

*March 31, 2021*

*HARVARD ALUMNI ASSOCIATION (HAA) SAMPLE BY-LAWS*

*The HAA strongly encourages Clubs to establish their own governing rules under the local laws.*

*This is an example of by-laws that Harvard Clubs may use as a template.*

*March 31, 2021*

**HARVARD CLUB OF [Country or City]**

[date]

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## **Article I: Offices; Name; Nature and Purposes**

### ***Section 1. Principal Office.***

The principal office of the Harvard Club of [Country or City] (the “**Club**”) shall be located in [Country or City] at such place as shall be fixed from time to time by the Board of Directors. The principal office shall be the main address registered with [the appropriate regulatory instance] and per the laws of non-profit organizations of [Country]. The Club shall not operate, or partner with any other organization, to manage a real estate/hospitality facility for its members unless already grandfathered in.

### ***Section 2. Nature.***

The Club is organized and shall be operated exclusively for educational, social, and philanthropic purposes serving the Harvard alumni community where the club is located. The Club does not represent the opinions of Harvard University, the President and Fellows of Harvard University, the Harvard Alumni Association, or any other members of the Harvard community beyond the individual members of the Club.

### ***Section 3. Purpose of the Club***

The purpose of the Club is to (i) promote the interests of Harvard University alumni in [Country or City] and to foster rewarding relationships within the alumni community in [Country or City]; (ii) build a sense of connection amongst Harvard University alumni and between alumni and the University (iii) promote organized community outreach projects and contribute to the greater community of [Country or City]; (iv) foster friendship and networking amongst Members; (v) stimulate discussion of current education, economic, business and social issues of interest to its Members; and (vi) foster relationships with other Harvard clubs in the region.

The Club shall refrain from influencing and endorsing local legislation and politics, as well as from participating in any political campaign (including the publishing or distributing statements) on behalf of any candidate for public office or for any activity that does not relate to Harvard University.

### ***Section 4. Diversity.***

The Club is committed to embracing diversity in all forms and creating a safe space to all members. We believe the Club will be enriched by the diverse talents, backgrounds, perspectives, and experiences of Harvard Alumni. As such, the Harvard Club of [Country or City] is committed to empowering diverse, promising, and committed leaders that represent the broad diversity of the Harvard community.

## **Article II: Membership**

### ***Section 1. Membership***

Any individual who has been connected with any School or department of Harvard University as a student, instructor, or visiting scholar or who has participated in any educational program at Harvard University (including executive programs, certificates, and diplomas) is eligible for membership. The Club shall have the following membership categories:

**Regular Membership.** Any individual who (i) has attended and successfully graduated from a degree-granting academic program from Harvard University; (ii) holds an honorary degree from Harvard University; (iii) is a student currently enrolled in Harvard University, provided that such student is actively enrolled in a degree-granting course of study; or (iv) has alumni status as defined by the Harvard Alumni Association (“HAA”).

**Friends Membership (“Friends”).** Any individual without alumni status as defined by the HAA who (i) has received a certificate of completion from an official program of Harvard University; (ii) is a parent of a student currently enrolled at Harvard University, such eligibility continues after the graduation of the student, provided the parents are active members of the Club at the time of graduation and continue to be so; (iii) is a spouse or child of regular members of the Club; (iv) is or was a professor, assistant professor, instructor, a lecturer at Harvard University or an intern and/or resident fellow of a teaching hospital affiliated with Harvard University.

**Eligibility to Vote and Hold Office.** Any Regular Member with a valid permanent address in the Club’s HAA-recognized geographic area shall be entitled to serve on the Board as Officer of the Club and have one vote in the event of voting on matters described in these By-Laws. Friends Members shall be entitled to participate in the activities of the Club, to the extent determined by the Board of Directors, but shall not be entitled to serve as an Officer or vote in the event of votes being sought at meetings of the Club.

Persons who are below 18 years of age shall not be accepted as members without the written consent of their parents or guardian.

### ***Section 2. Definition***

Any person eligible under Section 1 and who is recorded as having paid their dues (if any) for the current Fiscal Year shall be considered a member (“Member”). The Club shall at all times maintain a register of Members which includes the Members’ names, and contact details (the “Register of Members”).

### ***Section 3. Members’ Code of Conduct***

Club members should respect the rights, differences, and dignity of others. Those taking part in Club activities are expected to demonstrate honesty, integrity, and civility in those activities, and are accountable for their conduct vis a vis University alumni, students, parents, volunteers, employees, and invitees.

The Club’s Board of Directors, after a simple majority vote under the bylaws, has the right to terminate or suspend the membership of those involved in conduct that is considered harmful to the welfare of the Harvard Club of [Country or City], the Board or any other member of the Harvard Club of [Country or City].

The members of the Board commit to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the Board of the Harvard Club of [Country or City]. Board members pledge to accept this code as a minimum guideline for the ethical conduct of all members:

- i. The Harvard Club of [Country or City] must operate exclusively to further the goals of Harvard University and the HAA for the benefit of the Club members and not to further any personal or business interests.

- ii. Any activity that might give rise to a real or apparent conflict of interest must be fully disclosed to the Club before the proposed activity takes place. The proposed activity shall not take place without prior discussion with the President or the Vice-President of the Club, and prior approval by the Board.
- iii. A real or apparent conflict of interest refers to (i) any personal or business interest of any person involved with the Club that conflicts or might conflict with the interests and goals of Harvard University, the HAA, or the Club, or (ii) the use of the resources of the Club (including access to members) to further a personal or business interest.
- iv. The Board has the power to exclude any individual from membership on the Board, from the position of an Officer, or general membership in the Club for violation of this Conflict of Interest Policy.

#### ***Section 4. Dues***

Annual dues may be established from time to time by the Board of Directors. Dues, if any, shall be determined annually by the Board of Directors and shall be payable upon receipt of notice's due date. If dues are required, they shall be paid by all Regular Members and Friends Members, including by all Members of the Board. Dues shall cover the relevant Fiscal Year. Non-payment of dues by the announced deadline shall constitute grounds for loss of membership status and privileges.

Dues shall not be changed during any fiscal year for that year, nor shall any dues be imposed upon student members.

#### ***Section 5. Annual Meeting***

The time and place of an Annual Meeting of Members, to be held before the end of the fiscal year at [date], shall be determined by the Board of Directors, which shall cause notice thereof to be sent to each Member at least twenty (20) days in advance of the date of the Annual Meeting.

#### ***Section 6. Other Meetings, Voting, and Quorum***

Other meetings of Members shall be called by the Board of Directors at least twenty (20) days in advance of the meeting. Each Member, with a valid permanent residency in the Club's designated geographic area, shall be entitled to one vote. Members present at any meeting shall constitute a quorum provided that they constitute at least 10% of the total eligible Members, as per the Club's records. A majority vote of those present shall be sufficient to take action on all items of business except that amendments to the by-laws shall be made only as provided in Article VI, section 2.

#### ***Section 7. Place of Meetings***

Meetings of Members shall be held in the [Country or City], or virtually, as stated in the notice of the meeting.

#### ***Section 8. Resignation of Members***

Any Member may resign his/her membership to the Club by notifying the Secretary and Club Administrator in writing. The resigning member will be expected to settle all dues (if any) before such resignation. Whole or pro rate of the paid dues shall not be refunded in case of such resignation.

### **Article III: Board of Directors**

#### ***Section 1. Powers***

The programs, activities, property, and affairs of the Club shall be managed by a Board of Directors (the "Board of Directors"). The Board of Directors shall:

- i. carry out the purposes of the Club,
- ii. determine its policies, in accordance with the Club's mission
- iii. take proper measures to make them effective, and
- iv. review, evaluate, and recommend changes in the implementation of such policies.

The Board of Directors shall have access to all the books and records of the Club (except to Member personal details) and may require a financial statement from the Treasurer or an accounting from any Director, and shall have the power to approve or reject the actions or recommendations of any Director or Committee.

### ***Section 2. Number and Composition***

The Board of Directors shall consist of at least five (5) but no more than seven (7) members (each, a "Director"), as may be determined by the Board of Directors from time to time. The Directors shall include at least the following officer positions (each, an "Officer"): a President, a Vice President, a Treasurer, and a Secretary.

### ***Section 3. Executive Committee***

The Board of Directors might establish an Executive Committee, which shall be made up of the Officer positions from amongst the Board of Directors. The Executive Committee can exercise any powers of the Board when the Board is not in session. If required, the President can exercise the powers of the Board subject to the approval of the Executive Committee.

### ***Section 4. Election and Terms***

Except as permitted by Section 8 below, each Director shall be appointed through an election and shall serve for a term of three (3) years. Elections shall be held electronically by reliable and transparent means as determined by the Board of Directors. Elections must be held within three (3) months before the end of the three-year term (please see article VII, section 1 for fiscal year). The Board of Directors shall hold their positions until a new Board has been elected for the new term which starts on [date]. The Board of Directors is elected by the Club Membership.

Appointment to Officer roles must be from among newly elected Directors and is subject to approval by newly elected Directors. Members of the Board of Directors are eligible for election for a maximum of three (3) consecutive terms, provided that the President may not serve more than one term in such capacity and Vice President, and Treasurer not more than two terms. In exceptional circumstances, the Board can vote to make an exception about the nomination of these positions for one additional term. The Board must be elected in staggered terms. All candidates must be alumni in good standing as defined by the Harvard Alumni Association.

Notification of election results, or changes on the Board or administrative positions, shall be transmitted immediately to the HAA.

### ***Section 5. Eligibility***

Any Regular Member (as defined in Article II, Section 1) wishing to run for election to the Board of Directors must be a Harvard alumnus as defined by the HAA and reside in [Country or City] permanently. Members may be nominated either by self-nomination or by nomination from a Club Member. Nominations for elected positions are subject to Board approval. Approved nominations are then included in the election docket.

### ***Section 6. Commitment and Responsibilities***

All Directors shall perform the duties and responsibilities as outlined in the Board of Directors approved Personal Undertaking. All Directors are expected to fulfill their job description for their position. Directors can co-host an event with other Directors. Failure to do so constitutes grounds for termination of the Director's tenure in office.



### ***Section 7. Meetings***

Meetings of the Board of Directors shall be held at the call of the President or by 25% of the total number of Directors. A majority of the Directors of the Board of Directors shall constitute a quorum. The Board of Directors shall meet at least three (3) times annually.

Directors are expected and required to attend at least two thirds of the Board of Director's meetings either in-person or virtually during each year of tenure. Failure to do so constitutes grounds for termination of the Director's tenure in office. For all regular meetings, the Board of Director's attendance, as well as meeting minutes, shall be made available upon request by Members.

### ***Section 8. Vacancies***

Any vacancy at any time existing in the Board of Directors shall be filled through a special vote by the Directors except if the remaining term is less than one year, (i) the Vice President shall become President if the vacancy is in the office of the President; and (ii) any other vacancy may be filled by the Board of Directors. In the event of a vacancy in the Board of Directors, a Member may be nominated to the post of Special Committee Member and may be voted onto the Board of Directors after a probationary period of one quarter, subject to a majority vote of the Board of Directors. In the event of an open vacancy on the Board of Directors, the remaining Directors may exercise the powers of the full Board of Directors until the vacancy is filled.

### ***Section 9. Removal***

A Director may be removed from office (a) with or without cause by vote of two-thirds of the Directors then in office. A Director may be removed with or without cause after official written notice by the Board of Directors. The so vacated office shall be filled according to the procedures prescribed in Section 8 above.

### ***Section 10. Resignation of Directors***

Any Director may resign his/her position by written resignation to the Secretary which shall be effective as of the date received by Secretary and shall automatically terminate his/her position. The so vacated office shall be filled according to the procedures prescribed in Section 5 above. The Director will be requested to provide an appropriate handover of projects and responsibilities.

### ***Section 11. Action at Meetings***

At any meeting of the Board of Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by the vote of a majority of those present and voting, unless a different vote is required by law.

### ***Section 12. Club Administrator***

The Club may hire an external Administrator to support the activities of the Club. The Administrator is subject to the same Personal Undertaking and confidentiality agreement as to the Directors. The Administrator shall work closely with the President, Vice President, and Secretary to support the smooth functioning of the Club. This includes but is not limited to, official Club correspondence (emails, phone calls, newsletters, etc.), drafting minutes during meetings, social media, event, and logistics management, supporting the Treasurer to maintain club finances, etc.

## **Article IV: Officers**

### ***Section 1. President***

The President shall preside at meetings of the Club and of the Board of Directors and shall be responsible for the overall management and welfare of the Club. The President shall also perform duties by the request of the HAA including, but not limited to, the completion of the HAA Annual Report forms. The President must have a working knowledge of the Club and the Board of Directors. The President must have served for at least one full

term on the Board of Directors before running for this position, unless no incumbent Director is running for the position.

***Section 2. Vice President***

In the absence of the President, his/her duties shall be exercised and performed by the Vice President. The Vice President shall assist the President in the coordination of the Club's activities. He/she shall act as liaison with Harvard University and coordinate professional staff support. The Vice President must have served for at least one full term on the Board of Directors before running for this position, unless no incumbent Director is running for the position.

***Section 3. General Secretary***

The Secretary shall keep the minutes of the Club's meetings and keep custody of records of the Club, conduct correspondence, and have charge of the Register of Members and all mailing lists. He/she shall notify Members of meetings and attend to the serving of all notices required by law or by the by-laws of the Club. He/she shall keep available for inspection by the Club's membership copies of the by-laws. In the absence of the President and Vice President, his/her duties shall be exercised and performed by the Secretary and in the Secretary's absence by the Treasurer.

***Section 4. Treasurer***

The Treasurer shall be in charge of the management and oversight of the financial affairs and authorized to receive and collect all sums of money payable to the Club, shall be charged with the care and custody of the funds, and from them make the necessary payments. He/she shall keep accounts, which shall be open at all times to the inspection of any Director and shall report thereon at the request of the Board of Directors, or of the President. He/she shall be authorized to open accounts in the name of the Club at banks approved by the Board of Directors and shall deposit all funds therein. The books of the Treasurer may be audited each year within sixty (60) days following the close of the Club's Fiscal Year. The Treasurer, the President, and the Secretary shall have access to all accounts and signature power.

***Section 5. Other Officers***

Other Officers may be designated by the Board of Directors to accomplish specific duties.

Where the Harvard College Office of Admissions and Financial Aid mandates that a College alum/na coordinates College admissions interviews in [Country or City], if such person is not on the Club Board, such person shall be invited to sit on the Board in an ex-officio capacity. The Clubs that have a Schools and Scholarships Committee/Chair, shall follow the governing rules and guidelines established by the Harvard College Admissions Office.

***Section 6. Immediate Past President***

The Immediate Past President, as the Board of Directors may assign, shall be an observer without a vote on the Board of Directors for one term. The purpose of the Immediate Past President will be to supply advice to the Board of Directors based on the historical knowledge s/he has of the Club.

**Article V: Communications**

***Section 1. Language***

All communications to the Members including event and meeting notices, the Club website and social media platforms, shall be published and communicated in English.

***Section 2. Virtual Group Access***

The Club may use social media and/or an online platform to communicate with its Members, provided the pertinent data protection and privacy rules are respected. Access to the official distribution list of e.g. an WhatsApp

or WeChat group or other similar platforms, of the Club is granted to the following members on a descending order of priority: (a) Regular Members; and (b) Friends Members. Any member who joins the official WhatsApp Group of the Club is required to use his/her real name together with his degree & graduation year as his/her alias in Group. The Board of the Club can expel any member from the virtual group if it reasonably determines that the member has not complied with the Terms of Use as adopted and announced by the Club from time to time.

## **Article VI: Budget & Finances**

### ***Section 1. Fiscal Year***

The fiscal year for the Club shall be from [date] to [date] unless changed by the vote of the Board of Directors.

### ***Section 2. Submission and Adoption***

A proposed annual budget, prepared by the Treasurer, shall be submitted to the Board of Directors on the occasion of or before [date] regular meeting of the Board of Directors, and the Board of Directors shall adopt a budget at such time for the current fiscal year. The budget shall contain specific appropriations for expenditures of Club funds, in fixed amounts, for each Club activity during the fiscal year. Once duly adopted, the provisions concerning appropriations shall be binding, until amended, upon the Club, its Board of Directors, its Officers, and its Members.

### ***Section 3. Checks, Notes, Drafts and Other Instruments***

Any payment of money by the Club shall be approved by the Treasurer, and to the extent, the payment exceeds US\$1,000, it shall also be approved by the President or those who have signatory authority.

## **Article VII: Amendments of By-Laws**

### ***Section 1. Power of Members***

After consultation with the HAA, these By-Laws may be amended or repealed, and new By-Laws adopted, by the qualified majority of a two-thirds vote of the active members present at a regular or special meeting; provided, however, that in the event any proposed changes in these By-Laws are to be voted upon at a regular or special meeting, the Secretary of the Club has given written notice to each active member at least two weeks before the meeting of the substance of the changes to be considered.

### ***Section 2. Power of Directors***

The Board of Directors may propose an amendment or the repeal of these By-Laws, which shall be approved following the procedure and voting majority established under Section 1.

## **Article VIII: Miscellaneous**

### ***Section 1. Personal Liability and Property Interest***

Members of the Club shall not be personally liable to the Club's creditors nor any indebtedness or liability of the Club. The Members shall have no property rights over the assets of the Club upon dissolution or otherwise.

### ***Section 2. Dissolution***

The Club shall not be dissolved, except:

- (i) with the consent of not less than three-fifths (3/5) of the total voting membership of the Club for the time being resident in [Country or City] expressed, either in person or by proxy, at a General Meeting convened for the purpose; or

- (ii) by the directive of the HAA.

In the event of the dissolution of the Club, all funds and other property, if any, remaining after the payment of its liabilities, shall be paid over and transferred to the President and Fellows of Harvard College for the benefit of a Harvard University.

A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies [or equivalent in the Country] and to the HAA. Following dissolution, the Club will no longer be listed in the HAA Directory or affiliated with the University.

### ***Section 3. Expense and Reimbursement Policy***

The Club will operate in accordance with a clear and transparent expense policy set by the board of directors and executed by the treasurer in the administration of activities and operations. Board/Officers shall receive no remuneration for time and effort spent on the Club activities. The Board shall coordinate an annual independent audit of the Club funds and accounts. The original receipts should be sent to the treasurer for approval and reimbursement. This policy outlines the types of expenses that can be reimbursed by the Harvard Club of [Country or City]:

- i. Direct expenses associated with Harvard Club of [Country or City] events
  - a. Thank-you gifts
  - b. Speaker expenses
  - c. Deposits
  - d. Food and beverages for specific events
  - e. Expenses related to joint Harvard Club events
- ii. Direct expenses related to the bank account
  - a. Monthly or annual fees
  - b. Check book
  - c. Direct expenses linked to the website
  - d. Name registration
- iii. In principle, the following expenses should not be reimbursed to directors in the course of their regular activities and involvement with the Club:
  - a. Transportation
  - b. Entertainment
  - c. Representation (Meals, drinks...)
  - d. Lodging

### ***Section 4. Interpretation***

All questions arising as to the interpretation of these By-Laws shall be consulted with HAA for their guidance.

### ***Section 5. Data Protection***

All personal data acquired by the Club from its Members shall only be used for Club and Harvard Alumni Association business and shall not be further processed or disclosed without the expressed consent of the Members in question and in full compliance of the pertinent data protection and privacy rules (ex. GDPR in Europe, PIPEDA in Canada). Member data must not be used for sales and marketing purposes. Furthermore, Members' data is held in trust by the President and his/her designee and shall not be shared with the Board or Club membership.

***Section 6. Notices and Notification***

All notices and notifications required utilizing the provisions hereof shall be considered sent and delivered if such notices or notifications have been served electronically by e-mailing them to the e-mail address of a Director or Member filed with the Club records. E-mail addresses shall be provided for in application forms or by other contact-address forms to be completed by Members. Where a provision hereof requires a statement, document, record, or notice to be in writing or provides for certain consequences if it is not an electronic document, message, record, and mail shall satisfy such requirements.

***Section 7. Adoption of the By-Laws***

These By-Laws have been approved and adopted by the members of the Club on [date] and shall be effective from [date]. The bylaws will first be reviewed on [date].

***Section 8. Harvard Trademark Policy***

The University grants [Name of Club] permission to use the “Harvard Club” name and other University trademarks and insignias by virtue of [Name of Club]’s recognition by the Harvard Alumni Association. The use of these trademarks is governed by the University’s use-of-name policies and guidelines, which are administered by the Harvard Trademark Program on behalf of the Provost and the University and protected by trademark law. In addition to the requirements specifically outlined in these policies and guidelines, [Name of Club] must abide by the guidelines included in the Use of Harvard Name and Other Harvard Trademarks by Harvard Clubs and Harvard Alumni Association Shared Interest Groups. Should the Harvard Alumni Association revoke recognition of [Name at Club], permission to use the name and authorized marks is simultaneously revoked.

***Section 9. Harvard Alumni Association (HAA)***

The Club shall cooperate with the HAA in carrying out the purposes of the HAA, and adhere to HAA requests and policies.