

Harlem Launch Alliance Inc
Bylaws
Effective September 2, 2022



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Article I, NAME

1.01 Harlem Launch Alliance Inc

The name of the Corporation shall be Harlem Launch Alliance Inc. The business of the Corporation may be conducted as Harlem Launch Alliance or HLA.

Article II, PURPOSE AND POWERS

2.01 Purpose

Harlem Launch Alliance Inc is a Not-For-Profit Corporation and shall be operated exclusively for scientific research and charitable purpose within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 specifically under the Public Charity Status 170 (b) (1) (A) (vi).

Harlem Launch Launch Alliance Inc (hereafter, the “Corporation”) founded to pursue two missions:

(a) The Engineering & Operations mission, organized for the following purposes:

- The mastery of all baseline skills and capabilities necessary for the design, manufacture and operation of amateur sounding rockets.
- The pursuit and advancement of the state of the art in experimental amateur rocketry, and the field's general promotion in New York City and the surrounding metropolitan area.
- The development of the individual skills and organizational capabilities tangential to, but necessary for, test and launch operations under field conditions.
- The development of an engineering culture driven by safety, decentralized individual initiative, experimentation, rigor and documentation.
- To train, via advanced schools and/or experience of cases, members of the Corporation involved in this mission to the level of Subject Matter Expert (SME) among peers of an equivalent level of education but with no or limited rocketry experience.

(b) The Education & Outreach mission, organized for the following purposes:

- To engage participants in the Corporation's missions in all aspects of the practice of amateur rocketry and the running of the Corporation; this includes STEM, liberal arts, business, psychology, and education fields.
- The promotion of a transdisciplinary, situated learning approach to education and training to prepare students to be lifelong leaders and learners in whichever professional careers they pursue.
- The establishment of basic schools open to a wide audience in areas deemed necessary or desirable for participation in all aspects of amateur rocketry both content-specific and tangential. From these schools the Corporation can recruit members for the Engineering & Operations mission, but in general, the schools should "raise the baseline" of skills in the community and be of such quality as to be a worthy end in themselves for their students.
- The establishment of an Outreach Program(s) for elementary, middle and high school age children, directly or in cooperation with other organizations, to encourage interest and capability in amateur rocketry specifically and in all fields necessary but tangential to it.

2.02 Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public.

2.03 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. Harlem Launch Alliance Inc is a New York State Non-Profit public benefit Corporation recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried

out by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, member, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code which have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation.

The organization to receive the assets of the Corporation hereunder shall be selected in the discretion of a majority of the managing body of the Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of New York.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of New York to be added to the general fund.

2.04 Fiscal Year

The fiscal year of the Corporation shall be the Calendar Year from January 1 to December 31.

ARTICLE III, MEMBERSHIP

3.01 No Membership Classes

The Corporation shall have no members who have any right to vote or title or interest in the Corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The Board of Directors of the Corporation may approve classes of Non-Voting Affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board, a designated Committee of the Board, or any duly elected Officer in accordance with Board policy, shall have authority to admit any individual or organization as an Affiliate, to recognize representatives of Affiliates, and to make determinations as to Affiliates' rights, privileges, and obligations. At no time shall Affiliate information be shared with or sold to other organizations or groups without the Affiliate's consent. At the discretion of the Board of Directors, Affiliates may be given endorsement, recognition and media coverage at fundraising activities or other events or at the Corporation website. Affiliates have no voting rights, and are not members of the Corporation.

3.03 Dues

Any dues for Directors, Advisors or Affiliates shall be determined by the Board of Directors.

ARTICLE IV, BOARD OF DIRECTORS

4.01 Number of Directors

The Corporation shall have a Board of Directors (hereafter "the Board") consisting of at least 3 and no more than 15 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors.

4.02 Duties

Directors are expected to act in the best interests of the Corporation, specifically, Directors have the,

(a) Duty to Care

Directors must use their independent and well advised judgment in the decision making process to ensure the wise use of Corporation assets, fair and qualified assignment of responsibilities and the maintenance of the Corporations reputation.

(b) Duty of Loyalty

Directors must put the interest of the Corporations before personal or professional interests by first and foremost advancing the mission of the Corporation, not any personal agenda. Directors must disclose conflicts of interest and not disclose the internal affairs of the Corporation in such a way as to compromise future opportunities of the Corporation. Directors must remain faithful to the mission and vision of the Corporation.

(c) Duty of Obedience

It is the responsibility of all Directors to ensure compliance with all applicable federal, state and local regulations and the Corporations own Bylaws and internal policy and procedures. Directors must ensure that amendments to the Bylaws or newly adopted policies and procedures do not contravene any superseding regulations. Further, Directors must respect the decisions of the Board, even when they do not personally agree, unless such decisions are in violation of Federal, State or local law.

4.03 Powers

All powers of the Corporation shall be exercised by or under the authority of the Board and the affairs of the Corporation shall be managed under the direction of the Board, except as otherwise provided by law.

4.04 Terms

Each Director shall serve a one-year term of office and may not serve more than three (3) consecutive terms unless unanimously elected by the Board at the end of his/her third term.

Each Director's term of office shall begin upon the adjournment of the Board meeting at which they are elected and shall end exactly one year later.

4.05 Qualifications and Election of Directors

In order to be eligible to serve as a Director, the individual must be 18 years of age and an Affiliate within an Affiliate classification created by the Board of Directors. Directors may be elected at any Board meeting by the majority vote of the existing Directors.

4.06 Vacancies

The Board may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal, and may appoint new Directors to fill previously unfilled Board positions, subject to the maximum number of Directors under these Bylaws.

4.07 Removal of Directors

A Director may be removed by two-thirds vote of the Board then in office, if:

(a) the Director is absent and unexcused from two or more meetings of the Board in a twelve month period. The Board Chairperson is empowered to excuse Directors from attendance for a reason deemed adequate by the Board Chairperson. The Chairperson shall not have the power to excuse him/herself from the Board meeting and in that case, the Secretary shall excuse the Chairperson.

(b) For cause or no cause, if before any meeting of the Board at which a vote on removal will be made, the Director in question is given notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board at least 2 weeks prior to the meeting.

4.08 Board of Directors Meetings

(a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at places fixed by the Board. Board members shall be notified a minimum of two (2) weeks in advance. Notice of meetings shall specify the place, day, hour and purpose of the meeting.

(b) Special Meetings. Special meetings of the Board may be called by the Chairperson, Vice Chairperson(s) (if any), Secretary, Treasurer, or any two (2) other Directors on the Board. A special meeting must be preceded by at least 2 days' notice to each Director of the date, time, and place, but not the purpose, of the meeting.

4.09 Manner of Acting

(a) Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) Hung Board Decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the Chairperson or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by conference call.

4.10 Informal Action by the Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an email from an address on record constitutes valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

4.11 Compensation for Board Member Services

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.12 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be

reviewed and approved in accordance with the Corporations Conflict of Interest policy and State law.

ARTICLE V, OFFICERS

5.01 Board Officers

The Board Officers of the Corporation shall be a Board Chairperson, Treasurer, and Secretary, all of whom shall be chosen by, and serve at the pleasure of the Board of Directors. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional vice-Chairpersons and such other Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board may determine. One person may hold two or more Board offices, but no Board Officer may act in more than one capacity where action of two or more Officers is required.

5.02 Term of Office

Each Board Officer shall serve a one-year term of office as noted in [Article 4.04](#) and may not serve more than three (3) consecutive terms of office unless unanimously reelected by the Board at the end of his/her three (3) year terms or to fill a vacancy in a Board Officer position. Board Officers term of office shall begin upon the adjournment of the Board meeting at which they are elected and shall end exactly one year later.

5.03 Removal and Resignation

The Board may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.04 Board Chairperson & Executive Director

The Board Chairperson shall be the Executive Director of the Corporation, unless this role is designated to another Director by resolution of the Board.

The Board Chairperson shall:

- (a)** Serve as the primary point of contact for all Directors.
- (b)** Plan, preside over, and facilitate all Board meetings as required in [Article 4.08](#).
- (c)** Lead the Board in developing long-term strategy to ensure the future prosperity of the Corporation and the achievement of its missions.
- (d)** Ensure the Board is in compliance with its Bylaws and all applicable regulations.
- (e)** Mediate personality conflicts between Board members.
- (f)** Assist in welcoming and onboarding new members.
- (g)** Act as the Chairperson of the Executive Committee, if such a Board Committee exists.

The Executive Director shall:

- (a)** Serve as the direct report for all Division and/or Department heads.
- (b)** Set the agenda for and preside over the planning, development, and implementation of projects and programs in furtherance of the Corporations missions.
- (c)** Ensure projects and programs are in keeping with the Corporations dual Engineering & Operations and Education & Outreach missions.
- (d)** Mediate personality conflicts between their direct reports.
- (e)** Assist in welcoming and onboarding new members.
- (f)** Collaborate with the Treasurer and/or Director of Finance, as well as Division and/or Department heads in developing budgeting, procurement, and disbursement policies and procedures.
- (g)** Perform any other duties specified in their specific [Job Description](#).

5.05 Secretary & Director of Operations

The Secretary shall be the Director of Operations of the Corporation, unless this role is designated to another Director by resolution of the Board.

The Secretary shall:

- (a)** Record minutes of Board meetings. The minutes shall state:
 - (i) The time and place of the Board meeting
 - (ii) Those in attendance
 - (iii) Key information from lengthy deliberations, actions taken, and resolutions adopted
- (b)** Review the minutes and distribute them to the Board of Directors for approval ideally within 48 hours, but no more than seven (7) days after the Board meeting.
- (c)** Sign the minutes upon approval, obtain the signature of the Chairperson, and file the minutes into official records.
- (d)** Send out notices and agendas of upcoming meetings to all those expected to be in attendance.
- (e)** Be the “Board expert” on all policies and procedures of the Corporation, and maintain records of all such policies and procedures, ensuring they are easily accessible to all members of the Corporation.
- (f)** Ensure the safekeeping of all official Corporation documents and contracts via hardcopy - electronic copy redundancy.
- (g)** Act as the Chairperson of the Governance Committee, if such a Committee exists, responsible for reviewing policies, initiating the Bylaw amendment process, and drafting and editing new policies.
- (h)** Keep track of the terms of all Directors.
- (i)** Onboard new Directors and non-Director Officers.
- (j)** Ensure all contact information for all Directors and non-Director Officers is current.

The Director of Operations shall:

- (a) Periodically assess the effectiveness of HLA projects and programs, making adjustments as necessary to ensure the faithful and effective execution of the Corporations missions.
- (b) Inform Division and/or Department heads of and train them in their reporting, compliance, and professional obligations to the Corporation.
- (c) Collaborate with the Executive Director and Division and/or Department heads in developing operational strategies and plans for carrying out the Corporations missions.
- (d) Collaborate with the Treasurer and/or Director of Finance, as well as Division and/or Department heads in developing budgeting, procurement, and disbursement policies and procedures.
- (e) Perform any other duties specified in their specific [5.08 Job Descriptions](#).

5.06 Treasurer & Director of Finance

The Treasurer shall be the Director of Finance for the Corporation, unless this role is designated to another Director by resolution of the Board.

The Treasurer shall:

- (a) Ensure the appropriate IRS Form 990 is filed by the 15th day of the 5th month of the Corporations Tax Year.
- (b) Establish, manage the implementation of and ensure compliance with a financial reporting system that provides the Board with timely, accurate and transparent information on the fiscal health of the Corporation.
- (c) Be the “Board expert” on all fiscal policies and procedures of the Corporation, and maintain records of all such policies and procedures, ensuring they are easily accessible to all members of the Corporation.
- (d) Act as the Chairperson of the Finance Committee, if such a Board Committee exists.
- (e) Be the point of contact for Directors and Advisors on all financial matters.

(f) Establish, manage the implementation of and ensure compliance with internal control policies and procedures to protect the Corporations financial integrity.

(g) Establish, implement and manage budgeting and disbursement policies and procedures.

(h) Assist the Board in strategic planning by ensuring the Board has an accurate and realistic picture of the Corporations financial position both now and in the foreseeable future.

The Director of Finance shall:

(a) Be the chief manager of the financial reporting internal controls systems.

(b) Carry out the timely, accurate and transparent collection of financial information needed by the Corporations financial reporting system.

(b) Work with the Executive Director and Director of Operations in whatever capacity specified by Corporation policy and procedure in the budgeting and disbursement process.

(c) Comply with and enforce all internal control policies and procedures.

(d) Keep the Treasurer, and by extension the Board, informed of any status changes in the financial reporting or internal controls systems.

5.07 Non-Director Officers

The Board of Directors may appoint and assign duties to Non-Director Officers of the Corporation. The positions of [Board Chairperson & Executive Director](#), [Secretary & Director of Operations](#), [Treasurer & Director of Finance](#) shall not be assigned to Non-Director Officers.

Non-Director Officers are otherwise equally subject to the provisions of this Article.

5.08 Job Descriptions

In addition to the duties outlined in [Board Chairperson & Executive Director](#), [Secretary & Director of Operations](#), [Treasurer & Director of Finance](#), all Officers, whether Board Officers or Non-Director Officers, shall be provided with Job Descriptions that state at minimum the following:

(a) The mission of the HLA

- (b) A brief description of the position, and how it relates to the mission of the HLA
- (c) A bulleted list of general duties and responsibilities
- (d) Length of service
- (e) Weekly and/or monthly time commitment
- (f) Organizational alignment; who their direct reports are, and who they report to
- (g) Any duties and responsibilities specific to a particular program or project they are being assigned to
- (h) Expectations of good conduct and recommendations for competent management
- (i) A non-exhaustive list of other personnel within the organization and without who can be approached for advice

Job Descriptions should be written by a Working Committee made up of at least the Executive Director (or Board Chairperson), Director of Operations (or Board Secretary) and Chaired by the Board Secretary. Job Descriptions must be approved by the Board of Directors before appointment of a Board Officer, but need not be approved by the Board before appointment of a Non-Director Officer.

ARTICLE VI, COMMITTEES

6.01 Committees

The Board may, by the resolution adopted by a majority of the Directors then in office, designate one or more Committees to serve at the pleasure of the Board. Committees, generally, are a group of individuals organized to perform, assist with, or provide advice on certain designated tasks, functions, or activities that are performed by the Board.

6.02 Committee Chairpersons & Charters

Upon a Committee's formation, the Committee will be assigned a Committee Chairperson by resolution of the Board. The specific duties of the Committees shall be articulated in a Board Committee Charter to be drafted before the Committee takes any actions and after the formation

of the Committee by resolution of the Board. Nothing in the Charter may actually or be construed to counteract any provisions set forth in these Bylaws.

6.03 Duration of a Committee

Upon a Committee's formation by resolution of the Board, the Committee will be classified as either a Standing or Working Committee. A Standing Committee exists for 12 months from the time of formation upon which the Board must renew the Committee's Charter, or until such time as it is dissolved by resolution of the Board. A Working Committee exists until a specific goal, stated upon its formation and in its Charter, is accomplished, upon which it is automatically dissolved.

6.04 Committees of the Board

The Board may, by the resolution adopted by a majority of the Directors then in office, establish a Committee of the Board ("Board Committee"), each consisting of two or more Directors, to serve at the pleasure of the Board. Any Board Committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no Board Committee, regardless of Board resolution, may:

- (a) Take any final action on matters which also requires Board members' approval or approval of a majority of all Directors;
- (b) Fill vacancies on the Board;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) Appoint any other Committees of the Board or the members of these Committees;
- (f) Expend corporate funds to support a nominee for Director; or
- (g) Approve any transaction;
- (i) to which the Corporation is a party and one or more Directors have a material financial interest; or

(ii) between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.

6.05 Meetings & Actions of Committees

Meetings and actions of the Board Committees shall be governed by, held and taken in accordance with the provisions of [Article 4.08](#) of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the Board Committee and its members for the Board and its members, except that the time for regular meetings of Board Committees may be determined either by resolution of the Board or by resolution of the Board Committee.

Special meetings of the Board Committee may also be called by resolution of the Board. Notice of special meetings of Board Committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the Board Committee. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the records of the Corporation. The Board of Directors may adopt rules for the governing of the Board Committee so long as they are not inconsistent with the provision of these Bylaws.

6.06 Committees of the Corporation

The Board may, by the resolution adopted by a majority of the Directors then in office, establish a Committees of the Corporation (also known as “Corporate Committee” or “Advisory Committee”), each consisting of two or more Directors and/or Non-Directors, to serve at the pleasure of the Board. Non-Director members can be volunteers, members of the community, consultants, and Non-Director officers.

Advisory Committees are purely advisory in that they can deliberate and pass resolutions, but these resolutions must be passed onto the Board as recommendations. Advisory Committees function in all other respects as Board Committees as articulated in [6.01 Committees](#), [6.02 Committee Chairpersons & Charters](#), [6.03 Duration of a Committee](#) and [6.05 Meetings & Actions of Committees](#).

ARTICLE VII, BOARD OF PROFESSIONAL ADVISORS

7.01 Advisory Committee Status

The Board shall establish a permanent Advisory Committee, exempt from the requirement to have its Charter renewed every 12 months, called the Board of Professional Advisors.

7.02 Powers

Advisors are empowered to offer professional advice, criticism and guidance in their respective areas of expertise to the Board, Non-Director Officers, and Non-Voting Affiliates.

7.03 Qualification and Election of Advisors

In order to be eligible to serve as an Advisor on the Board of Advisors, the individual must be 25 years of age, be a professional in good standing in his/her field, and have expertise in their particular field. Advisors may be elected at any meeting of the Board of Directors by a majority vote of the Directors then in office.

7.04 Number of Advisors

There is no limit on the number of Advisors able to serve on the Board of Professional Advisors.

7.05 Terms

There are no term limits for Advisors.

7.06 Removal of Advisors

Advisors serve at the discretion of the Board of Directors and can be dismissed at any time.

7.07 Board of Advisors Meetings

There will be no set number of required meetings for the Board of Advisors. Meetings can be held at the request of any member of the Board of Advisors. The BoA Chair is responsible for both calling and organizing meetings.

7.08 Compensation for Advisory Activities

Advisors shall receive no compensation for carrying out their function as Advisors. The Board of Directors may adopt policies providing for reasonable reimbursement of Advisors for expenses incurred in conjunction with carrying out Board of Advisory responsibilities, such as travel expenses.

7.09 Compensation for Professional Services

Advisors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and State law.

ARTICLE VIII, CITY COLLEGE OF NEW YORK UNDERGRADUATE STUDENT ORGANIZATION HARLEM LAUNCH ALLIANCE

8.01 Non-Voting Affiliate Status

(a) The Board of Directors recognizes the City College of New York (“the College”) Undergraduate Student Organization Harlem Launch Alliance (“the Club”) as a Non-Voting Affiliate of the Corporation.

8.02 Purpose & Nature of Affiliation

(a) The Club shall be delegated managerial responsibility on the College’s campus for the Corporation’s Engineering & Operations mission as articulated in [2.01 Purpose \(a\)](#).

(b) The Corporation shall retain direct management responsibility for the Education & Outreach mission as articulated in [2.01 Purpose \(b\)](#).

(c) The Corporation shall retain management responsibility and oversight of all aspects of the HLA organizations independent financial management system not administered by the College.

(d) The Corporation shall adopt financial management and internal control procedures in conjunction with input from the Club Executive Board.

(e) The Corporation should, to the greatest extent possible by law and best practice, integrate the Club Executive Board into the HLA’s financial management system, while not surrendering the Board’s legal responsibility for financial oversight.

8.03 Non-Director Officer Status

- (a) The Club’s Executive Board shall be recognized as [Non-Director Officers of the Corporation](#) with duties and responsibilities determined by resolution of the Board of Directors and [8.02 Purpose & Nature of Affiliation](#) after consultation and agreement with the Club Executive Board.
- (b) The Executive Board of the Club shall accept duties as Non-Directing Officers of the Corporation for the purposes of financial administration, management, and operations to be specified by resolution of the Board of Directors or by an authorized Committee of the Board.
- (c) Officers of the Club appointed by the Executive Board are not Non-Director Officers of the Corporation.
- (d) The Executive Board of the Club shall accept advisory positions on Board Committees at the discretion of the Board of Directors, and may, with consent from a given Committee Chairperson, assign additional members of the Club as advisors on said Committee.

8.04 Oversight, Use of Funds, Endorsement of Fundraising & Corporate Property

- (a) The Corporation shall not be responsible in any way for the Club’s budgeting, fundraising, grant solicitation, management of funds or donated materials, equipment, vehicles rented in the name of Club members with Club or personal funds, reporting of activities and/or use of funds to the College’s Undergraduate Student Government or Auxiliary Enterprise Corporation. Nor will the Corporation subsume oversight duties normally the purview of any entity of the College nominally responsible for oversight.
- (b) The Corporation will consider authorization of the Club to fundraise on behalf of the Corporation on a case-by-case basis.
- (c) All funds obtained by the Corporation shall be used at the discretion of the Board of Directors. No distinction shall be made between funds obtained by Corporation and those obtained by the Club on behalf of the Corporation.
- (d) Materials and equipment purchased by the Corporation for the Engineering & Operations mission remains the property of the Corporation by default even though this mission has been delegated to the Club. All such property must be returned to the Corporation upon termination of the affiliation between the Corporation and the Club.

(e) Materials and equipment purchased by the Corporation for the Engineering & Operations mission may be charitably donated to the Club under circumstances specified by resolution of the Board of Directors or one of its authorized Committees. Such materials and equipment shall not have to be returned to the Corporation upon termination of the affiliation between the Corporation and the Club.

8.05 Termination of Affiliate Status

(a) Either the Board of Directors of the Corporation or the Executive Board of the Club may terminate the affiliation at any time with or without cause.

(b) A vote by three-fourths majority of the Directors then in office is necessary to initiate the termination of affiliation.

(c) The termination of affiliation shall take effect at the date of receipt of the notice by one Board to the other, or at any later time specified by notice under any conditions specified.

(d) The acceptance of the termination of affiliation is not necessary to make it effective.

(e) The Board of Directors shall recover all property of the Corporation upon termination of the affiliation.

8.06 Spirit of Good Faith

(a) Representatives of both the Corporation and the Club shall pledge to interact with one and other in a spirit of good faith and collegial collaboration.

(b) Representatives should recognize that our obligation is to represent the whole organization, City College of New York, and ourselves in a professional and dedicated manner.

(b) If a representative of either the Corporation or the Club acts in a manner that is condescending, disrespectful, arrogant, or hubristic towards his or her peers they should be taken aside and reminded that such behavior is not in keeping with the spirit of the Corporations and Club's affiliation.

ARTICLE IX, AMENDMENTS TO THE ARTICLES OF INCORPORATION

9.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds of the Board then in office.

ARTICLE X, AMENDMENTS TO THESE BYLAWS

10.01 Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board then in office, provided, however,

(a) That no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

(b) That an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors requires ratification by a two-thirds majority of the Board then in office.

(c) That all amendments be consistent with the Articles of Incorporation.

CERTIFICATE OF ADOPTION OF BYLAWS

We, the Directors of Harlem Launch Alliance Inc, hereby certify that the above stated Bylaws of the Corporation were approved on September 2, 2022 at or before the first official meeting of the Board, and constitute a complete copy of the Bylaws of the Corporation.

Graham Hill 
Graham Hill (Aug 28, 2022 09:14 PDT)

Sumit Das  8/30/2022

Jean Luc Antoine  08/30/2022

Robert Davis  8/29/2022