



# Constitution of the Harvard Law School Association



~ADOPTED JUNE 3, 1947~

As amended April 29, 1949; April 28, 1950; April 10, 1953; April 30, 1955; April 28, 1956; April 26, 1958; April 25, 1959; April 29, 1961; April 27, 1963; April 27, 1968; May 2, 1970; July 25, 1972; April 26, 1975; April 29, 1978; April 26, 1980; April 25, 1981; May 8, 1982; April 20, 1985; April 11, 1987; April 9, 1988; April 15, 1989; October 2, 1993; May 20, 2000; May 2, 2008; April 8, 2011; June 25, 2014; May 20 2015; and March 2018

## RECITALS

WHEREAS, the Harvard Law School Association (“HLSA”) was founded in 1886 as an independent association, the first of its kind, and operated as a self-supporting, independent entity for over a century, with the mandate to advance the cause of legal education, to promote the interests and increase the usefulness of the Harvard Law School, and to promote mutual acquaintance and good fellowship among all members of the HLSA.

WHEREAS, alumni associations, including the HLSA, were historically set up independently of, and without financial support from, the affiliated school or university, and thus alumni associations charged membership dues to remain viable.

WHEREAS, over the years, particularly after World War II, the Harvard Law School took an ever greater role in supporting HLSA activities by steadily increasing its share of the expenses of the HLSA, and in 1988, the HLSA Membership Committee recommended the elimination of dues entirely, a decision consistent with a national trend at law school and university alumni associations.

WHEREAS, at the HLSA Meeting on Friday, April 23, 1999 in Pound Hall Room 100, the HLSA Executive Committee recommended and the HLSA Council voted to cease charging dues to HLSA members as of July 1, 1999, effectively raising the membership of the HLSA from 6,000 dues-paying alumni to all 35,000 Harvard Law School alumni. In eliminating dues, the HLSA ceased being self-supporting and instead became a fully integrated part of Harvard Law School and, in consideration for ending its financial and legal independence, began receiving all funding for HLSA activities from the Harvard Law School.

WHEREAS, in 2010, many governance structures set up by the HLSA Constitution were legacies from the days of an independent HLSA and had become more a hindrance to, than an enabler of, growth for HLSA and its members, leading the HLSA Executive Committee to propose a new, far less complex constitutional structure.

NOW THEREFORE, the Constitution of the HLSA shall be as follows.

## *ARTICLE I – NAME, LOCATION, & ORGANIZATIONAL STRUCTURE*

**Section 1.1 Name.** This association shall be known by the names the Harvard Law School Association, HLSA, and hlsa.org (collectively, the “Association”).

**Section 1.2 Offices.** The principal office of the Association shall be located at the Harvard Law School in the County of Middlesex, City of Cambridge, State of Massachusetts.

**Section 1.3 Organizational Structure.** The Association is a part of the Harvard Law School, and all governance structures – the Council (Article IV), the Executive Committee (Article IV, Section 4.2(a)), and other committees (Article VII, Section 7.2) – officially reside within the Harvard Law School. Activities of the HLSA are supported by affiliated but independent organizations (Article VI). Where those organizations are geographically determined, they are called clubs (“HLSA Club”). Where those organizations are not geographically determined, they are called shared interest groups (“HLSA SIG”). HLSA Clubs and HLSA SIGs are registered annually by the Association.

## *ARTICLE II – PURPOSES*

**Section 2.1 Purposes.** The objects of this Association shall be to advance the Harvard Law School by fostering networking and mutual support between the Harvard Law School and its alumni, faculty, and students.

**Section 2.2 Restriction on Activities.** All activities of the Association shall be conducted exclusively for the purposes of the Association and of the Harvard Law School. No part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Association shall not participate in, nor intervene in, any political campaign on behalf of or in opposition to any candidate for public office (including, but not limited to, the publication or distribution of statements).

## *ARTICLE III - MEMBERSHIP*

**Section 3.1 General Members.** All recipients of a degree awarded by the Harvard Law School, full-time students currently enrolled in a degree program at the Harvard Law School, and individuals who matriculated in a degree program at the Harvard Law School for at least one full year and left in good standing, and the current and any former Dean of the Harvard Law School, regardless of where those Deans received their legal education, shall be members of this Association (“Members”).

**Section 3.2 Life Members.** Members who have previously paid dues that entitled them to become “Life Members” shall continue to receive recognition as such.

**Section 3.3 Honorary Members.** Honorary Members of the Association may be elected by the Executive Committee.

**Section 3.4 HLSA Club and HLSA SIG Members.** Where individuals who are not Members are granted membership in HLSA Clubs and HLSA SIGs, such non-Members will not become Members of the Association.

**Section 3.5 Dues.** There shall be no dues in connection with membership in the Association.

## ARTICLE IV – COUNCIL

**Section 4.1 General Powers.** The Association shall have powers to the full extent allowed by law. All powers, activities, and affairs of the Association shall be exercised and managed by the Council of the Association (the “Council”) or, if delegated, under the direction of the Council.

**Section 4.2 Composition.** All members of the Council must be Members of the Association. The Council shall be divided into two groups, the Executive Committee of the Council (“Executive Committee”) and the General Membership of the Council (“General Membership”), with rights and duties as further described herein.

**(a) Executive Committee.** The Executive Committee shall be composed of 1) all officers of the Association, and; 2) all individuals specifically elected to serve as members of the Executive Committee, as determined in accordance with the provisions of Article V. In addition, there shall be four *ex officio* members of the Executive Committee:

- i. A senior staff member of the Harvard Law School Alumni Center (the “Harvard Law School Liaison”), appointed by the Director of Alumni Relations (with self-appointments permitted) or, if the Director of Alumni Relations fails to do so, by the Dean for Alumni Relations;
- ii. Two Harvard Alumni Association Appointed Directors for the Harvard Law School, who shall be appointed by the Harvard Law School Liaison and the President of the Association; and
- iii. The past President of the Association (“Past President”) for one full term (two years) immediately following his or her term as President.

**(b) General Membership.** The General Membership of the Council shall consist of delegates from each active HLSA Club and HLSA SIG, as chosen by that HLSA Club or HLSA SIG, where “active” shall be determined in accordance with the provisions of Article VI, Section 2. Each active HLSA Club and HLSA SIG with fewer than one thousand HLSA Members may select one delegate. Each active HLSA Club or HLSA SIG with more than one thousand HLSA Members may select one delegate for every one thousand HLSA Members or portion thereof up to a total of three delegates (e.g., an active HLSA Club or HLSA SIG with one thousand five hundred HLSA Members would be able to select two delegates; an active HLSA Club or HLSA SIG with two thousand three hundred HLSA Members would be able to select a total of three delegates; an active HLSA Club or HLSA SIG with three thousand or more HLSA Members would be able to select a total of three delegates; etc.) Each delegate must be, at time of appointment, either a current or past officer of the active HLSA Club or HLSA SIG by which the officer is delegated. Provided notice is given to the Association, any active HLSA Club or HLSA SIG may replace its own delegate at any time and through any process, so long as the process is consistent with the approved bylaws of that HLSA Club or HLSA SIG. In addition, the General Membership of the Council may include up to ten members-at-large, to be appointed by the nominating committee defined in Section 5.2(a) below for a maximum of two two-year terms, provided that such members-at-large shall never represent a majority of the General Membership of the Council.

**Section 4.3 Specific Powers.** The Executive Committee shall have the power to act on behalf of the full Council on all matters, without limitation, excluding the following powers which remain reserved for the full Council:

**(a) Constitutional Amendments.** This Constitution may be amended by a majority vote of those present at any meeting of the Council where notice of the proposed amendment has been given in the notice of the meeting.

**(b) Election of Officers.** The officers of the Association and other members of the Executive Committee shall be elected by a majority vote of those present at any meeting of the Council where notice of the proposed election has been given in the notice of the meeting, as determined in accordance with the provisions of Article V.

**Section 4.4 Meetings.** Meetings of the Council may be in-person or virtual, with no quorum requirement. Notice of meetings shall be given in any manner as the President or Executive Committee shall direct. Meetings of the Council will take one of two forms:

- (a) Executive Committee Meetings.** The Executive Committee will meet at the discretion of the President.
- (b) Annual Meetings.** The full Council will meet at least once annually, and more frequently at the discretion of the President.

**Section 4.5 Terms of Office.** All members of the Council will be held to the following term limits:

- (a) President.** A President shall serve a two year term, with no possibility of re-election *ad infinitum*.
- (b) President-Elect.** A President-Elect shall serve a one year term ending coincident with the President's term and with the President-Elect assuming the Presidency at the end of that term.
- (c) Executive Committee.** All members of the Executive Committee, including all officers other than the President, shall serve one-year terms and shall be limited to serving on the Executive Committee for a maximum of six years out of every eight, with only two exceptions: Harvard Alumni Association Appointed Directors for the Harvard Law School will serve for the full duration of their Harvard Alumni Association term, and the Harvard Law School Liaison may be continuously renewed at the discretion of the designated appointer (Section 4.2(a)(i)).
- (d) General Membership.** Each delegate to the General Membership of the Council will serve for a length of time as determined by the HLSA Club or HLSA SIG which delegated that individual, but in no circumstances will the same individual serve for more than four consecutive years.
- (e) Removal from Office.** The Executive Committee, by a majority vote, shall have full authority to remove officers from the Executive Committee or General Members from the Council for just cause.

#### *ARTICLE V – OFFICERS*

**Section 5.1 Officers.** The officers of the Association, all of whom shall be members of the Council and Executive Committee, shall be a President, a President-Elect (only in the year immediately preceding the end of the current President's term), a Secretary, a Treasurer, and such other officers, such as Vice Presidents-At-Large, with such titles and duties as shall be determined by the Executive Committee. The number of officers of the Association and others elected to serve as members of the Executive Committee, excluding *ex officio* members of the Executive Committee, shall be at least 15 but no more than 25.

**Section 5.2 Election of Officers.** The officers shall be elected annually by the Council and shall take office at the conclusion of the next following Harvard Law School Commencement.

(a) **Nominating Committee.** The delegable power and duty for nominating candidates for election to officer, and separately to the General Membership of the Council as members-at-large, shall be vested in a nominations committee (“Nominating Committee”) which shall consist of the President, the President-Elect (when in office), the Past President, no fewer than two members of the Council, and the Harvard Law School Liaison. The Nominating Committee shall define and execute a transparent process for the nomination of candidates, drawing upon the recommendations of the Council, all Members of the Association, the Harvard Law School Administration, and the Harvard Law School Dean.

**Section 5.3 Officer Vacancies.** The Executive Committee shall have power to fill for the unexpired term any vacancy occurring in its own membership and in any office defined in this Article V.

#### *ARTICLE VI – HLSA ALUMNI CLUBS AND SIGS*

**Section 6.1 Formation of HLSA Alumni Clubs and SIGs.** Only alumni and alumnae of the Harvard Law School may form an HLSA Club or HLSA SIG, which shall be named the HLSA Club of (fairly describing the territory embraced) or the HLSA (fairly describing the shared interest). Initial formation of a new HLSA Club or HLSA SIG will require advance approval by a majority of the Council, a majority of the Executive Committee, or by the President and the Secretary.

**Section 6.2 Annual Registration of HLSA Alumni Clubs and SIGs.** All HLSA Clubs and HLSA SIGs must register annually with the Association per the requirements set by the Association, as provided to the membership through the HLSA website. Upon approval by a majority of the Council, a majority of the Executive Committee, or by the President and the Secretary, such HLSA Club or HLSA SIG shall be deemed affiliated and active.

**Section 6.3 Revocation of Registration as an HLSA Club or HLSA SIG.** The Executive Committee of the HLSA, by majority vote at a regular or special called meeting, or the Alumni Relations Office may revoke recognition and registration of any HLSA Club or SIG for any violation of the HLSA’s operating guidelines, misuse of alumni data or contact information, inappropriate communication, or any other conduct by any officer or member of an HLSA Club or SIG detrimental to the interests of the Harvard Law School or the HLSA. Recognition and registration may be revoked, among other circumstances, where an HLSA Club or HLSA SIG fails to register with the Association annually as provided in Section 6.2. An HLSA Club or HLSA SIG whose recognition and registration are revoked will immediately lose affiliation with the Association. As a result, among other consequences, such HLSA Club or HLSA SIG will lose all support (financial, technology, or otherwise) provided by the HLSA and the Harvard Law School to registered HLSA Clubs and HLSA SIGs, including but not limited to any licenses granted for use of any Harvard, HLSA, or Harvard-related names, crests, or other trademarks. Any delegate to the General Membership of the Council from an HLSA Club or HLSA SIG which becomes inactive will be immediately removed from the Council.

#### *ARTICLE VII – COMMITTEES*

**Section 7.1 General Power to Create Committees.** The Executive Committee shall have the power to create and mandate committees at any time and for any purpose. Similarly, the Executive Committee shall have the power to dissolve such committees at any time.

**Section 7.2 Specific Committees Established by This Constitution.** Only four committees shall be specifically established under this constitution: the Executive Committee (as defined in Article IV), the Nominating Committee (as defined in Article V, Section 5.2(a)), the Senior Advisory Council (“Senior Advisory Council”), and the International Section (“International Section”).

**(a) Senior Advisory Council.** The Senior Advisory Council shall consist of former officers of the Association, and such other persons who have been requested by a majority vote of the Executive Committee to join the Senior Advisory Council. The purpose of the Senior Advisory Council shall be to provide a forum through which those who have provided leadership and long service to the Association can continue to serve, provide input to the Association, and carry out such other duties as may be requested by the Executive Committee. Members of the Senior Advisory Council may attend meetings of the Executive Committee and Council in a non- voting capacity. The President, or his or her designee, shall serve as chair of the Senior Advisory Council. The Senior Advisory Council shall have such other officers as may be determined by the Senior Advisory Council, with the approval of the Executive Committee. The term of office and the duties of the chair and other officers shall be determined by the Senior Advisory Council, with the approval of the Executive Committee.

**(b) International Section.** The International Section shall advise the Executive Committee on, and help implement, the Association’s global strategy of better integration of the international alumni of the Harvard Law School (generally referring to alumni who are from, or for the time being located, outside the United States) with the Association in an increasingly global world. The International Section shall also promote mutual acquaintance and fellowship among all alumni around the world by providing a forum for global engagement among the alumni with the Association. The President, or his or her designee, shall serve as chair of the International Section. The International Section shall have such other officers as may be determined by the International Section, with the approval of the Executive Committee. The term of office and the duties of the chairs and other officers shall be determined by the International Section, with the approval of the Executive Committee.

#### *ARTICLE VIII – AMENDMENTS*

**Amendments to This Constitution.** This Constitution may be amended by a majority vote of those present at any meeting of the Council where notice of the proposed amendment has been given in the notice of the meeting, provided, however, that no amendment shall authorize the affairs of the Association to be conducted in any manner or for any purpose contrary to the provisions of section 501(c)(3) of the Internal Revenue Code as now in force and hereafter amended. An amendment of the provisions of this Article VIII (or any amendment thereof) shall be valid only to the extent such amendment further restricts the amending power.