

Harvard Asian American Alumni Alliance
By-Laws
(approved 12/28/2020)

ARTICLE I. Name

The name of this organization shall be the Harvard Asian American Alumni Alliance Educational and Charitable Inc. (“HAAAA”).

ARTICLE II. Purpose

HAAAA shall be operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as a Shared Interest Group (“SIG”) of the Harvard Alumni Association (“HAA”). In furtherance of such purposes, HAAAA's mission is to provide a forum for connection, community, learning and support among Harvard University Asian American alumni globally, to foster engagement with Harvard and to represent our concerns at Harvard and in the community beyond.

Our goals are:

- To develop and sustain a broad network of Harvard Asian American alumni
- To foster community and support among Asian American alumni, students, faculty and staff
- To provide a forum for exploring our shared experience, while recognizing and highlighting that Asian Americans are diverse across many measures
- To encourage involvement by Asian American alumni, enhance our visibility and build a voice at Harvard
- To educate and advocate on issues that affect Asian American communities, primarily those within Harvard
- To support scholarship and activities at Harvard that advance knowledge and understanding of Asian American communities, experiences and issues
- To support the recruitment and retention of Asian American students, faculty and staff members
- To foster and promote diversity, equity, inclusion and racial justice at Harvard and serve as active allies in pursuit of that goal

“Asian American” is intended to be broadly constructed and encompass all people of Asian descent with American life experience, including those individuals who came to Harvard but returned to Asia subsequently.

ARTICLE III. Membership Eligibility

Any individual who is a degree-holding alum of Harvard, as defined by the HAA, shall be eligible for membership. In addition, any non-degree-holding Harvard affiliate recognized as an Associate Member of the HAA, any current Harvard student and any current or former faculty or staff member of Harvard may join but may not vote or be a member of the Board of Directors of

HAAAA (the “Board of Directors”). The amount required for annual dues as a voting member shall be as fixed by a majority vote of the Board of Directors. Continued voting membership is contingent upon being current on membership dues. Each voting member shall be entitled to vote in elections. The Board of Directors shall have the authority to establish and define non-voting categories of membership. Furthermore, in order to best serve the membership, it is strongly preferred that all directors and officers be broadly experienced in all of the following areas: within Harvard, in the professional world outside Harvard, and in the Asian American community.

ARTICLE IV. Board of Directors

Section 1. Composition

The affairs of HAAAA shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of HAAAA. The number of Directors shall be fixed from time to time by the Board of Directors, but shall consist of at least nine, but not more than twenty, members. The President of the HAAAA shall be an ex-officio member of the Board of Directors and shall serve as the Board Chair unless a majority of the Board of Directors determines otherwise. The Board of Directors shall also have the right to appoint non-elected voting Directors for two-year terms, for the purposes of diversifying the Board; no more than two may be appointed per year, and at no time should appointed Directors constitute more than 20% of the total Board. Directors shall otherwise be elected as directors at HAAAA’s Annual Meeting, which may be held telephonically or remotely, by a majority vote of its voting members in good standing. Directors shall hold office for two years thereafter, on a staggered basis; provided, that, a Director may only serve up to three consecutive two-year terms. A Director may be removed with or without cause by a two-thirds vote of the Board of Directors.

Section 2. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time as may be designated by the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board, which would generally be held at least once each calendar quarter. Notice of these meetings shall be sent to all members of the Board of Directors no less than five days prior to the meeting date.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Board Chair or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board of Directors called by them.

Section 4. Notice

Notice of any special meeting of the Board of Directors shall be given at least two days in

advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any

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Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 5. Quorum

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 6. Vacancies

Whenever any vacancy occurs in the Board of Directors the remainder of the term shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 7. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 8. Committees

HAAAA shall have other committees, as may from time to time be designated by its Board of Directors. These committees shall be voluntary, have no fixed term, and may consist of persons who are not also members of its Board. They shall act in an advisory capacity to the HAAAA Board of Directors.

Section 9. Advisory Council

An Advisory Council may be created whose members shall be selected by the Board of Directors for renewable two-year terms and shall attend an annual Advisory Council meeting called and led by the Board Chair, but who shall have no other duties, voting privileges, nor obligations for attendance at regular meetings of the Board. The Founding President shall have a permanent seat on the Advisory Council. The Immediate past-President of HAAAA shall be automatically appointed to the Advisory Council once they finish their term serving as President.

ARTICLE IV. Officers

The officers of HAAAA shall consist of a President, Vice-President, Secretary, and Treasurer and are not required to be a member of the Board of Directors. Officers are to be elected every two

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years by a majority vote of the Board of Directors and shall not serve more than two consecutive terms in the same officer position. The offices of Treasurer and Secretary may be held by one person. Vacancies may be filled by a majority vote of the Board of Directors. The President, Vice President, Secretary, and Treasurer shall constitute the Management Committee. The Management Committee shall meet at least quarterly on an annual basis in order to plan the activities of HAAAA and to review HAAAA's general operations. The Secretary shall notify members of the Management Committee of scheduled meetings. The Management Committee shall have full power to act on all applications for membership.

ARTICLE V. Meetings of Members

Section 1. Time & Place

The Annual Meeting of HAAAA shall be held at a time and place to be determined by the Board of Directors.

Section 2. Special Meetings

Special meetings of HAAAA may be called by the Board of Directors. The Secretary shall give notice of these meetings, as directed by the Board of Directors.

ARTICLE VI. Harvard Alumni Association

Directors, officers and committees of HAAAA shall cooperate with committees of the HAA in carrying out the purposes of the latter association.

ARTICLE VII. Amendments

HAAAA's certificate of incorporation and bylaws may be amended, altered or repealed (or any provision thereof waived) by a two-thirds vote of the Board of Directors.

ARTICLE VIII. SIG Compliance

HAAAA shall abide by the Operating Principles set forth in the official HAA Policy for SIGs during the term of HAAAA's SIG agreement with HAA. HAAAA shall also abide by the trademark policy detailing the use and licensing of the "Harvard" name, the VERITAS shield, HAA logo, and other Harvard Trademarks.

ARTICLE IX. Indemnification

To the fullest extent allowed under applicable law, HAAAA shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of HAAAA (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which applicable law prohibits indemnification. The foregoing indemnification shall not be deemed exclusive of any other rights

to which an indemnitee may be entitled under any agreement, resolution of the Board of Directors, or otherwise. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by HAAAA in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon

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receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder. HAAAA may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

