

# Harvard Alumni in Animal Health Bylaws

## **Article I. Name**

The name of the corporation shall be Harvard Alumni in Animal Health, Inc. (the “Corporation”).

## **Article II. Purpose**

Harvard Alumni in Animal Health is organized for charitable and educational purposes as a Shared Interest Group (SIG) of the Harvard Alumni Association (HAA). Its aim is to create a community of alumni/ae who are interested in the many facets of animal health around the world, to connect alumni/ae with similarly interested students and faculty, to bring visibility to Harvard graduates engaged in this field, and promote the betterment of global animal health through activities and collaborations. The focus on this group would not be limited to a specific species, profession, or agenda, but rather seek to include all Harvard alumni who are interested in any aspect of animal health as well as the sociological, biological, biomedical, ethical, and economical connections between humans and animals. This SIG does not advocate for a specific ideology or political or cultural agenda and welcomes all points of view while insisting members remain respectful of opinions that may differ from their own. Our initial goals include developing a database of Harvard alumni/ae who are currently working or otherwise interested in animal health fields and then to establish a communication network through which members can network, exchange ideas and collaborate on issues relevant to animal health.

## **Article III. Place of Incorporation**

The principal office of the Corporation shall be within the Commonwealth of Massachusetts. After an initial nine-year period of existence, the Corporation may choose to change its place of location to be decided by a 2/3 majority of the Board of Directors where it shall remain for at least a nine-year period.

## **Article IV. Schedule of Meetings**

Any members of the Board (comprised of the Directors and the Officers) or any who are invited to attend any meeting may participate by telephone or other electronic means as determined by the Board.

## **Section 1. Board of Directors**

### **a. Meetings**

An annual meeting of the Board (the "Annual Meeting") shall be held at such place within the Commonwealth of Massachusetts or in other place as designated by the Board. All those required to attend will be notified at least 60 days in advance of the meeting as to its time, place, and agenda. If other meetings are deemed necessary by the Board, then similar notice will be given.

### **b. Special Meetings**

Special Meetings may be called at any time by the President or on the request of a majority of the Directors. Notice of at least four weeks in advance of the meeting will be provided as to its time, place, and agenda.

## **Section 2. Executive Committee**

The Executive Committee shall meet at the call of the President.

## **Section 3. Quorum**

- a. A quorum for the transaction of all business at any meeting of the Board shall be at least 2/3 of the Board, including Directors and Officers, who are participating by phone or other electronic means.
- b. A quorum for the transaction of all business at any meeting of the Executive Committee shall be at least half of the membership of the Executive Committee, including members who are participating by phone or other electronic means.

## **Article V. Board of Directors**

### **Section 1. Composition, Powers, and Duties**

#### **a. Powers**

The Club will have a Board of Directors. All corporate powers will be exercised by or under the authority of, and the business and affairs of the Club will be managed under the direction of, the Board of Directors, subject to any limitation contained in the Articles.

#### **b. Numbers and Qualifications**

All Directors shall be individuals in good standing, and must be active and engaged in the Corporation, according to the parameters the Board of Directors may set by resolution from time to time.

The number of directors of the Club shall be fixed from time to time by resolution of the Board of Directors but shall not be less than five nor more than 14. No decrease in the

number of directors designated by the Board of Directors will shorten an incumbent director's term.

The Board shall be comprised of the Executive Committee plus an additional maximum of **eight** elected Directors, comprised of Members-at-Large and Chairs of the Standing Committees as defined below. In addition, up to two current Harvard students may be invited to serve as non-voting members of the Board. The Board shall set the general policies of the Corporation, approve budgets, authorize major expenditures, and oversee the general activities of the Corporation.

## **Section 2. Election and Terms**

Directors shall serve for a term of three years and are eligible for re-election for a second term of three years. However, no Director shall be elected to serve following the conclusion of any two consecutive three-year terms. At the outset, Directors will be assigned a duration for their term (one, two, or three years) so as to stagger the turnover of Directors in the future. Each year, one-half of the positions on the Board which are to expire in that year shall be filled by election by vote of members of Harvard Alumni in Animal Health, as defined below, with the remaining one-half of the positions to be filled by election of the then Board. Director positions that are to be filled by election of the Members shall be filled by those candidates who receive a simple plurality of the votes cast by Members present at the meeting in which the vote is taken. This dual election process shall be carried out insofar as is possible such that the full membership of the Board reflects the diversity of Alumni classes and of geographic areas in which alumni/ae reside, as well as those who make important contributions to the activities of the Corporation.

## **Article VI. Officers & Executive Committee**

### **Section 1. Officers**

The officers of the Corporation shall be a President, Vice-President, Treasurer, and Recording Secretary (collectively, the "Officers").

### **Section 2. How Chosen and Terms of Office**

All Officers shall be elected by the Board. Nominees shall recuse themselves from voting on the position for which they are nominated. All Executive Committee terms shall last 3 years and expire concurrently. All Executive Committee members are eligible for a maximum of two consecutive terms in any given position or office.

Two offices may not be held by the same person at the same time.

If vacancies arise in any of the offices, these shall be filled by the Board.

Officers shall serve until the conclusion of the Annual Meeting or until their successors are elected.

### **Section 3. Executive Committee**

The Executive Committee shall be comprised of the Officers.

### **Article VII. Board Committees**

There shall be the following standing committees of the Board (collectively, the "Standing Committees"):

1. The Governance Committee is comprised of the Executive Committee and Chairs of each standing committee and shall be chaired by the Vice President. It shall monitor the overall governance of the Corporation and will oversee the procedures of the Corporation. In consultation with the Members and the Directors, the Governance Committee shall develop and recommend incoming Directors.
2. The Membership Committee shall be chaired by a Director who is appointed by the President. It shall oversee the design and implementation of activities to encourage participation of alumni/ae in the programs and goals of the Corporation. The committee will also be responsible for planning and overseeing social engagements and activities.
3. The Finance Committee shall be responsible for overseeing the finances and budget of the Corporation and shall be chaired by the Treasurer. The Investment Committee, a subcommittee of the Finance Committee, shall be responsible for managing the investments of the Corporation. The Development Committee, another subcommittee of the Finance Committee, shall design, supervise, and oversee the fund-raising activities of the Corporation.
4. The Board may designate and create any other subcommittees or ad hoc committees with such duties and powers as it sees fit to further the purposes of the Corporation.

### **Article VIII. Powers and Duties of Officers and the Executive Committee**

#### **Section 1. President**

The President is charged with supervision and direction of the activities of the Corporation. The President shall preside at all meetings of the Board and of the Executive Committee. The President shall collaborate with the Executive Committee to appoint the chairs and members of the Standing Committees.

## **Section 2. Vice-President**

The Vice-President shall assume the powers and duties of the President in the President's absence and shall Chair the Governance Committee.

## **Section 3. Executive Committee**

The Executive Committee shall have the power and authority to manage the business and affairs of the Corporation between meetings of the Board. The Executive Committee will oversee the work of each Committee between meetings of the Board. When necessary, the Executive Committee has the authority to manage the business of the Corporation. The Executive Committee may remove at any time the chair of any standing committee and appoint a successor. An Officer of the Executive Committee may be removed at any time – with or without cause – by a 2/3 majority vote of the remainder of the Executive Committee.

## **Section 4. Recording Secretary**

The Recording Secretary shall act as the Clerk of the Corporation and be responsible for record keeping and taking minutes at the meetings. In the absence of the Recording Secretary, the secretarial duties shall be assumed by another member of the Board for that time.

## **Section 5. Treasurer**

The Treasurer shall be the general financial officer with authority to draw checks and other instruments on behalf of the Corporation. All withdrawals shall require the co-signature (or written consent-transmitted physically or electronically) of the President of the Corporation.

## **Section 6. Records**

All records as herein above mentioned shall reside at the Harvard Alumni Association under their care.

## **Section 7. Fiduciary Duty**

The Board assumes Fiduciary Duty for the Corporation. At the Board's discretion, the implementation of a dues structure may be established or dissolved. The Board will indemnify and hold harmless all Board members for fiduciary duties in connection with their service.

## **Section 8. Conflict of Interest**

The Corporation must operate exclusively to further the goals of Harvard University and the HAA for the benefit of its members and not to further any personal or business interests.

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 Vice-President, and prior approval by the Board.

A real or apparent conflict of interest refers to: (i) any personal or business interest of any of person involved with the Corporation that conflicts or might conflict with the interests and goals of Harvard University, the HAA, or the Corporation, or (ii) the use of the resources of the Corporation (including access to members) to further a personal or business interest. A person involved with the Corporation includes a current Officer or Director; a Committee member; a Corporation member, administrator, employee, or volunteer; a donor or sponsor of the Corporation; or any of his or her immediate family members.

The Board has the power to exclude any individual from membership on the Board, from the position of an officer, or from general membership in the Club for violation of this Conflict of Interest Policy.

#### **Article IX. Reports**

The Committees and Officers shall present to the Board at each Annual Meeting such reports of the condition of the Corporation as the Board may require.

#### **Article X. Fiscal Year**

The fiscal year of the Corporation shall end on June 30th of each calendar year.

#### **Article XI. Articles of Incorporation**

The provisions of the Articles of Incorporation, if filed with the Secretary of State of the State of Delaware, and as the same may be amended, restated, or modified from time to time and shall be deemed to constitute a part of these Bylaws as if the same were restated in their entirety herein.

#### **Article XII. Distribution of Assets on Corporate Dissolution**

In the event that the Board determines that it would best serve the objectives of the Corporation to dissolve the Corporation, it may, by majority vote, authorize the filing of a petition with the Secretary of State of the State of Incorporation. After payment of all obligations, all remaining assets will be transferred to Harvard Alumni Association.

#### **Article XIII. Seal**

The seal of the Corporation shall have inscribed thereon "Harvard Alumni in Animal Health, Inc." and year of incorporation.

#### **Article XIV. Membership**

Harvard Alumni in Animal Health is open to any alumnus/a of any Harvard University program who is interested in any aspect of animal health and who has completed at least nine weeks of formal coursework at any of the schools of the University (including Harvard College, Radcliffe College, and all Harvard graduate, professional, and extension schools). In addition, those with at least two consecutive years of academic experience at Harvard beyond simply employment are eligible; these include research fellows and post-docs, legal interns, medical residents at Harvard-affiliated teaching hospitals, and others. The Executive Committee or its designated body will review applicants in this latter category to determine eligibility and approve membership.

All members as defined above are invited to attend events, serve on and chair committees, participate in other SIG activities, permitted to vote, and may seek office on the Board.

Any member of the SIG may be removed with or without cause by a majority vote of the Executive Committee. The term of membership is one year, to be renewed under terms or processes yet to be devised.

#### **Article XV. Compliance with Harvard Alumni Association SIG Policy**

Harvard Alumni in Animal Health agrees to abide by all Harvard Alumni Association terms and policies, including the Operating Principles set forth in the Harvard Alumni Association for use of the Harvard name, its insignias, logos, and trademarks.

#### **Article XVI. Amendments**

These Bylaws may be amended or repealed at any meeting of the Board by vote of a 2/3 majority of the Board present or participating by telephone or electronic means, provided that notice of the proposed amendments is included in the notice of the meeting.