

**BYLAWS
OF
THE HARVARD CLUB OF NORTHEAST OHIO, INC.**

Revised and Adopted May 8, 2024

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Article I: Name; Office; Purpose; Nature; and Commitment to Diversity

Section 1. Name

The name of this corporation is the Harvard Club of Northeast Ohio, Inc. (hereinafter referred to as the Club).

Section 2. Office

The principal office of the Club shall be at such place in Cleveland, Ohio as the Club's Board of Trustees (the Board) may designate from time to time. The Board may use the address of an Officer of the Club when registering the Club with state and federal agencies.

Section 3. Purpose

The Club's purpose is to operate exclusively for the benefit and to carry out the purposes of The Harvard Club of Cleveland Foundation (the Foundation). The Foundation is a nonprofit organization formed under Section 501(c)(3) of the Internal Revenue Code that supports, develops, sponsors, and encourages the educational purposes and practices of Harvard University.

To further its purpose, the Club works to

- (i) foster fellowship, networking, and support among graduates, former students, and current students of Harvard University who are in or from Northeast Ohio (the Northeast Ohio Harvard community);
- (ii) inspire a greater sense of connection to Harvard among the Northeast Ohio Harvard community;
- (iii) interview and support outstanding students from Northeast Ohio in applying to and attending Harvard University;
- (iv) provide services of benefit locally that assist Harvard University in fulfilling its mission, that support the advancement of Northeast Ohio secondary school education and its aims, or that promote the general welfare of Northeast Ohio; and
- (v) represent the interests of Harvard University in Northeast Ohio.

Section 4. Independent and Nonpartisan Nature

The Club does not represent the opinions of Harvard University, the President and Fellows of Harvard University, the Harvard Alumni Association, or any other members of the Harvard community beyond the individual members of the Club. Opinions expressed by any member of the Club are solely those of that member and are not the opinions of the Club generally, its Board, the Foundation, or the Northeast Ohio Harvard community.

The Club and the Board acting as entities shall not express opinions or otherwise take positions, publicly or privately, on matters that are irrelevant to the mission and operation of the Club.

The Club shall not participate in any activities of a political nature. In keeping with its commitment to non-partisanship, the Club shall refrain from, among other things, endorsing and

otherwise influencing local legislation, politics, and politicians, as well as from participating in any political campaign (including the publishing or distributing statements) on behalf of any candidate for public office or for any initiative or activity that does not relate to the Club's purpose.

Section 5. Diversity

The Club believes it is enriched by the diverse talents, backgrounds, perspectives, and experiences of the Northeast Ohio Harvard community. As such, the Club is committed to embracing diversity in all forms and fostering an inclusive culture in which all people are treated with respect and regard for their dignity. The Club also recognizes the importance of building a leadership team in its Board that reflects the diversity of the Northeast Ohio Harvard community.

Article II: Membership

Section 1. Eligibility

The following people are eligible for membership in the Club:

- (i) any person who has attended and successfully graduated from a degree-granting academic program from Harvard University;
- (ii) any person who holds an honorary degree from Harvard University;
- (iii) any person who is a student currently enrolled in Harvard University, provided that such student is actively enrolled in a degree-granting course of study; or
- (iv) any person who has alumni status as defined by the Harvard Alumni Association (HAA).

The Board shall have the authority to determine if people who do not meet the criteria set forth in this section may otherwise be eligible for membership.

People who are below 18 years of age shall not be accepted as members without the written consent of their parents or guardians.

Section 2. Definition of Member

Any person who is eligible under Section 1 of this article and who is recorded as having paid the applicable dues for their current year of membership shall be considered a member (Member). The Board shall have the authority to decide that a person who satisfies these requirements nevertheless may not be a Member.

The Club shall at all times maintain a register of Members that includes the Members' names and contact information (the Register of Members).

Membership shall not be transferrable or assignable.

Section 3. Dues

Dues shall be determined annually by the Board and shall be payable as set forth in this section.

Except for student Members, dues shall be paid by all members, including all members of the Board, on an individual twelve (12)-month basis. The date of a Member's first payment of dues shall determine the beginning of that Member's twelve (12) months of membership.

The amount of dues shall not be changed during any Fiscal Year (as defined in Article V, Section 1) for that Fiscal Year.

Non-payment of dues shall constitute grounds for loss of membership status and privileges.

Section 4. Code of Conduct for Members

Members shall respect the rights, differences, and dignity of others. Those taking part in Club activities are expected to demonstrate honesty, integrity, and civility in those activities, and to refrain from conduct that could negatively affect the Club. Members taking part in Club activities are accountable for their conduct regarding Harvard University alumni, students, parents, volunteers, employees, invitees, and others.

Any Member, whether or not they are a Trustee or an Officer of the Club, who acts in the interest, or with the authority, of the Club or the Board shall follow the Conflict of Interest policy set forth in Article III, Section 11 in any actions they take on behalf of the Club or the Board.

Section 5. Termination or Suspension

The Board shall have the authority to exclude from Club activities or suspend or terminate the membership of any person who is involved in conduct that the Board considers harmful to the welfare of the Club, the Board, or any other Member, or who otherwise violates the Code of Conduct set forth in Section 4 of this article. Such action requires a majority vote as defined in Article III, Section 7. The Board shall have the authority to make such a membership termination permanent.

Any Member who fails to pay dues as set forth in Section 3 of this article shall cease to be a Member for the period during which dues were not paid. Any such former Member shall be reinstated to membership after paying current dues.

Section 6. Meetings

6.a. Annual Meeting

Before the end of each Fiscal Year (as defined in Article V, Section 1), the Board shall determine if a Business Meeting of Members (Annual Meeting) is necessary. The Board shall call such a meeting at least once every two Fiscal Years. If the Board decides that an Annual Meeting is needed, that meeting may take place as part of a Club event. The Board shall send Members notice of an Annual Meeting at least fourteen (14) days before such meeting.

6.b. Other Meetings

Other meetings of the Club's membership may be held at any time by call of the President or a majority of the Board.

6.c. Place of Meetings

Meetings of the Club's membership shall be held in person or virtually, as stated in the notice of the meeting.

6.d. Notice of Meetings

Notice of any meeting of the Club’s membership shall be sent by the Secretary or the President to all Members in the Register of Members within the time frame specified for the type of meeting. If no time frame is specified for notice of the meeting, notice shall be sent as soon as it is practicable to do so.

6.e. Adoption of Robert’s Rules of Order

Procedure at meetings of the Club’s membership shall be governed by Robert’s Rules of Order.

6.f. Quorum

The Members present at any properly convened meeting of the Club’s membership shall be sufficient to take a vote at the meeting or otherwise to conduct business.

Section 7. Voting

7.a. Voting Rights

Each Member is entitled to one vote. Members shall have the right to elect Trustees (as set forth in Article III, Section 6), to approve amendments to the Bylaws (as set forth in Article VI, Section 1), and to dissolve the Club (as set forth in Article VII, Section 9). Except for such actions, Members shall not have any voting rights.

7.b. Voting

A vote held at a meeting of the Club’s membership shall be decided by the majority of the Members present and voting. A vote by the Club’s membership that is held without a meeting shall be decided by the majority of the Members casting votes. A detailed record of any such vote conducted without a meeting shall be kept and shall be communicated as soon as practicable to the membership.

7.c. Manner of Voting

No Member may vote by proxy, and votes need not be by written ballot.

Section 8. Resignation

Any Member may resign their membership in the Club by notifying the President and the Secretary in writing. The resigning Member will be expected to pay any outstanding dues and other balances before such resignation. The whole or a pro rata share of previously paid dues shall not be refunded in case of such resignation.

Article III: Board of Trustees

Section 1. Powers

The general charge, management, and control of the affairs and assets of the Club shall be vested in the Board. Among other things, the Board shall:

- (i) carry out the purposes of the Club,
- (ii) determine its policies, in accordance with the Club’s mission,
- (iii) take proper measures to make them effective,

- (iv) review, evaluate, and recommend changes in the implementation of such policies, and
- (v) appoint Officers for the Club.

The Board shall have the power to approve or reject the actions or recommendations of any Trustee or Committee. The Board shall have access to all the books and records of the Club (except to Members' personal details) and may require a financial statement from the Treasurer or an accounting from any Trustee.

Section 2. Commitment and Responsibilities

The responsibilities of Trustees include, but are not limited to:

- (i) faithfully attending meetings of the Board (at least two thirds (2/3) of the Board's meetings either in person or virtually, during each year of tenure);
- (ii) serving on the standing or special committees of the Club;
- (iii) assisting the Officers and committee chairs in carrying out the programs and policies of the Club;
- (iv) attending whenever possible and, if appropriate, participating in the events and programs of the Club;
- (v) supervising the investment and financial accounts of the Club;
- (vi) determining procedures and policies for Club operations;
- (vii) providing knowledgeable leadership to Harvard alumni in the Northeast Ohio area with respect to the Club's affairs; and
- (viii) maintaining the confidentiality of Club and Board matters as may be appropriate.

All Trustees are expected to fulfill their duties and adhere to the Code of Conduct and Conflict of Interest Policy set forth in Section 11 of this article and the Code of Conduct for Members set forth in Article II, Section 4. Failure to do so constitutes grounds for termination of the Trustee's tenure in office.

Section 3. Number and Composition

The Board shall consist of an odd number of at least five (5) and no more than fifteen (15) members (each, a Trustee). The Board shall appoint at least the following officer positions from among the Trustees (each, an Officer): a President, a Vice President, a Treasurer, and a Secretary.

Section 4. Executive Committee

The Board shall establish an Executive Committee that may exercise any powers of the Board when the Board is not session. The Executive Committee shall consist of these Officers: the President, the Vice President, the Treasurer, and the Secretary. If necessary, the President may exercise the powers of the Board subject to the Executive Committee's approval.

Section 5. Eligibility

Any Member shall be eligible to serve as a Trustee. All candidates for the Board must be alumni in good standing as defined by the HAA.

Section 6. Election and Term

Except as permitted by Section 8 of this article, Trustees are elected by the Club membership and shall serve for a term of two (2) years. Trustees shall be elected in staggered terms with at least half of the Trustees elected in one year and the remaining Trustees elected the following year.

Members may nominate themselves for a Trusteeship or another Member may nominate them. The Board must approve nominations, after which they are included in the election docket.

Elections shall be held by such reliable and transparent means as the Board determines. Elections shall be held annually before June 30th. Trustees shall hold their positions until the newly elected Trustees start their terms.

Notification of election results, or changes on the Board, shall be communicated as soon as practicable to the membership and HAA.

Section 7. Meetings

7.a. Initiation and Frequency

Meetings of the Board shall be held at the call of the President or a minimum of four Trustees. The Board shall meet monthly, unless it decides otherwise.

7.b. Location

Meetings of the Board shall be held in Northeast Ohio or virtually, as stated in the notice of the meeting.

7.c. Notice

Notice of any meeting of the Board shall be sent by the President or the Secretary to all Trustees at least seven (7) days before the meeting, unless a shorter time period is warranted.

7.d. Adoption of Robert's Rules of Order

Procedure at meetings of the Board shall be governed by Robert's Rules of Order.

7.e. Voting

A vote by the Board shall be decided by the majority of the Trustees present and voting, with the exception of a vote concerning the removal of a Trustee (as set forth in Section 9 of this article) or an Officer (as set forth in Article IV, Section 7).

7.f. Quorum

The presence of at least five (5) Trustees shall be sufficient for a vote to be taken at a Board meeting.

7.g. Minutes

For all regular meetings, the Board attendance, as well as meeting minutes, shall be made available on request by Members.

Section 8. Vacancies

If the Presidency becomes vacant, the Vice President shall become President. If any other officer position becomes vacant, the Board shall fill the vacancy by a special vote of the Trustees.

Trustee vacancies that would reduce the Board's membership below the five-Trustee minimum specified in Section 3 of this article shall be filled expeditiously by a special vote of the remaining Trustees.

In the event of a vacancy on the Board, the remaining Trustees may exercise the powers of the full Board.

Section 9. Removal

A Trustee may be removed from office with or without cause by vote of two-thirds (2/3) of the Trustees present at the Board meeting in which the vote is taken. The Board shall send written notice of the removal to the Trustee being removed. The vacated trusteeship shall be filled in accordance with Section 8 of this article.

Section 10. Resignation

Any Trustee may resign their position by written resignation to the President and the Secretary, which shall be effective as of the date that the President and the Secretary receive it. The vacated trusteeship shall be filled in accordance with Section 8 of this article. The resigning Trustee may be asked to provide an appropriate handover of projects and responsibilities.

Section 11. Code of Conduct for Trustees and Conflict of Interest Policy

Trustees commit to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the Board. Trustees pledge to accept this code as a minimum guideline for the ethical conduct:

- (i) The Club must operate exclusively to further the purpose and mission set forth in Article I of these Bylaws and not to further any personal or business interests.
- (ii) Any activity that might give rise to a real or apparent conflict of interest must be fully disclosed to the Board before the proposed activity takes place. The proposed activity shall not take place without prior discussion with the President or the Vice President and the Board's prior approval.
- (iii) A real or apparent conflict of interest refers to (a) any personal or business interest of any person involved with the Club that conflicts or might conflict with the interests and goals of the Club, the Foundation, Harvard University, or the HAA, or (b) the use of the resources of the Club (including access to Members) to further a personal or business interest.
- (iv) The Board shall have the authority to exclude any individual from membership on the Board, a position as an Officer, or general membership in the Club for violating this Code of Conduct and Conflict of Interest Policy, and the Code of Conduct for Members set forth in Article II, Section 4.

Section 12. Trustees and Officers of the Foundation

Trustees of the Club's Board shall serve as ex officio trustees of the Foundation's Board of Trustees and shall comply with the Foundation's governing documents as appropriate. Officers of the Club shall serve in the same position as ex officio officers of the Foundation and shall comply with the Foundation's governing documents as appropriate.

The Foundation's trustees and officers shall be held to the same ethical standards as the Club's Trustees and Officers, including the Code of Conduct for Members set forth in Article II, Section 4, and the Code of Conduct for Trustees and Conflict of Interest Policy set forth in Article III, Section 11.

Each calendar year, in conjunction with one of the Club's Board meetings, the Club's Trustees, acting in their capacities as ex officio officers and trustees of the Foundation, shall hold the Foundation's annual board meeting and conduct such business as the Foundation's governing documents require.

Article IV: Officers

Section 1. Appointment

The Board shall make appointments to officer positions from among the Trustees. Notification of newly appointed Officers shall be communicated as soon as practicable to the membership.

Section 2. President

The President shall preside at meetings of the Club and of the Board and shall be responsible for the overall management and welfare of the Club. The President also shall perform duties at the request of the HAA, including the completion of the HAA Annual Report forms. The President must have a working knowledge of the Club and the Board. The President must have served for at least one full term on the Board before running for this position, unless no incumbent Trustee is running for the position.

Section 3. Vice President

The Vice President shall assist the President in the coordination of the Club's activities. In the absence of the President, the Vice President shall perform the President's duties. The Vice President must have served for at least one full term on the Board before running for this position, unless no incumbent Trustee is running for the position.

Section 4. Secretary

The Secretary shall keep the minutes of the Club's meetings, maintain custody of records of the Club, conduct correspondence, and record in detail any vote by the Club's membership that is conducted without a meeting. The Secretary shall notify Members of meetings and attend to the serving of all notices required by law or by the Bylaws. In the absence of the President and Vice President, their duties shall be performed by the Secretary, and in the Secretary's absence, by the Treasurer. The Secretary shall keep available for inspection by the Club's membership

copies of these Bylaws. The Secretary in coordination with the Club's Webmaster shall ensure that these Bylaws and other Board-approved policies are available on the Club's website.

Section 5. Treasurer

The Treasurer shall be in charge of the management and oversight of the Club's financial affairs, authorized to receive and collect all sums of money payable to the Club, and charged with the care and custody of the funds and from them make the necessary payments. The Treasurer shall keep accounts, which shall be open at all times to the inspection of any Trustee, and shall report thereon at the request of the Board or of the President. The Treasurer shall maintain the Register of Members, listing Members' contact information and indicating whether their dues for their current membership year have been paid. The Treasurer shall be authorized to open accounts in the name of the Club at banks approved by the Board and shall deposit all funds therein. The Treasurer and at least one other Officer chosen by the Board shall have access to all accounts and signature power.

Section 6. Other Officers

Other Officers may be designated by the Board to accomplish specific duties.

Section 7. Removal

An Officer may be removed from their position with or without cause by vote of two-thirds (2/3) of the Trustees present at the Board meeting in which the vote is taken. The Board shall send written notice of the removal to the Officer being removed. The vacated office shall be filled in accordance with Article III, Section 8.

The removed Officer also may be removed from the Board as a Trustee; such removal shall require a separate vote by the Board in accordance with Article III, Section 9.

Section 8. Resignation

Any Officer may resign their position by sending their written resignation to the Board, which shall be effective as of the date that the Board receives it. The vacated office shall be filled in accordance with Article III, Section 8. The resigning Officer may be asked to provide an appropriate handover of projects and responsibilities.

If a resigning officer also is resigning their trusteeship, such resignation shall be governed by Article III, Section 10.

Article V: Budget and Finances

Section 1. Fiscal Year

The fiscal year of the Club shall be from July 1st to June 30th (Fiscal Year), unless changed by the vote of the Board.

Section 2. Submission and Adoption

A proposed annual budget, prepared by the Treasurer, shall be submitted to the Board in time for the Board to adopt a budget before June 30th. The Board shall adopt a budget for the following Fiscal Year no later than June 30th. Once duly adopted, the budget's provisions shall be binding, until amended, on the Club, the Board, the Officers, and Members.

Section 3. Checks, Notes, Drafts, and Other Instruments

Any payment of money by the Club shall be approved in advance by the Treasurer. If the anticipated payment exceeds, or is likely to exceed, five-hundred dollars (\$500), it also shall be approved by the Board, or by the President if obtaining the Board's consent is not practicable.

Article VI: Amendments of Bylaws

Section 1. Power of Members

After consultation with the HAA, these Bylaws may be amended or repealed, and new Bylaws adopted, by a majority vote of the Members present at a regular or special meeting of the Membership. At least fourteen (14) days before such a meeting, the President or Secretary shall give written notice to each Member of the substance of the changes to be considered.

Section 2. Power of Trustees

The Board of Trustees may propose an amendment or the repeal of these Bylaws, which shall be approved following the procedure and voting majority established under Section 1 of this article.

Article VII: Miscellaneous

Section 1. Personal Liability and Property Interest

Members of the Club shall not be personally liable to the Club's creditors nor for any indebtedness or liability of the Club. The Members shall have no property rights over the assets of the Club upon dissolution or otherwise.

Section 2. Expense and Reimbursement Policy

The Club shall operate in accordance with this expense policy set by the Board and executed by the Treasurer.

The original receipts shall be sent to the Treasurer for approval and reimbursement. The following constitutes a non-exhaustive list of expenses that may be reimbursed by the Club:

- (i) Direct expenses associated with Club events, activities, compliance, and administration
 - a. Thank-you gifts
 - b. Speaker expenses
 - c. Deposits
 - d. Food and beverages for specific events
 - e. Expenses related to joint Club events or events with other university alumni clubs
 - f. Expenses related to attendance at remote HAA-sponsored events
 - g. Fees associated with maintaining the Club's registrations with Ohio state agencies
 - h. Taxes paid to the State of Ohio and the Internal Revenue Service on behalf of the Club
 - i. Expenses related to the Club's website
 - j. Any other expenses associated with Club events, activities, compliance, and administration provided that such expenses are approved by the Board
- (ii) Direct expenses related to the Club's bank account
 - a. Monthly or annual fees
 - b. Check book fees, including expenses related to changing the name of the account
 - c. Occasional ordinary bank fees

The following expenses should not be reimbursed to Trustees when incurred in the course of their regular activities and involvement with the Club:

- (i) Transportation
- (ii) Entertainment
- (iii) Food and drinks
- (iv) Lodging

Officers and Trustees shall receive no remuneration for time and effort spent on Club activities.

Section 3. Interpretation

All questions arising as to the interpretation of these Bylaws may be discussed with HAA for their guidance.

Section 4. Data Protection

All personal data acquired by the Club from its Members shall be used only for Club and HAA business, and shall not be further processed or disclosed without the express consent of Members and in full compliance of the pertinent data protection and privacy rules. Members' data is held in trust by the President and the President's designees, and shall not be shared with Club membership without the express consent of Members.

Section 5. Notification

All notices and notifications that these Bylaws require shall be considered sent and delivered if such notices or notifications have been sent by e-mailing them to the e-mail address

of a Trustee or Member on record with the Club. In instances in which these Bylaws require a written format, such requirements shall be satisfied by an electronically sent document or message or by a document sent by the U.S. mail.

Section 6. Adoption of the Bylaws

These Bylaws have been approved and adopted by the Club’s Members on May 8, 2024, and shall be effective immediately on the date of adoption. The Bylaws shall be reviewed biannually thereafter.

Section 7. Harvard Trademark Policy

The University grants the Club permission to use the “Harvard Club” name and other University trademarks and insignias by virtue of the Club’s recognition by the Harvard Alumni Association. The use of these trademarks is governed by the University’s use-of-name policies and guidelines, which are administered by the Harvard Trademark Program on behalf of the Provost and the University and protected by trademark law. In addition to the requirements specifically outlined in these policies and guidelines, the Club must abide by the guidelines included in the Use of Harvard Name and Other Harvard Trademarks by Harvard Clubs and Harvard Alumni Association Shared Interest Groups. Should the Harvard Alumni Association revoke recognition of the Club, permission to use the name and authorized marks is simultaneously revoked.

Section 8. Harvard Alumni Association

The Club shall cooperate with the HAA in carrying out the purposes of the HAA and comply with HAA requests and policies.

Section 9. Dissolution

The Club shall not be dissolved, except:

- (i) with the consent of the majority of Members attending in person or virtually a meeting convened for that purpose; or
- (ii) by the directive of the HAA.

If the Club is dissolved, any assets remaining after payment of its liabilities shall be distributed to the Foundation, if the Foundation then exists. Any assets not so disposed of shall be distributed to Harvard University with the request that the assets benefit The Harvard Club of Cleveland Scholarship Fund.

While implementing the dissolution, the Board shall comply with the requirements of the relevant state and federal agencies. A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the HAA. Following dissolution, the Club will no longer be listed in the HAA Directory or affiliated with the University.