

President
René Rocque Lee AB '97, JD '00

Vice President-Administration
Robert H. Loeffler AB '65

Vice President-Activities
Colleen Kotyk Vossler AB '93

Vice President-Radcliffe Affairs
Elissa Leonard AB '79

Vice President-Membership
Jacqueline E. Bennett AB '86

Secretary
Abby D. Phillip AB '10

Treasurer
David P. Greene AB '91, MBA '96

Board Members at Large
Janet B. Abrams AB '83
John Didiuk AB '93
Amanda Gregory JD '04
Colette Hodes AB '78
Brigitta G. Pari AB '86
Allegra Richards AB '09
Merrie Schippereit MBA '79
Todd Theringer MPA '09
Donald Tighe, MPA '99
Olivia Volkoff, AB '10
Cora Yamamoto AB '75
T.K. Yang AB '98

Immediate Past President
David E. Treworgy MBA '93

Schools Committee Chairs
Tom Karr AB '84
Elizabeth M. Lewis AB '01, MBA '06

Executive Director
Caren Pauley AM '68

3220 N Street NW #295
Washington DC 20007
Phone 202-337-1300
FAX 202-318-8686
info@harvard-dc.org
http://www.harvard-dc.org



HARVARD CLUB OF WASHINGTON, D.C.
Established in 1883

May 2, 2012

Dear Harvard Club Member,

As you may know, the District of Columbia recently adopted a new Nonprofit Corporation Act (the "Act"), which took effect on January 1, 2011. The Act is a comprehensive revision of the law that applies to nonprofit organizations in Washington, DC. The Act imposes new requirements on the a Club and, as a result, at its meeting on April 12, 2012, the Board of Directors passed a motion to issue a proposal to amend the Club's by-laws in order to satisfy those requirements and to bring the Club's by-laws into full compliance with the law. In addition, the Board of Directors took the opportunity to make other revisions to the by-laws that are not required by Act but are advisable to update or eliminate certain outdated provisions and to codify certain existing Club practices.

Pursuant to Section 10.01(b) of the by-laws, the Board is hereby providing you notice of the proposed amendments and offers you an opportunity to provide your views before the Board takes final action. The proposed amendments include the following:

- Authorize a special meeting of members at the request of at least 25% of the voting members.
- Update the means by which the Club may deliver notices to a member to include email or other electronic delivery if authorized by the member.
- Establish a record date to determine the members entitled to notice of a meeting and to vote at a meeting. The record date is 30 days before the meeting.
- Make clear that the quorum for a meeting of members is 25 voting members.
- Permit the removal of a director for cause by vote of the members, as well as a vote of a majority of directors then in office. Authorize the Board to treat four unexcused absences from Board meetings over a 12-month period as cause for removal of a director.
- Revise the list of powers that the Board may not delegate to a committee.
- Remove outdated references to Radcliffe College in the description of the Schools Committee. Eliminate the requirement that members of the Schools Committee must be members of the Club.

- Amend the provision requiring that at least four members of the Board must have attended Harvard University within the preceding 10 years to make clear that the provision applies to the entire Board, including *ex officio* members, not only to the directors at large.
- Make technical corrections to the rules concerning Board meetings, and permit directors to participate in Board meetings by telephone.
- Eliminate the requirement that the Club obtain bonds to secure the performance of certain directors, officers and employees.
- Amend the list of records to be kept at the Club's principal office.
- Revise the rules concerning indemnification of directors and officers to conform to the D.C. Nonprofit Corporation Act. The by-laws require indemnification of directors and officers who meet at least the minimum standards of conduct described in the new statute.

The foregoing is a partial description of the proposed amendments. A complete copy of the By-Laws showing the proposed amendments and the current by-laws is attached. This is being sent via email to members with email addresses on file with the Club. Members may request a paper copy of these documents by contacting our VP Administration, Bob Loeffler, at 202-887-1506 or rloeffler@mofo.com.

If you have any comments on the proposed amendments, please submit them in writing by May 31, 2012 to admin@harvard-dc.org or to Harvard Club of Washington, DC, 3220 N Street NW, #295, Washington, DC 20007.

Respectfully Submitted,

René Rocque Lee
President, HCW

CURRENT BY-LAWS

Revised as of September 1990, May 1992, January 1995,
May 1998, June 2002, September 2003, and June 2011

BY-LAWS
OF
HARVARD CLUB OF WASHINGTON, D.C.

Adopted on
August 24, 1978

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BY-LAWS
OF
HARVARD CLUB OF WASHINGTON, D.C.

Adopted on

August 24, 1978

ARTICLE I

NAME, SEAL, AND OFFICES

Section 1.01. Name. The name of the Corporation is Harvard Club of Washington, D.C. (hereinafter referred to as the "Harvard Club").

Section 1.02. Purposes. The purposes for which the Harvard Club is organized are to engage exclusively in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code and, in furtherance of such activities (and without limiting the generality of the foregoing) and consistently therewith:

- (a) To raise funds for scholarships for undergraduate students from the Washington, D.C. area attending Harvard College and Radcliffe College;
- (b) To assist Harvard University in the Washington, D.C. area with respect to applicants and prospective applicants for admission to Harvard College and Radcliffe College;
- (c) To conduct or sponsor educational seminars, discussion groups, panels, and lectures in order to inform and enrich the intellectual life of Harvard University alumni and alumnae in the Washington, D.C. area;
- (d) To foster and develop in the Washington, D.C. area closer ties among and between alumni and alumnae and Harvard University by providing a forum for communications with Harvard University and with the Harvard Alumni Association, by establishing relationships with Dumbarton Oaks, the Hellenic Center and such other facilities or entities as Harvard University may have in the Washington, D.C. area, and by presenting to alumni and alumnae and people generally in the Washington, D.C. area a true and full picture of current activities at Harvard University; and
- (e) To engage in such other activities that further educational aims and general welfare of Harvard University.

Section 1.03. Seal. The Seal of the Harvard Club shall be circular in design with "Harvard Club of Washington, D.C. 1883" inscribed around the circumference, and bearing the words "Incorporated 1978 District of Columbia" or the equivalent.

Section 1.04. Offices . The principal office of the Harvard Club shall be in the United States at such place within or adjacent to Washington, D.C. as the Board of Directors may from time to time designate. The Harvard Club shall continuously maintain a registered office and a registered agent in the District of Columbia.

ARTICLE II

MEMBERS

MEMBERS

Section 2.01. Voting Members. The following are eligible to be voting members of the Club:

- (a) any person who has a degree from Harvard University or any subdivision thereof;
- (b) any person who has registered and taken part for at least six weeks in any academic program offered by Harvard University or any subdivision thereof; and
- (c) any person who has completed at least one academic year as a professor, researcher, instructor, or officer of Harvard University or any subdivision thereof.

Section 2.02. Non-Voting Members. The following are eligible to be non-voting members of the Club:

- (a) any person who is a parent or guardian of a student who is currently enrolled in a degree program at Harvard University or any subdivision thereof (or any person who is a parent of a formerly enrolled student who has maintained member ship since that child was an enrolled student);
- (b) any spouse (or, if resident in a jurisdiction that does not permit same-sex marriage, a partner) of a voting member;
- (c) any spouse (or, if resident in a jurisdiction that does not permit same-sex marriage, a partner) of a deceased member; and
- (d) any person to whom the Board, by resolution, declares to be an honorary member of the Club.

Section 2.03. Membership Dues and Terms.

- (a) Except as provided in Sections 2.01 and 2.02, the Board of Directors shall have authority, by resolution, to establish all classes of membership and any terms and dues associated with each class.
- (b) The Vice President of Membership may, in consultation with the President, reduce or waive the dues of a member in cases of unusual hardship.

Section 2.04. Regular Termination of Membership. A member's membership of the Club shall

automatically terminate on the day of expiration of the membership term. The member shall not enjoy the benefits and privileges of the Club until he or she renews membership at a level for which he or she is eligible.

Section 2.05. Termination or Suspension of Membership.

- (a) **Process.** For any conduct by a member seriously harmful to the welfare of the Club, the Board of Directors may determine to commence a proceeding to consider whether to terminate or suspend the membership. After the initial determination to commence such a proceeding, an appropriate officer of the Board of Directors shall notify the affected member in writing that the Board of Directors has voted to commence the proceeding, and that the affected member, upon request, shall have the opportunity to appear before the board of Directors at one of its next two regular meetings (or at a special meeting which the Board of Directors, in its sole discretion may call). After the affected member appears before the Board of Directors, affirmatively declines to appear, or does not appear within the next two regular meetings, the Board of Directors may vote to terminate or suspend the membership if there are ten affirmative votes. If the Board of Directors votes to terminate or suspend, it shall notify the affected member in writing of such a decision.
- (b) **Reinstatement.** Upon written request, a terminated or suspended member may be reinstated upon such terms as the Board of Directors may deem appropriate by the affirmative vote of ten of the Board members.

Section 2.06. Membership Not Transferable. Membership in the Harvard Club is not transferable or assignable.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.01. Annual Meeting . There shall be an Annual Meeting of the members of the Harvard Club, held in the spring of each year at a time designated by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the membership.

Section 3.02. Other Meetings . Meetings of the membership may be called at any time by the Board of Directors, which may designate in advance any lunch, dinner, or other program meeting as a meeting of the members for transaction of the business of the Harvard Club.

Section 3.03. Notice of Meetings . Written notice of the Annual Meeting and other meetings shall be mailed by the Secretary to all members at least ten (10) days before the meeting. Notices shall contain details as to the place, day, hour, and purpose of the meeting.

Section 3.04. Membership Voting . Except as otherwise specifically provided by statute, the Articles of Incorporation, or these By-laws, the acts of a majority of the members present at a meeting of the membership at which a quorum is present shall be the acts of the membership, provided that:

- (a) unless otherwise required by law, no vote at a meeting need be by written ballot;
- (b) a member may not vote by proxy; and
- (c) any member unable to be present at a meeting may submit in advance written views on any subject to be considered by the membership in such meeting.

Section 3.05. Quorum . Twenty-five (25) members shall constitute a quorum.

ARTICLE IV

DIRECTORS

Section 4.01. Authority and Duties of the Directors .

- (a) In its management and conduct of the business and affairs of the Harvard Club in accordance with these By-laws, the Board of Directors shall possess and may exercise all the powers and authority granted to the Harvard Club by law and by the Articles of Incorporation, subject, however, to the limitations set forth in the Articles and these By-laws.
- (b) Among the duties of members of the Board of Directors, but not in limitation thereof, shall be faithful attendance at regular or special meetings of the Board, service on the standing or special committees of the Club as appointed by the President or the Board, assistance to the Officers and committee chairmen in carrying out the programs and policies of the Club, attendance whenever possible and, if appropriate, participation in the events and programs of the Club, supervision of the investment and financial accounts of the Club, determination of procedures and policies for Club operations, and the provisions of knowledgeable leadership to Harvard alumni/ae in the Washington Metropolitan Area with respect to the Harvard Club and Harvard University affairs.

Section 4.02. Number of Directors; Qualifications .

- (a) The initial Directors shall be the nineteen (19) persons named in the Articles of Incorporation, serving terms expiring at the close of the first Annual Meeting of the membership.
- (b) Upon expiration of the terms of office of the initial Directors as set forth above, their successors shall be elected by the membership of the Harvard Club at the first Annual Meeting of the membership.
- (c) After the first Annual Meeting, the Board of Directors shall consist of the President, the four Vice Presidents, the Secretary, the Treasurer, the most recent Past President, the Chairman of the Schools Committee, and twelve (12) members at large, of whom at least four (4) shall have attended Harvard University or Radcliffe College within the past ten (10) years when elected. With respect to the composition of the Board of Directors immediately after the first Annual Meeting, the term "most recent Past President" refers

to the immediate Past President of the Harvard Club of Washington, D.C., an unincorporated association; with respect to successive Board of Directors, the term refers to the immediate Past President of the Corporation. Directors need not be residents of the District of Columbia, but must be voting members of the Harvard Club.

- (d) The number of Directors may be increased or decreased by amendment of these By-laws provided that, (1) the number shall never be less than three (3); and (2) an amendment reducing the number shall not have the effect of shortening the term of any Director in office at the time such amendment becomes effective.

Section 4.03. Nomination of Board .

- (a) During or before the month of February of each year, the President of the Harvard Club shall appoint a Nominating Committee consisting of seven (7) members of the Harvard Club in good standing and shall give appropriate written notice to the membership of his or her appointees.
- (b) The Nominating Committee shall prepare a list of candidates for the various offices to be filled at the Annual Meeting of the membership and shall deliver the same to the Secretary in time to enable him or her to mail the list to each member of the Harvard Club at least thirty (30) days before the Annual Meeting.
- (c) Twenty-five (25) or more members of the Harvard Club may transmit in writing to the Secretary the name or names of additional candidates for election to any office or offices to be filled at the Annual Meeting in time to enable him or her to mail a supplementary notice of the names of such additional candidates to each member of the Harvard Club at least ten (10) days before the Annual Meeting.

Section 4.04. Election and Term of Directors . Directors, including officers, shall be elected at the Annual Meeting of the members, excepting the most recent Past President of the Harvard Club and the Chairman of the Schools Committee, who shall be *ex officio* Directors. Directors other than members at large, including officers, shall hold their respective offices for one (1) year beginning July 1 and until their successors are elected or appointed and qualify.

The twelve (12) members at large shall be divided into three (3) classes of four (4) each. the terms of office of each initial class shall be either one (1) year, two (2) years, or three (3) years, as determined by the initial Board of Directors. The terms of office of each successive class shall be three (3) years or until their successors are elected or appointed and qualify. No member of an outgoing class shall be eligible for re-election as a member at large after having served a full term of three (3) years until one (1) year has elapsed. This limitation, however, shall not forbid his or her appointment by the Board of Directors to fill a vacancy.

Section 4.05. Vacancies . A vacancy existing by reason of the resignation, death, incapacity or removal of a Director before the expiration of his or her term may be filled by appointment of a successor by majority vote of the remaining Directors. A Director so appointed shall serve until a successor is elected and qualifies. A vacancy created by an increase in the number of Directors pursuant to Section 4.02 shall be filled by appointment by a majority vote of the Directors in office.

Section 4.06. Notice and Acceptance of Election or Appointment . Written notice of the election or appointment of a person as a member of the Board of Directors shall be given promptly to such person by the President. A person shall be deemed to have accepted election or appointment unless he or she shall otherwise specify in writing to the President within ten (10) days of receipt of said notice. A person shall qualify as a member of the Board of Directors when he or she accepts or is deemed under this Section to have accepted election or appointment.

Section 4.07. Continuation in Office . After the expiration of the term for which he or she is elected or appointed, a Director shall, unless he or she sooner resigns or is removed, continue to hold office until his or her successor is elected or appointed and qualifies.

Section 4.08. Resignation . A Director may resign at any time by giving written notice of resignation to the President. A resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.09. Compensation . Directors shall not receive any compensation for their services, but may receive reasonable amounts for reimbursement of expenses incurred or advances for expenses to be incurred on behalf of the Harvard Club.

Section 4.10. Removal . A Director shall be removed from office for dereliction of his or her duties as set forth under these By-laws. A majority vote of the Directors shall be sufficient for removal at a meeting called expressly for that purpose. Adequate notice of the meeting, not less than 10 days, shall be given and the Director to be removed shall be given an opportunity to be heard by the Board prior to action on his or her removal.

In its discretion the Board may deem at least four unexplained absences of a Director from meetings of the Board to be a resignation of such Director, which may be accepted by a majority of the Board without notice to such Director prior to such acceptance.

ARTICLE V

COMMITTEES

Section 5.01. Standing and Special Committees of the Board .

- (a) The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish standing and special committees composed of at least two (2) members of the Board. Unless otherwise provided in these By-laws, the Board may make such provisions for appointment of the chairmen of such committees, including authorizing the President to appoint the chairman of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business and activities of the Harvard Club.
- (b) The Board shall not delegate to any committee authority to: amend or repeal the By-

laws; elect, appoint, or remove any member of any such committee or any Director; amend or restate the Articles of Incorporation; adopt a plan of merger or consolidation with another corporation; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Harvard Club; authorize the voluntary dissolution of the Harvard Club or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Harvard Club; or amend or repeal any resolution of the Board of Directors.

- (c) The designation and appointment of any standing or special committee and the delegation of authority thereto shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him or her by law.

Section 5.02. Advisory Committee . The Past Presidents of the Harvard Club or its antecedent shall constitute the Advisory Committee to the Board of Directors and shall be entitled to attend all meetings of the Board. Only the immediate Past President shall have a vote on the Board, and he or she shall serve as the chairman of the Advisory Committee.

Section 5.03. Schools Committee .

- (a) There shall be a Schools Committee (described in this section as “the Committee”) for the purpose of assisting Harvard University with respect to applicants and prospective applicants for admission to Harvard College and Radcliffe College. It may have such subcommittees as are deemed by the Board of Directors to be necessary and appropriate.
- (b) The Chairman and Subcommittee Chairmen shall be appointed by the President with the approval of the Board of Directors. The Chairman shall be a member of the Board of Directors in accordance with Sections 4.02 and 4.04 of these By-laws.
- (c) Members of the Committee shall be appointed by the President, or, if expressly so delegated, by the Committee Chairman or Subcommittee Chairmen.

All Members of the Committee shall be members of the Harvard Club of Washington, D.C.

- (d) The Chairman or a Subcommittee Chairman shall advise the President of all formal meetings of the Committee or its Subcommittees and of any matters of serious consequence concerning the work of the Committee that involve relations between the Harvard Club and Harvard University, or between the Harvard Club and local schools or communities, or that otherwise affect the membership of the Harvard Club.
- (e) Budgeting, expenditures and accounting for the Committee shall be administered in accordance with policies and procedures established by the Board of Directors.

Section 5.04. Other Committees . Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be established or authorized by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of

the Harvard Club, and the President of the Harvard Club shall appoint the members thereof. A member of such committee may be removed by the person or persons authorized to appoint the members thereof.

Section 5.05. Term of Office . Unless the resolution establishing the committee otherwise provides, each member of a committee shall continue as such until the next Annual Meeting of the members and until his or her successor is appointed, unless the committee is sooner terminated or such member is sooner removed from such committee or ceases to qualify as a member thereof.

Section 5.06. Chairman . One member of each committee shall be appointed chairman by the President unless otherwise provided for in these By-laws. A committee chairman may hold the same office for no more than four (4) consecutive years.

Section 5.07. Vacancies . Except as otherwise provided in the resolution establishing the committee, vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.08. Quorum . Unless otherwise provided in the resolution establishing a committee, a majority of the members of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.09. Rules . Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 6.01. Place of Meetings . Meetings of the Board of Directors may be held at such places as the Board may from time to time determine or, in the absence of such determination, as the person or persons calling a meeting may specify.

Section 6.02. Annual Meeting . There shall be an annual meeting of the Board of Directors each year to make arrangements for management of the affairs of the Harvard Club for the following year and to conduct such other business as may be appropriate. The Annual Meeting shall be held promptly after the Annual Meeting of the members on such date and at such time as may be determined by the Board or, in the absence of such determination, by the President or any of the Vice Presidents, or if none of them acts, by three (3) or more of the Directors.

Section 6.03. Regular Meetings . The Board of Directors may by resolution establish a schedule of regular meetings of the Board.

Section 6.04. Special Meetings . Special meetings of the Board of Directors shall be held whenever called by the President or any of the Vice Presidents or by three (3) or more of the Directors, or if twenty-five (25) or more members make a written request to the Board for a meeting.

Section 6.05. Notice; Waiver of Notice . Notice of each meeting of the Board of Directors, specifying the date, time, and place thereof, shall be given in writing on or before the fifth (5th) day

before the meeting, by letter, telegram, telex, or cable directed to each Director at his or her address last appearing on the records of the Harvard Club. Notice of any meeting of the Board may be waived by any Director by letter or by telegram, telex or cable, either before or after the holding of such meeting. that attendance is for the purpose of objecting thereto on the ground that the meeting was not lawfully called or convened.

Section 6.06. Quorum; Adjournment .

- (a) To constitute a quorum for the transaction of business at any meeting of the Board of Directors, the presence shall be required of seven (7) of the Directors in office at the time. If there are three (3) or fewer in office, the presence of all of them shall be necessary except that two (2) Directors shall constitute a quorum for the initial meeting. If there are fewer than three (3) Directors in office, the remaining Directors or Director shall constitute a quorum solely for the purpose of filling a vacancy or vacancies in order to have three (3) Directors in office who may then proceed with the transaction of all business including the filling of further vacancies.
- (b) In the absence of a quorum, any meeting may be adjourned from time to time by the vote of a majority of the Directors present, but no other business may be transacted. No notice need be given of the adjourned meeting otherwise than by announcement at the meeting at which such adjournment is taken. At any such resumed meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.
- (c) The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 6.07. Majority Vote; Voting . Except as otherwise specifically provided by statute, the Articles of Incorporation or these By-laws, the acts of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the acts of the Board; provided that

- (a) a Director whose term expires at the close of an Annual Meeting of the members shall, unless he or she sooner resigns or is removed, be considered for quorum purposes as holding office and be eligible to vote on all matters including the election of Directors until his or her successor is elected or appointed and qualifies;
- (b) unless otherwise required by law, no vote at a meeting need be by written ballot unless so requested by a Director; and
- (c) a Director may not vote by proxy, but any Director unable to be present at a meeting may submit in advance written views on any subject to be considered by the Directors participating in such meeting.

Section 6.08. Action Without a Meeting . Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these By-laws) or of any committee may be taken without a meeting if, as provided in Section 99 of the District of Columbia Nonprofit Corporation

Act, D.C. Code § 29-1099, or any superseding provision, consents in writing setting forth the action so taken are signed by all of the members of the Board or of such committee, as the case may be. Such consents (which may be in one instrument or several instruments) shall be filed in the office of the Secretary. A certificate of the President or any of the Vice Presidents (or, in the case of a committee, the chairperson thereof) or the Secretary as to the receipt of such consents, the action thereby taken, and the effective date of such action shall be filed with the minutes of the proceedings of the Board or of the committee. An action so taken shall be deemed to have been taken at a meeting held on the effective date so certified.

Section 6.09. Emergency Provision . Anything in these By-laws to the contrary notwithstanding, in the event of a national catastrophe and during an emergency period following such a catastrophe, a majority of the surviving members of the Board of Directors who have not been rendered incapable of acting or attending shall constitute a quorum.

ARTICLE VII

OFFICERS

Section 7.01. Officers . The elected officers of the Harvard Club shall be a President, a Vice President for Administration, a Vice President for Activities, a Vice President for membership, a Vice President for Radcliffe Affairs, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors as provided in Section 4.02 of these By-laws. In addition, the Board of Directors may designate an Assistant Secretary and an Assistant Treasurer. All officers shall be members of the Harvard Club. Any two officers may be held by the same person, except the offices of President and Secretary.

Section 7.02. Nomination, Election and Appointment of Officers; Terms of Office .

- (a) Officers who are Directors as provided in Section 4.02(c) shall be nominated, elected, and serve terms of office as provided in Sections 4.03 and 4.04.
- (b) New offices may be created and filled at any meeting by majority vote of the Directors in office.
- (c) Officers shall be eligible for re-election or re-appointment.

Section 7.03. Continuation in Office . After the expiration of the term for which he or she is elected or appointed, an officer shall continue to hold office until his or her successor is elected or appointed and qualifies.

Section 7.04. Resignation . An officer may resign at any time by giving written notice to the President, unless such officer is the President, in which case, he or she shall give written notice to the Secretary. A resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.05. Removal . An officer may be removed by a majority of the Directors in office.

Section 7.06. Vacancies . A vacancy existing by reason of the resignation, death, incapacity or removal of an officer before the expiration of his or her term may be filled by appointment of a successor by majority vote of the Directors of office. An officer so appointed shall serve until a successor is elected or appointed and qualifies, and shall be considered an elected officer under Section 7.01.

Section 7.07. Compensation . Officers shall not receive any compensation for their services, but may receive reasonable amounts for reimbursement of expenses incurred or advances for expenses to be incurred on behalf of the Harvard Club.

ARTICLE VIII

DUTIES OF OFFICERS

Section 8.01. President . The President shall be the chief executive and, in general, direct all the business and affairs of the Harvard Club, subject to the supervision and control of the Board of Directors, to whom he or she shall be responsible for the affairs of the Harvard Club and for the performance of its other officers and its employees. The President, together with the Treasurer, or any other proper officer of the Harvard Club authorized by the Board of Directors, may sign and execute, in the name of the Harvard Club, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-laws to some other officer or agent of the Harvard Club. In general, the President shall perform all duties incident to the office of chief executive and other duties as from time to time may be assigned to him or her by the Board of Directors. The President shall serve as Chairman of the Board and shall preside at meetings of the Board.

Section 8.02. Vice President for Administration . The Vice President for Administration shall be the chief administrative officer of the Harvard Club, subject to the direction and control of the President and the Board of Directors. He or she shall be a Vice Chairman of the Board, and in the absence of the President, shall preside, if present, at meetings of the Board. The Vice President for Administration shall be responsible for and coordinate the activities of all committees that have jurisdiction over matters dealing with membership, finance, investments, and communications between the Harvard Club and the University or the community. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President for Administration shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President for Administration shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8.03. Vice President for Activities . The Vice President for Activities shall be responsible for and coordinate the activities of all committees that have jurisdiction over matters dealing with regular and special fund-raising, educational or social events, and seminars or other programs. He or she shall be a Vice Chairman of the Board and, in the absence of both the President and Vice President for Administration, shall preside, if present, at meetings of the Board. In the absence of the President and Vice President for Administration or in event of the inability or refusal of either to act, the Vice President for Activities shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President for Activities shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of

Directors.

Section 8.04. Vice President for Membership. The Vice President for membership shall be responsible for and coordinate the activities of all committees that have jurisdiction over matters dealing with the renewal of continuing membership, and the solicitation and enrollment of new members. He or she shall be a Vice Chairman of the Board and, in the absence of the President, Vice President for Administration, and Vice President for Activities, shall preside, if present, at meetings of the Board. In the absence of the President, the Vice President Administration and the Vice President for Activities or in the event of the inability or refusal to act, the Vice President for Membership shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President for Membership shall perform such duties as from the time may be assigned him or her by the President or the Board of Directors.

Section 8.05. Vice President of Radcliffe Affairs. The Vice President for Radcliffe Affairs shall be responsible for promoting the participation of Radcliffe College graduates in the activities of the Harvard Club. In addition, she shall develop and promote activities of particular interest to Radcliffe College Alumnae. Further, she will keep the Harvard Club informed of the programs and activities of Radcliffe. She shall be a Vice Chairman of the Board and, in the absence of the President, Vice President for Administration, Vice President for Activities, and Vice President for Membership, shall preside, if present, at meetings of the Board. In the absence of the President, the Vice President for Administration, the Vice President for Membership or in the event of the inability or refusal to act, the Vice President for Radcliffe Affairs shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President for Radcliffe Affairs shall perform such duties as from time to time may be assigned by the Board of Directors.

Section 8.06. Secretary . The Secretary shall:

- (a) certify and keep at the principal office of the Harvard Club the original or a copy of its Articles of Incorporation or these By-laws as amended to date;
- (b) keep at the principal office of the Harvard Club, or at such other place as the Board of Directors may order, the original or a duplicate record of the proceedings of the members, Board of Directors, and committees having any of the authority of the of the Board of Directors, whether annual, regular, or special;
- (c) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law;
- (d) be custodian of the records and of the seal of the Harvard Club and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Harvard Club under its seal is duly authorized;
- (e) see that the books, reports, statements, and all other documents and records required by law are properly kept and filed;
- (f) exhibit at all reasonable times to any Director, upon request, the By-laws and minutes of proceedings of the Board of Directors;

- (g) assure that all applications for membership receive prompt action by the Admissions Committee and are promptly placed on the membership and mailing rolls of the Harvard Club; and
- (h) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8.07. Treasurer . The Treasurer shall:

- (a) have charge and custody of, and be responsible, subject to the approval or ratification of the Board, for all funds of the Harvard Club, and deposit all such funds in the name of the Harvard Club, in such banks, trust companies, or other depositories as shall be selected by the Board, except that purchase or sale of securities or other investments shall first be approved by the Board;
- (b) keep and maintain adequate and correct accounts of the Harvard Club's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus;
- (c) exhibit the books of account and records to any Director, upon request, during business hours at the office of the Harvard Club where such books and records are kept;
- (d) render, upon request, a statement of the condition of the finances of the Harvard Club at such meetings of the Board of Directors as the Board may direct, and render a full financial report at the annual meetings of the Board;
- (e) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE IX

FINANCIAL ADMINISTRATION

Section 9.01. Fiscal Year . The fiscal year of the Harvard Club shall begin on the first day of January and end on the last day of December in each year, but may be changed by resolution of the Board of Directors.

Section 9.02. Contracts . The Board of Directors may authorize any officer or officers or agent or agents of the Harvard Club, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Harvard Club, and such authority may be general or confined to specific instances.

Section 9.03. Checks, Drafts, Etc . All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Harvard Club and in such manner shall from time to

time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 9.04. Deposits and Accounts . All funds of the Harvard Club, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by any officer or officers or agent or agents of the Board to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Harvard Club, checks drafts, and other orders for the payment of money that are payable to the order of the Harvard Club may be endorsed, assigned, and delivered on behalf of the Harvard Club by any officer or agent of the Harvard Club.

Section 9.05. Bonds . The Harvard Club shall secure bonds for the faithful discharge of the duties of any Director, officer, agent, or employee of the Harvard Club who has custody of or discretion over any funds of the Harvard Club.

Section 9.06. Corporate Records . The Harvard Club shall keep at its principal place of business (a) the original or a duplicate record of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, (b) the original or a copy of the Articles of Incorporation and the By-laws, including all amendments thereof to date, certified by the Secretary, and (c) appropriate, correct, and complete books and records of account.

Section 9.07. Insurance . The Harvard Club may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Harvard Club, or is or was serving at the request or by resolution of the Board of Directors of the Harvard Club as a director, trustee, officer, employee, or agent of another corporation, association, trust, partnership, joint venture, or other entity, against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Harvard Club would have the power to indemnify such person against such liability under the law of the District of Columbia.

Section 9.08. Indemnification . The Harvard Club shall indemnify any person who is or was a Director or Officer of the Harvard Club, or is or was serving at the request by resolution of the Board of Directors of the Harvard Club as a director, trustee, or officer of another corporation, association, trust, partnership, joint venture, or other entity, against expenses (including attorney fees and court costs) actually and reasonably incurred by such person in connection with any action, suit, or proceeding in which such person is made a party by reason of the fact that such person is or was a Director or Officer of the Harvard Club or serves or served as a director, trustee, or officer of any other entity at the request of the Harvard Club; provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of such person's duty; and provided further, that no indemnification shall be made to the extent not authorized or permitted by the United States Internal Revenue law.

ARTICLE X

AMENDMENT OF BY-LAWS

Section 10.01. Amendments .

- (a) Amendments of these By-Laws may be proposed at any meeting of the Board of Directors. Amendments shall be voted or otherwise acted on at the first meeting following satisfaction of the notice required under Subparagraph (b), or at a special meeting called thereafter for that purpose.
- (b) Notification of all proposed By-law amendments shall be sent to all members of the Harvard Club thirty (30) days prior to Board action so that the Board may have the benefit of the views of the membership.
- (c) The By-laws may be amended (1) by the vote of not less than 12 of the Directors in office at a meeting of the Board or (2) by unanimous written consent of the Directors in office without a meeting pursuant to Section 6.08. The notice of any meeting at which a proposal to amend the By-laws is to be acted on shall state the substance of the amendment or amendments.

CURRENT BY-LAWS SHOWING AMENDMENTS

Revised as of March 1982, June 1986, October 1988,¹ September 1990, May 1992, January 1995, May 1998, June 2002, September 2003, and² June 2011.³ 2011, and [] 2012⁴

BY-LAWS

OF

HARVARD CLUB OF WASHINGTON, D.C.

Adopted on

August 24, 1978

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BY-LAWS

OF

HARVARD CLUB OF WASHINGTON, D.C.

Adopted on

August 24, 1978

ARTICLE I²³³

NAME, SEAL, AND OFFICES²³⁴

ARTICLE I²³⁵

GENERAL PROVISIONS²³⁶

Section 1.01 ~~Section 1.01.~~²³⁷ Name. The name of the Corporation is the²³⁸ Harvard Club of Washington, D.C. (hereinafter referred to as the "Harvard Club").

Section 1.02 ~~Section 1.02.~~²³⁹ Purposes. The purposes for which the Harvard Club is organized are to engage exclusively in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code and, in furtherance of such activities (and without limiting the generality of the foregoing) and consistently therewith:

- (a) ~~(a)~~ ²⁴⁰To raise funds for scholarships for undergraduate students from the Washington, D.C. area attending Harvard College ~~and Radcliffe College~~²⁴¹;
- (b) ~~(b)~~ ²⁴²To assist Harvard University in the Washington, D.C. area with respect to applicants and prospective applicants for admission to Harvard College ~~and Radcliffe College~~²⁴³;
- (c) ~~(c)~~ ²⁴⁴To conduct or sponsor educational seminars, discussion groups, panels, and lectures in order to inform and enrich the intellectual life of Harvard University alumni and alumnae in the Washington, D.C. area;
- (d) ~~(d)~~ ²⁴⁵To foster and develop in the Washington, D.C. area closer ties among and between alumni and alumnae and Harvard University by providing a forum for communications with Harvard University and with the Harvard Alumni Association;^{246,247} by establishing relationships with Dumbarton Oaks, the Hellenic Center and such other facilities or entities as Harvard University may have in the Washington, D.C. area;^{248,249} and by ~~presenting to~~²⁵⁰ informing²⁵¹ alumni and alumnae and people generally in the Washington, D.C. area ~~a true and full picture~~²⁵² of current activities at Harvard University; and

- (e) ~~(e)~~ ²⁵³To engage in such other activities that further educational aims and general welfare of Harvard University.

Section 1.03 ~~Section 1.03.~~²⁵⁴Seal. The Seal of the Harvard Club shall be circular in design with "Harvard Club of Washington, D.C. 1883" inscribed around the circumference, and bearing the words "Incorporated 1978 District of Columbia" or the equivalent.

Section 1.04 ~~Section 1.04.~~²⁵⁵Offices. The principal office of the Harvard Club shall be in the United States²⁵⁶ at such place within or adjacent to Washington, D.C.²⁵⁷ whether or not located in the District of Columbia.²⁵⁸ as the Board of Directors may from time to time designate. The Harvard Club shall continuously maintain a registered office and²⁵⁹ a registered agent in the District of Columbia.

ARTICLE H²⁶⁰

ARTICLE II

²⁶¹MEMBERS²⁶²

Section 2.01 ~~Section 2.01.~~²⁶³Voting Members. The following are eligible to be voting members of the Harvard²⁶⁴ Club:

- (a) ~~(a)~~ ~~any~~²⁶⁵ Any²⁶⁶ person who has a degree from Harvard University or any subdivision thereof;
- (b) ~~(b)~~ ~~any~~²⁶⁷ Any²⁶⁸ person who has registered and taken part for at least six weeks in any academic program offered by Harvard University or any subdivision thereof; and
- (c) ~~(c)~~ ~~(e)~~ ~~any~~²⁶⁹ Any²⁷⁰ person who has completed at least one academic year as a professor, researcher, instructor, or officer of Harvard University or any subdivision thereof.

Section 2.02 ~~Section 2.02.~~²⁷¹Non-Voting Members. The following are eligible to be non-voting members of the Harvard²⁷² Club:

- (a) ~~(a)~~ ~~any~~²⁷³ Any²⁷⁴ person who is a parent or guardian of a student who is currently enrolled in a degree program at Harvard University or any subdivision thereof (or any person who is a parent of a formerly enrolled student who has maintained membership since that child was an enrolled student);
- (b) ~~(b)~~ ~~any~~²⁷⁵ Any²⁷⁶ spouse (or, if resident in a jurisdiction that does not permit same-sex marriage, a same-sex partner) of a voting members²⁷⁷ member²⁷⁸;
- (c) ~~(c)~~ ~~(e)~~ ~~any~~²⁷⁹ Any²⁸⁰ spouse (or, if resident in a jurisdiction that does not permit same-sex marriage, a same-sex partner) of a deceased member; and

- (d) ~~(d)~~ ~~any~~²⁸¹ Any²⁸² person whom the Board of Directors²⁸³, by resolution, declares to be an honorary member of the Harvard²⁸⁴ Club.

Section 2.03 ~~Section 2.03.~~²⁸⁵ Membership Dues and Terms.

- (a) ~~(a)~~ ²⁸⁶Except as provided in Sections 2.01 and 2.02, the Board of Directors shall have authority, by resolution, to establish all classes of membership and any terms and dues associated with each class.

- (b) ~~(b)~~ ²⁸⁷The Vice President of Membership may, in consultation with the President, reduce or waive the dues of a member in cases of unusual hardship.

Section 2.04 ~~Section 2.04.~~²⁸⁸ Regular Termination of Membership. A ~~member~~²⁸⁹ person²⁹⁰'s membership of the Harvard²⁹¹ Club shall automatically terminate on the day of expiration of the membership term. ~~The member~~²⁹² That person²⁹³ shall not enjoy the benefits and privileges of the Harvard²⁹⁴ Club until he or she renews membership at a level for which he or she is eligible.

Section 2.05 ~~Section 2.05.~~²⁹⁵ Termination or Suspension of Membership.

- (a) ~~(a)~~ ²⁹⁶Process. For any conduct by a member seriously harmful to the welfare of the Harvard²⁹⁷ Club, the Board of Directors may determine to commence a proceeding to consider whether to terminate or suspend the membership. After the initial determination to commence such a proceeding, an appropriate officer of the Board of Directors shall notify the affected member in writing that the Board of Directors has voted to commence the proceeding, and that the affected member, upon request, shall have the opportunity to appear before the Board of Directors at one of its next two regular meetings (or at a special meeting, which the Board of Directors, in its sole discretion, may call). After the affected member appears before the Board of Directors, affirmatively declines to appear, or does not appear within the next two regular meetings, the Board of Directors may vote to terminate or suspend the membership if there are ten affirmative votes. If the Board of Directors votes to terminate or suspend, it shall notify the affected member in writing of such decision.

- (b) ~~(b)~~ ²⁹⁸Reinstatement. Upon written request, a terminated or suspended member may be reinstated upon such terms as the Board of Directors may deem appropriate by the affirmative vote of ten of the Board members.

Section 2.06 ~~Section 2.06.~~²⁹⁹ Membership Not Transferable. Membership in the Harvard Club is not transferable or assignable.

ARTICLE III³⁰⁰

ARTICLE III

³⁰¹MEETINGS OF MEMBERS ³⁰²

Section 3.01 ~~Section 3.01.~~³⁰³ Annual Meeting. There shall be an Annual Meeting of the members of the Harvard Club, held in the spring of each year on a date and³⁰⁴ at a time and place³⁰⁵ designated by the Board of Directors, for the purpose of electing officers and³⁰⁶ Directors and for the transaction of such other business as may come before the membership.

Section 3.02 ³⁰⁷Other Meetings. The Harvard Club may hold regular meetings of the members on dates and at times and places determined by the Board of Directors. The Harvard Club shall hold a special meeting of the members on dates and at times and places determined by the Board of Directors either:³⁰⁸

- (a) ³⁰⁹at the call of the Board of Directors; or³¹⁰
- (b) ³¹¹if the holders of at least twenty-five percent of all the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting sign, date and deliver to the Harvard Club one or more demands in the form of a record for the meeting describing the purpose for which it is to be held. For purposes of these By-laws, "record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.³¹²

~~Section 3.02. Other Meetings. Meetings of the membership may be called at any time by the~~³¹³~~The~~³¹⁴ Board of Directors, which³¹⁵ may designate in advance³¹⁶ any lunch, dinner, or other program meeting as a³¹⁷ the place for an annual, regular or special³¹⁸ meeting of the members for transaction of the business of the Harvard Club.

Section 3.03 ~~Section 3.03.~~³¹⁹ Notice of Meetings. Written notice of the Annual Meeting and other meetings shall be mailed³²⁰ an annual, regular or special meeting of the members shall be given³²¹ by the Secretary to all members of record on the record date for the meeting³²² at least ten (10)³²³ days but no more than sixty³²⁴ days before the meeting. Notices shall contain details as to the place, day, hour, and purpose of the meeting.³²⁵ inform members of the place, day and hour of the meeting, and, with respect to regular and special meetings only, the purpose of the meeting. The record date to determine the members entitled to notice of a meeting of the members, to demand a special meeting, to vote or to take any other action shall be thirty calendar days prior to the date of the meeting. Notice to a member may be given by United States mail or commercial delivery service or by email or other electronic means that the member has authorized.³²⁶

Section 3.04 ~~Section 3.04.~~³²⁷ Membership Voting. Except as otherwise specifically provided by statute, the Articles of Incorporation, or these By-laws, the acts of a majority of the members entitled to vote and³²⁸ present at a meeting of the membership at which a quorum is present shall be the acts of the membership, provided that:

- (a) ~~(a)~~ ³²⁹~~unless~~³³⁰ Unless otherwise required by law, no vote at a meeting need be by written ballot;

~~(b)~~ ~~(b)~~ ~~a~~³³¹ ~~A~~³³² member may not vote by proxy; and

~~(c)~~ ~~(e)~~ ~~any~~³³³ ~~Any~~³³⁴ member unable to be present at a meeting may submit in advance written views on any subject to be considered by the membership in such meeting.

~~Section 3.05~~ ~~Section 3.05.~~³³⁵ Quorum. Twenty-five ~~(25)~~³³⁶ members entitled to vote at a meeting³³⁷ shall constitute a quorum.

~~ARTICLE IV~~³³⁸

ARTICLE IV

³³⁹DIRECTORS³⁴⁰

Section 4.01

~~Section 4.01.~~³⁴¹ Authority and Duties of the Directors.

~~(a)~~ ~~(a)~~ ³⁴²In its management and conduct of the business and affairs of the Harvard Club in accordance with these By-laws, the Board of Directors shall possess and may exercise all the powers and authority granted to the Harvard Club by law and by the Articles of Incorporation, subject, however, to the limitations set forth in the Articles and these By-laws.

~~(b)~~ ~~(b)~~ ³⁴³Among the duties of members of the Board of Directors, but not in limitation thereof, shall be faithful attendance at annual³⁴⁴ regular or special meetings of the Board;^{345,346} service on the standing or special committees of the Harvard³⁴⁷ Club;³⁴⁸ as appointed by the President or the Board;^{349,350} assistance to the ~~Officers~~³⁵¹ officers³⁵² and committee ~~chairmen~~³⁵³ chairs³⁵⁴ in carrying out the programs and policies of the Harvard³⁵⁵ Club;^{356,357} attendance whenever possible and, if appropriate, participation in the events and programs of the Harvard³⁵⁸ Club;^{359,360} supervision of the investment and financial accounts of the Harvard³⁶¹ Club;^{362,363} determination of procedures and policies for Harvard³⁶⁴ Club operations;^{365,366} and the provisions of knowledgeable leadership to Harvard alumni/ae in the Washington Metropolitan Area with respect to the Harvard Club and Harvard University affairs.

Section 4.02 Directors³⁷⁰.

~~Section 4.02.~~³⁶⁷ Number of Directors;³⁶⁸ and³⁶⁹ Qualifications of

~~(a)~~ The initial Directors shall be the nineteen (19) persons named in the Articles of Incorporation, serving terms expiring at the close of the first Annual Meeting of the membership.³⁷¹

~~(b)~~ Upon expiration of the terms of office of the initial Directors as set forth above, their successors shall be elected by the membership of the Harvard Club at the first Annual Meeting of the membership.³⁷²

- (a) (e) ~~After the first Annual Meeting, the~~³⁷³~~The~~³⁷⁴ Board of Directors shall consist of the President, the four Vice Presidents, the Secretary, the Treasurer, the most recent Past President, the ~~Chairman~~³⁷⁵~~Chair or co-Chairs~~³⁷⁶ of the Schools Committee, and ~~twelve~~ (12) members at large, of whom at least four (~~4~~³⁷⁷) shall have attended Harvard University³⁷⁸ or Radcliffe College within the past ten (10) years when elected. With respect to the composition of the Board of Directors immediately after the first Annual Meeting, the term "most recent Past President" refers to the immediate Past President of the Harvard Club of Washington, D.C., an unincorporated association; with respect to successive Board of Directors, the term refers to the immediate Past President of the Corporation.³⁷⁹ ~~Directors need not be residents of the District of Columbia, but must be voting members of the Harvard Club.~~³⁸⁰ 12 Directors at large.³⁸¹
- (b) (d) ³⁸²The number of Directors may be increased or decreased by amendment of these By-laws provided that, (1) the number shall never be less than three (~~3~~)³⁸³; and (2) an amendment reducing the number shall not have the effect of shortening the term of any Director in office at the time such amendment becomes effective.
- (c) ³⁸⁴Directors need not be residents of the District of Columbia, but must be voting members of the Harvard Club.³⁸⁵
- (d) ³⁸⁶As of July 1 of each year, at least four (4) members of the Board of Directors (including ex officio Directors³⁸⁷) shall have attended Harvard University³⁸⁸ within the preceding ten (10) years. If a member of the Board of Directors who was needed to satisfy this requirement leaves the Board, the Board of Directors may (pursuant to Section 4.05) appoint a person who does not satisfy this requirement. However, the Board of Directors shall resume compliance with this requirement no later than the following July 1.³⁸⁹

Section 4.03

~~Section 4.03.~~³⁹⁰ Nomination of Board.

- (a) (a) ³⁹¹During or before the month of February of each year, the President of the Harvard Club shall appoint a Nominating Committee consisting of seven (~~7~~)³⁹² voting³⁹³ members of the Harvard Club in good standing,³⁹⁴ and shall give appropriate written notice to the membership of ~~his or her~~³⁹⁵ the³⁹⁶ appointees.
- (b) (b) ³⁹⁷The Nominating Committee shall prepare a list of candidates for the various offices to be filled at the Annual Meeting of the membership and shall deliver the same to the Secretary in time to enable him or her to mail³⁹⁸ send³⁹⁹ the list to each member of the Harvard Club entitled to vote⁴⁰⁰ at least ~~thirty (30)~~⁴⁰¹ ten⁴⁰² days before the Annual Meeting.
- (c) (e) ⁴⁰³Twenty-five (~~25~~)⁴⁰⁴ or more members of the Harvard Club entitled to vote⁴⁰⁵ may transmit in writing to the Secretary the name or names of additional candidates for election to any office or offices to be filled at the Annual Meeting ~~in time to enable him or her to mail a supplementary~~⁴⁰⁶ at least twenty days before the Annual Meeting to enable the Secretary to provide⁴⁰⁷ notice of the names of such additional

candidates⁴⁰⁸ such alternative list⁴⁰⁹ to each member of the Harvard Club entitled to vote⁴¹⁰ at least ten ~~(10)~~⁴¹¹ days before the Annual Meeting.

(d) ⁴¹²Notices to a member may be given by United States mail or commercial delivery service or by email or other electronic means that the member has authorized.⁴¹³

Section 4.04 ~~Section 4.04.~~⁴¹⁴ Election and Term of Directors. Directors, including elect⁴¹⁵ officers, shall be elected at the Annual Meeting of the members, excepting the most recent Past President of the Harvard Club and the ~~Chairman~~⁴¹⁶ Chair or co-Chairs⁴¹⁷ of the Schools Committee, who shall be *ex officio* Directors. ~~Directors other than members at large, including~~⁴¹⁸ Elected⁴¹⁹ officers;⁴²⁰ shall hold their respective offices for one ~~(1)~~⁴²¹ year beginning July 1 and until their successors are elected or appointed and qualify.

The ~~twelve~~⁴²² ~~(12) members~~⁴²³ Directors⁴²⁴ at large shall be divided into three ~~(3)~~⁴²⁵ classes of four ~~(4)~~ each. ~~the terms of office of each initial class shall be either one (1) year, two (2) years, or three (3) years, as determined by the initial Board of Directors~~⁴²⁶ each⁴²⁷. The terms of office of each successive class shall be three ~~(3)~~ years or until their successors are elected or appointed and qualify⁴²⁸ years beginning July 1, and one class shall be elected at each Annual Meeting⁴²⁹. No member of an outgoing class shall be eligible for re-election as a member⁴³⁰ Director⁴³¹ at large after having served a full term of three ~~(3)~~⁴³² years until one ~~(1)~~⁴³³ year has elapsed. This limitation, however, shall not ~~forbid~~⁴³⁴ prevent⁴³⁵ his or her appointment by the Board of Directors to fill a vacancy.

Section 4.05 ~~Section 4.05.~~⁴³⁶ Vacancies.⁴³⁷ ~~A vacancy existing by reason of the resignation, death, incapacity,~~⁴³⁸ A vacancy existing by reason of the resignation, death, incapacity,⁴³⁹ or removal of a Director before the expiration of his or her term may be filled by appointment of a successor by majority vote of the remaining Directors or by submitting a nominee to election by a vote at a meeting of the members⁴⁴⁰. A Director so appointed or elected⁴⁴¹ shall serve until a successor is elected and qualifies. A vacancy created by an increase in the number of Directors pursuant to Section 4.02 shall be filled by appointment by a majority vote of the Directors in office.

Section 4.06 ~~Section 4.06.~~⁴⁴² Notice and Acceptance of Election or Appointment. Written notice of the election or appointment of a person as a member of the Board of Directors shall be given promptly to such person by the President. A person shall be deemed to have accepted election or appointment unless he or she shall otherwise specify in writing to the President within ten ~~(10)~~⁴⁴³ days of receipt of said notice. A person shall qualify as a member of the Board of Directors when he or she accepts or is deemed under this Section to have accepted election or appointment.

Section 4.07 ~~Section 4.07.~~⁴⁴⁴ Continuation in Office. After the expiration of the term for which he or she is elected or appointed, a Director shall, unless he or she sooner resigns or is removed, continue to hold office until his or her successor is elected or appointed and qualifies.

Section 4.08 ~~Section 4.08.~~⁴⁴⁵ Resignation. A Director may resign at any time by giving written notice of resignation to the President or the Secretary⁴⁴⁶. A resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.09 ~~Section 4.09.~~⁴⁴⁷ Compensation. Directors⁴⁴⁸ ~~A Director~~⁴⁴⁹ shall not⁴⁵⁰ receive any⁴⁵¹ no⁴⁵² compensation for their⁴⁵³ his or her⁴⁵⁴ services, ~~but may~~⁴⁵⁵ but may⁴⁵⁶ receive reasonable amounts for reimbursement of expenses incurred or advances for expenses to be incurred on behalf of the Harvard Club.

Section 4.10 ~~Section 4.10.~~⁴⁵⁷ Removal.⁴⁵⁸

- (a) ~~Section 4.10. Removal.~~⁴⁵⁹ A Director shall⁴⁶⁰ may⁴⁶¹ be removed from office for dereliction of his or her duties as set forth under these By-laws. A majority vote⁴⁶² only for cause (including, without limitation, dereliction of duty as a Director or, if such Director is also an officer, as an officer). A vote of the members or a vote of a majority⁴⁶³ of the whole number of⁴⁶⁴ Directors then in office⁴⁶⁵ shall be sufficient for removal at a meeting of the members or the Board, as the case may be,⁴⁶⁶ called expressly for that purpose. Adequate notice of the meeting, not less than ~~10~~⁴⁶⁷ ten⁴⁶⁸ days, shall be given and the Director to be removed shall be given an opportunity to be heard by the members or the⁴⁶⁹ Board, as the case may be,⁴⁷⁰ prior to action on his or her removal.
- (b) If a Director is absent from a meeting of the Board, the Director may establish in a written notice given to the President or the Secretary of the Club good reason for his or her absence from the meeting. The written notice may be given prior to, on the date of, or following the applicable meeting and may be given by email or other electronic means. Failure to provide such notice, or failure to establish good reason for the absence, constitutes an unexcused absence. The President shall determine, in his or her reasonable discretion, whether a reason given for absence from a meeting constitutes "good reason."⁴⁷¹ In its discretion the Board may deem at least four ~~unexplained~~⁴⁷² unexcused⁴⁷³ absences of a Director from meetings of the Board to be a resignation of such Director, which may be accepted by a majority of the Board without notice to such Director prior to such acceptance⁴⁷⁴ over a rolling 12-month period to be "cause" for removal⁴⁷⁵.

~~ARTICLE V~~⁴⁷⁶

ARTICLE V

⁴⁷⁷ COMMITTEES⁴⁷⁸

Section 5.01 ~~Section 5.01.~~⁴⁷⁹ Standing and Special Committees of the Board.

- (a) (a) ⁴⁸⁰The Board of Directors may, by resolution adopted by a majority of the Directors in office⁴⁸¹, establish standing and special committees composed of at least two⁴⁸² members of the Board. Unless otherwise provided in these By-laws, the Board may make such provisions for appointment of the ~~chairmen~~⁴⁸³ chairs⁴⁸⁴ of such committees, including authorizing the President to appoint the ~~chairman~~⁴⁸⁵ chair or co-chairs⁴⁸⁶ of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business,⁴⁸⁷ and activities of the Harvard Club.

(b) ~~(b)~~ ⁴⁸⁸The Board shall not delegate to any committee authority to: authorize distributions; approve or propose to members action that⁴⁸⁹ the District of Columbia Nonprofit Corporation Act⁴⁹⁰ of 2010, as amended from time to time (the "Act"). requires be approved by members; fill vacancies on the Board of Directors or on any of its committees; adopt, ⁴⁹¹amend or repeal the⁴⁹² By-laws; elect, appoint, or remove any member of any such committee or any Director; amend or restate the Articles of Incorporation; adopt a plan of merger or consolidation with another corporation; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Harvard Club; authorize the voluntary dissolution of the Harvard Club or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Harvard Club; or amend or repeal any resolution of the Board of Directors. However, any committee may study and make recommendations to the Board of Directors regarding any such action.⁴⁹³

(c) ~~(e)~~ ⁴⁹⁴The designation and appointment of any standing or special committee and the delegation of authority thereto shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him or her by law.

Section 5.02 ~~Section 5.02.~~⁴⁹⁵ Advisory Committee. The Past Presidents of the Harvard Club or its antecedent shall constitute the Advisory Committee to the Board of Directors and shall be entitled to attend all meetings of the Board. Only the immediate Past President shall have a vote on the Board, and he or she shall serve as the ~~chairman~~⁴⁹⁶ chair⁴⁹⁷ of the Advisory Committee.

Section 5.03 ~~Section 5.03.~~⁴⁹⁸ Schools Committee.

(a) ~~(a)~~ ⁴⁹⁹There shall be a Schools Committee (described in this section as "the Committee") for the purpose of assisting Harvard University with respect to applicants and prospective applicants for admission to Harvard College and Radcliffe College. ~~It may have such subcommittees as are deemed by the Board of Directors to be necessary and appropriate~~⁵⁰⁰.

(b) ~~(b)~~ ~~The Chairman and Subcommittee Chairmen~~⁵⁰¹ The Chair or co-Chairs⁵⁰² shall be appointed by the President with the approval of the Board of Directors. The ~~Chairman~~⁵⁰³ Chair or co-Chairs⁵⁰⁴ shall be a ~~member~~⁵⁰⁵ members⁵⁰⁶ of the Board of Directors in accordance with Sections 4.02 and 4.04 of these By-laws.

(c) ~~Members of the Committee shall be appointed by the President, or, if expressly so delegated, by the Committee Chairman or Subcommittee Chairmen.~~⁵⁰⁷

~~All Members of the Committee shall be members of the Harvard Club of Washington, D.C.~~⁵⁰⁸

(d) ~~The Chairman or a Subcommittee Chairman~~⁵⁰⁹ The Chair or co-Chairs⁵¹⁰ shall advise the President of all formal meetings of the Committee ~~or its Subcommittees~~⁵¹¹ and of any matters of serious consequence concerning the work of the Committee that involve relations between the Harvard Club and Harvard University, or between the

Harvard Club and local schools or communities, or that otherwise affect the membership of the Harvard Club.

- (d) (e) ⁵¹²Budgeting, expenditures and accounting for the Committee shall be administered in accordance with policies and procedures established by the Board of Directors.

Section 5.04 ~~Section 5.04.~~ ⁵¹³Other Committees, ⁵¹⁴ ~~Other committees not having~~ and exercising the authority of the Board of Directors in the management of the Corporation ⁵¹⁶Harvard Club ⁵¹⁷ may be established or authorized by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Harvard Club, and the President of the Harvard Club shall appoint the members thereof. A member of such committee may be removed by the person or persons authorized to appoint ⁵¹⁸or remove ⁵¹⁹ the members thereof.

Section 5.05 ~~Section 5.05.~~ ⁵²⁰Term of Office. Unless the resolution establishing the committee otherwise provides, each member of a committee shall continue as such until the next Annual Meeting of the members and until his or her successor is appointed, unless the committee is sooner terminated or such member is sooner removed from such committee or ceases to qualify as a member thereof.

Section 5.06 ~~Section 5.06. Chairman~~ ⁵²¹Chair ⁵²². One member of each committee shall be appointed ~~chairman~~ ⁵²³chair ⁵²⁴ by the President unless otherwise provided for in these By-laws. A committee ~~chairman~~ ⁵²⁵chair ⁵²⁶ may hold the same office for no more than four (4) ⁵²⁷ consecutive years.

Section 5.07 ~~Section 5.07.~~ ⁵²⁸Vacancies. Except as otherwise provided in the resolution establishing the committee, vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.08 ~~Section 5.08.~~ ⁵²⁹Quorum. Unless otherwise provided in the resolution establishing a committee, a majority of the members of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.09 ~~Section 5.09.~~ ⁵³⁰Rules. Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VI ⁵³¹

ARTICLE VI

⁵³²MEETINGS OF DIRECTORS ⁵³³

Section 6.01 ~~Section 6.01.~~ ⁵³⁴Place of Meetings. Meetings of the Board of Directors may be held at such places as the Board may from time to time determine or, in the absence of such determination, as the person or persons calling a meeting may specify.

Section 6.02 ~~Section 6.02.~~⁵³⁵ Annual Meeting. There shall be an annual meeting of the Board of Directors each year to make arrangements for management of the affairs of the Harvard Club for the following year and to conduct such other business as may be appropriate. The Annual Meeting shall be held promptly after the Annual Meeting of the members on such date and at such time as may be determined by the Board or, in the absence of such determination, by the President or any of the Vice Presidents, or if none of them acts, by three ~~(3)~~⁵³⁶ or more of the Directors.

Section 6.03 ~~Section 6.03.~~⁵³⁷ Regular Meetings. The Board of Directors ~~may~~⁵³⁸ shall⁵³⁹ by resolution establish a schedule of regular meetings of the Board.

Section 6.04 ~~Section 6.04.~~⁵⁴⁰ Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or any of the Vice Presidents or by three ~~(3)~~⁵⁴¹ or more of the Directors, or if ~~twenty-five~~ ~~(⁵⁴²25)~~⁵⁴³ or more members make a written request to the Board for a meeting.

Section 6.05 ~~Section 6.05.~~⁵⁴⁴ Notice; Waiver of Notice. Notice of each meeting of the Board of Directors in the form of a record⁵⁴⁵, specifying the date, time, and place thereof, shall be given ~~in writing~~⁵⁴⁶ on or before the fifth ~~(5th)~~⁵⁴⁷ day before the meeting, ~~by letter, telegram, telex, or cable directed to each Director at his or her address last appearing on the records of the Harvard Club~~⁵⁴⁸. Notice of any meeting of the Board may be waived by any Director ~~by letter or by telegram, telex or cable~~⁵⁴⁹ in the form of a record, signed by the Director and filed with the minutes or corporate records⁵⁵⁰, either before or after the holding of such meeting, ~~that attendance is for the purpose of objecting thereto on the ground that the meeting was not lawfully called or convened~~⁵⁵¹ A Director's attendance at or participation in a meeting shall waive any required notice to the Director of the meeting, unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting⁵⁵².

Section 6.06 ~~Section 6.06.~~⁵⁵³ Quorum; Adjournment.

- (a) ~~(a)~~ ⁵⁵⁴To constitute a quorum for the transaction of business at any meeting of the Board of Directors, the presence shall be required of seven ~~(7)~~⁵⁵⁵ of the officers or⁵⁵⁶ Directors in office at the time. ~~If there are three (3) or fewer in office, the presence of all of them shall be necessary except that two (2) Directors shall constitute a quorum for the initial meeting. If there are fewer than three (3) Directors in office, the remaining Directors or Director shall constitute a quorum solely for the purpose of filling a vacancy or vacancies in order to have three (3) Directors in office who may then proceed with the transaction of all business including the filling of further vacancies.~~⁵⁵⁷
- (b) ~~(b)~~ ⁵⁵⁸In the absence of a quorum, any meeting may be adjourned ~~from time to time~~⁵⁵⁹ by the vote of a majority of the Directors present, but no other business may be transacted. No notice need be given of the adjourned meeting otherwise than by announcement at the meeting at which such adjournment is taken. At any such resumed meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

- (c) (e) ~~The⁵⁶⁰ No action of the Board of⁵⁶¹ Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum⁵⁶² may be taken if a meeting loses quorum, other than an action to adjourn⁵⁶³.~~

Section 6.07 ~~Section 6.07.~~⁵⁶⁴ Majority Vote; Voting. Except as otherwise specifically provided by statute, the Articles of Incorporation,⁵⁶⁵ or these By-laws, the acts of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the acts of the Board;⁵⁶⁶ provided that

- (a) ~~a Director whose term expires at the close of an Annual Meeting of the members shall, unless he or she sooner resigns or is removed, be considered for quorum purposes as holding office and be eligible to vote on all matters including the election of Directors until his or her successor is elected or appointed and qualifies;⁵⁶⁷ (b)⁵⁶⁸ provided that,⁵⁶⁹ unless otherwise required by law, no vote at a meeting need be by written ballot unless so requested by a Director; and⁵⁷⁰ (e) a Director may not vote by proxy, but any Director unable to be present at a meeting may submit in advance written views on any subject to be considered by the Directors participating in such meeting⁵⁷¹.~~

Section 6.08 ~~Section 6.08.~~⁵⁷² Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these By-laws) or of any committee may be taken without a meeting if, as provided in Section 99 of⁵⁷³ the District of Columbia Nonprofit Corporation Act⁵⁷⁴, D.C. Code § 29-1099, or any superseding provision, consents in writing⁵⁷⁵ consents in the form of a record⁵⁷⁶ setting forth the action so taken are signed by all of the members of the Board or of such committee, as the case may be. Such consents⁵⁷⁷ records⁵⁷⁸ (which may be in one instrument or several instruments) shall be filed in⁵⁷⁹ with⁵⁸⁰ the office⁵⁸¹ President or the chair⁵⁸² of the Secretary⁵⁸³ committee, as the case may be⁵⁸⁴. A certificate of the President or any of the Vice Presidents⁵⁸⁵ (or, in the case of a committee, the chairperson⁵⁸⁶ chair⁵⁸⁷ thereof) or the Secretary⁵⁸⁸ as to the receipt of such consents, the action thereby taken, and the effective date of such action shall be filed with the minutes of the proceedings of the Board or of the committee. An action so taken shall be deemed to have been taken at a meeting held on the effective date so certified.

~~Section 6.09. Emergency Provision. Anything in these By-laws to the contrary notwithstanding, in the event of a national catastrophe and during an emergency period following such a catastrophe, a majority of the surviving members of the Board of Directors who have not been rendered incapable of acting or attending shall constitute a quorum.⁵⁸⁹~~

ARTICLE VII⁵⁹⁰

Section 6.09 ⁵⁹¹Emergency Provisions. In the event of an emergency in which a quorum of Directors cannot readily be assembled because of some catastrophic event, the emergency powers set forth in Section 29-403.03 of the Act (or any successor provision) shall apply.⁵⁹²

ARTICLE VII

⁵⁹³OFFICERS⁵⁹⁴

Section 7.01 ~~Section 7.01.~~⁵⁹⁵ Officers. The elected officers of the Harvard Club shall be a President, a Vice President for ~~of~~⁵⁹⁶⁵⁹⁷ Administration, a Vice President for ~~of~~⁵⁹⁸⁵⁹⁹ Activities, a Vice President for membership ⁶⁰⁰of Membership⁶⁰¹, a Vice President for ~~of~~⁶⁰²⁶⁰³ Radcliffe Affairs, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors as provided in Section 4.02 of these By-laws. In addition, the Board of Directors may ~~designate~~⁶⁰⁴ appoint⁶⁰⁵ an Assistant Secretary and an Assistant Treasurer. All officers shall be voting⁶⁰⁶ members of the Harvard Club. Any two ~~officers~~⁶⁰⁷ offices⁶⁰⁸ may be held by the same person, except the offices of President and Secretary.

Section 7.02 ~~Section 7.02.~~⁶⁰⁹ Nomination, Election and Appointment of Officers; Terms of Office.

(a) ~~(a)~~ ⁶¹⁰Officers who are Directors ⁶¹¹to be elected⁶¹² as provided in Section 4.02(e) ⁶¹³7.01⁶¹⁴ shall be nominated, elected, and serve terms of office as provided in Sections 4.03 and 4.04.

~~(b) New offices may be created and filled at any meeting by majority vote of the Directors in office.~~⁶¹⁵

~~(b)~~ ⁶¹⁶Officers shall be eligible for re-election or re-appointment.

Section 7.03 ~~Section 7.03.~~⁶¹⁷ Continuation in Office. After the expiration of the term for which he or she is elected or appointed, an officer shall continue to hold office until his or her successor is elected or appointed and qualifies.

Section 7.04 ~~Section 7.04.~~⁶¹⁸ Resignation. An officer may resign at any time by giving written notice to the President, ~~unless~~⁶¹⁹ or the Secretary; provided that if⁶²⁰ such officer is the President, in which case, ⁶²¹he or she shall give such⁶²² written notice to the Secretary ⁶²³only to the Secretary, and if such officer is the Secretary, he or she shall give such written notice only to the President⁶²⁴. A resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.05 ~~Section 7.05.~~⁶²⁵ Removal. An officer elected as provided in Section 7.01⁶²⁶ may be removed by a majority of the Directors in office for cause under the procedure set forth in Section 4.10. An officer appointed by the Board as provided in Section 7.01 may be removed at any time, with or without cause, by resolution of the Board⁶²⁷.

Section 7.06 ~~Section 7.06.~~⁶²⁸ Vacancies. A vacancy existing by reason of the resignation, death, incapacity, ⁶²⁹or removal of an officer before the expiration of his or her term may be filled by appointment of a successor by majority vote at a meeting⁶³⁰ of the Board of⁶³¹ Directors ~~of~~⁶³² or by submitting the nominee to a vote at a meeting of the members⁶³³. An officer so appointed or elected⁶³⁴ shall serve until a successor is elected or appointed and qualifies, and, in the case of an

officer required to be elected as provided in Section 7.01.⁶³⁵ shall be considered an elected officer under Section 7.01.

Section 7.07 ~~Section 7.07.~~⁶³⁶ Compensation. Officers⁶³⁷ An officer⁶³⁸ shall ~~not~~⁶³⁹ receive any⁶⁴⁰ no⁶⁴¹ compensation for their⁶⁴² his or her⁶⁴³ services, but may receive reasonable amounts for reimbursement of expenses incurred or advances for expenses to be incurred on behalf of the Harvard Club.

ARTICLE VIII⁶⁴⁴

ARTICLE VIII

⁶⁴⁵DUTIES OF OFFICERS⁶⁴⁶

Section 8.01 ~~Section 8.01.~~⁶⁴⁷ President. The President shall be the chief executive and, in general, direct all the business and affairs of the Harvard Club, subject to the supervision and control of the Board of Directors, to whom he or she shall be responsible for the affairs of the Harvard Club and for the performance of its other officers and its employees. The President, together with the Treasurer, or any other proper officer of the Harvard Club authorized by the Board of Directors, may sign and execute, in the name of the Harvard Club, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-laws to some other officer or agent of the Harvard Club. In general, the President shall perform all duties incident to the office of chief executive and other duties as from time to time may be assigned to him or her by the Board of Directors. The President shall serve as ~~Chairman~~⁶⁴⁸ Chair⁶⁴⁹ of the Board and shall preside at meetings of the Board and the members⁶⁵⁰.

Section 8.02 ~~Section 8.02.~~⁶⁵¹ Vice President ~~for~~⁶⁵² of⁶⁵³ Administration.⁶⁵⁴ ~~The~~⁶⁵⁵ Vice President ~~for~~⁶⁵⁶ of⁶⁵⁷ Administration shall be the chief administrative officer of the Harvard Club, subject to the direction and control of the President and the Board of Directors. He or she shall be a Vice ~~Chairman~~⁶⁵⁸ Chair⁶⁵⁹ of the Board, and in the absence of the President, shall preside, if present, at meetings of the Board of Directors and the members unless the President designates, in his or her discretion, a different officer or director to preside at such meetings⁶⁶⁰. The Vice President ~~for~~⁶⁶¹ of⁶⁶² Administration shall be responsible for and coordinate the activities of all committees that have jurisdiction over matters dealing with membership, finance, investments, and communications between the Harvard Club and the⁶⁶³ Harvard⁶⁶⁴ University or the community. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President ~~for~~⁶⁶⁵ of⁶⁶⁶ Administration shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President ~~for~~⁶⁶⁷ of⁶⁶⁸ Administration shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8.03 ~~Section 8.03.~~⁶⁶⁹ Vice President ~~for~~⁶⁷⁰ of⁶⁷¹ Activities. The Vice President ~~for~~⁶⁷² of⁶⁷³ Activities shall be responsible for and shall⁶⁷⁴ coordinate the activities of all committees that have jurisdiction over matters dealing with ~~regular and special fund raising,~~⁶⁷⁵ educational or social events, and seminars or other programs. He or she shall be a Vice ~~Chairman~~⁶⁷⁶ Chair⁶⁷⁷ of the Board and, in the absence of both the President and Vice President ~~for~~⁶⁷⁸ of⁶⁷⁹

Administration, shall preside, if present, at meetings of the Board of Directors and the members unless the President designates, in his or her discretion, a different officer or director to preside at such meetings⁶⁸⁰. In the absence of the President and Vice President ~~for~~⁶⁸¹ of⁶⁸² Administration or in event of the inability or refusal of either to act, the Vice President ~~for~~⁶⁸³ of⁶⁸⁴ Activities shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President ~~for~~⁶⁸⁵ of⁶⁸⁶ Activities shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8.04 ~~Section 8.04.~~⁶⁸⁷ Vice President ~~for~~⁶⁸⁸ of⁶⁸⁹ Membership. The Vice President ~~for membership~~⁶⁹⁰ of Membership⁶⁹¹ shall be responsible for and shall⁶⁹² coordinate the activities of all committees that have jurisdiction over matters dealing with the renewal of continuing membership, and the solicitation and enrollment of new members. He or she ~~hall~~⁶⁹³ shall⁶⁹⁴ be a Vice Chairman⁶⁹⁵ Chair⁶⁹⁶ of the Board and, in the absence of the President, ~~the~~⁶⁹⁷ Vice President ~~for~~⁶⁹⁸ of⁶⁹⁹ Administration, and ~~the~~⁷⁰⁰ Vice President ~~for~~⁷⁰¹ of⁷⁰² Activities, shall preside, if present, at meetings of the Board of Directors and the members unless the President designates, in his or her discretion, a different officer or director to preside at such meetings⁷⁰³. In the absence of the President, the Vice President of⁷⁰⁴ Administration,⁷⁰⁵ and the Vice President ~~for~~⁷⁰⁶ of⁷⁰⁷ Activities,⁷⁰⁸ or in the event of the inability or refusal of such officers⁷⁰⁹ to act, the Vice President ~~for~~⁷¹⁰ of⁷¹¹ Membership shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President ~~for~~⁷¹² of⁷¹³ Membership shall perform such duties as from the time may be assigned him or her by the President or the Board of Directors.

Section 8.05 ~~Section 8.05.~~⁷¹⁴ Vice President of Radcliffe Affairs. The Vice President ~~for~~⁷¹⁵ of⁷¹⁶ Radcliffe Affairs shall be responsible for promoting the participation of Radcliffe College graduates in the activities of the Harvard Club. In addition, ~~he or~~⁷¹⁷ she shall develop and promote activities of particular interest to Radcliffe College Alumnae. Further, ~~he or~~⁷¹⁸ she will keep the Harvard Club informed of the programs and activities of Radcliffe. ~~She~~⁷¹⁹ He or she⁷²⁰ shall be a Vice Chairman⁷²¹ Chair⁷²² of the Board and, in the absence of the President, ~~the~~⁷²³ Vice President ~~for~~⁷²⁴ of⁷²⁵ Administration, ~~the~~⁷²⁶ Vice President ~~for~~⁷²⁷ of⁷²⁸ Activities, and ~~the~~⁷²⁹ Vice President ~~for~~⁷³⁰ of⁷³¹ Membership, shall preside, if present, at meetings of the Board of Directors and the members unless the President designates, in his or her discretion, a different officer or director to preside at such meetings⁷³². In the absence of the President, the Vice President ~~for~~⁷³³ of⁷³⁴ Administration, the Vice President ~~for~~⁷³⁵ of⁷³⁶ Activities, and the Vice President of⁷³⁷ Membership,⁷³⁸ or in the event of the inability or refusal of such officers⁷³⁹ to act, the Vice President ~~for~~⁷⁴⁰ of⁷⁴¹ Radcliffe Affairs shall perform the duties of the President, and when so acting, shall have all the powers of and ~~b~~⁷⁴² be subject to all the restrictions upon the President. The Vice President ~~for~~⁷⁴³ of⁷⁴⁴ Radcliffe Affairs shall perform such duties as from time to time may be assigned him or her⁷⁴⁵ by the President or the⁷⁴⁶ Board of Directors.

Section 8.06 ~~Section 8.06.~~⁷⁴⁷ Secretary. The Secretary shall:

- (a) ~~(a) certify and keep at the principal office of the Harvard Club~~⁷⁴⁸ Maintain in an appropriate place⁷⁴⁹ the original or a copy of its ~~the~~⁷⁵⁰ the⁷⁵¹ Articles of Incorporation or these By-laws as amended to date;
- (b) ~~(b) keep at the principal office of the Harvard Club, or at such other place as the Board of Directors may order,~~⁷⁵² Maintain in an appropriate place⁷⁵³ the original or a

duplicate record of the proceedings of the members, Board of Directors, and committees having any of the authority of the⁷⁵⁴ of the Board of Directors, whether annual, regular, or special;

(c) (e) ~~see~~⁷⁵⁵ See⁷⁵⁶ that all notices are duly given in accordance with the provisions of these By-laws or as required by law;

(d) (d) ~~be~~⁷⁵⁷ Be⁷⁵⁸ custodian of the records and of the seal of the Harvard Club and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Harvard Club under its seal is duly authorized;

(e) (e) ~~see~~⁷⁵⁹ See⁷⁶⁰ that the books, reports, statements, and all other documents and records required by law are properly kept and filed;

(f) (f) ~~exhibit~~⁷⁶¹ Exhibit⁷⁶² at all reasonable times to any Director, upon request, the By-laws and minutes of proceedings of the Board of Directors; and⁷⁶³

(g) ~~assure that all applications for membership receive prompt action by the Admissions Committee and are promptly placed on the membership and mailing rolls of the Harvard Club; and~~⁷⁶⁴

(g) (h) ~~in~~⁷⁶⁵ In⁷⁶⁶ general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8.07

~~Section 8.07.~~⁷⁶⁷ Treasurer. The Treasurer shall:

(a) (a) ~~have~~⁷⁶⁸ Have⁷⁶⁹ charge and custody of, and be responsible, subject to the approval or ratification of the Board, for all funds of the Harvard Club, and deposit all such funds in the name of the Harvard Club, in such banks, trust companies,⁷⁷⁰ or other depositories as shall be selected by the Board, ~~except that purchase or sale of securities or other investments shall first be approved~~⁷⁷¹ or any committee to which such authority has been delegated⁷⁷² by the Board;

(b) - (b) ~~keep~~⁷⁷³ Keep⁷⁷⁴ and maintain adequate and correct accounts of the Harvard Club's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus;

(c) (e) ~~exhibit~~⁷⁷⁵ Provide reasonable access to⁷⁷⁶ the books of account and records to any Director, upon request, ~~during business hours at the office of the Harvard Club where such books and records are kept~~⁷⁷⁷;

(d) (d) ~~render~~⁷⁷⁸ Render⁷⁷⁹, upon request, a statement of the condition of the finances of the Harvard Club at such meetings of the Board of Directors as the Board may direct, and render a full financial report at the annual meetings of the Board; and⁷⁸⁰

- (e) ~~(e)~~ ~~in~~⁷⁸¹In⁷⁸² general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

~~ARTICLE IX~~⁷⁸³

ARTICLE IX

⁷⁸⁴FINANCIAL ADMINISTRATION⁷⁸⁵

Section 9.01 ~~Section 9.01.~~⁷⁸⁶ Fiscal Year. The fiscal year of the Harvard Club shall begin on the first day of January and end on the last day of December in each year, but may be changed by resolution of the Board of Directors.

Section 9.02 ~~Section 9.02.~~⁷⁸⁷ Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Harvard Club, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Harvard Club, and such authority may be general or confined to specific instances.

Section 9.03 ~~Section 9.03.~~⁷⁸⁸ Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Harvard Club and in such manner as⁷⁸⁹ shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 9.04 ~~Section 9.04.~~⁷⁹⁰ Deposits and Accounts. All funds of the Harvard Club, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, ~~trust companies,~~⁷⁹¹ or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by any officer or officers or agent or agents of the Board to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Harvard Club, checks,⁷⁹² drafts, and other orders for the payment of money that are payable to the order of the Harvard Club may be endorsed, assigned, and delivered on behalf of the Harvard Club by ~~any officer or agent of the Harvard Club~~⁷⁹³ the President, Treasurer, or another officer who has been duly designated by the Board of Directors⁷⁹⁴.

~~Section 9.05. Bonds. The Harvard Club shall secure bonds for the faithful discharge of the duties of any Director, officer, agent, or employee of the Harvard Club who has custody of or discretion over any funds of the Harvard Club.~~⁷⁹⁵

Section 9.05 ~~Section 9.06. Corporate Records. The Harvard Club shall keep at its principal place of business (a) the original or a duplicate record of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, (b) the original or a copy of~~⁷⁹⁶ the Articles of Incorporation⁷⁹⁷ ~~and the By-laws, including all amendments thereof to date, certified by the Secretary, and (c) appropriate, correct, and complete books and records of account.~~⁷⁹⁸ Corporate Records. The Harvard Club shall keep at its principal office (a) its Articles of

Incorporation or restated Articles of Incorporation and all amendments to them currently in effect, (b) its By-laws or restated By-laws and all amendments to them currently in effect, (c) minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members and Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors on behalf of the Harvard Club, in each case for the past three years, (d) all communications in the form of a record to members generally within the past three years, including the financial statements furnished for the past three years upon demand from a member under the Act, (e) a list of the names and business addresses of its current directors and officers, and (f) its most recent biennial report delivered to⁷⁹⁹ the District of Columbia.⁸⁰⁰

ARTICLE X⁸⁰¹

INDEMNIFICATION⁸⁰²

Section 10.01 ⁸⁰³Indemnification.⁸⁰⁴

- (a) ⁸⁰⁵The Harvard Club shall indemnify any Director or officer to the extent the Director or officer was successful, on the merits or otherwise, in the defense of any proceeding to which the Director or officer was a party because the Director or officer was a director or officer of the Harvard Club against reasonable expenses incurred by the Director or officer in connection with the proceeding.⁸⁰⁶
- (b) ⁸⁰⁷Except as otherwise provided in these By-laws, the Harvard Club shall, without the requirement of any additional authorization by the Board of Directors, also indemnify a Director or officer who is a party to a proceeding because he or she is or was a Director or officer against liability incurred in the proceeding if the individual:⁸⁰⁸
- (1) ⁸⁰⁹Acted in good faith;⁸¹⁰
- (2) ⁸¹¹Reasonably believed;⁸¹²
- (A) ⁸¹³In the case of conduct in an official capacity, that the conduct was in the best interests of the Harvard Club; and⁸¹⁴
- (B) ⁸¹⁵In all other cases, that the individual's conduct was at least not opposed to the best interests of the Harvard Club;⁸¹⁶
- (3) ⁸¹⁷In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and⁸¹⁸
- (4) ⁸¹⁹In the case of an employee benefit plan, reasonably believed such actions to be in the interests of the participants in and the beneficiaries of the plan.⁸²⁰
- (c) ⁸²¹The Harvard Club shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies. The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent is not, in itself,

determinative that the Director or officer did not meet the standard of conduct contained in this Section 10.01.⁸²²

(d) ⁸²³Unless ordered by a court of competent jurisdiction, the Harvard Club shall not indemnify a Director or officer.⁸²⁴

(1) ⁸²⁵In connection with a proceeding by or in the right of the Harvard Club, except that the Harvard Club may indemnify the Director or officer for reasonable expenses incurred in connection with the proceeding if it is determined that the Director or officer met the relevant standard of conduct under Section 10.01(b); or⁸²⁶

(2) ⁸²⁷In connection with any proceeding with respect to conduct for which the Director or officer was adjudged liable on the basis that the Director or officer received a financial benefit to which the Director or officer was not entitled, whether or not it involved any action in the individual's official capacity.⁸²⁸

Section 10.02 ⁸²⁹Advance for Expenses. The Harvard Club shall, before final disposition of a proceeding and without the requirement of any additional authorization by the Board of Directors, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she is or was a Director or officer if the individual delivers to the Harvard Club (a) a written statement signed by the individual setting forth his or her good-faith belief that he or she has met the relevant standard of conduct described in Section 10.01(b) or that the proceeding involves conduct for which liability has been eliminated by⁸³⁰ the Articles of Incorporation⁸³¹, these By-laws or the Act; and (b) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these By-laws or mandatory indemnification under the Act.⁸³²

Section 10.03 ⁸³³Determination of Indemnification.⁸³⁴

(a) ⁸³⁵The Harvard Club shall not indemnify a Director or officer under Section 10.01(b) unless the Harvard Club determines, in accordance with subsection (b), that the Director or officer has met the relevant standard of conduct in these By-laws and the Act.⁸³⁶

(b) ⁸³⁷The determination shall be made:⁸³⁸

(1) ⁸³⁹If there are two or more disinterested Directors, by a majority vote of all the disinterested Directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of two or more disinterested Directors appointed by such a vote.⁸⁴⁰

(2) ⁸⁴¹By special legal counsel.⁸⁴²

(A) ⁸⁴³Selected in the manner prescribed in paragraph (1); or⁸⁴⁴

- (B) ⁸⁴⁵If there are fewer than two disinterested Directors, selected by the Board of Directors, in which selection Directors who do not qualify as disinterested Directors may participate; or⁸⁴⁶
- (3) ⁸⁴⁷By the members.⁸⁴⁸
- (c) ⁸⁴⁹With respect to any matter disposed of by a settlement or compromise payment by a Director or officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved: (1) by a majority vote of the disinterested Directors, a majority of whom will constitute a quorum for that purpose; (2) by a majority of the members of a committee of two or more disinterested Directors appointed by such a vote; (3) if there are fewer than two disinterested Directors, by the Board of Directors, in which case Directors who do not qualify as disinterested Directors may participate; provided that special legal counsel selected in the manner prescribed in subsection (b)(2) above determines that indemnification is permissible because the Director or officer has met the relevant standard of conduct in these By-laws and the Act; or (4) by a court of competent jurisdiction.⁸⁵⁰
- (d) ⁸⁵¹For purposes of this Article X, a "disinterested Director" shall mean a Director who, at the time of a vote referred to in this Article X, is not:⁸⁵²
- (1) ⁸⁵³A party to the proceeding; or⁸⁵⁴
- (2) ⁸⁵⁵An individual having a familial, financial, professional or employment relationship with the Director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the Director's judgment when voting on the decision being made.⁸⁵⁶

Section 10.04 ⁸⁵⁷Severability. Each provision of this Article X is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article X.⁸⁵⁸

Section 10.05 Section 9.07.⁸⁵⁹Insurance. The Harvard Club may purchase and maintain insurance on behalf of any person⁸⁶⁰an individual⁸⁶¹who is or was a Director, officer, employee, or agent of the Harvard Club, or is was serving⁸⁶²who, while a Director, officer, employee, or agent of the Harvard Club, serves or served⁸⁶³at the request or by resolution of the Board of Directors⁸⁶⁴of the Harvard Club as a director, officer, partner,⁸⁶⁵trustee, officer,⁸⁶⁶employee, or agent of another domestic or foreign⁸⁶⁷corporation, association, trust,⁸⁶⁸partnership, joint venture, trust, employee benefit plan⁸⁶⁹, or other entity, against any⁸⁷⁰liability asserted against him⁸⁷¹or her and⁸⁷²incurred by him or her⁸⁷³the individual⁸⁷⁴in such⁸⁷⁵that⁸⁷⁶capacity,⁸⁷⁷or arising out of his or her⁸⁷⁸from the individual's⁸⁷⁹status as such⁸⁸⁰a Director, officer, employee, or agent⁸⁸¹, whether or not the Harvard Club would have the⁸⁸²power to indemnify such person⁸⁸³or advance expenses to the individual⁸⁸⁴against such⁸⁸⁵the same⁸⁸⁶liability under the law of⁸⁸⁷the District of Columbia.⁸⁸⁸Act.⁸⁸⁹

~~Section 9.08. Indemnification. The Harvard Club shall indemnify any person who is or was a Director or Officer of the Harvard Club, or is or was serving at the request by resolution of the Board of Directors of the Harvard Club as a director, trustee, or officer of another corporation, association, trust, partnership, joint venture, or other entity, against expenses (including attorney fees and court costs) actually and reasonably incurred by such person in connection with any action, suit, or proceeding in which such person is made a party by reason of the fact that such person is or was a Director or Officer of the Harvard Club or serves or served as a director, trustee, or officer of any other entity at the request of the Harvard Club; provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of such person's duty; and provided further, that no indemnification shall be made to the extent not authorized or permitted by the United States Internal Revenue law.~~⁸⁹⁰

~~ARTICLE X~~⁸⁹¹

ARTICLE XI

⁸⁹²AMENDMENT OF BY⁸⁹³ ~~LAW~~⁸⁹⁴ LAW⁸⁹⁵ ⁸⁹⁶

Section 11.01

~~Section 10.01.~~⁸⁹⁷ Amendments.

- (a) - (a) ⁸⁹⁸Amendments of these By-Laws⁸⁹⁹ laws⁹⁰⁰ may be proposed at any meeting of the Board of Directors. Amendments shall be voted or otherwise acted on at the first meeting following satisfaction of the notice required under Subparagraph (b), or at a special meeting called thereafter for that purpose.
- (b) (b) Notification⁹⁰¹ Written notice⁹⁰² of all proposed By-law amendments shall be sent to all members of the Harvard Club ~~thirty~~⁹⁰³ at least⁹⁰⁴ 30⁹⁰⁵ days prior to Board action so that the Board may have the benefit of the views of the membership. Notices to a member may be given by United States mail or commercial delivery service or by email or other electronic means that the member has authorized.⁹⁰⁶
- (c) (e) ⁹⁰⁷The By-laws may be amended (1) by the vote of not less ~~that~~⁹⁰⁸ than⁹⁰⁹ 12 of the Directors in office at a meeting of the Board or (2) by unanimous written consent of the Directors in office without a meeting pursuant to Section 6.08. The notice of any meeting at which a proposal to amend the By-laws is to be acted on shall state the substance of the amendment or amendments.