

*Adopted November, 14<sup>th</sup> 2016*

**By-Laws**  
**of**  
**Harvard Kennedy School D.C. Alumni Network**

**SECTION 1**

**General Provisions**

1.1. Statement of Purpose. The Harvard Kennedy School D.C. Alumni Network (hereinafter referred to as the “Corporation”) is organized and shall at all times be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended. The principal activities of the corporation shall include: (1) supporting the educational and public service missions of the John F. Kennedy School of Government of Harvard University (“Harvard Kennedy School”); (2) educating alumni and students of the Harvard Kennedy School, professionals working or volunteering in the public interest on public policy issues, skills and opportunities for advancing the public interest; (3) inspiring alumni of the Harvard Kennedy School and others to advance the public interest through professional or volunteer efforts, including by providing alumni of the Harvard Kennedy School with specific opportunities to engage in public service activities; and (4) fostering collaboration among the diverse alumni of the Harvard Kennedy School to further the foregoing principal activities of the corporation.

1.2. Affiliation. Although the Network is independent, it functions as a regional affiliate of the Harvard Kennedy School Alumni Association and will operate in accordance with the policies and guidelines of Harvard Kennedy School (HKS) and Harvard Kennedy School Alumni Association (HKSAA).

1.3. Articles of Incorporation. The name and purposes of the Corporation shall be as set forth in its Articles of Incorporation. The Articles of Incorporation, as amended from time to time, are hereby made a part of these By-Laws. In the event of any inconsistency between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall be controlling.

1.4. Location. The principal office of the Corporation shall be located at the place set forth in the Articles of Incorporation of the Corporation. The Council may change the location of the principal office in the District of Columbia; *provided, however*, that no such change shall be effective until a certificate of change or an annual report is filed with the Department of Consumer and Regulatory Affairs (DCRA).

1.5. Fiscal Year. Except as from time to time otherwise determined by the Council, the fiscal year shall end on the last day of December in each year.

1.6. Non-Discrimination and Diversity Policy. The Network will not engage in discrimination or harassment against any person because of race, color, religion, citizenship, national origin, ancestry, age, marital status, disability, sexual orientation including gender identity, unfavorable discharge from the military or status as a protected veteran and will comply with all federal and state nondiscrimination, equal opportunity and affirmative action laws, orders and regulations. Additionally, we are strongly committed to the pursuit of excellence by including and integrating alumni who represent different groups as defined by race, ethnicity, gender, sexual orientation, socioeconomic background, age, disability, national origin and religion.

## **SECTION 2**

### **Corporation Members**

2.1 Members. The Corporation's members shall include all alumni, as defined by the Harvard Kennedy School's Alumni Affairs Office, who reside or work within the Washington, D.C. Metropolitan area and who are in good academic standing with and free of any financial indebtedness to the School.

2.2 Powers. All members who have registered with the President or Secretary of the Network are eligible to vote on matters pertaining to the Network. Voting members shall elect a Council to manage the affairs of the Corporation.

## **SECTION 3**

### **Council members**

3.1 Council Members. The Alumni Council shall be comprised of no fewer than nine (9) and no more than fifteen (15) elected Council Members. At its discretion, the Council President, in consultation with the Executive Committee, may appoint by simple majority up to two additional council members for the duration of his/her term, or up to one full year. Appointees would be welcome to run for a full Council seat with a three year term at the conclusion of their appointed term. At any special or regular meeting, the Council may, by an affirmative vote of a majority of council members then in office, decrease the number of council members, but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more council members. All council members shall be alumni as defined in Section 2.1.

3.2 Powers. Council members shall manage the affairs of the Corporation and shall have and may exercise all the powers of the Corporation, except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws.

3.3 Election. Any Corporation Member, as defined in Section 2.1 of these By-laws, interested in serving as a Council Member shall notify the Council President or Secretary. In order to serve on the Council, interested alums shall be in good academic standing with and free of any financial indebtedness to the School. The Council shall establish an election process and notify Corporation Members by electronic communication. Elections shall be held in April of each year. Council member terms run from June 1<sup>st</sup> - May 31<sup>st</sup> with new (or re-elected) council members taking their seats on June 1st.

3.4 Tenure. Except for the initial class, elected council members shall serve for a term of three years and until their respective successors are chosen and qualified. Terms shall be staggered, with one-third elected each year, along with all vacancies. The council members may, by an affirmative vote of a majority of council members then in office, fill any vacancy in the Council until the next regular election and may exercise all their powers notwithstanding any vacancy or vacancies in their number. Elected Council Members may serve successive terms. Appointed council members shall serve for a term of up to one full year under the President who made the appointment. Appointed council members may be appointed to two consecutive terms.

3.5 Resignation and Removal. Any council member may resign by delivering a written or electronic resignation to the President or the Secretary or to the Corporation at its principal office. Any council member may be removed from office with cause by an affirmative vote of two-thirds of the council members then in office. A council member may be removed for cause only after reasonable notice, defined as in writing 14 days before a regularly scheduled Council meeting, and an opportunity to be heard by the duly elected council members. In the event that a council member fails to attend (in any manner contemplated by these By-Laws) at least two-thirds of the meetings of the board of council members in any consecutive 12-month period, such council member shall be automatically removed as of the first meeting of the council following such consecutive 12-month period, unless the council members act at or prior to such meeting to suspend such removal.

3.6 Regular Meetings. Regular meetings of the council members may be held without call or notice at such places and times as the council members may from time to time determine; *provided, however,* that any council member who is absent when such determination is made shall be given notice as provided in Section 3.8 of these By-Laws.

3.7 Special Meetings. Special meetings of the council members may be held at any time or place when called by the President, by two or more council members, or by a minimum of 50 Network members. Notice of any special meeting shall be given as provided in Section 3.8 of these By-Laws.

3.8 Notice of Meetings. Notice of the date, time and place of all annual, regular and special meetings of the council members shall be given to each council member by the Secretary or, in case of the death, absence, incapacity or refusal of the Secretary, by the officer or one of the council members calling the meeting. Notice of any meeting may be communicated by one or more of the following means: (i) in person; (ii) by telephone or voice-mail; (iii) by mail to the individual's usual or last known business or home address or (iv) by electronic transmission.

3.9 Action at Meetings. A majority of the council members then in office shall constitute a quorum. At any meeting of council members at which a quorum is present, the vote of a majority of those council members present shall decide any matter unless the Articles of Incorporation, these By-Laws or any applicable law requires a different vote. A majority of those council members present may, without further notice, adjourn the meeting to any other time.

3.10 Action by Written Consent. Any action by the council members or any committee may be taken without a meeting if a written or electronic consent thereto is signed by all the council members or all the members of the applicable committee and filed with the records of the meetings of the council members. Any such written consent shall be treated for all purposes as a vote at a meeting.

3.11 Committees. The Council may establish such committees as it may determine necessary or advisable, and may delegate thereto some or all of its powers except those which by law, the Articles of Incorporation, or these By-Laws may not be so delegated; *provided, however,* that any committee to which the powers of the council members are delegated shall consist solely of corporation members as defined in Section 2.1 of these bylaws. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. Any committee may, subject to the approval of the council members, make further rules for the conduct of its business. However, unless otherwise provided by vote of council members or by rules established by the council members, the business of any committee shall be conducted as nearly as may be in the same manner as is provided in these By-Laws for the council members. The members of any committee shall serve on such committee at the pleasure of the council members. Standing committees shall include, but not be limited to, the following: (a) membership; (b) activities; (c) elections; and (d) communications. All standing committees are open to corporation members, and shall be led by a council member or a corporation member as defined in Section 2.1 of these bylaws.

3.12 Meetings by Telephone Conference. Council members may hold meetings by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

3.13 Open Meetings. Unless the council members act to close all or a portion of a meeting, each meeting of the Council may be attended by any alumnus as defined by Section 2.1.

## **SECTION 4**

### **Officers**

4.1 Officers and Agents. The officers of the Corporation shall consist of a President, Vice-President, Treasurer and Secretary. The Corporation may also have such agents, if any, as the council members may appoint. Officers shall consist of elected Council Members. An individual may hold more than one office. If required by the council members, an officer shall

give the Corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the board of council members.

4.2 Election and Tenure. The President, Vice-President, Treasurer and Secretary shall be elected annually in June by the council members. With respect to any election held on or after the effective date of affirmative passage of these bylaws, an individual shall not be eligible for election to an office if such election would result in his or her service in that office for more than three consecutive years. Any other officers determined necessary or desirable by the council may be elected by the council members at any time. Any alumnus in good standing, as defined in Section 3.3 of these By-laws, may notify the President or Secretary of his or her desire to serve as an officer. Except as otherwise provided by law, the Articles of Incorporation or these By-Laws, all officers shall hold office from August 1<sup>st</sup> - July 31<sup>st</sup> with new (or re-elected) officers taking their seats on August 1<sup>st</sup>, or until the annual meeting of the council members or the special meeting held in place thereof, and thereafter until their respective successors are chosen and qualified, unless a shorter term is specified in the vote electing or appointing them. If the office of President, Vice-President, Treasurer or Secretary becomes vacant, the council members shall elect a successor. Each such successor shall hold office for the unexpired term and in the case of the President, Vice-President, Treasurer and Secretary until a successor is chosen and qualified, or in each case until the officer sooner dies, resigns, is removed or becomes disqualified.

4.3 Resignation and Removal. Any officer may resign by delivering a written resignation to the president or secretary or to the Corporation at its principal office and such resignation shall be effective upon receipt, unless it is specified to be effective at some later time. The council members may remove any officer, with or without cause, by a vote of a majority of the council members then in office. An officer may be removed for cause only after reasonable notice, defined as in writing 14 days before a regularly scheduled Council meeting, and an opportunity to be heard by the board of council members. Removal of such person as a council member as defined in Section 3.1 of these By-laws shall also constitute removal of such person as an officer.

4.4 President. The President shall preside when present at all meetings of the Council and serve as the primary liaison of the DC Alumni Network to HKS and HKS Alumni Board functions. The President shall serve as the chief executive officer of the Corporation and, subject to the direction and control of the Council, shall have general charge of the affairs of the Corporation. The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the council members. The President shall serve a one-year term, with additional terms possible as outlined in the election process defined in section 3.2.

4.5 Vice-President. The Vice President shall preside over Council meetings in the event the President is unavailable, serve as the coordinator of Network events and shall also have such powers as the council members may from time to time designate. The Vice-President shall service a one-year term, with additional terms possible as outlined in the election process defined in section 3.2.

4.6 Treasurer. The Treasurer functions as the chief financial officer and chief accounting officer of the Corporation and, subject to the direction and control of the council members, shall

have general charge of the financial affairs of the Corporation, shall keep full and accurate books of account and shall maintain custody of all funds, securities and valuable documents of the Corporation. The Treasurer shall prepare or oversee all filings required by the location of incorporation, the Internal Revenue Service and any other relevant governmental agency. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the council members. The Treasurer shall service a one-year term, with additional terms possible as outlined in the election process defined in section 3.2.

4.7 Secretary. The Secretary shall record and maintain records of all proceedings of the council members in books kept for that purpose and shall give such notices of meetings to Network Members and Council Members as required by these By-Laws. The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the council members. The Secretary shall be a resident of the District of Columbia, Maryland or Virginia, unless the Corporation shall appoint a resident agent for the service of process. In the absence of the Secretary from any meeting of council members, a temporary secretary designated by the person presiding at the meeting shall perform the duties of the Secretary. Any Assistant Secretary shall have such powers as the council members may from time to time designate. The Secretary shall service a one-year term, with additional terms possible as outlined in the election process defined in section 3.2.

## **SECTION 5**

### **Compensation and Personal Liability**

5.1 Compensation. No council member or officer shall receive any compensation for services rendered as a council member or officer. Notwithstanding the foregoing, any council member or officer may receive reasonable compensation for services rendered as an employee of the Corporation, and any council member or officer may, if authorized by the President or the board of council members, be reimbursed for necessary expenses, including travel expenses, reasonably incurred by the council member or officer in the performance of duties as a council member or officer.

5.2 No Personal Liability. The council members and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

## SECTION 6

### Indemnification

6.1 Generally. The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) is not affected thereby, indemnify each person who may serve or who has served at any time as a council member, president, treasurer, secretary or other officer of the Corporation, each person who may serve or who has served at the request of the Corporation as a council member, officer, trustee, partner, employee or other agent of another organization and each person who may serve or has served at its request in a capacity with respect to any employee benefit plan (collectively, “Indemnified Officers” or individually, “Indemnified Officer”), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (“Proceeding”) in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a Proceeding voluntarily initiated by such person unless a majority of the full board of council members authorized the Proceeding); *provided, however*, that no indemnification shall be provided to such Indemnified Officer with respect to any matter as to which such Indemnified Officer shall have been finally adjudicated in any Proceeding (i) to have breached the Indemnified Officer’s duty of loyalty to the Corporation, (ii) not to have acted in good faith in the reasonable belief that such Indemnified Officer’s action was in the best interest of the Corporation, (iii) to have engaged in intentional misconduct or a knowing violation of law, or (iv) to have engaged in any transaction from which the Indemnified Officer derived an improper personal benefit; and further provided that any compromise or settlement payment shall be approved by the Corporation in the same manner as provided below for the authorization of indemnification. Any person who at the request of the Corporation may serve or has served another organization or an employee benefit plan in one or more of the foregoing capacities and who shall have acted in good faith in the reasonable belief that his or her action was in the best interests of such other organization or in the best interests of the participants or beneficiaries of such employee benefit plan shall be deemed to have acted in such manner with respect to the Corporation.

6.2 Advances; Repayment. Such indemnification may, to the extent authorized by the board of council members of the Corporation, include payment by the Corporation of expenses, including attorneys’ fees, reasonably incurred in defending a civil or criminal action or Proceeding in advance of the final disposition of such action or Proceeding, upon receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under this Section, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

6.3 Authorization. The payment of any indemnification or advance shall be conclusively deemed authorized by the Corporation under this Section, and each council member and officer of the Corporation approving such payment shall be wholly protected, if the payment has been approved or ratified by (a) a majority vote of the council members who are not at that time parties to the Proceeding, or (b) a majority vote of a committee of two or more council members

who are not at that time parties to the Proceeding and are selected for this purpose by the full board (in which selection council members who are parties may participate); or a court having jurisdiction shall have approved the payment.

6.4 Heirs, Executors and Administrators. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

6.5 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent, employee, council member or officer against any liability or cost incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify him or her against such liability or cost.

6.6 Non-Exclusive Rights. The right of indemnification under this Section shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Section shall affect any rights to indemnification to which Corporation employees, agents, council members, officers and other persons may be entitled by contract or otherwise under law.

6.7 Adverse Amendments. No amendment or repeal of the provisions of this Section which adversely affects the right of an Indemnified Officer under this Section shall apply to that Indemnified Officer with respect to the acts or omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

6.8 Employees and Agents. To the extent legally permissible and only to the extent that the status of the Corporation as exempt from federal income taxation under Section 501(c)(3) of the Code is not affected thereby, the Corporation may indemnify any employee or agent of the Corporation to the extent authorized by the board of council members by an affirmative vote of a majority of the council members entitled to vote. The foregoing provisions of this Section 5 shall apply to any indemnification of any employee or agent under this Section 5.8.

## **SECTION 7**

### **Transactions with Interested Persons**

7.1 No Personal Benefit. The Corporation shall not enter any contract or transact any business in which any part of the assets or net earnings, if any, of the Corporation shall inure to the benefit of, or be distributable to, any council member or officer of the Corporation or other private individual, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes as set forth in Article II of the Articles of Incorporation.

7.2 Contracts with Interested Persons. Unless entered into in bad faith, no contract or transaction by the Corporation shall be void, voidable or in any way affected by reason of the fact that it is with an Interested Person as defined in Section 7.3.

7.3 Definition of “Interested Person.” For the purposes of this Section 7.3, “Interested Person” means any council member, officer, member of a committee of the Council or key employee (as such term may be defined from time to time by the board of council members), who has a direct or indirect private interest (as such term may be defined from time to time by the board of council members) in a proposed transaction or arrangement involving the Corporation whether as an officer, council member, employee or otherwise, and/or any other entity in which any such person or organization or the Corporation is in any way interested.

7.4 Disclosure. Unless such contract or transaction was entered into in bad faith, no Interested Person, because of such interest, shall be liable to the Corporation or to any other person or organization for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction, provided that the material aspects of the contract or transaction and the interest of the Interested Person were disclosed or known to the board of council members or a committee thereof which authorized the contract or transaction in accordance with any applicable policies adopted by the board of council members from time to time, and provided, further, that the Interested Person reasonably believed the contract or transaction to be in the best interests of the Corporation.

7.5 Quorum and Vote. The provisions of this Section shall be operative notwithstanding the fact that the presence of an Interested Person was necessary to constitute a quorum at a meeting of council members or members of the Corporation at which such contract or transaction was authorized or that the vote of an Interested Person was necessary for the authorization of such contract or transaction, but shall be inoperative to the extent that the status of the Corporation as exempt from federal income taxation under Section 501(c)(3) of the Code is adversely affected thereby.

## **SECTION 8**

### **Miscellaneous Provisions**

8.1 Execution of Instruments. All contracts, deeds, leases, bonds, notes, checks, drafts and other instruments authorized to be executed by an officer of the Corporation on its behalf shall be signed by the President or the Treasurer, except as the council members may generally or in particular cases otherwise determine. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the president and the treasurer, who may be one and the same person, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Incorporation, By-Laws, resolutions or votes of the Corporation.

8.2 Corporate Records. The records of all meetings of incorporators and council members, the names and addresses of the council members and officers of the Corporation, and the originals or attested copies of the Articles of Incorporation and the By-Laws of the Corporation shall be kept by the Secretary.

8.3 Guarantees and Suretyships. The Corporation shall make no contracts of guarantee or surety.

## **SECTION 9**

### **Dissolution**

9.1 The Corporation may be dissolved in accordance with the Articles of Incorporation.

## **SECTION 10**

### **Amendments**

10.1 The By-Laws may be altered, amended or repealed, or new By-Laws may be adopted, by an affirmative vote of a majority of duly elected and appointed council members then in office, at any annual meeting of the council members or special meeting of the council members.