



HARVARD CLUB OF INDIANA

CONSTITUTION AND BYLAWS

ARTICLE I - NAME

The name of this organization shall be The Harvard Club of Indiana, Inc.

ARTICLE II – PURPOSE

This club is organized and shall be operated exclusively for educational and charitable purposes. In furtherance of such purposes, the club shall foster a spirit of fraternity among graduates and former students of Harvard University; encourage recreational and community service activities for its members; serve in extending knowledge of the aims and achievements of Harvard University in general; promote the interest of all alumni and alumnae in the academic and extracurricular activities of Harvard University; represent the interests of the University in Indiana; and generally do all things to promote and encourage communications between Harvard University and its former students resident in Indiana.

ARTICLE III - MEMBERSHIP ELIGIBILITY

Any person who has been connected with any department of Harvard University or Radcliffe College for at least one full and continuous semester as a student or as an instructor, or who has received an honorary degree from Harvard or Radcliffe shall be eligible. Parents of current undergraduates at Harvard shall also be eligible for membership while their children are in school, and upon the graduation of their children.

ARTICLE IV – OFFICERS

Section 1. The officers of the club shall be a President, a Vice President, a Secretary, and a Treasurer. They shall be members of the Board of Directors and shall hold like offices therein.

Section 2. Officers and directors shall be elected individually and severally by a majority of a quorum at the Annual Meeting of the club. They shall hold office for two years thereafter. The President and Vice President shall be elected on alternate years from the Secretary and Treasurer. No officer except the Treasurer or Secretary may serve more than two successive terms. The Treasurer or Secretary may serve up to three successive terms. The offices of Treasurer and Secretary may be held by one person. If the members do not elect a person for a



particular office at the Annual Meeting, the President may design a process, subject to majority approval by the rest of the board, to fill that office.

Section 3. Vacancies occurring in any office, except the office of the President, shall be filled for the remainder of the unexpired term by the Board of Directors. In case of a vacancy occurring in the office of the President, the Vice President then in office shall serve as President for the remainder of the unexpired term, and the Board of Directors shall fill the vacancy of the Vice President for the remainder of the unexpired term.

Section 4. Removal of an officer or director shall be conducted without cause as the result of a 2/3 vote of the board.

ARTICLE V - DUTIES OF OFFICERS

Section 1. The President, or in that officer's absence, the Vice President or another board member designated by the President, shall preside at all meetings of the club and Board of Directors. The President shall appoint all committees, except as otherwise provided by this Constitution, and shall perform such other duties as may be required by custom or by the welfare of the club or by request from the Harvard Alumni Association (HAA).

Section 2. The Vice President will be responsible for heading all committees of the club as assigned by the President and the Board of Directors. The Vice President shall, in the absence of the President, preside at all meetings of the club and of the Board of Directors, and assume all other duties of the President as stated in the Constitution or directed by the Board of Directors.

Section 3. The Secretary shall keep a record of all meetings of the club and Board of Directors. The Secretary shall keep a roll of the membership and give notice of all meetings of the club, or of the Board of Directors, and shall discharge such other duties as belong to this office and as may be assigned by the club, Board of Directors, or President.

Section 4. The Treasurer shall collect and disburse all funds of the club in a bank approved by the Board of Directors and deposited in the name of the club. The Treasurer shall make an annual statement and report to the club, or, when required, to the Board of Directors; and shall perform other duties of the office and as may be assigned by the Board of Directors or President.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers of the club and up to seven additional members, of whom one may be the immediate past president of the club. Should the immediate past president of the club decline the position, the President may, at his or her discretion, appoint a different past president. Additional members shall be elected at the Annual Meeting of the club, and hold office for two years, or until their successors have been chosen. Directors shall have voting rights.



Section 2. Directors shall be elected individually and severally by a majority of a quorum at the Annual Meeting of the club. They shall hold office for two years thereafter.

Section 3. The Board of Directors shall have full power to carry out the purposes of the club, and shall have general charge and control of its affairs, funds, and property, but shall not have the sole right to amend this Constitution and Bylaws.

Section 4. The Board of Directors shall meet at least four times per year to plan the activities of the club and to review the general club situation, or at any time designated by the President. The Secretary will be responsible for notifying each member of the Board. At such meetings a majority constitutes a quorum. If a Director participates remotely, such as by phone or e-mail, that person may be counted in the quorum and may vote during the meeting.

Section 5. The Board of Directors shall have full power to act on all applications for membership.

Section 6. Removal of an officer or director shall be conducted without cause as the result of a 2/3 vote of the board.

ARTICLE VII - OTHER COMMITTEES

Schools Committee. There shall be a Schools Committee to carry out the purposes of the Harvard Admissions Office. The committee shall maintain close relations with the Harvard Admissions Office, organize local interviewing of student candidates by alumni/ae, and arrange whatever programs are deemed necessary to enhance Harvard recruiting efforts. The President shall appoint the Chairperson, who shall, in consultation with the President, select the members of the committee.

Nominating Committee. The Nominating Committee shall consist of up to five members. The term of office for members of this committee will be two years. At least one past President will serve on this committee.

Each year before the terms of the outgoing members expire, the Nominating Committee shall elect from among its continuing members a chairperson for the succeeding year.

The Nominating Committee shall recommend board candidates to the board officers. From 2009 onward, notice of the candidates will be sent to the membership at least fifteen days before the Annual Meeting.

Additional Committees may be appointed by the President to carry out the purposes of the club.



ARTICLE VIII - MEETINGS

The Annual Meeting shall be held at a time and place to be determined by the Board of Directors.

Special meetings of any subgroup, such as graduate school alumni/ae, Radcliffe alumnae, or Harvard alumni/ae only, may also be determined by the Board of Directors as part of the alumni/ae calendar of events.

The Secretary as directed by the Board of Directors shall give notice of meetings.

At either regular or special meetings of the club, ten members shall constitute a quorum.

ARTICLE IX - ANNUAL DUES

The rates of annual dues shall be reviewed and set from time to time by the Board of Directors. Dues notices shall be sent to each potential member by the Treasurer. The fiscal year shall run from January 1 to December 31.

ARTICLE X - HARVARD ALUMNI ASSOCIATION

The officers and committees of the Harvard Club of Indiana shall cooperate with officers, Regional Directors, and committees of the HAA in carrying out the purposes of the latter Association.

ARTICLE XI - FUNDS OF THE CLUB

In the event of dissolution of the Harvard Club of Indiana, all its funds and other property, if any, remaining after the payment of its liabilities, shall be paid over and transferred to the HAA or any successor organization, provided that the HAA, or such successor organization, has been determined to be (or to be an integral part of) an organization described in 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any successor provision. If the above requirement is not met, the assets of the club shall be transferred to the President and Fellows of Harvard College, provided it is then exempt from federal income tax and organized and operated exclusively for charitable, scientific, literary or educational purposes. If it is not, or if that corporation is not then in existence or if the corporation is unwilling to accept the assets then to, and only to, such one or more organizations then exempt from federal income tax and organized and operated exclusively for charitable, scientific, literary or educational purposes, as the Board of Directors may by vote determine.

No part of the net earnings of the club shall inure to the benefit of any member, director, officer or other private individual except that the club shall be authorized and empowered to pay



reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated in Article II.

No substantial part of the activities of the club shall consist in carrying on propaganda, or otherwise attempting, to influence legislation, and the club shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office. Nothing contained in this Constitution shall be read as authorizing or permitting the club to operate other than exclusively for charitable, scientific, literary or educational purposes and no amendment of this Constitution shall authorize or permit the club to be organized or operated other than exclusively for the aforesaid purposes.

ARTICLE XII - AMENDMENTS

Articles and sections of these bylaws may be amended, altered, or repealed at any annual or special meeting of the club by a two-thirds vote of those present. Beginning in 2009, notice of the proposed amendment, alteration, or repeal shall have been sent at least ten days prior to such meetings to all current members of the club.

These are the Bylaws as presented for approval by the club on November 22, 2008.