

## **RADCLIFFE CLUB OF SAN FRANCISCO**

### **CONSTITUTION & BY-LAWS**

#### **CONSTITUTION**

##### **Article I: Name**

The name of this organization shall be the Radcliffe Club of San Francisco (the “Club”).

##### **Article II: Mission/Purpose**

This Club is organized and shall be operated exclusively for educational and charitable purposes. These purposes may include:

- (1) Fostering a spirit of sociability among graduates, former students, and current students of the former Radcliffe College and Harvard University (the “University”);
- (2) Serving in extending knowledge of the aims and achievements of the University to alumnae/i in the region;
- (3) Influencing outstanding young women and men to apply to the University;
- (4) Promoting interest of all alumnae/i in the academic and extracurricular activities of the University;
- (5) Communicating area alumnae/i views to the Harvard Alumni Association (“HAA”);
- (6) Cooperating with HAA to strengthen the Club; and
- (7) Promoting and encouraging communication between the University and its alumnae/i resident in the area.

##### **Article III: Membership**

Any resident of Northern California who has been connected with any department of the University as a student or an instructor, or who is the surviving spouse or domestic partner of a member, or who is a parent of a student currently or formerly enrolled at the University, shall be eligible for regular membership in the Club.

The President, with the approval of the Executive Committee, may extend honorary membership to friends of the former Radcliffe College. Honorary members shall be entitled to all of the privileges of Club membership except those of voting or holding office, and they shall be exempt from the payment of dues.

##### **Article IV: Officers and Executive Committee**

An Executive Committee, consisting of the elected officers (including a President or two Co-Presidents, one or more Vice Presidents, a Secretary, and a Treasurer or two Co-Treasurers) and any appointed members, shall administer the affairs of the Club.

##### **Article V: Funds of the Club**

In the event of dissolution of the Club, all its funds and other property, if any, remaining after the payment of its liabilities, shall be paid over and transferred to the President and Fellows of Harvard

College for the benefit of the Radcliffe Club of San Francisco Scholarship Fund (370-533701RE0001). In the event that the Radcliffe Club of San Francisco Scholarship Fund no longer exists, the remaining assets of the Club shall be distributed at the Executive Committee's discretion to some other organization organized for educational and charitable purposes and qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Club shall inure to the benefit of any member, director, officer, or other private individual except that the Club shall be authorized and empowered to make payments and distributions in furtherance of the purposes stated in Article II of the Constitution.

No substantial part of the activities of the Club shall consist in carrying on propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Nothing contained in the Bylaws below shall be read as authorizing or permitting the Club to operate other than exclusively for educational and charitable purposes and no amendment of this Constitution & Bylaws shall authorize or permit the Club to be organized or operated other than exclusively for the stated purposes.

#### **Article VI: Amendments**

Articles and sections of this Constitution may be amended, altered or repealed at any annual or special meeting of the Club by a two-thirds vote of those present or by proxy, provided that notice of the proposed amendment, alteration or repeal has been sent at least ten days prior to such meeting to all current Club members, and provided that the amendment, alteration, or repeal is consistent with the HAA Harvard Clubs Operating Guidelines ("HAA Guidelines"; see Annex A).

### **BYLAWS**

#### **Article I: Meetings of Members**

##### **Section 1. Annual Meeting**

The Annual Meeting shall be held at a time and place to be determined by the Executive Committee, at which time the election of the officers shall take place.

##### **Section 2. Special Meetings**

Special meetings shall be held when called by the Executive Committee.

##### **Section 3. Notice of Meetings**

The Secretary, as directed by the Executive Committee, shall give notice of meetings.

##### **Section 4. Quorum**

Each regular member in good standing shall be entitled to one vote upon any matter coming before the Club. At meetings of the Club, ten (10) % of members present or by proxy shall constitute a quorum.

**Article II: Dues**

**Section 1. Amount**

The amount of membership dues shall be determined by the Executive Committee.

**Section 2. Fiscal Year**

The fiscal year of the Club will be from July 1 through the following June 30, inclusive. Membership in the Club and payment of dues shall be on a schedule determined by the Executive Committee and not necessarily in accordance with the fiscal year.

**Article III: Governing Body – Executive Committee**

The governing body of the organization shall be an Executive Committee consisting of the elected officers of the Club (including a President or two Co-Presidents, one or more Vice Presidents, a Secretary, and a Treasurer or two Co-Treasurers) and any appointed members, such as any committee chairs and the immediate past President/Co-Presidents of the Club. Additional members of the Executive Committee may be elected at the Annual Meeting of the Club, or may be appointed by the President/Co-Presidents. Both elected and appointed members shall have voting rights.

The Executive Committee shall have full power to carry out the purposes of the Club, and shall have general charge and control of its affairs, funds, and property, but shall not have the sole right to amend the Constitution or Bylaws. It is responsible for setting immediate goals for the current administrative year and long-range goals for future Club achievement.

The Executive Committee shall meet at least once per year to plan the activities of the Club and to review the general Club situation, or at any time designated by the President/Co-Presidents. The Secretary will be responsible for notifying each member of the Executive Committee. At such meetings, a majority of members of the Executive Committee present or by proxy shall constitute a quorum.

The Executive Committee shall have full power to act on all applications for membership.

**Article IV: Officers**

**Section 1. Officers**

The officers shall be the administrative body of the Club and shall consist of a president or two co-presidents, one or more vice presidents, a secretary, and a treasurer or two co-treasurers. All officers shall be elected as provided in the Bylaws.

**Section 2. President/Co-Presidents**

The President/Co-Presidents, or, in the absence of that/those officer(s), a Vice President, shall preside at all meetings of the Club and Executive Committee. The President/Co-Presidents shall appoint all committees except as otherwise provided by this Constitution & Bylaws, and perform such other duties as may be required by custom or by the welfare of the Club or by request from the HAA, including, but not limited to, the completion of the HAA Annual Report forms.

**Section 3. Vice President(s)**

In the temporary absence of the President/Co-Presidents, a Vice President shall be designated by the

President/Co-Presidents to exercise and perform her/his duties. At other times, a Vice President shall carry out such duties as may be delegated by the President/Co-Presidents or the Executive Committee.

#### **Section 4. Secretary**

The Secretary shall keep a record of all meetings of the Club and Executive Committee. The Secretary shall be the custodian of the records of the Club, conduct correspondence, and have charge of the membership and mailing lists. The Secretary shall notify all members of Club meetings and shall keep available for inspection by the Club members, copies of the Constitution & Bylaws. The Secretary shall perform other duties as assigned by the Executive Committee or President/Co-Presidents.

#### **Section 5. Treasurer/Co-Treasurers**

The Treasurer/Co-Treasurers shall be authorized to collect all monies payable to the Club, be charged with keeping the funds of the Club, and make all necessary disbursements from such funds. The Treasurer/Co-Treasurers shall keep the Club's financial accounts and enter in detail all receipts and disbursements. The Treasurer/Co-Treasurers shall be authorized to open account(s) in the name of the Club and deposit all funds therein. The Treasurer/Co-Treasurers shall make an annual statement and report to the Club, or, when required, to the Executive Committee, and perform other duties as assigned by the Executive Committee or President/Co-Presidents.

#### **Section 6. Other Officers**

Other officers, if necessary, shall be appointed by the President/Co-Presidents and shall carry out the details necessary of the office to which appointed.

### **Article V: Elections**

#### **Section 1. Nominating Committee**

The President/Co-Presidents, with the approval of the Executive Committee, shall appoint a Nominating Committee. The Nominating Committee shall present to a meeting of the Club called for that purpose a list of nominations for the positions of president/co-president, vice president, secretary, treasurer/co-treasurer, and any additional members of the Executive Committee. Nothing in the Bylaws shall prevent the nomination of members for any or all of these positions when properly made from the floor.

#### **Section 2. Annual Election**

The annual election shall be held at a time designated by the Executive Committee. Newly elected officers will take office on July 1.

#### **Section 3. President's/Co-Presidents' term**

The President/Co-Presidents shall be elected for a one-year term, and shall not serve more than three consecutive one-year terms.

#### **Section 4. Officer Vacancy**

Vacancies occurring in any office, except the office of the President/Co-Presidents, shall be filled for the remainder of the unexpired term by the Executive Committee. In case of a vacancy occurring in the office of the President/Co-Presidents, a Vice President then in office shall serve as President/Co-

President for the remainder of the unexpired term, and the Executive Committee shall fill the vacancy of the Vice President for the remainder of the unexpired term.

**Section 5. Removal of Officers**

An officer may be removed, with or without cause, by a two-thirds vote of the Executive Committee.

**Section 6. Notification of Election Results**

Notification of election results shall be transmitted promptly to the HAA.

**Article VI: Committees**

No committee shall take any action committing the Club without the express authorization of the President/Co-Presidents. Action by any committee shall be upon affirmative vote of a majority of its members. The President/Co-Presidents from time to time may appoint a special committee.

**Article VII: Harvard Alumni Association**

Officers and committees of the Radcliffe Club of San Francisco shall cooperate with officers, Regional Directors, committees, and staff of the HAA in carrying out the purposes of the HAA, and adhere to the HAA Guidelines.

**Article VIII: Harvard Trademark Policy**

The Radcliffe Club of San Francisco is part of the Harvard University community and Harvard University grants the Club permission to use the “Radcliffe Club” name and other University trademarks and insignias. The Club will comply with policies set forth in the “Policy on the Use of Harvard Names and Insignias” located on the Harvard Trademark Program’s webpage at <http://www.trademark.harvard.edu> as well as the Harvard Club/SIG Trademark Policy titled “Use and Licensing of the ‘Harvard Club/SIG’ name, the HAA Logo, and other University Trademarks.”

**Article IX: Amendments**

Articles and sections of these Bylaws may be amended, altered, or repealed at any annual or special meeting of the Club by a two-thirds vote of those present or by proxy, provided that notice of the proposed amendment, alteration, or repeal has been sent at least ten days prior to such meeting to all current Club members and provided the amendment, alteration or repeal is consistent with the HAA Guidelines.

Adopted on \_\_\_\_\_

\_\_\_\_\_

Mary Claugus, Secretary

Annex A. Harvard Alumni Association Harvard Clubs Operating Guidelines (03-16-2011)

## Harvard Clubs Operating Guidelines

Summary of the fundamental operating guidelines under which the HAA expects Harvard Clubs to function.

### I. Mission/Purpose of Harvard Clubs

The common purpose of Harvard Clubs is to advance the mutual welfare of Harvard University and alumni/ae. This is accomplished in working in cooperation with the HAA and HAA Regional Directors by:

- A. Providing opportunities for alumni/ae, parents of students, and friends of Harvard University to meet and to serve as advocates, helping to communicate the role and direction of the University;
- B. Promoting and elevating the stature of the University within the community through Club programming;
- C. Providing opportunities for alumni/ae to remain connected to the University and to serve the University;
- D. Encouraging life-long learning, intellectual enrichment, professional growth, and social interaction through forums of continuing education and development; and
- E. Attracting the world's most talented individuals to Harvard University.

### II. Minimum Standards (Required by all Harvard Clubs)

The HAA reserves the right to determine the degree of adherence to these principles and to enforce the same by the means provided herein.

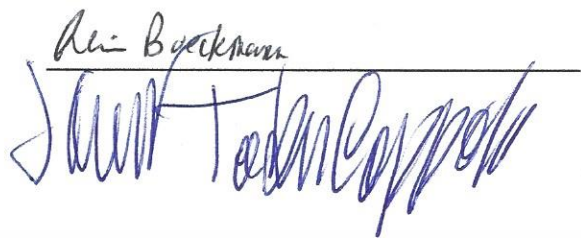
- A. The University grants Harvard Clubs permission to use the "Harvard Club" name. Harvard Clubs need to comply with policies set forth in the "Policy on the Use of Harvard Names and Insignias" located on the Harvard Trademark Program's website at <http://www.trademark.harvard.edu> as well as the Harvard Club Trademark Policy titled "Use and Licensing of the 'Harvard Club' name, the HAA Logo, and other University Trademarks."
- B. Harvard Clubs are required to submit annual report forms to the HAA by stated deadlines. Failure to submit these forms may result in a loss of HAA services.
- C. Harvard Club Presidents shall not serve more than three consecutive years. Longer or additional terms must be discussed with, and receive consent from, the HAA Director for Clubs and SIGs or the HAA.
- D. The HAA Executive Committee shall have the discretion at all times to require the removal of a Club officer if, in the HAA Executive Committee's judgment, such officer has committed a serious violation of the Club policy, has breached the spirit in which Clubs function, has been negligent in the management of the Club, has brought discredit to the reputation of the Club or the University, or has otherwise acted in ways deemed inappropriate by the HAA Executive Committee.
- E. Harvard Clubs must have By-Laws or their functional equivalent under the laws of the applicable jurisdiction. This Policy should be (a) annexed to the Bylaws of the Club or (b) adopted as Club Policy by the governing authority (members, Trustees or Directors) of the Club. A copy of the Club's governing documents, as from time to time amended, should be sent to the HAA to keep on file.
- F. Non-compliance with HAA and University policies and standards may result in the Club's loss of the right to use the "Harvard" name.
- G. The HAA shall be notified promptly of any changes in the Club officers and directors and of any amendments to the Club's governing documents.

**We have read and agree that our Club will abide by the Operating Guidelines for Harvard Clubs.**

Radcliffe Club of San Francisco Club Name

December 31, 2016 Date

Alison Boeckmann and Janet Taber-Coppola Club Co-Presidents Names



Club Co-Presidents Signatures