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ANNEXE

**Article 1. Definitions**

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- 1.1 HSSPA.**  
Harvard Students' Spouses and Partners Association.
- 1.2 HARVARD UNIVERSITY.**  
Harvard University, Cambridge, Massachusetts, USA.
- 1.3 MEMBER.**  
A HSSPA member.
- 1.4 AFFILIATE.**  
A Harvard University student, post-doc, visiting fellow, staff or other Harvard University affiliate.
- 1.5 PRESIDENT, VICE-PRESIDENT, EXECUTIVE COMMITTEE, EXECUTIVE COMMITTEE MEMBER.**  
The HSSPA President as referred to in Section 4.3, the HSSPA Vice-President as referred to in Section 4.3.6, the HSSPA Executive Committee as referred to in Section 4.4, a member of the HSSPA Executive Committee as referred to in Section 4.4.2.
- 1.6 OFFICIAL MEETING.**  
A meeting of the Executive Committee that complies with the quorum requirements as set out in Section 4.4.5.
- 1.7 DEPARTMENT.**  
A HSSPA department as referred to in Section 4.6.
- 1.8 OFFICER, MANAGER, COORDINATOR, VOLUNTEER, CONTRACTOR.**  
A HSSPA officer as referred to in Article 5, a HSSPA manager as referred to in Section 5.1, a HSSPA coordinator as referred to in Section 5.2, a HSSPA volunteer as referred to in Section 6.1, a HSSPA contractor as referred to in Section 6.2.
- 1.9 PROGRAM ACTIVITY, GROUP, GROUP LEADER, EVENT, WORKSHOP.**  
A HSSPA activity referred to in Section 2.4 and in Article 7, a HSSPA group referred to in Section 7.1, a HSSPA group leader as referred to in Section 7.1.3, a HSSPA event as referred to in Section 7.2, a HSSPA workshop as referred to in Section 7.3.
- 1.10 PROCEDURE, GUIDELINE.**  
A HSSPA procedure as referred to in Section 9.3, a HSSPA guideline as referred to in Section 9.3.

**Article 2. Name, Status, Mission and Program Activities**

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- 2.1 NAME.**
- 2.1.1 Harvard Students' Spouses and Partners Association.
- 2.2 STATUS.**
- 2.2.1 HSSPA is an independent, self-governing, volunteer-run, organization within Harvard University. It was founded in 1896 as the Harvard Dames Society.

## HSSPA BY-LAWS

2.2.2 HSSPA is financially supported by the Anna P. Lowell Fund, established in 1930, that is administered by Harvard University.

2.2.3 HSSPA coordinates its activities, and reports, on an annual basis to Harvard University through the Harvard International Office or other designated administrative entities.

### **2.3 MISSION.**

2.3.1 HSSPA's mission is to enable the spouses and partners of Harvard students, post-docs, visiting fellows, staff and other Harvard University affiliates to make friends, find intellectual stimulation, and to find a sense of belonging within the Harvard University community and other local Cambridge, Boston and metropolitan area communities.

### **2.4 PROGRAM ACTIVITIES.**

2.4.1 HSSPA shall implement its mission by organizing and conducting various Program Activities as referred to in Article 7, including workshops, meet-ups, groups, and events for Members.

## **Article 3. Members**

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### **3.1 MEMBERSHIP.**

3.1.1 Any spouse or partner of an Affiliate may apply to become a Member, regardless of nationality, race, creed, color, religion, sex, sexual or gender orientation, or physical disability.

3.1.2 There is no membership fee.

### **3.2 MEMBERSHIP APPLICATION.**

3.2.1 An application form must be completed, and accepted by HSSPA.

3.2.2 If requested, Harvard University affiliation must be validated by a letter or ID from Harvard University.

3.2.3 There is no membership application fee.

### **3.3 MEMBERSHIP DURATION.**

3.3.1 Membership shall continue as long as the Harvard University affiliation is maintained.

3.3.2 The Executive Committee may terminate membership if it determines that a Member's actions or behavior are not consistent with the HSSPA Mission, as set out in Section 2.3, with these By-Laws, or with any Procedure or Guideline.

## **Article 4. Governance**

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### **4.1 GOVERNING BODIES.**

4.1.1 The governing bodies of HSSPA are:

- The General Assembly;
- The President;
- The Executive Committee;
- The Policy Manager;
- The Departments.

### **4.2 GENERAL ASSEMBLY.**

## HSSPA BY-LAWS

- 4.2.1 The General Assembly is an information platform for Members. It has no other power or responsibility than those specified in this section.
- 4.2.2 The April meeting of the Executive Committee shall be open to the Members, and is called "General Assembly". The President invites the Members at least eight days before the General Assembly, and informs them about the date, hour, venue, and agenda, of the General Assembly.
- 4.2.3 The General Assembly has no quorum requirements for Members. The quorum requirements for the Executive Committee apply.
- 4.2.4 The President presents the past and prospective activities, projects, and financial standing, of HSSPA.
- 4.2.5 The Members and the Executive Committee engage in a question-and-answer-session on the past and prospective activities, projects, and financial standing, of HSSPA.
- 4.2.6 The General Assembly can be followed by an ordinary Executive Committee meeting that is only open to Executive Committee Members.

### **4.3 PRESIDENT.**

- 4.3.1 The President is HSSPA's chief executive officer, responsible for daily management and holding full deciding powers. The President can delegate specific responsibilities to other Executive Committee Members.
- 4.3.2 All responsibilities, duties and powers not expressly assigned to another HSSPA governing body by or by virtue of these By-Laws are assigned to the President. Among other responsibilities and powers, the President provides overall leadership for HSSPA activities and functions; organizes and chairs General Assembly and Executive Committee meetings; supports other Executive Committee Members; represents HSSPA; and conducts any other duties required for the effective guidance and oversight of HSSPA functions and activities.
- 4.3.3 In case of emergency, the President can execute all responsibilities, duties and powers expressly assigned to another HSSPA governing body by or by virtue of these By-Laws pending the next Executive Committee Meeting, except for those decisions that require a special majority. The President informs the Executive Committee Members as soon as possible by email of this situation, and expressly explains the emergency and the decisions taken at the next Executive Committee Meeting. The Executive Committee Meeting can only act according to section 4.3.5.
- 4.3.4 The Executive Committee elects the President and the Vice-President among the Members in good standing during its May meeting for a renewable one-year period. The President-Elect assumes his/her function on September 1<sup>st</sup> of the same year. If the presidency is available before the May meeting, the Executive Committee will convene as soon as possible to confirm the Vice-President as President, or, if there is no acting Vice-President, to elect a new President. The new President will complete the term of the outgoing President.
- 4.3.5 The President informs the Executive Committee of all decisions taken by its office since the previous Executive Committee Meeting, including emergency decisions according to section 4.3.3. The Executive Committee takes note of those decisions, unless two-thirds of the Executive Committee Members present challenge a decision. Except in a case of emergency, the challenged decisions are scheduled on the agenda of the next Executive Committee Meeting, at which time the Executive Committee will decide the issue with a simple majority vote.

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4.3.6 The Vice-President supports the President in all leadership functions as needed.

### **4.4 EXECUTIVE COMMITTEE.**

4.4.1 The Executive Committee coordinates and oversees the overall HSSPA functions and activities. The functions and activities include, but are not limited to: membership, program activities, budgeting, and financial operations, and overall HSSPA coordination and administration.

4.4.2 The President and the Vice-President are Executive Committee Members by right. The outgoing Executive Committee elects, during its May meeting, the other Executive Committee Members for a renewable one-year period among the Members in good standing. The elected Executive Committee Members assume their function on September 1<sup>st</sup> of the same year. If a Executive Committee Member position is available before the May meeting, the Executive Committee will convene as soon as possible to elect a new Executive Committee Member. The new Executive Committee Member will complete the term of the outgoing Executive Committee Member.

4.4.3 All Executive Committee Members, elected according to section 4.4.2, manage a Department, and inform the Executive Committee each month about the functions and activities of its Department. They respect the powers and responsibilities of the President and other Departments.

Each Executive Committee Members manages one of the following Departments:

- The TREASURY DEPARTMENT, that insures the financial integrity of HSSPA and oversees all financial matters, including, but not limited to: authorization and oversight of expenditures; preparation and submission of an annual budget; preparation and submission of financial reports; preparation and submission of financial procedures for review and approval by the Executive Committee;
- The GROUPS DEPARTMENT, that coordinates and oversees the Group Leaders; develops a strategy for developing new interest groups; recruits Group Leaders from the Members; develops and implements a group application process; effectively coordinates Group Leaders' work; ensures regularity of the group meetings; monitors attendance and members satisfaction; maintains the data files related to the Group Manager position; together with the Communications Department, works on advertising the Groups among new and current Members;
- The COMMUNICATIONS DEPARTMENT, that develops, implements and monitors short- and long-term communication; maintains effective communication with the Members via email, social media, website, blog; maintains internal communication with the President, the Executive Committee, Volunteers and Contractors; maintains the HSSPA mailing list and assists with the new member registration procedure; coordinates weekly newsletters and events announcements; identifies and establishes rapport with the Harvard University community and peer organizations; maintains the HSSPA website;
- The EVENTS DEPARTMENT, that creates an annual event calendar; coordinates details of events such as monthly outings, welcome party, holiday parties, dinners, etc.; manages volunteers assisting with event/outing coordination; hires, trains and educates staff on proper event/outing procedures; calculates budgets and adjusts when necessary; books venues and makes other reservations if necessary; plans menus, orders food, and hires caterers; together with the Communications Department, promotes events using flyers, emails, social media; prepares invitations

## HSSPA BY-LAWS

and sends out at appropriate time; ensures the day of event goes smoothly; analyzes event performance;

- Any other Department indicated as such, and each year, by the May Executive Committee Meeting.

All Executive Committee Members have one vote in the Executive Committee, unless otherwise specified by these By-Laws.

The Policy Manager is excluded from Executive Committee membership, but can be heard by the Executive Committee.

The HSSPA Past Presidents are member by right of the Executive Committee with an advisory capacity. They do not have any voting rights, nor are they calculated in the quorum requirements.

- 4.4.4 The Executive Committee meets on a regular, monthly, basis throughout Harvard University's academic year. The President invites the Executive Committee Members at least eight days before the Executive Committee, and informs them about the date, hour, venue, and agenda, of the Executive Committee.

The President must convene the Executive Committee when two-thirds of the Executive Committee Members ask for it.

- 4.4.5 A quorum of two-thirds of the Executive Committee Members present at an Executive Committee Meeting is required to establish an Official Meeting. Executive committee decision-making can only happen during an Official Meeting. Only those present at an Official Meeting can vote on any decision to be made.

- 4.4.6 An effort shall be made to reach consensus in all executive committee decision-making. However, when consensus is not possible, a simple majority of those Executive Committee Members present is required for a valid decision, unless otherwise specified by these By-Laws. If the vote is tied, then the President holds the decisive vote.

- 4.4.7 When an Executive Committee Member is prevented from attending any Executive Committee Meeting, s/he should notify the President of his/her intended absence, and inform the President whether s/he could attend the Executive Committee Meeting in the form of a teleconference or online. Participation via teleconference or online is equivalent to attendance at a regular Executive Committee Meeting.

If an Executive Committee Member with voting capacity is absent for two consecutive meetings without first notifying the President, or if an Executive Committee Member is absent for three consecutive Executive Committee Meetings having notified the President, the Executive Committee must make a decision whether that Member should be replaced as an Executive Committee Member. Such decisions must be taken with a two-third majority of the Executive Committee Members present, and with a two-third majority vote of those Executive Committee Members present. Any decision is null and void if the Executive Committee Member concerned has not been notified by email that this point will be scheduled on the agenda of the next Executive Committee Meeting, and has not been invited in the same email to present justifications, either orally during the Executive Committee Meeting or in writing prior to the Executive Committee Meeting.

## 4.5 POLICY MANAGER.

## HSSPA BY-LAWS

- 4.5.1 The President appoints a Policy Manager as needed for the duration of his/her term of office. The Policy Manager is accountable to the President, who can end the Policy Manager's tenure at will. The Executive Committee can end the Policy Manager's tenure with a two-thirds majority vote.
- 4.5.2 The Policy Manager provides expert advice on all legal matters, is responsible for reviewing and updating all HSSPA legal documents, ensures compliance, and resolves any legal difficulties.
- 4.5.3 The Policy Manager cannot be an Executive Committee Member, but has access to all HSSPA documents and information required to fulfill his/her duties. The Policy Manager has access to all Executive Committee decisions and minutes.

### **4.6 DEPARTMENTS.**

- 4.6.1 The Executive Committee creates and authorizes Departments to conduct and oversee HSSPA activities and business. Each Department shall have a manager, designated by the Executive Committee according to sections 4.4.2 and 4.4.3, to coordinate and conduct the Department's business.
- 4.6.2 Notwithstanding Section 4.6.1, HSSPA has a Treasury Department, a Groups Department, a Communications Department, and an Events Department.

## **Article 5. Officers**

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### **5.1 MANAGERS.**

- 5.1.1 Each Department is managed by a Manager, according to section 4.4.3.

### **5.2 COORDINATORS.**

- 5.2.1 Each Manager can request the Executive Committee to elect Coordinators, who assist their Manager with specific duties and responsibilities. The outgoing Executive Committee elects the Coordinators, during its May meeting, for a renewable one-year period among the Members in good standing. The elected Coordinators assume their function on September 1<sup>st</sup> of the same year. If a Coordinator position is available before the May meeting, the Executive Committee will convene as soon as possible to elect a new Coordinator. The new Coordinator will complete the term of the outgoing Coordinator.

### **5.3 MULTIPLE POSITIONS.**

- 5.3.1 Officers can serve in more than one position in a given term.
- 5.3.2 Notwithstanding section 5.3.1, no Treasurer (Treasury Department Manager) shall be appointed President or Vice-President.
- 5.3.3 Except for the positions of President or Vice-President, a maximum of two Members can be elected per position. In that event, both Officers hold the same title. If there is more than one Manager on an Executive Committee position, only one unique position holder will act as Executive Committee Member.
- 5.3.4 Notwithstanding section 5.3.3, the Executive Committee can simultaneously elect HSSPA Co-President Irina Blinova and HSSPA Co-President Kozue Sato as HSSPA Presidents. In that case, no HSSPA Vice-President is elected. This section expires, however, on the day that at least one of them resigns as HSSPA President, at least one of them no longer seeks re-

election as HSSPA President, or the Executive Committee does not re-elect one or both of them as HSSPA President.

## **Article 6. Volunteers and Contractors**

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### **6.1 VOLUNTEERS.**

6.1.1 All HSSPA operations and Program Activities shall be conducted on a volunteer basis, including planning, organizing, conducting or otherwise coordinating a HSSPA activity or administrative function. These Volunteers shall not be paid for any of these activities, although they may receive reimbursement of expenditures, small gifts or tokens of appreciation in recognition of their contributions, according to relevant Procedures or Guidelines.

### **6.2 CONTRACTORS.**

6.2.1 Notwithstanding section 6.1, the Executive Committee may hire individuals in limited, part-time staff roles to provide specialized knowledge or services required for the planning or conduct of Program Activities or HSSPA operations. These Contractors shall be paid on a fee-for-service basis, according to relevant Procedures or Guidelines.

## **Article 7. Program Activities**

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### **7.1 GROUPS.**

7.1.1 HSSPA organizes Groups around the interests of Members to facilitate their personal growth, cultural understanding, and interpersonal connections.

7.1.2 The Executive Committee decides on Group applications, based on the submission of the required documentation and budget specified in the applicable Procedures or Guidelines. Groups with commercial interests or groups that exploit the status of HSSPA membership shall not be approved.

7.1.3 The Groups Department Manager oversees the Groups. S/he designates and approves Volunteers to act as Group Leaders, who lead a specific Group based on their interests and capabilities.

### **7.2 EVENTS.**

7.2.1 HSSPA organizes Events, being one-time activities that may include social gatherings, parties, or outings.

7.2.2 The Events Department Manager is responsible for the Events.

7.2.3 The Executive Committee decides on prospective Events, based on the submission of the required documentation and budget specified in the applicable Procedures or Guidelines.

7.2.4 The Events Department Manager oversees the Events. S/he designates and approves Volunteers to lead an Event, based on their interests and capabilities.

### **7.3 WORKSHOPS.**

## HSSPA BY-LAWS

- 7.3.1 HSSPA organizes Workshops, conducted to educate and assist Members in specific areas (e.g. effective parenting).
  - 7.3.2 The Executive Committee decides on prospective Workshops, based on the submission of the required documentation and budget specified in the applicable Procedures or Guidelines.
  - 7.3.3 The President designates and approves Volunteers to conduct or lead approved Workshops, based on their interests and capabilities. The Executive Committee may also designate and approve non-Members, based on their expertise, to conduct or lead Workshops. The Executive Committee may decide to pay those non-Members a stipend for their services, in accordance with the applicable Procedures or Guidelines.
- 7.4 OTHER HSSPA ACTIVITIES.**
- 7.4.1 HSSPA organizes and conducts any other activities for the Members in support of its Mission.
  - 7.4.2 The Executive Committee decides on all such prospective activities prior to the actual conduct of the activity, in accordance with relevant Procedures or Guidelines.
  - 7.4.3 All such activities are subject to review and oversight of an Officer and/or the Executive Committee.

### **Article 8. Security**

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#### **8.1 ACCOUNT ACCESS.**

- 8.1.1 In order to ensure information security and continuity of HSSPA efforts, all relevant passwords, logins, and account information must be shared with the President and at least one Executive Committee Member.
- 8.1.2 The President is responsible for collecting such information, what can be done via a simple request addressed to the Executive Committee Members, or to anyone who might have such information. All Executive Committee Members must comply with such a request within the deadline set by the President. Any refusal to comply with the President's request will be considered a security hazard, and must be reported to the Executive Committee, which decides with a two-thirds majority vote to exclude the refusing member from any official capacity within HSSPA.

### **Article 9. Adoption, Amendments, Procedures and Guidelines**

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#### **9.1 ADOPTION.**

- 9.1.1 The Executive Committee adopted these By-Laws on April 12, 2014, replacing any previous By-Laws.
- 9.1.2 The Executive Committee did not amend these By-Laws on April 12, 2014.

#### **9.2 AMENDMENTS.**

- 9.2.1 The Executive Committee can amend these By-Laws, as needed, and will at each time mention any amendment (section and date) in section 9.1.2 and publish a coordinated version of the By-Laws.

#### **9.3 PROCEDURES AND GUIDELINES.**

## HSSPA BY-LAWS

- 9.3.1 The Executive Committee adopts and amends, as needed, Procedures and Guidelines to guide the conduct of HSSPA's program, financial, or administrative activities and operations pursuant to and in accordance with these By-Laws.
- 9.3.2 These Procedures and Guidelines may be developed and proposed by the President, Executive Committee Members, Officers or Members. The decision is taken in accordance with section 9.3.1.
- 9.3.3 The President creates and updates a chronological list of all approved and actual Procedures and Guidelines, to be annexed to these By-Laws.

### ANNEXE:

- List of all approved and actual Procedures and Guidelines