

Harvard Student Agencies
Alumni

Articles of Organization and Bylaws

Ratified
4/20/2013

Revised
11/21/2016

We, the alumni of Harvard Student Agencies, Inc., hereby assemble ourselves to establish an association of Harvard Student Agencies alumni in accordance with the Articles of Organization and Bylaws (herein “Bylaws”) set forth below.

ARTICLE I: OPERATING PRINCIPLES

- 1. Name.** This organization shall be known as the Harvard Student Agencies Alumni (herein “HSAA”).
- 2. Legal status.** The HSAA shall have no independent legal status but is formed and shall operate pursuant to the 501(c)(3) status of Harvard Student Agencies, Inc. (“HSA”), a nonprofit entity incorporated in the Commonwealth of Massachusetts.
- 3. Purpose.** The HSAA exists to organize the activities of the HSA alumni community, with the mission of promoting significant connections among alumni, facilitating significant connections between alumni and current students, and supporting HSA and its Board of Directors.
- 4. Affiliation.** The HSAA shall hold Shared Interest Group status with the Harvard Alumni Association (“HAA”). As such, the HSAA shall comply with the HAA Policy on Shared Interest Groups and shall adhere to the Operating Principles therein, including Harvard University’s policy on the use of the Harvard name and insignias. It shall be understood that neither Harvard University nor the HAA is responsible for the HSAA’s practices and reserves the right to deny the HSAA any and all benefits of HAA affiliation at any time if the HSAA is in breach of the agreement.
- 5. Fiscal year.** The HSAA shall operate under a fiscal year beginning February 1 and ending January 31.

ARTICLE II: HSAA MEMBERSHIP

- 1. Membership qualification.** Any person who has completed his or her studies at Harvard University, during which time he or she earned at least \$1 from HSA or one of its subsidiaries, shall qualify to register as a member of the HSAA upon his or her graduation.
- 2. Registering as a member.** An eligible person shall register as a member of the HSAA by submitting his or her identifying information, in physical or electronic writing, to the Secretary of the HSA Graduate Board (“HSAGB”; see Article III). No other action may be required in order to record his or her membership. Membership shall be perpetual, unless the member resigns (see Article II.4) or is removed (see Article II.5). After an individual has registered in this manner, the HSAGB shall be responsible for henceforth seeing that all rights and privileges of membership in the HSAA are extended to the new member.

- 3. Powers and rights.** The membership of the HSAA shall have the power to elect the members of the HSAGB (see Articles III.6–III.12) and to amend these Bylaws (see Article VI.2). All other powers of the HSAA not explicitly reserved for the HSAA in these Bylaws, or returned to the HSAA by the HSAGB’s passage of an ordinary resolution, shall be vested in the HSAGB.
- 4. Resignation of members.** An HSAA member may resign his or her membership by delivering his or her physically or electronically written resignation to an officer of the HSAGB. Such resignation shall take effect at the time or upon the event specified therein, or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.
- 5. Removal of members.** Any member of the HSAA may be stripped of his or her membership at any time, with or without cause, by the HSAGB’s passage of an extraordinary resolution so stating (see Article V.10). A member may be removed only after due notice and an opportunity to be heard before the HSAGB.

ARTICLE III: HSA GRADUATE BOARD

- 1. Purpose.** The HSAGB shall be the governing body of the HSAA. The HSAGB shall have the right to manage all affairs of the HSAA and exercise all powers of the HSAA, except those explicitly reserved to the HSAA general membership (see Article II.3).
- 2. Number.** The HSAGB shall consist of nine members of the HSAA and one nonvoting student delegate from HSA.
- 3. Student delegate.** Before the start of each HSAA fiscal year, the General Manager and President of HSA shall appoint one student employee as the HSAGB’s nonvoting student delegate. The term of the delegate shall last one year, beginning at the start of the HSAA fiscal year. The delegate shall sit on the HSAGB but shall not hold any of the regular responsibilities or powers of an alumni member, including but not limited to the right to vote or to be a board officer.
- 4. Term in office.** Members of the HSAGB shall serve for two-year terms. There shall be no limit on the number of terms an individual may serve.
- 5. Duties and responsibilities.** Each member of the HSAGB will be expected to attend all of the HSAGB’s meetings; to execute tasks and objectives directed by a board officer or by the HSAGB as a whole; to faithfully serve and represent the members of the HSAA; and to support the HSAGB in achieving its general objectives as set forth in these Bylaws. Failure to fulfill these responsibilities in the opinion of the rest of the HSAGB may be grounds for removal from the HSAGB (see Article III.15).

- 6. Electing the HSAGB.** In November of each year, the members of the HSAGB will be elected in accordance with the procedures set forth below. Before odd-numbered fiscal years, five seats on the HSAGB will regularly stand for election; before even-numbered fiscal years, four seats will regularly stand for election. Additional seats may stand for election in the event of vacancies on the HSAGB (see Article III.16). The elections will be administered by a member of the HSAGB, designated by the President, who occupies a seat that will not expire until the following year's elections. These Bylaws will subsequently refer to this person as the Election Administrator.
- 7. Electorate.** Only registered members of the HSAA may vote in HSAGB elections. All HSAA members as of the close of voting are eligible to vote, including those who register as a member during the election period.
- 8. Timing of the election.** The election shall be held over a one-week (168-hour) period wholly contained within the month of November; the Election Administrator shall have the discretion to choose the specific dates. The Election Administrator is to notify the membership of the HSAA of the chosen time frame no fewer than 14 days and no more than 90 days in advance of the start of voting.
- 9. Nominations for election.** Any member of the HSAA may nominate any fellow member, including himself or herself, for candidacy for the HSAGB. Nominations must be sent in physical or electronic writing to the Election Administrator at least seven days before voting opens. The Election Administrator shall contact all nominees as soon as practicable and offer them the choice to accept or decline the nomination. Each nominee who accepts shall immediately have his or her name added to the ballot by the Election Administrator; he or she may also choose to submit a personal statement in support of his or her candidacy. As soon as practicable, but no later than the day before voting opens, the Election Administrator must notify the HSAA of the final list of candidates, along with any personal statements that have been submitted by candidates.
- 10. Method of voting.** Over the week during which voting is permitted, elections for the HSAGB will be conducted by secret ballot over a platform to be determined by the Election Administrator. Each member of the HSAA shall have the right to vote for as many candidates as there are open seats on the HSAGB. At the close of voting, the candidates with the highest vote totals satisfying the number of open seats for election will be declared the winners.
- 11. In case of a tie.** If, at the close of voting, two or more candidates are tied for the final seat or seats, the Election Administrator will call a runoff election. Such a runoff election shall take place over a 96-hour period that begins within two weeks of the close of voting of the regularly scheduled election. The candidates in a runoff election shall automatically be limited to those who had tied. The rules for the administration of the runoff election shall otherwise be the same as for a general election.
- 12. Announcement of results.** The Election Administrator will notify members of the HSAA of the winners of the election as soon as practicable after voting ends. Results

other than the names of the winners are not to be released. If the election turns out to be uncontested, the Election Administrator will notify members of the HSAA of the new HSAGB members as soon as practicable after they are known. There is no need to hold a vote.

- 13. Inauguration of new members.** The winners of the fall elections will officially become members of the HSAGB on the first day of the HSAA's new fiscal year (see Article I.5).
- 14. Resignation from the HSAGB.** A member of the HSAGB may remove himself or herself from that body by delivering his or her physically or electronically written resignation to an officer of the HSAGB. Such resignation shall take effect at the time or upon the event specified therein, or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.
- 15. Removal from the HSAGB.** A member of the HSAGB may be removed from the HSAGB at any time, with or without cause, by the HSAGB's passage of an extraordinary resolution so stating (see Article V.10). An HSAGB member may be removed only after due notice and an opportunity to be heard before the rest of the HSAGB.
- 16. HSAGB vacancies.** In case of vacancies on the HSAGB (e.g., due to resignations or removals), the seat or seats in question shall be filled by an appointment or appointments of the HSAGB, with a majority of those voting required for approval of such appointments. Appointed HSAGB members shall serve only until the next regularly scheduled HSAGB election. If their seats are scheduled to be up for election in that fiscal year regardless, the election is as usual. However, if their seats are not scheduled to be up for election, they will be added to the seats that are up for election. If X is the number of unusually open seats, the X winners of that election with the fewest votes (i.e., the candidates who would not have won unless those seats had been open) will then serve abbreviated one-year terms, and those seats will be up for election the following fiscal year as they were regularly scheduled to be.

ARTICLE IV: OFFICERS

- 1. Number.** The HSAGB shall have four officers: a President, a Vice President, a Secretary, and a Treasurer. One person may not hold more than one officer position.
- 2. Term of office.** An officer's term shall last two years. The offices of President and Secretary shall be up for election before odd-numbered fiscal years; the offices of Vice President and Treasurer shall be up for election before even-numbered fiscal years.
- 3. Term limits.** If an individual attains the status of having held the same office for longer than three of the past four years, that individual shall be ineligible to return to that office for two years after the natural expiration of his or her current term in that office. If the officer resigns (see Article IV.14) or is removed (see Article IV.15) before the term's natural expiration, this two-year period begins immediately upon his or her departure

from office. There shall be no limit on the total number of years an individual may hold an office.

- 4. Duties of the President.** The President shall preside over the meetings of the HSAGB and shall have general charge and supervision of the affairs of HSAA. The President shall also have such other duties and powers as the HSAGB may determine.
- 5. Duties of the Vice President.** The Vice President shall, in case of the absence, incapacity, or refusal of the President, preside over the meetings of the HSAGB. The Vice President shall also have such other duties and powers as the HSAGB may determine.
- 6. Duties of the Secretary.** The Secretary shall be responsible for maintaining the roster of the HSAA membership. The Secretary shall also be responsible for the keeping of records of all meetings of the HSAGB in either physical or electronic written form. These records shall be open at all reasonable times to the inspection of any member of the HSAA. Such records shall also contain records of all meetings of incorporators and the current Bylaws of the HSAA. If the Secretary is absent from any meeting, a temporary secretary chosen at the meeting shall exercise the duties of recording the meeting. The Secretary shall also have such other duties and powers as the HSAGB may determine.
- 7. Duties of the Treasurer.** The Treasurer shall be the chief financial officer of the HSAA. The Treasurer shall, subject to the direction of the HSAGB, be in charge of the financial affairs of the organization and shall keep full and accurate records thereof. The Treasurer shall also have such other duties and powers as the HSAGB may determine.
- 8. Election of officers.** Officers for a given fiscal year shall be elected by the nine alumni members of the HSAGB who will serve during that fiscal year. The election will be administered by the HSAGB's nonvoting student delegate.
- 9. Timing of election.** This election shall be held over a 96-hour period whose specific dates shall be determined by the student delegate. This period must fall sometime after the election of the new HSAGB members and any associated runoffs but before January 15 of the same fiscal year. The student delegate is to notify the nine incoming alumni members of the HSAGB of the chosen time frame no fewer than 14 days before voting is to open.
- 10. Running for office.** Any of the nine full members of the incoming HSAGB may run for an officer position by declaring his or her intentions, in physical or electronic writing, to the rest of the incoming HSAGB no fewer than seven days before voting opens. He or she may also choose to distribute a personal statement in support of his or her candidacy.
- 11. Method of voting.** Over the 96 hours during which voting is permitted, officer elections will be conducted by secret ballot over a platform to be determined by the student delegate. The method of election will be instant-runoff voting, in which each voter shall rank his or her preferred candidates for each office from first to last. When the votes are

tallied, the candidate with the fewest first-place votes shall be eliminated and his or her votes redistributed to the candidate whom his or her voters ranked second. This process shall repeat until one candidate has a majority and such candidate is declared the winner.

- 12. Announcement of new officers.** The student delegate will notify members of the HSAA of the winners of the election as soon as practicable after voting ends. Results other than the names of the winners are not to be released. If the election turns out to be uncontested, the student delegate will notify members of the HSAA of the new officers as soon as practicable after they are known. There is no need to hold a vote.
- 13. Inauguration of new officers.** The winners of the elections will officially become officers on the first day of the HSAA's new fiscal year (see Article I.5).
- 14. Resignation of officers.** An officer may give up his or her officer duties by delivering his or her physically or electronically written resignation to another officer of the HSAGB. Such resignation shall take effect at the time or upon the event specified therein, or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective. Such resignation shall refer specifically to the officer's duties as an officer; further resignation from the HSAGB must be carried out separately (see Article III.14).
- 15. Removal of officers.** An officer may be removed from office at any time, with or without cause, by the HSAGB's passage of an extraordinary resolution so stating (see Article V.10). An officer may be removed only after due notice and an opportunity to be heard before the rest of the HSAGB. Such removal shall refer specifically to the officer's duties as an officer; further removal from the HSAGB must be carried out separately (see Article III.15).
- 16. Officer vacancies.** Vacancies occurring in any office, except the office of the President, shall be filled for the remainder of the unexpired term by a successor elected by the HSAGB. Such elections shall be held as soon as practicable after the opening of a vacancy and shall be conducted according to the officer election procedures outlined in Articles IV.8–IV.12. In case of a vacancy occurring in the office of the President, the Vice President then in office shall accede to the office of the President for the remainder of the unexpired term. The HSAGB shall then elect a successor to fill the vacancy of the Vice President as soon as practicable. If the Vice President is unwilling or ineligible (see Article IV.3) to serve as President, or if the office of the Vice President is likewise vacant, the HSAGB shall elect a successor to fill the vacancy of the President as soon as practicable. The Vice President shall act as President until such time that the office of the President is filled.

ARTICLE V: PRACTICES

- 1. Meetings.** The HSAGB shall meet in person in either Boston, Massachusetts, or Cambridge, Massachusetts, once per fiscal year. The President of the HSAGB may call

additional meetings as needed, but any supplementary meetings are not required to be held in person; rather, telephonic or online communication methods shall be sufficient. Meetings for a given fiscal year may take place up to 15 days prior to the beginning of that fiscal year (see Article I.5) with the understanding that no formal actions taken or resolutions made shall take effect until February 1.

2. **Notice of meetings.** Members of the HSAA must be notified in physical or electronic writing at least 30 days in advance of in-person HSAGB meetings and at least 14 days in advance of telephonic or online meetings. It shall be made clear in such notification whether the meeting being called is the mandatory in-person annual meeting.
3. **Emergency meetings.** The President of the HSAGB shall have the power to call a meeting on short notice if he or she personally notifies the eight other members at least 24 hours in advance. An emergency meeting may not be the mandatory in-person annual meeting. No HSAGB member shall be penalized for missing an emergency meeting.
4. **Quorum.** An HSAGB meeting may not commence without a quorum of five alumni members being present, and it may not continue if the attendance ever falls below five.
5. **Content of meetings.** The content of each HSAGB meeting shall be set out in an agenda written and distributed before the meeting by the President or his or her designated representative. The agenda must include, at the least, a period of time for the proposition of resolutions.
6. **Resolutions.** The HSAGB shall have the power to pass resolutions pertaining to its mission and compliant with these Bylaws. Resolutions shall be the main instrument through which the HSAGB exercises its duties and powers. Resolutions may be introduced by any member of the HSAGB.
7. **Voting in meetings.** When a member proposes a resolution, the motion must be seconded before a vote on the resolution may be held. For ordinary resolutions, a majority of non-abstaining HSAGB members shall be required for passage. If any members abstain from the vote, the threshold for a majority is lowered accordingly to a majority of voters. If there are vacant seats on the HSAGB, the majority threshold is similarly lowered. However, members absent from the meeting do not lower the threshold for a majority.
8. **Re-voting.** The HSAGB may choose to reverse any of its previous votes by simply voting again on the issue; the same standards for passage shall apply as did for the original vote. For example, an ordinary resolution passed in a previous meeting may be overturned by a simple majority vote. Similarly, an ordinary resolution that initially fails may be re-proposed in the future and voted on again; a majority of those voting shall remain the threshold for passage.
9. **Ties and abstentions.** A tie vote may never constitute a majority; therefore, a tie shall be equivalent to a failed vote. During votes, any member may choose to abstain at any time,

for any reason.

10. Extraordinary resolutions. A resolution shall be considered extraordinary if it removes an officer from office, removes a member of the HSAGB from that body, or removes a member of the HSAA from that body. Extraordinary resolutions require more than a majority vote to be enacted; their passage shall require at least two “yes” votes and no more than one “no” vote. Any HSAGB member whose removal from office, HSAGB membership, or HSAA membership is the subject of an extraordinary resolution must abstain from voting on that resolution.

11. Committees. The HSAGB shall have the power to create and dissolve both standing and ad hoc committees consisting of members of the HSAA. The HSAGB may delegate to any such committees any or all of their powers. The size, membership, and term of committees shall be determined by the officers of the HSAGB.

ARTICLE VI: RATIFICATION AND AMENDMENTS

- 1. Ratification.** These Bylaws shall go into effect upon a vote by the body that is to become the HSAA. A majority of those voting shall be required for ratification.
- 2. Amendments.** Additions, subtractions, and/or amendments to these Bylaws may be submitted to the HSAA for approval by an ordinary resolution of the HSAGB. Upon the passage of such a resolution, a vote by the members of HSAA shall be scheduled as soon as practicable. The rules for the administration of an amendment election shall be the same as for an HSAGB election (see Articles III.6–III.12), except that there will be no nomination process, the election may occur in any month, and voters may only vote once for either “yes” or “no.” A majority of those voting in this election must vote “yes” to successfully amend the Bylaws.