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**AMENDED CORPORATE BYLAWS  
OF THE HARVARD CLUB OF SEATTLE**

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## **Article One — Adoption, Amendment, and Interpretation of Bylaws**

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### **1.01 Definitions**

In these Bylaws:

“Board of Directors” has the meaning set forth in Revised Code of Washington (“RCW”) 24.03.005(7): the group of persons vested with the management of the affairs of the Corporation irrespective of the name by which such group is designated in the articles of incorporation or the bylaws. “Director” means a person who is a member of that group, regardless of the name used to designate the person.

“Corporation” means the corporation formed as described in Article 2.01 of these Bylaws.

“Deliver” has the meaning set forth in RCW 24.03.005(9): (a) Mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its Officers, Directors, or Members; (c) electronic transmission, in accordance with the Officer’s, Director’s, or Member’s consent, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its Officers, Directors, or Members under RCW 24.03.009; and (d) as prescribed by the Secretary of State for purposes of submitting a record for filing with the Secretary of State.

“Electronic transmission” has the meaning set forth in RCW 24.03.005(12): an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.

“Electronically transmitted” has the meaning set forth in RCW 24.03.005(13): the initiation of an electronic transmission.

“Execute,” “executes,” or “executed” has the meaning set forth in RCW 24.03.005(14): (a) signed, with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender's identity, with respect to an electronic transmission, or (c) filed in compliance with the standards for filing with the office of the Secretary of State as prescribed by the Secretary of State, with respect to a record to be filed with the Secretary of State.

“Governing documents” means the Articles of Incorporation, the Bylaws, both as amended from time to time, and other documents, policies or agreements adopted by the Corporation to govern the internal affairs of the Corporation.

“Member” has the meaning set forth in RCW 24.03.005(6): an individual or entity having membership rights in the corporation in accordance with the provisions of its Articles of Incorporation or Bylaws.

“RCW” means the Revised Code of Washington as amended from time to time.

“Record” has the meaning set forth in RCW 24.03.005(18): information inscribed on a tangible medium or contained in an electronic transmission.

“Tangible Medium” has the meaning set forth in RCW 24.03.005(19): a writing, copy of a writing, facsimile, or a physical reproduction, each on paper or on other tangible material.

“Voting Members” are defined as Members in good standing of any class(es) having the right to vote on a matter whether those rights are set forth in the Articles of Incorporation, or these Bylaws.

“WNPCA” means the Washington Nonprofit Corporation Act, RCW Title 24, Chapter 24.03, as amended from time to time.

“Writing” as set forth in RCW 24.03.005(20) does not include an electronic transmission.

“Written” has the meaning set forth in RCW 24.03.005(21): embodied in a tangible medium.

## **1.02 Interpretation and Severability**

These Bylaws are governed by, and shall be construed in accordance with, the laws of the State of Washington. If any provision of these Bylaws or the application thereof to any person or circumstance is held invalid or unenforceable, the remainder of these Bylaws and the application of that provision to other persons or circumstances are not affected thereby, and that provision shall be enforced to the greatest extent permitted by the applicable law.

## **1.03 Gender and Number**

Whenever the context requires, the gender of all words used in these Bylaws will include the masculine, feminine, and neuter, and the number of all words will include the singular and plural.

## **1.04 Articles and Other Headings**

The articles and other headings contained in these Bylaws are for reference purposes only and will not affect the meaning or interpretation.

## **1.05 Adoption, Amendment, and Repeal of Bylaws**

The Board of Directors may alter, amend, or repeal these Bylaws, and adopt new Bylaws, provided they do not conflict with the Articles of Incorporation or the laws of Washington, and provided that any amendment, alteration, or repeal is consistent with guidelines for Harvard clubs prescribed by the Harvard Alumni Association (“HAA”). All amendments shall be upon advice of counsel as to legal effect, except in emergency. Bylaw changes shall take effect upon adoption, unless otherwise specified. Bylaw changes must be ratified by a majority vote of the Voting Members at the next Annual Meeting or cease to be in effect thereafter.

## **Article Two — Articles of Incorporation and Offices**

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### **2.01 Articles of Incorporation Provisions**

The Articles of Incorporation of The Harvard Club of Seattle were duly filed with the Washington Secretary of State on November 7, 1974. The Articles of Incorporation set forth the Corporation's name, purpose, duration, registered office and registered agent, and initial Board of Directors, and may set forth other provisions as well. Each provision of the Articles of Incorporation shall be observed until amended by Articles of Amendment duly adopted and filed with the Secretary of State.

## **Article Three — Management**

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### **3.01 Board of Directors**

The business and affairs of the Corporation shall be managed under the direction of, and all corporate powers shall be exercised by or under the authority of, the Board of Directors, subject to the limitations imposed by the governing documents, as amended from time to time, the Washington Nonprofit Corporation Act, and all applicable laws and regulations.

### **3.02 Number of Directors**

The Board of Directors shall consist of the elected officers, the immediate past president of the Corporation, and additional members, for a total of up to 15 directors. Both ex-officio and additional members shall have voting rights. No Director need be a Member of the Corporation or resident of Washington. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws. Any decrease in the total number of Directors shall not have the effect of reducing the total number of Directors below three (3), nor of shortening the tenure that any incumbent Director would otherwise enjoy.

### **3.03 Election of Directors**

Election for Director positions shall occur at each annual meeting of the Members and may be held at any special meeting of the Members called specifically for that purpose.

### **3.04 Notification of Election Results**

Notification of election results for both Directors and Members shall be transmitted as soon as possible to the HAA.

### **3.05 Term of Office**

Unless a Director resigns or is removed, a Director shall hold office until the first day of the fiscal year beginning after the third subsequent annual meeting of the Members, or until a successor is selected and qualified, whichever is later. Directors may

be elected to terms of fewer years only if necessary to ensure that terms are evenly staggered.

### **3.06 Vacancies**

Vacancies on the Board shall exist upon: (1) the failure of the Members to elect the full authorized number of Directors to be voted for at any Members' meeting at which any Director is to be elected; (2) a declaration of vacancy under Subarticle 3.05(a) of these Bylaws; (3) an increase in the authorized number of Directors; or (4) the death, resignation, or removal of any Director.

#### **3.06.01 Declaration of a Vacancy**

A majority of the Board of Directors may declare the office of a Director vacant if the Director is adjudged incompetent by a court; is convicted of a crime involving moral turpitude; or fails to accept the office of Director, either by a letter of acceptance or by attending a meeting of the Board, within thirty (30) days of notice of election.

#### **3.06.02 Filling Vacancies by Members**

Any vacancy on the Board of Directors, including those caused by an increase in the number of Directors, shall be filled by the Members at the next annual meeting or at a special meeting called for that purpose. Upon the resignation of a Director tendered to take effect at a future time, the Members may elect a successor to take office when the resignation becomes effective.

#### **3.06.03 Filling Vacancies Temporarily by Directors**

Vacancies may be filled temporarily by majority vote of the Directors. Each Director so elected shall hold office until the first day of the fiscal year beginning after a qualified successor is elected at a meeting of the Members. Vacancies reducing the number of Directors to fewer than three shall be filled before the transaction of any other business.

### **3.07 Removal of Directors**

A Director may be removed from office, with or without cause, by an affirmative vote of a majority of the persons entitled to elect, designate, or appoint the Director. If any or all Directors are so removed, their replacements may be elected at the same meeting.

### **3.08 Resignation of Directors**

Any Director may resign at any time by delivering notice in the form of a record to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

### **3.09 Quorum of Board of Directors; Manner of Acting**

The presence throughout any Board of Directors' meeting, or adjournment thereof, of a majority of the number of Directors shall be necessary to constitute a quorum to transact any business, except to adjourn, unless otherwise specified in the Bylaws. If a quorum is present, every act done or resolution passed by a majority of the Directors present and voting shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Directors present by proxy shall not be counted toward a quorum.

### **3.10 Director Proxies Not Permitted**

A Director may not vote by proxy.

### **3.11 Adjournment and Notice of Adjourned Meetings**

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated hour on a stated day. Notice of the time and location where an adjourned meeting will be held need not be given to absent Directors if the time and location are fixed at the adjourned meeting. In the absence of a quorum, a majority of the Directors present may adjourn to a set time and place if notice is duly given to the absent members, or until the time of the next regular meeting of the Board.

### **3.12 Indemnification of Directors and Officers**

The Corporation may indemnify all officers, Directors, employees, and agents to the extent allowed by RCW 24.03.043.

### **3.13 Insuring Directors, Officers, and Employees**

The Corporation may purchase, procure, or establish and maintain insurance, or make any other arrangement, on behalf of any person, whether or not the Corporation has the power to indemnify that person against liability for any acts, if the Board reasonably believes it would be in the interests of the Corporation to do so.

### **3.14 Authority to Appoint Committees**

By resolution adopted by the majority of the Directors in office, the Board of Directors may designate one or more committees to have and exercise the authority of the Board of Directors in the management of the Corporation to the extent provided by the resolution, the Articles of Incorporation, or these Bylaws. Each committee must consist of at least two (2) Directors. The Board of Directors shall have the power to change the powers and membership of, fill vacancies in, and dissolve any committee at any time. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board, or any Director, of any responsibility imposed by law. The Board of Directors may also elect or appoint Members' committees, but these committees shall not conduct the business of the Corporation.



### **3.15 Standing Committees**

The Corporation shall have the standing Members' committees described below.

#### **3.15.01 Nominating Committee**

The President, with the approval of the Board of Directors, shall appoint a nominating committee, consisting of at least three (3) members. The nominating committee shall present to the Annual Meeting of the Members, or a special meeting called for that purpose, a list of nominations for the positions of president, vice president, secretary, treasurer, and any additional members of the Board of Directors. All nominations shall be sent to the Board at least thirty (30) days prior to the election date. Nothing in the Bylaws shall prevent the nomination of members for any or all of these positions when properly made from the floor.

#### **3.15.02 Schools and Scholarships Committee.**

The Schools and Scholarships Committee shall recruit and interview applicants to Harvard College and perform such other duties as are appropriate in coordination with the Admissions Office of Harvard University. The Schools and Scholarships Committee shall report on its activities at regular meetings of the Board of Directors and at the Annual Members Meeting. The Schools and Scholarships Committee shall be chaired by a person appointed by the President (with due consideration given to any recommendation of the Admissions Office) and shall consist of at least five (5) additional members.

#### **3.15.03 Programs Committee**

The Programs Committee shall plan activities consistent with the purposes of the Corporation. The Programs Committee shall report on its activities at regular meetings of the Board of Directors and at the Annual Members Meeting. The Programs Committee shall be chaired by a person appointed by the President.

#### **3.15.04 Membership Committee**

The Membership Committee shall recruit new members and serve as a liaison to existing members in a manner consistent with the purposes of the Corporation. The Membership Committee shall report on its activities at regular meetings of the Board of Directors and at the Annual Members Meeting. The Membership Committee shall be chaired by a person appointed by the President

### **3.16 No Authority to Execute Instruments Absent Specific Authorization**

These Bylaws provide certain authority for the execution of instruments. The Board of Directors, except as otherwise provided in these Bylaws, may additionally authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the

Corporation by any contract or engagement nor to pledge its credit nor to render it liable pecuniarily for any purpose or in any amount.

### **3.17 Execution of Certain Instruments**

Formal contracts, promissory notes, deeds, deeds of trust, mortgages, pledges, and other evidences of indebtedness of the Corporation, other corporate documents, and certificates of ownership of liquid assets held by the Corporation shall be signed or endorsed by the President or any Vice President and by the Secretary or the Treasurer, unless otherwise specifically determined by the Board of Directors or otherwise required by law.

### **3.18 Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the Corporation. This does not preclude any Director from serving the Corporation in any other capacity and receiving compensation for such additional service.

### **3.19 Conflict of Interest**

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity that is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction. The Board may adopt a more comprehensive conflict of interest policy that does not materially conflict with this provision.

### **3.20 Review of Certain Transactions**

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the Corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods, or services rendered. The Board may adopt a more comprehensive compensation policy that does not materially conflict with this provision.

### **3.21 Harvard Alumni Association**

Officers and committees of the Corporation shall cooperate with officers, Regional Directors, committees, and staff of the HAA in carrying out the purposes of the HAA, and adhere to HAA requests and policies where they do not conflict with the Corporation's Governing documents, applicable laws of the state of Washington, or at any time the Corporation is qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, Internal Revenue Code provisions governing 501(c)(3) corporations.

### **3.22 Harvard Trademark Policy**

Harvard Clubs are part of the Harvard University community and the University grants Harvard Clubs permission to use the “Harvard Club” name and other University trademarks and insignias. The Board of Directors will ensure that the Corporation complies with current policies of the Harvard Trademark Program, or its successor.

## **Article Four — Meetings**

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### **4.01 Notice of Annual or Special Meetings**

If notice is required for a meeting, the Secretary shall deliver notice in the form of a record in a tangible medium or in an electronic transmission to each Director, Member, or committee member, as appropriate, entitled to vote at the meeting at least ten (10) but not more than fifty (50) days before the date of the meeting. Notice shall be given at the direction of the President, Secretary, or other person calling the meeting. Such notice shall state the date, time, and location of the meeting and, in the case of a special meeting of the Members, the business to be transacted at the meeting or the purpose of the meeting. Notice of a Board of Directors meeting need not specify the business to be transacted at the meeting or the purpose of the meeting. Generally, a tentative agenda will be included, but the meeting shall not be confined to any agenda included with the notice.

### **4.02 Notice of Regular Meetings**

Notice of regular meetings of the Board of Directors or Members shall be made by providing each person entitled to vote at the meeting with the adopted schedule of regular meetings for the coming year at any time after the annual meeting and ten (10) days prior to the next scheduled regular meeting and at any time when requested by a person entitled to vote at the meeting.

### **4.03 Methods of Providing Notice**

Notice shall be addressed to each recipient at such address as appears in the Corporation’s records, or at such address or number as the recipient has given to the Corporation for the purpose of notice.

#### **4.03.01 Notice by Tangible Medium**

Notice provided in a tangible medium may be given by personal delivery, by mail, private carrier, or facsimile transmission.

#### **4.03.02 Notice by Electronic Transmission or Posting**

Notice may be provided in an electronic transmission but only to those persons that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A person who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record. Furthermore, the consent is automatically revoked if the Corporation is unable to electronically

transmit two consecutive notices given by the Corporation, and this inability becomes known to the Secretary of the Corporation or other person responsible for giving notice. Inadvertent failure to treat the unsuccessful transmissions as a revocation of the person's consent does not affect the validity of a meeting or other action.

Notice may be provided to persons who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such persons a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

#### **4.03.03 Notice Effective**

Notice by mail shall be deemed delivered when it is deposited in the U.S. mail with postage prepaid in an envelope addressed to the person at the person's address as it appears on the Corporation's records. Notice by other tangible means are effective when received.

Notice to a person by electronic transmission is effective when it is: 1) electronically transmitted to an address, location or system designated by the recipient for the purpose of receiving notice and made pursuant to the consent provided by the recipient; or 2) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions for obtaining access to the posting.

Upon providing notice, the Secretary or other person sending notice shall sign and file in the Company Record Book a statement of the details of the notice given to each person. If such statement should later not be found in the Company Record Book, due notice shall be presumed.

#### **4.04 Waiver of Notice and Consent to Action**

Whenever any notice is required to be given to a Director or Member, a waiver in the form of a record, including, without limitation, an electronic transmission, from the person or persons entitled to such notice shall be the equivalent of giving such notice.

Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice either waive notice or consent to the meeting in writing, or are present at the meeting in person, or, for Members only, by proxy, and do not object to the notice given. Waiver or consent may be given either before or after the meeting.

Attendance at a meeting shall constitute a waiver of notice of such meeting, unless the person participates in or attends the meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened.

#### **4.05 Location of Meetings**

All meetings shall be held at the principal office of the Corporation, or at such other location in or outside the State of Washington designated by the Board of Directors, or the person calling the meeting, or as agreed to by all persons entitled to notice of the meeting. Any meeting is valid wherever held if consent to the meeting in the form of a record is given by all persons entitled to vote at the meeting.

The location of a meeting shall be stated in the notice of the meeting or in a duly executed waiver thereof. The location of a meeting means either the physical location of the meeting, or in the case of an alternative form of meeting described in Bylaw 4.06, the form of communications system to be used for the meeting and the means of accessing that communications system.

#### **4.06 Meetings by Remote Communications Technology**

Subject to the notice provisions required by these Bylaws and by the WNPCA, Members, the Board of Directors, or a committee thereof, may participate in a meeting 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, as authorized by RCW 24.03.075 and 24.03.120. Participation by that method shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

If voting is to take place at the meeting, the Corporation must implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and keep a record of any vote or other action taken.

#### **4.07 Conduct of Meetings**

The President shall chair all meetings of the Members and Board of Directors of the Corporation at which he or she is present. In the President's absence, the meeting shall be presided over by a Vice President or a Chairman chosen by a majority of the persons present in person, or for Members, in person or by proxy, and entitled to vote at the meeting. The Secretary of the Corporation shall act as secretary of the meetings. In the absence of the Secretary or Assistant Secretary, the Chairman of the meeting shall appoint another person to act as secretary of that meeting.

#### **4.08 Action Without Meeting**

Any action which could be taken at a meeting of the Board of Directors or Members, or a committee, may be taken without holding a meeting if a consent in the form of a record setting forth the action to be taken is executed by all of the persons entitled to vote with respect to the matter. The consent has the same effect as a unanimous vote at a meeting. Such consents may be executed in counterparts, each of

which will be deemed to be an original, and all of which, when taken together, will be deemed to constitute one and the same consent.

#### **4.09 Annual Meeting of the Board of Directors**

The annual meeting of the Board shall be held between April 1 and June 30 on a date and time chosen by the President or the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

#### **4.10 Regular Meetings of the Board of Directors**

Regular meetings of the Board of Directors shall be held, without call or notice, immediately following each annual meeting of the Members, and at such regularly repeating times and locations as the Board of Directors may designate. The Board of Directors shall meet at least four times per year to plan the activities of the Corporation and to review the general corporate situation, or at any time designated by the President.

#### **4.11 Special Meetings of the Board of Directors**

Special meetings of the Board of Directors for any purpose may be called at any time by the President or, if the President is absent or unable or refuses to act, by any Vice President or any two Directors. Notice of the special meeting in the form of a record, stating the date, time, and location of the meeting, shall be delivered to each Director not later than ten (10) days before the day appointed for the meeting, or personally delivered so as to be received by each Director not later than two (2) days before the day appointed for the meeting. The notice may include a tentative agenda, but the meeting shall not be confined to any agenda included with the notice, and none is required.

Upon providing notice, the Secretary or other officer sending notice shall sign and file in the Company Record Book a statement of the details of the notice given to each Director. If such statement should later not be found in the Company Record Book, due notice shall be presumed.

#### **4.12 Annual Meetings of the Members**

The annual meeting of the Members of the Corporation shall be held between April 1 and June 30 at a time, location, and date to be set by a majority vote of the Directors for the purpose of electing Directors and for the transaction of any other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Washington, such meeting shall be held on the next succeeding business day. If the annual meeting is not held on the day thus designated for any annual meeting, the Directors shall cause the annual meeting to be held as soon thereafter as possible.

#### **4.13 Special Meetings of the Members**

A special meeting of the Members may be called at any time and the location set by the President, Board of Directors, or Members holding one-tenth (1/10th) of all the votes entitled to be cast at the meeting. Such meeting may be called for any purpose..

#### **4.14 Quorum of Members**

As to each item of business to be voted on, Members holding at least one-tenth (1/10th) of the votes entitled to be cast, represented in person or by proxy, shall constitute the quorum necessary for the consideration of the matter. The affirmative vote of a majority of the votes entitled to be cast by the Members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter to be voted upon by the Members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

#### **4.15 Adjournment for Lack of Quorum**

No business may be transacted in the absence of a quorum, or upon the withdrawal of enough Members to leave less than a quorum, other than to adjourn the meeting by the vote of a majority of the votes represented at the meeting.

### **Article Five — Members and Membership**

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#### **5.01 Members**

Subject to its Articles of Incorporation, as amended from time to time, the Corporation shall have Members.

#### **5.02 Classes of Members**

The Directors shall set, and may alter, qualifications, rights, and classes of membership by amendment of these Bylaws or the Articles of Incorporation.

#### **5.03 Annual Dues**

The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the Corporation by each class of Members.

#### **5.04 Payment of Dues**

Dues shall be payable in advance on the date specified by the Board of Directors. Dues of a new Member may be prorated from the first day of the month in which such new Member is elected to membership, for the remainder of the fiscal year of the Corporation.

#### **5.05 Membership Requirements**

Membership in the Corporation shall be open to anyone who qualifies under one or more of the following categories:

1. Any person who has received a degree awarded by Harvard University;

2. Any person who has completed one semester at Harvard University or Radcliffe College as a student or as an instructor;
3. Any person who has received a certificate of completion from an official program of the University of six weeks or more;
4. Any person who has received an honorary degree from Harvard University; or
5. Parents of current undergraduates at Harvard.

#### **5.06 Admission of Members**

The Directors shall specify a form of membership application for each class. Admission of Members shall be automatic upon receipt by the Corporation of a completed membership application, payment of dues, and confirmation that the person meets the membership requirements listed above. Membership is not transferable or assignable.

#### **5.07 Voting Rights**

Members in good standing of any class(es) entitled to vote on a matter shall have one (1) vote on each such matter. A Member is considered in good standing if the Member is current on his or her membership dues and meets any other requirements for membership in the class. Voting members shall have the right to vote on the election of Directors and amendment of the Articles of Incorporation and these Bylaws, but voting on all other matters shall be reserved to the Board of Directors. The provisions of this subarticle apply except to the extent that voting rights of Members or of a class of Members are limited, enlarged, or denied by the Articles of Incorporation.

#### **5.08 Means of Voting**

A Member may vote either in person, by mail, by electronic transmission, or by proxy in the form of a record executed by the Member or his or her duly authorized attorney-in-fact, or by any combination of those methods. Unless otherwise provided in the proxy or by law, each proxy shall be revocable and shall not be valid after eleven (11) months from the date of its execution.

When proposals are to be voted on or Directors or officers are to be elected by Members, the vote may be taken by mail or electronic transmission if the name of each candidate or the text of each proposal to be voted on are set forth in a record accompanying or contained in the notice of meeting. An election may be conducted by electronic transmission if the Corporation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system in an executed electronically transmitted record. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.



### **5.09 Voting at an Election of Directors**

A Member entitled to vote at an election of Directors is entitled to vote, in person or by proxy, for as many persons as there are Directors to be elected and for whose election the Member has a right to vote. If expressly authorized by the Corporation's Articles of Incorporation, each Member may cumulate the Member's vote by giving one candidate a number of votes equal to the number of the Directors to be elected multiplied by the Member's vote, or by distributing the votes on the same principle among any number of the candidates.

### **5.10 Action by Members without Meeting**

Any action that may be taken at a meeting of the Members may be taken without a meeting if each person entitled to vote on the action executes a consent in the form of a record stating the action taken and the consent is filed with the Secretary of the Corporation. Such consents shall have the same effect as a unanimous vote at a meeting. Such consents may be executed in counterparts, each of which will be deemed to be an original, and all of which, when taken together, will be deemed to constitute one and the same consent. Each such executed consent, or a true copy thereof, shall be placed in the Company Record Book.

### **5.11 Suspension, Expulsion or Termination of Members**

A Member may be suspended or expelled for cause, after notice and hearing, by a two-thirds affirmative vote of the Directors then in office. The Directors may, by a majority vote, terminate the membership of any Member who becomes ineligible for membership, or suspend or terminate any Member who shall be in default in the payment of dues for the period fixed by the Directors.

### **5.12 Reinstatement**

Upon a request in the form of a record executed by a former Member and filed with the Secretary of the Corporation, the Directors may, by two-thirds affirmative vote, reinstate such former Member on such terms as the Directors may deem appropriate.

### **5.13 Resignation of Members**

Any Member may resign by filing a resignation in the form of a record with the Secretary of the Corporation, but such resignation shall not relieve the resigning Member of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

## **Article Six — Officers**

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### **6.01 Number and Qualifications**

The officers of the Corporation shall include a President, a Vice President, a Secretary, and a Treasurer, and may include such other officers and assistant officers as the Board of Directors may designate in the Articles of Incorporation or these Bylaws. One person may not hold more than one office. All officers shall be members of the

Board of Directors. Election or appointment of an officer shall not itself create contract rights. An officer may be assigned any additional title that the Board deems appropriate.

## **6.02 Election and Term of Office**

The officers of the Corporation shall be elected each year by the Members at the annual meeting, unless a longer term of office is specified in these Bylaws or by resolution of the Board. Terms of office shall be limited to one (1) year. All officers may be reelected for consecutive terms, except for the President who may serve no more than three (3) consecutive one-year terms. Unless an officer dies, resigns, or is removed from office, the officer shall hold office until the first day of the fiscal year beginning after the next annual meeting of the Members or until a successor is elected.

## **6.03 Removal and Resignation of Officers**

Any officer may be removed by a vote of a majority of the Directors at any meeting of the Board of Directors, whenever in their judgment the best interests of the Corporation will be served by the officer's removal. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Any officer may resign at any time by giving notice in the form of a record to the Board of Directors, the President, or the Secretary of the Corporation, or by giving oral or written notice at any meeting of the Board. Any resignation shall take effect upon receipt or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **6.04 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board of Directors for the unexpired portion of the term or for a new term established by the Board.

## **6.05 Compensation**

The officers shall receive no compensation for their service as officers.

## **6.06 President**

The President shall be the chief executive officer of the Corporation, subject to the control of the Board of Directors. The President shall have general supervision, direction, and control of the business and officers of the Corporation; shall have the general powers and duties of management usually vested in the office of the President of a corporation; shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws; shall perform such other duties as may be requested from the Harvard Alumni Association (HAA) including, but not limited to, the completion of the HAA Annual Report forms; and shall be *ex officio* a member of all standing committees, including the executive committee, if any. In addition, the President shall preside at all meetings of the Corporation at which he or she is present.

### **6.07 Vice President**

The Corporation may have one or more Vice Presidents. The Vice President(s), if any, shall have such powers and perform such duties as from time to time may be prescribed by these Bylaws, the Board of Directors, or the President. In the event of the death of the President or his or her inability to act, the senior Vice President shall perform all the duties of the President, pending action by the Board. While so acting, the senior Vice President shall have the powers of, and be subject to all the restrictions on, the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

### **6.08 Secretary**

The Secretary shall:

1. See that all notices are duly given as required by law, the Articles of Incorporation, or these Bylaws. In case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to act, notice may be given and served by an Assistant Secretary or by the President, Vice President, or Board of Directors.
2. Be custodian of the minutes of the Corporation's meetings, its Company Record Book, its other records, and any seal that it may adopt. When the Corporation exercises its right to use a seal, the Secretary shall see that the seal is embossed upon all documents authorized to be executed under seal in accordance with these Bylaws.
3. Maintain, in the Company Record Book, a record of all Directors, Officers, and Members of the Corporation, if any, together with their current mailing addresses.
4. Act as the historian of the Corporation.
5. In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required by §§ 9.01 and 9.02 of these Bylaws, by these Bylaws generally, by the President, by the Board of Directors, or by law.

### **6.09 Treasurer**

The Treasurer, if any, shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all funds in the name of the Corporation in those banks, trust companies, or other depositories as the Board of Directors select.
2. Receive, and give receipt for, monies due and payable to the Corporation.

3. Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, and take proper vouchers for those disbursements.
4. If required by the Board of Directors or the President, give to the Corporation a bond to assure the faithful performance of the duties of the Treasurer's office and the restoration to the Corporation of all corporate books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or control, in case of the Treasurer's death, resignation, retirement, or removal from office. Any such bond shall be in a sum satisfactory to the Board of Directors, with one or more individual securities or with a surety company satisfactory to the Board of Directors.
5. In the event he or she is not reappointed, resigns, or is removed from office, transfer all accounts to the new Treasurer within thirty (30) days of the date the new Treasurer takes office.
6. Be responsible for filing federal and state taxes.
6. In general, perform all the duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned to the Treasurer by Article Nine — of these Bylaws, by these Bylaws generally, by the President, by the Board of Directors, or by law.

#### **6.10 Assistant Secretary and Assistant Treasurer**

The Assistant Secretary and Assistant Treasurer, if any, shall have such powers and perform such duties as the Secretary or Treasurer, respectively, or as the President or Board of Directors may prescribe. In the absence of the Secretary or Treasurer, the Assistant Secretary or Assistant Treasurer, respectively, may perform all the functions of the Secretary or Treasurer.

### **Article Seven — Interests of Directors and Officers**

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#### **7.01 Compensation**

Directors who receive any reimbursement or compensation for services in any capacity, directly or indirectly, from the Corporation may not vote on matters pertaining to that Director's reimbursement or compensation.

#### **7.02 Conflict of Interest**

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity that is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction. The Board of Directors may adopt a conflicts policy that supplements this provision.

### **7.03 Review of Certain Transactions**

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the Corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods, or services rendered.

## **Article Eight — Grants and Other Financial Assistance**

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### **8.01 Grant-making Authority Limited to Board of Directors**

The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Articles of Incorporation shall be within the exclusive power of the Board of Directors. The Board of Directors shall have power to make grants in furtherance of the Corporation's purposes to any organization organized and operated exclusively for charitable, religious, scientific or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code.

### **8.02 Review of Requests for Funds**

The Board of Directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and, if the Board approves the request, shall authorize payment of such funds to the approved grantee. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all of the purposes for which funds are requested.

### **8.03 Periodic Accountings Required**

The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes that were approved by the Board of Directors.

### **8.04 Withdrawal of Approval**

The Corporation may solicit funds for grants to a specific project or purpose that the Board of Directors has previously approved. In all events, however, the Board of Directors shall have the right to withdraw approval of the grant and use the funds for other charitable, religious, scientific, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code.

### **8.05 Communications to Donors; Refusal of Earmarked Funds**

The Corporation shall communicate to donors that the Board of Directors may at any time withdraw its approval of a particular grant, even after it has been made. The Corporation shall refuse to accept earmarked contributions that are required in all events to go to a foreign organization.

## **8.06 Application Review and Approval Procedures**

The Board of Directors shall establish grant application, approval, and review procedures to ensure funds are being disbursed exclusively for charitable, religious, scientific, or educational purposes within the meaning of Internal Revenue Code § 501(c)(3).

## **Article Nine — Corporate Records, Administrative, and Financial Provisions**

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### **9.01 Corporate Records for Inspection by Members**

The Corporation shall keep the following documents in the form of a record at its registered office or its principal office in this state, or its secretary's office in this state:

1. Current articles and bylaws;
2. A membership list;
3. A list of director's names and addresses;
4. Minutes of the meetings of Members, if any, the Board, and any minutes of committees of the Members or Board;
5. Correct and adequate statements of account or finances.

These corporate records shall be available for inspection at any reasonable time by Members of more than three (3) months' standing or a representative of more than five (5) percent of the membership.

Members shall pay the cost of inspection or copying, except for copies of articles or bylaws. Any member must have a purpose for such inspection that is reasonably related to membership interests. Members are prohibited from use or sale of member's lists obtained by inspection.

#### **9.01.01 Membership List**

The membership list, if any, shall show the names of the Members, their addresses, the date they became a Member, the class of membership, if any, and the date any former Member's membership terminated.

#### **9.01.02 Minutes of Corporate Meetings**

Minutes of corporate meetings shall show the time and place of each meeting, whether the meeting was regular or special, a copy of the notice given or waiver thereof, and, if it is a special meeting, how the meeting was authorized. The minutes of all meetings shall further show a summary of the proceedings, any abstentions or dissents, the names of those present, and in the case of Directors, those not present, whether quorum was established, and any departures or re-entries. Minutes of Members' meetings shall also show the number of votes present or represented. Minutes of meetings shall be documented contemporaneously and minutes of Board or Board committee meetings shall be submitted to the Board or committee for

approval by the next meeting date of that body, or within sixty (60) days, whichever comes later.

### **9.01.03 Statements of Account and Annual Reports**

The Corporation shall maintain current and accurate financial records with complete entries as to all financial transactions, including all income and expenditures, in accordance with generally accepted accounting principles. The Corporation shall keep a list of its donors and grantors and the amount of cash contributions or a description of noncash contributions received from each. The Corporation shall keep records of any revenues derived from, and expenses attributable to, an unrelated trade or business. Based on these records, the Board of Directors shall annually prepare or approve a report of the Corporation's financial activity for the preceding year. The report must conform to generally accepted accounting standards and must include a statement of support, revenue, and expenses, a statement of changes in fund balances, a statement of functional expenses, and a balance sheet for all funds. The financial records of the Corporation are public information and shall be made available to the Members, Board of Directors, and the public upon request.

### **9.02 Corporate Records for Public Inspection and Copying**

At any time that the Corporation has tax exempt status under Internal Revenue Code § 501(c)(3), it shall comply with any related public disclosure and inspection requirements, such as the requirement to maintain the following records available for public inspection and copying at its principal office upon request during regular business hours and without charge, except for a reasonable charge for copying and the actual costs of postage it pays to provide copies:

1. A copy of Form 1023, Application for Recognition of Exemption, filed with the Internal Revenue Service ("IRS"), together with all documents submitted with Form 1023 or required by the IRS in support of the application, but not including any material that is required to be withheld from public inspection or in the case of a tax exempt organization other than a private foundation, the names and addresses of contributors to the organization;
2. The exemption letter ruling issued by the IRS;
3. Any original or amended annual information returns (Schedule 990 series) together with any schedules, attachments, and supporting documents filed with the IRS, that were filed or required to be filed, whichever is later, within the past three years;
4. Form 990-T, if any.

In the alternative, the Corporation may satisfy the public inspection and copying requirements by making the records widely available by posting on a readily accessible

website. The Corporation shall not make public any material that is required to be withheld from public inspection

### **9.03 Corporate Seal**

The Board of Directors may at any time adopt, prescribe the use of, or discontinue the use of, such corporate seal as it deems desirable, and the appropriate officers shall cause such seal to be affixed to such documents as the Board of Directors may direct.

### **9.04 Fiscal Year**

The fiscal year of the Corporation shall be from July 1 through the following June 30, inclusive.

### **9.05 Loans**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **9.06 Loans to Officers and Directors Prohibited**

The Corporation shall not loan money or extend credit to any of its Directors or officers.

### **9.07 Deposits**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select, or as may be selected by any other officer or agent of the Corporation to whom such power may be delegated from time to time by the Board.

### **9.08 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

### **9.09 Management of Funds**

All institutional and endowment funds shall be handled pursuant to the Uniform Prudent Management of Institutional Funds Act. (RCW Chapter 24.55).

### **9.10 Investments**

The funds of the Corporation may be retained in whole or in part in cash or to be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem



desirable, and which are permitted to associations exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code.

### **9.11 Scholarships**

After payment of operating expenses and maintenance of reserves deemed advisable by the Board of Directors, any remaining funds may be contributed toward scholarship support for undergraduates from Seattle and Western Washington.

### **9.12 Funds of the Corporation in the Event of Dissolution**

In the event of dissolution of the Corporation, all its funds and other property, if any, remaining after the payment of its liabilities, shall be paid over and transferred to the President and Fellows of Harvard College for the benefit of 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. If the above requirement is not met, the assets of the Corporation 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, as the Board of Directors may by vote determine.

## **Article Ten — Adoption of Initial Bylaws**

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The foregoing Bylaws were adopted by the Board of Directors on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Attested to, and certified by:

\_\_\_\_\_  
Joanna Roth, Secretary

*Corporate Seal*