

**BYLAWS OF
HARVARD CLUB OF DALLAS**
A Texas Non-Profit Corporation

ARTICLE I
OFFICES AND AGENT

1.01. Principal Office. The principal office of the corporation in the State of Texas shall be located in the City of Dallas, County of Dallas. The corporation may have such other offices, either within or without the State of Texas, as the Executive Committee may determine or as the affairs of the corporation may require from time to time.

1.02. Registered Office and Registered Agent. The corporation shall have and shall continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERS

2.01. Categories of Membership. The corporation shall have the following categories of membership:

- (a) Regular Membership. Any individual is eligible for regular membership who (i) is or has been either a student or teacher in any department or program or professional school of Harvard University, Radcliffe College, or Radcliffe Institute, or (ii) is listed in the Alumni Directory of Harvard University, or (iii) has received any honorary degree from Harvard University, or (iv) is a member of the Board of Overseers of Harvard University, or (v) is a member of the Visiting Committee of any Faculty or Department of Harvard University, (vi) is a parent or guardian of a person who is, or while living, was eligible for membership in the corporation, or (vii) is or was a spouse of a person who is or, while living, was eligible for membership in the corporation. Insofar as addresses are known and it is practicable, every such person shall be notified at least once a year of his or her eligibility and, upon payment of the dues hereinafter prescribed, shall become a member for the current year.
- (b) Honorary Membership. Any individual may be elected by a majority of the Executive Committee to honorary membership.
- (c) Reference herein to “members” shall be to regular members of the corporation except as otherwise expressly stated in a particular provision of these Bylaws.

2.02. Dues. The Officers, from time to time, shall establish the annual dues which shall be payable by regular members of the corporation. Dues shall be due and payable upon application for membership.

2.03. Meetings. A regular annual business meeting of members shall be held in the spring or summer of each year, upon a day to be designated by the Executive Committee. Special meetings may be called by the President or by the Executive Committee.

At all business meetings, five percent (5%) of the members shall constitute a quorum to transact any and all business. At each business meeting at which a quorum is present, the corporation may act by a majority of the members in attendance.

ARTICLE III BOARD OF DIRECTORS

3.01. General Powers. The Board of Directors shall be responsible for the general welfare of the corporation.

3.02. Number, Election, Tenure, and Qualifications. There shall not be less than twelve (12) nor more than eighteen (18) directors as shall be determined from time to time by the Executive Committee. Directors shall be divided into three classes. Each year at the annual meeting of members, the members shall elect as nearly as practicable a number of directors equal to one-third of the total number of directors then constituting the entire Board of Directors, excluding the Directors Emeritus. Directors shall be elected for three-year terms and shall not serve for more than two (2) consecutive three-year terms. The members may elect not more than four (4) Directors Emeritus. Any member elected as a Director Emeritus shall hold the same obligations and duties as any other director; however, each Director Emeritus shall not be subject to the restriction on the number of consecutive terms he or she may serve. For clarity, "Director" as used in these bylaws includes any Director Emeritus. Any Director described under this section may attend and participate in any Executive Committee meeting, though any such attending Director will not be entitled to vote at any such Executive Committee meeting.

3.03. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once each year at such time and place as the President shall designate. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without notice other than such resolution.

3.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons calling the meeting may fix the time and place of the special meeting.

3.05. Notice. Notice of any special meeting shall be given at least two (2) days prior thereto by written notice delivered personally or sent by mail or e-mail to each Director at his or her address as shown by the records of the corporation. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when 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 or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by the law.

3.06. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.07. Manner of Action. The act of a majority of the 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 Bylaws.

3.08. Removal. Any Director may be removed by a majority of the other Directors whenever the best interest of the corporation would be served thereby.

3.09. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Executive Committee. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

3.10. Compensation. Directors shall not receive any compensation for their services. The corporation, in the exclusive discretion of the Executive Committee, may reimburse Directors for the reasonable expenses incurred in the performance of their duties as Directors.

3.11. Informal Action by Directors. Any action that may be taken at a meeting of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a majority of the Directors.

3.12. Chairperson. The immediate past President shall be the ex-officio Chairperson of the Board of Directors.

ARTICLE IV OFFICERS

4.01. Officers. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be necessary for the efficient carrying out of the functions of the corporation selected in accordance with the provisions of this Article IV. The Executive Committee may elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Executive Committee. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

4.02. Election and Term of Office. The officers of the corporation shall be elected annually by the members at the regular annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the members. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. Except for the office of President, officers may be reelected for consecutive terms. The office of President shall be held by any one member for not more than two (2) consecutive one-year terms, unless the Nominating Committee determines that circumstances require nominating the member for one more one-year term and that nomination is approved by a quorum in accordance with these bylaws.

4.03. Removal. Any officer may be removed by a majority of the Executive Committee whenever the best interest of the corporation would be served thereby.

4.04. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Executive Committee for the unexpired portion of the term.

4.05. President. The President shall preside at all meetings of the corporation and of the Executive Committee shall assist in appointing all committees hereinafter designated, and shall perform such other duties as may be required by custom or the welfare of the corporation. Subject to the direction of the Executive Committee, the President may execute stock powers or take such other action as may be necessary to transfer or convert any stocks, stock options, bonds, or other rights or obligations in the treasury of the corporation, and may exercise all voting rights with respect to any securities so held.

4.06. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President, if any (or in the event there be more than one (1) Vice President, the Vice Presidents in order of their election), shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Directors, including serving as the Chairperson of any Committee to which he is appointed. In the event the corporation has no Vice President, the President shall designate another officer of the corporation to act in the President's place in the event of the President's absence or inability to act.

4.07. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the members shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation into such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

The Treasurer shall make a statement of the accounts of the corporation at each annual meeting of the members and whenever requested to do so by the Board of Directors or the Executive Committee. In case of the absence or disability of the President, and subject to the direction of the Executive Committee, the Treasurer may execute stock powers or take such other action as may be necessary to transfer or convert any stocks, stock options, bonds, or other rights or obligations in the treasury of the corporation, and may exercise all voting rights with respect to any securities so held.

4.08. Secretary. The Secretary shall ensure that the minutes of the meetings of the membership, the Board of Directors, and the Executive Committee are kept in one or more books provided for that purpose; facilitate all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of such corporate records; certify all documents requiring such certification, the execution of which on behalf of the corporation is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Executive Committee.

4.09. Assistant Treasurers and Assistant Secretaries. If required by the Executive Committee, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and

with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer, the Secretary, the President, the Executive Committee, or the Board of Directors.

ARTICLE V COMMITTEES

5.01. Committees. There shall be an Executive Committee consisting of the Officers and the immediate Past President of the corporation. The Executive Committee shall have full power to carry out the purposes of the corporation as hereinafter provided and shall have general charge of its affairs, funds and property, except as otherwise herein provided. The Executive Committee may request that any other member of the corporation or other individual attend one or more Executive Committee meetings; however any attendee that is not a member of the Executive Committee shall not be entitled to vote on any matters voted upon by the Executive Committee at any such meeting. Regular meetings of the Executive Committee shall be held as the Committee may determine; special meetings may be called the President or by any two (2) members of the Executive Committee on twenty-four hours notice. At all meetings of the Committee three of its members shall constitute a quorum. At each meeting of the Executive Committee at which a quorum is present, the Committee may act by a majority of the members in attendance. In respect of all questions of construction of these Bylaws, the decision of the Committee shall control and be binding. The President shall act as the Chairperson of the Executive Committee and shall preside at all meetings thereof. A report of any action shall be provided to the Board of Directors.

It shall be the duty of the Executive Committee and all of the officers of the corporation to cooperate with the officers and the committees of the Associated Harvard Clubs and the Harvard Alumni Association.

5.02. Nominating Committee. At least one month prior to the annual business meeting, the Executive Committee shall appoint a committee of three or more members, which may include the President, who shall at the ensuing annual business meeting suggest the name of one candidate for each office and/or directorship to be elected at such meeting. Other than the Schools and Programs Committees, which shall be active ongoing committees of the corporation, the Executive Committee shall have the authority to determine what committees the corporation shall have and the latitude to nominate a Vice President(s) in respect of said committees. Any such Vice President, if elected, shall serve as Chairperson(s) of the committee with respect to which he is appointed. Other nominations may be made at the time of the annual business meeting of members on the call of the President and/or Chairperson of the meeting. In lieu of an Officer being elected to any committee, the President shall have the authority to appoint a Chairperson to each committee.

5.03. Schools Committee. The past Chairpersons of the Committee shall be members of the Committee. The Vice President(s) in respect of the Schools Committee (or if there be no Vice President(s) so designated then the Chairperson(s) of this committee) as appointed by the President, shall appoint any other members of this committee.

The duties of this Committee shall be as follows:

1. To interest and encourage promising young men and women who reside in the general area of Dallas to attend Harvard University.

2. To keep Harvard College and the graduate schools informed of likely candidates for admission from this area.

3. To work with the Admissions Office to interview applicants to Harvard College and, after careful consideration of such applicants, to recommend action to be taken by the Harvard Admissions Committee on such applicants.

4. To communicate with the secondary schools in this area in order to see that such secondary schools are fully informed as to the requirements for admission to Harvard University and to act as a central office to which inquiries from applicants, or from secondary schools, can be made.

5. To coordinate its activities with the Financial Aid Office and to raise funds each year to provide scholarships to Harvard College.

6. To recommend to the proper authorities at Harvard College which of the persons selected by such authorities as recipients of scholarships should be designated as recipients of scholarships to be awarded from any named endowed scholarships created through the corporation.

7. The Chairperson(s) of the Schools Committee shall, from time to time, report the activities of the Committee to the Board of Directors and the Executive Committee, and at each annual meeting shall render a report to the members regarding the Committee's activities during the preceding year.

5.04. Programs Committee. The Vice President(s) – Programs Committee, or if there be no Vice President(s) so designated then the Chairperson(s) of this Committee as appointed by the President, shall appoint any other members of this Committee.

The duties of the Programs Committee shall be as follows:

1. To arrange as soon as practicable after their appointment a tentative program for the forthcoming year.

2. To make additions to such program from time to time as speakers or information concerning programs and activities related to the purpose of the corporation become known or available to the members of the Programs Committee or as Schools Committee functions require.

3. To select speakers and entertainers and make all other arrangements for events.

5.05. Other Committees. The President, with a majority vote of the Executive Committee, may, from time to time, establish such committees and appoint Chairperson(s) and members thereof, with such functions as shall be deemed desirable. Each committee shall determine the date, time, place and method of giving notice of its meetings.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

6.01. Contracts. The Executive Committee may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

6.02. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President.

6.03. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.04. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

6.05. Funds of the Corporation. In the event of dissolution of the corporation, all its funds and other property, if any, remaining after payment of all its liabilities, shall be paid over and transferred to the Harvard Alumni Association, Cambridge, Massachusetts or any successor organization, with the understanding that such funds are to be segregated and designated The Harvard Club of Dallas Funds and to be returned to the corporation in case of reactivation, provided that the Associated Harvard Alumni, or such successor organization, has been determined to be (or to be an integral part of) an organization described in Section 501(c) (3) of the Internal Revenue Code of 1986, or any successor provision.

If the above requirement is not met, the assets of the corporation shall be transferred upon dissolution of the corporation to the President and Fellows of Harvard College, provided it is then exempt from federal income tax and organized and operated exclusively for charitable, scientific, literary, or educational purposes, and if it is not, or if that corporation is not then in existence, or if the corporation is unwilling to accept the assets, then to, and only to, such one or more organizations exempt from federal income tax and organized and operated exclusively for charitable, scientific, literary, or educational purposes, as the Board of Directors may by vote determine.

No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer, or other private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall consist in carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of 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 corporation to operate other than exclusively for charitable, scientific, literary or educational purposes and no amendment of these Bylaws shall authorize or permit the corporation to be organized or operated other than exclusively for the aforesaid purposes.

ARTICLE VII FISCAL YEAR

The fiscal year of the corporation shall be from July 1st to June 30th.

ARTICLE VIII
BOOKS AND RECORDS

The corporation shall keep correct and complete books of account and shall also keep minutes of the proceedings of the Board of Directors, the Executive Committee, and of the various other committees.

ARTICLE IX
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, if at least ten days written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE XI
RATIFICATION

Ratification and adoption by the corporation of the Bylaws will be deemed to have taken place when approved by a majority of the dues-paying members who vote at a meeting called for that purpose.

CERTIFICATE OF BYLAWS

The undersigned, Secretary of The Harvard Club of Dallas, a Texas non-profit corporation, hereby certifies that the foregoing Bylaws constitute the Bylaws of the corporation as duly adopted by the Board of Directors of such corporation and ratified by the members as aforesaid on the ___ of ___, 202-.


6/26/2020