



HARVARD CLUB
OF SHANGHAI
上海哈佛大学校友会

Constitution & Bylaws

The Harvard Club of Shanghai

Adopted by a meeting of the Harvard Club of Shanghai on August 30, 2012
Amended and adopted by a meeting of the Harvard Club of Shanghai on December 14, 2018

CONSTITUTION OF THE HARVARD CLUB OF SHANGHAI

(the “Constitution”)

Article I. Name and Purpose

Section 1. Name

The name of this organization shall be the Harvard Club of Shanghai (the “Club”).

Section 2. Purpose

The Club is organized and shall be operated exclusively for educational, charitable and social purposes. In furtherance of such purposes, the Club shall:

- > Foster a spirit of community and fraternity among graduates, former students, faculty, and current students of Harvard University;
- > Serve in extending knowledge of the aims and achievements of Harvard University in general and to alumni and alumnae in the Shanghai Region;
- > Support Harvard University in its admission processes including influencing outstanding young men and women to apply to Harvard University (e.g., interviewing, applicant parties, new admit parties);
- > Promote the engagement and interest of all alumni and alumnae in the academic and extracurricular activities of Harvard University;
- > Serve as liaison between alumni and the Harvard Alumni Association (the “HAA”), and gather and communicate the views of alumni and alumnae to the HAA;
- > Represent the interests of Harvard University in the Shanghai Region;
- > Cooperate with the HAA to strengthen the Club and encourage the establishment of new clubs;
- > Promote and encourage communication between Harvard University and its alumni and alumnae residents in the Shanghai Region;
- > Protect and promote the Harvard University name and trademarks;
- > To serve as the umbrella organization and umbrella Club for the various Harvard clubs and organizations, including professional and graduate school clubs, in the Shanghai Region;
- > Cooperate actively with other alumni clubs in Greater China along with the Harvard Center Shanghai to foster a spirit of community among graduates, former students, faculty, and current students of Harvard University across Greater China; and
- > Generally do all the things necessary and desirable to pursue any of the activities mentioned above.

Article II. Membership, Benefits and Obligations

Membership in the Club shall be open to anyone who is based in the Shanghai Region or otherwise has demonstrated strong affiliation with the Club to the reasonable satisfaction of the Board and qualifies under one or more of the following categories:

Section 1. Regular Membership and Benefits

Any Degree Holder who has fully paid her/his Dues is a regular member of the Club (the “**Regular Member**”).

Only the Regular Members are eligible to vote on matters with respect to the Club pursuant to this Constitution and the Bylaws, including elections of the Directors and Officers of the Club, and only the Regular Members are eligible to serve as the Directors and Officers of the Club.

The Regular Members are eligible to priority access to, and price discounts, if any, for, all the events organized, hosted or sponsored by the Club (the “**Club Events**”).

Section 2. Associate Membership and Benefits

Any Degree Holder who has not fully paid her/his Dues is an associate member of the Club (the “**Associate Member**”).

The Associate Members are not eligible to vote, or any priority access to, or price discounts for, any Club Events.

Section 3. Affiliate Membership and Benefits

Any person who falls under any of the following categories and has fully paid the Dues is an affiliate member of the Club (the “**Affiliate Member**”):

- > any person who has received a certificate of completion from an official program of Harvard University of six weeks or more;
- > any person who has received an honorary degree from Harvard University;
- > any person who has completed at least one semester at Harvard University or Radcliffe College as a student, faculty member, or instructor;
- > any current enrolled degree candidate at Harvard University;
- > a parent of any current undergraduate at Harvard University;
- > any current or former postdoctoral fellows of Harvard University;
- > any spouses and minor children of Regular Members including any other person and employees of Harvard University, but subject to the prior approval from the Board.

The Board may, at its sole discretion, waive the Dues from any of the foregoing sub-category of Affiliate Members.

The Affiliate Members are not eligible to vote, or any priority access to all Club Events, but eligible to price discounts to all Club Events.

Section 4. Honorary Membership and Benefits

Certain persons not meeting the criteria of a Regular Member or Associate Member as set out above but who are nominated on their merits by any current Director, such as persons having a keen involvement in US-China relations or who make an invaluable contribution to Harvard University or the Club, may be appointed as honorary members of the Club (“Honorary Members”), subject to the approval of the Board. For the avoidance of doubt, the Crimson Circle members are a type of Honorary Members.

The Honorary Members are not eligible to vote, but eligible to all the Club Events (except for the annual general meeting of the Club) and price discounts to any Club Events.

Section 5. Members’ Obligations

All the Members are required to disclose contact information (postal and email addresses) to the Secretary General of the Club so that information can be disseminated on a timely basis. Each of the Members should offer to the Membership Committee an accurate description of her/his affiliation with Harvard University. Any Member who violates this Constitution or the Bylaws may be expelled from the Club by the Membership Committee.

Section 6. Wechat Group Access Benefits

Access to the official Wechat Group of the Club are granted to the following members on a descending order of priority: (a) Regular Members; (b) Honorary Members; (c) Associate Members; and (d) Affiliate Members. However, for the avoidance of doubt, the Membership Committee can expel any member from the Wechat Group if it reasonably determines that the member has not complied with the rules with respect to the Wechat Group as adopted and announced by the Membership Committee from time to time.

Article III. Board of Directors and the Executive Committee

The affairs of the Club shall be administered by a Board of Directors. A committee of Directors consisting of a President, Vice-President(s), a Secretary General, and a Treasurer shall constitute the Executive Committee. (See Bylaws for rules governing these bodies.)

The Board of Directors shall endeavor to be representative both of the Harvard University constituencies in the Shanghai Region, and of the different schools, graduate schools, degree programs, and professional schools which make up Harvard University.

Article IV. Amendments

Articles and sections of this Constitution may be amended, altered or repealed at any Annual General Meeting or Special Meeting of the Club by a two-thirds vote of the Quorum, provided that notice of the proposed amendment, alteration or repeal has been sent at least ten days prior to such Meeting to all current Regular Members, and that at least half of the current Directors including at least one of the President and Vice-President be in attendance at such Meeting, and provided the amendment, alteration, or repeal is consistent with guidelines for Harvard clubs prescribed by the HAA.

Article V. Funds of the Club

In the event of dissolution of the Club, all its funds and other property, if any, remaining after the payment of its liabilities, shall be paid over and transferred to the President and Fellows of Harvard College for the benefit of the HAA or any successor organization.

No part of the net earnings of the Club shall inure to the benefit of any Member, Director, Officer, or other private individual except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated in Article I, Section 2 of the Constitution.

No substantial part of the activities of the Club shall consist in carrying on propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office. Nothing contained in the Bylaws or Constitution shall be read as authorizing or permitting the Club to operate other than exclusively for charitable, scientific, literary or educational purposes and no amendment of the Constitution or Bylaws shall authorize or permit the Club to be organized or operated other than exclusively for the stated purposes.

Absentee Votes must be received by the Board on or before the date of the Meeting. Absentee Votes shall count toward filling the Quorum requirements. Absentee Voting procedures may be further detailed by the Board of Directors and communicated to the Members in advance of any Meeting.

Article II. Dues

Section 1. Amount

The amount of Membership Dues shall be determined by the Board of Directors and reviewed on an annual basis. If Dues are required, they shall be paid by all Regular Member, regardless of status as an Officer or Director.

Section 2. Fiscal Year

Each Dues payment shall cover the fiscal year of the Club, which is from January 1 through the following December 31, inclusive.

Any Regular Member, supported by the signatures of nine additional Regular Members, may request the Board to call a Special Meeting.

Article III. Governing Body and Structure

The Club shall have the following organizational structure:

- > Board of Directors consisting of fifteen individuals (the “Directors”). Only Regular Members shall be eligible for election to the Board;
- > Officers consisting of a President, Vice-President(s), a Treasurer and a Secretary General (together the “Officers”). The Officers are elected by the Board from the Board membership;
- > Senior Advisors consisting of up to fifteen individuals appointed by the President and approved by the Board; and
- > Members consisting of Regular Members, Associate Members, and Honorary Members.

Article IV. The Board of Directors

The affairs of the Club shall be administered by the Board of Directors to be elected by the Regular Members.

Section 1. The Board of Directors

The governing body of the Club shall be the Board of Directors consisting of the President, the Vice-President(s), the Secretary General, the Treasurer, and additional members. The total number of Directors including Directors serving as Officers, will be no fewer than seven and no more than twenty-three.

The Board of Directors shall be representative of the Harvard University constituencies in the Shanghai Region. The Board of Directors shall also be representative of the different schools, graduate schools, degree programs, and professional schools

which make up Harvard University.

Section 2. Responsibilities of the Board

The Board of Directors shall have full power to carry out the purposes of the Club, and shall have general charge and control of its affairs, funds, and property, but shall not have the sole right to amend the Constitution or Bylaws. The Board may set forth additional rules of the Board of Directors and the Executive Committee, which may contain more detailed rules relating to the Board and the Officers in accordance with this Constitution. The Board is responsible for setting immediate goals for the current administrative year and long-range goals for future Club achievement.

Section 3. Board Meetings

The Board shall meet at least four times per year or at any time designated by the President, with the President and/or the Vice-President in attendance, to conduct the business of the Club and to review the general situation of the Club. Unless otherwise provided herein, at such Board meetings a presence of a simple majority of the Directors shall constitute a Board Quorum, and votes shall be decided by simple majority of the Directors in attendance at a Board meeting at which a Board Quorum is present. All Directors shall have equal voting rights on the Board. Any Director may designate that any voted decision be made subject to a vote by the entire Board which will be accomplished by electronic means if a meeting of the entire Board cannot be convened physically. Such electronic voting will be conducted by procedures decided to be fair as determined by the Board.

Section 4. Membership & Dues

The Board of Directors shall have full power to act on all applications for Membership and shall appoint a Director to be responsible for the approval of applications for Membership to the Club.

The Board of Directors shall set Dues and guidelines for revenue collections and fund raising. The Board of Directors shall set immediate and long-range goals for the Club's development and financial health.

Section 5. Honorary Presidents

All past Presidents of the Club will hold the title of "Honorary President" and shall be invited to attend all meetings of the Board in ex officio capacity.

Article V. Officers

Section 1. Executive Committee

The Officers of the Club shall make up the Executive Committee which shall serve

as the administrative body of the Club consisting of a President, Vice-President(s), a Secretary General, and a Treasurer. With the exception of the Secretary General, Officers shall be nominated and elected by the Board consisting of the then current Directors, in the following order: President, Vice-President(s), Treasurer. There shall be no more than two Vice-Presidents, and the exact number shall be set by the President. The Secretary General shall be appointed by the President. All Officers are members of the Board of Directors and are Regular Members. The Executive Committee shall meet to administer the activities of the Club on a regular basis as determined by the Executive Committee. Important decisions will be brought by the Executive Committee to the Board of Directors for approval.

Each Officer is elected for a two-year term, and shall not serve more than three consecutive two-year terms. In addition, an Officer's term shall not exceed his current term as Director.

Section 2. The President

The President, or in that Officer's absence the Vice-President, shall preside at all Meetings of the Club and meetings of the Board of Directors. The President, or a Vice-President so delegated by the President, shall be the primary contact with the HAA and shall serve as the Club's representative when hosting visiting University officials and representatives. The President shall appoint all committees except as otherwise provided herein, and perform such other duties as may be required by custom or by the welfare of the Club or by request from the HAA including, but not limited to, the completion of the HAA Annual Report forms.

Section 3. The Vice-President(s)

In the temporary absence of the President, the Vice-President shall be designated by the President to exercise and perform the President's duties. At other times the Vice-President shall carry out duties, such as heading important committees of the Club. The Vice-President shall perform such other duties as may be assigned by the President or the Board. More than one Vice-President may be elected at the discretion of the Board.

Section 4. The Secretary General

The Secretary General shall be appointed by the President from among the members of the Board. The Secretary General shall keep a record of all Meetings of the Club, meetings of the Board of Directors, and meetings of the Executive Committee. The Secretary General shall be the custodian of the records of the Club, shall conduct correspondence, and shall have charge of the Membership lists and mailing lists. The Secretary General shall notify all Members of Meetings and shall keep available for inspection by the Regular Membership copies of the Constitution and

Bylaws. The Secretary General shall perform other duties of the office and as assigned by the Executive Committee, Board of Directors, or President.

Section 5. The Treasurer

The Treasurer shall be authorized to collect all monies payable to the Club, shall be charged with keeping the funds of the Club, and from such funds shall make necessary disbursements. The Treasurer shall keep the Club's financial accounts and shall enter in detail all receipts and disbursements. The Treasurer shall be authorized to open an account in the name of (or on behalf of) the Club and to deposit all funds therein. The Treasurer shall regularly report on the financial situation of the Club to the Executive Committee. The Treasurer shall make an annual statement and report to the Regular Membership, or, when required, to the Board of Directors, and perform other duties of the office as assigned by the Board of Directors, Executive Committee, or President.

Section 6. Other Standing Officers

Standing Officers, if necessary, shall be appointed by the President and shall carry out the details necessary to the office to which appointed.

Article VI. Elections

Elections shall be held annually to fill vacant seats on the Board of Directors. All Regular Members shall be eligible to participate in the elections.

Section 1. Nominating Committee

The Board, or a group of Directors appointed by the Board, will serve as Nominating Committee. Nothing in the Bylaws shall prevent the nomination of Regular Members for a Board seat when properly made. Any Regular Member may be nominated for a Board seat by any Member.

The Nominating Committee shall request nominations for Board candidates at least 45 days prior to the Meeting. At the Annual General Meeting, the Nominating Committee shall present to the Membership a list of nominations for vacancies on the Board of Directors. The Nominating Committee shall prepare accommodations for Absentee Voting. In order to enable the Nomination List to be sent to the Regular Membership in time to allow for Absentee Voting, all nominations must be submitted to the Nominating Committee in writing twenty-one days prior to the Meeting date. The Nominating Committee shall present the list of nominations for vacancies on the Board of Directors first via email or mail to the Regular Membership at least fourteen days prior to the Meeting, and again at the Meeting.

Section 2. Annual Election of the Board of Directors

The annual election shall be held at every Annual General Meeting in order to fill any vacant seats on the Board of Directors unless otherwise designated by the Board of Directors. Immediately following the election of Directors, the new Board of Directors will meet to elect Club Officers to form the new Executive Committee. Newly elected Directors and Officers will take office on January 1.

Only Regular Members may stand for election. Only Regular Members are permitted to vote for Directors.

Section 3. Terms of the Directors

Each Director is elected for a two-year term, and shall not serve more than three consecutive terms, but may serve more than three non-consecutive terms.

Section 4. 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 member of the Board as appointed by the President and approved by the Board. In case of a vacancy occurring in the office of the President, a Vice-President then in office shall serve as President for the remainder of the unexpired term, and the Board of Directors shall fill the vacancy thus occasioned in the office of the Vice-President for the remainder of the unexpired term. In the case of multiple Vice-Presidents, the Board shall determine which Vice-President will fill the vacancy.

Section 5. Removal of Officers

An Officer may be removed, with or without cause, by the approval of two-thirds vote of all of the Directors.

Section 6. Notification of Election Results

Notification of election results shall be transmitted at once to the HAA.

Article VII. Special Committees & Liaisons

Section 1. Nominating Committee

The President from time to time may appoint such additional or special committee (i.e., Admissions Committee, Scholarship Committee, Schools Committee, Program Committee, New Arrivals Committee, Membership Committee) as is advisable. No committee shall take any action committing the Club without the express authorization of the President. Committees shall be chaired by an elected director but may include members appointed by the chair from among the Regular Members at large. Action by any committee shall be upon affirmative vote of a majority of its members.

Section 2. Permanent Committees

These Bylaws and the Board may decide to assign certain committees with permanent status. Such Permanent Committees fulfill core proposes of the Club. These Bylaws assign the following committees with such permanent status: (1) Admissions & Schools Committee; (2) Club Membership Committee; (3) Events & programs Committee; (4) Recent Graduates Committee; and (5) Scholarships & Book Prize Committee.

Section 3. School Liaisons

The President shall appoint a School Liaison from each of Harvard University's schools including: (1) Harvard College; (2) Harvard Medical School; (3) Harvard Divinity School; (4) Harvard Law School; (5) School of Engineering and Applied Sciences; (6) Harvard School of Dental Medicine; (7) Graduate School of Arts & Sciences; (8) Faculty of Arts & Sciences; (9) Radcliffe Institute for Advanced Study; (10) Harvard Business School; (11) Division of Continuing Education; (12) Harvard Graduate School of Education (13) Harvard School of Public Health; (14) Graduate School of Design; and (15) Harvard Kennedy School.

The School Liaison shall be (a) graduate of the respective school; (b) a resident of the Shanghai Region and (c) either (i) a Director OR (ii) if there is no sitting Director who graduated from a particular school the President shall appoint a Regular Member who is not a Director but who graduated from such school to serve as such school's liaison to the Board. The President shall endeavor to appoint that school's club president to act as that school's liaison to the Board.

Section 4. Harvard College Admissions Committee

As and when the Harvard College Office of Admissions and Financial Aid mandates that a College alumnus or alumnae coordinate College admissions interviews in the Shanghai Region, if such person is not a Director, such person shall be invited to sit on the Board in an ex-official capacity.

Article VIII. Members

Section 1. Registration

All Members are required to disclose contact information (postal and email addresses) to the Secretary General so that information can be disseminated to that Member by the Club on a timely basis. Personal data of the Members shall be used only to the extent necessary to achieve the purposes set forth in herein, and will in no way be utilized for any other purposes.

Section 2. Events

Members may participate from time to time in Club events, subject to payment of event participation fees as determined by the Board.

Section 3. Removal

The Board may remove a Member from the Membership for a reasonable cause, such as conduct unbecoming of a Member of the Club.

Article IX. Senior Advisors

The President, with approval of the Board, may appoint up to fifteen individuals at any given time as Senior Advisors. Senior Advisors shall be requested from time to time to advise the President and the Board on matters of the Club, however Senior Advisors shall not have voting rights on the Board. There shall not be any time limit on terms for Senior Advisors.

Article X. Communications

Section 1. Web Site

The Club shall maintain a web site for the purpose of disseminating information on Club matters and Harvard University in general with pertinent links where possible. The Club web site shall display current information on Membership eligibility and a mechanism for applying for Membership.

Section 2. Language

All communications to the Membership, including Notices, event notices, and the web site, shall be published and communicated in both Chinese and English.

Article XI. Finances

Direct costs for materials and services incurred for the Club events and other Club activities shall be paid for by the Club via the Treasurer. Officers, Directors and Senior Advisors shall receive no remuneration for time and effort spent on the Club activities except as determined by the President with approval by the entire Board, such approval requiring a vote of the entire Board, by electronic means if a meeting of the entire Board cannot be physically convened.

The Board shall coordinate an annual independent audit of the Club funds and accounts.

Article XII. Harvard Alumni Association

Officers and committees of the Club shall cooperate with officers, regional directors, committees, and staff of the HAA in carrying out the purposes of the HAA, and adhere to HAA requests and policies.

Article XIII. Harvard Trademark Policy

Harvard Clubs are part of the Harvard University community and the University grants Harvard Clubs permission to use the “Harvard Club” name and other University trademarks and insignias. Harvard Clubs need to comply with policies set forth in the “Policy on the Use of Harvard Names and Insignias” located on the Harvard Trademark Program’s webpage at <http://www.trademark.harvard.edu> as well as the Harvard Club Trademark Policy titled “Use and Licensing of the ‘Harvard Club’ name, the HAA Logo, and other University Trademarks,” and other such policies as shall be established by the President and Fellows of Harvard College from time to time.

Article XIV. Bylaw Amendments

These Bylaws may be amended, altered, or repealed at any Annual General Meeting or Special Meeting of the Club by a two-thirds vote of the Quorum, provided that notice of the proposed amendment, alteration, or repeal has been sent at least ten days prior to such Meetings to all current Regular Members, and that at least half of the current Directors including at least one of the President and Vice-President be in attendance at such Meeting, provided the amendment, alteration, or repeal is consistent with guidelines for Harvard clubs prescribed by the HAA.

Article XV. Capitalized Terms

- > “Degree Holders”: any person who has received a degree awarded by Harvard University.
- > “Dues”: the annual membership fee of the Club, the amount of which shall be set by the Club’s Board of Directors from time to time annually ;
- > “Executive Committee”: Article V, Section 1 of the Bylaws;
- > “HAA” means the Harvard Alumni Association;
- > “Harvard” and “Harvard University” includes Harvard’s college, graduate schools, professional schools, and degree conferring programs including:
 - Harvard College
 - Harvard Medical School
 - Harvard Divinity School
 - Harvard Law School
 - School of Engineering and Applied Sciences
 - Harvard School of Dental Medicine
 - Graduate School of Arts & Sciences
 - Faculty of Arts & Sciences
 - Radcliffe Institute for Advanced Study
 - Harvard Business School
 - Division of Continuing Education

Harvard Graduate School of Education
Harvard School of Public Health
Graduate School of Design
Harvard Kennedy School;

- > “Honorary Membership” or “Honorary Member”: Article II, Section 3 of the Constitution;
- > “Meeting(s)” means Annual General Meeting(s) and/or Special Meeting(s);
- > “Members” means Regular Members, Associate Members, Affiliate Members, and Honorary Members;
- > “Membership” means Regular Membership, Associate Membership, and Honorary Membership;
- > “Notice(s)”: Article I, Section 3 of the Bylaws;
- > “Officer(s)” means the President, Vice-President(s), the Secretary General, and the Treasurer, together also the “Executive Committee”;
- > “Permanent Committee(s)”: Article VII of the Bylaws;
- > “President”: Article V, Section 2 of the Bylaws;
- > “Quorum”: Article I, Section 4 of the Bylaws;
- > “Regular Membership”: Article II, Section 1 of the Constitution;
- > “Secretary General”: Article V, Section 4 of the Bylaws;
- > “Senior Advisor(s)”: Article IX of the Bylaws;
- > “Shanghai Region” means any province or direct-controlled municipality in China, all or a portion of whose land area is located south to the Huai River or Qingling mountain;
- > “Special Meeting(s)”: Article I, Section 2 of the Bylaws;
- > “Treasurer”: Article V, Section 5 of the Bylaws;
- > “Vice-President(s)”: Article V, Section 3 of the Bylaws.