

The Constitution and By-Laws of The Harvard Extension School Sustainability Student Club

Revised March 24, 2024

Article I: Club Name

The name of this organization is the Harvard Extension School Sustainability Student Club; hereafter this organization shall be referred to as the “HES3C” (referred to in this document as the “Club” for brevity).

Article II: Purpose, Mission and Value Proposition

The mission of HES3C is to raise sustainability awareness among the local and international Harvard community.

HES3C actively fosters Collaboration, Advancement, Networking, and Development Opportunities (CAN DO!) for our members in the following ways:’

- Socializing with like-minded students, faculty, and professionals
- Partnering with organizations within and outside the Harvard community
- Contributing to a more thriving community and environment through volunteering
- Building upon real-world knowledge, skills, and experiences through community activities

Article III: Membership

Participation in the Club shall be open to all students and alumni at Harvard Extension School who are environmentally conscious and wish to participate in advancing the field of Sustainability. Branches of participation include:

- Friends of the HES3C - individuals who subscribe to the newsletter, follow us on social media, attend events, participate in surveys and voting in general elections (if current Harvard Extension School student).
- Members - MUST be a current or former Extension School student and have completed a membership form; may attend board meetings, volunteer at events, act as ambassadors of the club, or organize external activities in partnership with HES3C. Members who are students currently enrolled in a HES degree program are eligible to run for Executive Board positions or serve as Committee members.
- Committee members - HES3C members who work directly in support of Executive Board members who chair a committee; eligible to vote on internal issues at HES3C meetings.
- Executive Board - HES3C members who hold a titled Board position and perform school-wide leadership functions, represent the Extension School student body, and interact with Harvard Extension School faculty and staff as needed.

Article IV: Duties of the Executive Board

General Executive Duties

Descriptions and responsibilities for each Executive Board position have been included here within. In addition to the items mentioned, all Executive Board members will be expected to:

- Uphold the mission and values of the Club
- Support and collaborate among the Executive Board members
- Recruit for membership and elections
- Contribute content to the newsletter, website, and LinkedIn pages
- Speak on behalf of the Club at events
- Plan, advertise, and execute events and activities
- Ensure consistent Club branding and logo are used in any communication.

President

Purpose: Establishes the vision, goals, and objectives for the Club. Actively encourages responsible fulfillment of all Executive Board member roles.

Responsibilities::

- Sets the agenda for and leads each Club meeting.
- Coordinates Executive Board member assignments for committees and smaller planning groups.
- Provides leadership for Executive Board members and enacts policies voted on by the Executive Board.
- Provides guidance and support on the communications and club activities, which are coordinated by Executive Board members or Committee members.
- Ensures the Executive Board is compliant with Club By-Laws; Acts as the liaison between the Club and the following: [Harvard Extension Student Association](#) (HESA), [DCE Office of Student Affairs](#) (DCE OSA), [Council of Student Sustainability Leaders](#) (CSSL), [The Salata Institute](#), other clubs or student associations at Harvard, the Director of the Graduate Sustainability and Global Development Practice Programs, faculty and staff, among others.
- Ensures compliance with all policies including, but not limited to, those of HESA, the Harvard Extension School (HES), and Harvard University.
- Takes notes at Club meetings and ensures their accessibility via Google Drive.
- Owns the access to the HES3C email, WhatsApp Group, LinkedIn page, webpage, and Google Drive.

Vice President

Purpose: Directly supports the President to fulfill responsibilities and assumes the office of the President upon the removal, resignation, or inability of the President to perform their duties.

Responsibilities:

- Develops programming and works with the President to set the vision, goals and objectives.
- Provides guidance and support on the communications and club activities, which are coordinated by other Executive Board members or Committee members.
- Implements organizational strategies to ensure operational efficiency.
- Ensures the Executive Board is compliant with Club By-Laws
- Coordinates annual Executive Board elections and spearheads recruitment of potential candidates.
- Provides general leadership for the Executive Board.
- Supports the President in liaison between the Club and the following: [Harvard Extension Student Association](#) (HESA), [DCE Office of Student Affairs](#) (DCE OSA), [Council of Student Sustainability Leaders](#) (CSSL), [The Salata Institute](#), other clubs or student associations at Harvard, the HES Director of the Graduate Sustainability and Global Development Practice Programs, faculty and staff; among others.
- Takes notes at Club meetings and ensures their accessibility via Google Drive.
- Ensures compliance with all policies including, but not limited to, those of HESA, the Harvard Extension School (HES), and Harvard University.
- Manages the branding of the Club, including logo design, in coordination with DCE OSA and The Harvard Trademark Office. Ensures consistent Club branding and logo are used.

Director of Event Management

Purpose: Coordinates Club activities and oversees planning of all Club events, including schedule, budget, advertising, event description, and materials.

Responsibilities:

- Set out the event strategy to engage the HES3C community and address the topics of interest among members.
- Ensures all events organized by the Club are planned in time and follow the process and guidelines set out by DCE OSA.
- Coordinates event logistics (for in person and online events), including tasks before (e.g., advertising, venue booking, budget request, invitations, etc), during (e.g., name tags, venue set up, virtual set up, etc.), and after (e.g., feedback, thank you email, social media, etc.) the day of the event in coordination with other Executive Board Members.
- Coordinates advertising of the events with DCE OSA and other mediums as necessary.
- Coordinates events and activities, and supports activities from other Executive Board members and committee members as needed.
- Records and tracks member participation in activities to use as feedback to improve events.
- Provides updates at Club meetings on the events and activities planned.
- Ensures sustainability and inclusivity of all events.

Director of Internal Communications

Purpose: Manages the publication of the by-weekly HES3C Newsletter, coordinating content with Executive Board Members. Also assumes the office of Vice President upon the removal, resignation, or inability of the Vice President to perform their duties.

Responsibilities:

- Set out the communication strategy for the club members to keep the community engaged and informed on news and events.
- Prepare and publish the HES3C Newsletter periodically with a by-weekly cadence, except during bank holidays or off-term.
- Engage with the HES3C community for content, not just internal from the Club, but also external events or news of interest.
- Ensures consistent Club branding and logo are used in communications.
- Ensure the content is compliant with all policies including, but not limited to, those of HESA, the Harvard Extension School (HES), and Harvard University.

Director of Community Engagement

Purpose: Coordinates networking opportunities and activities to increase engagement and build a sense of community among members, and leads the HES3C Mentorship Program.

Responsibilities:

- Set out the strategy for community engagement, which is inclusive of local and international members, and addresses the topics of interest by Club members.
- Organize club socials , networking events, volunteering, or other activities.
- Monitors membership database and follows up with new members regarding their stated interests.
- Manages the [HES3C Mentorship program](#), which helps connect members to support each other's academic and career journeys, and foster a sense of unity.
- Coordinates the application process of the HES3C Mentorship program and supports members getting connected through the program.
- Coordinating member appreciation or recognition via the newsletter, Social media, and website. .

Director of Digital Marketing

Purpose: Manages the HES3C website and social media (LinkedIn, WhatsApp), including keeping the content up-to-date and relevant.

Responsibilities:

- Sets out the digital marketing strategy for the club, ensuring inclusivity and engagement for club members.
- Works closely with Executive Board Members to keep the website and social media

up-to-date, including news, events, or other content.

- Performs website maintenance, and helps develop new features and / or tools as needed.
- Maintains communications with IT contacts at Harvard (iSite, Harvard Computer Society) or other platforms used by the Club;
- Works on developing new useful platforms for the Club (e.g. database or membership tracking system).
- Ensures consistent Club branding and logo are used in communications.

Director of Local Affairs (Boston-based)

Purpose: Coordinates events on campus, in particular for welcoming members and Sustainability and Global Development students for their on-campus courses.

Note: It is necessary to have at least one Board Member based in the Boston area to organize in-person or hybrid events when students visit the campus, hence this role is Boston-based.

Responsibilities:

- Plan, advertise, and deliver events and activities in the Boston area to welcome students when they visit the campus.
- There are five events to coordinate at a minimum: Active Learning Weekend socials (Spring and Fall semesters), Certificate Award Ceremony celebration, Graduation celebration, and Convocation celebration.
- Coordinate closely with the Office of Student Affairs (OSA), HES Director of the Graduate Sustainability and Global Development Practice Programs, as well as, other faculty members to ensure events are organized in alignment with course workload and timescales.
- Work with other Executive Board Members and facilitate local coordination with HES to deliver other local events (e.g., social events, movie screening, events with other clubs).
- Leverage your presence on campus to connect to other clubs on behalf of HES3C (in coordination with the President and Vice President) to share event information or co-develop activities (e.g., Climate Justice seminar in collaboration with HKS CEEPIC).

Director of International Affairs

Purpose: Coordinates efforts to engage the international community of HES3C and leads the Luminary Leaders program.

Responsibilities:

- Sets out the strategy for integrating the international community of HES3C, ensuring inclusivity and diversity of events to cater different time zones and locations.
- Manages the [Luminary Leaders](#) program, which serves as HES3C's ambassadors to engage local chapters and spread environmental and social awareness within communities in Europe, APAC, Latam, US, and Canada.
- Manages the application process for Luminary Leaders and continuous engagement with

them across the appointed term.

- Act as a point of contact between the Executive Board and the Luminary Leaders, ensuring any updates are brought to the Executive Board meetings
- Coordinate with the Director of Internal Communication and Director of Digital Marketing to include any events or updates from the Luminary Leaders in the newsletter, website and social media,
- Work closely with the Luminary Leaders to create programs and events to engage locally with the international community (e.g., meetups in cities like London, San Francisco, Hong Kong, etc).
- Ensures the Luminary Leaders operate in compliance with the HES3C by-laws.
- Ensures the Luminary Leaders are compliant with all policies including, but not limited to, those of HESA, the Harvard Extension School (HES), and Harvard University.

Director of Professional Development

Purpose: Coordinates events related to professional development and skills in the field of Sustainability and Global Development, and leads the GreenPath Webinar Series to create a space for members to discuss and share professional experiences and advice.

Note: It is out of scope for HES3C to coordinate recruitment events or generate work opportunities.

Responsibilities:

- Set out the strategy for engagement in the community for discussions on professional development and skills in the fields of Sustainability and Global Development.
- Manages the [GreenPath Webinar](#) Series, which brings a panel of experts from students, alumni and faculty to discuss diverse topics on professional development (e.g., How to transition to a career in Sustainability?, Spotlight into Corporate Sustainability careers) or bring in external guest speakers (e.g., Climate Solutions for Net Zero future).
- Coordinate the selection of topics for GreenPath Webinar series, engage with the community to apply to be speaker or find suitable speakers, and prepare panelists for the event.
- Prepare the GreenPath Webinar series, including advertising pre and post events, preparing questions for the panel, sending invitations, among others.
- Provide input on external career resources and events which could be of interest to Club members.

Article V: Amendments

Any motion to amend the Club constitution must first be approved by the Executive Board by a two-thirds (2/3) majority vote. Once the motion is approved, the Executive Board will notify Club members and present the amendment at the next Club meeting. A four-fifths (4/5) majority of all eligible voters present at the meeting is necessary to amend the Constitution.

Harvard Extension Student Environmental Club By-Laws

Revised September 26, 2014

Article I: Directors and Executive Officers

1. **Powers and Duties.** The Executive Board (which includes the executive officers President, Vice President and Treasurer / Director of Fundraising, and may be referred to as the “Board” hereafter) may exercise all of the powers of the Harvard Extension School Sustainability Student Club (the “HES3C”) and shall be responsible for establishing its policies and supervising the direction and management of its affairs, except as otherwise provided by law, by the HESA Governance Documents (Constitution, By-Laws, and HESA Club Rules) or by these By-Laws. The Board may act on any matter, notwithstanding the existence of one or more vacancies in the Board.

2. **Number and Election.** A Board of not less than five (5) and not more than fifteen persons shall be elected by the eligible voting members annually, at any special meeting held for such purpose, or through a majority general vote through a recognized election, or if there are no members then by the Board at any meeting held for such purpose. The members or Board, as applicable, shall at such meeting determine the number of directors to be elected, but in the absence of a determination, the number to be elected shall be the same as the number of directors then in office. The number of directors may be increased or decreased by the directors at any meeting by a vote of a majority of the directors then in office. In the absence of candidates, the Board may appoint and nominate eligible members to the open positions before the general election.

Candidates shall be members since December 1st of the prior year or a date designated by the Board, and current Harvard Extension School students. There is one vote per eligible member. The vote is conducted by secret ballot. The protocol for the election, as well as the time and place, shall be decided by the Board. All candidates shall have equal time to campaign, and the election protocol shall be without bias or discrimination. Vote counting should be done by a third party, i.e. a Faculty advisor, board member of HESA, or via an electronic voting method.

3. **Tenure.** Except as otherwise provided by law, by the HESA Governance Documents, by these By-Laws, or by the Club Constitution, directors shall hold office for a term of one (1) year. There shall be no limit on the number of successive terms a director may hold a position.

4. **Resignation.** Any director may resign by delivering her or his written resignation to the Club through the President or Director of Internal Relations. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

5. **Removal.** A director may be removed from office (a) with or without cause by vote of a two-thirds (2/3) majority of members or directors entitled to vote in the election of directors, or (b) for a cause by two-thirds (2/3) vote of a majority of the directors then in office. A director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her. Upon removal, other Board members shall assume the duties until the next election, or through appointment by the Board.

A **Three Strike Policy** will be in effect which does not need prior vote of two-thirds (2/3) majority of members or directors entitled to vote in the election of directors, or (b) for cause by two-thirds (2/3) vote of a majority of the directors then in office. Receiving a **strike** would include:

1. being more than 30 minutes late for a meeting or the stated time of arrival for an event
2. missing an event or meeting without previous notification

Once a director receives **three strikes** they will be asked to step down from their director position.

***Of course in extreme situations, there will be exceptions.

6. **Vacancies.** Any vacancy in the Board, however occurring, including a vacancy resulting from the enlargement of the Board, may be filled by the members or by the Board. A director elected on account of a vacancy resulting from the resignation or removal of a director shall serve for the balance of such term. In lieu of fulfilling any such vacancy, the members or the Board may reduce the number of directors; provided, however, that the number of directors constituting the Board shall at all times comply with Section 2 of this Article I of the Club By-Laws.
7. **Meetings.** The Board will hold and organize bi-monthly Club meetings during which general club business, events, programming, strategies and other important issues will be discussed and voted on by the Board and present voting members, if applicable. Any Club member or interested party is welcome to attend the general Club meetings when they are announced as being open to the public.

Should there be a need, meetings of the directors may be held without notice at such a time, date and place as the directors may from time to time determine; provided, however, that any director who is absent when such determination is made shall be given notice of the determination. Special meetings of the directors may be called, orally or in writing, by the President, by the Treasurer or by two (2) or more directors, in each case designating the time, date and place thereof. Notice of the time, date and place of all special meetings of the directors shall be given to each director by the President and / or the Director of Internal Relations, or if both are unable, by the officer or one of the directors calling the meeting.

- a. **Quorum.** At any Club or meeting of the directors, a majority of the directors

then in office shall constitute a quorum. Directors constituting less than a quorum may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.

- b. Action at Meeting. At any meeting of the directors at which a quorum is present, a majority of the directors present may take any action on behalf of the directors, unless a larger number is required by law, by the HESA Governance Documents, by these By-Laws, or by the Club Constitution.
- c. Action by Consent. Any action to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are recorded by the Director of Internal Relations or the President. Such consents shall be treated for all purposes as a vote at a meeting of the directors.

8. **Committees**.

- a. The Board may elect from its members an Executive Committee or other committees and may delegate thereto some or all of its powers except those which by law, by the HESA Governance Documents, by these By-Laws, or by the Club Constitution, may not be delegated. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-Laws for the directors. All members of such committees shall hold such offices determined by the directors, and the directors may abolish any such committee at any time. Any committee to which the Board delegates any of its powers or duties shall keep records of its meetings and shall report its action to the directors.
- b. In addition to the committees listed below, the President, together with a simple majority vote of the Board, may add any number of standing or temporary committees the President and Board deem appropriate in their discretion. As of the date hereof, the Board has delegated the following powers and duties to the following committees and their chairpersons: (members be on two committees, or they interface to collaborate on overlapping opportunities; committees can hold slots on Board meeting agendas)
 - iii. *Election Committee*. The Vice President shall serve as the chairperson of the election committee. In consultation with the President, the duty of the committee shall be to nominate or help recruit candidates to fill vacant positions on the Board which occur during the fiscal year and to prepare a slate of nominees of persons to serve as Directors and Officers of the Club, for (a) the Board's approval, and (b) the members' approval through a recognized election or, if applicable, at the annual meeting of

the Club.

ii. *Events Planning Committee.* The programming and events planning committee shall organize roundtable, social, networking and other events for the members of the Club and coordinate notification of such events. Chaired by the Director of Events Management, the committee will be responsible for recruiting speakers and presenters, coordinating logistics and handling details for assigned events.

iii. *Career Services Committee.* The career services committee shall focus on providing career events, networking opportunities, and services for members of the Club. Chaired by the Director of Professional Outreach, the committee will be responsible for reaching out to professionals in the field, managing important Club contacts and helping with related events and programming.

iv. *Membership Committee.* The membership committee shall promote membership in the Club, maintain the Club's database of current members, directors and officers. Chaired by the Director of Membership Relations, the committee will also help publicize, advertise and generate interest in the Club and its events and programming.

- c. In addition to the foregoing duties, the chairperson of each committee listed above and of any committee hereafter added shall submit a budget, if applicable, in writing to the Treasurer and President; the Board shall reject, approve or approve with modifications such budgets.
9. **Participation by Conference Telephone.** Members of the Board or any committee thereof may participate in a meeting of the Board or of a committee by means of a conference telephone or similar communications equipment which permits all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.
10. **Sponsors, Benefactors, Friends, etc.** The Board may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Club, or such other title as the directors may determine. Unless the Board otherwise determines, such persons shall serve in an honorary capacity and shall have no rights and responsibilities with respect to the Club, including without limitation any right to notice of, or to vote at any meeting of the members or directors.
11. **Nondiscrimination policy.** The Club shall not discriminate and shall discourage discrimination on the basis of ancestry, nationality, creed, philosophy, economic status, physical ability, mental health, political affiliation, race, religion, sex, sexual orientation, or gender identity. In adhering to this policy, the Club will not advocate

the restriction of anyone's freedom of public speech, assembly, expression, or association.

Article II: Indemnification

1. **Right to Indemnification.** Except as limited by law or by Section 6 of Chapter 180 of the Massachusetts General Laws and to the extent that the Club's exemption from federal taxation is not adversely affected thereby, the Club may indemnify its Directors and Officers against all Expenses incurred by them in connection with any Proceeding in which they are involved as a result of their service as a Director or Officer, unless the person fraudulently and intentionally violated the law and / or maliciously conducted acts to damage and / or defraud the Club.
2. **Determinations; Payments.** The determination of whether a Director or Officer is eligible or ineligible for indemnification under this Article and the amount of indemnification to be paid shall be made in each instance by (a) a majority of the directors or a committee thereof who are not parties to the Proceeding in question, (b) independent legal counsel appointed by a majority of such directors, or if there are none, by a majority of the directors in office, or (c) a vote of the eligible members who are not parties to the Proceeding in question.
3. **Insurance.** The Club shall have power to purchase and maintain insurance on behalf of any agent, employee, director or officer against any liability or cost incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Club would have power to indemnify him or her.
4. **Non-Exclusivity.** The provisions of this Article shall not be construed to limit the power of the Club to indemnify its Directors or Officers to the fullest extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. In addition, the Club shall have power to indemnify any of its agents or employees who are not Directors or Officers on any terms not prohibited by law which it deems to be appropriate. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article.

Article III: Dissolution Clause

1. **Dissolution.** Upon the dissolution of the Club, the Board shall, after paying or making provision for the payment of all the liabilities of the Club, dispose of all of the assets of the Club, exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

Article IV—Miscellaneous Provisions

1. **Fiscal Year**. The fiscal year of the Club shall end on June 30 of each year.
2. **Finances**. The President and Treasurer shall draft a budget to be approved by the Board and in accordance with the By-Laws and HESA Governance Documents. Once approved by the HESA Treasurer and committee, the budget shall govern the use of all HESA allocated funding and Club reserve funds, if applicable. Should the budget need to be amended, the Board can vote to reallocate or change the budget by a two-thirds (2/3) majority vote; all requests for funding over \$100 shall be first approved by the Board by a two-thirds (2/3) majority vote.
3. **Rules of Order**. Proper voting procedures, Robert's Rules of Order, or any other set of Rules of Order duly adopted by a two-thirds (2/3) majority of the Board of the Club, shall govern parliamentary procedure in all meetings of the Board and the Club.
4. **Execution of Instruments**. All deeds, leases, transfers, contracts, bonds, notes and other obligations to be entered into by the Club in the ordinary course of its business without director action, may be executed on behalf of the Club by the President, the Treasurer or the Director of Internal Relations.
5. **Club Records**. The original, or attested copies, of the HESA Governance Documents, Club Constitution and By-Laws, and records of all meetings of the incorporators and members shall be kept in Massachusetts at the principal office of the Club, or with the Director of Internal Relations. An electronic version, or requested paper copy for any proper purpose, shall be made available to all Club members.
6. **HESA Governance Documents**. All references in these By-Laws to the HESA Governance Documents or to the Club Constitution shall be deemed to refer to the HESA Governance Documents, namely the HESA Constitution, the HESA By-Laws, or the HESA Club Rules, or the Club Constitution, as amended and in effect from time to time.
7. **Amendments**. The power to make, amend or repeal these By-Laws in whole or in part, shall be made by a two-thirds (2/3) vote by the Board of Directors and a four-fifths (4/5) majority vote by eligible members at a designated Club meeting.