

Constitution

Name, Office, and Organizational Structure

- 1.1 Name: This association shall be known by the name “Harvard Extension Alumni Association (HEAA).”
- 1.2 Office: The principal office of the Association shall be located at Harvard Extension School in the County of Middlesex, City of Cambridge, Commonwealth of Massachusetts.
- 1.3 Organizational Structure: The Association, founded in January of 1968, is a part of Harvard Extension School. All powers, activities and affairs of the Association shall be exercised and managed by its officers and directors, including staff as designated by the Dean of Continuing Education.
- 1.4 Fiscal Year: The fiscal year of the Association shall end on June 30 of each year.

Purpose

- 2.1 The purposes of this Association shall be to promote the educational, professional, and social interests of its alumni, and to promote a lifelong relationship with the University and particularly Harvard Extension School. The Association shall strive to foster and strengthen bonds among alumni, and those within the School’s community.

Membership

- 3.1 Alumni, certificate holders, faculty of Harvard Extension School, as well as persons whose names appear on the alumni records of the Extension School, shall be members of the Association as provided in the Bylaws.
 - a. Alumni Membership: Harvard Extension School undergraduate or graduate degree holder or holder of a certificate earned prior to fall 2010 shall be alumni members. These alumni members are simultaneously members of the Harvard Alumni Association (HAA).
 - b. Associate Membership: Holders of certificates earned after fall 2010 and other non-holders of degrees granted by Harvard Extension School, whose names appear on the alumni records, as well as active and emeritus members of Harvard Extension School faculty shall be associate members. Associate members are not members of the Harvard Alumni Association (HAA).

Structure of Officers and Committees

- 4.1 Composition: The Board of Directors (“Board”) shall be composed of:
- a. “Officers,” President, Vice President, Secretary, Treasurer, and Directors.
 - b. “HAA Directors” as appointed by the Dean of Continuing Education.
 - c. “Past President,” served by the immediate past-president in good standing.
- 4.2 Standing Committees: The following are the Standing Committees of the Association with duties provided in the Bylaws. Committee Chairs shall be appointed by a majority vote of the Board. The Dean of Continuing Education, or his designee, shall serve in a non-voting, advisory capacity on all committees.
- a. Election Committee
 - b. Governance Committee
 - c. Awards Committee
 - d. Advisory Committee
- 4.3 Ad Hoc Committees: Such committees may be established pursuant to the Bylaws.

Powers and Duties of the Board

- 5.1 Powers: The affairs of the Association shall be managed by the Board of Directors, which shall have and may exercise all the powers of the Association, except those powers reserved to the Members provided herein or in the Bylaws.
- 5.2 Duties: Officers shall have oversight of the affairs of the Association as provided herein or in the Bylaws. Board members shall have the duties provided herein or in the Bylaws. Committee Members shall have the duties and terms of office provided herein or in the Bylaws.

Terms, Election Procedures and Vacancies

- 6.1 Terms of Office
- a. All Officers shall serve for a designated term limit as specified in the Bylaws.
 - b. Term limits: No officer shall serve more than two consecutive terms in the same office.
 - c. HAA Directors serve at the pleasure of the Dean of Continuing Education for a term stipulated by the Harvard Alumni Association.
 - d. The “Past President” may serve until such time as the incumbent finishes their service.

6.2 Nomination, Election, and Appointments

- a. Eligibility to hold a position is limited to alumni members in good standing with Harvard University.
- b. Officers shall be elected by the membership by a process provided in the Bylaws.
- c. HAA Directors shall be appointed by the Dean of Continuing Education.
- d. Committee Chairs and any additional positions established pursuant to the Bylaws shall be nominated by a board member and confirmed by a majority vote of the Board of Directors.

6.3 Election Timeline: Candidates shall be elected by regular members at least twenty-one days prior to the Annual Meeting, and elected candidates shall take office on the succeeding first day of July. The timeline for the nomination process shall be pursuant to the Bylaws.

6.4 Vacancies

- a. Vacancies occurring in any office, except the offices of President, Vice President and HAA Director, shall, in consultation with the Election Committee, be filled for the unexpired term by a majority vote of the Board.
- b. In the event of a vacancy in the office of President, the Vice President then in office shall serve as President for the unexpired term.
- c. In the event of a vacancy in the office of Vice President, a special election shall be held within 120 days of the vacancy to fill the unexpired term. However, if the vacancy occurs within 120 days of the regular election, there will be no special election.
- d. In the event that there is a vacancy in both the office of the President and the Vice President, the Dean or his or her designee shall appoint an acting president and vice president until a special election can be held within 120 (one hundred twenty) days. However, if these vacancies occur within 120 days of the regular election, there will be no special election.
- e. Vacancies occurring among HAA Directors shall be filled for the unexpired term by the Dean of Continuing Education.
- f. Vacancies occurring among Committee Chairs, and any additional positions established pursuant to the Bylaws shall be filled by the majority of the Board to fill the remainder of the existing term.
- g. Past President: If the immediate past president is either not in good standing, unwilling, or unable to serve on the Board, the most recent past president in good standing, who is willing and able to serve, shall occupy the position.

Removal from Office and Disciplinary Action

- 7.1 Cause for Removal: The following may be considered causes for review and removal of any officer, Committee Chairs, and Committee Members from their office:
- a. Actions detrimental to the spirit and purpose of the Association.
 - b. Consistent and willful violations to the rules herein and as pursuant to the Bylaws.
 - c. Failure to fulfill the responsibilities and duties of their position as pursuant to their position description.
 - d. Unreported conflict of interest.
- 7.2 Removal Procedures:
- a. Notification of the Governance Committee: If the Dean of Continuing Education or his designee, or at least three members of the Board, feel that there is cause for removal, an email or written notice must be provided to the Governance Committee.
 - b. Notification to the Accused & Response: The Governance Committee must provide written or email notice to the accused and to the Board within thirty days of receiving the request to review. The accused has two weeks to respond to the notice.
 - c. The Governance Committee shall then provide its recommendation to the Board within thirty days of receiving the initial notice to review.
- 7.3 Probation: Once written notice for review is provided to the Governance Committee, the accused shall be placed on probation, until such time as the issue is resolved by the Board. While on probation, the accused is not entitled to vote on any matters brought up for a vote by the Board.
- 7.4 Removal and Disciplinary Action: In consultation with the Governance Committee, the Board of Directors, by a two-thirds vote, shall have authority to remove accused members of the Board of Directors, Committee Chairs, and Committee Members from their office or position for causes as specified herein or as further defined in the Bylaws. The Board retains the option, by a majority vote to take disciplinary action, including an explicitly stated period of probation, in lieu of removal. The Dean or his or her designee may unilaterally remove a member for violation in accordance with Article 7.1 hereof.

Meetings

- 8.1 Annual Meeting: The association shall hold an annual meeting for the alumni of Harvard Extension School prior to the end of the fiscal year.
- 8.2 Regular Meetings: The Board shall meet, no less than once a month.
- 8.3 Additional Meetings: A quorum of the Board of Directors may call additional meetings.
- 8.4 Meeting notification: The annual meeting shall have at least a thirty-day written notice provided to all Association members. Regular meetings and additional meetings, require a thirty-day notice provided through a channel that will reach the highest number of members.
- 8.5 Quorum:
- a. Annual and Special Meeting: Two thirds of the Officers, numbering no fewer than five who are in good standing, must be present to constitute a quorum for the Annual Meeting or special meeting of the Members.
 - b. Regular and Additional Meetings of the Board of Directors: a simple majority of voting-eligible Board members, must be present to constitute a quorum for Regular and Additional Meetings of the Board of Directors.

Amending the Constitution and Bylaws

- 9.1 Amending the Constitution:
- a. Board Recommendation: All proposed amendments to the Constitution must be approved by a majority vote of the Board of the members present, with no less than the minimum number stipulated in the Bylaws, to present the amendment to the regular members for a vote.
 - b. A thirty-day notice comment period will proceed any vote by the Board, and then an additional thirty-day notice to the regular members for all amendments.
 - c. Vote: All amendments must be approved by a majority of the votes cast by alumni members.
- 9.2 Amending Bylaws: The Bylaws may be amended by a two-thirds majority vote of the Board, with at least thirty-days' notice provided of the amendment.

Conflict of Interest

- 10.1 Conflict of Interest: No member of the Board shall engage in any conduct that constitutes a conflict of interest between his or her obligations to the Association and his or her obligations to any other person or body concerning HEAA matters. A conflict of interest may be brought to the Governance Committee, which will follow standard practices as defined in Article 7.
- 10.2 Temporary Conflicts and self-reporting: A Board member shall temporarily recuse him or herself and provide notice to the Governance Committee if a conflict of interest arises with the Board of Directors or while serving on a committee on issues that relate to the conflict of interest.

Procedural

- 11.1 The Association will adhere to Robert's Rules of Order. In case of procedural questions, Robert's Rules of Order will govern.

Dissolution

- 12.1 The Association may be dissolved by a vote of three-fourths of the Board, which includes no fewer than 8 people.

Bylaws

1. Levels of Membership
 - a. Alumni Membership: Alumni members are voting members who are eligible to hold office on the HEAA Board of Directors. Alumni members enjoy all benefits of HEAA (and HAA) membership, including access to exclusive social and networking events and lifelong learning opportunities.
 - b. Associate Membership: Associate members will be granted access to exclusive social and networking events and lifelong learning opportunities, but will not have the right to vote or hold office. Associate members are not members of the Harvard Alumni Association.
2. Officers: The Officers shall be President, Vice President, Secretary, Treasurer and four or more Directors whose number shall be no less than 8. Officers set policy and oversee the management of the HEAA.
3. Standing Committees: Such committees include the Election Committee, Governance Committee, Awards Committee, and Advisory Committee.

- a. Election Committee: shall be composed of at least three members of the Board of Directors. The committee shall be responsible for oversight of the election process for officers and for providing recommendations to fill non-elected positions.
 - b. Governance Committee: shall be composed of at least three members of the Board of Directors. The committee shall be responsible for (1) processing request for removal as specified in Article 7, (2) provide an assessment of proposed amendments to the Constitution or Bylaws, and (3) providing an interpretation of the constitution and Bylaws when requested by any member of the Board.
 - c. Awards Committee: shall be composed of at least three members of the Board of Directors. The committee shall be responsible for administering Association awards.
 - d. Advisory Committee: shall be composed of Emeritus Officers in good standing, who shall serve in an advisory capacity.
4. Ad Hoc Committees: The board may establish ad hoc committees as deemed advisable by a majority vote.
5. Terms of Office: Officers shall serve for the following terms with no more than two consecutive terms in the same office.
- a. President – 2 years
 - b. Vice President – 2 years
 - c. Treasurer – 3 years
 - d. Secretary – 3 years
 - e. Past President – until no longer the most recent past president in good standing
 - f. HAA Director (2) – 3 years
 - g. Director, Governance – 3 years
 - h. Director, Regional Engagement – 3 years
 - i. Director, Student Engagement – 3 years
 - j. Director, Campus Events – 2 years
 - k. Director, Reunions (2) – 2 years
 - l. Director, Awards and Recognition – 2 years
 - m. Director, Recruitment – 2 years
6. Nomination and Election process: Alumni may self-nominate or be nominated by others through a process organized by the Election Committee at least 60 days prior to the annual meeting in May. The Elections Committee, after obtaining the consent of each candidate, shall distribute by mail, electronic communication or by other acceptable means to members of the Association, a notice setting forth the names of



alumni candidates for each position at least 45 days prior to the annual meeting. The alumni membership shall vote at least 21 days prior to the annual meeting.