

HARVARD UNIVERSITY CLUB OF OTTAWA
CONSTITUTION¹

ARTICLE I

Section 1. Name

The name of this organization is the Harvard University Club of Ottawa and the short name is HUCO.

Section 2. Mission and Purposes

This club is organized and shall be operated for educational, charitable and public/community-service purposes. In furtherance of such purposes, the club shall:

1. Foster a spirit of cooperation among Harvard alumnae and alumni, Harvard Faculty, and current students of Harvard University and schools;
2. Serve in extending knowledge of the aims and achievements of Harvard University and schools to alums in the region;
3. Influence outstanding high-school and university students to apply to Harvard College and graduate schools (e.g., interviewing applicant/parties/new admit parties);
4. Promote the interest of all alums in the academic and extracurricular activities of Harvard;
5. Communicate the views of alums in the region to the Harvard University and various alumni associations at Harvard University and schools;
6. Represent the interests of the University in the region;
7. Cooperate with the Harvard Alumni Association (HAA) to strengthen the club and encourage the establishment of new clubs;
8. Promote and encourage communication between Harvard University and its alums residing in the area;
9. Promote and encourage cooperation with other Harvard alum clubs and associations
10. Promote and encourage cooperation with other alum associations in Canada's Capital region in activities and initiatives that serve the purposes of the Club; and
11. Recognize achievers who make an outstanding and lasting contribution to the purposes of the Club and Harvard community.

ARTICLE II: MEMBERSHIP

Active membership in the club shall be open to anyone who qualifies under one or more of the following categories:

1. Any person who is recognized as an alum by Harvard University and its schools;
2. Any person who has completed one semester at Harvard University as a student, or as an instructor (includes Senior Fellows);
3. Any person who has completed one semester at Harvard University as a Faculty member;
4. Any person who has received an honorary degree from Harvard University;
5. Parents of present or former students; and
6. Spouses of HUCO members.

ARTICLE III: OFFICERS AND BOARD OF DIRECTORS

The governance of the club shall be administered by an Executive Committee, and the following officers:

- President, President Elect, Secretary, Treasurer and Vice Presidents representing the Graduate School of Arts and Sciences (GSAS), Harvard College and Schools with more than 40 alums in the region and a Vice President representing the parents of Harvard students and alums. (See Bylaws for rules governing these bodies.)

ARTICLE IV: AMENDMENTS

Articles and sections of this Constitution may be amended, altered or repealed at any annual or special meeting of the club by a two-third (2/3) vote of those present, provided that notice of the proposed amendment, alteration or repeal has been sent at least ten days prior to such meetings to all current club members, and provided the amendment, alteration, or repeal is consistent with the governance guidelines for Harvard clubs prescribed by the HAA.

ARTICLE V: FUNDS OF THE CLUB

In the event of dissolution of the Harvard University Club of Ottawa, 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 Harvard University Club of Toronto, the HAA, or any successor organization of either, provided that such organization, has been determined to be exempt from federal income tax and organized and operated educational, charitable and public/community-service purposes, as the Board of Directors may by vote determine.

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 Constitution shall be read as authorizing or permitting the club to operate other than exclusively educational, charitable and public/community-service purposes and no amendment of the Constitution shall authorize or permit the club to be organized or operated other than exclusively for the stated purposes.

ARTICLE VI: MEETINGS OF MEMBERS

Section 1. Annual Meeting

The Annual Meeting shall be held at a time and place to be determined by the Executive Committee at which time the election of the officers and Executive Committee shall take place.

Section 2. Special Meetings

Special meetings shall be held when called by the Executive Committee.

Section 3. Notice of Meetings

The Secretary as directed by the Executive Committee shall give notice of meetings.

Section 4. Quorum

Each active member in good standing shall be entitled to one vote upon any matter coming before the club. At meetings of the club, all members attending the meeting shall constitute a quorum.

ARTICLE VII: DUES

Section 1. Amount

The amount of membership dues shall be determined by the Executive Committee.

Section 2. Fiscal Year

Each dues payment shall cover the fiscal year of the club, which is from July 1 through the following June 30, inclusive.

ARTICLE VIII: GOVERNING BODY

Section 1. Executive Committee (Board of Directors)

The governing body of the organization shall be an Executive Committee consisting of the elected officers of the club and any other members as approved by the Executive Committee, of whom one shall be the immediate Past President of the club. Additional members may be elected at the Annual Meeting of the club, or when their successors have been chosen. All members shall have voting rights.

Section 2. Powers and Responsibilities

The Executive Committee shall have the full power to carry out the purposes of the club, and shall be accountable for its governance, funds, and property, but shall not have the sole right to amend this Constitution. It is responsible for setting immediate goals for the current administrative year and long-range goals for future club achievements.

Section 3. Meetings

The Executive Committee shall meet at least four times per year to plan the activities of the club and to review the general club situation, or at any time designated by the President. The Secretary will be responsible for notifying each member of the committee. At such meetings a majority constitutes a quorum. The Executive Committee shall have full power to act on all applications for membership.

ARTICLE IX: OFFICERS

Section 1. Officers

The officers shall be the administrative body of the club and shall consist of a President, an Executive Vice President, Vice President(s), Secretary, and Treasurer. All officers shall be elected as provided in the Constitution.

Section 2. President

The President shall preside at all meetings of the club and Executive Committee. The President shall appoint all committees, except as otherwise provided by this Constitution, 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. The President's term is limited to a maximum of two years.

Section 3. Executive Vice President

In the temporary absence of the President, the Executive Vice President shall exercise and perform the duties of the President. At other times the Executive Vice President shall carry out such duties, such as heading important committees of the club, as may be delegated by the President to the Executive Committee. To ensure continuity and a smooth transition, the Executive Vice President succeeds the President at the end of the two years presidential term or earlier upon the departure of the President.

Section 4. Vice Presidents

- a) The Vice Presidents work as a team to organize events. Whenever feasible, they tap into the intellectual capital of the University through the Speakers-Bureau programs of HAA and their respective schools.

- b) In the temporary absence of the Executive Vice president, a Vice president shall be designated by the President to exercise and perform the duties of the Executive Vice President.

Section 5. Secretary

The Secretary shall keep a record of all meetings of the club and Executive Committee (Board of Directors). The Secretary shall be the custodian of the records of the club, conduct correspondence, and have charge of the membership and mailing lists. The Secretary shall notify all members of club meetings and shall keep available for inspection by the club members, copies of the Constitution and Bylaws. The Secretary shall perform other duties of the office and as assigned by the Executive Committee or President.

Section 6. 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 the 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 the club and deposit all funds therein. In the spirit of transparency, the Treasurer shall publish the financial statements of the Club on the Club's website. Further efforts should be made to post the financial results (if any) of each event. The Treasurer shall make an annual statement and report to the club, or, when required, to the Executive Committee, and perform other duties of the office as assigned by the Executive Committee or the President.

Section 7. 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 X: ELECTIONS

Section 1. Nominating Committee

The President, with the approval of the Executive Committee, shall appoint a nominating committee. The nominating committee shall present to a meeting of the club called for that purpose a list of nominations for the positions of President, Executive Vice President, Vice president(s), Secretary, Treasurer, and any additional members of the Executive Committee. Nothing in the Constitution or Bylaws shall prevent the nomination of members for any or all of these positions when properly made from the floor.

Section 2. Annual Election

The annual election shall be held at a time designated by the Executive Committee as indicated in Article VI. Newly elected officers will take office on July 1.

Section 3. President's term

The President shall be elected for a two-year term, and shall not serve additional 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 the Executive Committee. In case of a vacancy occurring in the office of the President, the Executive Vice President then in office shall serve as President for the remainder of the unexpired term, and the Executive Committee shall fill the vacancy of the Executive Vice president for the remainder of the unexpired term.

Section 5. Removal of Officers

An officer may be removed, with or without cause, by 2/3 vote of the Executive Committee.

Section 6. Notification of Election Results

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

ARTICLE XI: SPECIAL COMMITTEES

The president from time to time may appoint such additional or special committee (i.e., Scholarship Committee, Schools Committee, Program Committee, Membership Committee, Committee for a Charity, Public Service or a Community Project) as is advisable. No committee shall take any action committing the club without the express authorization of the President. Action by any committee shall be upon affirmative vote of a majority of the Executive Committee.

ARTICLE XII: HARVARD ALUMNI ASSOCIATION

Officers and committees of the Harvard University Club of Ottawa, shall cooperate with officers, HAA Director for Clubs and SIGs, committees, and staff in carrying out the purposes of the latter Association, 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.*"

ARTICLE XIV: BYLAW AMENDMENTS

Bylaws may be amended, altered, or repealed at any annual or special meeting of the club by a 2/3 vote of those present, provided that notice of the proposed amendment, alteration, or repeal has been sent at least ten days prior to such meetings to all current club members and provided the amendment, alteration or repeal is approved by the HAA Executive Committee.

¹ Acknowledgments and Background Note:

This Constitution was written by a team of three lawyers and elected HUCO Directors namely Ron Cohen, Penny Collenette and Kimberly Ellard. Alain Paul Martin briefed the team on the extensive work done by Barbara Lukasewicz in 2008 and sought the feedback of Harvard University alums throughout the summer of 2010. The final document was approved at HUCO's Annual General Meeting, held at The British High Commission, in Ottawa, on November 25, 2010.

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