

HARVARD CLUB OF ITALY

April 14th, 2026

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 AA&D 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.

Harvard University Alumni Affairs & Development reserves the right to suspend services to—and to exclude from participation in AA&D programs—any person whose inappropriate behavior adversely affects the safety, well-being, and inclusion of community members.

Table of Contents

Article I – Offices; Name; Nature and Purposes	5
<i>Section 1. Principal Office</i>	5
<i>Section 2. Nature</i>	5
<i>Section 3. Purposes of the Club</i>	5
<i>Section 4. Diversity</i>	5
Article II: Classes of Membership	6
<i>Section 1. Membership</i>	6
<i>Section 2. Membership Tiers</i>	6
<i>Section 3. Definition</i>	6
<i>Section 4. Members’ Code of Conduct</i>	7
<i>Section 5. Dues</i>	7
<i>Section 6. Annual Meeting</i>	7
<i>Section 7. Other Meetings, Voting, and Quorum</i>	7
<i>Section 8. Place of Meetings</i>	8
<i>Section 9. Resignation of Members</i>	8
Article III: Board of Directors	8
<i>Section 1. Powers</i>	8
<i>Section 2. Number and Composition</i>	8
<i>Section 4. Election and Terms</i>	8
<i>Section 5. Eligibility</i>	9
<i>Section 6. Commitment and Responsibilities</i>	9
<i>Section 7. Meetings</i>	9
<i>Section 8. Vacancies</i>	9
<i>Section 9. Removal</i>	10
<i>Section 10. Resignation of Directors</i>	10
<i>Section 11. Action at Meetings</i>	10
<i>Section 12. Club Administrator</i>	10
Article IV: Officers	10
<i>Section 1. President</i>	10
<i>Section 2. Vice Presidents</i>	10
<i>Section 3. Secretary</i>	10
<i>Section 4. Treasurer</i>	10
<i>Section 5. Other Officers</i>	11

<i>Section 6. Immediate Past President</i>	11
Article V: Communications	11
<i>Section 1. Language</i>	11
<i>Section 2. Virtual Group</i>	11
Article VI: Budget & Finances	11
<i>Section 1. Fiscal Year</i>	11
<i>Section 2. Submission and Adoption</i>	12
<i>Section 3. Checks, Notes, Drafts and Other Instruments</i>	12
Article VII: Amendments of By-Laws	12
<i>Section 1. Power of Members</i>	12
<i>Section 2. Power of Directors</i>	12
Article VIII: Miscellaneous.....	12
<i>Section 1. Personal Liability and Property Interest</i>	12
<i>Section 2. Dissolution</i>	13
<i>Section 3. Expense and Reimbursement Policy</i>	12
<i>Section 4. Interpretation</i>	13
<i>Section 5. Data Protection</i>	13
<i>Section 6. Notices and Notification</i>	13
<i>Section 7. Adoption of the By-Laws</i>	13
<i>Section 8. Harvard Trademark Policy</i>	13
<i>Section 9. Harvard Alumni Association (HAA)</i>	14

Article I – Offices; Name; Nature and Purposes

Section 1. Principal Office

The principal office of the Harvard Club of Italy (“**HCI**” or the “**Club**”) shall be located in Italy at such place as shall be fixed from time to time by the Board of Directors (the “**Board**”).

The principal office shall be the main address registered with the relevant Italian authorities for associations and in accordance with the Italian Civil Code and other applicable laws of non-profit organizations in Italy.

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.

Section 2. Nature

The Club is organized and shall be operated exclusively for educational, social, and philanthropic purposes serving the Harvard alumni community in Italy.

The Club does not represent the opinions of Harvard University, the President and Fellows of Harvard College, the Harvard Alumni Association, or any other members of the Harvard community beyond the individual members of the Club.

Section 3. Purposes of the Club

The purposes of the Club are to:

- i. promote the interests of Harvard University alumni in Italy and foster rewarding relationships within the alumni community in Italy;
- 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 Italy;
- iv. foster friendship and networking among Harvard University alumni;
- v. stimulate discussion of current education, cultural, economic, business, and social issues of interest to the Harvard University alumni; and
- vi. foster relationships with other Harvard Clubs and SIGs in the region.

The Club shall refrain from influencing or endorsing legislation and politics, as well as from participating in any political campaign (including publishing or distributing statements) on behalf of any candidate for public office or for any activity that does not relate to Harvard University.

Section 4. Diversity

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

Article II: Classes of Membership

Section 1. Membership

As deemed by the Harvard Alumni Association (“HAA”):

- i. Membership is 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 Harvard Club of Italy shall have the following membership categories:

Regular Membership Qualifies to become a Regular Member (also “**Member**”) any individual who (i) is an Alumnus/a (“**AL**”) as defined by HAA – i.e., an individual who has received a degree from any school at Harvard University or Radcliffe College, including honorary degrees;; or (ii) is an HAA Associate Member (“**AM**”) as defined by HAA – i.e. (a) an individual who has not earned a degree from Harvard University or Radcliffe College but has enrolled in a degree program and completed at least one credit-granting course with a passing grade, or (b) a non-degree individual who has completed an HAA-approved certificate program that fulfills certain requirements including a duration of at least nine weeks, a formalized admissions process, and an in-person component on the Harvard campus.

Friend Membership Qualifies to become a Friend Member (also “**Friend**”) any individual without alumni status as defined by the HAA who (i) is a Program Participant (“**PT**”) as defined by HAA – i.e., a non-degreed individual who does not meet the University’s criteria for designation as HAA Associate Member, but whom a particular school will be able to designate as a Program Participant under its own defined criteria; (ii) is a student currently enrolled at Harvard University in a degree granting course of study; (iii) is a parent of a student currently enrolled at Harvard College, such eligibility continuing 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; (iv) is a spouse/partner/widow of a Member; or (v) is a current or past Harvard faculty or staff member.

Eligibility to Vote Any Regular Member shall be entitled to one vote in the event of voting on matters described in these By-Laws (See Article II, Section 7, for voting details). Friends may participate in Club activities as determined by the Board but shall not be entitled to serve as Directors or vote in Club Members’ meetings.

Section 3. Definition

Any person eligible under Section 1 and recorded as having paid their dues (if any) in the relevant fiscal year shall be considered a Regular Member or a Friend Member. The Club shall at all times maintain a register of Members and Friends including names and contact details. Persons who are below 18 years of age shall not be accepted as members without the written consent of a parent or guardian.

Section 4. Members' Code of Conduct

Members and Friends should respect the rights, differences, and dignity of others. Those taking part in Club activities are expected to demonstrate honesty, integrity, and civility and are accountable for their conduct vis-à-vis University alumni, students, parents, volunteers, employees, and invitees. The Board, after a simple majority vote under these By-Laws, may terminate or suspend the membership of any person whose conduct is considered harmful to the welfare of the Harvard Club of Italy, the Board, or any member.

The members of the Board commit to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the Board of the Harvard Club of Italy. Board members pledge to accept this code as a minimum guideline for ethical conduct:

- i. The Club must operate exclusively to further the goals of Harvard University and the HAA for the benefit of 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 Vice President(s) and prior approval by the Board.
- iii. A real or apparent conflict of interest refers to (i) any personal or business interest that conflicts or might conflict with the interests and goals of Harvard University, the HAA, or the Club; or (ii) the use of Club resources (including access to Members and Friends) to further a personal or business interest.
- iv. The Board has the power to exclude any individual from Board membership, from an Officer position, or from general membership for violation of this Conflict of Interest Policy.

Section 5. Dues

Annual dues may be established from time to time by the Board. Dues, if any, shall be determined annually by the Board and are payable upon notice of the due date. If dues are required, they shall be paid by all Members and Friends, including all Board Members.

Dues, if any, cover the relevant fiscal year from July 1 to June 30. 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 for that year, nor shall any dues be imposed upon student members.

In any period of absence of dues established by the Board, those that meet Regular Membership criteria as described in Section 2 and have a home address located in Italy listed on their alumni profile with the University, shall qualify as Members.

Section 6. Annual Meeting

The Annual Meeting of Members shall be held in Italy, in presence and/or virtually, according to Italian civil code rules on online meetings, before the end of the fiscal year, no later than June 30, at a time and place determined by the Board. Notice shall be sent to each Member at least twenty (20) days in advance of the Annual Meeting.

Section 7. Other Meetings, Voting, and Quorum

Other meetings of Members shall be called by the Board with at least twenty (20) days' notice. Each Regular Member with a home address located in Italy listed on their alumni profile with the University shall be entitled to one vote. Members present shall constitute a quorum provided that they constitute at least 10% of total eligible Members per Club records. A majority of those present

shall be sufficient to take action on business items except amendments to the By-Laws, which follow Article VII.

Section 8. Place of Meetings

Meetings of Members shall be held in Italy, or virtually, according to Italian civil code rules on online meetings, as stated in the notice.

Section 9. Resignation of Members

Any Member may resign by notifying the Secretary (and, if applicable, the Club Administrator) in writing and settling all dues owed. Whole or pro-rata dues shall not be refunded.

Article III: Board of Directors

Section 1. Powers

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

- i. carry out the purposes of the Club;
- ii. determine policies in accordance with the Club’s mission;
- iii. take proper measures to make them effective; and
- iv. review, evaluate, and recommend changes in implementation.

The Board shall have access to all books and records of the Club (excluding Member personal data, per Article VIII, Section 5), may require financial statements from the Treasurer or an accounting from any Director, and may approve or reject the actions or recommendations of any Director or Committee.

Section 2. Number and Composition

The Board shall consist of at least five (5) and no more than fifteen (15) Directors, as determined by the Board.

The Directors shall include at least the following Directors: one (1) President, a Vice President, a Treasurer, and a Secretary.

Section 3. Executive Committee

The Board may establish an Executive Committee made up of a subset of Directors. The Executive Committee may exercise any powers of the Board when the Board is not in session. If required, the President may exercise the powers of the Board subject to Executive Committee approval.

Section 4. Election and Terms

Except as permitted by Section 8, each Director shall be elected and serve a term of three (3) years.

Elections shall be held electronically by reliable and transparent means as determined by the Board.

Elections must be held within three (3) months before the end of the three-year term.

Directors hold office until a new Board has been elected for the new term, which starts on July 1. The Board is elected by Members. Director appointments must be from among newly elected Directors and are subject to approval by the newly elected Board.

Directors may serve a maximum of three (3) consecutive terms; provided that President(s), Vice President(s), Treasurer, and Secretary may not serve more than one term in such capacity. In exceptional circumstances, and following a written communication to HAA, the Board can vote to make an exception about the nomination of these positions for one additional term.

Board elections may be staggered, as determined by the Board.

All candidates must be alumni in good standing as defined by the HAA.

Notification of election results or Board changes shall be transmitted immediately to the HAA.

Section 5. Eligibility

Any Regular Member wishing to run for the Board must be a Harvard Alumnus/a or Associate Member as defined by the HAA (*see* Article II, Section 2) and have a home address located in Italy listed on their alumni profile with the University. Members may be nominated via self-nomination or by a Club Member. Nominations for elected positions are subject to Board approval for inclusion on the election docket.

Section 6. Commitment and Responsibilities

All Directors shall perform duties and responsibilities as outlined in the Board-approved Personal Undertaking and their position description. Directors are expected to actively contribute, including co-hosting events. Failure to do so constitutes grounds for termination of the Director's tenure in office.

Section 7. Meetings

Board meetings may be called by the President or by at least twenty-five percent (25%) of Directors. A majority of Directors constitutes a quorum.

The Board shall meet at least six (6) times annually.

Directors are required to attend at least two-thirds of Board meetings, 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 regular meetings, Board attendance and meeting minutes shall be made available to Members upon request.

Section 8. Vacancies

Any vacancy on the Board shall be filled by a special vote of the Directors, except that if the remaining term is less than one year: (i) the Board will vote which Vice President shall become President if the vacancy is in the office of President; and (ii) any other vacancy may be filled by the Board.

In the event of a vacancy, a Member may be nominated as a Special Committee Member and may be voted onto the Board after a probationary period of one quarter, subject to a majority vote.

While vacancies exist, the remaining Directors may exercise the powers of the full Board.

Section 9. Removal

A Director may be removed from office with or without cause by a two-thirds vote of the Directors then in office, after official written notice by the Board. The vacated office is filled according to Section 8.

Section 10. Resignation of Directors

Any Director may resign by written notice to the Secretary, effective upon receipt. The vacated office shall be filled according to Section 8. The resigning Director shall provide an appropriate handover of projects and responsibilities.

Section 11. Action at Meetings

At any Board meeting at which a quorum is present, actions shall be decided by a majority of those present and voting, unless otherwise required by law.

Section 12. Club Administrator

The Club may engage an external Administrator to support Club activities.

The Administrator is subject to the same Personal Undertaking and confidentiality obligations as Directors and shall work with the President, Vice President, and Secretary on operations, including correspondence, minutes, social media, event logistics, and supporting the Treasurer with finances.

Article IV: Directors

Section 1. President

The President shall preside at Club and Board meetings and is responsible for overall management and welfare of the Club, and for HAA-related duties (including HAA Annual Report forms and HAA Annual Operating Agreement).

The President must have served at least one full term on the Board unless no incumbent Director is running for the position.

Section 2. Vice Presidents

In the President's absence, the Vice President shall perform President's duties, assist with coordination of activities, act as liaison with Harvard University, and coordinate professional staff support. The Vice President must have served at least one full term on the Board unless no incumbent Director is running for the position.

Section 3. Secretary

The Secretary shall keep the minutes, maintain Club records, conduct correspondence, and maintain the Register of Members and Friends and mailing lists.

The Secretary shall notify Members of meetings and keep copies of the By-Laws available for inspection. In the absence of the President and Vice Presidents, the Secretary shall perform the President's duties; in the Secretary's absence, the Treasurer shall do so.

Section 4. Treasurer

The Treasurer manages and oversees financial affairs, receives and collects all sums payable to the Club, safeguards funds, and makes necessary payments.

The Treasurer maintains accounts open to inspection by any Director and reports as requested by the Board or President.

The Treasurer is authorized to open accounts in the name of the Club at banks approved by the Board and shall deposit all funds therein. The books may be audited annually within sixty (60) days of the close of the fiscal year.

The Treasurer, President, Vice-President(s) and Secretary shall have access to accounts and signatory authority.

Section 5. Other Directors

Other Directors may be designated by the Board for specific duties.

Where the Harvard College Office of Admissions and Financial Aid mandates that a College alum/na coordinates College admissions interviews in Italy, if such person is not on the Board, such person shall be invited to sit on the Board in an *ex officio* capacity.

Clubs with Schools and Scholarships Committees/Chairs shall follow all 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, shall be an observer without a vote on the Board of Directors for one 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 official communications to Members, including event and meeting notices, the Club Alumni Magnet website, and social media platforms, shall be published and communicated in English.

Section 2. Virtual Group

The Club may use social media and/or online platforms (e.g., email lists, WhatsApp, Telegram, WeChat, Slack, LinkedIn, Instagram) to communicate with Members in compliance with applicable data protection and privacy rules.

Access to official Club groups is granted in the following order of priority: (a) Regular Members; (b) Friends Members. Any member who joins an official group must use their real name together with degree and graduation year as their alias.

The Board may expel any member from a virtual group for non-compliance with the Club's 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 of the Club shall be from July 1 to June 30, unless changed by Board vote.

Section 2. Submission and Adoption

A proposed annual budget, prepared by the Treasurer, shall be submitted to the Board on or timely before the Board's first regular meeting of the fiscal year, and the Board shall adopt a budget at such time. The budget shall contain specific appropriations in fixed amounts for each Club activity during the fiscal year. Once adopted, appropriations are binding until amended.

Section 3. Checks, Notes, Drafts and Other Instruments

Any payment of money by or to the Club shall be approved by the Treasurer; payments exceeding US \$1,000 (or EUR equivalent) shall also require approval by the President or another authorized signatory.

Section 4. Expense and Reimbursement Policy

The Club shall operate under a clear and transparent expense policy set by the Board and executed by the Treasurer.

Board/Officers shall receive no remuneration for time and effort on Club activities.

The Board shall coordinate an annual independent audit or review of Club funds and accounts.

Original receipts must be submitted to the Treasurer for approval and reimbursement. The following policy outlines the types of expenses that can be reimbursed by the Club.

- i. Direct event expenses: a. Thank-you gifts; b. Speaker expenses; c. Deposits; d. Food and beverages for specific events
- ii. Direct operational expenses: a. Bank fees; b. Checkbooks/payment instruments; c. Website domain registration costs; d. Name/association registration fees
- iii. Non-reimbursable in the ordinary course: a. Transportation; b. Entertainment; c. Representation (meals, drinks); d. Lodging

Article VII: Amendments of By-Laws

Section 1. Power of Members

After consultation with the HAA, these By-Laws may be amended or repealed, and new By-Laws adopted, by a two-thirds vote of Members present at a regular or special meeting; provided that the Secretary has given written notice to each Member at least four (4) weeks before the meeting describing the substance of the proposed changes.

Section 2. Power of Directors

The Board may propose amendments or repeal of these By-Laws, which shall be approved following the procedure and voting majority established under Section 1.

Article VIII: Miscellaneous

Section 1. Personal Liability and Property Interest

Members shall not be personally liable to the Club's creditors for any indebtedness or liability of the Club. Members shall have no property rights over the assets of the Club upon dissolution or

otherwise. If the club is an “associazione non riconosciuta” in accordance with the Italian civil code this is not true and all members are liable and responsible.

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 resident in Italy, expressed in person or by proxy at a General Meeting convened for the purpose; or (ii) by directive of the HAA.

Upon dissolution, after payment of liabilities, all remaining funds and property shall be transferred to the President and Fellows of Harvard College for the benefit of Harvard University.

The resolution of dissolution shall be provided within seven (7) days to the relevant Italian registry/authority (as applicable) and to the HAA.

Following dissolution, the Club will no longer be listed in the HAA Directory or affiliated with the University.

Section 3. Interpretation

All questions regarding interpretation of these By-Laws shall be consulted with the HAA for guidance and resolved by the Board in compliance with HAA policies and applicable Italian laws.

Section 5. Data Protection

All personal data acquired by the Club from its Members shall be used only for Club and HAA business and shall not be further processed or disclosed without the express consent of the Members in question, in full compliance with the EU General Data Protection Regulation (GDPR), applicable provisions of the Italian Data Protection Code (Legislative Decree 196/2003 as amended), and regulations or guidance from the *Garante per la Protezione dei Dati Personali*. Member data must not be used for sales or marketing purposes. Member data is held in trust by the President and his/her designee and shall not be shared with the Board or membership, except as strictly necessary and lawful for Club operations.

Section 6. Notices and Notification

All notices required hereunder shall be deemed delivered if sent electronically to the email address of a Director or Member on file with the Club. Email addresses shall be provided through membership application forms or other contact forms. Where a provision requires a statement, document, record, or notice to be in writing, electronic communications satisfy such requirement.

Section 7. Adoption of the By-Laws

These By-Laws have been approved and adopted, in consultation with HAA, on April 14, 2026, and shall be effective from April 14, 2026.

The By-Laws will be reviewed by June 30, 2026.

Section 8. Harvard Trademark Policy

The University grants the Harvard Club of Italy permission to use the “Harvard Club” name and other University trademarks and insignias by virtue of the Club’s recognition by the HAA.

Use of these trademarks is governed by the University’s use-of-name policies and guidelines, administered by the Harvard Trademark Program and protected by trademark law.

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 HAA revoke recognition of the Club, permission to use the name and authorized marks is simultaneously revoked.

Section 9. Harvard Alumni Association (HAA)

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