

HARVARD NEIGHBORS
BY-LAWS
As approved on April 7, 2023

I. PURPOSE

Harvard Neighbors is a social and service organization that sponsors a variety of activities designed to bring Harvard Neighbors members together for friendship and enrichment at Harvard University.

II. MEMBERSHIP

Membership is open to all active and retired Harvard faculty and staff (including visiting scholars and researchers, post-doc fellows and program fellows) and their families, without restrictions.

III. ORGANIZATION AND POLICIES

A. The organization and policies of Harvard Neighbors shall be determined by its Board in cooperation with the Secretary to the Corporation of Harvard University or his/her/their designee. The Executive Committee of the Board, together with the Secretary to the Corporation or his/her/their designee, shall review suggested changes in existing policies and proposed new policies; and, upon agreement with the Secretary to the Corporation or his/her/their designee, shall present the recommendations regarding such changes to the Board.

B. Harvard Neighbors is financially supported by the Corporation of Harvard University and receives additional funding through membership donations and other fund-raising activities.

C. Prior to the Annual Meeting, the Nominating Committee shall send the proposed slate of officers and committee members and brief biographies of each candidate to the Secretary to the Corporation or his/her/their designee and the Executive Committee for review. The Nominating Committee Chair shall present the slate at the Annual Meeting to be voted upon by the membership.

IV. BOARD OF HARVARD NEIGHBORS

A. The Board of Harvard Neighbors shall consist of the following elected officers:

- President
- Vice President
- Secretary
- Nominating Committee Chair
- Events Committee Chair or Co-chairs
- Membership and Outreach Committee Chair or Co-chairs
- Interest Groups Chair or Co-Chairs

B. The Board shall also include:
Immediate Past President, ex officio
Coordinator, ex officio

C. The duties and responsibilities of persons holding positions on the Board may change from time to time at the discretion of the Board and are described in the Appendix to the By-laws.

V. EXECUTIVE COMMITTEE OF THE BOARD

The Executive Committee of the Board of Harvard Neighbors shall consist of the following officers:

President
Vice President
Secretary
Immediate Past President ex officio
Coordinator, ex officio

VI. ELECTION OF MEMBERS OF THE BOARD

A. The Nominating Committee shall determine the positions to be filled each year and prepare a slate of candidates for each office except: the Nominating Committee Chair, who shall be selected as set forth in the Appendix to the By-laws, Sections 2b. At the Annual Meeting of Harvard Neighbors, the incumbent Nominating Committee Chair shall present the slate, to be voted on by the membership. Then the President shall present the Executive Committee's nomination for the next Nominating Committee Chair, to be voted upon by the membership.

B. To assure a level of continuity on the Board, an effort should be made to rotate terms so that half of the positions become vacant and are elected each year.

C. Nominees elected at the Annual Meeting shall take office at the close of the meeting and serve for a term of two years and until successors are elected.

D. A member of the Board may be elected for an additional term following the expiration of the first. After serving two consecutive elected terms [four years], Board members must normally wait one year before seeking election to any position on the Board, except that [1] a Board member may be elected to serve one additional term as Vice President and/or one additional term as President; or [2] a Board member entering the third year of service may be elected to chair a new or different committee for one two-year term, thereby allowing for a fifth year on the Harvard Neighbors Board; or [3] in the case that there are not enough new nominees to fill vacancies, the Executive Committee may call on a Board member to continue their service on the Board for an additional term or until the vacancy is filled as outlined in Section VI, E. Terms of service as a committee member shall not be counted when determining terms of service on the Board.

E. A vacancy on the Board shall be filled by appointment made by the President in consultation with the Executive Committee, such appointment to continue for the remainder of the term applicable to that vacancy.

F. A person so appointed may be nominated and elected to subsequent terms, but may serve no more than four consecutive years on the Board, including time spent filling the vacant office, except in the case of VI, D, 1 or 3 above.

G. If the President cannot serve, the Vice President shall become President. If the Vice President cannot serve, the Board, after consultation with the Secretary of the Corporation or his/her/their designee, shall appoint an Interim President. The person so selected shall serve for the remainder of the term, with the understanding that the Vice President will be expected to succeed to the Presidency at the end of the term. A person selected to fill a vacancy in the office of President may be nominated and elected to a subsequent term, but may serve no more than four consecutive years as President, including time spent filling the vacant office.

VII. ELECTION OF COMMITTEE MEMBERS

A. The Nominating Committee shall determine the committee positions to be filled each year and prepare a slate of candidates for each committee except the Nominating Committee, whose members shall be chosen as set forth in the Appendix, Sections 2b. At the Annual Meeting of Harvard Neighbors, the Nominating Committee Chair shall present the slate to be voted on by the membership.

B. In order to assure a level of continuity on the committee, an effort should be made to rotate terms so that half of the positions become vacant and are elected each year.

C. Nominees elected at the Annual Meeting shall take office at the close of the meeting and serve for a term of two years and until successors are elected.

D. A committee member may be elected for an additional term following the expiration of the first. After serving two consecutive terms [four years], committee members must wait one year before seeking re-election to the committee, except in the case of VI, D, 3.

E. A committee vacancy shall be filled by appointment made by the President in consultation with the Executive Committee, such appointment to continue for the remainder of the term applicable to that vacancy. A person appointed to fill a committee vacancy may be nominated and elected to a subsequent term, but may serve no more than four consecutive years on the committee, including the time spent filling the vacant office, except in the case of VI, D, 3.

F. Membership on the committees, as well as the duties and responsibilities of such committees, may change from time to time at the discretion of the Board and are described in the Appendix.

VIII. MEETINGS

A. The general membership shall meet at least once a year. The Annual Meeting shall be called by the Board. Date, time and place shall be issued in writing 30 days prior to the meeting date.

B. The Board shall meet at least four times a year.

1. Meetings shall be called by the President or a member designated by the President. Notice shall be given in writing at least seven days before the meeting and shall specify date, time and place.
2. Special meetings may be called by the President, a member designated by the President, or upon written application by three or more members of the Board, the application to include a reason for the meeting. Notice shall be made to Board members in writing or by telephone at least four days prior to the meeting and shall include date, time, place and reason for the meeting.
3. Meetings may be held by adjournment at such time and place as the Board shall order, with notification in writing or by telephone.

C. The Executive Committee of the Board shall meet as necessary. Meetings shall be called by the President and announced in writing or by telephone.

D. The Nominating Committee shall meet as needed, but at least once a year. The Nominating Committee Chair shall schedule the meeting as seems appropriate, but at least two months prior to the Annual Meeting, so the slate can be given to the President before the Annual Meeting.

E. The remaining committees shall meet as seems appropriate, but at least three times a year.

IX. WRITTEN CONSENT IN LIEU OF MEETING

A. Any action permitted at any meeting of the Board may be taken without a meeting, if all of its members consent to the action in writing. The consents must be filed with the records of Board meetings and shall be treated for all purposes as a vote at a meeting.

B. The same is true of any action permitted to any committee of the Board. Such consents shall be filed with the records of the committee meetings.

X. VOTING

A. All votes, whether taken at general membership meetings, committee meetings, or Board meetings, shall be by voice vote, unless a member asks for a show of hands or ballot, in which case the vote will be so taken. All actions shall be taken by a majority vote of those members present and voting, unless otherwise provided by these By-laws.

B. The President shall not vote except in event of a tie.

C. At Board and Executive Board meetings, Co-chairs of committees will share one vote. A person who has been appointed to fill a vacant elected office shall exercise the appropriate vote.

The Past President and Coordinator shall not vote, nor shall representatives of other organizations, who may be invited to Board meetings by the President.

XI. QUORUM

A quorum of a majority of Board members shall be requisite for the transaction of any business of the Board except adjournment or attendance of members, for which only one member shall be requisite.

XII. RECORD OF MEETINGS

A. Proceedings of the Board, with the names of members present at each Board meeting, shall be recorded by the Secretary, who shall circulate the record of each meeting among the members together with the call for the next meeting. Such record shall be approved, or approved with corrections, at the next meeting, unless the Board determines otherwise.

B. Proceedings of each committee of Harvard Neighbors shall be recorded. At each meeting of the Board, the chair of each committee or a designee shall report proceedings orally.

XIII. AMENDMENT TO BY-LAWS

A. Proposals to amend the By-laws shall be made to the Executive Committee. After discussion by the Executive Committee and consultation with the Secretary to the Corporation or his/her/their designee, proposed amendments shall be given to the Board for a first reading and written notice sent to all Board members. At a subsequent Board meeting the proposed amendments shall receive a second reading and may then be adopted, altered, amended or repealed by a vote of three-fourths of the entire Board, including written ballots from absentees. Notice of amendments adopted by the Board shall be given to the membership as soon as possible. Any by-law adopted by the Board may be altered, amended or repealed by a vote of two-thirds of the membership.

B. Neither the purpose of Harvard Neighbors nor the manner of determining its organization and policies shall be modified by amendment, and no proposed amendment to the By-laws shall serve to alter the purpose nor manner of determining the organization and policies as they are currently set forth in Sections I and III, respectively.

APPENDIX

1. Duties of the Board of Harvard Neighbors:

- a. To determine the organization and policies of Harvard Neighbors in accordance with Section III of the By-laws;
- b. To carry out the purpose of Harvard Neighbors as set forth in the By-laws; and
- c. To perform duties described in the job descriptions on file in the Harvard Neighbors office.

2. Standing Committees and their functions shall be:

- a. The Executive Committee shall consist of the president, as chair, plus other officers described in Section V of the By-laws. It shall perform such duties as are prescribed in the By-laws or as may be prescribed from time to time by the Board.
- b. The Nominating Committee shall consist of a Chair and two additional members, each to serve two years. The Chair shall be nominated by the Executive Committee and elected at the Annual Meeting. The other two members shall be selected from among the general membership of Harvard Neighbors and shall be appointed by the Executive Committee after the Annual Meeting. Ordinarily at least one member of the Nominating Committee should be carried over from the previous year's committee.

The committee shall compile a slate of candidates for each office and committee except the Chair and members of the Nominating Committee, who are chosen as described in the preceding paragraph of this Appendix. Prior to the Annual Meeting, the proposed slate, with brief biographies of each candidate, shall be sent to the Board of Harvard Neighbors. Upon approval by the Board, the Nominating Committee Chair shall present the slate at the Annual Meeting to be voted upon by the membership.

- c. The Events Committee shall consist of a chair [or two co-chairs] and a minimum of two additional members, who shall be nominated by the Nominating Committee and elected at the Annual Meeting. It shall determine and oversee the social programs of Harvard Neighbors in consultation with the Board.
- d. The Membership and Outreach Committee shall consist of a chair [or two co-chairs] and a minimum of two additional members who shall be nominated by the Nominating Committee and elected at the Annual Meeting. It shall be responsible for outreach programs deemed appropriate by the Board.
- e. The Interest Groups Committee shall consist of a chair [or two co-chairs] and a minimum of two additional members who shall be nominated by the Nominating Committee and elected at the Annual Meeting. It shall oversee the Interest Groups' offerings and promote the interaction of Harvard Neighbors' members with Interest

Group leaders.

f. The Advisory Committee shall be formed as needed and consist of three to five individuals who shall be appointed by the Executive Committee after consulting with the Secretary to the Corporation or his/her/their designee. These individuals shall be selected from among those who possess a sense of Harvard Neighbors history and shall serve a term of one year with unlimited renewals.

3. The Board of Harvard Neighbors, upon recommendation of the Executive Committee, may at any time create such other committees as it deems necessary and appropriate.

4. The Board of Harvard Neighbors, upon recommendation of the Executive Committee, may at any time dissolve any committee of the Board, except for the Executive, Nominating and Advisory Committees.

5. The immediate Past President shall serve as advisor to Harvard Neighbors for a single term of two years.