

BY-LAWS

OF

THE HARVARD EXTENSION ENVIRONMENTAL CLUB

Article I—Directors

1. Powers and Duties. Together with the Officers, the Board of Directors may exercise all of the powers of The Harvard Extension Environmental Club (the “Club” or “EC”) 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. Together with the Officers, the Board of Directors may act on any matter, notwithstanding the existence of one or more vacancies in the Board.

2. Number and Election. A Board of Directors of not less than five (5) and not more than fifteen (15) persons shall be elected by the members at the annual meeting, 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 of Directors at any meeting held for such purpose. The members or Board of Directors, 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 vote of a majority of the directors then in office.

Candidates shall be members since December 1st of the prior year or a date designated by the Board of Directors. There is one vote per 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 of Directors. The protocol includes, the order of the candidates, the time allotted for each to speak, and the ballot procedures. All candidates shall have equal time to campaign, and the election protocol shall be without bias or discrimination.

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

4. Resignation. Any director may resign by delivering his written resignation to the Club to the President or Secretary. 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 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.

6. Vacancies. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from the enlargement of the Board of Directors, may be filled by the members or by the Board of Directors. 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 filling any such vacancy, the members or the Board of Directors may reduce the number of directors; provided, however, that the number of directors constituting the Board of Directors shall at all times comply with Section 2 of this Article I.

7. Meetings. Regular meetings of the directors may be held without notice at such 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. A regular meeting of the directors may be held without notice at the same place as the annual meeting of members following such meeting. 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.

8. Notice of Meetings. Notice of the time, date and place of all special meetings of the directors shall be given to each director by the President, by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by the officer or one of the directors calling the meeting. Notice shall be given to each director by delivery of such notice in person or by telephone at least twenty-four (24) hours in advance of the meeting, or by written notice mailed or faxed to his or her business or home address or e-mailed to the e-mail address on file with the Club at least forty-eight (48) hours in advance of the meeting. Notice need not be given to any director if a written waiver of notice, executed by such director before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice. A notice or waiver of notice of a meeting of the directors need not specify the purposes of the meeting.

9. Quorum. At any 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.

10. 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 EC Constitution.

11. 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 filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting of the directors.

12. Committees.

(a) The Board of Directors 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 EC 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 at the pleasure of the directors, and the directors may abolish any such committee at any time. Any committee to which the Board of Directors 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:

(1) *Nominating Committee.* The Vice President shall serve as the chairperson of the nominating committee. The other members of the committee shall include at least two (2) other Board members. In consultation with the President, the duty of the committee shall be to nominate 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 prior to the annual meeting of the Club, and (b) the members' approval at the annual meeting of the Club, or through a recognized election.

(2) *Career Services Committee.* The career services committee shall focus on providing career events, networking opportunities, and services for those students nearing graduation, and for alumni of the program.

(3) *Programming Committee.* The programming committee shall plan social events for the members of the Club and coordinate notification of such events to the members of the Club. At least one representative of this committee shall attend all social events of the Club.

(4) *Membership Committee.* The membership committee shall promote membership in the Club, maintain the Club's database of current members, directors and officers and coordinate the annual production of a directory of members of the Club.

In addition to the foregoing duties, the chairperson of each committee listed above and of any committee hereafter added shall submit an annual budget in writing to the Treasurer by August 31 of each year; the Board shall reject, approve or approve with modifications such budgets at its September meeting.

13. Participation by Conference Telephone. Members of the Board of Directors 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.

14. Sponsors, Benefactors, Friends, etc. The Board of Directors 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 of Directors 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

15. Nondiscrimination policy. The Club shall not discriminate and shall discourage discrimination on the basis of ancestry, nationality, creed, philosophy, economic disadvantage, physical disability, mental illness or disorders, 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—Officers

1. Powers and Duties. Together with the Board of Directors, the Officers may exercise all of the powers of the Club 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, by these By-laws, and the EC Constitution. Together with the Board of Directors, the Officers may act on any matter, notwithstanding the existence of one or more vacancies in the Board.

2. Number and Election. The officers of the Club shall consist of a President, a Vice President, a Treasurer, a Secretary, a Director of Membership, the remaining founders of the EC, and such other officers, including one or more Vice Presidents, Assistant Treasurers, Assistant Secretaries, or Assistant Membership Directors, as the Board of Directors may determine. The President, Vice President, Treasurer, Secretary, and Membership Director shall be elected annually by majority popular vote of the members at the annual meeting, through a recognized and accepted election process to be held at the end of the school year in the first week of

May, or at any special meeting held for such purpose, or if there are no members then by the Board of Directors at any meeting held for such purpose. No more than two (2) additional officers may be chosen by the directors at the first meeting of the directors following the annual meeting of members or at any other meeting of the directors.

3. Qualification. Any two (2) or more offices may be held by any person. The Secretary shall be a resident of Massachusetts unless the Club has a resident agent appointed for the purpose of service of process. Any officer may be required by the directors to give bond for the faithful performance of his or her duties in such amount and with such sureties as the directors may determine.

4. Tenure. Except as otherwise provided by law, by the HESA Governance Documents, by these By-laws, or by the EC Constitution, the President, Vice President, Treasurer, Secretary, and Membership Director shall hold office until the first meeting of the directors following the next annual meeting of members or the annual election, or if there are no members then at any meeting of the directors held for such purpose, and in each case until their respective successors are qualified and elected; and all other officers shall hold office until the first meeting of the directors following the next annual meeting of members or the annual election, or if there are no members then at any meeting of the directors held for such purpose, and in each case until their successors are chosen and qualified, or for such shorter term as the directors may fix at the time such officers are chosen.

There are no term limits for club officers or directors.

5. Resignation. Any officer may resign by delivering his or her written resignation to the Club at its principal office or to the President or Secretary, and 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.

6. Removal. The directors may remove any officer with or without cause by a vote of a majority of the directors then in office; provided, however, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the directors.

7. Vacancies. Any vacancy in any office may be filled for the unexpired portion of such term by the directors.

8. Executive Director. If the Board of Directors employs an Executive Director and appoints such person as the chief executive officer of the Club, subject to the directions of the Board of Directors, such person shall have general charge and control of the affairs of the Club, including, but not limited to, the selection and employment of the Club's staff. The Executive Director shall serve at the pleasure of the Board of Directors. In the event of a vacancy in the office of Executive Director, the President or another member of the staff designated by the Board of Directors shall serve as chief executive officer of the Club.

9. President and Vice President. The President shall preside when present at all meetings of the members and the Board of Directors, and he or she shall be an ex officio member of all committees. The President shall be responsible for general supervision of the affairs of the Club, subject to the directions of the Board of Directors, including the employment and supervision of the Executive Director, and he or she shall have such other powers and perform such other duties as the directors from time to time may designate.

The Vice President shall have such powers and shall perform such duties as the Board of Directors may from time to time designate. Unless the Board of Directors otherwise determines, the Vice President shall have the powers and responsibilities of the President in the absence or incapacity of the latter.

10. Treasurer. The Treasurer shall be responsible for general supervision of the financial affairs of the Club, subject to the directions of the Board of Directors, including supervision of the financial duties of the Executive Director. The Treasurer shall be responsible for custody of the funds, securities and valuable papers

of the Club and shall cause it to keep accurate books of account. The Treasurer shall cause the preparation of monthly financial statements, an annual financial statement and an annual budget for presentation to the Board of Directors and such interim financial statements and budgets as are needed. He or she shall perform such other duties and have such other powers as the directors may from time to time designate.

11. Secretary. The Secretary shall keep a record of the meetings of members and directors. In the absence of the Secretary from any such meeting, a Temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

12. Membership Director. The Membership Director shall keep account and records of the current membership of the club.

13. Additional Officers. In addition to the officers required by these By-laws, the Board of Directors may appoint from time to time up to two (2) additional officers and agents of the Club, who need not be members of the Board of Directors, and who shall have such titles, powers and duties as shall be prescribed by the Board of Directors.

Article III—Indemnification

1. Definitions. For purposes of this Article:

(a) A “Director” or “Officer” means any person serving as a director of the Club or in any other office filled by appointment or election by the directors and also includes (i) a Director or Officer of the Club serving at its request as a director, officer, employee, trustee, partner or other agent of another organization, and (ii) any person who formerly served as a Director or Officer;

(b) “Expenses” means (i) all expenses (including attorneys’ fees and disbursements) actually and reasonably incurred in defense of a Proceeding, in being a witness in a Proceeding, or in successfully seeking indemnification under this Article, (ii) such expenses incurred in connection with a Proceeding initiated by a Director or Officer as may be approved by the Board of Directors, and (iii) any judgments, awards, fines or penalties paid by a Director or Officer in connection with a Proceeding or reasonable amounts paid in settlement of a Proceeding; and

(c) A “Proceeding” means any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and any claim which could be the subject of a Proceeding.

2. 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, except that (i) no indemnification shall be provided for any Director or Officer regarding a matter as to which it shall be determined pursuant to Section 5 of this Article or adjudicated by a decision-making body having jurisdiction that he or she did not act in good faith and in the reasonable belief that his or her action was in the best interests of the Club, or with respect to a criminal matter, that he or she had reasonable cause to believe that his or her conduct was unlawful, and (ii) no indemnification shall be provided for any Director or Officer with respect to any Proceeding by or in the right of the Club or alleging that a Director or Officer received an improper personal benefit if he or she is adjudged liable to the Club in such Proceeding or, in the absence of such an adjudication, if he or she is determined to be ineligible for indemnification under the circumstances pursuant to Section 5 of this Article.

3. Settled Proceedings. If a Proceeding is compromised or settled in a manner which imposes any liability or obligation upon a Director or Officer, no indemnification shall be provided to him or her with respect to such Proceeding if it is determined pursuant to Section 5 of this Article on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.

4. Advance Payments. Except as limited by law, Expenses incurred by a Director or Officer in defending any Proceeding may be paid by the Club to said Director or Officer in advance of final disposition of the Proceeding upon receipt of his or her written undertaking to repay such amount if he or she is determined pursuant to Section 5 of this Article or adjudicated by a decision-making body having jurisdiction to be ineligible for indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of such person to make repayment; provided, however, that no such advance payment of Expenses shall be made if it is determined pursuant to Section 5 of this Article on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.

5. 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 members who are not parties to the Proceeding in question. Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this Article.

6. 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 against such liability or cost.

7. Responsibility With Respect to Employee Benefit Plan. If the Club or any of its Directors or Officers sponsors or undertakes any responsibility as a fiduciary with respect to an employee benefit plan of the Club, then for purposes of indemnification of such persons under this Article (i) a "Director" or "Officer" shall be deemed to include any Director or Officer of the Club who serves at its request in any capacity with respect to said plan, (ii) such Director or Officer shall not be deemed to have failed to act in good faith in the reasonable belief that his or her action was in the best interests of the Club if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of the participants or beneficiaries of said plan, and (iii) "Expenses" shall be deemed to include any taxes or penalties imposed on such Director or Officer with respect to said plan under applicable law.

8. Heirs and Personal Representatives. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of a Director or Officer.

9. 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 full 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.

10. Amendment. The provisions of this Article may be amended or repealed by the members only or, if there are no members, by the Board of Directors; provided, however, no amendment or repeal of such

provisions which adversely affects the rights of a Director or Officer under this Article with respect to his or her acts or omissions at any time prior to such amendment or repeal shall apply to him or her without his or her consent.

Article IV—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 the 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. Any such assets not so disposed shall be disposed of by the Court of Common Pleas of the country in which the principal office of the club is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article V—Miscellaneous Provisions

1. Fiscal Year. The fiscal year of the Club shall end on June 30 of each year.
2. Annual Meeting. The Board of Directors shall hold an annual meeting of the Club at a time and location designated by the Board.
3. Meetings of the Directors and Officers. The Directors and Officers of the Club shall meet jointly at least six (6) times during the fiscal year.
4. Rules of Order. Roberts 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.
5. 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 Executive Director.
6. Resident Agent. The directors may appoint a resident agent upon whom legal process may be served in any action or proceeding against the Club. Said resident agent shall be either an individual who is a resident of and has a business address in Massachusetts, a Club organized under the laws of Massachusetts, or a Club organized under the laws of any other state of the United States that has qualified to do business in, and has an office in, Massachusetts.
7. Club Records. The original, or attested copies, of the HESA Governance Documents, 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 at an office of its Secretary or resident agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection of any member or director for any proper purpose.
8. HESA Governance Documents. All references in these By-laws to the HESA Governance Documents or to the EC 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 EC Constitution, as amended and in effect from time to time.

9. 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 majority vote of the members.

Adopted and effective as of 8/5/2008