

St. Anthony's College Kandy Old Boys Association USA Constitution and bylaws

1. Name:

This Association shall be called "St. Anthony's College Kandy Old Boys Association of USA" AKA "SACKOBA - USA". The Motto of the Association shall be "UNITAS CHARITATE FIRMATUR" - "UNITY STRENGTHENED BY CHARITY."

2. PURPOSE: The objectives of the Association are:

1. To promote the wellbeing of the members of the Association by assisting to settle, establish, grow, and bring them together in a spirit of union and camaraderie.
2. To promote and provide all forms of sports and recreational activities for its members.
3. To promote the interest of the Alma Mater and its members, support the students in need, and facilitate academic and non-academic projects.

3. **Membership:** Any person who is an old boy of St. Anthony's College Kandy, Sri Lanka and a permanent or temporary resident in the United States of America is eligible for membership. All paid members qualify for voting rights and to stand for office.

4. Membership Meetings

At the direction of the Board of Directors, the Secretary shall summon the whole membership to a meeting to discuss general issues with two weeks' notice. The Board also reserves the right to invite members so nominated by the Board to participate as non-voting invitees to discuss specific issues.

Annual General Meeting: As and when appropriate, at least one annual general meeting of the total membership shall be held per calendar year of the Association to ratify and/or notify decisions of the Board of Directors, and discuss matters on the agenda. The quorum for the General Meeting shall be more than 20 members of good standing.

5. Composition of the Board of Directors/ Executive Committee

The Executive Committee will comprise of six (6) members of the Board of Directors and seven (7) Chairpersons of sub-committees as given below:

Board of Directors

- I. President
- II. Vice President/ President Elect
- III. Secretary
- IV. Assistant Secretary
- V. Treasurer
- VI. Assistant Treasurer

Seven (7) Chairpersons of Specially Assigned Responsibilities

- I. Membership Development Chair
- II. Media & Publicity Chair
- III. Entertainment & Recreation Chair
- IV. Sports Outreach Chair
- V. Academic Outreach Chair
- VI. Mentorship Board Chair
- VII. Fundraising Chair

6. Board of Trustees/ Advisory Council

The members will invite/nominate five (5) individuals of standing to form the Board of Trustees of the Association through consensus. The primary objectives of the Board of Trustees are (i) to be advisory council to the Executive Board in office, (ii) to be the caretaker of the association, and (iii) be the signatories for the business registration of the nonprofit organization. As the caretaker, in the unlikely event of inability to form a Board of Directors or in an unfortunate instance of the Board of Directors working against the constitution, the Board of Trustees shall take over the operations of the association until normality can be restored. The members of the Board of Trustees will occasionally be invited to attend the meetings of the Board of Directors as and when necessary. The Board of Directors has no obligation to notify the Advisory Council members of all or any decision taken unless the Board seeks counseling from the advisors. A trustee, if he so wishes to is free to hold any office in the Executive Committee.

6. Tenure of Officials

The tenure of all six (6) Principal Office-Bearers of the Association shall be for twenty-four (24) months from the inauguration day of the Association and the Annual General Meeting thereafter. At the completion of the twenty four (24) months, the next line officials shall be elevated to the next higher position. Example, the Vice President will be elevated to the President, the Assistant Secretary will be elevated to be the Secretary, and the Assistant Treasure will be elevated to the position of Treasure.

If any person declines to be elevated to the immediate higher position, such person shall be out of line of succession. And the vacant position shall be filled through a process of nomination effected by the Executive Committee subject to the ratification of the general membership summoned by the Executive Committee attended by not fewer than twenty (20) members of good standing.

A person who aspires for a principal position of the Association should have participated at least one (1) year as a member of the Association with good standing except the inaugural members of the Board and Executive Committee.

In the event of more than one aspirant for a position of six (6) principal office bearers in subsequent selections, a selection will be done through a secret ballot – if so wish - of the

membership gathering of not fewer than twenty (20). If Twenty (20) members failed to turn-up, the selection will be held on another date. If an office-bearer resigns before his term expires, the immediate next office-bearer fills the position.

Eligibility to participate in such election process is the completion of one (1) year as a member of good standing.

The seven (7) Chairperson positions built into the constitution to discharge the Association's 'Objectives' will be tied with the Principal Office Bearers – the Board of Directors – to form the larger body called the Executive Committee. Filling these seven (7) positions with specific members of good standing is done at the discretion of the Board of Directors-- as the Board, under the Constitution, is tasked to rejuvenate the Antonian Fraternity in the USA. The number of the Chairpersons can be changed at the discretion of the Board of Directors depending on the needs of the association.

7. Meetings of the Board of Directors – Executive Committee

The execution of the clauses and by laws of the Constitution and the onward direction of the Association solely rests on the six (6) - member Board of Directors, and with the participation of the seven (7) Chairpersons. The decisions of the Board of Directors are final with the concurrence of the 'specially-tasked' members who, with the Members of the Board of Directors, form the Executive Committee.

Chaired at all Board-Executive gatherings, the President is the Chief Operating Officer (COO); the Secretary duly maintains the minutes of each meeting, recorded, and distributed/communicated to all thirteen (13) members of the Executive Committee. The Treasurer shall maintain the accounts of the Association having a close rapport with the Secretary for the latter to document in his files.

All written communications, documents, and other sources of documentation such as photographs, videos and print and electronic documents are the sole property of the Association. The outgoing Principal Official or 'specially-tasked' members of the Executive Committee should hand over all documents noted above to the succeeding official of the Association.

All decisions of the Board of Directors or at sessions of the Executive Committee will be taken with majority voice vote duly documented by the Secretary.

All forms of virtual meetings are valid mode of operandi. However, there will be no proxy vote either at Board-Executive Committee sessions or at general membership meetings.

8. 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 any family 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.

9. 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. In the event of such resignation, the next in line officer shall hold the office for the remaining period. However, if an official withdraws or resigns after completing twelve (12) or more months, the successor shall hold office for the remaining period and an additional term.

10. Termination of Membership

Membership in the SACKOBA - USA may be terminated if a member engages in conduct that is deemed detrimental to the association's objectives, reputation, or harmony among members. Such conduct may include, but is not limited to, the following: a. Violation of the association's code of conduct or ethical guidelines. b. Engaging in activities that bring disrepute to the association or its members. c. Failure to fulfill financial obligations, d. Any other behavior that is deemed inconsistent with the values and principles of the association. Investigation and Decision: In the event that a member's conduct is brought to the attention of the association, an investigation shall be conducted by the executive committee or a designated disciplinary committee. The member shall be given an opportunity to present their case and provide any relevant evidence or witnesses. The decision to terminate membership shall be made by a majority vote of the executive committee or the disciplinary committee.

11. Reinstatement

In exceptional circumstances, a terminated member may apply for reinstatement after a specified period of time, as determined by the SACKOBA – USA's bylaws or rules of procedure. The decision to reinstate a former member shall be made by a majority vote of the executive committee or the general membership, taking into consideration the circumstances of the termination and the member's willingness to abide by the association's rules and regulations.

12. Amendments to the Constitution and By Laws

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

13. Status of the By Laws

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

By Laws of St. Anthony's College Kandy Old Boys Association USA

1. Membership & Dues

- a. The Board of Directors shall determine the annual membership dues. The status of the membership as stated in Article Three of the Constitution stands unless amended.
- b. The commencement of the membership shall be from the inaugural day of the Association on December 3rd 2023, who duly register on the inaugural day for a whole twelve months. Subsequently obtained membership will commence from the day accepted until the completion of the first year of the Association from the inaugural day.
- c. 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, and in violation of the constitution. Before such termination, the Board shall inform the person in writing the reason thereof, 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. The Robert's Rules of Order shall prevail along with noting the prevailing circumstances surrounding the best interest of the Association. The Board of Directors shall specify the circumstances or behavior inimical to the upward mobility of the Association.

2. Duties of the Board of Directors/Executive Committee

Article Five of the Constitution gives the composition of the Board of Directors and the Executive Committee.

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 Chairpersons consist of seven (7) members giving specific duties as stated in Article Five of the Constitution, and will be drawn into, with the Board of Directors to become the Executive Committee.
- (c) Decide issues of policy and direction of the Association which are not expressly reserved to the general membership of the Association.
- (d) The Board of Directors reserves the right to reshuffle the designations and individuals who hold these portfolios at any given time.
- (e) The President shall be the chief operating officer of the Association, presides at meetings of the Board and Executive Committee, and other meetings of the members of the Association; the president shall have general scrutiny of all officers;

if their duties are not specifically stated in the Constitution or By Laws, they shall follow the instructions of the President.

- (f) In the absence of the President, the Vice President shall preside at meetings, in his absence the Second Vice President presides over Board-Executive meetings and other meetings of the members.
- (g) The Secretary shall give notice of all meetings of the members and of the Board of Directors/Executive Committee, required under the provisions of the constitution. The Secretary shall record all proceedings of meetings. The Secretary shall submit an annual report at Annual Member Meetings.
- (h) The Assistant Secretary, in the absence of the Secretary, shall perform all duties assigned to the position of the Secretary. The Board of Director, if so wish, shall assign specific duties to the Assistant Secretary.
- (i) The Treasurer shall receive and bank all monies due to the Association within fourteen (14) days the receipt of the same. The Treasurer shall make all disbursements authorized by the Board, and by checks signed in not exceeding US\$250.00. Anything beyond that monetary value, the treasurer shall issue checks under his signature with the written concurrence of the president. The Treasurer shall place before the Board of Directors/Executive Committee a quarterly report of the audited financial statement, and make it available to the general membership for scrutiny. At the time of the general membership meeting, annual or otherwise, the Treasure shall keep all financial records current for presentation.
- (j) The Treasurer, in conjunction with the Board of Directors/Executive Committee, shall develop a monthly and/or annual budget for the Associations activities and operational costs.

The Chairpersons of the Executive Committee in addition to any other power vested in it by the Constitution and By Laws of the Association,

- a) may choose their team from the members of good standing at their discretion with the consent of the Board of Directors.

Parliamentary Procedures

The Robert's Rules of Order shall govern the functions and proceedings of the Association except insofar they are inconsistent with the Constitution or By Laws of the Association and inimical to the progress of the Association.

Financial Year

The financial year of the Association shall commence from the day of the inauguration which is December 3rd 2023. Those who duly sign an official document at the inaugural session entering the membership of the Association effectively launch the Association and its Constitution. The tenure of the inaugural membership runs 365 days from the date of the inaugural session of the Association.

Those who wish to join the Association as members subsequent to the inaugural session could notify the Secretary for the Board of Directors to ratify and recognize the validity of the membership.

Auditor

At the annual membership meeting, the members shall elect one member who is not a member of the Board of Directors and/or Executive Committee to audit the accounts of the Association. The auditor shall present a report each month.

Dissolution

In the event of dissolution and final liquidation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Association, dispose of all assets of the Association exclusively for charitable or organizations geared and operated exclusively for charitable, educational, religious, or scientific purposes which operate under Section 501 (c) (3) of the IRS Code of 1954.

Interpretation

- (a) In the event of any dispute arising in regard to the interpretation of these By Laws at any Annual or General Membership Meeting, the decision rests with the Board of Directors. In respect of the direction of the Association, and day-to-day operation of the Association, the majority voice of the Board of Directors prevails. 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.
- (b) At the meetings of the Board of Directors or the Executive Committee, any dispute arising in regard to the interpretation of these By Laws, shall be resolved by a majority decision of the Principal Officers of the Board of Directors, if the Board of Directors wishes, by the majority decision of the Executive Committee which comprises of thirteen (13) members.
- (c) As stated in ARTICLE IX, The Robert's Rule of Order shall be the guiding light along with circumstances that prevail at the moment.