

**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:

- President
  - Leads the Association in achieving the goals and expectations set forth herein.
  - Builds a cohesive team.
  - Convenes regular meetings of the Board.
  - 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.
  - Maintains regular contact with the HLS Alumni Relations Officer and the Harvard Law School.
- Vice President
  - Assists the President with leading and coordinating meetings of the Board.
  - Follows-up with individual Board members and the HLS Alumni Relations Office.
  - Provides leadership and coordination for specific events.
  - 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.
- Membership Chair(s)

- Maintains and updates the Association's alumni database.
- Recruits new alumni participation.
- Welcomes new alumni at events or by sending personalized email on behalf of the Association.
- Informs the HLS Alumni Relations Office of updated alumni contact information on a regular basis.
- Communications Chair(s)
  - Creates content (Association news, event announcements, etc.) and coordinates the distribution (via email) with the President and the HLS Alumni Relations Office.
  - Oversees Association's use of social media (Facebook, LinkedIn, Twitter, etc.).
  - Coordinates with Membership Committee Chair(s).
  - Coordinates with Programming Committee Chair(s) to deliver event announcements/reminders.
- Technology Chair(s)
  - Oversees the Association's website and manages online tools provided by the Harvard Law School.
  - Responsible for serving as the main liaison between the association and the HLS Alumni Relations office for technology related issues, concerns, or requests.
  - Trains others on the use of the online tools.
- Programming Chairs
  - Creates a calendar of events in coordination with the President and Vice President and ensures a variety of Association activities for the year.
  - Coordinates with committee members to schedule and plan events.
  - Assists with the planning and execution of events.
- Mentorship Chair(s)
  - Oversees summer programs with HLS Summer Associates and/or newly admitted students.
  - Coordinates alumni mentorship opportunities for recent grads/young alumni (matching senior alumni with young alumni).
- Treasurer
  - Maintains a bank account for the Association.
  - Oversees a budget and keeps records of all financial transactions.

- Collects and distributes Association's finances (bills, receipts, etc.).
- Coordinates with programming chair(s), President and Vice President to ensure that events are within the Association's budget.
- Secretary
  - Circulates agendas in coordination with the President and Vice President and takes notes before and after each Board meeting.
  - Circulates the meeting minutes to the Board.
  - May also be responsible for logistics for Board meetings in coordination to the Board – including communicating meeting dates/locations to the Board and/or conference calls.
  - Coordinates the creation/updating of bylaws with the Board.

### *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 shall seek to assist the Programming Chair(s) with the planning of at least one event during the calendar year, shall report on any projects for which they may be responsible, participate in the proposal of programs for the benefit of the Association, and assist in the preparation and planning of ongoing activities, and assume such other duties as conferred by the President.

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*

Meetings of the Board of Directors shall be held on a regular basis as called by the President. The President (or if unavailable, the Vice-President) shall preside over meetings of the Board of Directors. The Board meetings can be in person or by conference call

**Article III. 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 III.

*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 IX 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 III, 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 III 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 III.

*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 IV. 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.

#### **Article V. 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 VI. 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.

Voted and agreed by the Board of Directors.

Date:

\_\_\_\_\_

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

*I, Juanita C. Hernandez, 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 March 22, 2017.*

*Dated: 3-22-2017*

*Juanita C. Hernández*