

**BY-LAWS OF THE
HARVARD LAW SCHOOL ASSOCIATION
OF THE DISTRICT OF COLUMBIA**

Article I. Name and Purpose

Section 1. Name

The name of this organization shall be the Harvard Law School Association of the District of Columbia (the “Association”).

Section 2. Purposes

The purposes of the Association are the following (collectively, the “Association’s Purposes”): (i) to promote mutual acquaintance, good fellowship, professional relationships and mutual support among the alumni of the Harvard Law School in the Washington, DC metropolitan area through social and professional events and activities; (ii) to advance the cause of legal education, particularly by fostering networking and mutual support of the Harvard Law School, its alumni, faculty, and students; (iii) to promote education and support for the rule of law and legal institutions in the District of Columbia, United States of America and internationally; (iv) to convene and support different fora to stimulate discussion and analysis of issues, including, but not limited to, events of the day, current legal and business issues and developments; (v) to help to communicate the views of Washington-area alumni to the HLS Alumni Relations Office and work with the HLS Alumni Relations Office to strengthen the Association; and (vi) for such other lawful purposes as the Board of Directors may from time to time define in consultation with the membership of the Association based on the foregoing, enumerated purposes.

Section 3. No Members of the Association

The Association shall not have any members.

Article II. Board of Directors

Section 1. Role of the Board of Directors

The affairs of the Association shall be administered by a Board of Directors (the “Board” or the “Board of Directors”) as provided in the Nonprofit Corporation Act of 2010 of the District of Columbia, as amended (the “Non-Profit Act”) in accordance with the Association’s Purposes and these By-Laws. The Board is responsible for the administration of the Association, including, but not limited to, setting the goals, events and activities for the Association during such Term and defining the long-range goals for the Association.

Section 2. Composition of the Board of Directors

The authorized number of directors of the Association (“Directors”) shall be not less than three or more than twenty; the exact authorized number to be fixed, within these limits, by resolution of the Board. The officers of the Association shall include the following, who may, but need not be, selected from among the Directors and shall be elected at the annual meeting of the Board of Directors for a term of one year and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal by the Board; provided, that, the Board may add, remove or modify such office positions or related duties from time to time:

I. President

1. Leads the Association in achieving the goals and expectations set forth herein.
2. Builds a cohesive team.
3. Convenes regular meetings of the Board.
4. Maintains an active dialogue among the Board, including, but not limited to, following-up with the Board and its committees and directors in between Board meetings.
5. Maintains regular contact with the HLS Alumni Relations Officer and the Harvard Law School.

II. Vice President

1. Assists the President with leading and coordinating meetings of the Board.
2. Liaise with individual Board members, the HLS Alumni Relations Office, and the Harvard Law School.
3. Provides leadership and coordination for specific events.
4. Serves as the representative of the Association at any event sponsored by the Association or otherwise related to the Association’s Purposes in lieu of the President when s/he is unable to attend such event.

III. Secretary

1. Circulates agendas in coordination with the President and Vice President and takes notes before and after each Board meeting.
2. Circulates the meeting minutes to the Board.
3. Coordinate Board meetings, including communicating meeting dates and locations to the Board.
4. Coordinates the creation/updating of bylaws with the Board.
5. Maintain and organize the Association’s internal document, file storage, and recordkeeping.

IV. Treasurer

1. Maintains the Association’s financial accounts and resources.
2. Oversees a budget and keeps records of all financial transactions.
3. Collects and distributes Association’s finances (bills, receipts, etc.).

4. Coordinates with the President, Vice President, and Programming Chair(s) to craft budget proposals for the Association's events.
- V. Programming Chair(s)**
1. Chairs the Programming Committee and coordinates with the Committee to propose, plan, and implement events.
 2. Creates a calendar of events in coordination with the Board, ensuring a sufficient number and variety of Association activities for the term.
 3. This position may be held concurrently by up to three Co-Chairs sharing these responsibilities.
- VI. Communications Chair(s)**
1. Creates content (Association news, event announcements, etc.) and coordinates the distribution (via email) with the President and the HLS Alumni Relations Office.
 2. Oversees Association's use of social media (Facebook, LinkedIn, Twitter, etc.).
 3. Oversees the Association's website and manages online tools provided by the Harvard Law School.
 4. Plan and implement publicity campaigns, announcements, and reminders, in coordination with other Board members.
 5. This position may be held concurrently by two Co-Chairs sharing these responsibilities.
- VII. Community Chair(s)**
1. Promote sustained and meaningful community between the Association and alumni located in the DC metropolitan area.
 2. Coordinate mentorship resources for alumni in the DC metropolitan area, including for recent graduates, newly-relocated alumni, and alumni considering career transitions.
 3. Serve as a liaison to alumni, especially at events aimed at encouraging engagement, including summer programming for summer associates and clerks, welcome events for recent graduates, and events directed towards newly-relocated alumni.
 4. Provide advice and assistance to the Board, on all of the Association's events and initiatives, to promote long-lasting and sustainable engagement between the Association and alumni in the DC area.
 5. This position may be held concurrently by three Co-Chairs sharing these responsibilities.

Section 3. Duties of the Board of Directors

The Board of Directors shall be chaired by the President who shall act as the Chairperson, unless the President is unavailable in which case the Vice-President shall serve as the President's

alternate for purposes of that meeting. The President is responsible for leading the Board of Directors. The President shall organize and chair the meetings of the Board of Directors. The President shall also serve as the Delegate to the Harvard Law School Association.

The Vice-President shall fulfill the duties of the President in the President's absence or incapacity and assist the President in furthering the purposes of the Association. If the Association has two delegates to the Harvard Law School Association ("HLSA"), then the Vice-President shall serve as the second delegate.

Each Board member is expected to:

- (a) Actively participate in the Board's discussions and deliberations;
- (b) Assist in the preparation and planning of ongoing activities, including assisting the Programming Chair(s) with the planning of at least one event during the calendar year;
- (c) Report on projects for which they have taken responsibility; and
- (d) Assume such other duties as conferred by the President.

As *ex officio* members of the Programming Committee, Board members may assist in proposing, planning, and implementing additional events under the purview of the Programming Chair(s).

The Board members shall seek to attend all Board meetings during their term. If any Board member fails to attend four Board meetings during his/her term, the Board member's term shall be terminated upon a two-thirds vote by the Board, unless the Board votes to excuse those absences.

Section 4. Terms of Office.

At the first annual meeting, the Directors shall be divided into two approximately equal groups and designated by the Board to serve one or two year terms. Thereafter, the term of office of each Director shall be two years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and the Non-Profit Act.

Section 5. Elections

(a) Quorum

All votes in elections and removals set forth in Sections 5(b), (c) and (e) require a majority vote with participation from at least two-thirds of the Board of Directors in the voting process in order to be valid.

(b) Election of the President and Vice-President

The President and Vice-President shall be elected by the Board of Directors. To be eligible to serve as the President or Vice-President, a candidate must be serving as a member of the Board at the time of nomination or be appointed by the HLSA. An annual election shall be held no later than June 1 of each year to elect the President and Vice President for the following Term.

In the event that the President is seeking election for another term as President or seeking election as Vice-President, then the Vice-President shall administer the election, provided that the Vice-President is not seeking election as President or another term as Vice-President. In the event that both the President and Vice-President are seeking election, the Board of Directors shall select another Board member who agrees to act impartially and who is not seeking election as President or Vice-President or other officer, to administer the election. In the event that all Board of Director members are seeking election as President or Vice-President, the HLS Alumni Relations Officer shall administer the election. The person who administers the election is hereinafter referred to as the "Election Administrator."

By no later than May 1 of each year, the President shall request that any Board member who wishes to seek election as President or Vice-President notify the President (or the Election administrator if the President is seeking election for another terms as President or seeking election as Vice-President) of his or her intention to seek election by no later than May 1.

The Election Administrator shall schedule a date for the election, and administer the election process. The Election Administer may request the assistance of the HLS Alumni Relations Office (e.g., to receive and tally votes from members in order for the Board of Directors to keep the votes confidential).

The person who receives a plurality of the votes for President, and the person who receives a plurality of the votes for Vice-President shall become the President and Vice-President, respectively. In the event of a tie, the candidates who received the most votes shall meet with the Election Administrator and the HLS Alumni Relations Office to work out a solution for resolving the election, including the possibility of holding a runoff election between those candidates, or having the candidates serve as co-Presidents and/or co-Vice Presidents.

(c) Election of the Board of Directors

Any member of the Board of Directors may nominate a candidate for any position on the Board of Directors for the following Term (other than the positions of President and Vice-President which are addressed in Section 5b), provided that such nomination is submitted to the Board of Directors in writing no later than 3 weeks before the annual meeting. Any Board of Director member may nominate herself or himself for continued service on the Board of Directors the following year, and Board members are encouraged to do so. The election of the new Board of

Directors shall occur at an Association meeting to be held no later than June 30th of each year and the newly-elected Board members shall take office at the start of the new Term on July 1st of that year.

Positions that become open during the year may be filled by the same process at any time during the year. Nominees shall become a Board member upon receiving a majority vote of the Board.

In nominating and electing new members, the Board of Directors shall give consideration to issues of diversity in law practice and demographic background.

The immediate past President shall also be a member of the Board of Directors for the year following the President's last year of service as President. The immediate past President shall remain as an *ex officio* non-voting member of the Board of Directors even if his or her continued service would exceed the maximum number of consecutive terms.

(d) Vacancies

The President, Vice-President and any Board of Director member may be removed from their position upon the vote of at least two-thirds of the Board of Directors. The President, Vice-President and/or any Board of Director member may resign by submitting a resignation in writing addressed to the Board. If the office of the President becomes vacant by reason of resignation or removal during the Term of said officer, the Vice-President shall succeed to the office of President for the remaining term of the former President and a member of the Board of Directors shall be elected to succeed to the office of Vice-President for the remaining term of the former Vice-President. In the office of the Vice-President becomes vacant by reason of resignation or removal during the term of said officer, a member of the Board of Directors shall be elected by the Board of Directors to succeed to the office of Vice-Chair for the remaining term of the former Vice-Chair.

Section 6. Meetings

The Board meetings may be held in person, by conference call, or by any other electronic means, or in a hybrid fashion in a combination of these methods.

The Board may propose and approve a reasonably modest annual budget for meals and refreshments at Board meetings and gatherings.

Article III. Standing Committees

The Programming Committee shall be responsible for proposing, planning, and implementing the full range of the Association's events, in coordination with the Board. To fulfill its mandate, the Committee shall:

- (a) Maintain regular communications with its informal membership, which shall consist of
 - (i) Harvard Law School alumni, in the Washington, DC metropolitan area, who opt into participating in the Committee's activities, and (ii) all Board members, as *ex officio* Committee members;
- (b) Meet regularly to coordinate its operations, providing Committee members opportunities to participate in event planning and implementation;
- (c) Report regularly to the Board of Directors.

Article IV. Special Committees

The President may from time to time appoint one or more members of the Board to serve on an additional or special committee for the purposes defined by the President and as s/he believes is advisable. No committee shall take any action committing the Association without the express authorization of the President.

Article V. Fiscal Year

The fiscal year of the Association shall be the twelve calendar month period ending June 30 in each year, unless otherwise provided by the Board of Directors.

Article VI. Indemnification.

Section 1. Indemnification

As mandated by the Articles of Incorporation, the Association shall, to the fullest extent now or hereafter permitted by law, without the requirement of any additional authorization by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director or officer of the Association, or, while a Director or officer of the Association, is or was serving at the request of the Association as a representative of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Association. The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, in itself, determinative that the officer or Director did not meet the standard of conduct for indemnification under this Article.

Section 2. Advance for Expenses.

The Association shall, before final disposition of a proceeding and without the requirement of any additional authorization by the Board of Directors, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she is or was an officer or Director if the individual delivers to the Association (1) a written statement signed by the individual setting forth his or her good faith belief that he or she has met the relevant standard of conduct described in the Bylaws and the Nonprofit Act and (2) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under the Bylaws or mandatory indemnification under the Nonprofit Act.

Section 3. Determination of Indemnification.

Unless a determination is not required because indemnification is mandatory under the Nonprofit Act, the determination as to whether indemnification or advancement of expenses under this Article is permissible because the party seeking indemnification has met the relevant standard of conduct in the Articles of Incorporation, Bylaws and the Nonprofit Act, shall be made in accordance with the Non-Profit Act.

Section 4. Contractual Obligation.

The obligations of the Association to indemnify a Director or officer under this Article, including the duty to advance expenses, shall be considered a contract between the Association and such Director or officer, and no modification or repeal of any provision of this Article shall affect, to the detriment of the Director or officer, such obligations of the Association in connection with a claim based on any act or failure to act occurring before such modification or repeal.

Section 5. Severability.

Each provision of this Article is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article.

Section 6. Indemnification Not Exclusive, Inuring of Benefit.

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 7. Insurance, Security and Other Indemnification.

The Board of Directors shall have the power to (i) authorize the Association to purchase and

maintain, at the Association's expense, insurance on behalf of the Association and others to the extent that power to do so has not been prohibited by applicable law, (ii) create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations and (iii) give other indemnification to the extent not prohibited by the Nonprofit Act.

Section 8. Non-Liability.

Except as required by law, the incorporators, directors and officers of the Association shall not be liable for any debt, liability or obligation of the Association. All persons or other entities extending credit to, contracting with, or having a claim against, the Association may only look to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or for any money that may otherwise become due or payable to them from the Association.

Article VII. Amendments

Amendments to these By-Laws may be proposed in writing by any member of the Board, and shall be submitted to a vote of the Board. The Board of Directors will review these By-Laws at least once every 5 years. A two-thirds vote of the Board is required to adopt any proposed amendment to the By-Laws.

Attachments & Certificate

Attachment A: HLSA-DC Delegated Authority Policy

Voted and agreed by the Board of Directors.

Date: June 27, 2023

**CERTIFICATE OF THE PRESIDENT OF THE HARVARD LAW SCHOOL
ASSOCIATION OF THE DISTRICT OF COLUMBIA**

I, Tony Chan, hereby certify that I am the President of the Harvard Law School Association of the District of Columbia, and that the foregoing is a true and correct copy of the By-Laws of the Harvard Law School Association of the District of Columbia adopted by its Board of Directors on June 27, 2023.

Dated: June 27, 2023



Attachment A

Delegated Authority Policy Regarding Expenses for Approved Club Event.

1. The Board is aware that unforeseen issues related to previously approved Club events may arise between meetings of the Board and it is not feasible to call a Board meeting for a vote, nor is it feasible for the Board to seek to act using a Unanimous Consent written procedure.
2. Provided that the Club event was previously presented to, discussed by, deliberated and approved by the Board, and there was a good faith estimate provided of the anticipated expense for the upcoming Club event which was agreed upon by the Board, then in the event of any increase in the anticipated expense of the Club event, or any other proposed material change to other critical elements of the Club event (e.g., change in date, change in location, decision whether to permit or change co-sponsorship of the event by another Harvard Law School Association Club or other outside organization, etc.), the Board agrees to the following delegation of authority:
3. The organizer of the Club event will notify both the President and the Treasurer of the increase in the anticipated expense or other proposed material change to the Club event.
4. The President will review the increase in the anticipated expense or other proposed material change to the Club event and apply his or her business judgment to decide whether to accept any such proposed increase or material change. If the President rejects the proposed increase or material change, the organizer of the Club event can try to renegotiate the anticipated expense or other material changes, or if it is not possible to negotiate a lower expense amount for the Club event or modify the material changes, then the organizer of the Club event, in consultation with the President and Treasurer, shall cancel the Club event. This action to cancel a Club event shall be reported to the Board at the next regularly scheduled Board meeting.
5. If the President accepts the increase in the anticipated expense or other proposed material change, either as initially presented or as part of a renegotiated proposal, the President shall exercise his or her contractual authority as the chief executive officer of the Club and bind the Club by contract for the Club's performance associated with the Club event. At the next scheduled Board meeting, the President and Treasurer shall provide a brief update to the Board of the action taken as allowed under this delegation of authority Board policy.
6. Notwithstanding any of the previous provisions, the President shall not approve an increase in expenses in excess of twenty-five percent (25%) of the original good faith estimate of the anticipated expense for the Club event. The President may, in his or her discretion, schedule an emergency board meeting if needed to address any such issue.
7. If the organizer of the event is either the Treasurer or the President (or one of them is unavailable), the same review process shall be followed as described above, except with

the Vice-President substituting for the organizer of the event (or the absent officer) in the review process. If the President and Treasurer are both unavailable to approve pursuant to the process above, then an emergency Board meeting may be scheduled to address any such issue.

Approved by Board of Directors on July 27, 2022.