

PHILLIPS BROOKS HOUSE ASSOCIATION ALUMNI

BYLAWS

[As of October 2009]

ARTICLE I. Operating Principles

- 1.1 **Name.** This organization shall be known as Phillips Brooks House Association Alumni: A Public Service Shared Interest Group (herein “PBHAA”).
- 1.2 **Legal Status.** PBHAA shall have no independent legal status but is formed and shall operate pursuant to the 501(c)(3) status of the Phillips Brooks House Association (“PBHA”), a non-profit entity incorporated in the Commonwealth of Massachusetts.
- 1.3 **Purpose.** PBHAA exists to foster relations among the alumni/ae of PBHA; support the ongoing work of PBHA programs and student volunteers; facilitate opportunities for continued public service; and promote the interests of PBHA at Harvard and beyond.
- 1.4 **Affiliation.** PBHAA shall be affiliated with the Harvard Alumni Association as a “Shared Interest Group” (SIG) and shall comply with SIG policies and principles as outlined in Section II (“Operating Principles”) of the SIG Policy Manual, including adherence to Harvard University’s policy on the use of the Harvard name and insignias.
- 1.5 **Fiscal Year.** The fiscal year of PBHAA shall begin on July 1 and end on June 30.

ARTICLE II. Membership

- 2.1 ~~**Qualification.** Any individual who is a past volunteer for a PBHA program; a current or past staff member of PBHA; or a current or past member of the PBHA Board of Trustees; or a predecessor board shall qualify for membership in PBHAA.~~
- 2.2 **Term of Membership.** An individual shall become a member of PBHAA in the manner(s) designated by the members of the Board of Directors (“directors”). An individual shall remain a member until he or she dies, resigns, or is removed.
- 2.3 **Powers and Rights.** The membership has the power to: (1) elect directors and officers; and (2) remove officers or directors from office. Members shall also have all other powers and rights as the directors may from time to time designate.
- 2.4 **Removal.** A member may be removed from office with or without cause by the vote of the members, or with cause by a vote of the directors. A member may be removed with cause only after reasonable notice and opportunity to be heard before the directors.
- 2.5 **Resignation.** A member may resign by delivering his or her written resignation to the president, treasurer or secretary of PBHAA, or to a meeting of the members or of the directors. Such resignation shall be effective upon receipt, unless specified to be effective at

some other time, and acceptance thereof shall not be necessary to effectuate it unless it so states.

- 2.6 **Honorary Members.** PBHA affiliates who are not Harvard graduates may also become members of PBHAA. The directors may designate certain persons or groups of persons as sponsors, benefactors, advisors, or friends of PBHAA, or such other title as the directors deem appropriate. Such members shall not constitute more than 25% of the PBHAA membership, but, except as the directors shall otherwise designate or as indicated in these Bylaws, shall enjoy all rights and privileges of other members of PBHAA. Recipients of the Robert Coles “Call of Service Award” shall be designated honorary members unless they are already eligible for membership in PBHAA.

ARTICLE III. Meetings

- 3.1 **Annual Meeting.** There shall be an Annual Meeting of the members, to be held in Cambridge, Massachusetts, at a time to be determined by the Board of Directors.
- 3.2 **Special Meetings.** Special meetings of the members may be called and held at any time and place determined by the Board of Directors.
- 3.3 **Notice.** Reasonable notice of the time and place of each meeting of the membership shall be given to each member. Such notice shall specify the purposes of the meeting. It shall be reasonable notice to a member to send notice by mail addressed to the member at the member’s usual or last known business or residential address or to give notice to him or her in person or by telephone, e-mail, or fax at least thirty (30) days before the meeting.
- 3.4 **Quorum.** At any meeting of the membership, 25 members shall constitute a quorum.
- 3.5 **Voting.** At any meeting of the membership and in elections for the directors and officers, each member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented by proxy shall decide any question. A vote shall be properly cast if it is delivered through the mails or electronically in the manner, and by such date, as shall be designated in advance by the directors. Unless otherwise determined by the directors, ballots shall be mailed to members by first-class mail at least one month before the date when the return of ballots is due, provided that ballots or a link to an online ballot may instead be e-mailed to members who have provided PBHAA with their e-mail addresses. The board of directors shall determine what resolutions shall be placed on the ballot, except that the board of directors shall place on the ballot any resolution which is requested in writing by at least twenty-five (25) members.
- 3.6 **Proxies.** The Board of Directors shall establish procedures for proxy voting.

ARTICLE IV. Board of Directors

- 4.1 **Number.** The Board of Directors shall consist of the elected officers of PBHAA, the immediate past president of PBHAA, the current student President of PBHA or his/her designee, all ex officio, all Class Representatives duly elected by their peers according to

procedures set out in Article 4.2, and any such additional directors as the directors shall designate according to procedures set out in Article 4.3. Both ex-officio and additional members shall have voting rights. The directors may, by vote, change the number of directors, but vacancies created by an increase in the number of directors may be filled only by vote of the members as set forth in Article 3.5. If the directors vote to decrease the number of directors, they shall only be able to reduce the number of directors up to the number of vacancies on the Board of Directors existing at the time of the vote by reach of the death, resignation or removal of one or more of the directors, thereby eliminating only those vacant directorships.

- 4.2 **Election of Class Representatives.** Two Class Representatives in their graduating year shall be annually elected to the PBHAA Board of Directors according to procedures designated by the PBHA Cabinet, and shall serve until he or she dies, resigns, or is removed. For classes that at any time lack two Class Representatives, elections to fill those vacancies shall occur upon the petition of 10 members of that class, according to such procedures as the directors shall designate.
- 4.3 **Election of Additional Directors.** Additional directors shall be elected at an Annual Meeting of PBHAA or by a different procedure established by the Board of Directors.
- 4.4 **Term of Office.** Except for directors who are also Class Representatives, directors shall hold office for a term of two years or until their successors have been chosen, and for no longer than six consecutive years. A director's term of office shall begin on the first day of the month following election.
- 4.5 **Qualification.** Any honorary member of PBHAA and any member of PBHAA who is a past volunteer for a PBHA program, a current or past staff member of PBHA, or a current or past member of the PBHA Board of Trustees or a predecessor board shall be eligible for election as an additional director. Any other PBHAA member will become eligible for election as an additional director only after the date that is four years after such individual first became a PBHAA member, if such member has maintained his or her status as a member of PBHAA throughout such four-year interval. [Delete: All members of PBHAA, including honorary members, shall be eligible for election as additional directors.] Honorary members may serve on the Board of Directors, but may never comprise more than 15% of the leadership in that body.
- 4.6 **Powers.** The affairs of PBHAA shall be managed by the directors, who shall have and may exercise all the powers of the organization, except those powers reserved to the membership.
- 4.7 **Annual Report.** The directors shall provide an annual report of PBHAA's activities to the PBHA Board of Trustees.
- 4.8 **Committees.** The directors may elect or appoint one or more sub-committees and may delegate to any such committee(s) any or all of their powers. The initial standing committees shall be an Executive Committee, who shall carry out the day-to-day functions of the organization under the policy direction of the Board; a Nominating Committee, which shall solicit and present names of those wishing to serve as directors and Officers; the Regional Subcommittee, which shall oversee the activities organized by regional PBHAA groups; and

the Alumni Reunion Committee, which shall plan and execute a periodic public service reunion celebration, featuring the Robert Coles “Call of Service” Lecture, in conjunction with the students and staff of PBHA. Except the Executive Committee, which shall consist of the Officers and five (5) other directors, the size of the standing committees and any ad hoc committees shall be determined by the directors. The directors shall establish and abolish standing and ad hoc committees as needs arise. The initial appointment of directors to the various standing and ad-hoc committees shall be made by the President, but subsequent appointment decisions shall be made by the directors. Terms of membership on the various subcommittees shall overlap, and last two years.

- 4.9 **Removal.** A director may be removed from office (1) with or without cause by the vote of a majority of the membership or (2) with cause by a vote of a majority of the directors then in office. A director may be removed with cause by the directors only after reasonable notice and opportunity to be heard before the directors.
- 4.10 **Resignation.** A director may resign by delivering his or her written resignation to an officer of PBHAA or to a meeting of the members or directors. Such resignation shall be effective upon receipt, unless specified to become effective at some other time, and acceptance thereof shall not be necessary to effectuate it unless it so states.
- 4.11 **Vacancies.** Any vacancy in the Board of Directors, except a vacancy resulting from enlargement, which must be filled in accordance with Article 4.1, may be filled by vote of the directors for the remainder of the term which has become vacant. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.
- 4.12 **Notice.** Reasonable notice of the time and place of each meeting of the Board of Directors shall be given to each director. Such notice shall specify the purposes of the meeting. It shall be reasonable notice to a director to send notice by mail addressed to the director at the director’s usual or last known business or residential address or to give notice to him in person or by telephone, e-mail, or fax at least 30 days before the meeting.
- 4.13 **Quorum.** At any meeting of the directors, 50% of directors shall constitute a quorum unless the number of directors surpasses 24, at which point 12 directors shall constitute a quorum.
- 4.14 **Voting.** At any meeting of the directors, each director shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by directors present in person or duly represented by proxy shall decide any question.
- 4.15 **Proxies.** The Board of Directors shall establish procedures for proxy voting.

ARTICLE V. Officers

- 5.1 **Number.** The officers of PBHAA shall consist of a President, Vice-President, Treasurer, Secretary, and such other officers, if any, as the directors may propose to the membership. All officers shall be ex-officio members of the Board of Directors.

- 5.2 **Election.** Officers shall be elected by vote of the membership.
- 5.3 **Qualification.** ~~[Delete: All members of PBHAA shall be eligible for election as Officers.]~~ Any honorary member of PBHAA or any member of PBHAA who is a past volunteer for a PBHA program, a current or past staff member of PBHA, or a current or past member of the PBHA Board of Trustees or a predecessor board shall be eligible for election as an Officer. Any other PBHAA member will become eligible for election as an Officer only after the date that is four years after such individual first became a PBHAA member, if such member has maintained his or her status as a member of PBHAA throughout such four-year interval. Honorary members shall not be eligible for election as President.
- 5.4 **Term of Office.** Officers shall hold office for two years. No officer except the Treasurer and Secretary may serve more than two successive terms. The terms of the officers shall be staggered such that no more than two officers shall complete their two-year terms in any one year.
- 5.5 **Removal.** An officer may be removed from office (1) with or without cause by the vote of a majority of the membership or (2) with cause by a vote of a majority of the directors then in office. An officer may be removed with cause by the directors only after reasonable notice and opportunity to be heard before the directors.
- 5.6 **Resignation.** An officer may resign by delivering his or her written resignation to another officer of PBHAA or to a meeting of the members or directors. Such resignation shall be effective upon receipt, unless specified to become effective at some other time, and acceptance thereof shall not be necessary to effectuate it unless it so states.
- 5.7 **Officer Vacancy.** Vacancies occurring in any office, except the office of the President, shall be filled for the remainder of the unexpired term by a successor elected by vote of the Board of Directors. In case of a vacancy occurring in the office of the President, the Vice-President then in office shall serve as President for the remainder of the unexpired term, and the Board of Directors shall elect a successor to fill the vacancy of the Vice-President for the remainder of the unexpired term.

ARTICLE VI. Duties of Officers

- 6.1 **President.** The President shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other duties and powers as may be determined by the directors. The President shall be the chief executive officer of PBHAA, except as the directors may otherwise provide, and, subject to the control of the directors, shall have general charge and supervision of the affairs of PBHAA. The President shall preside at all meetings of the members, except as the members or directors otherwise determine. The President shall appoint all subcommittees of the Board of Directors. The President shall also have such other duties and powers as the directors may determine. The President or his/her designee shall serve on the PBHA Board of Trustees, pending approval of that body.
- 6.2 **Vice-President.** The Vice-President shall, in the absence of the President, preside at all meetings of PBHAA members and the Board of Directors, except as the directors shall

otherwise determine. The Vice-President shall also have such other duties and powers as the directors may determine.

- 6.3 **Treasurer.** The Treasurer shall be the chief financial officer of the corporation. The Treasurer shall, subject to the direction of the directors, be in charge of the financial affairs of the corporation and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as the directors shall determine.
- 6.4 **Secretary.** The Secretary shall record (or arrange to be recorded) and maintain records of all votes of the members and proceedings of the directors in a book or books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts at the principal office of the corporation or at the office of its secretary or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original or an attested copy of the By-Laws of PBHAA and the names of all members and directors and the address of each. If the Secretary is absent from any meeting of directors, a temporary secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

ARTICLE VII. Ratification and Amendments

- 7.1 **Ratification.** These bylaws shall initially take effect upon ratification by the membership in November, 2007.
- 7.2 **Amendments.** The Bylaws may be amended at any time by a two-thirds vote of the directors. Amendments shall take effect immediately upon passage, unless otherwise provided by the amendment. Each member shall receive reasonable notice of the amendment of the Bylaws. It shall be reasonable notice to a member to send notice by mail addressed to the member at the member's usual or last known business or residential address or to give notice to him in person or by telephone, e-mail, or fax no more than 30 days after the amendment.