

**HARVARD DIVINITY SCHOOL
ALUMNI/ALUMNAE ASSOCIATION**

CONSTITUTION & BYLAWS

CONSTITUTION

**Article I
General Provisions**

Section 1. Name

The name of this organization shall be the “Harvard Divinity School Alumni/Alumnae Association” [hereinafter the “Association”], an adjunct organization supporting the Harvard Divinity School [hereinafter the “School”] and Harvard University [hereinafter the “University”].

Section 2. Mission

The Association’s mission shall be to connect alumni and alumnae with each other and with the School in a mutually helpful and reinforcing community that enhances the lives of its members and supports them in their ongoing search for meaning, mission, and value, and that raises up models for present and future alumni and alumnae in their pursuit of justice, love, and compassion; and, to those ends-

- (a) to create a forum for the exchange and expression of the alumni and alumnae’s views, and a voice to advocate those views;
- (b) to represent alumni and alumnae to the School, and to represent the School to them;
- (c) to advise the Dean and his or her administration about matters of recruiting and admissions, the curriculum, placement and other services, alumni and alumnae affairs and development, and continuing theological education, and about such other matters as to which the Dean seeks its advice or as to which it desires to offer such advice;
- (d) to advocate the School’s interests within the University; and
- (e) to recognize alumni and alumnae for their achievement and contribution toward these ends.

Section 3. Status

The Association is a constituent of the Harvard Alumni Association, whose constitution and bylaws (and action taken under their authority) control and supersede these bylaws and action taken under their authority. This constitution incorporates the Harvard Alumni Association’s constitution and bylaws.

Section 4. Authority

This constitution and action taken under its authority is the basis for the conduct of all business in the Association. The Alumni/ae Council may adopt any useful resolution, or may by a two-thirds vote adopt bylaws that supplement this constitution. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in every case to which they apply and in which they are consistent with this constitution and action taken under its authority.

Section 5. Diversity

- (a) **Pluralism.** The Association shall encourage the participation and representation in its leadership of the many diverse groups within the Association, within the School, and within the communities that the Association and the School serve.
- (b) **Nondiscrimination.** The Association shall not discriminate, and shall actively oppose discrimination, on the basis of (1) ancestry, color, or race, (2) cultural or ethnic background, (3) economic disadvantage, (4) ideological, philosophical, or political belief or affiliation, (5) marital or parental status, (6) national or regional origin, (7) physical disability, (8) religion, or religious or denominational affiliation, (9) gender, (10) sexual orientation or preference, or (11) any other status on the basis of which discrimination is prohibited or discouraged by (A) this constitution, (B) the University or the School, or (C) the law of the United States or of the Commonwealth of Massachusetts (whether or not the law applies directly to the University, the School, or the Association).

Article II Membership

Section 1. Composition

- (a) **Alumni and alumnae.** The Association's membership includes all the School's alumni and alumnae. For the purposes of this constitution, an "alumnus" or "alumna" includes anyone who has received a degree or certificate through the School. Any such alumnus or alumna is automatically a member without need for any further application, election, or enrollment.
- (b) **Other members.** The bylaws may provide for other members, who shall enjoy all the rights and privileges of alumni and alumnae, except as this constitution or the bylaws otherwise provide.

Section 2. Annual meeting

- (a) **Business.** The Association shall meet annually in connection with the School's exercises for Commencement. Any member may attend and vote at the annual meeting, which shall enjoy the exclusive right of electing officers (art. IV) and directors (art. III) and of amending this constitution (art. VII), and may also consider such reports and other business as the Alumni/ae Council may submit for its consideration.
- (b) **Quorum.** The members present at the annual meeting shall constitute a quorum.

Article III Alumni/ae Council

Section 1. Function

The governing board is the Alumni/ae Council [hereinafter the "Council"], in which the Association's highest policymaking and executive authority resides. The Council may act on the Association's behalf in any matter, except to the extent that such action is inconsistent with this constitution. The Council may review any action by the Executive Committee or any other committee, officer, or other agent.

Section 2. Composition

The Council shall consist of (a) the officers (art. IV); (b) the immediate past President; (c) twelve directors, with four directors being elected annually for a three-year term; and (d) as a nonvoting member, the Dean or his or her representative. The Bylaws may also provide for voting or nonvoting representation from any organization or other group within the Association that consists of alumni, alumnae, or both.

Section 3. Meetings

- (a) **Annual meeting.** The Council shall meet at the School (or, if space is unavailable at the School, elsewhere at the University) in conjunction with the annual meeting.
- (b) **Other meetings.** The Council shall ordinarily meet twice between annual meetings, at least once outside the Commonwealth of Massachusetts, at the President's call. The Council may schedule more or fewer meetings as necessary.
- (c) **Quorum.** The Council's quorum shall consist of one-third of its membership.

Article IV

Officers

Section 1. Officers

The officers shall be a President, a Vice-President, a Secretary, a Treasurer, and the School's appointed directors to the Harvard Alumni Association board.

Section 2. Duties

- (a) **President.** The chief executive, operating, administrative, and presiding officer is the President, who shall (1) chair the Association, the Council, and the Executive Committee; (2) subject to review by the Council or the Executive Committee, enforce and interpret this constitution and implement each bylaw or resolution that supplements it; (3) appoint the members of each committee (other than the Executive Committee), except as the Council provides otherwise; (4) undertake or delegate any responsibility not otherwise assigned; and (5) be the general representative and official spokesperson.
- (b) **Officers.** Each officer shall perform (1) the duties customarily incident to his or her office, including (but not limited to) those duties that the parliamentary authority prescribes; and (2) such other duties as this constitution, the Council, the Executive Committee, or the President prescribes.

Section 3. Executive Committee

The officers shall constitute the Executive Committee, which shall generally manage the Association's affairs between the Council's meetings. The Committee may act on the Association's behalf to the extent that such action (a) is not inconsistent with this constitution or with any bylaw or resolution that supplements it; and (b) does not commit the Association to any action that the Council cannot review or undo at its next meeting, unless (1) the Council has explicitly delegated the power to so act, or (2) the action is so routine or uncontroversial that the Committee unanimously believes the Council will not object.

Article V Elections

Section 1. General provisions

- (a) **Officers.** The Association shall elect the officers, at the annual meeting in each odd-numbered year, for a two-year term; but shall elect the School's appointed directors to the Harvard Alumni Association board for the terms for which that association provides.
- (b) **Directors.** The Association shall elect the directors, at the annual meeting, with four directors being elected annually for a three-year term.

- (c) **Qualifications.** No person shall be an officer or a director unless he or she has received a degree or a certificate through the School. No other qualifications shall be prescribed.
- (d) **Term.** Each officer and director shall serve from his or her election until his or her successor is elected.

Section 2. Nominating Committee

The President, with the Council's advice and consent, shall annually appoint a Nominating Committee, including a chair. The Committee shall consist of five members of the Association, chosen with due regard for diversity, of whom –

- (a) at least three are serving as an officer or director,
- (b) not more than three are serving as an officer, and
- (c) at least one has never served as an officer or director.

The Committee shall before each annual meeting nominate at least one nominee for each available directorship and office. The Committee shall actively recruit the best nominees, and need not nominate only from those who apply.

Section 3. Election

- (a) **Nominations.** The Nominating Committee shall report at the annual meeting. The Nominating Committee shall report its nomination or nominations for each election, after which any member may from the floor nominate any other member. Any unopposed nominee is automatically elected.
- (b) **Election.** The vote shall be taken by secret ballot. Election shall occur by simple majority, disregarding (1) abstentions, and (2) votes cast for a candidate who (A) is ineligible for election, (B) was not nominated, or (C) has been excluded as provided herein. If no nominee gets a majority, the meeting shall again ballot, in which case the nominee or nominees with the fewest votes on the last ballot are excluded unless such exclusion would leave only a nominee with less than a simple majority. In the case of a tie, the meeting may invite each nominee to speak for up to three more minutes, than shall continue to ballot until an election occurs.

Section 4. Vacancies

- (a) **President.** The Presidency shall dissolve upon the Vice-President (or, if the Vice-Presidency is vacant, upon the Secretary; or if the offices of Vice-President and Secretary are both vacant, upon the Treasurer) whenever the office is vacant or the incumbent is under a disability. Whenever the Presidency is vacant, the successor shall become President for the remainder of the unexpired term.
- (b) **Director elected as officer.** A director who is elected as an officer thereby vacates his or her directorship, in which case the vacancy shall ordinarily be filled at the same meeting.

The Nominating Committee shall accordingly nominate a new director in succession to any director that it nominates for office.

- (c) **Other vacancies.** The Council shall determine when an office or directorship is vacant, or when its incumbent is under a disability, and shall accordingly provide for the vacancy (except as this section otherwise provides) to be filled until the next annual meeting. (If no election would ordinarily have occurred at that annual meeting, then the meeting shall nevertheless elect a successor, who shall serve until the annual meeting at which the next election would ordinarily have occurred.) The Council shall likewise provide for the exercise of any office during a vacancy or during the incumbent's disability.

Article VI Finance

Section 1. Income

The Association may receive gifts or levy dues in order to defray its expenses.

Section 2. Dissolution

The School shall succeed the Association in case of the Association's dissolution.

Article VII Amendment

This constitution may be amended at any annual meeting by a two-thirds vote, provided that the proposed amendment was submitted in writing by a member to the Secretary not later than the last meeting of the Council held more than thirty days before the annual meeting.

BYLAWS

Article I Committees

Section 1. Committees generally

The Executive and Nominating committees operate as the constitution provides. This article applies to each other committee.

Section 2. Special Committees

The Council or the President (subject to the approval of the Council) may establish any necessary special committee. Each special committee expires within one year (or, in the case of a committee appointed by the President, by the end of his or her term) unless the Council establishes it as a standing committee or otherwise extends it life.

Section 3. Composition

Unless the Council otherwise provides, the President shall appoint each committee's chair and members. The President is a member ex officio of each committee. A member of the Association who is not a councilor may serve on any committee.

Section 4. Management

The Executive Committee shall generally manage the other committees. The President shall ordinarily appoint at least one officer and two directors to each standing committee. Each officer and director shall ordinarily serve on at least one standing committee.

Section 5. Standing Committees

The Council primarily operates through the following standing committees:

- (a) Awards. The Awards Committee raises up models for present and future alumni and alumnae in their pursuit of justice, love, and compassion; and, to those ends, recognizes alumni and alumnae for their achievement and contribution toward the Association's mission. The Committee annually recommends the following awards for the Council's consideration –
 - (1) Katzenstein Award: an award in honor of Rabbi Martin Katzenstein, ThM '58, who was associated with the School for many years and who was acting Dean of Students when he died suddenly in 1970. The award honors an alumnus or alumna who has earned a degree from the School and who exhibits a passionate and helpful interest in the lives of other people, an informed and realistic faithfulness, an embodiment of the idea that love is not so much a way of feeling as a way of acting, and a reliable sense of humor; and
 - (2) First Decade Award: an award upon an alumnus or alumna whose pursuit of his or her vocation, however understood—that is, within a formal ministry, in education, in the arts, or in a profession to which

he or she has brought the values and competencies cultivated through his or her education through the School—is an inspiration and an encouragement to all alumni and alumnae to rededicate themselves to the values, hopes, and visions that led them to study at the School and launched them into their service since. The award honors an alumnus or alumna who has earned a degree from the School within the past ten years and whose vocation confirms our hope that God is present as justice, peace, and beauty, and whose achievement inspires our striving for truth, compassion, and service.

- b. Diversity. The Diversity Committee—
- (1) Encourages the participation and representation in the Association’s leadership of the many diverse groups within the Association, within the School, and within the communities that the Association and the School serve; and
 - (2) Serves as the Council’s liaison with any organization or other group within the Association for whose representation on the Council the bylaws provide.

Article II Nominations

Section 1. Guidelines

The Nominating Committee shall ordinarily observe the guidelines in this article when nominating officers and directors. The Committee may depart from any such guideline for good cause, in which case its report shall so note. These guidelines apply only to the Nominating Committee, and do not affect any nomination from the floor or the eligibility for election of anyone so nominated.

Section 2. Officers

- (a) No member shall ordinarily be nominated for the office unless he or she has served as a director for at least one year before the election.
- (b) No member who has held an office for more than three years without interruption shall ordinarily be renominated for the same office without an interruption in service for at least two years. For the purposes of this paragraph, service as a director or in a different office does not count toward service in the office for which the member is being considered.
- (c) No member who has served on the Alumni/ae Council in any role or combination of roles for more than nine years without interruption shall ordinarily be nominated as an officer or as a director without an interruption in service for at least two years.

Section 3. Directors

No director who has served for more than five years without interruption shall ordinarily be renominated as a director without an interruption in service for at least three years. For the purposes of this section, service as an officer counts toward service as a director.

Section 4. Consultation

The Nominating Committee shall consider input from any organization or other group within the Association that offers it.

Article III Attendance

Section 1. Attendance

The Council expects that each officer and director will attend its meetings. The Secretary shall track each officer's and director's attendance in Council.

Section 2. "Meeting" defined

For this article's purposes—

- (a) a "meeting" means a meeting of the Council; and
- (b) a "term" means the current term for which the officer or director was elected, and does not include any prior service in the same or a different office or directorship.

Section 3. Vacancy by nonattendance

If an officer or director is absent without excuse from two consecutive meetings or three meetings during his or her term, then the office or directorship is vacant and a successor shall be elected.

Section 4. Excused absence

The Council, by a two-thirds vote, may excuse for good cause an officer's or director's absence from a meeting, in which case the absence shall not count for the preceding section's purposes. A motion for such an excuse is in order only if—

- (a) the officer or director himself or herself requests the excuse by written notice to the Secretary,
- (b) the request is made by the first meeting following the absence; and
- (c) the officer or director has not made a similar request during that term.

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