CONSTITUTION OF THE HARVARD UNIVERSITY EXTENSION ALUMNI ASSOCIATION

ARTICLE I: NAME, OFFICE, AND ORGANIZATIONAL STRUCTURE

Section 1.1 Name. This association shall be known by the name the Harvard Extension Alumni Association (“HEAA”).

Section 1.2 Office. The principal office of HEAA shall be located at Harvard University Extension School in the County of Middlesex, City of Cambridge, State of Massachusetts.

Section 1.3 Organizational Structure. HEAA is a part of Harvard University Extension School. All powers, activities, and affairs of HEAA shall be exercised and managed by HEAA’s officers and directors, including a Dean of Students and Alumni Affairs, with such committees as are established herein or as established pursuant to the By-Laws.

ARTICLE II: PURPOSES

This association is organized and shall be operated exclusively for educational and charitable purposes. In furtherance of such purposes, the association shall: (1) Foster a spirit of fraternity among graduates of Harvard University Extension School; (2) Serve in extending knowledge of the aims and achievements of Harvard University Extension to alumni/ae; (3) Promote the interest of all Extension School alumni and alumnae in the academic and extracurricular activities of Harvard; (4) Communicate Extension alumni/ae views to the Harvard Alumni Association; (5) Represent the interests of the Extension School (6) Cooperate with the university’s alumni association to strengthen HEAA; (7) encourage the establishment of regional clubs; and (8) Promote and encourage communication between Harvard University Extension and its alumni/ae.

ARTICLE III MEMBERSHIP

Alumni, degree holders of the school, holders of certificates awarded before Fall 2010, and active and emeritus faculty of the Harvard University Extension School, shall be regular members (“Regular Members”). Holders of certificates granted after Fall 2010 whose names appear on the alumni records shall be associate members (“Associate Members”) as provided in the By-laws.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 Composition. The Board of Directors (“Board”) shall be composed of:

a) “Officers” of the Association, as defined in Section 5.1.

b) “HEAA Directors” elected by the Regular Members of HEAA to chair committees on behalf of the
Vice Presidents.
c) “HAA Directors” appointed by the Dean of Extension to represent Harvard University Extension School to the Harvard Alumni Association.
d) “Regional Presidents”. All Presidents of regional clubs of HEAA.
e) “Past President”. All past Presidents of HEAA.
f) “Members at Large” to represent the membership on the Executive Committee (Section 6.1a).

Section 4.2 Duties. The Board shall have oversight of the affairs of HEAA and the duties as provided herein or in the By-Laws.

Section 4.3 Nomination, Election, and Appointment of Officers and Directors.

a) “President” shall succeed from the office of “First Vice President”.
b) Candidates for “First Vice President”, “Vice Presidents”, “Treasurer”, “Secretary”, and “HEAA Directors”, and Members-at-Large shall be nominated by the Nominating Committee and elected by the Regular Members.
c) Regular Members shall be added to the ballot for an office by petition with the number of supporting signatures of Regular Members as specified in the bylaws.
d) “HAA Directors” shall be appointed by Dean of the Harvard University Extension School.
e) “Regional Presidents” shall be elected by their local membership as within the Bylaws and confirmed by the Executive Committee.

Section 4.5 Approval of Appointments. All appointments to the Board provided herein are subject to approval by a majority vote of the Executive Committee (Section 6.1a).

Section 4.6 Vacancies. Vacancies occurring among HEAA Directors and the Presidents of Regional Clubs shall be filled for the unexpired term by the President in consultation with the club and Executive Committee. Vacancies among HAA Directors shall be filled by the Dean of Harvard University Extension School.

ARTICLE V: OFFICERS AND BOARD MEMBERS

Section 5.1 Officers. The Officers, each of whom must be a Regular Member of HEAA in good standing, shall be a President, a First Vice President, and one or more Vice Presidents whose number shall be as set forth in the By-Laws, a Secretary, and a Treasurer.

Section 5.2 Board Members. Board Members shall consist of the Officers, HEAA and HAA Directors, Regional Presidents, past Presidents, and two Members-at-Large. Members of this Board shall be
elected as below before the Annual Meeting of the Harvard Extension Alumni Association to take office on the succeeding July 1st.

Section 5.3 Terms of Office and Succession.

The periods of succession will be straddled to minimize the changing of officers each year:

a) The President shall serve for a term of two years.

b) The First Vice President shall serve for the term of the President and then succeed him/her.

c) The Vice Presidents shall serve for three years without succession in the same role.

d) The Secretary shall serve for one year with a maximum total service of three consecutive years.

e) The Treasurer shall serve for one year with a maximum total service of three consecutive years.

f) HEAA Directors shall serve for two years with a maximum total service of four years.

g) HAA Directors shall serve for the period set by the Harvard Alumni Association.

h) Members-at-Large shall serve for three years without succession.

Section 5.4 Officers and Members-at-Large Vacancies. Vacancies occurring in any office, except the office of President, shall be filled for the unexpired term by the Executive Committee in coordination with the Nominating Committee. In the event of a vacancy in the office of President, the First Vice President then in office shall serve as President for the unexpired term and thereafter shall serve his/her own term as President while the office of the First Vice President shall remain unfilled until the next election for that position. Vacancies occurring among Members-at-Large shall be filled for the unexpired term by the Executive Committee.

Section 5.5 Removal from Office. The Executive Committee, by a two-thirds vote, shall have authority to remove Officers, Members-at-Large, and members of the Board of Directors, Committee Chairs and Committee Members from their office or position for actions detrimental to the spirit and purpose of HEAA.

ARTICLE VI: COMMITTEES

Section 6.1 Standing Committees. The Standing Committees of HEAA shall be the following:

a) Executive Committee, which shall have ultimate responsibility for the affairs of HEAA, shall be composed of the Officers of the Association, Members-at-Large, and the immediate Past President of HEAA.

b) Nominating Committee, who shall select one or more candidates for the office of First Vice President, Vice Presidents, Treasurer, and Secretary, HEAA Directors, and Members-at-Large for

...election, shall be composed of the immediate past President of HEAA who shall serve as Chairperson, the past President who preceded the immediate past President, and three Regular Members to be appointed by the President with the approval of the Executive Committee and Academic Director (Section VII). The Committee shall conduct the election and shall report its results to the Board as requested.

c) Awards Committee, which shall select recipients of the Association’s Alumni Awards and recommend to the President of HEAA.

d) Committee for Alumni Reunions, which shall oversee and organize the occasion.

e) Committee for Alumni Events, to develop programming to be offered locally and regionally.

f) Committees for Marketing and Communication, to promote the mission of HEAA.

g) Committee for Training, to develop members of Committees, Boards, and regional organizations.

h) Committee for Volunteer Recruitment and Engagement, to solicit and engage alumni in the work of HEAA.

Section 6.2 Other Committees. Additional committees as shall be established pursuant to the By-Laws.

Section 6.3 Committee Members. Committee Members shall be appointed and have the duties and terms of office as provided in the By-Laws.

ARTICLE VII: ACADEMIC DIRECTOR

The Dean of Students and Alumni Affairs is the Academic Director of the Association (“Academic Director”) responsible for the administration of HEAA’s affairs. The Academic Director shall work to sustain the Association and direct the school’s staff in support of it. S/he will serve as chief spokesperson and contact for HEAA with the administration of Harvard University Extension School. The Academic Director is responsible jointly to the Association and to the Dean of Harvard University Extension School.

ARTICLE VIII: MEETINGS

Section 8.1 Annual Meetings. The Association shall hold an annual meeting for the alumni of the Harvard University Extension School.

Section 8.2 Other Meetings. The Directors, Officers and Committees of HEAA shall meet, no less often than annually, as provided in the By-Laws.

ARTICLE IX: DISSOLUTION

In the event of dissolution of HEAA, all its funds and other property, if any, remaining after the payment
of its liabilities, shall be paid over and transferred to Harvard University Extension School for the benefit or any successor organization, provided that the 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 HEAA shall be transferred to the Dean of Harvard University Extension School, provided that the funds are exclusively for charitable, scientific, literary, or educational purposes, as the school may by vote determine.

No part of the net earnings of HEAA shall inure to the benefit of any member, director, officer, or other private individual except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated in Article II of this Constitution.

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

ARTICLE X: AMENDMENTS

This Constitution may only be amended by a majority vote of participating alumni where notice of the proposed amendment has been given to all alumni thirty days before the election. Amendments must be approved by the Executive Committee in consultation with the Academic Director.

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The Officers and Directors of the alumni association of Harvard University Extension School hereby adopt this Constitution on ______________ 2014.

Attest:

__________________________________________
Secretary
BYLAWS OF THE HARVARD ALUMNI ASSOCIATION

1. **Membership – Associate Members.**

   Holders of certificates awarded after Fall 2010 from Harvard University Extension School, shall be Associate Members. Associate Members shall have all privileges of Regular Members except the right to vote or hold office.

2. **Board of Directors (“Board”).**

   A. **Guiding Principles and Goals.**

   Board members should be guided by a keen sense of devotion to Harvard University Extension School, demonstrated by ongoing acts by them to enhance the reputation and welfare of the University and to foster mutually beneficial relationships among the University, its alumni, and students, and among the alumni themselves. Regular and Associate Members must be active in the organization before assuming a leadership role on the Board.

   B. **Duties.**

   Board members shall represent the school and its alumni body as a whole, attend and participate in Board meetings and concomitant functions, events, virtual and in-person conferences, and in addition, have the responsibilities set out in the Harvard Extension Alumni Association Board Manual (“Board Manual”).

   C. **Size.**

   The number and location of regional organizations shall be determined by the Executive Committee in consultation with the Academic Director.

3. **Officers.**

   A. **President.**

   The President shall preside at all official meetings of the Association, the Board of Directors, and the Executive Committee, and under the purview of the Board of Directors and in consultation with the Academic Director, shall have general control and management of the Association.

   B. **First Vice President.**

   The First Vice President, in the absence of the President, shall assume the duties of the President whenever the need arises. In the absence of both the President and the First Vice President, the presiding officer shall be determined by the Executive Committee.

   C. **Vice Presidents.**

   In addition to the First Vice President, there shall be several Vice Presidents who shall manage the Association’s Committees as follows:

   1. **Vice President of Marketing and Communication, to promote, brand, and publicize HEAA’s activities and message across media.**
2. Vice President of Recruitment and Regional Club Operations, to establish and sustain regional organizations and facilitate their operation.

3. Vice President of Reunions and Events, to develop, package, and deliver educational social activities for alumni, and the annual reunion of HEAA, in support of local and regional organizations.

D. HEAA Directors shall oversee one or more committees in the achievement of their goals.

E. HAA Directors shall represent HEAA to the Harvard Alumni Association.

E. Secretary shall keep a record of the official proceedings of the Association.

F. Treasurer may create and maintain financial accounts and shall report to the Board on the financial results of operation and condition of the Association.

G. Members-at-large shall represent the interest of the alumni to the Board.

In addition, the Officers shall have such other duties as may be determined by the Executive Committee. Officers shall refer for guidance to the Board Manual. Annual elections should be completed by May 1st in advance of the Annual Meeting.


A. Other Committees.

Committees in addition to those specified herein and in the Constitution may be established for any purpose and dissolved at any time by the Executive Committee.

B. Committee Members, Terms of Office, and Duties.

Committee Members shall be appointed by the Executive Committee and shall serve for one or more one-year terms, except as otherwise provided in the Constitution. The duties of Committee Members are to attend and participate in Committee meetings and to advance the work of the Committees. Committee Members may attend the meetings of the Board of Directors but shall do so in a non-voting capacity.

5. Meetings.

A. The Officers, Directors, and Committee Members shall meet at least three times each year on dates to be determined by the President in conjunction with the Academic Director.

B. Special meetings of the Board of Directors and the Executive Committee may be called by a majority vote of the Executive Committee. Notice of such meetings shall be given in any manner as the Executive Committee directs.

C. A simple majority of the officers, directors, and committee members expected for a meeting must be present to constitute a quorum.
6. **Regional Groups.**

   Regional Groups are to be established and run within their region in accordance with the guidelines for HAA’s “Special Interest Groups” (SIGs).

7. **Write-in Candidates.**

   Regular Members may be added to the ballot for election of officer with the supporting signatures of 75 Regular Members. The petition shall be submitted to the Nominating Committee no later than 30 days before the issuing of the ballot for the election.

**Amendments to the By-Laws.**

These Bylaws may be amended by a majority vote at any duly called meeting with a quorum by (1) the Executive Committee, or (2) the Board of Directors, providing that notice of the proposed amendment is given to those boards thirty days in advance of the meeting.

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The Officers and Directors of the alumni association of Harvard University Extension School hereby adopt this Constitution on _______________ 2014.

Attest:

________________________________________

Secretary