

HARVARD CLUB OF SAN FRANCISCO

By-Laws

Mission statement for the Harvard Club of San Francisco: The Harvard Club of San Francisco provides a rich variety of activities and service opportunities for alumni, assists Harvard University in the recruiting and interviewing of local students, and communicates about Harvard-related affairs.

Vision Statement for the Harvard Club of San Francisco: Creating a Welcoming Community and a Place for San Francisco Harvard Alumni to Meet.

ARTICLE I

MEMBERS

Section 1.1 Eligibility.

Any resident of Northern California who has been connected with any department of Harvard University, including Radcliffe College, as a student or instructor, or who is the surviving spouse or domestic partner of a member, or who is a parent of a student currently or formerly enrolled at Harvard University, shall be eligible for regular membership in the Harvard Club of San Francisco, referred to herein as the "Club".

Any person who has received an honorary degree from Harvard University shall become an honorary member of the Club by a vote of the Board of Directors ("Board"). Honorary members shall be exempt from payment of dues.

Section 1.2 Dues.

Dues shall be determined by the Board. Dues shall be due and payable upon notification by the Secretary, Treasurer, or Executive Director.

The membership of any regular member whose dues shall be delinquent for a period of three (3) months may be terminated by the Vice President, Membership, or by the Executive Director at the direction of the Vice President, Membership, but such membership may be reinstated upon payment of dues.

Section 1.3. Annual Meeting.

The Annual Meeting of the members shall be held during the month of June of each year, or at such other time as the Board may designate.

Section 1.4. Special Meetings.

Special Meetings of the members shall be called and held as directed by the President or the Board or shall be called by the Secretary at the written request of at least one-tenth (1/10) of the regular members.

Section 1.5. Notices.

Notices of any meeting of members shall be sent by U.S. Postal Service, courier or electronic mail to all members at least five (5) days before the day of the meeting.

Section 1.6. Quorum and Voting.

One-twentieth (1/20) of the regular members of the Club, present in person, shall constitute a quorum at any meeting of the members. Each regular member shall be entitled to one vote. The act of a majority of the regular members present at any meeting at which there is a quorum shall be the act of the whole membership, except as otherwise provided by law or by these By-Laws.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. Number.

The Board of Directors of the Club shall consist of at least 15 members, but no more than 36. The stated number of Directors includes the Officers of the Club but excludes the ex officio Directors, who shall not have voting privileges.

Section 2.2. Composition, Election, and Terms of Office.

The Board includes, as ex officio Directors, the incumbent Presidents or the duly authorized representatives of the incumbent Presidents of the following organizations: The Radcliffe Club of San Francisco, The Harvard Club of the Silicon Valley, Harvard Law School Association of Northern California, The Harvard Business School Association of Northern California, The Harvard Graduate School Association of Northern California, The Northern California Kennedy School Alumni Council, or the successors of these organizations, and such other affiliated Harvard or Radcliffe Clubs as the Board shall determine by resolution.

Past Presidents of the Club or of the Harvard Alumni Association (“HAA”) who reside in Northern California and the HAA Regional Director shall also be invited by the President to serve as ex officio Directors.

The members of the Board, other than the ex officio Directors, shall be elected at the Annual Meeting of the members for a term of three (3) years, which term shall commence on the first day of July, or other day as directed by the Board. The term of office of approximately one-third of the elected members of the Board shall expire on June 30 of each year. Except in the case of resignation or removal, all Directors shall hold office until their respective successors are elected. All Directors (except ex officio Directors) shall be members in good standing of the Club and shall be current in their dues payments.

Section 2.3. Resignations, Removal, and Vacancies.

Any Board member may resign by written (or electronic mail) notification to the Secretary or President, or may be removed with or without cause by the Board, or by the President in the case of repeated absences from Board meetings, as provided in Section 2.7 of these By-Laws. Vacancies in the Board may be filled by vote of the remaining Directors.

Section 2.4. Duties and Powers of the Board.

The Board shall determine the amount of dues to be paid by the regular members; shall have the power to engage an Executive Director and determine the services to be performed by such Executive Director, who shall report to the President; and shall in general exercise all of the powers of the Club except such as are by law or by the Articles of Incorporation or by these By-Laws conferred upon or reserved to the members.

Section 2.5. Meetings.

Meetings of the Board shall be held upon call by the President, or upon call by the Secretary if requested by six (6) or more Directors. The Board shall meet at least four (4) times per fiscal year. Notices of any meeting of the Board shall be given personally or by telephone or sent by U.S. Postal Service, courier, or electronic mail to all Directors at least five (5) days before the day of the meeting. No notice of a meeting of the Board need be given to any Director who waives notice in a writing filed with the Secretary. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting.

Section 2.6. Quorum.

Twelve (12) Directors shall constitute a quorum for the transaction of business, provided that the President or President-Elect is present. In the event that the Board shall have fewer than 24 members, then 50 % of the members shall constitute a quorum. If neither the President nor the President-Elect is present, then a majority of Directors (excluding vacancies) shall constitute a quorum. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board unless a greater number is required by law, by the Articles of Incorporation, or by any other Section of these By-Laws.

Section 2.7. Compensation.

Directors shall receive no compensation for their services but may be reimbursed by the Club for their reasonable expenses incurred on behalf of the Club.

Section 2.8. Attendance at Board Meetings.

Directors are expected to make every effort to attend Board meetings. Any Director (other than an ex officio Director) who misses three (3) consecutive meetings or a total of six (6) meetings in the course of his or her term shall be removed from the Board by the President unless at least two-thirds (2/3) of Directors present vote against removal.

Section 2.9. Participation in Club Activities.

Directors who are not also Officers or ex officio Directors are expected to help organize or sponsor at least one event on behalf of the Club every year of their term.

ARTICLE III

OFFICERS

Section 3.1. Number.

The Officers of the Club shall be a President; an Immediate Past President; a President-Elect; a Chairman or Chairwoman; a Secretary; a Treasurer; a Vice President, Activities; a Vice President, Schools; a Vice President, Communications and Social Media; a Vice President, Membership and Diversity; a Vice President, Community Service; and a Vice President, of Development and Partnerships; Co-President of Crimson Club. All Officers shall serve on the Board. Upon recommendation of the Nominating Committee and the Board, any of the various offices of Vice President may be occupied simultaneously by three (3) Directors who shall serve as equal co-Vice Presidents.

Section 3.2. Election and Term of Office.

The Officers of the Club shall be elected at the Annual Meeting of the members. The term of office for all Officers other than the President, the Immediate Past President, and the President-Elect; shall be the remainder of their term as a Board Member. which term shall commence on the first day of July, or other day as directed by the Board. The term of the office of the President, the Immediate Past President, and the President-Elect, shall be one year, which term shall commence on the first day of July, or other day as directed by the Board. The President shall serve no more than one term, unless he or she filled a vacancy in the office of President after the last day of December, in which case he or she may serve the remainder of the partial term, followed by a full term. The term of the office of the Chairman or Chairwoman shall be three years, which term shall commence on the first day of July, or other day as directed by the Board. Except in the case of resignation or removal, all Officers shall hold office until their respective successors are elected.

Section 3.3. Resignation, Removal, and Vacancies.

Any Officer may resign or may be removed with or without cause by an affirmative vote of at least two-thirds (2/3) of the regular members present at a Special or Annual Meeting of the members; by the Board; by the Executive Committee; or by the President as provided in Section 2.7 of these By-Laws.

If the office of President becomes vacant, the President-Elect immediately shall become President. A vacancy in any other office, other than Immediate Past President, shall be filled by the Board, and the person so appointed shall serve until the next Annual Meeting of the members. A vacancy in the office of Immediate Past President shall not be filled.

Section 3.4. President.

The President shall be the principal executive officer of the Club and shall preside at all meetings of the members and of the Board. The President shall be responsible for seeing that the resolutions of the members and actions of the Board are carried into effect, and for reporting to the members and to the Board on the conduct and management of the affairs of the Club. The President shall also perform such other duties as usually appertain to this office.

Section 3.5. Immediate Past President.

The Immediate Past President shall serve as Chair of the Nominating Committee and shall have such other powers and shall perform such other duties as the President or the Board may from time to time determine.

Section 3.6. President-Elect.

At the request of the President, or when the President is absent from a meeting of the members or of the Board, or in case of disability of the President, the President-Elect shall perform any or all of the duties of the President, and when so acting shall have all the powers of the President. The President-Elect shall have such other powers and shall perform such other duties as the President, or the Board may from time to time determine. At the conclusion of the term of office, the President-Elect shall become President.

Section 3.7. Chairman or Chairwoman.

The title of “Chairman of the Board” or “Chairwoman of the Board” shall be an honorary title, and neither the Board nor the President shall report to the Chairman or Chairwoman.

The Chairman or Chairwoman shall be responsible for developing a strategic plan for the Club and performing other duties as from time to time may be assigned to the office by the President or the Board. The Chairman or Chairwoman will also be responsible for recruiting the Advisory Board, with the advice of the President and the consent of the Board. With the consent of the President, the Chairman or Chairwoman may delegate to the Executive Director any of the responsibilities enumerated herein.

Section 3.8 Secretary.

The Secretary shall keep minutes of the proceedings of the meetings of the members and the Board; the Secretary shall give, or cause to be given, all notices in accordance with the provisions of these By-Laws or as required by law, and shall be custodian of the Club records. The Secretary shall keep a written record of the members of the Club and their contact information, and in general shall perform all duties as from time to time may be assigned to the Secretary by the President or by the Board, as well as such other duties as usually appertain to this office. With the consent of the President, the Secretary may delegate to the Executive Director any of the responsibilities enumerated herein.

Section 3.9. Treasurer.

The Treasurer shall have the custody of the corporate funds and shall keep, or cause to be kept, correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Club, and in general

shall perform all duties as from time to time may be assigned to the Treasurer by the President or by the Board, including preparation of the annual budget.

Section 3.10. Vice President, Activities.

The Vice President, Activities, shall be responsible for arranging and scheduling the activities and programs of the Club, other than community service activities and programs. The Vice President, Activities, may delegate any of his or her duties to the Executive Director, with the consent of the President.

Section 3.11. Vice President, Schools.

The Vice President, Schools, shall direct and supervise the Schools Committee in its activities described in Article IV of these By-Laws. The Vice President, Schools, may delegate any of his or her duties to the Executive Director, with the consent of the President.

Section 3.13. Vice President, Membership and Diversity.

The Vice President, Membership, shall be responsible for retaining existing members and for attracting new members to the Club. He or she shall be a frequent attendee at club activities and shall recruit potential members at these activities; and shall advise the President and the Board on matters related to retaining and increasing Club membership. The Vice President, Membership, may delegate any of his or her duties to the Executive Director, with the consent of the President.

Section 3.14. Vice President, Communications.

The Vice President, Communications, shall be responsible for publicizing the Club and its events to the members and to the general public; for obtaining or writing articles for, editing, and arranging for the distribution of a Club newsletter at regular intervals throughout the year if the Board chooses to publish a newsletter; and for further communications with members by means of the Internet, electronic mail, and other appropriate media. The Vice President, Communications, may delegate any of his or her duties to the Executive Director, with the consent of the President.

Section 3.16. Vice President, Community Service.

The Vice President, Community Service, shall be responsible for arranging and scheduling the community service activities and programs of the Club. The Vice President, Community Service, may delegate any of his or her duties to the Executive Director, with the consent of the President.

Section 3.17. Vice President of Development and Partnerships.

The Vice President, Partnerships, shall be responsible for creating partnerships between the Club and other Harvard Clubs, alumni associations of other universities, other non-profit organizations, and businesses. The Vice President, Partnerships, may delegate any of his or her duties to the Executive Director, with the consent of the President.

ARTICLE IV

COMMITTEES

Section 4.1. Executive Committee.

The Executive Committee shall consist of the officers of the Club and no more than two (2) members-at-large of the Board. The President shall have the power to appoint and to remove the at-large members of the Executive Committee. Six (6) members shall constitute a quorum for the transaction of business, provided that the President or President-Elect is present; but if the committee wishes to exercise the power to remove an Officer, then a quorum shall consist of two-thirds (2/3) of the members of the committee. The Executive Committee shall have and may exercise all of the powers of the Board between meetings of the Board, provided that the Executive Committee shall not have the power to fill vacancies in the Board, to appoint Officers, to amend these Bylaws, or to authorize any action inconsistent with these Bylaws or with the Articles of Incorporation.

Section 4.2. Activities Committee.

The Activities Committee shall plan and organize the activities and programs of the Club. The Vice President, Activities, shall be Chair of the committee. Members shall serve at the pleasure of the Chair.

Section 4.3. Schools Committee.

The Schools Committee shall consist of: the Vice President, Schools, who shall serve as Chair; the Chairs or co-Chairs of the six (6) regional subcommittees, which shall have authority over committee activities in their respective areas; and as many members of the committee as the subcommittee Chairs or co-Chairs deem necessary.

The regional subcommittees shall cover the City and County of San Francisco; the County of Alameda; the County of Contra Costa; the County of Marin; the County of San Mateo; and the northern region consisting of the Counties of Sonoma, Napa, Mendocino, Lake, Humboldt, and Del Norte.

The Vice President, Schools, shall appoint the regional subcommittee Chairs or co-Chairs, but he or she may delegate to the subcommittee Chairs or co-Chairs the power to appoint their successors and to determine the number of co-Chairs for their respective subcommittees.

Members of the committee shall serve at the pleasure of their respective subcommittee Chairs or co-Chairs.

The Schools Committee shall assist the Admissions Office of Harvard College, primarily by encouraging students of ability and promise to apply for admission to Harvard, by interviewing students who have applied for admission, and by recruiting students who have been accepted.

If requested by Harvard University or by the Board, the Chair of the Committee may recommend to the Board candidates for the annual scholarship awards of the Harvard Club of San Francisco and the disposition of the income of the gifts to the Treasurer of Harvard University registered as “The Scholarship Fund of the Harvard Club of San Francisco” and “The William L. Thomas Memorial Scholarship,” but these recommendations may not be binding on Harvard University. The Board may from time to time authorize the making of additional gifts to Harvard University out of the Club’s treasury.

The Schools Committee may have other duties as determined by the Board.

Section 4.4. Succession and Recruitment Committee.

The Succession and Recruitment Committee shall consist of the Immediate Past President, who shall serve as Chair; and two (2) or three (3) other members of the Board, who shall be recommended by the President and serve at the pleasure of the Board. The President and President-elect shall serve as additional, non-voting members of the committee. If the Immediate Past President is unable or unwilling to serve as Chair or if the office of Immediate Past President is vacant, the Board shall appoint a Chair, upon recommendation by the President. Prior to the Annual Meeting, the committee shall nominate Directors and Officers for the ensuing year. If vacancies occur in Officer or Director positions, the committee shall nominate replacements.

Section 4.5. Citation Committee.

The Citation Committee shall consist of the Chair and at least three (3) other members who serve at the pleasure of the President.

The Club may each year confer special citations upon one or more persons who have rendered distinguished services in the Bay Area, state, or nation. These citations will be conferred at an annual or special meeting of the Club. The intention of the Club in instituting and making these citations is to encourage the active participation of citizens in the affairs of their local community, state or nation, to encourage college alumni groups to participate in the affairs of the Bay Area community and to enhance, insofar as possible, the common purposes and goals of members of the Club.

Section 4.6. Advisory Board.

The Advisory Board shall consist of Harvard affiliates, who shall be jointly recommended by the Chair and President and be elected by the Board. The Board shall set the exact number of members. The term of office of the members shall be one (1) year. The Advisory Board shall advise the Board on major strategic partnerships for the Club.

Section 4.7. Other Committees.

The Board may appoint such other committees as it may from time to time deem advisable. The committees so appointed shall have such powers, except the power to fill vacancies in the Board, to appoint Officers, to amend these By-Laws or to authorize any

action inconsistent with these By-Laws or the Articles of Incorporation, as the Board may determine.

ARTICLE V

MISCELLANEOUS

Section 5.1. Fiscal Year.

The fiscal year of the Club shall start on the first day of July and end on the last day of June in the subsequent year. Membership of the Club and payment of dues shall be on a schedule determined by the Board and not necessarily in accordance with the fiscal year.

Section 5.2. Contributions.

Contributions, bequests and gifts to the Club shall be accepted only upon the authorization of the Board.

Section 5.3. Amendments.

Except as provided in Section 5.4 of these By-Laws, new By-Laws may be adopted, or these By-Laws may be amended or repealed in one of three ways: (1) by the Board, subject to the power of the members to reject the amendment by resolution at the next Special or Annual Meeting of the members; (2) by the written consent of the members entitled to exercise a majority of the voting power; or (3) by a majority of a quorum at a Special Meeting of the members duly called for the purpose of amending By-Laws.

Section 5.4. Restrictions.

These By-Laws shall not be altered or amended in derogation of the following restrictions and prohibitions:

The Club shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Sec. 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws of the United States.

The Club shall not engage in any act of self-dealing as defined in Sec. 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws of the United States.

The Club shall not retain any excess business holdings as defined in Sec. 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws of the United States.

The Club shall not make investments in such manner as to subject it to tax under Sec. 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws of the United States.

The Club shall not make any taxable expenditures as defined in Sec. 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws of the United States.

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 set forth in the Articles of Incorporation. No substantial part of the activities of the Club shall consist of the carrying on of political activities, propaganda, or otherwise attempting to influence legislation. The Club shall neither participate nor intervene in any manner (including publication or distribution of statements) in any political campaign on behalf of any candidate for public office or referendum, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing a candidate or referendum. The Club shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Sec. 501(a) and Sec. 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent tax laws of the United States, or (ii) by a corporation, contributions to which are deductible under Sec. 170(a) and Sec. 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent tax laws of the United States.

Section 5.5. Indemnification.

The Club, regardless of the adverse interest of any or all of the Directors, shall indemnify and save harmless each Director or employee of the Club, and his or her heirs, executors, or administrators, against and make reimbursement to him, her, or them for all reasonable loss, cost, expense, and liability, incurred by him or her, or his, her or their heirs, executors, administrators, in connection with the defense or reasonable settlement in any action, suit, or proceeding in which he or she is or they are made a party by reason of his or her being or having been a Director or employee of the Club except in instances where the Board shall find that (1) such Director or employee acted in bad faith or was guilty of willful misconduct in the performance of his or her duties on behalf of the Club, or (2) such indemnification and reimbursement would be contrary to public policy or the corporation laws of the State of California.

Section 5.6. Investments.

Subject to the provisions of Sec. 5.3 of this Article, the property, assets and funds of the Club may be invested in support of the purposes of the Club, as set forth in the Articles of Incorporation, in such shares of stock, whether common or preferred, bonds, notes, mortgages or other securities or other personal property or real estate as the Board may from time to time authorize and approve without restriction or limitation by reason of any statute or rule of law.

Section 5.7. Execution of Documents.

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances. Unless so authorized by the

Board , no Officers, agent or other person shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 5.8. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Nonprofit Corporation Law, California Corporations Code, Sec. 5000 et seq., shall govern the construction of these By-Laws.

Conflict of Interest Policy

The Harvard Club of San Francisco (HCSF) requires all of its board members, officers, independent contractors, and employees (“person(s) subject to the policy”) to act in the best interests of HCSF in all actions they take on behalf of HCSF.

In the event someone who is a person subject to the policy becomes aware that they or a member of their family or a company for which they work or in which they or a member of their family have a substantial ownership interest, may receive a financial benefit (“personal financial benefit”) as a result of an action taken by the HCSF including any events sponsored in any part by HCSF, they shall disclose that fact to the primary organizer of that event and to the president of HCSF as soon as they become aware of the possibility of such financial benefit. The HCSF president and / or the primary organizer of the event or their designee shall ensure that the Board is advised of the disclosure at the next Board meeting. The HCSF president may, in their discretion, refer the matter to the Executive Committee if they deem it necessary and the Executive Committee may investigate the matter as it deems appropriate. In the event this action is discussed at a Board meeting, person(s) subject to the policy shall disclose that fact during the discussion unless it has already been disclosed to the Board.

No person subject to the policy may use the resources of HCSF, including its membership lists and information, except to advance the purposes of HCSF and no person subject to the policy shall provide any of those resources to any other person or organization except to advance the purposes of HCSF.

Any director who may receive a personal financial benefit from a board action shall not vote on the matter and shall not be counted in determining the quorum for the matter. The minutes of the meeting shall reflect this.

By way of example and not limitation, the following would generally be considered prohibited by this policy:

- A Club member asking for access to members for the purpose of advertising or selling services.
- A Club member who receives a fee from the Club in exchange for services, such as arranging a Club event, designing a website, or leasing office space or equipment unless that was disclosed before the event was approved.
- A sponsor of a Club event asking for access to a Club's members email list to advertise their products or services.

Anyone who accepts a position with HCSF or who remains in a position with HCSF after this amendment to the bylaws has been adopted, agrees to be bound by this provision.

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