

**HARVARD CLUB
OF SOUTHERN CALIFORNIA
BY-LAWS**

Amended and Restated
as of March 4, 2014

HARVARD CLUB OF SOUTHERN CALIFORNIA
BY-LAWS
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Article I

Offices

Section 1. Principal Office. The principal office for transaction of business of the Harvard Club of Southern California (the “Club”), a California corporation, shall be located within the County of Los Angeles, State of California at such place as shall be fixed from time to time by the Board of Directors.

Article II

Classes of Membership

Section 1. Membership Generally. For purposes of these By-Laws, “Harvard University” shall include Harvard College (and the institution formerly known as Radcliffe College), the Radcliffe Institute of Advanced Study, all Harvard graduate and professional schools, the Harvard Extension School, and all non-degree programs and fellowships involving study for a semester or more in length which bear the name “Harvard” or “Radcliffe” and are sponsored by or affiliated with Harvard. The following classes of persons shall be eligible to become active members of the Harvard Club of Southern California:

1. Persons who have attended Harvard University for six weeks or more.
2. Parents of students currently enrolled at Harvard University, such eligibility to continue 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.
3. Spouses of deceased members of the Club.
4. Professors, assistant professors, instructors, lecturers, or members of a teaching hospital affiliated with Harvard Medical School, or parents of persons of such capacity, present or past, at Harvard University.
5. Holders of honorary degrees from Harvard University.

6. Students currently enrolled in Harvard University, provided that such student is actively enrolled in a course of study (a degree program or non-degree program) and/or fellowship and is in full time residence in Cambridge, MA.

7. Persons currently members of the Club.

Section 2. Active Members. For purposes of these By-Laws, an “active member” shall be a person who meets any of the eligibility criteria of the preceding Section 1 and has paid the dues established by the Board of Directors for such fiscal year.

Section 3. Special and Temporary Members. The Board of Directors may, in its discretion, (1) elect special members subject to such terms and conditions as it may determine; (2) elect to temporary membership, for a period to be determined by the Board, any person not eligible for regular membership; or (3) admit persons to the privileges of the Club for such periods and upon such terms and conditions as it may prescribe, subject to the power of the Board of Directors to withdraw such privileges at any time in its discretion. Neither special nor temporary members shall ever be granted any voting rights.

Article III

Dues

Annual dues shall be established from time to time by the Board of Directors, provided, however, that dues shall not be changed during any fiscal year for that year, nor shall any dues be imposed upon student members.

Article IV

Election of Officers and Directors and Meetings of Members

Section 1. Committee on Nominations. At or before the September regular meeting of the Board of Directors each year, or on or before October 1 of each year if there is no such September meeting, the President shall appoint a chairperson of the standing Committee on

Nominations, and such chairperson shall propose four members of the committee, who shall be appointed by the Board of Directors upon its approval of the committee members. The Committee on Nominations shall create and maintain an ongoing list of candidates for officers and directors positions and prepare nominations to fill any vacancies in the Board of the Directors and for the offices of President; Executive, Communications, Orange County, Program, Membership, Finance/Financial Aid, Radcliffe and Schools Vice-Presidents; and Secretary of the Club and such additional offices as may be designated by the Board of Directors for the period or term commencing on the following July 1. All members of the Committee on Nominations shall be active members of the Club. At least one member of the Committee shall have graduated from Harvard University no more than fifteen years prior to the date of that member's appointment to the Committee. At least one member of the Nomination Committee shall be female.

No later than the March regular meeting of the Board of Directors each year, or on or before the first day of April if there is no such March meeting, the Committee on Nominations shall announce its nominations and shall certify that each nominee is an active member of the Club. The nominations presented shall be considered final unless affirmatively rejected by a vote of a majority of the Directors present, but in no event less than ten votes. The Board of Directors shall notify the active members of the Club of such nominations by the inclusion of a copy of such nominations, together with a copy or summary of the provisions of these By-Laws stating the procedure to be followed for member-generated nominations, as an enclosure in a notice, which may be the Club's monthly newsletter, distributed (or deposited in the mail or transmitted electronically) to the active members of the Club on or about April 1 of each year. On or before April 15 in each year, any twenty-five or more active members of the Club acting together shall be entitled to file with the Secretary a nomination of any other eligible member for any such office or vacancy. Any such nomination shall be included in the election ballot and shall otherwise be made known, if possible, to the active membership in any regular mailing prior to distribution of ballots.

Unless specifically authorized by an affirmative vote of a two-thirds majority of the members of the Board of Directors, only persons who are active members of the Club and who have served for at least one year as a regular director or ex officio director (each as defined in Article V, Section 1 below) within the preceding six years shall be eligible to be nominated for President or Vice-President of the Club. Unless specifically authorized by an affirmative vote of a two-thirds majority of the Board of Directors, only women who are active members of the Club and who have served for at least one year as a regular or ex officio member of the Board of Directors within the preceding six years shall be eligible to be nominated for Radcliffe Vice-President. Only persons nominated in accordance with the provisions of this Section and who are active members of the Club shall be eligible to be elected as directors or officers of the Club. Only active members of the Club shall be eligible to serve as a committee chairperson. Notwithstanding the foregoing, any person who is so nominated, elected, appointed or serving in any such capacity shall be deemed continuously eligible unless and until such person receives actual notice of such ineligibility and the reason for such ineligibility, and fails within ten days of receiving such notice to tender the Membership Vice-President, Finance/Financial Aid Vice-President and/or Secretary his/her current or outstanding dues.

Section 2. Annual Meeting. A meeting of all active members of the Club shall be held each year before the close of the fiscal year at such time and place as may be designated by the President. At such meeting, results of the election of officers and directors shall be announced, reports of the affairs of the Club shall be made, and any other business shall be transacted which is within the power of the active members.

Section 3. Balloting. On or about May 1, but in any event not later than 15 days before the date of the annual meeting, a ballot containing the names of the nominee or nominees for each office and each position as a director shall be mailed or transmitted electronically to each active member at their last known mailing address or email address. Said ballots shall be in such form and shall contain such instructions as may be prescribed by the Board of Directors.

To be counted, ballots must be signed, returned to and in the hands of the Secretary in accordance with instructions written on or furnished with the ballot not later than 5:00 P.M. on the day prior to the date of the annual meeting. Ballots received after the expiration of said time will not be counted.

Section 4. Results. The votes shall be counted by a committee of at least three active members appointed by the President, or if no such committee is appointed, then by the Secretary. The Secretary shall retain all records relating to the ballots and vote counting for one year. The election of any nominated Board member or officer shall not be effective if said nominee is not an active member of the Club at the time of the Annual Meeting when the names of the successful candidates are to be announced to the membership. If for some reason, the election results cannot be announced at the annual meeting, the results shall be reported in the next notice or newsletter distributed to the active members after results have been determined. The Secretary shall notify the nominees in writing as to the results of the election, and the Secretary or the Committee on Nominations shall submit a written report thereof to the Board of Directors at its next meeting. Such report shall be incorporated in the minutes of the meeting.

Section 5. Votes to Elect. A plurality of votes cast shall be sufficient to elect, and the candidate receiving such plurality shall be declared elected for a term of office commencing on July 1 of the year in which the election was held. Ties, or disputes as to the results of any such election, shall be resolved by vote of the Board of Directors at the Board's next meeting, and in any event prior to July 1.

Section 6. Special Meetings. Special meetings of the active members of the Club for any purpose may be called at any time by a majority of the Board of Directors. If twenty-five or more active members of the Club file a written request, setting forth a brief summary of the proposed business, with the Secretary of the Club requesting a special meeting of active members, the Board shall thereupon cause a special meeting to be announced in the next monthly

newsletter (or by mail). Such meeting shall be called not less than ten nor more than thirty days from the date notice of the holding of such special board meeting was transmitted to the members of the Club pursuant to Section 7, infra.

Section 7. Notices. Written notice of each annual meeting or of any special meeting shall be given to all active members, either personally, by mail, charges prepaid, addressed to each member at his or her last known address on the records of the Club, facsimile, electronic mail or other electronic transmittal, not less than ten days before such meeting. Such notice shall specify the place, date and hour of such meeting, and except for the annual meeting, shall state with particularity what items of business are to be considered at such meeting.

Section 8. Quorum. The presence at any annual or special meeting of twenty-five or more active members of the Club shall constitute a quorum for the transaction of business; provided, however, that irrespective of the number of active members present, the election of officers and directors pursuant to the provisions of this Article IV shall be valid and the persons thus elected as members of the Board of Directors and as officers shall take office on July 1. Except for the election of officers and directors, voting at any such meetings may be viva voce or by ballot. No member shall have the right to vote by proxy.

Article V

Board of Directors

Section 1. Number and Qualifications. The Board of Directors shall consist of 18 directors who are not officers (“regular directors”), and, in addition thereto, the persons holding the following offices, and any further offices established in accordance with these By-Laws, shall be directors with full voting powers (“ex officio directors”): the President; Executive Vice-President; Vice-Presidents for Communications, Orange County, Programs, Membership, Finance/Financial Aid, Radcliffe and Schools; the Secretary; any additional officers elected by the membership; and the immediate past President of the Club. In accordance with Article VI,

Section 1, the Club may elect more than one person to fill the roles of any given officer (e.g., Co-Vice Presidents for Communications or Co-Vice Presidents for Programs). In that case, the total number of ex officio directors then serving shall be increased to reflect such additional officers, and each such person shall have full voting powers exercisable independently.

Section 2. Powers of Directors. Subject to the powers of the active members as provided by law, or as herein set forth, all corporate powers of the Club shall be exercised by the Board of Directors. The Board shall exercise its powers generally, unless specified otherwise herein, by a majority vote of all Board Members present at a regularly noticed or special meeting, or by simple majority of all Board members electronically if such vote is authorized by the President. The Board's powers of overseeing Club affairs, including motions, approvals, endorsements and enactments of rules, policies and procedures of the Club are limited to extent that such actions, rules, policies and procedures may not be inconsistent with the Articles of Incorporation of the Club or these By-Laws. To the extent that any official action, vote or enactment of the Board is inconsistent with either these Bylaws or the Articles, the Bylaws and Articles will control. Without limiting the generality of the foregoing, the Board of Directors shall have the following specific powers:

(a) To select and/or remove at its discretion, with or without cause, all agents and employees of the Club; to prescribe the duties and responsibilities of the officers, agents and employees of the Club; to fix their compensation, if any, and to require from them a bond or security for faithful service. The Board, in its sole discretion, may remove any officer at any time with or without cause. In the event the Board removes an officer who has been elected by the members, the Board shall forthwith notify the members of such action; any officer so removed may be replaced by the Board. Such replacement officer shall hold office until the next election by the active members of the Club.

(b) To conduct, manage and control the affairs and business of the Club, and to make such guidelines, rules, and policies.

(c) To change the principal office for the transaction of the business of the Club; to adopt or change the fiscal year of the Club; to adopt or change the corporate seal of the Club.

(d) Subject to the provisions of Article VIII of these By-Laws, to borrow money and incur indebtedness for the purpose of the Club, with or without security, and to cause to be executed and delivered therefor in the name of the Club promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

Section 3. Election and Term of Office. Six regular members of the Board of Directors shall be elected at each annual election, as hereinabove provided, for a term of office of three years to commence on July 1st following such election. In addition, there shall be elected at each annual election such additional directors as shall be necessary to complete any unexpired terms or any vacancies created by any increase in the number of directors. If any such election is not held, the directors may be elected at the annual meeting or any special meeting of the members held for that purpose. All directors shall hold office until their respective successors are elected as herein provided, except as provided in Article V, Section 4 of these By-Laws.

Section 4. Vacancies. A vacancy among regular directors may be filled by a vote of the Board of Directors, and each regular director so elected shall hold office until his or her successor is elected at the next annual election of directors or a special meeting of the active members. A vacancy or vacancies in the Board of Directors shall be deemed to exist if the following occur: (a) a director dies, resigns, is removed or otherwise terminates his/her tenure in office; (b) a director ceases to be an active member of the Club; (c) the authorized number of directors is increased; (d) the director misses three or more consecutive meetings and is removed

as a director pursuant to the provisions for removal of directors (infra) or (e) the active members fail to elect the full authorized number of directors at the annual election or at a special meeting called for such purpose. The tenure of any regular or ex officio director may, in the discretion of the Board of Directors, be terminated and a vacancy on the Board deemed to exist in the event that any such director to whom any required notice of such meetings was duly and properly given either (i) has been absent from three successive meetings, whether regular or special, of the Board of Directors, unless reasons for his or her absence was previously presented to and excused by the President of the Club and the Board acts in its discretion to remove the director or (ii) during any fiscal year of the Club has attended in person fewer than three working meetings (not including parties or dinners), regardless of whether any of the absences was excused by the President or Board of Directors. Further, the Board of Directors in its discretion may terminate the tenure of any regular or ex officio director if such director has failed to fulfill any minimum requirements for performance as a member of the Board of Directors as set forth herein or otherwise established by the Board of Directors from time to time.

Section 5. Place and Time of Meetings. Regular or special meetings of the Board of Directors shall be held at such time within Southern California at any place designated from time to time as proposed by the President of the Club and approved by the Board of Directors.

Section 6. Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President or, if he or she is absent, unable or refuses to act, by a Vice-President or by any two directors.

Section 7. Notices. No notice of regular meetings need be given. Notice of the time and place of special meetings shall be given to each director by mail or other form of written communication, including facsimile and electronic mail, charges prepaid, addressed to him or her at the last known address shown in the records of the Club. In case such notice is mailed or electronically transmitted, it shall be deposited in the United States mail or transmitted at least

forty-eight hours prior to the time of holding the meeting. In case such notice is given personally, it shall be so given at least twenty-four hours prior to the time of the holding of the meeting.

Section 8. Notice of Adjournment. Notice of the time and place of continuing an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned.

Section 9. Waiver of Notice and Action without Meeting. The transactions of any meeting of the Board of Directors, however called or noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporation records or made a part of the minutes of the meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, by electronic vote delivered via email, if three quarters of the current members of the Board shall individually or collectively consent in writing, including via facsimile or email, to such proposed action, and no member of the Board affirmatively objects. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 10. Quorum and Voting. The presence of a majority of all elected directors, regular and ex officio, shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every action or decision done or made by a majority of said directors voting at a meeting duly held at which a quorum is present shall be regarded as the valid act or decision of the Board of Directors, except as otherwise herein specifically provided. All regular directors and all ex officio directors shall have equal voting rights.

Section 11. Adjournment. A quorum of the directors may adjourn any board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, may adjourn without need for further notice until the time fixed for the next regular meeting of the Board.

Article VI

Officers

Section 1. Officers. The officers of the Club shall always include a President, an Executive Vice-President, a Communications Vice-President, an Orange County Vice-President, a Program Vice-President, a Membership Vice-President, a Finance/Financial Aid Vice-President, a Radcliffe Vice President, a Schools Vice-President and a Secretary. The Club may also have one or more additional officers nominated in accordance with these By-Laws and elected by the active members. When their duties do not conflict, one person, other than the President, may hold more than one of such offices. Further, the Board may nominate for election by the members of the Club more than one person to fill the roles of any given officer (e.g., Co-Executive Vice-Presidents or Co-Program Vice-Presidents).

Section 2. Election and Term of Office. Officers shall be elected by the active members and shall hold office for one year commencing on July 1 or until they shall resign, are removed or otherwise become incapacitated or disqualified to serve.

Section 3. Vacancies. Except as provided in Section 2(a) or Section 4 of Article V, a vacancy in any office because of the death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors. An officer may be removed at the discretion of the Board if such officer ceases to be an active member of the Club or if the Board otherwise has the cause to remove such officer in accordance with these By-Laws.

Section 4. President. Subject only to oversight by the Board of Directors as set forth

herein, the President shall assume responsibility for general supervision, direction and control of the business and affairs of the Club, including without limitation, supervision and control over all committees and subcommittees of the Club. The President (or his/her designee) shall preside at all meetings of the members and directors, and shall be an ex officio member of all committees. The President shall be the liaison between the Club and the Harvard Alumni Association. The President shall have the authority to bind the Club, and all contracts and obligations of the Club shall be signed by the President or by a member of the Club acting pursuant to the President's direction or with his/her knowledge and approval. The President shall have such other powers and duties as may be prescribed at any time by the Board of Directors. The President may not continue in office for more than three consecutive terms, unless an express exception to this requirement is authorized in an appropriate exigency by a vote of $\frac{3}{4}$ of the Board.

Section 5. Vice-Presidents. In the absence or disability of the President, the Executive Vice-President shall perform the duties of the President, and when so acting shall exercise all the powers of the President. If there is more than one Executive Vice-President, the President, if able, shall designate which Executive Vice-President shall act in the President's stead. If the President is unable to so designate, then the Executive Vice-Presidents, and if desired by the Board the other Vice-Presidents as well, on a rotating basis as established by the Board of Directors, shall perform all the duties of the President, and when so acting shall exercise all the powers of the President. Any Vice-President, in addition to having such duties as prescribed under this Article, shall have such other powers and perform such other duties as may be prescribed at any time by the Board of Directors.

Section 6. Executive Vice-President. It is presumed that the Executive Vice-President of the Club, or, if there is more than one, then one of the Executive Vice-Presidents, shall be the successor to the current Club President. Notwithstanding the foregoing, the Nominating Committee retains the exclusive discretion to select the most suitable candidate to serve as the next President. Subject to the discretion and control of the President and the Board,

the Executive Vice-President shall share all duties and responsibilities of the President and shall act in the President's place and exercise all appropriate Presidential duties and authorities in the President's absence or disability in accordance with Article VI, Section 5 above.

Section 7. Program Vice-President. The Program Vice-President shall chair the Program Committee and shall appoint such committee members and event chairpersons as necessary to assist him/her in carrying out the functions of the Program Committee. The Program Vice-President shall keep a current calendar of all scheduled events, activities and programs being planned or undertaken by the Club and shall be responsible for ensuring that notices of such program events are adequately publicized in the Club newsletter or by some other means.

Section 8. Membership Vice-President. The Membership Vice-President shall chair the Membership Committee and shall appoint such committee members as necessary to assist him/her in carrying out the functions of the Membership Committee. Such Vice-President, or his or her delegate, shall at all times keep an accurate record of all current active, special, temporary and student members of the Club, and shall report periodically as well as annually to the Board of Directors on the state of the membership prior to the close of the fiscal year. Such Vice-President shall have responsibility for collecting all dues and accompanying contributions to the Club, and shall coordinate with the Finance/Financial Aid Vice-President in depositing such monies in an appropriate Club bank account. The records of the Membership Vice-President shall be considered conclusive as to the status of any person who claims to be a member of the Club.

Section 9. Finance/Financial Aid Vice-President. The Finance/Financial Aid Vice-President shall chair the Finance/Financial Aid Committee and shall appoint such committee members as necessary to assist him/her in carrying out the functions of the Finance/Financial Aid Committee. Such Vice-President shall prepare and submit the annual budget as prescribed in

Article VIII, Section 2, and shall oversee all Club fundraising operations and goals. Such Vice-President shall keep and maintain adequate and correct accounts of the assets, liabilities and business transactions of the Club, and shall submit periodic reports and an annual report thereof to the Board of Directors or to the active members of the Club. The Finance/Financial Aid Vice-President shall make the books of the Club available for inspection by members of the Board of Directors at any reasonable time after reasonable notice to the Finance/Financial Aid Vice-President. Such Vice-President shall (a) collect all monies due the Club, such as by check, cash, or on-line charging, (b) shall oversee, in conjunction with the Membership Vice-President, the collection of dues and contributions to the Club, (c) shall review all program accounting, and (d) shall provide data for the preparation of, and be responsible for, the filing of annual tax returns. Such Vice-President shall cause all monies received to be deposited in the name and to the credit of the Club with such depositories as may be designated by the Board of Directors, and shall disburse the funds of the Club as directed by the President and/or the Board of Directors.

Section 10. Schools Vice-President. The Schools Vice-President shall chair the Schools Committee, and shall appoint such co-chairs, area chairs and other committee members as may be necessary or appropriate to carry out the functions of the Schools Committee. The Schools Vice-President shall act as the liaison between the Club and the Harvard Office of Admissions and Financial Aid, and shall report to the Board of Directors on the progress and results of the committee's efforts.

Section 11. Communications Vice-President. The Communications Vice-President shall be responsible for maintaining and overseeing the Club's principal means of communication with its members. The primary duties of the Communications Vice-President shall include the administration of the Club newsletter and web site, the coordination of necessary event details with other local Harvard and Ivy League alumni organizations, and other duties related to the dissemination of Club and University-related information to the general membership.

Section 12. Orange County Vice-President. The Orange County Vice-President is responsible for building the Club's visibility and membership in Orange County. The Vice-President will work closely with the Vice-Presidents for Programs and Membership in coordinating all events and membership inquiries from the region. The Vice-President will report to the Board on a monthly basis and will act as the Club's regional liaison with other alumni organizations.

Section 13. Radcliffe Vice-President. The Radcliffe Vice-President shall chair the Radcliffe Committee and shall act as liaison between the Club, the Radcliffe Institute for Advanced Study, and the Radcliffe Special Interest Group and shall be the member of the Board of Directors particularly representing the interests of graduates of Radcliffe College, all female graduates of Harvard University and all other female members of the Club. The Radcliffe Vice-President shall have all necessary powers and correlative duties as may be necessary or appropriate for the discharge of her mandate.

Section 14. Secretary. The Secretary shall keep the minute book of all meetings of the directors and of the members and shall give all notices provided for herein; the minute book shall relate the time, place and nature of notice of meetings, whether regular, annual or special, the names of those present at directors' meetings, the number of regular members present at meetings of members, and all records of the proceedings of each meeting. At least two weeks prior to the next meeting of the Board of Directors, the Secretary, with express approval of the Board of Directors or two other officers, shall give notice to any director who has been absent from two successive meetings without approval as provided in Section 4 of Article V. The Secretary shall keep the seal of the Club in safe custody and shall have such other powers and perform such other duties as may be prescribed at any time by the Board of Directors.

Section 14. Past President. The Immediate Past President of the Club shall be an ex officio member of the Board of Directors, with full voting powers. The Immediate Past

President shall provide advice and counsel to the Board and perform such other duties as designated by the Board of Directors from time to time and accepted by the Immediate Past President. The Immediate Past President shall continue in office until a new President is elected and, as a result, a more recent past President shall assume the office of Immediate Past President.

Article VII

Committees

Section 1. Standing Committees. In addition to the Committee on Nominations, the following standing committees of the Board may be established, each to be chaired by its respective Vice-President as prescribed in Article VI: Program Committee, Membership Committee, Finance/Financial Aid Committee, Communications Committee, Radcliffe Committee and Schools Committee. An Awards Committee may also be established as a standing committee, with its chairperson appointed annually by the President at the September Board of Directors meeting, or approximately October 1st of each year if there is no September Board meeting. Additional members of the Awards Committee, ideally four additional persons, but no less than two additional persons, shall be appointed by the Chair of the Awards Committee, subject to Board approval. The functions and purposes of the aforementioned committees shall be as follows:

(a) **Program Committee.** The Program Committee shall serve to maintain an enlightening, stimulating and informative variety of social, cultural, academic and fundraising programs. It shall consist of the Program Vice-President, whose duties and responsibilities are set forth in Article VI, Section 7, hereof, and such other committee members as may be necessary to assist the Program Vice-President in the discharge of his/her duties. All persons responsible for a program, or the Program Vice-President shall provide to the Vice-President Finance/Financial Aid an accurate and complete accounting of all program receipts and expenditures, along with supporting documentation, for each program.

(b) **Membership Committee.** The Membership Committee, headed by the Membership Vice-President, whose duties and responsibilities are set forth in Article VI, Section 8, hereof, shall serve to fulfill the following functions: to keep an accurate record of all active, special, temporary and student members of the Club; to stimulate growth in the membership of the Club; to coordinate annual membership renewal and new member sign-up.

(c) **Finance/Financial Aid Committee.** The Finance/Financial Aid Committee shall be headed by the Finance/Financial Aid Vice-President, whose duties and responsibilities are set forth in Article VI, Section 9, hereof. The Committee shall assist the Finance/Financial Aid Vice-President in, among other things, the preparation of the annual budget of the Club and shall be responsible with regard to any insurance needed by the Club in order to carry out the activities in a responsible manner.

(e) **Schools Committee.** The Schools Committee shall be headed by the Schools Committee Vice-President, whose duties and responsibilities are set forth in Article VI, Section 10, hereof, and by such co-chairpersons that the Schools Committee Vice-President may appoint. The Schools Committee shall have responsibility for the recruitment and interviewing of prospective undergraduates to Harvard, including qualified minority candidates, athletes and others with special skills or unique talents.

(d) **Communications Committee.** The Communications Committee shall be headed by the Communications Vice-President, whose duties and responsibilities are set forth in Article VI, Section 11, hereof. The Communications Committee shall cause the activities of the Club to be communicated to the active members of the Club. The Communications Committee shall be responsible for publishing a newsletter, whether delivered to the members by mail or

electronic communication, as may be determined by the Board of Directors from time to time. The Communications Committee may also maintain a website for the Club and may implement additional types of communications with Club members, such as email blasts and electronic bulletin boards.

(f) **Radcliffe Committee.** The Radcliffe Committee shall consist of the female members of the Board of Directors and shall be headed by the Radcliffe Vice-President, whose duties and responsibilities are set forth in Article VI, Section 13, hereof. The Radcliffe Committee shall serve to advance the interests of the female members of the Club by promoting programming, fundraising and/or other matters relating to the Radcliffe Institute for Advanced Study, the Radcliffe Special Interest Group = and to women alumnae in general.

(g) **Awards Committee.** The Awards Committee shall be responsible for searching out and recommending for Board approval worthy candidates for the John Harvard Award and the Excellence in Education Award, to be presented at the Annual Dinner of the Club. The Committee may also consider additional awards to be presented to noteworthy candidates at such Annual Dinner, subject to Board approval. The nature of such awards, the selection criteria utilized in the awards process, and the proposed candidates therefor shall be presented to the Board of Directors for its approval, by majority vote, no later than three months (or at least two Board meetings) prior to the Annual Dinner.

Section 2. Other Committees. The Board of Directors may establish from time to time, in addition to the Committee on Nominations and the standing committees, such other committees as the Board deems appropriate to carry out the functions of the Club. Such committees may include, but shall not be limited to, Recent Graduates Committee, Graduate

Schools Committee, Prize Book Committee, Community Service Committee, and committees for outreach to members of the Club from various demographic groups. The chairperson of any committee established pursuant to this Section 2, or Section 1(e) of Article VII, shall be appointed by and may be removed at the discretion of the President.

Section 3. Service on Committees. Any director, whether regular or ex officio, shall be eligible to serve as a chairperson of a committee. Any director, whether regular or ex officio, shall be eligible to serve as a member of a committee, and the chair of a committee may appoint any active member of the Club as a member of a committee.

Article VIII

Budget

Section 1. Fiscal Year. The fiscal year for the Club shall be from July 1 to June 30, unless changed by vote of the Board of Directors.

Section 2. Submission and Adoption. A proposed annual budget, prepared by the Finance/Financial Aid Vice-President, shall be submitted to the Board of Directors on the occasion of or prior to the September 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 with respect to appropriations shall be binding, until amended, upon the Club, its Board of Directors, its officers and its members.

Section 3. Use of Funds Raised. All contributions made by the Club to Harvard College for scholarship/financial aid purposes, shall be handled by the Vice-President of Finance/Financial Aid. Such funds shall be disbursed in accordance with the direction of the Board of Directors. Any distributions from the Club's Scholarship Trust Fund residing at Harvard University shall be subject to the control and direction of the Board of Directors and

must be authorized in writing by the Vice-President of Finance/Financial Aid. If so determined by a majority vote of the Board of Directors, donations received by the Club, unless specifically earmarked otherwise by the donor, may be used for directly assisting needy students toward the fulfillment of their financial aid package, for providing summer fellowships to current Harvard students, for assisting qualified needy students in preparing for admission, for supporting recruitment visits to Harvard, or for other purposes as approved by the Board of Directors from time to time.

Article IX

Personal Liability and Property Interest

No member of the Club now or hereafter shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to the Club's assets for payment. The members of the Club shall have no property rights in the assets of the Club, upon dissolution or otherwise.

Article X

Interpretation

All questions arising as to the interpretation of the By-Laws shall be referred to a By-Law committee which shall be appointed by the President, as necessary, but shall be determined finally by a majority vote of a quorum of the Board of Directors. Such decision of the Board shall be final unless overruled by the Club's active members at a general or special meeting.

Article XI

Amendments of By-Laws

Section 1. Power of Members. These By-Laws may be amended or repealed and new By-Laws adopted, by the majority 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 shall provide 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. These By-Laws may be amended or repealed and new By-Laws adopted, independent of the vote of the active members of the Club, by the vote of two-thirds of the entire number of directors, subject only to the right of the members as provided in Section 1 of this Article XI to adopt different By-Laws or amend or repeal these By-Laws, and except for any change in the authorized number of regular directors of the Club. It shall be the duty of the Board of Directors to give to the members with the notice of each annual meeting of the Club such amendments to these By-Laws, or a summary thereof, as may have been made by the Board of Directors during the year immediately preceding such meeting.