

**AMENDED AND RESTATED BYLAWS OF
HARVARD CLUB OF NEVADA
A Nevada non-profit organization**

Effective on August 1, 2026

TABLE OF CONTENTS

Article I: Offices; Name; Nature and Purposes

Section 1: Principal Office
Section 2: Nature
Section 3: Purposes of Club
Section 4: Diversity

Article II: Classes of Membership

Section 1: Membership
Section 2: Membership Tiers
Section 3: Definition
Section 4: Members' Code of Conduct
Section 5: Dues
Section 6: Annual Meeting
Section 7: Other Meetings, Voting and Quorum
Section 8: Place of Meetings
Section 9: Resignation of Members

Article III: Board of Directors

Section 1: Powers
Section 2: Number and Composition
Section 3: Executive Committee
Section 4: Election and Terms
Section 5: Eligibility
Section 6: Commitment and Responsibilities
Section 7: Meetings
Section 8: Vacancies
Section 9: Removal
Section 10: Resignation of Directors
Section 11: Action at Meetings
Section 12: Club Administrator

Article IV: Officers

Section 1: President
Section 2: Vice President
Section 3: General Secretary
Section 4: Treasurer
Section 5: Other Officers
Section 6: Immediate Past President

Article V: Communications

Section 1: Language

Section 2: Virtual Group Access

Article VI: Budget & Finances

Section 1: Fiscal Year

Section 2: Submission and Adoption

Section 3: Checks, Notes, Drafts and Other Instruments

Article VII: Amendments of By-Laws

Section 1: Power of Members

Section 2: Power of Directors

Article VIII: Miscellaneous; General Provisions

Section 1: Personal Liability and Property Interest

Section 2: Dissolution

Section 3: Expense and Reimbursement Policy

Section 4: Interpretation

Section 5: Data Protection

Section 6: Notices and Notification

Section 7: Adoption of the By-laws

Section 8: Harvard Trademark Policy

Section 9: Harvard Alumni Association (HAA)

Article I: Offices; Name; Nature and Purposes

Section 1. Principal Office and Resident Agent.

The principal office and the resident agent of the Harvard Club of Nevada (referred to here as the "Club") shall be located in Clark County, Nevada, at such place as shall be fixed from time to time by the Board of Directors. The principal office shall be the main address registered with the Secretary of State of the State of Nevada and per the laws of non-profit organizations the State of Nevada. The Club shall not operate, or partner with any other organization, to manage a real estate/hospitality facility for its members unless already grandfathered in. As of the effective date of these Bylaws, the principal office of the Club is:

c/o JEFFREY REIMAN, PRESIDENT
The Broadband Group
8400 W. Sunset Road
Las Vegas, NV 89113

And the name and address of the resident agent of the Club is:

SHAWANNA L. JOHNSON
Law Offices of Shawanna L. Johnson
3311 S. Rainbow Blvd., Suite 144
Las Vegas, NV 89146
Tel: 702-755-6949

Section 2. Nature.

The Club is organized and shall be operated exclusively for educational, social, and philanthropic purposes serving the Harvard alumni community where the Club is located. The Club does not represent the opinions of Harvard University, the President and Fellows of Harvard University, the Harvard Alumni Association, or any other members of the Harvard community, including individual members of the Club.

Section 3. Purposes of the Club

- **General Purposes.** The Club is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The general purposes of the Club are to (i) promote the interests of Harvard University alumni in the State of Nevada and to foster rewarding relationships within the alumni community in the State of Nevada; (ii) build a sense of connection amongst Harvard University alumni and between alumni and the University (iii) promote organized community outreach projects and contribute to the greater community of the State of Nevada; (iv) foster friendship and networking amongst Members; (v) stimulate discussion of current education, economic, business and social issues of interest to its Members; and (vi) foster relationships with other Harvard clubs in the region.
- **Specific Purposes and Objectives.** The Club is organized and will be operated exclusively for (i) charitable and educational purposes related to Harvard University, located in

Cambridge, Massachusetts, a not-for-profit educational institution, and other related corporations or organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code) as amended (the "Code"), and that qualify as public charities under Section 509(a) of the Code; and (ii) to operate free from direct or indirect control by disqualified persons (as defined in the Code). Accordingly, the Club is organized exclusively for charitable, community, scientific, and educational purposes, including supporting organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. Notwithstanding any other provision of these Bylaws, the Club shall neither exercise any powers nor conduct any activities that are prohibited by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

No substantial part of the Club's activities shall be to carry on propaganda, to attempt to influence legislation, or to participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office. The Club shall not engage in any activities that will characterize it as an "action organization" under Section 501(c)(3) of the Code, within the meaning of Section 509(a)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or any corresponding section of any future Federal tax code.

In carrying out its charitable, community, scientific, and educational purposes, the activities of the Club shall be consistent with the following specific purposes:

- To create a community through communications, social media, educational, cultural, community and social events among graduates and former students of Harvard University, and their families, colleagues, and associates, through the sponsorship of educational, cultural, and community activities;
- To promote and encourage communication among Harvard and its alumni, primarily those who reside in Clark County, Nevada;
- To promote the interests of Harvard University in Clark County, Nevada, including supporting the Harvard College Admissions Office with applicant interviewer and outreach on behalf of the Admissions Office;
- To support other charitable, community-based, and educational activities described in Section 501(c)(3) and Section 170(c)(2) of the Code, to the extent such activities support and benefit the charitable, community-based, scientific, and educational activities of the Club; and

- To do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Club as described herein, including the exercise of all powers enjoyed by corporations generally by virtue of NRS Chapter 82.

All of the foregoing general purposes, specific purposes, and objectives shall hereafter be collectively referred to as the "Purposes."

Section 4. Diversity.

The Club is committed to embracing diversity in all forms and creating a safe space to and for all members. We believe the Club will be enriched by the diverse talents, backgrounds, perspectives, and experiences of Harvard Alumni. As such, the Club is committed to empowering diverse, promising, and committed leaders that represent the broad diversity of the Harvard community.

Article II: Membership

Section 1. Membership

As deemed by the HAA:

- (i) Membership is to be open to the entire Harvard community including spouses/partners/widows of Harvard degree holding alumni and HAA associate members, current Harvard students and their spouses/ partners/widows, Harvard College parents, current Harvard faculty, and current Harvard staff.
- (ii) The Club will not limit membership on the basis of age, race, color, national origin, sex, genetic information, ancestry, religion, caste, creed, veteran status, disability, military service, sexual orientation, or political beliefs.
- (iii) At the discretion of the Club, individuals who do not meet membership requirements may still attend Club events.

Section 2. Membership Tiers

The Club shall have the following membership categories:

Regular Membership Any individual who:

- (i) has attended and successfully graduated from a degree-granting academic program from Harvard University;
- (ii) holds an honorary degree from Harvard University;
- (iii) is a student currently enrolled in Harvard University, provided that such student is actively enrolled in a degree-granting course of study; or
- (iv) has alumni status as defined by the Harvard Alumni Association ("HAA").

Friends Membership ("Friends") Any individual without alumni status as defined by the HAA who

- (i) has received a certificate of completion from an official program of Harvard University;
- (ii) is a parent of a student currently enrolled at Harvard College, such eligibility continues after the graduation of the student, provided the parents are active members of the Club at the time of graduation and continue to be so; or
- (iii) is a spouse/partner/widow of regular members of the Club; (iv) is a current Harvard faculty or staff member.

Eligibility to Vote and Hold Office; Rights of Membership. Any Regular Member with a valid permanent address in the Club's HAA-recognized geographic area shall be entitled to serve on the Board and as an Officer of the Club and have one vote in the event of voting on matters described in these By-Laws. Friends Members shall be entitled to participate in the activities of the Club, to the extent determined by the Board of Directors, but shall not be entitled to serve as an Officer or vote in the event of votes being sought at meetings of the Club. Regular Members shall have all the rights and benefits of membership, including, but not limited to: (1) attending any Club-Sponsored events (either free of charge or at a designated Regular Member rate); (2) participating in and casting any votes necessary to approve an act of the Board; (3) receiving all relevant information concerning the Club; (4) ability to serve on committees (including as a committee chair) as designated by the Board. Friends Members, including spouses of people who had or were entitled to membership, parents of current or former students, along with others who share the Purposes of the Corporation, shall also be eligible for participation as a Friends Member. Friends Members may (1) attend all open Club-Sponsored events (i.e., open to those outside of Regular Membership and/or the Board); (2) receive all open/public information of the Club; and (3) ability to serve on committees. Unless otherwise approved by the President or the Board, Friends Members may not hold office, may not participate in or cast votes, and may not serve as a chairperson of a committee. Additional Membership categories may be added at the discretion of the Board. Regular Members shall be entitled to vote on all matters that the Board brings to the Membership, including the election of Directors. Associate Members and any other membership group shall not be entitled to vote on any matters that the Board brings to the Membership but shall otherwise be entitled to participate in the activities of the Club in the same manner as Regular Members.

The Executive Committee of the Board, or its appointee, shall notice and hold at least one (1) Annual Meeting during any calendar year, which may be combined with another Club activity or Membership activity.

Special meetings of any subgroup such as graduate or professional school alumni, shared interest groups, or other Harvard alumni, may only be set by the Executive Committee as part of the alumni calendar events.

Notice of all meetings of the Club shall be given by the Secretary in the manner directed by the Executive Committee, including posting such information in the Harvard Club of Nevada calendar of events, newsletters, or by other reasonable means.

Ten (10) Regular Members shall constitute a quorum at any Annual Meeting of the Club.

Section 3. Register of Members

Any person eligible under Section 1 to be a Regular Member and who is recorded as having paid dues (if any) for the current Fiscal Year shall be a registered member ("Registered Member"). The Club shall at all times maintain a register of Registered Members which includes the names and contact details of Registered Members. People who are below 18 years of age shall not be accepted as Registered Members without the written consent of their parents or guardian.

Section 4. Members' Code of Conduct/Conflicts of Interest

Club members should respect the rights, differences, and dignity of others. Those taking part in Club activities are expected to demonstrate honesty, integrity, and civility in those activities, and are accountable for their conduct vis-a-vis University alumni, students, parents, volunteers, employees, and invitees.

The Club's Board of Directors, after a simple majority vote under the bylaws, has the right to terminate or suspend the membership of those involved in conduct that is considered harmful to the welfare of the Club, the Board or any other Member of the Club.

The officers and Board members commit to observing and promoting the highest standards of ethical and civil conduct in the performance of their responsibilities to the Club and all activities of the Club. Officers and Board members pledge to accept this code as a minimum guideline for the ethical and civil conduct of all members (the "Code"):

- (i) The Club must operate exclusively to further the goals of Harvard University and the HAA for the benefit of the Club members and not to further any personal or business interests.
- (ii) Any activity that might give rise to a real or apparent conflict of interest must be fully disclosed to the Club before the proposed activity takes place. The proposed activity shall not take place without prior discussion with the President or the Vice-President of the Club, and prior approval by the Board.
- (iii) A real or apparent conflict of interest refers to (a) any personal or business interest of any person involved with the Club that conflicts or might conflict with the interests, goals, and reputation of Harvard University, the HAA, or the Club, or (b) the use of the resources of the Club (including access to members) to further a personal or business interest.

- (iv) The Board has the power to exclude any individual from membership on the Board, from the position of an Officer, or general membership in the Club for violation of this Code.

In addition, the following policies are adopted and apply to all Members of the Club:

- (i) Community Guidelines: Harvard University Alumni Affairs & Development (AA&D) programs and volunteer opportunities respect the rights, differences, and dignity of others. Those taking part in Club or AA&D programs, events and activities are expected to demonstrate honesty, integrity, and civility in those activities and are accountable for their conduct there with University alumni, students, parents, volunteers, employees, and invitees.
- (ii) The Club and AA&D reserve the right to suspend services to, and to exclude from participation in Club or AA&D programs, events and activities, any person whose inappropriate behavior adversely affects the safety, well-being, and inclusion of community members.
- (iii) Club participants and personnel agree to embrace and advance the following Statement of HAA Club Values:
- Transparency in all activities and operations
 - Respect the privacy of others and protect confidential information and personal data
 - Refrain from discrimination, bullying, or harassment of any kind
 - Responsible stewardship of resources
 - Appropriate exercise of fiduciary duties and responsibilities
 - Comply with all applicable laws and regulations
 - Commitment to maintain the public trust and reputation of Harvard University and the Club/SIG
- (iv) For any conduct by a volunteer, member, staff, or guest that is harmful to the welfare of the Club, the Board, or a member/guest of the Club, the Board of Directors, after a majority vote under the bylaws, has the right to terminate or suspend privileges.
- (v) The Club may not engage in any political campaign/issue or make statements for or against any candidate for public office.

Section 5. Dues

Annual dues may be established from time to time by the Board of Directors. Dues, if any, shall be determined annually by the Board of Directors and shall be payable upon receipt of notice's due date. If dues are required, they shall be paid by all Regular Members and Friends Members, including by all Members of the Board. Dues shall cover the relevant Fiscal Year. Non-payment of

dues by the announced deadline shall constitute grounds for loss of membership status and privileges.

Dues shall not be changed during any fiscal year or that year, nor shall any dues be imposed upon student members.

Section 6. Annual Meeting

The time and place of the Annual Meeting of Members, to be held before the end of the fiscal year shall be determined by the Board of Directors, which shall cause notice thereof to be sent to each Member at least twenty (20) days in advance of the date of the Annual Meeting.

Section 7. Other Meetings, Voting, and Quorum

Other meetings of Members shall be called by the Board of Directors at least twenty (20) days in advance of the meeting. Each Member, with a valid permanent residency in the Club's designated geographic area, shall be entitled to one vote. Members present at any meeting shall constitute a quorum provided that they constitute at least 10% of the total eligible Members, as per the Club's records. A majority vote of those present shall be sufficient to act on all items of business, except that amendments to the by-laws shall be made only as provided in Article VI, Section 2.

Section 8. Place of Meetings

Meetings of Members shall be held in the State of Nevada, or virtually, as stated in the notice of the meeting.

Section 9. Resignation of Members

Any Member may resign membership in the Club by notifying the Secretary and Club Administrator (if any) in writing. The resigning member will be expected to settle all dues (if any) before such resignation. Whole or pro rata portions of the paid dues shall not be refunded in case of such resignation.

Article III: Board of Directors

Section 1. Powers, Duties and Responsibilities

The programs, activities, property, and affairs of the Club shall be managed by a Board of Directors (the "Board of Directors"). The Board of Directors shall:

- (i) carry out the purposes of the Club
- (ii) determine its policies, in accordance with the Club's mission
- (iii) take proper measures to make them effective
- (iv) review, evaluate, and recommend changes in the implementation of such policies
- (v) create and appoint members to committees as the Board deems necessary and advisable from time to time

The Board of Directors shall have access to all the books and records of the Club (except for Member personal details) and may require a financial statement from the Treasurer or an accounting

from any Director and shall have the power to approve or reject the actions or recommendations of any Director or Committee.

Section 2. Number and Composition

The Board of Directors shall consist of at least five (5) but no more than seven (7) members (each, a "Director"), as may be determined by the Board of Directors from time to time. The Directors shall appoint at least the following officer positions from those serving as Directors (each, an "Officer"): a President, a Vice President, a Treasurer, and a Secretary, to serve such terms of office as determined by the Board.

Section 3. Executive Committee

The Board of Directors may establish an Executive Committee, which shall be made up of the President, Vice President, Treasurer, and Secretary. The Executive Committee can exercise any powers of the Board when the Board is not in session. If required, the President can exercise the powers of the Board, subject to the approval of the Executive Committee.

Section 4. Election and Terms

Except as permitted by Section 8 below, each Director shall be appointed through an election and shall serve for a term of three (3) years. Elections shall be held electronically by reliable and transparent means as determined by the Board of Directors. Elections must be held within three (3) months before the end of the three-year term of any then-existing Director. Each Director shall hold that position until a new Director has been elected for a new term, which begins on the date set forth in the notice of the election. The Board of Directors is elected by the Club Membership.

Appointment to Officer roles must be from among newly-elected Directors and is subject to approval by newly-elected Directors. Members of the Board of Directors are eligible for election for a maximum of three (3) consecutive three-year Director terms. Officers are eligible for appointment by the Board to serve for not more than three consecutive one-year Officer terms in such capacity. In exceptional circumstances, the Board can vote to make an exception and nominate any Director or Officer for one additional consecutive three-year or one-year term, respectively.

Notification of election results, or changes on the Board or administrative positions, shall be transmitted immediately to the HAA.

Section 5. Eligibility

Any Regular Member (as defined in Article II, Section 1) wishing to run for election to the Board of Directors must be a Harvard alumnus as defined by the HAA and reside in the State of Nevada permanently. Members may be nominated either by self-nomination or by nomination from a Club Member. Nominations for elected positions are subject to Board verifications and approval of eligibility. Approved nominations are then included in the election docket.

Section 6. Commitment and Responsibilities

All Directors shall perform the duties and responsibilities as outlined in Article III, Section 1, above. All Directors are expected to fulfill their job description for their position. Directors can co-

host an event with other Directors. Failure to do so constitutes grounds for termination of the Director's tenure in office.

Section 7. Meetings

Meetings of the Board of Directors shall be held at the call of the President or by 25% of the total number of Directors. A majority of the Directors of the Board of Directors shall constitute a quorum. The Board of Directors shall meet at least three (3) times annually.

Directors are expected and required to attend at least two thirds of the Board of Director's meetings either in-person or virtually during each year of tenure. Failure to do so constitutes grounds for termination of the Director's tenure in office. For all regular meetings, the Board of Director's attendance, as well as meeting minutes, shall be made available upon request by Members.

Section 8. Vacancies

Any vacancy at any time existing in the Board of Directors or Officer positions shall be filled through a special vote by the Directors, except that, if the remaining term is less than one year (i) the Vice President shall become President if the vacancy is in the office of the President; and (ii) any other vacancy may be filled by the Board of Directors. In the event of a vacancy in the Board of Directors, a Member may be nominated to the post of Special Board Member and may be voted onto the Board of Directors after a probationary period of one quarter, subject to a majority vote of the Board of Directors. In the event of an open vacancy on the Board of Directors, the remaining Directors may exercise the powers of the full Board of Directors until the vacancy is filled.

Section 9. Removal

A Director or Officer may be removed from office with or without cause by vote of two-thirds of the Directors then in office, after official written notice and an opportunity to appear and present evidence at a meeting of the Board of Directors. The so-vacated Board seat or Officer position shall be filled according to the procedures prescribed in Section 8 above.

Section 10. Resignation of Directors

Any Director or Officer may resign his/her position by written resignation to the Secretary, which shall be effective as of the date received by the Secretary, and shall automatically terminate his/her position. The so-vacated Board seat or Officer position shall be filled according to the procedures prescribed in Section 8 above. The resigning Director or Officer will be requested to provide an appropriate handover of projects and responsibilities.

Section 11. Action at Meetings

At any meeting of the Board of Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by the vote of a majority of those present and voting, unless a different vote is required by law.

Section 12. Club Administrator

The Club may hire an external Administrator to support the activities of the Club. The Administrator is subject to the same duties and Code requirements as applicable to Members of the

Board of Directors. The Administrator shall work closely with the President, Vice President, and Secretary to support the smooth functioning of the Club. This includes but is not limited to, official Club correspondence (emails, phone calls, newsletters, etc.), drafting minutes during meetings, social media, event, and logistics management, supporting the Treasurer to maintain Club finances, and other duties as may be delegated by the President or the Board.

Article IV: Officers

Section 1. Duties of President

The President shall preside at meetings of the Club and of the Board of Directors and shall be responsible for the overall management and welfare of the Club. The President shall also perform duties by the request of the HAA including, but not limited to, the completion of the HAA Annual Report forms. The President must have a working knowledge of the Club and the Board of Directors. The President must have served for at least one full term on the Board of Directors before being appointed to this position, unless no incumbent Director is seeking the position.

Section 2. Duties of Vice President

In the absence of the President, his/her duties shall be exercised and performed by the Vice President. The Vice President shall assist the President in the coordination of the Club's activities. He/she shall act as liaison with Harvard University and coordinate professional staff support. The Vice President must have served for at least one full term on the Board of Directors before being appointed to this position, unless no incumbent Director is seeking the position.

Section 3. Duties of Secretary

The Secretary shall keep the minutes of the Club's meetings and keep custody of records of the Club, conduct correspondence, and have charge of the Register of Members and all mailing lists. He/she shall notify Members of meetings and attend to the serving of all notices required by law or by the by-laws of the Club. He/she shall keep and make available for inspection by the Club's membership copies of the by-laws. In the absence of the President and Vice President, his/her duties shall be exercised and performed by the Secretary and in the Secretary's absence by the Treasurer.

Section 4. Duties of Treasurer

The Treasurer shall be in charge of the management and oversight of the financial affairs of the Club and is authorized to receive and collect all sums of money payable to the Club. He/she shall be charged with the care and custody of the funds, and from them make the necessary payments. He/she shall keep accounts, which shall be open at all times to the inspection of any Director and shall report thereon at the request of the Board of Directors or the President. He/she shall be authorized to open accounts in the name of the Club at banks approved by the Board of Directors and shall deposit all funds therein. The books of the Treasurer may be audited each year within sixty (60) days following the end of the Club's Fiscal Year. The Treasurer, the President, and the Secretary shall have access to all accounts and signature power.

Section 5. Other Officers

Other Officers may be designated by the Board of Directors to accomplish specific duties.

Where the Harvard College Office of Admissions and Financial Aid mandates that a College alum/na coordinates College admissions interviews of college applicants from the State of Nevada, if such person is not on the Club Board, such person shall be invited to sit on the Board in an ex-officio capacity. The Clubs that have a Schools and Scholarships Committee or Chair shall follow the governing rules and guidelines established by the Harvard College Admissions Office.

Section 6. Immediate Past President

The Immediate Past President, as the Board of Directors may assign, may be an observer without a vote on the Board of Directors for one three-year term. The purpose of the Immediate Past President will be to supply advice to the Board of Directors based on the historical knowledge s/he has of the Club.

Article V: Communications

Section 1. Language

All communications to the Members including event and meeting notices, the Club website and social media platforms, shall be published and communicated in English.

Section 2. Virtual Group Access

The Club may use social media and/or an online platform to communicate with its Members, provided the pertinent data protection and privacy rules are respected. Access to the official distribution list of a WhatsApp or WeChat group or other similar platforms, of the Club is granted to the following members on a descending order of priority: (a) Regular Members; and (b) Friends Members. Any member who joins the official WhatsApp Group of the Club is required to use his/her real name together with his degree & graduation year as his/her alias in Group. The Board of the Club can expel any member from the virtual group if it reasonably determines that the member has not complied with the Terms of Use as adopted and announced by the Club from time to time.

Article VI: Budget & Finances

Section 1. Fiscal Year

The fiscal year for the Club shall be from January 1 to December 31 of each calendar year, unless changed by the vote of the Board of Directors.

Section 2. Submission and Adoption

A proposed annual budget, prepared by the Treasurer, shall be submitted to the Board of Directors on the occasion of or before the regular Annual Meeting of the Board of Directors, and the Board of Directors shall adopt a budget at such time for the following fiscal year. The budget shall contain specific appropriations for expenditure of Club funds, in fixed amounts, for each Club activity during the fiscal year. Once duly adopted, the provisions concerning appropriations shall be binding upon the Club, until amended by the Board of Directors.

Section 3. Checks, Notes, Drafts and Other Instruments

Any payment of money by the Club shall be approved by the Treasurer, and to the extent, the payment exceeds US\$1,000, it shall also be approved by the President or those who have signatory authority.

Article VII: Amendments of By-Laws

Section 1. Power of Members

After consultation with the HAA, these By-Laws may be amended, restated or repealed, and new By-Laws adopted, by the qualified majority of a two-thirds vote of the Members present at a regular or special meeting; provided, however, that in the event any proposed changes in these By-Laws are to be voted upon at a regular or special meeting, the Secretary of the Club has given written notice to each active member at least two weeks before the meeting of the substance of the changes to be considered.

Section 2. Power of Directors

The Board of Directors may propose an amendment, restatement or repeal of these By-Laws, which shall be approved following the procedure and voting majority established under Article VII, Section 1.

Article VIII: Miscellaneous; General Provisions

Section 1. Personal Liability and Property Interest

Members of the Club shall not be personally liable to the Club's creditors nor for any indebtedness or liability of the Club. The Members shall have no property rights in or over the assets of the Club upon dissolution or otherwise.

Section 2. Dissolution

The Club shall not be dissolved, except (i) with the consent of not less than three-fifths (3/5) of the total voting membership of the Club, either in person or by proxy, expressed by vote at a General Meeting convened for the purpose; or (ii) by the directive of the HAA.

In the event of the dissolution of the Club, all funds and other property, if any, remaining after the payment of its liabilities, shall be paid over and transferred to the President and Fellows of Harvard College for the benefit of a Harvard University.

A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Secretary of State of the State of Nevada and to the HAA. Following dissolution, the Club will no longer conduct any business, be listed in the HAA Directory or affiliated with the University.

Section 3. Expense and Reimbursement Policy

The Club will operate in accordance with a clear and transparent expense policy set by the Board of Directors and executed by the Treasurer in the administration of activities and operations. Board/Officers shall receive no remuneration of any kind for time and effort spent on the Club activities. The Board may coordinate an annual independent audit of the Club funds and accounts.

Any requests for reimbursement of expenses must include the original receipts and be sent to the treasurer for approval and reimbursement. This policy outlines the types of expenses that can be reimbursed by the Club:

- (i) Direct expenses associated with Club events
- (ii) Thank-you and similar gifts appropriate for the event
- (iii) Speaker expenses
- (iv) Deposits for Club activities
- (v) Food and beverages for specific events
- (vi) Expenses related to Harvard Club events (including joint events with other organizations)

In addition, reimbursement may be made to individuals who advance

- (i) Direct expenses related to the Club bank account
- (ii) Monthly or annual bank fees
- (iii) Charges for checks and other bank fees
- (iv) Direct expenses linked to the website
- (v) Filing and registration fees paid to a government entity

In principle, the following expenses should not be reimbursed to persons in the course of their regular activities and involvement with the Club:

- (i) Personal transportation
- (ii) Entertainment
- (iii) Refreshments (meals, drinks, amenities)
- (iv) Personal lodging

Section 4. Interpretation

All questions arising as to the interpretation of these By-Laws shall be consulted with HAA for its guidance.

Section 5. Data Protection

All personal data acquired by the Club from its Members shall only be used for Club and Harvard Alumni Association business and shall not be further processed or disclosed without the expressed consent of the Members in question and in full compliance of the applicable and pertinent data protection and privacy rules. Member data must not be used for sales and marketing purposes by any Member, Director or Officer. Furthermore, Members' personal and financial data shall be deemed held in trust by the President, Treasurer (or their designee) and shall not be shared with the other Board members, officers or Club Members.

Section 6. Notices and Notification

All notices and notifications required utilizing the provisions hereof shall be considered sent and delivered if such notices or notifications have been served electronically by e-mailing them to the e-mail address of a Director, Officer or Member filed with the Club records. E-mail addresses shall be provided in application forms or by other contact-address forms to be completed by

Members. Where a provision hereof requires a statement, document, record, or notice to be in writing or provides for certain consequences if it is not, an electronic document, message, record, and mail shall satisfy such requirements.

Section 7. Adoption of the By-Laws

These By-Laws have been approved and adopted by the members of the Club on July 17, 2026, and shall be effective from and after August 1, 2026.

Section 8. Harvard Trademark Policy

The University has granted the Club permission to use the "Harvard Club" name and other University trademarks and insignias by virtue of the Club's recognition by the Harvard Alumni Association. The use of these trademarks is governed by the University's use-of-name policies and guidelines, which are administered by the Harvard Trademark Program on behalf of the Provost and the University and protected by trademark law. In addition to the requirements specifically outlined in these policies and guidelines, the Club must abide by the Trademark Policy guidelines concerning the "Use of Harvard Name and Other Harvard Trademarks by Harvard Clubs/SIGs found here: <https://officerslounge.clubs.harvard.edu/article.html?aid=546>

Should the Harvard Alumni Association revoke recognition of the Club, permission to use the name and authorized marks is simultaneously revoked.

Section 9. Harvard Alumni Association

The Club shall cooperate with the HAA in carrying out the purposes of the HAA and adhere to HAA requests and policies.

Section 10. References

Any reference in these Bylaws to the Articles of Incorporation (the "Articles") of Harvard Club of Nevada will be deemed to refer to the Club's Articles of Incorporation, originally filed on August 3, 1981, as amended and in effect at any given time according to the Articles of Incorporation, amendments and restatements on file with the Nevada Secretary of State, together, with any and all certificates filed by the Club with the Nevada Secretary of State pursuant to applicable law. The Articles and Chapter 82 of the Nevada Revised Statutes ("NRS") will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the Articles and such law, and with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency that may then exist.

DATED EFFECTIVE AS OF August 1, 2026

HARVARD CLUB OF NEVADA

By: 
Peter C. Bernhard
Secretary