

# **HARVARD VETERANS ALUMNI ORGANIZATION, INC.**

## **BY-LAWS**

### **SECTION 1**

#### **NAME, PURPOSES, OPERATING PRINCIPLES, LOCATION, CORPORATE SEAL, AND FISCAL YEAR**

1.1 Name and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Organization of the corporation.

1.2 Affiliation. The corporation is a “Shared Interest Group” as defined in the Harvard Alumni Association Policy on Shared Interest Groups dated March 9, 2005. As such, it shall, among other obligations, comply with (a) the “Operating Principles” as set forth in Section II of said Policy. and (b) the Harvard Alumni Association “SIG Trademark Policy: Use and Licensing of the ‘Harvard’ name, the Veritas shields and the HAA logo, and other University Trademarks” currently in effect.

1.3 Location. The principal office of the corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may change the location of the principal office of the corporation in The Commonwealth of Massachusetts, effective upon the filing of a certificate of such change with the Secretary of The Commonwealth of Massachusetts.

1.4. Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.5 Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the directors, end on June 30 in each year.

### **SECTION 2**

#### **MEMBERS**

2.1 Qualification and Designation. Any individual who is a student, alumnus, alumna, past or present faculty member or member of the staff of Harvard University (including Harvard College, Radcliffe College and all Harvard graduate and professional schools) and who has served or is serving in the Armed Forces of the United States (“Harvard Veteran”) shall qualify for membership in the corporation. Unless the directors otherwise designate, there shall be no further qualifications for members.

2.2 Term of Membership. Each individual shall remain a member, unless and until he or she sooner dies, resigns, is removed, or becomes disqualified.

2.3 Powers and Rights. In addition to the right to elect directors as provided in Section 4.1 and such other powers and rights as are vested in them by law, the Articles of Organization of the corporation, or these By-Laws, the members shall have such other powers and rights as the directors may from time to time designate.

2.4 Removal. A member may be removed from office with or without cause by the vote of the members, or with cause by a vote of the directors. A member may be removed for cause only after reasonable notice and opportunity to be heard before the directors.

2.5 Resignation. A member may resign by delivering his or her written resignation to the president, treasurer, or secretary of the corporation, to a meeting of the members or meeting of the directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

2.6 Annual Meeting. There shall be no annual meeting of the members.

2.7 Special Meetings. Special meetings of the members may be held at any time and at any place within the United States of America. Special meetings of the members may be called by the president or by the directors, and shall be called by the secretary or, in the case of the death, absence, incapacity, or refusal of the secretary, by any other officer, upon written application of at least three members entitled to vote.

2.7.1 Notice of Special Meeting.

a. Reasonable Notice of Meetings. Reasonable notice of the time and place of each special meeting of the members shall be given to each member. Such notice shall specify the purposes of the meeting. Except as otherwise expressly provided by law, the Articles of Organization of the corporation, or these By-Laws, it shall be reasonable notice to a member to send notice by mail at least seven (7) days before the meeting addressed to him or her at his or her usual or last known business or residence address or to give notice to him or her in person or by telephone or by e-mail or by fax at least seventy-two (72) hours before the meeting.

b. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by him or her (or his or her attorney thereunto duly authorized) before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

2.7.2 Quorum. At any special meeting of the members a majority of the members, whether present in person or duly represented by proxy, shall constitute a quorum, except when a larger quorum is required by law, the Articles of Organization of the corporation, or these By-Laws. Any special meeting may be adjourned to such date or dates not more than ninety days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.7.3 Voting. At a special meeting of the members each member shall have one vote. When a quorum is present at any special meeting, a majority of the votes properly cast by members present in person or duly represented by proxy shall decide upon solely the question or questions which are the subject of the meeting as explained in the notice of meeting, unless otherwise provided by law, the Articles of Organization of the corporation, or these By-Laws.

2.7.4 Presence Through Communications Equipment. For a special meeting of the members, members may not participate by means of a conference telephone or similar communications equipment.

2.7.5 Proxies. Members may vote at a special meeting of the members either in person or by written proxy dated not more than six months before the meeting named therein, which proxy shall be filed before being voted with the secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by its terms, a proxy shall entitle the holder thereof to vote at the special meeting, and at any adjournment of the special meeting, but the proxy shall terminate after the final adjournment of such special meeting.

2.8 Voting. In elections for the directors as described in Section 4.1, and in all other matters as otherwise designated by the directors, each member shall have one vote. A majority of the votes properly cast by members shall decide any question, including the election of directors, unless otherwise provided by law, the Articles of Organization, or these By-Laws. For the purposes of this section 2.8, a vote shall be properly cast if it is delivered through the mails or by e-mail in the manner, and by such date, as shall be determined from time to time by the directors. Unless otherwise determined by the board of directors, ballots shall be mailed by first class mail at least one month before the date when the return of the ballots is due, provided that they may be e-mailed to members who have given the corporation an e-mail address. A quorum of members shall not be required to have voted to permit a decision by members.

The board of directors shall determine what resolutions shall be placed on the ballot, except that the board of directors shall place on the ballot any resolution which is requested in writing by at least twenty-five (25) members.

The results of a vote may be challenged by a written request of at least twenty-five (25) members to the directors to review the manner and conduct of the vote. Upon receipt of such request, the directors shall conduct a reasonable inquiry into the manner and conduct of the vote, and after reasonable notice to the membership, provide members with the opportunity to be heard before the directors. The board of directors shall then, in its reasonable discretion, make a decision with regard to the vote and challenge.

2.9 Proxies. Except as otherwise established by the directors, or as otherwise provided by law, in the Articles of Organization, or in these By-Laws, proxy votes are not valid, shall be held to be improperly cast, and shall not be considered in the tabulation of results of such vote.

2.10 Compensation. Members shall be entitled to receive reimbursement for such reasonable expenses incurred in connection with performance of their duties, if any, as the directors may determine. Members shall not be entitled to receive compensation for serving as members, but

members shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for any such services.

### **SECTION 3**

#### **SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, AND FRIENDS OF THE CORPORATION**

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors, associate members or friends of the corporation, or such other title as the directors deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting of the members or any meeting of the directors, shall not be considered for purposes of establishing a quorum at such meeting, shall not participate in any mail vote of members, and shall have no rights or responsibilities by virtue of such designation.

### **SECTION 4**

#### **BOARD OF DIRECTORS**

4.1 Number, Election and Qualification. The incorporator shall initially fix the number of directors, shall elect such number of directors, and shall at such time determine the applicable term of office for each director not to exceed two years. Thereafter, the directors may, by vote, change the number of directors, but vacancies created by an increase in the number of directors may be filled only by vote of the members as set forth in Section 2.8. If the directors vote to decrease the number of directors, they shall only be able to reduce the number of directors up to the number of vacancies on the board of directors existing at the time of such vote by reason of the death, resignation, removal, or disqualification of one or more directors, eliminating only those vacant directorships thereby. A director must at all times be a member of the corporation. No less than three-quarters (3/4s) of the directors shall be alumni of Harvard University.

4.2 Term of Office. Except for the initial terms of directors set by the incorporators, each director shall hold office from the date of the Harvard University commencement in the year of the election, until the date of the Harvard University Commencement two years later, at which time his or her term shall expire, or until he or she sooner dies, resigns, is removed, or becomes disqualified.

4.3 Powers. The affairs of the corporation shall be managed by the directors, who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the Articles of Organization of the corporation, or these By-Laws.

4.4 Committees. The directors may elect or appoint one or more director committees (including an executive committee) and may delegate to any such committee or committees any or all of their powers, except the power to (a) authorize a petition for the dissolution of the corporation; (b) change the principal office of the corporation; (c) amend these By-Laws; (d) elect officers

and fill vacancies in any such offices; (e) change the number of the board of directors and fill vacancies in the board of directors; (f) remove officers or directors from office; or (g) authorize a merger. Any committee to which the powers of the directors are delegated shall consist solely of directors.

Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

4.5 Removal. A director may be removed from office (a) with or without cause by the vote of a majority of the members, or (b) with cause by the vote of a majority of the directors then in office. A director may be removed with cause by the directors only after reasonable notice and opportunity to be heard before the directors.

4.6 Resignation. A director may resign by delivering his or her written resignation to the president, treasurer, or secretary of the corporation, to a meeting of the members or directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

4.7 Vacancies. Any vacancy in the board of directors, except a vacancy resulting from enlargement which must be filled in accordance with Section 4.1, may be filled by vote of the directors for the remainder of the term which has become vacant. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.8 Regular Meetings. The directors shall meet on a quarterly basis. Other meetings of the directors may be held at any time and at any place within the United States of America as the directors may determine.

4.9 Special Meetings. Special meetings of the directors may be held at any time and at any place within the United States of America when called by one of the co-chairpersons of the board of directors, or by two or more directors.

4.10 Notice of Meetings.

a. All Meetings. Reasonable notice of the time and place of each meeting of the directors shall be given to each director. Such notice may, but is not required, to specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization of the corporation, or these By-Laws.

b. Reasonable Notice. Except as otherwise expressly provided by law, the Articles of Organization of the corporation, or these By-Laws, it shall be reasonable notice to a director to send notice by mail at least seven (7) days before the meeting addressed to him or her at his or her usual or last known business or residence address or to give notice to him or her in person or

by telephone or by e-mail or by fax at least seventy-two (72) hours before the meeting.

c. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him or her (or his or her attorney thereunto duly authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.11 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.12 Voting. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including the election of officers, unless otherwise provided by law, the Articles of Organization of the corporation, or these By-Laws.

4.13 Action by Consent. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all of the directors consent to the action in writing and such consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.14 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization of the corporation, directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. A director wishing to participate in a meeting through communications equipment shall so request at least forty-eight (48) hours before the meeting.

4.15 Compensation. Directors shall be entitled to receive reimbursement for such reasonable expenses incurred in connection with performance of their duties, if any, as the directors may determine. Directors shall not be entitled to receive compensation for serving as directors, but directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for any such services, except that such service and compensation shall first be disclosed to the directors at a meeting of the board of directors prior to the performance of the compensable service.

4.16 Ex-Officio Members of the Board of Directors. The directors may designate certain members of the corporation who are alumni or alumnae of Harvard University as ex-officio members of the board of directors. Such persons shall receive notice of director meetings, but otherwise serve in an honorary capacity on the board and, except as the directors shall otherwise designate, shall in such capacity have no right to vote at any meeting of the directors, shall not be considered for purposes of establishing a quorum at such meeting, and shall have no rights or

responsibilities by virtue of such designation.

4.17 Nominating Committee. A nominating committee shall be appointed at the first meeting of the board of directors which is held after each Harvard Commencement. The nominating committee shall be composed of four members of the corporation, two appointed by the board of directors and two appointed by the president. The two members of the nominating committee selected by the board of directors shall be members of the board of directors who are in the first year of a two-year term. The two members of the nominating committee selected by the president shall be members of the corporation who are not members of the board of directors.

The nominating committee shall, by February 1 in each year, present to the board of directors a slate of nominees for the board of directors which shall whenever possible include two more nominees than the number of vacancies expected to be filled by ballot of the members in that year. Such slate of nominees shall appear on the ballot mailed to the members unless the board of directors decides, by a two-thirds vote of all directors in office, to alter the slate of nominees.

## **SECTION 5**

### **OFFICERS**

5.1 Number and Qualification. The officers of the corporation shall consist of a president, treasurer, a secretary, and such other officers, if any, as the directors may elect. An officer must at all times be a member of the corporation but need not be a director. No less than three quarters (3/4) of the officers shall be alumni of Harvard University. The secretary shall be a resident of the Commonwealth of Massachusetts unless the corporation has a resident agent duly appointed to accept service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The incorporator shall initially elect the officers, and shall at such time determine the applicable term of office for each. Thereafter, the officers shall be elected by the directors for such terms as the directors may determine.

5.3 Term of Office. Each officer shall hold office for the term specified at the time of his or her election, or in each case until he or she sooner dies, resigns, is removed, or becomes disqualified.

5.4 President. The president shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other duties and powers as may be determined by the directors. The president shall be the chief executive officer of the corporation, except as the directors may otherwise provide, and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall also have such other duties and powers as the directors may determine. The president shall preside at all meetings of the members, except as the members or directors otherwise determine.

5.5 Treasurer. The treasurer shall be the chief financial officer of the corporation. The treasurer

shall, subject to the direction of the directors, be in charge of the financial affairs of the corporation and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as the directors shall determine.

5.7 Secretary. The secretary shall record (or arrange to be recorded) and maintain records of all votes of the members and proceedings of the directors in a book or books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts at the principal office of the corporation or at the office of its secretary or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original or an attested copy of the Articles of Organization and By-Laws of the corporation and the names of all members and directors and the address of each. If the secretary is absent from any meeting of directors, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

5.8 Removal. Any officer may be removed from his or her office with or without cause by the vote of a majority of the directors then in office. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the directors.

5.9 Resignation. Any officer may resign by delivering his or her written resignation to the president, treasurer, or secretary of the corporation, to a meeting of the directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

5.10 Vacancies. If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office, unless otherwise determined by the directors, for the unexpired term of the officer whom he or she replaced, and, in the case of the co-chairs, treasurer, and secretary, until his or her successor is chosen and qualified, and in each case until he or she sooner dies, resigns, is removed, or becomes disqualified.

## **SECTION 6**

### **EXECUTION OF PAPERS**

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the corporation shall be signed by the president or by the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or the vice-president, and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization of the corporation, these By-Laws, or votes of the corporation.

## **SECTION 7**

## NO PERSONAL LIABILITY

The members, directors, and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

## SECTION 8

### AMENDMENTS

These By-Laws may be amended at any time by a vote of two-thirds of the directors at any meeting at which a quorum is present, provided that the proposed amendment was described in the notice of the meeting. These By-Laws may also be amended at any time by a special meeting of the members following the procedure set forth in Section 2.7 or by ballot of the members following the procedure set forth in Section 2.8.