

HARVARD CLUB OF SOUTHERN CALIFORNIA BY-LAWS

Amended and Restated as of April 7, 2021

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I.
Offices

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 either the County of Los Angeles or County of Orange, State of California at such place as shall be fixed from time to time by the Board of Directors.

II.
Membership

1. **Membership Eligibility.** Active membership in the Club shall be open to any person who:
- a. has received a degree awarded by Harvard University,
 - b. has completed one semester at Harvard University or Radcliffe College as a student or an instructor,
 - c. has received a certificate of completion from an official program of the University of six weeks or more in length,
 - d. has received an honorary degree from Harvard University,
 - e. is a parent of a current undergraduate at Harvard, such eligibility to continue after the graduation of the student, provided the parent remain active members of the Club at the time of graduation and continue to be so,
 - f. is a professor, assistant professor, instructor, lecturer or member of a teaching hospital affiliated with Harvard Medical School

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

3. **Special Members.** The Board of Directors or the President may (1) elect special members subject to such terms and conditions as may be determined, (2) elect to membership, any person not eligible for regular membership for a period to be determined by the Board or the President 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. Special members shall not be granted voting rights.

4. **Club Member Conduct.** The Board of Directors may terminate or suspend membership of any member for conduct that is harmful to the welfare of the Club or to any individual member of the Club.

III.
Dues

1. Annual or periodic dues shall be established by the Board of Directors. Dues may not be changed during any fiscal year for that year nor shall any dues be imposed upon student members.

IV.
Election of Officers and Directors

1. **Committee on Nominations.** At or before the September regular meeting of the Board of Directors (or by October 1 if there is no September meeting), the President shall appoint a chair of the standing Committee on Nominations (the “committee”), who shall be approved by the Board of Directors. Such chair shall subsequently propose at least four members of the committee. The committee shall create and maintain a list of candidates for officer and director positions and prepare nominations to fill vacancies on the Board of Directors and for the offices of President; Executive Vice President; Communications, Finance, Membership, Orange County, Programs, Radcliffe, and Schools Vice Presidents; Secretary; and any 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 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. The composition of the committee should reflect the gender diversity of the Club. The committee shall have discretion and authority to propose officers and directors for any term and to propose removal of a director whose term has not otherwise expired if, in the judgment of the committee, such selection or removal is in the best interests of the Club.

2. **Nominations Slate.** At the March regular meeting of the Board of Directors each year, or on or before April 1, the Committee on Nominations shall announce its nominations slate and certify that each nominee is an active member of the Club. The nominations slate 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 transmit notice of its nominations slate to the active members of the Club by letter, email or newsletter. Such notice shall include a list of the nominees and a copy of Article IV, Section 3 of these By-Laws setting forth the procedure to be followed for member-generated nominations.

3. **Member-Generated Nominations.** Any twenty-five active members of the Club may transmit the nomination of any other eligible member for any officer or director vacancy to the Secretary on or before April 10. Any such nomination shall be included in the election ballot and communicated, if possible, to the active membership prior to the distribution of ballots.

4. **Eligibility.** Unless specifically authorized by an affirmative vote of two-thirds of the Board of Directors, only active members of the Club who have served for at least one year as a regular director or ex officio director (defined in Article VI, Section 1) within

the preceding six years is eligible to be nominated for President and Executive Vice-President. Only active members of the Club nominated in accordance with the provisions of this article shall be eligible to be elected as directors or officers of the Club. Likewise, only active members of the Club shall be eligible to serve as a committee chair. Notwithstanding the foregoing, any person who is nominated, elected, appointed or serving in any official capacity, shall be deemed continuously eligible unless and until such person receives actual notice of their ineligibility and the reason for such ineligibility. If the ineligibility is due to a failure to pay dues, the person may reinstate their active membership by tendering any outstanding dues within 10 days of receiving notice.

5. **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 nominees for each officer and director position 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.

6. **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, by the Secretary. The Secretary shall retain all records relating to the ballots and vote counting for one year. The election of any nominated director or officer shall not be effective if said nominee is not an active member of the Club at the time of the annual meeting. 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 of 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.

7. **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 its next meeting, no later than July 1.

V.

Meetings of Board of Directors, Special Meetings, and Annual Meetings of Members

1. **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. Such meeting may be held “virtually” or via telephone conference if specifically authorized by the President and one other officer. 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.

2. **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. Alternatively, if thirty-five or more active members of the Club file a written request with the Secretary, setting forth a brief summary of the proposed business, the Board of Directors shall call a special meeting of the active membership. Notice of such meeting shall be published in the next monthly newsletter. Such meeting shall be called not fewer than ten nor more than thirty days from the date that the notice was transmitted to the members of the Club pursuant to Article VI, Section 7.

3. **Notices.** Written notice of the annual meeting or any special meeting shall be given to all active members, either personally; by mail (addressed to each member at their last known address on the records of the Club); by facsimile; or by email 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.

4. **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. However, regardless of the number of active members present at the annual meeting, the election of officers and directors pursuant to the provisions of this Article IV shall be valid and the persons thus elected as officers and directors shall become effective on July 1. Except for the election of officers and directors, voting at any such meetings may be via voice or by ballot. No member shall have the right to vote by proxy.

VI. **Board of Directors**

1. **Number and Qualifications.** The Board of Directors shall consist of 18 directors who are not officers (“regular directors.”) In addition, 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”): President; Executive Vice President; Communications, Finance, Membership, Orange County, Programs, Radcliffe, and Schools Vice Presidents; Secretary; any additional officers elected by the membership; and the immediate past President of the Club. In accordance with Article VII, Section 1, the Club may elect more than one person to fulfill the duties of any given office. 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. At all times, the Club shall have a least one director who received a degree from Harvard University within the past fifteen years and shall make best efforts to seat additional recent graduates.

2. **Powers of Directors.** Subject to the powers of the active members as provided in these By-Laws, 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 directors present at a regularly noticed or special meeting or by a majority vote of all directors electronically if such vote is authorized by the President and conducted pursuant to Article VI, Section 9. The Board's powers and responsibilities of overseeing the business and affairs of the Club include, but are not limited to, motions, approvals, endorsements, and enactments of rules, policies, and procedures of the Club.

To the extent that any official action, vote or enactment of the Board is inconsistent with these Bylaws or the Articles of Incorporation of the Club, those documents will control. Without limiting the generality of the foregoing, the Board of Directors have and may exercise the following specific powers:

- a. To select and remove at its discretion, with or without cause, all agents and employees of the Club; to prescribe their duties and responsibilities; and to fix their compensation.
- b. To prescribe the duties and responsibilities of the directors of the Club and demand their comportment with the Club's Code of Conduct, Conflicts of Interest Policy, and Duties and Responsibilities for Board Directors. The Board of Directors may terminate or suspend the membership of any director for conduct harmful to the welfare of the Club or to any individual member of the Club. The Board of Directors has full and final discretion in determining "harmful" as used in this section. In the event the Board removes a director who has been elected by the members, the Board shall forthwith notify the members of such action. Any director so removed may be replaced by the Board. Such replacement director shall hold office until the next election by the active members of the Club.
- c. To terminate or suspend membership for any conduct by a member that is harmful to the welfare of the Club, the Board of Directors of the Club or any member of the Club. The Board of Directors has full and final discretion in determining "harmful" as used in this section.
- d. To conduct, manage, and control the affairs and business of the Club; to make such guidelines, rules, and policies; and to direct an officer of the Club to execute any legal documents necessary or appropriate in managing the affairs of the Club.
- e. To change the principal office for the transaction of the business of the Club, to adopt or change the fiscal year of the Club, and to adopt or change the corporate seal of the Club.
- f. Subject to the provisions of Article IX, to incur indebtedness or credit for the use of the Club, with or without security, and to cause to be executed and delivered promissory notes or other financial instruments in the name of the Club related to any debt, credit or other financial obligation.

3. **Election and Term of Office.** Six regular members of the Board of Directors shall be elected at each annual meeting, as hereinabove provided, for a term of office of three years to commence on July 1. In addition, there shall be elected at each annual

meeting 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 meeting is not held, the directors may be elected at any special meeting of the members held for that purpose. All directors shall hold office until either their respective successors are elected as herein provided or they are removed as a director for any reason authorized by these By-Laws.

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 their successor is elected at the next annual election of directors or a special meeting of the active members. A vacancy in the Board of Directors shall be deemed to exist if any of the following occur: (a) a director dies, resigns or is removed from the Board of Directors; (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 meetings during each year of their term without excused absence in advance and is removed as a director pursuant to the provisions for removal of directors 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 be terminated by the Board of Directors in its discretion, and a vacancy on the Board deemed to exist, if the director has been absent from three meetings without an excused absence during the fiscal year of the Club, or has attended fewer than three working board meetings in person, regardless of whether any of the absences was excused by the President. If meetings are not being held in person, this requirement may be waived. 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 the minimum requirements for performance as a member of the Board of Directors as established by the Board of Directors from time to time.

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 and approved by the Board of Directors.

6. **Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by the President or any two officers or any four directors.

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 email, addressed to the director 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.

8. **Notice of Adjournment.** Notice of the time and place of a continuing but adjourned meeting need not be given to any absent directors if the time and place for the continuing meeting is fixed at the meeting so adjourned.

9. **Waiver of Notice and Action without Meeting.** The Board of Directors is authorized to conduct business and take actions by written (including electronic) consent or a virtual meeting with the same force and effect as if conducted at a regular monthly or special meeting as long as the following conditions are met: (1) written notice of the proposed action is transmitted to board members; and (2) three-fourths of the board members give their written approval to the secretary of the proposed action. Such written approvals shall be lodged with the minutes of Board at its next regular meeting.

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.

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 board at any meeting, either regular or special, may adjourn without need for further notice until the time fixed for the next regular meeting of the Board.

VII. **Officers**

1. **Officers.** The officers of the Club shall include a President, an Executive Vice President, a Communications Vice President, a Finance Vice President, a Membership Vice President, an Orange County Vice President, a Programs 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 fulfill the duties and responsibilities of any given office.

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.

3. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or incapacity 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 the Board determines that it is in the best interests of the Club to exercise its discretion to remove such officer.

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 their designee) shall preside at all meetings of the members and directors and shall be an ex officio member of all committees. The President shall have authority to create any ad hoc committee of the Club. 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 issue and enter into all contracts and obligations of the Club, including the power to sign any contract, and to designate another officer or agent to sign any contract binding the Club. 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 by an affirmative vote of three quarters of the Board.

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, any other Vice Presidents on a rotating basis as established by the Board, 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.

6. **Executive Vice President.** It is presumed that the Executive Vice President or, if there is more than one, then one of the Executive Vice Presidents, will be the successor to the current President. Notwithstanding the foregoing, the Committee on Nominations retains the discretion to recommend the most suitable candidate to serve as the next President. Subject to the Board's ability to disapprove of any proposed nomination as set forth in Article IV, Section 1, 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 VII, Section 5.

7. **Communications Vice President.** The Communications Vice President shall chair the Communications Committee and shall appoint such committee members as necessary to assist them in carrying out the functions of the Communications Committee. 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, website, and any social media sites in the name of the Club; the coordination of necessary event details with other local Harvard and Ivy League alumni organizations; and any other duties related to the dissemination of Club and University-related information to the general membership.

8. **Finance Vice President.** The Finance Vice President shall chair the Finance Committee and shall appoint such committee members as necessary to assist them in carrying out the functions of the Finance Committee. The Finance Vice President shall

prepare and submit the annual budget as prescribed in Article IX, Section 2, and shall oversee all Club fundraising operations and goals. The Finance 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 to the Board of Directors and an annual report thereof to the active members of the Club. The Finance Vice President shall make the books of the Club available for inspection by members of the Board of Directors at any reasonable time upon reasonable notice. The Finance Vice President shall collect all monies due the Club, such as by check, cash or on-line charging; oversee, in conjunction with the Membership Vice President, the collection of dues and contributions to the Club; review all program accounting; and provide data for the preparation of, and be responsible for, the filing of annual tax returns. The Finance 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 or the Board of Directors.

9. **Membership Vice President.** The Membership Vice President shall chair the Membership Committee and shall appoint such committee members as necessary to assist them in carrying out the functions of the Membership Committee. The Membership Vice President shall keep an accurate record of all active and special members of the Club, and shall report periodically to the Board of Directors on the state of the membership, as well as annually, prior to the close of the fiscal year. In coordination with the Finance Vice President, the Membership Vice President shall be responsible for collecting all dues paid by members to the Club.

10. **Orange County Vice President.** The Orange County Vice President shall chair the Orange County Committee and shall appoint such committee members as necessary to assist them in building the Club's visibility and membership in Orange County. The Orange County Vice President will work closely with the Vice Presidents of Programs and Membership in coordinating all events and membership inquiries from the region. The Orange County Vice President will report to the Board on a monthly basis and will act as the Club's regional liaison with other alumni organizations.

11. **Programs Vice President.** The Programs Vice President shall chair the Programs Committee and shall appoint such committee members and event chairs as necessary to assist them in carrying out the functions of the Programs Committee. The Programs 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 other means.

12. **Radcliffe Vice President.** The Radcliffe Vice President shall chair the Radcliffe Committee and shall appoint such committee members as necessary to assist them in carrying out the functions of the Radcliffe Committee. The Radcliffe Vice President shall act as liaison between the Club and the Radcliffe Institute for Advanced Study, and the Alumnae-i Network for Harvard Women Special Interest Group and shall represent the interests of graduates of Radcliffe College and all those interested in those issues relating to Radcliffe College. The Radcliffe Vice President shall have all necessary

powers and correlative duties as may be necessary or appropriate for the discharge of their mandate.

13. **Schools Vice President.** The Schools Vice President shall chair the Schools Committee and shall appoint such committee members as necessary to assist them in carrying 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 Schools Committee's efforts.

14. **Secretary.** The Secretary shall keep the minutes of all meetings of the directors, record any actions taken by the Board without a meeting, and issue all notices provided for in these By-Laws. The minutes shall relate the time, place, and nature of all meetings, whether regular, annual or special; the names of those present at regular meetings; the number of members present at special meetings; and all records of the proceedings of each meeting. At least two weeks prior to a meeting of the Board of Directors, the Secretary, with express approval of the Board of Directors or two officers, shall give notice to any director who has been absent from two successive meetings without approval as provided in Article VI, Section 4. 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.

15. **Immediate Past President.** The Immediate Past President 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 President. The Immediate Past President shall continue until a new President is elected and, as a result, a more recent past President shall assume the role of Immediate Past President.

VIII. **Committees**

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 VII: Communications Committee, Finance Committee, Membership Committee, Orange County Committee, Programs Committee, Radcliffe Committee, and Schools Committee. An Awards Committee may also be established as a standing committee, with its chair appointed annually by the President at the September Board of Directors meeting or by October 1 if there is no September meeting. Additional members of the Awards Committee (ideally four but no fewer than two) 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. **Communications Committee.** The Communications Committee shall be headed by the Communications Vice President, whose duties and responsibilities are set forth in Article VII, Section 7. The committee shall cause the activities of the Club to be

communicated to the active members of the Club. The 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. The committee may also maintain a website for the Club and may implement additional types of communications with Club members.

b. Finance Committee. The Finance Committee shall be headed by the Finance Vice President, whose duties and responsibilities are set forth in Article VII, Section 8. The committee shall assist the Finance Vice President in 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.

c. Membership Committee. The Membership Committee shall be headed by the Membership Vice President, whose duties and responsibilities are set forth in Article VII, Section 9. The committee shall keep an accurate record of all active, special, and student members of the Club; stimulate growth in the membership of the Club; and coordinate annual membership renewal and new member sign-ups.

d. Orange County Committee. The Orange County Committee shall be headed by the Orange County Vice President, whose duties and responsibilities are set forth in in Article VII, Section 10. The committee shall work to build the Club's visibility and membership in Orange County.

e. Programs Committee. The Programs Committee shall be headed by the Programs Vice President, whose duties and responsibilities are set forth in in Article VII, Section 11. The committee shall work to produce an enlightening, stimulating, and informative variety of social, cultural, academic, and fundraising programs. All persons responsible for a program or the Programs Vice President shall provide to the Finance Vice President an accurate and complete accounting of all program receipts and expenditures, along with supporting documentation, for each program.

f. Radcliffe Committee. The Radcliffe Committee shall be headed by the Radcliffe Vice-President, whose duties and responsibilities are set forth in Article VII, Section 12. The committee shall consist of any interested members of the Board of Directors, regardless of gender, and serve to advance the interests of graduates of Radcliffe College and all those interested in those issues relating to Radcliffe College by promoting programming, fundraising, and other matters relating to Radcliffe, and to alumnae in general.

g. Schools Committee. The Schools Committee shall be headed by the Schools Vice-President, whose duties and responsibilities are set forth in Article VII, Section 13, and by such co-chairs that the Schools Vice President may appoint. The committee shall have responsibility for the recruitment of interviewers and the interviewing of prospective undergraduates to Harvard.

h. 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. The committee may also consider additional awards to be presented to noteworthy candidates, subject to Board approval. The nature of such awards, the selection criteria utilized in the awards process, and the proposed candidates 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 awards ceremony.

2. **Other Committees/Ad Hoc Committees.** The President or the Board of Directors may establish, in addition to the standing committees, any other committees as they deem appropriate to carry out the functions of the Club. Such committees may include, but shall not be limited to, the Executive Committee, Recent Graduates Committee, Graduate Schools Committee, Prize Book Committee, Harvard Community Service Committee, and committees for outreach to members of the Club from various demographic groups. The chair of any committee established pursuant to this section shall be appointed by, and may be removed by, the President.

3. **Service on Committees.** Any director, whether regular or ex officio, shall be eligible to serve as a chair 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.

IX. **Budget**

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.

2. **Submission and Adoption.** A proposed annual budget, prepared by the Finance Vice President, shall be submitted to the Board of Directors before the September meeting and the Board shall adopt a budget at that meeting. The budget shall contain specific appropriations for expenditures of Club funds, in fixed amounts, for each Club activity during the fiscal year. Once adopted, the provisions with respect to appropriations shall be binding upon the Club, its officers, directors, and members, unless amended by the Board.

3. **Use of Funds Raised.** All contributions made to the Club for scholarship or financial aid or other specifically designated purposes, shall be handled by the Finance Vice President. 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 Finance Vice President. 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, and for other purposes as approved by the Board of Directors.

X.

Personal Liability and Property Interest

1. **Personal Liability.** 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.

XI.

Interpretation

1. **Interpretation.** All questions arising as to the interpretation of the By-Laws may be referred to a By-Law Committee which may 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 an annual or special meeting.

XII.

Non-Endorsement Statement

1. **Non-Endorsement.** The Club shall not endorse or express favoritism to any political point of view or business interests. However, in the interests of the goal of producing events for the membership, the Club may sponsor events that promote political discussion or showcase business interests. The communications for all such events will include a disclaimer that the event does not constitute the Club's endorsement of the political viewpoint or the business.

XIII.

Diversity Statement

1. The Club is committed to embracing diversity in all forms including the different talents, backgrounds, perspectives, and experiences of Harvard Alumni. The Board of Directors is empowered to create and implement policies or strategies to enforce the Club's commitment to diversity.

XIV.

Amendment of By-Laws

1. **Power of Members.** These By-Laws may be amended or repealed, and new By-Laws adopted, by a majority vote of the active members present at a regular or special meeting. The Secretary shall provide written notice to all active member at least two weeks before the meeting of the substance of the changes to be considered.

2. **Power of Directors.** Except for any change in the authorized number of regular directors of the Club, 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 Board of Directors, subject only to the right of the members as provided in Section 1 of this article to adopt different By-Laws or amend or repeal these By-Laws.

The Board of Directors shall give to the members with the notice of the annual meeting, a written copy of 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.