

**THE CONSTITUTION AND BY LAWS
OF
THE SRI LANKA ASSOCIATION
OF
WASHINGTON D.C.**

*Revised, and Adopted at the Special General Meeting
Held on November 5, 2005*

The Constitution and By Laws

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THE CONSTITUTION

ARTICLE ONE - Name

The name of this “not for profit corporation” is the

SRI LANKA ASSOCIATION OF WASHINGTON D.C.,

(Incorporated in the District of Columbia
Under Title 29, Chapter 10 of the D.C. Code, 1961 Ed., Suppl II).

ARTICLE TWO – Purpose and Mission Statement

The said Association is formed for lawful, non-business purposes including, but not limited to, the following social, recreational, and similar non-profit purposes in terms of the Article of Incorporation of the Sri Lanka Association of Greater Washington, under Title 29, Chapter 10 of the D.C. Code, 1961 Ed., Supp. II, filed separately, and Section 501(c) (7) of the Internal Revenue Code of 1954.

- (a) *The mission of the Sri Lanka Association of Washington D.C., is to provide a forum for its membership to promote social, cultural, educational, recreational and philosophical activities, and to support charitable and other non-political endeavors to benefit Sri Lankans and friends of Sri Lanka living in the United States of America.*
- (b) To provide services to its members that foster the purposes set out in (a).

ARTICLE THREE - Membership

Any person over 18 years of age, and resident in the United States of America shall be eligible for membership in the Association.

ARTICLE FOUR - Annual Meeting

The Annual General Meeting of the Association shall be held in the month of March each year.

ARTICLE FIVE - Patrons

- (a) The Association shall have one Patron and two Vice Patrons.
- (b) The Patron shall be the Ambassador of Sri Lanka in the United States of America, Ex-Officio.
- (c) The two Vice Patrons shall be elected by the Board of Directors, and hold office for a period of two years. Vice Patrons shall be eligible for re-election.

ARTICLE SIX - The Board of Directors

- (a) The Board of Directors of the Association shall be composed of the following:
The President, President-Elect, Secretary, Assistant Secretary, Treasurer, SLAWDC, Treasurer, SLAGW, and five other members.
- (b) All members of the Board of Directors shall serve without remuneration. Furthermore, no part of the Association's net earnings may inure to the benefit of any person having a personal or private interest in the activities of the Association.
- (c) Candidates for President-Elect shall have served a minimum of one year as a member of the Board of Directors.
- (d) The candidate for the position of President-Elect can only be elected by the membership at an Annual General Meeting. In the event of a vacancy in the position of President-Elect during the term of the Board of Directors, the Board may compensate for the vacancy by selecting another Director.

ARTICLE SEVEN - Election and Tenure of office of Board of Directors

- (a) (i) Office Bearers/Directors must be elected at the Annual General Meeting.
- (ii) The President, President-Elect, Secretary, Assistant Secretary, Treasurer, SLAWDC and Treasurer, SLAGW shall be elected for a period of two years. Other Directors shall be elected for a period of one year. The President-Elect shall automatically succeed to the office of President once the preceding President relinquishes the office.
- (iii) A vacancy occurring during the term of an elected office bearer or director shall be filled by the Board. Those appointees shall serve until the next Annual General Meeting.
- (iv) If the vacancy which occurs in the circumstance referred to in Paragraph (iii) above is for the position of President, the President-Elect shall automatically succeed as President. For other positions the Board shall appoint a suitable member of the Association. If vacancies for the positions of President or President-Elect occur at the same time, the Board shall appoint to those positions, two Board Members.
- (v) Members holding the positions of President, President Elect, Secretary, Assistant Secretary, Treasurer, SLAWDC and Treasurer, SLAGW shall not be eligible to hold their respective positions for more than two consecutive years.
- (vi) For the purpose of computing the two-year time period, time served as office bearer or director in the circumstance referred to in Paragraphs (iii) and (iv) above, shall not be counted.

- (vii) To qualify as a candidate for election, or selection by the Board, as President or President-Elect, a member must have served on the Board of Directors for at least one year. Where there is no member of the Board who satisfies this requirement, an exception may be made to this provision.
- (viii) An outgoing President shall not be eligible to be a candidate for a position on the Board for one year after he ceases to be President.
- (b) (i) Candidates for all offices to be filled by the Association at each annual election shall be placed in nomination, either on a report submitted at least 30 days in advance of the annual meeting of an Election Committee, which shall consist of three members appointed by the Board of Directors at its first meeting after election, or by a petition signed by not less than two members of the Association containing the written consent of the nominee to stand for election, and submitted from the floor of the house.
- (ii) The Board of Directors at its first meeting shall appoint an Election Committee consisting of three (3) members. No Officer or Director shall serve on the Election Committee. The Election Committee shall hold office until a new Election Committee is appointed in the aforesaid manner. All disputes regarding the interpretation of the Constitution and the By Laws relating to the elections, must be referred for decision to the Election Committee.
- (iii) The Election Committee shall not choose, propose or second any candidates for any office sua sponte. Its function shall be to receive nominations and to transmit a complete list of candidates to the Board of Directors after ascertaining that the proposer, seconder and candidates are members in good standing (good standing is defined in Article Three - Membership of the Constitution and Article I – Membership and Dues in (a) of the By Laws), that the candidates have given their consent to stand for election, and are eligible for the positions for which they are candidates.
- (c) Where a position on the Board of Directors is filled by election, it shall be filled by vote of the majority of members. Voting shall be by secret ballot. All votes cast by proxy shall indicate the name of nominee and the position for which the vote is to be cast.
- (d) The Election Committee shall ensure the transfer of records and property of the Association, from the outgoing members of the Board of Directors to the newly constituted Board of Directors. The transfer shall occur no later than two weeks after the appointment of the new Board of Directors.

- (e) Any member of the Board of Directors may be removed from his/her position by an affirmative vote of the Board of Directors, or by a majority of members voting at a general meeting, provided due process has been observed.
- (f) No more than one immediate family member of any family shall at any given time serve on the Board.

ARTICLE EIGHT - Conflict of Interest

All or any part of the Association's earnings or funds may not inure directly or indirectly to the benefit of any member or of any family member of a member, or any person having a personal or private interest in the activities of the Association, nor to the benefit of any other person in circumstances where there is a conflicting interest.

ARTICLE NINE - Resignation

Any officer may resign at any time by giving written notice to the Association. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Secretary of the Association.

ARTICLE TEN - Amendment to Articles of Incorporation and By Laws

The Articles of Incorporation, Constitution and By Laws may be amended by a two-thirds majority vote of the members present and voting at the Annual General Meeting, or at a general meeting convened for that purpose.

ARTICLE ELEVEN - Status of the By Laws

The By Laws of the Association shall be deemed part of the Constitution of the Association.

SRI LANKA ASSOCIATION OF WASHINGTON, D. C.

BY LAWS

ARTICLE I - Membership and Dues

- (a) Any person who applies for membership and tenders their dues shall be considered for membership by the Board of Directors.
- (b) The membership dues for:
 - (i) **Individual Membership**
 - (ii) **Family Membership** (to include spouse and dependent children under the age of 18 years)
 - (iii) **Life Membership**
 - (iv) **Associate Membership – Youth Membership**

shall be fixed by the Board of Directors and may be changed from time to time, as necessary, by a majority vote of the entire Board. The Board shall notify the membership of any change in the dues and the effective date.

- (c) **Honorary Members:** The Board of Directors may invite any person eligible for membership to be an Honorary Member of the Association in recognition of their outstanding services to the Association, subject to ratification by the general membership. Honorary members shall be exempt from the payment of annual dues.
- (d) **Associate Members:** Any person who is temporarily in the United States as a visitor, or on any other short-term assignment of less than one year, may join the Association, subject to the Board of Directors approval, as an Associate Member. The staff of the Patron and their families will also be considered Associate members.

Such members do not have the right to vote or hold office. The Board will determine the duration of the particular associate membership. The Secretary shall maintain a list of such members.

- (e) Membership year shall be from January 1 to December 31. Members who fail to renew their membership prior to the Annual Meeting held in the ensuing year, will lose their membership and may rejoin as new members.

- (f) The Board of Directors may, after due process, terminate the membership of a person on finding that such person has acted contrary to the purposes and interests of the Association. Before such termination, the Board shall inform the person in writing the reasons therefor, and such person shall have the opportunity to respond in writing within a period of two weeks after the receipt of such notice. The decision of the Board shall be final and conclusive.
- (g) **Sustaining Members** – Life Members who continue to pay Annual Dues shall be designated as Sustaining Members.
- (h) **Donor Members** – Any member who contributes monies to the Association above a certain threshold level for the calendar year, the amount(s) which shall be determined by the Board of Directors, shall be designated as Donor members.

ARTICLE II - Membership Meetings

- (a) The Secretary shall give at least two weeks notice to all members of the Association before a general meeting of the Association is convened. Such notice, if mailed, is deemed to commence at the time the said notice is mailed.
- (b) The quorum for any meeting of the Association shall consist of at least one-fourth of the membership of the Association.
- (c) A general meeting may be requested by (i) a decision of the Board of Directors, or (ii) a petition addressed to the Secretary signed by twenty or more members.
- (d) The Secretary, in the notice convening a general meeting, shall indicate the specific purposes for which the meeting is being convened.
- (e) Subject to Article Eight of the Constitution, all decisions at a general meeting shall be made by a majority of those voting.
- (f) Voting at a general meeting shall be as follows:
 - (i) Voting shall be by a show of hands, unless otherwise specified in these By Laws and the Constitution of the SLAWDC.
 - (ii) Voting for a contested issue shall be by secret ballot, and
 - (iii) Proxy voting shall be by a member mailing his/her vote to the Secretary, which shall reach the Secretary at least three days before the meeting. All votes cast by proxy shall indicate the specific items on which the vote is to be cast.
- (g) At a general meeting, voting shall be confined to the purposes for which it was convened.

ARTICLE III - Election Rules and Procedures

- (a) As provided in Article Seven, Section (b) of the Constitution, the Secretary shall receive from the Election Committee the report containing the list of duly proposed and seconded nominees for office, at least 30 days in advance of the Annual Meeting. The Secretary shall transmit this list to the Board of Directors. The Chairman of the Election Committee, or anyone elected from the floor of the house, shall function as Chairman pro-tem for conducting the election.
- (b) The Secretary shall mail the list of prospective nominees so received to the General Membership at least 14 days in advance of the Annual Meeting. The Secretary shall also mail a list of members who have paid their dues for the current year and are otherwise eligible to vote and be candidates for election at the annual meeting. Only those members who have paid their dues at least 14 days in advance of the Annual Meeting are eligible to nominate or be nominated to the Board of Directors. The Secretary shall also inform the membership that members may nominate candidates from the floor at the Annual Meeting, in accordance with procedures of Article Seven, Section (b) of the Constitution.
- (c) The Secretary's list of eligible members as mailed shall be definitive.
- (d) A member holding a Life Membership, Family Membership, Individual Membership or Youth Membership may propose or second candidates for office. Such nominations should be in writing and should contain the consent of the nominee.
- (e) In the event of a contest, any candidate receiving a simple majority shall be declared elected. Members unable to attend such meeting may vote by mail proxy, provided the Chairman Election Committee receives such votes at least three days in advance of the Annual Meeting. All votes cast by proxy shall indicate the name of nominee and the position for which the vote is to be cast.
- (f) Upon election of the Board of Directors, the newly elected President shall preside at the meeting.
- (g) No person who has been convicted of a criminal offense shall hold office in the Association.

ARTICLE IV - Meeting of the Board of Directors

- (a) The Board of Directors shall meet at least three times a year.
- (b) The Secretary must give all members of the Board at least seven days notice of a meeting in writing together with the agenda. This rule does not apply when the President deems it necessary to summon a meeting at short notice.

- (c) Except when the President requires the Secretary to summon a meeting as provided in Article IV(b) of the By Laws, the Secretary shall summon a meeting only when so directed by the President or by a majority of the members of the Board.
- (d) A quorum of the Board shall consist of a majority of the members of the Board of Directors present.
- (e) All decisions of the Board shall be by a majority of those present and voting.
- (f) Voting at meetings of the Board shall only be by a show of hands of those present. No member shall be entitled to cast by proxy or otherwise the vote of any other member of the Board of Directors.
- (g) Any member of the Board who, without prior notice to the Secretary, absents himself from three consecutive meetings of the Board shall cease to be a member of the Board of Directors.

ARTICLE V - Duties of the Officers of the Board of Directors

- (a) The President shall be the chief executive officer of the Association. The President shall preside at meetings of the members of the Association and of the Board of Directors. The President shall have general charge and supervision of all officers and employees of the Association, and in all cases where the duties of other officers and agents of the Association are not specifically prescribed by the By Laws or by resolutions of the members, or where their duties are not prescribed by the Board of Directors, they shall follow the general instructions of the President.
- (b) The President-Elect shall discharge the duties of the President whenever the President, for any reason, cannot discharge the duties of the office. In addition, the President-Elect shall have such other powers and perform such other duties as shall be prescribed by the Board of Directors.
- (c) In the absence of the President and the President-Elect, the Board of Directors shall elect a member of the Board to act for the President.
- (d) The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and all other meetings required by or by these laws. The Secretary shall attend all meetings of the members and the Board of Directors and shall keep on record all votes and the minutes of all proceedings. The Secretary shall perform such other duties as may be prescribed by these By Laws or the Board of Directors, and render an annual report at the Annual Meeting.

- (e) The Assistant Secretary shall perform, such functions designated by the Board of Directors or the Secretary. The Assistant Secretary shall assume all duties of the Secretary as described in (d) above whenever the Secretary is unable to perform his functions.
- (f) The Treasurer shall receive and bank all monies due to the Association within 14 days of the receipt of the same. The Treasurer shall pay all debts of the Association and make other disbursements authorized by the Board, by checks signed in amounts not exceeding \$150.00, and by checks signed by the Treasurer and countersigned by the President in amounts exceeding \$150.00. The Treasurer shall transmit to the Secretary, at least 14 days prior to the annual Meeting, a duly audited financial statement to be mailed to the general membership with the Agenda for the Annual Meeting.
- (g) The Treasurer, in conjunction with the rest of the Board of Directors, shall develop an annual budget for the Association's activities and operational costs. The Board shall also seek to establish, and maintain, a cash reserve of \$4,000, or 20% of the Annual Budget, whichever is greater for the Association's operating expenses.

ARTICLE VI - Duties of the Board of Directors

The Board of Directors shall in addition to any other power vested in it by the Constitution and By Laws of the Association:

- (a) Conduct all affairs of the Association.
- (b) Appoint committee to perform lawful functions of the Association as the Board of Directors may delegate to them.
- (c) Decide questions of policy, which are not expressly reserved to the general membership of the Association.
- (d) The Board of Directors shall allocate amongst the six directors the following positions: Social Events Director, Cultural Events Director, Sports Events Director, Communications Director, Youth Affairs Director, and Membership Services Director. The Board shall designate the responsibilities of these various Directors and is vested with the discretion to change the title of the positions and responsibilities.
- (e) The Directors shall strive to create committees for all major Sri Lanka Association of Washington D.C., activities and promote more active participation in these events by the general membership. The Board shall designate one or members of the Board to coordinate the activities of each committee.

ARTICLE VII - Parliamentary Procedures

The Robert's Rules of Order shall govern the proceedings of the Association except insofar as they are inconsistent with the Constitution or By Laws of the Association.

ARTICLE VIII - Annual Year

The Annual and Membership year shall be from January 1 to December 31, of the same year.

The Fiscal Year shall be from February 1 to January 31 of the following year.

ARTICLE IX - Auditor

(a) At the Annual Meeting, the membership shall elect one member who is not a member of the Board of Directors to audit the accounts of the Association.

(b) Any member so elected, who is unable to serve as Auditor during the course of the year shall, for the rest of the period, be replaced by another member, appointed by the Board of Directors to audit the accounts of the Association.

ARTICLE X - Dissolution

In the event of dissolution and final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for charitable or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE XI - Interpretation

(a) In the event of any dispute arising in regard to the interpretation of these By Laws at any Annual or General Meeting, the decision of the President shall be final. However, any member dissatisfied with such ruling may appeal such ruling to the Board of Directors, which shall give a ruling within three weeks after the appeal. Such decision, if it overrules the decision of the President, shall be accorded retrospective force.

(b) At the meetings of the Board of Directors, any dispute arising in regard to the interpretation of these By Laws, shall be resolved by a majority decision of the members of the Board present at such meeting.

ARTICLE XII - Board of Advisors

The Board of Directors shall establish a Board of Advisors. The Board of Advisors shall consist of five people of good standing, of whom a majority shall be members of the Sri Lanka Association of Washington D.C. Members of the Board of Advisors shall serve for three years and their tenure shall be staggered so that some members are replaced each year.

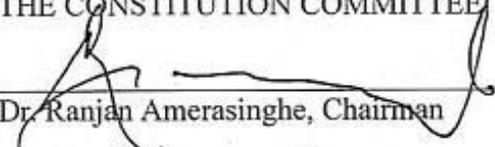
The Board of Advisors will:

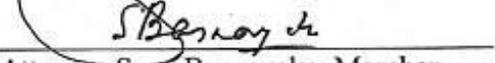
- (a) assist the Board of Directors to develop strategies to fulfill the objectives of the Mission Statement, and to implement specific items therein including ethical and financial issues;
- (b) serve as visionaries, generate new ideas to motivate the membership and help in the growth of the Sri Lanka Association of Washington D.C;
- (c) assist to liaise with government, university and sister organizations in the United States of America and elsewhere to establish contact for mutual benefit;
- (d) assist to ensure the dissemination of information via newsletters, cyberspace and other media; and
- (e) assist to ensure the retention of institutional memory, cataloguing of established policies and custody of the Association's equipment and records including historical documents and photos.

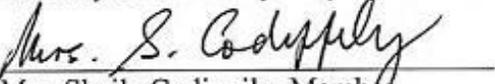
CERTIFICATION BY CONSTITUTION COMMITTEE

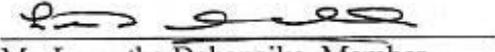
The undersigned four-member Constitution Committee (the Committee) appointed by the House, at the Annual General Meeting of the Sri Lanka Association of Washington D.C. and Sri Lanka Association of Greater Washington (SLAWDC/SLAGW) held on March 26, 2005, at the Argyle Recreation Center, Silver Spring, Maryland, hereby certify that amendments to specific clauses of the 1999 version of the Constitution and By Laws of SLAWDC, and By Laws of SLAGW were mailed in a timely fashion to the Secretary, SLAWDC and SLAGW for distribution to the entire membership for review and was subsequently, unanimously adopted at the Special General Meeting held on November 5, 2005, at the Argyle Recreation Center, Silver Spring, Maryland, with a two-third majority vote of members present and voting. The Committee further states that as agreed to at the abovementioned SGM, the specific adopted amendments were edited for inconsistencies and ambiguities, and incorporated in the foregoing Constitution and By Laws of SLAWDC, and By Laws of SLAGW.

THE CONSTITUTION COMMITTEE


 Dr. Ranjan Amerasinghe, Chairman


 Attorney Sena Basnayake, Member


 Mrs. Sheila Codippily, Member


 Mr. Lasantha Dahanaike, Member-

Dated this 24th Day of February, 2006