

CONSTITUTION OF THE UNIVERSITY OF PERADENIYA ALUMNI ASSOCIATION – USA

BY-LAWS

PREAMBLE

THE UNIVERSITY OF PERADENIYA ALUMNI ASSOCIATION – USA (hereinafter abbreviated as UPAA-USA) is constituted to bring together the past students, faculty and staff of the University of Peradeniya, Sri Lanka who are presently living in the USA.

ARTICLE I NAME AND OFFICE

The legal name of the Association is “THE UNIVERSITY OF PERADENIYA ALUMNI ASSOCIATION – USA”, abbreviated as UPAA-USA, and will be hereinafter referred to as “The Association.” The official website of the Association shall be <http://www.upaa-usa.org/>. The Association will conduct its business using mail or electronic means such as email and internet. The physical business office and the official Association web domains will be listed in the FIRST SCHEDULE to these by-laws and will be updated as needed.

ARTICLE II STATEMENT OF PURPOSE

The Association shall be a Non-Profit organization. The purpose of the association shall be to foster fellowship among former students, faculty, and staff of the University of Peradeniya. It shall also engage in charitable activities such as promoting education and scholarships, and community work. In particular, The Association shall provide assistance to current and former students, faculty and staff for educational projects and developmental projects in support of the University of Peradeniya. The association shall support these endeavors in Sri Lanka and the USA irrespective of the recipient's race, sex, disability, political affiliation, national origin, skin color, marital status, genetic information, religion, age, sexual orientation, and parental status.

ARTICLE III MEMBERSHIP

Section III-A. Membership Eligibility: Membership is open to any former student, faculty or staff member of the University of Peradeniya. Application or nomination for membership shall be made using the prescribed form detailed in the THIRD SCHEDULE of these by-laws. Members are expected to update their information by contacting the Association's Secretary via email or postal mail or by updating the membership form posted on the Association website, <https://www.upaa-usa.org/become-a-member/>.

Section III-B. Termination of Membership: If the Executive Committee of the Association determines by a majority vote that a member has engaged in conduct that brings disrepute to The Association, then that person's membership shall cease to exist. Terminated Members may appeal for reinstatement at the next Annual General Meeting by a majority vote. Members may voluntarily terminate their membership at any time by notifying the Association's Secretary.

Section III-C. Reinstatement of a member: Upon written request signed by a former member and filed with the Secretary, the Executive Committee, by an affirmative vote of two-third (2/3) of the Executive Committee present at any regular or special meeting of the Executive Committee, may

reinstate an expelled member upon such terms as the Executive Committee may deem appropriate, not inconsistent with the provisions of these By-laws herein.

Section III-D. Membership Fees: The Executive Committee shall determine from time to time the requirement of a fee to become a member and to maintain the membership of The Association.

Section III-E. Members not Entitled to Assets: No member shall be entitled to share in the distribution of The Association assets upon the dissolution of The Association.

ARTICLE IV THE EXECUTIVE COMMITTEE

An Executive Committee elected as stipulated below shall be responsible for the management of the Association. Members of the Association who have contributed volunteer services to The Association are eligible to hold offices in the Association.

Section IV-A. Composition: The Executive Committee shall consist of between fifteen (15) and twenty-five (25) members including: The President, The Vice President, The Secretary, The Assistant Secretary, The Treasurer, The Assistant Treasurer, and regular Members. The number of members in the Executive Committee may vary but shall never be less than fifteen (15) or more than twenty-five (25).

Section IV-B. Election of Office: The first Executive Committee shall be nominated for a TWO-year term by the Interim Committee of the Association which is fully described in the SECOND SCHEDULE and shall be ratified at the inaugural meeting of the Association. Thereafter, the outgoing Executive Committee by a majority vote shall nominate members of the new Executive Committee. The nominations shall be ratified at the Annual General Meeting by a majority of vote of the general membership, at least 30 days before the expiration of its term of office. In the event of any particular nomination being objected to at the Annual General Meeting and approved by a two-third (2/3) majority vote, the ratification of the objected nomination shall be considered failed.

Section IV-C. Terms of Office: Elections to the Executive Committee shall happen once each year. Each member of the Executive Committee can serve a maximum of three consecutive years in their current positions except for the President. At each election, the number of newly elected members shall not exceed two-third (2/3) of the number of members in the Executive Committee. The President's term shall not exceed beyond two consecutive one-year terms irrespective of the tenure as an Executive Committee member prior to become the President.

Section IV-D. Removal and Vacancies: An Executive Committee member shall be subjected to removal, with or without cause, at a special meeting called for that purpose approved by a two-third (2/3) majority of the Executive Committee. Any office bearer vacancy that occurs on the Executive Committee, whether by death, resignation, removal, or any other cause, may be filled by the remaining committee members. An Executive Committee member elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section IV-E. Compensation: No Executive Committee member shall be paid by the Association except for reasonable compensation for expenses incurred on behalf of The Association for which prior approval has been obtained, and such compensation shall in no way adversely affect The Association tax exempt status under the section 501(c) (3) of the Internal Revenue Service Code of 1986, as amended from time to time.

Section IV-F. Ex-Officio Member: Ex-officio members bring knowledge, expertise, and experience to The Association to accomplish its mission and maintain the continuity. The Executive Committee shall appoint up to five (5) members from time to time as needed. Past Presidents and the experienced

members of the Association may be selected. Ex-officio members shall have the voting rights and other rights as the Executive Committee in all transactions. Ex-Officio member's term shall be up to a maximum of three (3) consecutive years.

ARTICLE V Meetings

Section V-A. The Annual General Meeting: The Annual General Meeting (AGM) of The Association shall be held in the fourth (4th) quarter of each year either physically in person or virtually via teleconferencing.

During the AGM, President shall present the Annual Report, and the Treasurer shall present the financial report to the general membership. These reports will be distributed to the general membership via electronic email and membership shall be requested the feedback to the Executive Committee within 10 business days after the AGM. If there are no objections to these reports The Executive Committee shall finalize the reports. If there are objections, The Executive committee shall address these issues and finalize the reports. The final resolution shall be communicated to the members who raised the objections.

The approved Financial and Annual reports shall be distributed to the general membership via electronic mail.

Section V-B. The Executive Committee Meetings: The Executive Committee shall have regular meetings to accomplish the business of the organization. Meetings may be called for to occur through conference calls, including video calls or by circulating items for vote by email.

Section V-C. Special Meetings: Special meetings of the Executive Committee shall be held whenever called by any member of the Executive Committee. The Secretary shall give notice of each special meeting of the Executive Committee by mailing the same at least three days prior to the meeting or by telephoning or e-mailing the same at least two days before the meeting to each Member. Such a notice may be waived by any Member. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. Minutes of the meetings shall be sent to the members of the Executive Committee within two weeks after the meeting.

Section V-D. Quorum: A majority of The Executive Committee shall constitute a quorum.

ARTICLE VI Procedures

Robert's rules shall be followed.

ARTICLE VII AD HOC Committees

The President in consultation with the Executive Committee may establish ad hoc committees consisting of members of the Association in addition to the standing committees of the Association listed in the FOURTH SCHEDULE.

ARTICLE VIII POWERS AND DUTIES

President: The President shall have general charge and control of all its business affairs and properties. S/he will preside at all meetings, appoint special (select or ad hoc) committees, and generally perform the duties of the presiding officer.

Vice President: In the absence of or in case of disability of the President, the Vice President shall assume his/her duties. In the absence of or disability of the President and the Vice President, the Secretary and the Treasurer may elect one of them to perform temporarily all the duties of the President.

Secretary: The Secretary shall keep minutes of all meetings and shall sign them after they are duly adopted, and s/he will also give due notice of motions and meetings to the members and maintain the membership register.

Treasurer: The Treasurer shall have full charge of the Association's funds and the checkbook(s) The Treasurer or another authorized person shall sign checks on the Association's bank account(s) and carryout other financial transactions as approved by the Executive Committee. The Treasurer shall submit a statement of funds at each regular meeting of the Executive Committee and submit a professionally audited audit report and a financial statement for distribution among the members fifteen days before the Annual General Meeting.

ARTICLE IX DISSOLUTION

In the event the membership is unable to support the Association, the assets of the Association shall be sold and the remaining cash assets, after paying all outstanding debts, shall be donated to one or more exempted purpose organizations within the meaning of section 501c (3) of the Internal Revenue Code.

ARTICLE X LIABILITY PROVISIONS

Section X-A. Non-Liability of the Executive Committee Members: Pursuant to provisions in Section 85K, 85V and 85W, Chapter 231 of the General Laws of Massachusetts no Member of The Association (upon qualified as a nonprofit charitable organization under United States Code 26, Section 501(c)(3)) who serves without compensation, other than reimbursement for actual expenses, shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his duties as a Member provided, however, that the immunity conferred by this section shall not apply to any damages to a person, physical or otherwise, occasioned by gross negligence or by willful or wanton acts or omissions. Nothing in this section shall be construed as affecting or modifying any existing legal basis for determining the liability, or any defense thereto, of any person not covered by the immunity conferred by this section.

Section X-B. Indemnification by The Association of Executive Committee members: To the extent that a person who is, or was, a Member of The Association has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such a person by reason of the fact that, he or she is, or was, an agent of the Association, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against such expenses actually or reasonably incurred by the person in connection with such proceeding.

If such person either settle any such claim or sustain a judgment against him or her, then indemnification against, expenses, judgments, fines, settlements, and other amounts reasonably incurred, in connection with such proceedings shall be provided by this Association but only to the extent allowed by, and in accordance with the requirements of, Section 6, Chapter 180 of the General Laws of Massachusetts.

ARTICLE XI AMENDING BYLAWS

The Executive Committee shall have the power and the authority to amend, alter, or repeal these By-laws or any provision thereof, and may from time to time make additional By-laws, provided that such amendments shall not adversely affect The Association's tax-exempt status under Section 501 (c) (3) of the Internal Revenue Service Code of 1986, as amended from time to time.

ARTICLE XII GOVERNING LAWS

The Association shall comply with the Laws and Regulations of the Commonwealth of Massachusetts and the United States of America.

FIRST SCHEDULE OFFICIAL ADDRESS

The official address of the Association shall be **University of Peradeniya Alumni Association, 12C West Ave, Webster, Massachusetts 01570.**

The official web domains of the Association shall be <http://www.upaa-usa.org/>

SECOND SCHEDULE INTERIM COMMITTEE

The Interim Committee of the Association is the organizing committee of "Hanthana Swapnaya 2021" whose names are listed below.

- Vincent Sandanayaka MA, USA
- Udaya Silva MA, USA
- Yasmin Ranasinghe, NJ, USA
- Jayantha Amarasekara, PA, USA
- Nalin Siriwardana, NJ, USA
- Sanath Wijeratna, MA USA
- Ravi Ranatunga, OH, USA
- Gamini Dharmasena, NJ, USA
- Saranath Weerakoon MD, USA
- Pramod Kandanaarachchi, OH, USA
- Arjuna Balasooriya, MA, USA
- Lal Jayaratna, MS, USA
- Udara Dharmasiri, MA, USA
- Mahinda Yapa, CT, USA

- Sunil Dehipawala, NY, USA
- C.B.Senanayaka, MD, USA
- Kalpani Bandara, MA, USA
- Raju Karunamuni, CT, USA
- Sanath Meegalle, NJ, USA
- Senali Dissanayaka, CT, USA
- Sujatha Werake, WA, USA
- Devika Ekanayaka, FL, USA

**THIRD SCHEDULE
MEMBERSHIP FORM**

1.		Name
2.	Address	(Optional)
3.	Telephone Numbers	(Optional)
4.	Email	Address
5. Nature of Association with the University of Peradeniya, Sri Lanka. (Tell if you were a staff member, undergraduate student, graduate student, etc..)		
6. Duration of your association. Please let us know the beginning and ending year of your association.		
7.	Additional Remarks (if any)	

**FOURTH SCHEDULE
STANDING COMMITTEES**

The following are the standing committees of the Association.

1. Project Evaluation Committee

This committee is charged with evaluating project proposals received by the Association and preparing a report to the Executive Committee who will take an appropriate action by majority votes.

This committee is also responsible for evaluating and preparing reports of ongoing projects of the Association to the Executive Committee who will then take appropriate action to continue or to terminate an ongoing project by a majority vote.

2. Communications Committee

This committee is responsible for creating contents for newsletters, website, and other communication instruments.

3. **Financial Committee**

The committee is responsible for fundraising, evaluating financial needs and requirements of the Association, and estimating project costs.

4. **Mentoring Committee**

This committee is charged with the coordination of mentoring and organizing training for current students and recent graduates of the University of Peradeniya.

5. **Social Committee**

This committee is responsible for organizing social activities of the Association for the members such as, get-togethers, regional member gatherings, entertainment, and other related activities.

FIFTH SCHEDULE EXECUTIVE COMMITTEE

The following Executive Committee was appointed from the Interim Committee according to the bylaws set forth above during the (virtual) committee meeting held on September 16, 2021 and ratified during the (virtual) general membership meeting held on October 21, 2021. This inaugural Executive Committee will serve for a TWO-year period. This TWO-year period is given to the committee to incorporate the Association as a nonprofit organization by IRS and in selected State jurisdictions in the USA, review and modify bylaws as needed, provide awareness of the Association to alumni across the USA, recruit members, refine the Executive Committee as needed and establish the organization as a fully functional incorporated alumni association.

President: Jayantha Amarasekera

Vice President: Ravi Ranatunga

Secretary: Gamini Dharmasena

Assistant Secretary: Sasanka Ulapena

Treasurer: Udaya De Silva

Assistant Treasurer: Viranga Wimalasiri

Committee: Vincent Sandanayake
Yasmin-Ranasinghe
Saranath-Weerakoon
Sujeewa Perera
Pramuditha Perera
Pubudu Wimalasiri
Iffaaz Salahudeen
Sanath Meegalle
Nalin Siriwardana
Siva Nadaraja
Ananda DeSilva
Channa Bambaradeniya