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# UNIVERSITY CLUB OF CHICAGO

## BY-LAWS

Effective December 21, 2016

### ARTICLE I. MEMBERSHIP

#### Section 1. Classes

The membership of the University Club of Chicago shall consist of the following classes and sub-classes thereof:

- (a) **Resident Members;**
- (b) **Dual-Member Members;**
- (c) **Non-Resident Members;**
- (d) **Foreign National Members;**
- (e) **Foreign Consular Members;**
- (f) **Privileged Members;**
- (g) **Directors' Members;**
- (h) **Senior Members;**
- (i) **Retired and Distinguished Members;**
- (j) **Surviving Spouse Members;**
- (k) **Other Memberships.**

#### Section 2. Qualifications

(a) *Resident Membership. Regular* - A person, residing or having his principal place of business within 40 miles of the Clubhouse, who has received a degree from a duly qualified university or college, shall be eligible for Resident Membership. A list of duly qualified universities and colleges, as from time to time determined by the Board of Directors, shall be kept in the Secretary's office in the Clubhouse. The status of a member shall not be affected by changes in the list of duly qualified universities subsequent to his election.

*Resident #1.* A person meeting the above qualifications who is under 30 years of age shall be eligible for Resident #1 Membership.

*Resident #2.* A person meeting the above qualifications who is under 33 years of age and elected on or after October 1, 2014, shall be eligible for Resident #2 Membership.

*Resident #3.* A person meeting the above qualifications who is under 36 years of age and elected on or after October 1, 2014, shall be eligible for Resident #3 Membership.

(b) *Dual-Member Membership.* A legal spouse (as recognized under Illinois law) or domestic partner (having completed an adult domestic partner affidavit) of a member who has received a degree from a duly qualified university or college, shall be eligible for Dual-Member membership, and if such member would otherwise qualify as a Resident member shall be a Resident Dual-Member. Any Resident Dual-Member member may hold any office in the Club, including that of a Director, and serve on any committee and shall enjoy every right and privilege of the Club.

Married or domestic partner candidates for membership may be nominated simultaneously for membership. When a nominee is proposed for Dual-Member membership the Club must be advised as to which member will be in the Dual-Member class and that decision cannot be later modified.

Candidates for Dual-Member membership will be required to meet all Club membership qualifications and requirements, complete the written nomination form and all Admissions Committee procedures prior to election.

(c) *Non-Resident Membership.* A person, otherwise qualified for Resident Membership who neither has his primary residence nor has his principal place of business within 40 miles of the Clubhouse, shall be eligible for Non-Resident Membership.

A *Non-Resident Member* may not use the facilities of the Clubhouse on more than 90 days in twelve consecutive months.

(d) *Foreign National.* A person who is a citizen of a country other than the United States shall be eligible for Foreign National Membership for a period of three years. Such a membership may be renewed for one additional period of three years. Such memberships shall be on such terms and conditions as may be prescribed from time to time by the Board of Directors. A degree from a qualified college or university is not required in order for a person to be eligible for Foreign National Membership.

(e) *Foreign Consular Membership.* A person who is a consular representative of a foreign nation either as the head, or as chief deputy to the head, of such nations Chicago Consulate, who was not a resident of Chicago or vicinity prior to becoming such head or chief deputy and who is not a citizen of the United States of America, shall be eligible for Foreign Consular Membership.

(f) *Privileged Membership.* An individual while acting as president of a duly qualified college or university located more than 40 miles from the Clubhouse shall be eligible for Privileged Membership. The status of any Privileged Member elected prior to September 23, 1970, shall not be affected by the foregoing eligibility requirement.

(g) *Directors Membership.* Any person not less than thirty-five years of age, whose achievements of a civic, cultural, business or professional character are so outstanding as to especially recommend him, shall be eligible for Directors Membership.

(h) *Senior Memberships.*

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*Senior #1.* A person who shall have reached the minimum age of sixty-five years and whose age plus total years as a Resident, Non-Resident, Dual-Member or Privileged Member equals ninety-five shall be eligible for Senior #1 Membership, provided that any such person shall have been transferred to this Membership Category prior to January 1, 2004.

*Senior #2.* A person who shall have reached the minimum age of seventy years and whose age plus total years as a Resident, Non-Resident, Dual-Member or Privileged Member equals ninety-five shall be eligible for Senior #2 Membership, provided that any such person shall have been transferred to this Membership Category prior to January 1, 2004.

(i) *Retired and Distinguished Memberships.*

*Retired.* A person who shall have reached the minimum age of sixty, who is retired from full-time employment and is not actively engaged in business or professional work, shall be eligible for Retired Membership. Full-time employment shall not include any compensated engagement as a consultant or employee, which requires an average of less than 20 hours per week.

*Distinguished.* A person shall have reached the age of seventy and whose total years as a Resident, Non-Resident, Retired, Dual-Member or Privileged member equals or exceeds thirty shall be eligible for Distinguished Membership.

(j) *Surviving Spouse Membership.* A Surviving Spouse of a deceased member of any class, so long as she or he is not remarried, shall be eligible for Surviving Spouse Membership on such terms as conditions as may be prescribed from time to time.

(k) *Other Memberships.*

*Graduate School Membership.* Any Resident Member who enrolls in a graduate school program on a full-time basis at a duly qualified college or university is eligible for the Graduate School Membership. A Graduate School Member may elect either:

(a) To have his membership suspended (suspension includes dues payment as well as use of the club facilities), with full reinstatement without payment of an initiation fee at the conclusion of the term of this membership, or

(b) Have his dues reduced to the level of a Regular Resident #1 Member (retaining full club privileges) during the term of this membership.

Every January and September, the member shall provide to the Club evidence indicating that he is enrolled on a full time basis in a graduate program. The term of this membership shall not exceed 2 years, except in the case of a law or medical degree, in which case the term shall be limited to 3 years. No more than one Graduate School Membership will be granted to a member.

*Honorary Membership.* Any person of outstanding qualifications and attainments in scholastic, literary, artistic, scientific, governmental or public service activities shall be eligible for Honorary Membership.

*Service Membership.* A person who is a Resident, Non-Resident, Privileged, or Directors Member, and who shall become a member of the Armed Forces of the United States of America or one of its allies, shall be eligible for Service Membership. Members of the Reserves of the Armed Forces, while on active duty for a period exceeding 30 days outside of the Chicago area, shall be eligible for such membership class. A member desiring to be transferred to such Service Membership shall make written application therefore to the Board of Directors, and such transfer shall be made only by the Board of Directors. Re-transfer to his former class of membership shall also be made by the Board of Directors when, in its judgment, such re-transfer should be made.

*General.* No person shall be eligible for membership in any class before such person attains the age of twenty-one years.

The status of any person elected to a classification of membership under previously effective By-laws shall not be impaired.

As used in these By-laws, the masculine form of pronoun and adjective shall include the feminine form.

### **Section 3. Number of Resident Members**

The maximum number of Resident Members shall be determined from time to time by the Board of Directors.

### **Section 4. Election of Members**

(a) Honorary, Directors, and Surviving Spouse Member, shall be elected by the Board of Directors at any meeting thereof. Only a member of the Board of Directors shall initiate, propose or second a nomination for an Honorary, Directors, or Surviving Spouse membership. Honorary Members shall be elected for periods not to exceed one year. Two negative votes shall reject a nominee for election as Honorary Member or Directors Member.

(b) Resident, Dual-Member, Non-Resident, Privileged, Foreign National and Foreign Consular Members shall be elected by the Committee on Admissions. The nomination of a candidate to any such class shall be made by a member in good standing, upon the form or forms prescribed by the Committee, signed by the nominee, the proposer and at least one other member who seconds the nomination, and shall comply with such other requirements and rules of procedure as the Committee may adopt.

(c) Notice of his election shall be sent by the Secretary to each person elected to membership, with a statement of the amount, if any, to be paid by him. Payment of the amount due, or written acknowledgment of election, if no payment is due, shall constitute acceptance of membership and an agreement to be bound by the By-laws and rules of the Club from time to time in force. Failure to make such payment, if any, within thirty days after transmission of notice of election shall, in the discretion of the Committee on Admissions, render such election void.

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**Section 5. Resignations**

Membership may be terminated by voluntary resignation in writing accepted by the Board of Directors. No such resignation shall be accepted unless the resigning member shall, at the time of presenting it, be in good standing and shall have paid all indebtedness to the Club, including dues for the dues-period during which the resignation takes effect.

**Section 6. Reinstatements**

The Board of Directors shall have the authority, by the vote of a majority of the Directors present, to fix the terms upon which a member who has once resigned from the Club may be reinstated and the procedure to be followed for such reinstatement.

**Section 7. Suspension and Expulsion**

The Board of Directors on its own motion, or on complaint by the House Committee, by any member or by the General Manager of the Club, may direct any member of the Club to answer any charge of acts injurious or prejudicial to the Club or at variance with its objects, By-laws or rules. Any such complaint, if made by a member, shall be in writing, signed by him. The Secretary, upon direction of the Board of Directors, shall in writing notify the accused member of the nature of the charge against him and allow him at least ten days for answer in writing thereto. Any investigation and inquiry shall be conducted in such manner as the Board of Directors may prescribe. If the Board of Directors shall find that the member committed such acts, the Board of Directors may, by majority vote of the Directors present, censure or suspend him, or by the vote of not less than eleven Directors, may expel him from membership. Neither suspension nor expulsion of a member shall release the member's indebtedness, if any, to the Club.

The Board of Directors shall be the sole judge of what constitutes acts injurious or prejudicial to the Club, or at variance with its objects, By-laws or rules, and of the sufficiency of proofs; provided that any two Officers of the Club or a majority vote of the House Committee may temporarily suspend the privileges of any member (pending a review by the Board of Directors of the circumstances resulting in such suspension) if in the judgment of such Officers or House Committee such action appears to be in the best interest of the Club.

**Section 8. Transfers**

(a) Any Non-Resident Member who shall change his primary residence or principal place of business to a point within 40 miles of the Clubhouse shall lose his status as a Non-Resident Member and may be transferred to Resident Membership on such terms and conditions as the Board of Directors shall from time to time prescribe.

(b) Any member of any class who acquires the especial qualifications making him eligible for membership in another class may be transferred to the other class by the Board of Directors, on its own motion or on written application made by the member to the Board of Directors, and upon such terms and conditions as it may be resolution prescribe. The transfer of a member from one class to another shall be by a majority vote of the Directors present at any meeting unless the provisions of these By-laws pertaining to the specific class of membership provide otherwise.

(c) Any Foreign National or Foreign Consular Member who ceases to possess the especial qualifications making him eligible for such membership shall thereupon cease to be a member of the Club. If, however, such person shall then be eligible for membership in another class, he shall have the right, if he so elects, to have the date of his original election treated as the date of his nomination for membership in the class for which he is eligible, otherwise to abide by the provisions of the By-laws and rules of the Club relating to election of a new member in said class.

### **Section 9. Release of Rights**

Termination of membership by death, resignation, expulsion or otherwise shall operate as a release of all right, title and interest of the member in the property and assets of the Club.

### **Section 10. Eligibility**

Only members that are qualified to vote may serve as members of (i) the Board of Directors, (ii) the Committee on Nominations; (iii) the Committee on Admissions, or (iv) any standing or special committee of the Board of Directors.

## **ARTICLE II. ENTRANCE FEES, DUES AND INDEBTEDNESS**

### **Section 1. Entrance Fees**

Entrance fees shall be paid upon election by members, other than Dual-Member and Surviving Spouse Members, in such amounts as may be fixed from time to time by resolution of the Board of Directors.

### **Section 2. Dues**

Dues shall become payable in advance as billed. Members shall pay such sums as may from time to time be fixed and promulgated by the Board of Directors

### **Section 3. Transfer Fees**

Upon transfer of a member from one class to another, the member shall pay any required transfer fee.

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**Section 4. Liability for Dues**

The liability of a member for dues shall commence on the first day of the calendar month following his election to membership; provided, if such election precedes the fifteenth day of a month, dues for said month shall commence on said fifteenth day and shall be pro-rated for that month.

**Section 5. Dues/Indebtedness**

The dues of a member remaining unpaid for one month shall be treated as his other indebtedness to the Club.

**Section 6. Statements/Payments Due**

As soon as practicable, after the 25th day of each month, (the "Statement Date"), a statement shall be sent to each member, showing the amount of his indebtedness, as of that date, and such indebtedness is due and payable by the 25th day of the month following the Statement Date.

(a) If the payment of such indebtedness is not received by the Club by the 5th day of the second month following the Statement Date, a late payment charge shall be imposed, and a further late payment charge shall be imposed for each month thereafter until payment is made in full. The member shall be notified that if the past-due amount together with any amount currently due is not paid by the 25th day of the second month following the Statement Date, his credit and privileges will be suspended and his name and the amount of his indebtedness may, if the Finance Committee so directs, be posted in the Clubhouse.

(b) If payment of the members indebtedness under (a) above is not made by the date of the next regularly scheduled meeting of the Board of Directors, his membership in the Club may be forfeited by action of a majority of the Directors present. However, forfeiture of the membership may be deferred, or if forfeiture has been declared, may be reversed at a meeting of the Board of Directors by a majority of the Directors present for good cause shown or if it appears that there are mitigating circumstances. Except in the case of extreme hardship, the Board of Directors shall not take any action resulting in the forgiveness of all or any part of the dues of any member.

(c) If at any time prior to forfeiture of a member's membership, his indebtedness as shown by the most recent monthly statement to the member shall be paid in full, his credit shall automatically be reinstated and he shall automatically be reinstated to full privileges of membership.

**ARTICLE III. OFFICERS****Section 1. Elections - Term of Office - Vacancy**

The Officers of the Club shall be a President, a Vice-President, a Secretary, a Treasurer, and an Assistant Treasurer, elected within one month after the annual election of the Club, by a plurality of the members of the Board of Directors present, from its own number, to hold office for one year and until their respective successors are elected and take office.

In event of death, resignation or other cause of vacancy in any office during a fiscal year, the Board of Directors shall elect a successor to serve until the next ensuing annual election of Officers.

### **Section 2. President**

The President shall be the senior Officer of the Club. He shall preside at all meetings of the members of the Club and of the Board of Directors. He shall see that the By-laws and rules of the Club are enforced and shall perform such other duties as the Board of Directors may assign to him. He shall be *ex-officio* member of all committees except the Committee on Admissions.

### **Section 3. Vice President**

In the absence of the President, or in any case wherein the President is unable to act, the Vice-President shall perform the duties of the President.

### **Section 4. Secretary**

The Secretary shall keep the minutes of meetings of the Club and of the Board of Directors, shall give or cause to be given notices of meetings, elections and other matters, shall conduct or supervise the general correspondence of the Club, shall be custodian of its records and seal, and shall perform such other duties as are ordinarily performed by a Secretary or as the Board of Directors may assign to him.

### **Section 5. Treasurer**

The Treasurer shall supervise the receipt and disbursement of funds of the Club and the placement of all moneys and securities belonging to the Club in banks or depositories approved by the Board of Directors. He shall do and perform all such other duties ordinarily appertaining to the Office of the Treasurer. He shall be Chairman of the Finance Committee. At the end of each fiscal year of the Club, he shall prepare, or have prepared under his supervision, an annual report and account and submit the same to be audited by independent Certified Public Accountants. A copy of the audited annual report and account shall be sent to each member of the Club qualified to vote at least five days before the annual meeting of the Club.

### **Section 6. Assistant Treasurer**

In the absence of the Treasurer or in any case where the Treasurer is unable to act, the Assistant Treasurer shall perform the duties of the Treasurer.

### **Section 7. General Manager**



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The Board of Directors shall have the authority to appoint a General Manager who, subject to policy direction by the Board of Directors and the Officers, shall have day-to-day responsibility for the management of the Club, including (without limitation) the employment and discharge of Club employees. Routine, ministerial and similar duties and powers shall be deemed to have been delegated to the General Manager.

### **Section 8. Chief Financial Officer**

The General Manager shall have the authority to appoint a Chief Financial Officer who, subject to policy direction by the Board of Directors and the Officers, shall have day-to-day responsibility for the financial management of the Club and shall coordinate performance of duties assigned to the Treasurer.

### **Section 9. Contracts**

All contracts to which the Club shall be a party shall require the signatures of two persons who shall be either: (a) any two Officers of the Club, or (b) the General Manager of the Club or the Chief Financial Officer of the Club plus any Officer of the Club.

## **ARTICLE IV. THE BOARD OF DIRECTORS**

### **Section 1. Number of Members - Election - Term of Office**

As provided in the Articles of Incorporation of the Club, the Board of Directors shall consist of eighteen members, elected by plurality vote of those members of the Club who are qualified to vote and who vote by written ballot or who are present or represented by proxy, as the case may be, six at each annual election of the Club, each to serve a term of three years.

### **Section 2. Unexpired Term**

In the event of the death, resignation, removal or inability to serve of any member of the Board of Directors elected by the members of the Club, the Board of Directors shall elect a successor to serve until the next ensuing Club election, at which the members shall elect a successor to serve for the remainder of the original term.

### **Section 3. Powers and duties**

In addition to powers and duties specifically conferred by the Articles of Incorporation and By-laws, the Board of Directors shall control and manage the matters and property of the Club, authorize contracts, provide for expenditures, prepare and approve rules, and otherwise administer the affairs of the Club in such manner as may be necessary, convenient or proper in order to carry out its objects and purposes.

## ARTICLE V. NOMINATIONS AND ELECTIONS

### Section 1. Nominating Committee

It shall be the duty of the Board of Directors to appoint before the fourth Saturday of September in each year, a Committee on Nominations of seven members whose names shall be posted immediately. No member of the Board of Directors shall be appointed a member of such Committee. Such Committee shall prepare and post for at least four weeks before the annual meeting a list of nominations for the places to be filled on the Board of Directors and the Committee on Admissions. Other nominations of such offices may be made by the membership in writing, signed by at least twenty members and delivered to the Secretary at least three weeks before the annual meeting. The Secretary shall post all such nominations together with the names of the first twenty members making such nominations at least ten days before the annual meeting.

### Section 2. Annual Meeting Notice

Following the expiration of the time within which nominations may be made and at least ten days before the annual meeting, the Secretary shall deliver a written notice of the annual meeting to each member of the Club qualified to vote. This notice shall contain the names of all candidates who have been nominated. The procedure of the annual election and the enclosures required to accompany the notice shall be in accordance with the following provisions, as the case may be:

(a) In the event no candidates have been nominated other than by the Committee on Nominations, then the election of such candidates shall be held at the annual meeting by a vote of the qualified members, in person or by proxy. The Secretary shall enclose with the notice of the annual meeting a form of proxy and each member wishing to vote by proxy shall execute in writing said form of proxy and forward it to reach the Secretary not later than the day of the annual meeting. The persons designated in the proxy shall vote in favor of the candidates designated by the Committee on Nominations.

(b) In the event any candidate has been nominated other than by the Committee on Nominations for either the Board of Directors or the Committee on Admissions, then the election shall be held by written ballot. The Secretary shall enclose with the notice of the annual meeting a written ballot containing an alphabetical list of all candidates, under the titles of the respective offices for which they have been nominated, and the Secretary shall also state in the notice the names of all candidates nominated by the Committee on Nominations and the names of all candidates nominated by the membership, giving the names of the first twenty members making each such nomination. The Secretary shall also furnish an inner envelope bearing no identification, a signature card for the identification of the voting member, and an outer envelope addressed to the tellers. Each member voting shall place his mark on the ballot opposite the name of each candidate for whom he desires to vote, seal the ballot in the inner envelope, sign his name on the signature card, enclose the sealed ballot and the signature card in the envelope addressed to the tellers, and forward it, postage prepaid, in time to reach the tellers before noon of the day of the annual meeting.

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**Section 3. Conduct of Elections**

The Board of Directors shall make appropriate provision for the conduct of all elections and in the event of any election by written ballot shall appoint members of the Club as tellers. The tellers shall count all qualified ballots promptly, and shall forthwith file with the Secretary a signed certificate showing the result of the election. Those candidates receiving the largest number of votes, respectively, shall be deemed to have been elected to the office for which they were nominated. Following each annual meeting, the Secretary shall forthwith post a list of the Directors and members of the Committee on Admissions who were elected, indicating the terms of their offices.

**Section 4. Names posted in the lobby**

All names of persons required to be posted by the provisions of this Article shall be posted in the lobby of the Clubhouse.

**Section 5. Informal Member Action**

In the event the Board of Directors determines that members will be permitted to take action without a meeting as permitted under 805 ILCS 105/107.10, written notice of the proposed action shall be delivered to all members at least five days prior to its effective date.

**ARTICLE VI. THE COMMITTEE ON ADMISSIONS****Section 1. A Standing Committee of the Club**

The Committee on Admissions shall be a standing committee of the Club.

**Section 2. Number of Members - Election - Term of Office - Organization**

The Committee on Admissions shall consist of twenty-seven members, elected by plurality vote of those members of the Club who are qualified to vote and who vote by written ballot or who are present or represented by proxy, as the case may be, nine at each annual election of the Club, each to serve a term of three years. No member of the Board of Directors shall be a member of the committee. In the event of the death, resignation, removal or inability to serve of any member of the Committee on Admissions elected by the members of the Club, the Committee shall elect a successor to serve until the next ensuing Club election, at which the members shall elect a successor to serve for the remainder of the original term. The Committee shall have power to make its own organization, to select its chairman and its secretary from its membership, and to provide rules for its procedure not inconsistent with the By-laws.

**Section 3. Powers and Duties**

The Committee shall have exclusive power to elect Resident, Dual-Member, Non-Resident, Privileged, Foreign National and Foreign Consular Members, as elsewhere provided in the By-laws, and shall not without the express consent of the Committee, be required to perform any other duties. This provision shall not impair the power of the Board of Directors to make transfers of memberships as provided in these By-laws.

#### **Section 4. Certify to Secretary Names of Members Elected**

The Secretary of the Committee shall report to the Secretary of the Club the names of persons elected to membership and the respective classes to which they are elected.

### **ARTICLE VII. COMMITTEES OF THE BOARD OF DIRECTORS**

#### **Section 1. List of the Standing Committees**

There shall be the following additional Standing Committees of the Board of Directors:

- (a) House Committee;
- (b) Finance Committee;
- (c) Committee on Colleges and Degrees;
- (d) Activities Committee;
- (e) Committee on Literature and Art;
- (f) Committee on Games and Athletics;
- (g) Employee Benefits Committee,
- (h) Public Relations Committee;
- (i) Executive Committee;
- (j) Membership Development Committee;
- (k) Reciprocal Privileges Committee.

#### **Section 2. Other standing or special committees**

The Board of Directors may constitute and abolish such other standing or special committees as it sees fit from time to time.

#### **Section 3. Appointments**

After the annual election of Officers, the Board of Directors shall appoint, from its own number or from Club members who are not directors, or both, for terms not extending beyond the next annual election of Officers or until successor committeemen are appointed, the members of all standing and special committees of the Board of Directors, and said appointed committees shall act under the supervision of and subject to the Board of Directors. The Board shall select the chairman and the vice-chairman, if any, of each such committee, and the members thereof in such numbers as to the Board shall seem best; except that the Treasurer shall be Chairman, and the Assistant Treasurer, Vice Chairman, of the Finance Committee.

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#### **Section 4. Ex-officio Members**

The Chairman of the House Committee and the Chairman of the Membership Development Committee shall be *ex-officio* a member of the above designated standing committees of the Board of Directors, except the Employee Benefits Committee. The Chairman of the Publicity Committee shall be *ex-officio* a member of the House Committee.

#### **Section 5. Duties of Standing Committees**

The duties of the Standing Committees shall include:

(a) The House Committee shall have charge of the operation, use, maintenance and improvement of the Clubhouse, its facilities and services and of all relations with the Clubs employees except those pertaining to employee benefits. With the approval of the Board of Directors, this Committee shall make, promulgate and enforce House Rules. The Committee's recommendations to the Board of Directors on matters requiring other than routine expenditures shall first be submitted to the Finance Committee.

(b) The Finance Committee shall have supervision over the finances of the Club. It shall originate and prepare plans for financing current activities as well as for the payment of fixed obligations. It shall supervise the Club accounting, supervise the preparation of budgets as directed by the Board of Directors, approve the Treasurer's annual report and account and submit to the Board of Directors, as often as it deems desirable, or as often as the Board of Directors shall direct, reports as to the status of the Club's financial affairs.

(c) The Committee on Colleges and Degrees shall keep appropriate records and shall recommend, from time to time, to the Board of Directors degrees from what universities and colleges, and attendance at what universities and colleges together with service in war, shall qualify nominees for membership in the Club.

(d) The Activities Committee shall provide for and have charge of programs, lectures and social entertainments by or for the Club, subject at all times to the direction and control of the House Committee as to any matters concerning any use of the Clubhouse.

(e) The Committee on Literature and Art shall have charge of the Club Library. The Committee shall have authority to purchase and dispose of books, magazines, circulars and papers. The Committee shall also have charge of all pictures, tapestries, decorative seals, and other works of art, and, subject to the direction and control of the House Committee, may acquire, display or dispose of the same.

(f) The Committee on Games and Athletics shall have supervision of the activities in the squash courts, swimming pool, and exercise facilities, and overall games and athletic contests of the Club, subject to the direction and control of the House Committee as to any matters concerning any use of the Clubhouse.

(g) The Employee Benefits Committee shall have such duties, authorities and discretions as may be conferred upon it by the Clubs Board of Directors with respect to employee benefits as now or hereafter in effect and, in addition, shall make reports and recommendations to the Board of Directors on employee benefit matters.

(h) The Public Relations Committee shall have charge of all publicity and press relations for the Club and shall publish any bulletin or periodical issued by the Club.

(i) The Executive Committee shall consist of the Officers of the Club and the Chairperson of the House Committee. The Executive Committee shall meet on the call of the President and is authorized to exercise all of the authority of the Board of Directors in the management of the business affairs of the Club except (1) to the extent that such exercise is not legally permitted under the Illinois General Not For Profit Corporation Act; (2) the authority to expel a member under Article I Section 7 of the By-laws; and (3) the authority to amend the By-laws under Article XI Section 2 of the By-laws.

(j) The Membership Development Committee shall endeavor to enhance the quality and quantity of members in the Club by generally promoting the Club, including its activities and features, in a manner designed to enhance membership. Such activities shall include: (1) assisting sponsors of prospective new members in appropriate cases and (2) promoting the development of new members. The honorary society known as the Order of the Owl shall operate in consultation with the Membership Development Committee, and the Chairman of the Order of the Owl or that Chairman's designee shall be a member of this committee. Within the first quarter of the Club's fiscal year the Committee shall present to the Board of Directors its plan for its membership recruitment and retention initiatives.

(k) The Reciprocal Clubs Committee shall review and recommend similar clubs in which members of each club will be allowed reciprocal membership privileges.

(l) The duties of any other standing committees created by the Board of Directors shall be prescribed by the Board of Directors.

### **Section 6. To make reports to the Board**

All Committees of the Board of Directors, unless otherwise provided, shall make reports at any time on their own motion or when requested by the President or Board of Directors.

## **ARTICLE VIII. MEETINGS**

### **Section 1. Fiscal Year**

The fiscal year of the Club shall begin on October 1 of each year.

### **Section 2. Annual meeting and election**

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The annual meeting and election of the Club will be held on the third Tuesday of November in each year.

### **Section 3. Special meeting**

A special meeting of the Club may be called by the Board of Directors or by 200 members of the Club in good standing and qualified to vote thereat, the call stating the object thereof. The notice of such meeting, sent to all members qualified to vote thereat at least 20 days before the meeting, shall in like manner state the object for which it called, and only objects mentioned in such notice, or matters clearly germane thereto, shall be considered at any special meeting.

### **Section 4. Quorum**

Three hundred seventy five members qualified to vote in person or by proxy shall constitute a quorum at any meeting of the Club. Less than a quorum may adjourn from time to time.

### **Section 5. Members qualified to vote**

Only Resident, Retired and Resident Dual-Member members in good standing shall be entitled to vote at meetings and annual elections of the Club.

Each member entitled to vote may do so in person or by proxy except at such annual elections which are held in written ballot under the provisions of ARTICLE V. Each proxy shall specify the meeting for which it is given, and no proxy shall be valid except at the meeting specified and at any adjournments thereof.

### **Section 6. Meetings of Board of Directors - quorum**

The Board of Directors shall meet at least once a month except during the months of July and August, and a special meeting may be called at any time by the order of the President or three members of the Board of Directors. Eight of its members shall constitute a quorum of the Board of Directors.

### **Section 7. Attendance at meetings**

Membership on the Board of Directors or on the Committee on Admissions of a person who fails to attend four successive meetings of the Board or such Committee, as the case may be, may be forfeited at a meeting of the Board of Directors by the vote of a majority of the Directors present.

## **ARTICLE IX. RECORDS**

### **Section 1. Members to file information with Secretary**

Upon acceptance of membership, each member shall file with the Secretary a record of his signature, his primary residence address and the location of his principal place of business, indicating the address to which shall be directed all notices or communications required by the Articles of Incorporation, By-laws or Rules of the Club to be sent to members.

**Section 2. Members to notify Secretary of change of address, etc.**

It shall be the duty of members to report promptly to the Secretary any change of primary residence address, location of principal place of business or indicated address for notices or communications.

**Section 3. Members' mail to last known address**

On default of an indicated address, notices and communications may be delivered by depositing them in the United States Mails, postage prepaid, addressed to the member at his last address as shown by the Clubs records.

**Section 4. Notice on Bulletin Board**

The Board of Directors by resolution shall from time to time designate a bulletin board in a prominent place on the main floor of the Club building, and all members shall be charged with notice of matters and things posted thereon.

**Section 5. Electronic Delivery**

Each member shall provide the Secretary with an e-mail address or another address for communication by other electronic means, and any notices or communications transmitted to such address shall be considered delivered when transmitted to such e-mail or other electronic means address, provided, however, that a member may, by notice to Secretary, elect not to provide such an electronic address and request that notices and communications be addressed to such member only by mail.



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## ARTICLE X. INDEMNIFICATION

**Section 1.** The Club shall indemnify its Officers, Directors and members of the standing committees of, or members of committees appointed by, the Board of Director ("Committee Member") and may indemnify any employee or agent of the Club who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he is or was a Director, Officer, Committee Member, employee or agent of the Club, or who is or was serving at the request of the Club as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2.** The Club shall indemnify its Officers, Directors and Committee Members and may indemnify any employee or agent of the Club who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that he is or was a Director, Officer, Committee Member, employee or agent of the Club, or is or was serving at the request of the Club as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Club, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**Section 3.** To the extent that an employee or agent of the Club has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith.

**Section 4.** Any indemnification of an employee or agent of the Club under Sections (1) and (2) of this Article (unless ordered by a court) shall be made by the Club only as authorized in the specific case, upon a determination that indemnification of the employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections (1) or (2). Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (c) by the members.

**Section 5.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of a written undertaking by or on behalf of the Director, Officer, Committee Member, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Club as authorized in this Article.

**Section 6.** The indemnification provided by this Article shall not be deemed exclusive of any other fights to which those seeking indemnification may be entitled under any agreement, vote of members or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, Officer, Committee Member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 7.** The Club may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee or agent of the Club, or who is or was serving at the request of the Club as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify him against such liability under the provisions of this Section.

## **ARTICLE XI. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles of Incorporation may be amended at any annual or special meeting of the Club by a vote of two thirds of the members of the Club who are qualified to vote and who are present or represented by proxy. Notices of the proposed amendments shall be furnished to the Secretary and posted in the Club Rooms at least 20 days before the meeting at which it is proposed to consider them, and the Secretary shall send printed copies of such notices at least 10 days before such meeting to each member qualified to vote.

### **Section 2. By-laws**

These By-laws may be amended at any regular or special meeting of the Board of Directors by a vote of a majority of the full Board of Directors; provided, that a description of the proposed amendments accompanies the notice of such regular or special meeting.

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