers to supervise any such voting.

7.1.8. Absentee voting

7.1.8.1. Absentee voting is permitted by sending the ballot to those MV members who request it.

## **8. BOARD OF DIRECTORS**

### **8.1. Number**

8.1.1. There shall be eleven (11) Directors of the Corporation.

### **8.2. Qualification**

8.2.1. An application for election to the post of member on the Board of Directors can be made only by a member of the Corporation, in writing, and must be received by the Board of Directors 60 days before AGM of each year.

8.2.2. The person to be nominated must be:

8.2.2.1. Eighteen (18) years of age.

8.2.2.2. A member of the Corporation for the 12-month period up to and immediately preceding the scheduled AGM in which their nomination will occur.

8.2.3. Election and Term of Directors:

8.2.3.1. A person to be elected as member of the Board of Directors must be and must continue to be a member of the Corporation during his/her entire term.

8.2.3.2. The term of the Directors shall be three years.

8.2.3.3. A fractional term will be considered as a full term.

- 8.2.3.4. At each AGM, Directors shall be elected to hold office until the expiration of the term for which he/she is elected and until his/her successor is elected, or until his/her resignation or removal.
- 8.2.3.5. No member shall be elected to the Board of Directors for more than two consecutive full terms. There is no automatic renewal of the director's term after 3 year.
- 8.2.4. During the election of the Directors at AGM, once the vacant positions are filled, AGM will also appoint a maximum of two "alternates" from those who applied if such candidates are qualified, willing and available.
  - 8.2.4.1. These will be chosen in the order of votes received. The alternates would be appointed as a member of the Board of Directors in case of a midterm vacancy on board due to resignation or removal that occurs before December 31st.
  - 8.2.4.2. If an alternate starts his/her term before December 31st, that appointment would be for a 3-year period from that year's AGM.
  - 8.2.4.3. Vacancies after December 31st would be filled by BOD on an interim basis, as described elsewhere. Vacancies before December 31st if filled by candidates not designated as alternates would also be considered as done on an interim basis.

### **8.3. Transition of Operational Responsibility:**

- 8.3.1. The term of the new board shall begin the day after Ganeshotsav. The responsibility for conducting the Ganeshotsav program lies with the retiring board. After AGM, the newly elected board can start planning for the events to be held after Ganeshotsav. Transfer of documents and information shall begin after AGM.
- 8.3.2. The new board will take oath during the Ganeshotsav program.
- 8.3.3. If for any reason, the Ganeshotsav is not held, the new board shall assume responsibility effective September 15.
- 8.3.4. If the AGM dissolves the entire existing board, then newly elected BoD will assume responsibility immediately after the AGM.

### **8.4. Resignation of Directors:**

- 8.4.1. A Director may resign at any time by a notice in writing to the President of the Board of Directors providing that no such resignation shall discharge any accrued obligation of the Director.
- 8.4.2. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective.

### **8.5. Removal of Directors:**

- 8.5.1. A Director may be removed from his/her office with or without cause by 2/3rd majority of votes of the members at a General Body meeting.
- 8.5.2. A Director may be removed from his/her office for a cause by 2/3rd majority of votes of Directors in a meeting of the Board of Directors, however, only with a unanimous consent of the trustees.
- 8.5.3. A Director failing to attend three consecutive scheduled meetings of the Board of Directors,



without a valid reason, may be removed from the Board of Directors by 2/3rd majority of votes of Directors in a meeting of the Board of Directors, however, only with a unanimous consent of the trustees.

**8.6. Vacancies in the Board of Directors:**

- 8.6.1. A vacancy on the Board of Directors may be filled by a majority vote of other Directors. Such an interim appointee shall hold office until the next AGM. The interim period is not counted towards the maximum of two consecutive terms.
- 8.6.2. One or more vacancies on the Board of Directors shall be announced to MV members by March 15.

**8.7. Compensation for and Liabilities of the Members of Board of Directors:**

- 8.7.1. No compensation shall be paid to any of the Directors for their services.
- 8.7.2. The Directors may be reimbursed for the out-of-pocket expenses incurred in the conduct of business for the corporation.
- 8.7.3. The Directors shall not be held financially liable jointly and/or severally, for the transactions conducted on behalf of the Corporation.

**8.8. Duties of the Members of the Board of Directors:**

- 8.8.1. The Directors shall elect the officers of the Corporation.
- 8.8.2. The Directors shall attend the scheduled meetings of the Board of Directors to conduct the business of the Corporation. Each Director shall actively participate in conducting the business of the corporation throughout the year.
- 8.8.3. Each Director shall seek and heed the advice of the other Board of Directors and Trustees.
- 8.8.4. The Director shall maintain confidentiality of MV documents, database, communication and information. This applies even after the Director leaves the Board of Directors.

**9. MEETINGS OF BOARD OF DIRECTORS**

**9.1. Quorum**

- 9.1.1. A majority of the entire Board of Directors shall constitute a quorum for the transactions of business.

**9.2. Place and Time of Meetings**

- 9.2.1. The board may hold its meetings within or outside the State of New Jersey at and for as many times as it may determine to be necessary to conduct the business of the Corporation.

**9.3. Process at the Meetings**

- 9.3.1. The meetings shall be conducted in accordance with Robert's Rule.
- 9.3.2. Each Director shall declare his/her association with organizations similar to this Corporation in the capacity of an office holder. He/She shall abstain from voting when a matter concerning the organization is brought in front of the Board for action.
- 9.3.3. The President, or in his/her absence Vice President shall preside at the Board meetings, and

in their absence the Directors may elect any other Director to chair the meeting.

#### **9.4. Committees:**

9.4.1. The Board of Directors may appoint appropriate committees for corporate purposes.

### **10. OFFICERS**

10.1. The officers of the Corporation shall be,

- i. President**
- ii. Vice-President**
- iii. Secretary**
- iv. Treasurer**

The officers shall all be elected by and from the members of the Board of Directors.

10.2. The election of officers shall be completed in the MVBOD meeting immediately following the AGM.

10.3. Any two or more offices may be held by the same person, except the office of the President and Secretary.

10.4. Any of the officers can be terminated as an officer by the Board of Directors at its will by a 2/3 majority of the entire Board of Directors at a meeting for which a 15 days advance notice has been given.

10.5. The officer's election/termination shall take place in the presence of one or more trustees.

10.6. A person must have been a Director for at least one year to be eligible to be elected as an officer.

10.6.1. In an exceptional case when none of the Directors are qualified to meet the above qualifications, or Director with the above qualification is not interested to become an Officer (Secretary, Treasurer, or Vice-President), then the board may decide to elect one of the board members as an Officer for any of these positions. All other voting regulations per the by-laws apply.

10.7. The person must have been an officer for at least one year to be eligible for election as a President.

10.7.1. In the exceptional case when none of the Directors are qualified to meet the above qualifications, or Directors with above qualification are not interested to become President, then the board may decide to elect one of the board members as the President. All other voting regulations per the by-laws apply.

10.8. Maximum term for the President is two consecutive one-year terms. In order to serve for the second year, the president must be re-elected by the Board of Directors. If elected to serve for two years, the President must resign from the Board of Directors after two years.

10.9. The Vice-President shall be a member of the Board of Directors and elected by members of the Board of Directors. Each member of the Board of Directors shall have one vote in the election of the Vice-President.

## **11. DUTIES OF THE OFFICE BEARERS**

### **11.1. President**

- 11.1.1. The President shall be the chief executive officer of the Corporation. He/She shall preside at all meetings of the members and the Board of Directors, oversee the general and proper conduct of the business of the Corporation and shall see that all orders and resolutions of the Board and the General Body of members are carried into effect.
- 11.1.2. The President shall render a report on the State of the Corporation at the AGM.

### **11.2. Vice-President**

- 11.2.1. The Vice-President, in the absence or disability of the President, shall have all the authority and the responsibilities of the President.

### **11.3. Secretary**

- 11.3.1. Record the proceedings of all meetings of the Board of Directors and of the members.
- 11.3.2. Stamp the minutes of meetings with the corporate seal and get it signed by the President after approval by the board members attending the meeting.
- 11.3.3. Give or cause to be given notice of all meetings of the Board of Directors, and members.
- 11.3.4. Keep all the documents and records of the Corporation as required by law or otherwise in a proper and safe manner.
- 11.3.5. Have custody of the corporate seal and keep it in a proper and safe manner.
- 11.3.6. Announce open MVBOD position(s), collect application(s), and plan elections.
- 11.3.7. Perform such other duties as may be prescribed by the Board of Directors.

### **11.4. Treasurer**

- 11.4.1. Keep custody of the corporate funds and securities.
- 11.4.2. Keep full and accurate account of receipts and distributions in corporate books.
- 11.4.3. Deposit all money and other valuables in the name and credit of the Corporation in such depositories as may be designated by the board.
- 11.4.4. Disburse the funds of the Corporation as may be ordered or authorized by the board and preserve proper vouchers for such disbursements.
- 11.4.5. Render to the President and the Board of Directors at their regular meetings, or wherever they require it, an account of all transactions conducted as a Treasurer and of the financial condition of the Corporation.
- 11.4.6. Render a full financial report at the AGM.
- 11.4.7. Request reports and statements regarding all financial transactions from all corporate officers and agents.
- 11.4.8. Perform such other duties as are given to him/her by these by-laws or as assigned to him/her

by the President or the Board of Directors.

- 11.4.9. Have the annual tax returns prepared and filed as required by the federal, state, and local laws.
- 11.4.10. Maintain the MV database. This database will be used to update the mailing list with the help of the treasurer. Parts of the database shall be made available to other Directors on an as needed basis upon request and unanimous approval of the officers. The MV database shall be made available to all the trustees.
- 11.4.11. Inform trustees about the amount and the payee of any expenditure over \$5000.
- 11.4.12. Prepare annual budget by the end of November and validate the program expenses against the approved budget.

## **12. AUTHORIZATIONS AND OBLIGATIONS**

- 12.1. For the purpose of entering into any contractual obligations, the board will require appropriate resolutions of the Board of Directors and/or General Body.
- 12.2. Board shall strive to increase the amount in the unrestricted funds. However, the Board will manage the unrestricted funds such that the amount in the funds will not be depleted by more than 15% or \$ 10,000, whichever is lesser of the two amounts in any fiscal year.
- 12.3. All checks, drafts, notes or other obligations of the Corporation that exceed \$2,000 (two thousand dollars) shall be signed by the Treasurer and one of the three remaining officers (President, Vice-President or Secretary). Amounts up to \$2,000 (two thousand dollars) may be signed by the treasurer alone.

## **13. BOARD OF TRUSTEES**

### **13.1. Number**

- 13.1.1. There shall be three trustees of the Corporation. The three trustees shall be appointed by the members at the AGM.

### **13.2. Qualification**

- 13.2.1. The person to be nominated for the must
  - 13.2.1.1. Have served as a member of the Board of Directors for at least one full term of three years and held the position of an Officer of the Corporation for at least one year during that term. Officer of the Corporation as defined in clause 10.
  - 13.2.1.2. Have been a member of the Corporation for at least five years.

### **13.3. Appointment and Term of Trustees:**

- 13.3.1. A nomination for appointment to the post of member of the Board of Trustees can be made only by a member of the Corporation and must be received by the Board of Directors 60 days before the AGM during which the appointment is to be made. The MVBOD shall select by simple majority the person(s) to be appointed to the open trustee position(s).
- 13.3.2. A person to be appointed as a member of the Board of Trustees must be and must continue

to be a member of the Corporation during his/her entire term.

- 13.3.3. The term of a trustee shall be four years. If nominated by the Board of Directors and approved by General Body at the AGM, a trustee may serve two more years. The maximum term a trustee can serve is six years.
- 13.3.4. The Board of Directors in its right may recommend to the general Body, a name for appointment of Trustee of certain specified and/or Permanent Funds of the Corporation, in accordance with by-laws passed by the General Body for a term of six years. The General Body shall exercise its option of electing the recommended trustee or elect from nominations received by the Board of Directors on or before June 1 of each year. A trustee may not be removed from his office or appointment prior to his term without a General Body resolution providing the same. (MV Bylaws Schedule B, Article 10, AGM August 3, 1996)
- 13.3.5. Each trustee shall hold office until the expiration of the term for which each trustee is appointed and until his/her successor is appointed, or until his/her resignation or removal.
- 13.3.6. Resignation of Trustee
- 13.3.6.1. A trustee may resign at any time by sending a notice in writing to the President of the Board of Directors, providing that no such resignation shall discharge any accrued obligation of the trustee.
- 13.3.6.2. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective.

#### **13.4. Removal of Trustee**

- 13.4.1. A trustee may be removed from his/her office with or without causes by vote of the members at a General Body meeting.
- 13.4.2. A trustee may be removed from his/her office for cause by a 2/3rd majority of votes of Directors in a meeting of the Board of Directors only with written approval of the other two trustees. If a trustee is removed, that position must be filled before the removal of any other trustee.

#### **13.5. Vacancies in the Board of Trustees**

- 13.5.1. A vacancy on the Board of Trustees may be filled by a majority vote of Board of Directors. Such an appointee shall hold office until the next AGM where the General Body may either confirm the appointment or appoint another suitable person who meets the qualifications listed in paragraphs 13.2 and 13.3.

#### **13.6. Compensation for and Liabilities of the Members of Board of Trustees**

- 13.6.1. No compensation shall be paid to any of the trustees for their services. However, they may be reimbursed for the out-of-pocket expenses incurred in the conduct of the business for the Corporation.
- 13.6.2. Members of the Board of Trustees shall not be held financially liable jointly and/or

severally for the transactions conducted on behalf of the Corporation.

## **14. DUTIES OF THE BOARD OF TRUSTEES**

- 14.1. The Board of Trustees shall report to the General Body of membership of the Corporation.
- 14.2. The trustees shall monitor the conduct and actions taken by the Board of Directors in the process of discharging its corporate duties.
- 14.3. The Board of Trustees shall be consulted by the Board of Directors for each event involving an expenditure of more than \$25,000.
- 14.4. The trustees shall have the authority to attend any and all meetings of the Board of Directors.
- 14.5. Each trustee shall attend a minimum of three scheduled meetings of the Board of Directors each year and a minimum of one meeting of the General Body of membership every two years.
- 14.6. Board of Trustees shall submit a report of its activities and opinion on the state of the Corporation at the AGM.
- 14.7. The Board of Trustees, with a unanimous vote of its members, is authorized to require the Board of Directors to call a special meeting of the membership to discuss any specific matter of concern to them.
- 14.8. The trustees shall enforce the bylaws. The unanimous interpretation of the bylaws by the trustees shall be final.
- 14.9. The trustees shall be the election officers for all elections.
- 14.10. The trustees shall be provided the financial information of Marathi Vishwa as and when requested, no later than 15 calendar days after the request.
- 14.11. The trustees shall review the financial information of Marathi Vishwa provided to them by the Treasurer to ensure that financial aspects are timely and properly managed.

## **15. MV's BMM REPRESENTATIVE**

### **15.1. Number**

- 15.1.1. MV is entitled to one and only one representative per BMM bylaws, irrespective of whether the appointed representative is on the BMM Executive Committee (BMM EC) or an office-bearer of the BMM Committee.

### **15.2. Qualifications**

- 15.2.1. At the time of appointment, the person being appointed as MV's BMM representative (referred to hereafter as BMM Rep) should have been a member of the Corporation (MV) for at least five years (same requirement as for Trustees) and CONTINUE to be a member of the Corporation throughout his/her term as BMM Rep.
- 15.2.2. The person being appointed as BMM Rep should either have served as a member of MV's Board of Directors (MVBoD) OR helped MV through significant volunteer activities.

15.2.3. The person appointed should be geographically located in the NJ area and must be willing to actively represent MV at BMM and liaise with the leads of various BMM initiatives for MV.

15.2.4. It is recommended that the BMM Rep is NOT a current member of the MVBoD. (Note: This is a recommendation, not a requirement.)

### **15.3. Appointment**

15.3.1. BMM rep vacancy should be announced to the membership just like vacancies in BoD and Trustee positions. If a vacancy occurs (e.g., due to resignation) before the completion of the current term, it will be filled on an interim basis until the next AGM of the Corporation (MV)

15.3.2. Nominations for BMM Rep should be received and filtered based on qualifications.

15.3.3. A vacancy in the BMM Rep position, including an interim vacancy, shall be filled by a majority vote of MVBoD. This position is not a formal part of the MVBoD and does not have any voting rights on MVBoD.

### **15.4. Term**

15.4.1. The appointment of the BMM Rep will initially be for two years, ideally from a BMM convention to the next. If the initial appointment is made during an off-year (from a BMM convention viewpoint), the initial appointment will terminate at a BMM convention and will not guarantee an appointment to the next full term. The time for which the BMM Rep has served on an interim basis will not be counted as part of his/her term length.

15.4.2. After finishing the first term, a person can be re-appointed as BMM Rep by the MVBoD for one additional term provided he/she has been or is expected to be elected to BMM's Executive Committee.

15.4.3. The person can be re-appointed as BMM Rep for a THIRD term by the MVBoD only if the person is serving as an office-bearer of the BMM. (Just being a member of BMM EC is not the same as being an office-bearer.)

15.4.4. Appointment of the BMM Rep will be announced at the AGM; it does not require ratification by the General Body.

### **15.5. Resignation/Removal**

15.5.1. Similar to 13.3.6 and 13.4 covering details for the trustees.

## **16. TRUSTS**

### **16.1. Institution of Trusts**

16.1.1. The membership of the Corporation, at the request of the Board of Directors, may, at its AGM, authorize by a simple majority of votes institution of trust(s) for specific purpose(s).

## **16.2. Information to be provided by the Board of Directors**

16.2.1. The Board of Directors may request the members, at the AGM, to institute trusts providing following details.

1. Purpose of the trust and its conformance with the charter of the Corporation.
2. Plans to collect funds for the trust.
3. Criteria for acceptance of donations and/or deposits.
4. Disposal of funds in the event of not reaching the stated purpose of the trusts.
5. Management of the trust.
6. Appointment of trustees, managing committee, etc.
7. Reporting relationship between trustees, managing committee, Board of Directors, and the membership of the Corporation.

## **16.3. Report**

16.3.1. The trustees and/or the committees managing the trusts shall provide a report on the trusts to the membership at its AGM.

## **17. CORPORATION SEAL**

17.1. The corporate seal shall be circular in form and have inscribed thereon the name of the Corporation, the year of its organization and the words of 'Corporate Seal' and 'New Jersey'.



## APPENDIX

### AGM 2013 Updates

Following resolutions were passed during 2003 AGM (July, 26, 2003). Proposed Amendment 1 was passed un-opposed and Proposed Amendment 2 was passed by 32/7 votes.

#### DRAFT RESOLUTIONS (Amendments to MV Bylaws)

Marathi Vishwa is about to embark on its Silver Anniversary year. The immigrant generation that started this association has come of age. It is heartening to note that the second generation rightfully deserves and demands its place for full participation in the activities of the Vishwa, and many young adult members of the community seek membership of the corporation. Over the last few years, MVBOD has seen a need to address needs of this new generation. MVBOD presents two resolutions to amend By-Laws of Marathi Vishwa to accommodate needs of the new generation.

With the influx of younger members an important issue about voting rights has been raised. The first resolution answers that question by restricting voting rights to any member older than 18 years of age. It also clarifies voting rights for individual and family membership.

The second issue deals with who can become an individual member of Marathi Vishwa. This issue has generated considerable debate within MVBOD as many non-member parents of young individuals have requested MV membership for their children in order to participate in cultural activities of Marathi Vishwa. The second resolution asks the question whether any age limit should be placed on membership of Marathi Vishwa.

The Board of Directors will present these resolutions for adoption at the Marathi Vishwa's Annual General Meeting (AGM) scheduled on Saturday, 26th July 2003.

Following draft resolutions propose to amend clauses 6 and 1.1.3 of the By-Laws: (The changes are shown in italics and bold. The existing language that it replaces is shown as ~~striketrough~~).

#### Proposed Amendment 1:

##### 6. VOTING BY MEMBERS

*All members of the corporation 18 years of age or older on the day of the vote are eligible to vote with the following provisions.*

*1. For the purpose of voting, the person paying the dues of the Corporation for family membership and his/her spouse shall ~~be considered "voting members" of the Corporation~~ **have one vote each.***

*2. Each individual **member of the corporation shall have one vote.** ~~The spousal membership is not applicable in case of the "individual" membership.~~*

## **Proposed Amendment 2:**

Annual Members

*A person must be minimum 12 years of age to be eligible to become an individual member of the corporation.*

## **SCHEDULE ‘B’**

Filing Fee  
Certification Fee  
Total

### **NONPROFIT**

#### **AMENDMENT TO THE CERTIFICATE OF INCORPORATION**

The undersigned, the President and the Secretary of the Marathi Vishwa Corporation duly incorporated under the laws of the State of New Jersey, hereby certify, that at a regular meeting of the said association held in the Plainsboro Community Hall in Plainsboro, New Jersey on August 3, 1996 at 3:00 P.M., and said Association by the majority of the votes cast by members of the said Association present at the said meeting resolved to amend the purposes and provisions of the said Corporation as hereinafter specified, and to that end we do certify and set forth:

1. The name of the said corporation in use immediately preceding the passage of the resolution as aforesaid, and at the making, recording and filing of this certificate, is Marathi Vishwa Corporation.
2. The location of the principal office of this corporation is at 527 Seven Bridges Road in the City of Little Silver, County of Monmouth, State of New Jersey and the name of the resident agent in charge thereof, upon whom process against the Corporation may be served, is Mrs. Meena Deodhar residing at 10 Hamilton Lane, Plainsboro, New Jersey.
3. The purpose(s) of this corporation is (are)
  1. To provide a forum for the people affiliated with the State of Maharashtra in India and their sons and daughters and/or speaking Marathi language and/or interested in Marathi culture and hereafter referred to as “Maharashtrian” people in the State of New Jersey and its vicinity, for their cultural, religious, and educational development through activities suchas:
    1. Theatrical Presentations
    2. Musical Programs
    3. Excursions
    4. Maharashtrian Food Fairs
    5. Formation of a Marathi theatrical group
    6. Formation of a library unit for books and publication of a local Marathi magazine
    7. Arranging programs in Maharashtrian heritage and history
    8. Arranging religious programs and festivals of Maharashtra
    9. Providing for religious education of the members and their families
    10. Propagating the philosophical and religious works of the saints of Maharashtra
    11. Providing the members with some home study courses in Marathi language for the benefit of their children
    12. Establishing research into the development of Maharashtrians as immigrants in the USA
    13. Promoting sports activities of Maharashtra in the USA
    14. Providing other recreational, religious and cultural activities
    15. Creating educational and charitable trusts for Maharashtrians

16. Acquiring a permanent place for congregation of members, and conductance of their chosen activities, such as meetings of the senior citizens members, discussion groups, sports, library, etc.
  17. Provide a forum for discussion on topics of general interest to the membership
  18. Arrange programs for younger members to provide opportunities for them to get together and know each other
  19. And generally undertaking any/all of the above-stated activities and goals so as to qualify and to stay qualified as an organization described in sections 170 (6) (1)(A) (vi) and section 509 (a) (1) or in section 509 (a) (2) and of other provisions of the Internal Revenue Code.
  20. And (in accordance with its powers as provided by law, in furtherance of its corporate purposes) soliciting grants and contributions for the corporate purposes stated above. In addition, the Corporation shall accept deposits for stated purposes and hold the deposits and the proceeds therefrom, in escrow accounts.
2. To provide for fellowship and extend acquaintances amongst the Maharashtrians in the State of New Jersey and its vicinity.
  3. To provide opportunities for members of the local community to get acquainted with the Maharashtrian and Indian culture and thus promote better understanding.
  4. To provide opportunities for members and their families to get acquainted with the American way of life.
  5. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof (including expending of funds in a manner provided herein or in the by-laws); but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under applicable law.
4. The general management of the affairs of this corporation shall be vested in a Board of Directors. However, the Board of Directors needs the approval of the General Body by a majority resolution, to:
    1. Appoint Trustees of the Corporate Funds and Property
    2. Donate or gift away Corporate Funds or Assets in furtherance of corporate purposes
    3. Employ salaried staff for administration duties, and
    4. Procure loans for the Corporation
    5. To enter into any real estate contracts and/or indemnification pertaining thereof.
  5. The directors and appointed officers shall work on voluntary basis and no honorarium or compensation shall be paid to such persons for their services and assistance.
  6. No part of the income of the Corporation shall inure to the benefit of any member, trustees, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for the services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
  7. No part of activities of the Corporation shall be or include carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
  8. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code of 1954; as amended,

and the Corporation shall not (a) engage in any act of self-dealing as excess business holdings as defined in section 4943 (c) of the code; (c) make any investments in such a manner as to subject the Corporation to the tax under section 4944 of the code; or (d) make any taxable expenditure as defined in section 4945 (d) of the code or any amendments thereof.

9. In the event of dissolution, the remaining assets and property of the Corporation after necessary expenses shall be distributed to such organizations as shall qualify under section 501 (c) (3) of the Internal Revenue Code, of 1954, as amended, subject to an order of Justice of Supreme Court of the State of New Jersey.
10. The provisions for the appointment of ‘Trustees’ in the prior Articles of Association and the Certificate of Incorporation, amended or otherwise, are herewith deleted and canceled and the following provision is herewith incorporated:

The Board of Directors in its right may recommend to the general Body, name for appointment of ‘Trustee’ of certain specified and/or Permanent Funds of the Corporation, in accordance with by-laws passed by the General Body for a term of six years. The General Body shall exercise its option of electing the recommended trustee or elect from nominations received by the Board of Directors on or before June 1 of each year. A trustee may not be removed from his office or appointment prior to his term without a General Body resolution providing the same.

11. The Corporation has, by a resolution passed by 2/3<sup>rd</sup> majority of votes at the annual General Body meeting of its members adopted amended by-laws for the Corporation.

In WITNESS WHEREOF, we have hereunto, set our hands and the seal of the said Marathi Vishwa Corporation, as aforesaid at ....., New Jersey on this .....

President

(Seal)

Secretary

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## **AGM 2014 Updates**

(Approved during the AGM on July 19, 2014)

The following are some of the examples of the types of emergency repairs

1. Gas leak
2. Sewage back-up
3. Frozen and burst water line
4. Flooding due to a faucet left accidentally open
5. Leaky urinals
6. Roof leak/s
7. Faulty electrical wiring
8. Structural damage to the roof or walls resulting in an unsafe condition
9. Front or rear entrance door locks or dead bolts damaged
10. Broken windows
11. An act of VANDALISM that compromises the normal functioning of the MVCC.

## **AGM 2014 Updates**

(MV Bylaw updates approved during the AGM on July 19, 2014)

The Bylaws updates were approved during the July 19, 2014 AGM. A summary of the updates is available in the MV By-Law Updates 7\_17.pptx (compiled by Ashish Nachane on behalf of the Bylaws committee) uploaded to the MVBOD group files section under 2013-2014.

## **AGM 2023 Updates**

(MV Bylaw updates approved during the AGM on July 17, 2023)

The Bylaws updates related to position of MV's BMM Representative were discussed and approved during the AGM 2023, held on July 17, 2023. The draft content to be added to the Bylaws was shared with the members in advance, and reviewed/revised during the AGM. The Bylaws version is updated accordingly to add a new section for MV's BMM Representative.

Added approved text from 2021 AGM regarding MVOC being added as non-voting members to the BOD.



## **AGM 2024 Updates**

(MV Bylaw updates approved during the AGM on June 15, 2024.)

1. Several clauses pertaining to the MVCC OC are removed. These changes occurred due to the sale of MVCC.
2. The clauses that are not relevant to the operation of the corporation (MV) are deleted or suitably modified. (Refer: Clause 1.1)
3. Eligibility criteria for senior citizenship have been added to Clause 2.1.3.1
4. The age bracket for children in the MV Family Membership has been changed from 25 years to 18 years and under. (Refer: Clause 2.1.3.3)
5. Since MV no longer owns a facility where the office can physically be located, we cannot abide by the original clause. The mailing address of the corporation is updated. (Refer: Clause 3)
6. The MVCC-OC members' voting right for election of VP has been deleted. (Refer: clause 10.9)
7. The process of authorization for expenses related to MVCC deleted. (Clause 12.4 deleted)
8. The receipt date and eligibility criteria for the Trustee Nomination changes have been updated. The Clause 13 has been rearranged with renumbering of sub-clauses. (Refer Clause 13.2.1, 13.3.1)
9. Clause 15 conferred Associate Membership of the Board of Directors on MVCC-OC members; it included qualifications, terms, etc. This entire clause has been deleted as it is no longer needed.
10. Clauses 16,17,18 in the previous version of the bylaws are now 15,16,17, respectively. This change has also been reflected in the Index page.

Note: Some of the clause numbers referred to in the earlier amendments (as listed in various sections of the Appendix) may have changed due to the inclusion of subsequent amendments to the MV Bylaws.