



## HARVARD CLUB OF BOSTON

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### Excerpts from the Club's original Articles of Association

We, the undersigned alumni of Harvard, do, on this nineteenth day of March, 1908, associate ourselves together as a Club...this Club shall be called the "Harvard Club of Boston."

H.L. Higginson  
Arthur J. Garceau  
John L. Hayes  
Odin Roberts  
Alfred Winsor, Jr.  
R.L. Agassiz  
James J. Storrow  
Robert H. Hallowell  
E.H. Wells  
I. Tucker Burr  
F.S. Mead

Henry M. Williams  
William L. Garrison, Jr.  
James A. Parker  
Charles Warren  
Joseph W. Lund  
George R. Fearing, Jr.  
James H. Perkins  
S.H. Wolcott  
Henry Martyn Clarke  
Franklin S. Newell  
Sydney M. Williams

### **The Commonwealth of Massachusetts**

Be it known that whereas

Henry L. Higginson  
Fred S. Mead  
Philip W. Thomson  
Odin Roberts  
Malcolm Donald  
F. Abbot Goodhue  
William L. Garrison, Jr.  
Thomas K. Cummins  
James A. Burgess  
James Lawrence, Jr.  
John Richardson, Jr.  
Winthrop H. Wade

Franklin S. Newell  
Joseph W. Lund  
Charles Warren  
James A. Parker  
Charles B. Barnes, Jr.  
Edward W. Atkinson  
Arthur J. Garceau  
John J. Hayes  
James Austin  
I. Tucker Burr and  
Dudley L. Pickman Jr.

have associated themselves with the intention of forming a corporation under the name of the **Harvard Club of Boston** for the purpose of promoting social intercourse among its members, fostering the Harvard spirit in all Harvard men, advancing the interests and promoting the welfare of Harvard University; and have complied with the provisions of the statutes of this Commonwealth in such case made and provided, as appears from the certificate of the President, Treasurer, Clerk and Executive Committee of said corporation, duly approved by the Commissioner of Corporations and recorded in this office:

Now, Therefore, I, Albert P. Langtry, Secretary of the Commonwealth of Massachusetts, do hereby certify that said

Henry L. Higginson  
Fred S. Mead  
Philip W. Thomson  
Odin Roberts  
Malcolm Donald  
F. Abbot Goodhue  
William L. Garrison, Jr.  
Thomas K. Cummins  
James A. Burgess  
James Lawrence, Jr.  
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Franklin S. Newell  
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Edward W. Atkinson  
Arthur J. Garceau  
John J. Hayes  
James Austin  
I. Tucker Burr and  
Dudley L. Pickman Jr.

their associates and successors, are legally organized and established as, and are hereby made, an existing corporation under the name of the **Harvard Club of Boston** with the powers, rights and privileges and subject to the limitations, duties and restrictions which by law appertain thereto.

Witness my official signature hereunto subscribed, and the great seal of the Commonwealth of Massachusetts hereunto affixed, this twenty-fifth day of June in the year of our Lord one thousand nine hundred and twelve.

(seal)

Albert P. Langtry  
*Secretary of the Commonwealth*



# HARVARD CLUB OF BOSTON

## BY-LAWS

### Incorporating Amendments Adopted:

March 17, 1915	March 27, 1935	March 11, 1957	March 26, 2002
June 6, 1917	May 22, 1935	March 21, 1958	April 22, 2003
March 20, 1918	March 20, 1940	March 23, 1960	March 15, 2004
March 17, 1920	May 15, 1940	March 29, 1963	April 18, 2006
March 15, 1922	March 7, 1945	March 10, 1964	April 19, 2007
March 18, 1925	March 17, 1948	March 15, 1966	March 23, 2011
March 16, 1927	March 14, 1949	October 27, 1976	January 21, 2014
March 21, 1928	December 7, 1950	March 23, 1978	April 7, 2014
March 19, 1930	March 5, 1952	April 8, 1981	May 10, 2018
March 18, 1931	March 24, 1953	March 18, 1986	April 29, 2024
March 15, 1933	March 18, 1955	March 20, 1990	
March 21, 1934	March 8, 1956	March 15, 1994	

### **Article I – Name and Objectives**

The name of the Club shall be the Harvard Club of Boston. Its object shall be to encourage the social, intellectual and athletic interests of its Members (as defined in Section 6 of Article XII of these By-Laws), to promote the welfare of Harvard University, to assist worthy students with financial aid, and to foster the Harvard spirit in all Harvard men and women.

### **Article II – Seal**

The seal of the Club shall be a circular die bearing on the circumference the words, “Harvard Club of Boston,” and in the center a shield. The form of the seal may be changed at any time by vote of the Board of Governors (as defined in Section 1 of Article VII of these By-Laws).

### **Article III – Officers**

Section 1. The Officers of the Club shall be (i) the President, (ii) two Vice-Presidents, (iii) the Treasurer, (iv) the Clerk, who shall be called “Secretary,” and (v) the Chair of the House Committee.

Section 2. The Officers shall be elected by the Members for a term of one year at each Annual Meeting of the Club. The term of office of each of the Officers shall begin on the first

day of April, or immediately following the Annual Meeting if the Annual Meeting is held after April 1, of the year in which he/she shall be elected. Each of the Officers, except in the case of death, resignation or removal, shall hold his/her office during the term for which he/she shall have been elected and until his/her successor shall be elected and accept office.

Section 3. Only Members nominated in the manner provided by these By-Laws shall be eligible for election as an Officer.

Section 4. If any office shall become vacant for any reason, the Board of Governors may elect a successor to hold such office for the balance of the unexpired term by majority vote of those members of the Board of Governors present and voting at any meeting at which a quorum is present.

#### **Article IV – President and Vice-Presidents**

The President, or in his/her absence, a Vice-President, shall preside at all meetings (i) of the Club held pursuant to Article XV of these By-Laws and (ii) of the Board of Governors. If these Officers shall be absent from any meeting either of the Club or of the Board of Governors, a temporary chair may be chosen at such meeting by a majority vote of those present at the meeting.

#### **Article V – Treasurer**

The Treasurer shall keep the accounts and have charge of all the funds of the Club, shall collect all annual dues and entrance fees and other payments due to the Club, and shall make all payments for the Club. He/she shall make a statement of the accounts of the Club at each Annual Meeting of the Club and whenever requested to do so by (i) the vote of the Board of Governors or (ii) the vote of the Members at any Annual or Special Meeting of the Club. With the approval of the Board of Governors the Treasurer may delegate to such person or persons as he/she thinks best, power to (i) sign Club checks, (ii) authorize wire transfers from the Club's bank account(s) or (iii) otherwise cause the Club to effect payment, in each case, subject to any limits as may be established by the Board of Governors from time to time. In the absence of, or in the event of the unavailability of, the Treasurer, or during a vacancy in the office of Treasurer, the duties of the Treasurer may be performed by an Assistant Treasurer, or by a Temporary Treasurer to be appointed by the Board of Governors.

#### **Article VI – Secretary**

The Secretary shall be a resident of Massachusetts unless the Club has designated a resident agent in the manner provided by law. The Secretary shall keep a record of all meetings of the Club held pursuant to Article XV of these By-Laws and of the Board of Governors. He/she shall conduct the correspondence of the Club, and as provided by these By-Laws, give notice of all meetings of the Club and of the Board of Governors. The Secretary shall keep a correct list of the name and last address of every Member. He/she shall cause notice of election to be given to all persons elected to membership in the Club and shall inform the Treasurer of the names of all such persons. The Secretary shall determine the eligibility of applicants for membership, subject to these By-Laws and any additional rules established by the Board of Governors. In the absence of, or in the event of the unavailability of, the Secretary, or during

a vacancy in the office of Secretary, the duties of the Secretary may be performed by an Assistant Secretary or by a Temporary Secretary, to be appointed by the Board of Governors.

## **Article VII – Board of Governors**

Section 1. The Board of Directors, which shall be called the “Board” or “Board of Governors,” shall have the management and control of the Club and all its property and affairs; they shall authorize the execution on behalf of the Club of such contracts and other instruments and the making of such payments by the Club as they shall deem necessary or proper, they shall control the expenses and charges of the Club and authorize the employment of such assistants and employees as they may deem proper, and may terminate the employment of any such assistant or employee, and generally they shall act for the Club in all matters, provided, however, that all the powers conferred by this Section 1 of Article VII shall be exercised subject to all other provisions of these By-Laws and to the laws of the Commonwealth of Massachusetts.

Section 2. The size of the Board shall be fixed at eighteen and shall consist of all six of the Officers and twelve additional Directors, who shall be called “At-large Directors.” All members of the Board shall be called “Directors.” The At-large Directors shall be elected for staggered three-year terms, with four such At-large Directors elected for a term of three years at each Annual Meeting of the Club. The term of office of each of the At-large Directors shall begin on the first day of April, or immediately following the Annual Meeting if the Annual Meeting is held after April 1, of the year in which he/she shall be elected. Each of the At-large Directors, except in the case of death, resignation or removal, shall hold his/her office during the term for which he/she shall have been elected and until his/her successor shall be elected and accept office. Only Members nominated in the manner provided by these By-Laws shall be eligible for election to the office of At-large Director. If any At-large Director position shall become vacant for any reason, the Board of Governors may elect a successor to such position until the next Annual Meeting, and if there will be any remaining unexpired term for such At-large Director position after the next Annual Meeting, a successor to such position shall be elected for the remainder of such unexpired term (of one or two years, as applicable) at the next Annual Meeting.

Section 3. The Board of Governors shall have the right to grant authority to the General Manager to administer and direct the daily operations of the Club, subject to such policies or limitations as may from time to time be adopted by the Board of Governors or by any committee or Officer to which the Board has delegated authority in that regard.

Section 4. The Board of Governors shall enforce the observance of these By-Laws, and may, from time to time, make, amend and repeal such rules for the government and welfare of the Club as may seem to them expedient and as shall be consistent with these By-Laws and shall enforce the rules so made. In respect of all questions of construction of these By-Laws, the decision of the Board of Governors shall be final and binding.

The Board of Governors may also prescribe from time to time rules for the admission to the privileges of the Club to any person for such period as they may prescribe, subject to the power of the Board of Governors to withdraw such privileges at any time.

The Board of Governors, as an incident to the power to prescribe from time to time rules for the admission to the privileges of the Club, may grant extended guest privileges to any person; and shall adopt, amend, revise, repeal and enforce such rules and regulations as in its discretion are necessary and expedient for granting such special extended guest privileges that are consistent with these By-Laws.

The Board of Governors shall have the authority to establish the amounts to be charged for entrance fees and annual dues for the classes of members.

Section 5. The Board of Governors may at its discretion waive all or a portion of the annual dues or assessments of any member who devotes an unusual amount of time to the interests of the Club, or as such other special circumstances may, in the Board's discretion, warrant, and the Board of Governors shall have the power to extend the period for the payment of dues.

Section 6. The Board of Governors shall have the power to appoint an Assistant Secretary or Temporary Secretary, and an Assistant Treasurer or Temporary Treasurer to serve at the pleasure of the Board of Governors, and further the power to appoint, in the event of the absence or unavailability of any elected or appointed Officer, an acting or temporary substitute for any such Officer but for no longer period than the term for which such Officer had been elected or appointed.

Section 7. There shall be an Executive Committee composed of the President, the Vice-Presidents, Secretary, Treasurer, and the Chair of the House Committee and such at-large members appointed from the Board of Governors, from time to time at the discretion of the President for such a time period as the President shall select. This Executive Committee may act on behalf of the Board of Governors, if necessary, between the meetings of the Board of Governors; provided that (a) the Executive Committee shall not, except as expressly delegated by the Board, be authorized (i) to approve any substantial change in the operations or activities of the Club, (ii) to make any change in the principal office of the Club, (iii) to elect or remove Officers or Directors, or (iv) to appoint or eliminate any committee of the Board or any member of any such committee; provided that the Executive Committee may approve nominations of members for committees made by the President pursuant to these By-Laws, and (b) the Executive Committee shall not have any power or authority which the Board is prohibited from delegating by law, by the Club's Articles of Organization or by these By-Laws.

Section 8. The Board of Governors shall appoint the Audit Committee, House Committee and other Standing Committees as hereinafter provided in these By-Laws; and the Board of Governors may appoint such other committees and delegate to them such powers for such terms as the Board of Governors may deem best, subject to the power of the Board of Governors to revoke any such appointment at any time. Except as expressly provided herein, such committees may include Directors, Officers, other members and other individuals, as the Board of Governors may determine in its sole discretion; provided that (i) voting members of any committee to which powers of the Directors are delegated shall consist solely of Directors and (ii) any committee that includes non-Directors as voting members shall be considered an advisory committee and shall not be a committee of the Board of Governors, and individuals

serving on any advisory committee shall not, in that capacity, have the legal or fiduciary obligations of Directors or any authority to act on behalf of the Club.

Section 9. A regular meeting of the Board of Governors shall be held at least quarterly at such time and place as the Board of Governors may determine. Special meetings of the Board of Governors may be called at any time by the President or a Vice-President or by any other two members of the Board of Governors. Notice of every meeting of the Board of Governors, which need not specify the purpose of the meeting, shall be sent by the Secretary to every member of the Board at his/her residence or usual place of business or by telephone, facsimile, e-mail or other electronic means at least two days before each meeting; but any notice of any meeting to any member shall be sufficient if it shall be given him/her in time to enable him/her to attend that meeting. Any member of the Board of Governors may waive notice of any meeting, either before or after such meeting. A majority of the members of the Board of Governors then in office shall constitute a quorum.

Section 10. Except as otherwise required by law, the Club's Articles of Organization or these By-Laws, any action of the Board of Governors shall be taken by the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present. Any action required or permitted to be taken at any meeting of the Board of Governors may be taken without a meeting, if all of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Governors. Such consents shall be treated for all purposes as a vote at a meeting. Directors or members of any committee designated by the Directors may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other at the same time; in such event, participation by such means shall constitute presence in person at a meeting.

### **Article VIII – Nominating Committee**

Section 1. There shall be a Nominating Committee consisting of at least five persons who are Members, and who are elected for a term of one year at each Annual Meeting of the Club. The term of office of each member of the Nominating Committee shall begin on the first day of April of the year in which he/she shall be elected and he/she shall serve for the ensuing year and until his/her successor shall be elected and accept his/her election. Members of the Nominating Committee shall be nominated by the President with the approval of the Board of Governors. The Chair of the Nominating Committee shall be appointed by the President.

Section 2. The names of those nominated for the Nominating Committee shall be posted on a Bulletin Board or other prominent location at the Clubhouse for a period of at least three weeks immediately preceding the Annual Meeting. Any other persons who are Members may become candidates for election to the Nominating Committee if their names are posted on a Bulletin Board or other prominent location at the Clubhouse for a period of at least two weeks immediately preceding the Annual Meeting and endorsed in writing by at least fifty Members. The duties of the Nominating Committee shall be to meet at least annually with the Executive Committee and the General Manager and to solicit input from Members to understand the effectiveness of the Officers and the Board of Directors and to nominate Members as candidates for such offices of the Club (for clarity, including At-Large Directors)

as are to be filled at the next Annual Meeting of the Club. The Nominating Committee shall make their report of nominations by posting them on a Bulletin Board or other prominent location at the Clubhouse for a period of at least three weeks immediately preceding the said Annual Meeting. If after such nomination the name of any candidate so nominated is withdrawn, the Nominating Committee shall nominate a new candidate in his/her place, giving such notice of its action to the Members as may be reasonable under the circumstances.

Section 3. Any other Members shall be eligible for election to office in the Club if their names shall be posted on Bulletin Board or other prominent location at the Clubhouse for a period of at least two weeks immediately preceding such Annual Meeting, endorsed in writing by at least fifty Members.

### **Article IX – Audit**

The Board of Governors shall have the books and accounts of the Treasurer audited at least once a year either by a professional auditor approved by the Board or by the Audit Committee, which shall be a sub-committee of the Board composed of Directors and other Members appointed by the Board.

### **Article X – Standing Committees**

Section 1. In addition to the Nominating Committee, Audit Committee and Executive Committee commissioned above, the Board of Governors shall establish the following Standing Committees and may delegate to them such of its powers and duties as it may deem expedient: House Committee, Member Experience Committee, and Budget/Finance Committee.

Section 2. The Chairs of these Standing Committees shall be appointed from the current or immediately prior Board of Governors by the President with the approval of the Board of Governors, with such appointment to be effective the later of the first of April each year or the day following the Club's Annual Meeting.

Section 3. The Chair of each Standing Committee shall nominate, subject to the written approval of the President, the members of such Committee from the Club's membership at large. All Members, Commonwealth Members, their respective spouses and domestic partners and any other individuals nominated and approved in the manner set forth in the previous sentence shall be eligible to serve as members of any of the Standing Committees or as chairs of sub-committees of the Standing Committees. The members of the Standing Committees shall serve until the first regular meeting of the Board of Governors after the first day of April next following their appointment.

Section 4. Each Standing Committee may, in its discretion, create sub-committees and may delegate to such sub-committees such of its powers and duties as it may deem expedient. The Chair of each such sub-committee shall be appointed by the Chair of the respective Standing Committee, with the prior written approval of the President. The members of each sub-committee shall be appointed at the discretion of the Chair of the respective Standing Committee and need not be members of the Standing Committee.



## **Article XI – Removal**

Any member of the Board of Governors or of the Nominating Committee may be removed from office at any time by a vote of two-thirds of the Members present and voting at any meeting conducted in accordance with Article XV of these By-Laws. Any member of a committee or any other agent appointed by the Board of Governors may be removed at any time by a vote of the majority of the members of the Board of Governors present and voting at any meeting. Any member of a committee or other agent appointed by the President may be removed by the President.

## **Article XII – Membership**

Section 1. The following persons shall be eligible to be admitted as Members pursuant to Section 6 of this Article XII below:

- a) Any person who has received a degree from Harvard University or Radcliffe College;
- b) Any person who is or has been a faculty member or officer of the University, or who has held a University appointment for at least one full academic year;
- c) Any person who is or has been a member of any board or committee of the University;
- d) Any person who has been a student in good standing in any department of the University for at least one full academic year, or who is currently a student in a program with a duration of one year or more, working towards a Harvard University degree;
- e) Any person who has completed an academic program of a graduate department of the University that is currently defined by the University as qualifying the program participant as an alumnus or alumna for purposes of inclusion in the Harvard Alumni Directory;
- f) A spouse or domestic partner of any deceased Member, who may continue as an “Associate Member” maintaining all accrued tenure and privileges of the class of membership of his/her deceased spouse/domestic partner, except that he/she is not eligible to become a Director or Officer of the Club;
- g) Any person, age 21 or over, who is a parent, spouse, domestic partner, child, stepchild, grandparent or grandchild of a current Member, with specific eligibility being defined by the Board of Governors from time to time. Such “Legacy Members” will belong to, and pay the regular initiation fees and dues payable for, the Club membership class appropriate to his/her residency, age and/or college class; and
- h) Any person or group of persons who, in the opinion of the Board of Governors, is deemed to have rendered distinguished or special service

to the University and/or the Club or whose membership, in the opinion of the Board of Governors, would be in the best interests of the Club.

Section 2. Commonwealth Membership: Persons who are not eligible for membership in the Club under Section 1 of this Article XII, may, at the discretion of the Board of Governors, become "Commonwealth Members." Such Commonwealth Members shall have such privileges as determined from time to time by the Board of Governors but shall not be Members or entitled to vote for or become a Director or Officer of the Club and shall have no interest in the property of the Club. Commonwealth Members may be members of Standing Committees as set forth in Section 3 of Article X of these By-Laws. Commonwealth Members shall be subject to suspension and expulsion pursuant to the provisions of Section 8 of this Article XII. The entrance fees and dues of Commonwealth Members, as well as any other terms and conditions applicable to Commonwealth Members that are consistent with this Section 2, including without limitation the criteria for admission, the process for application and admission and the total number of Commonwealth Members shall be set by the Board from time to time, at its discretion.

Section 3. Life Membership: Individuals who have been Members for fifty years or more may be elected by the Board of Governors as "Life Members," who shall have all the rights and privileges and be subject to all duties and liabilities, including capital assessments, of Members, but shall be forever free from annual dues.

Section 4. Honorary Membership: The President and all former Presidents of Harvard University and Radcliffe College shall be extended honorary lifetime memberships to the Club as "Honorary Members." The Provost of Harvard University and the Deans of the Faculty of Arts & Sciences, Graduate School of Arts & Sciences, Harvard College, the Graduate and Professional Schools of Harvard University and the Radcliffe Institute for Advanced Study shall be Honorary Members during their tenure in those University offices. The Board of Governors in its discretion may also elect individuals of extraordinary qualification as Honorary Members under such terms and conditions as the Board may specify. Honorary Members shall be exempt from entrance fees, annual dues and assessments. They shall have all the rights and privileges of Members as long as they are Honorary Members.

Section 5. Residency: Members and Commonwealth Members who live and work beyond certain distances from the Club, as specified from time to time by the Board of Governors, may be classified in separate dues categories as "Non-Resident Members" and "Non-Resident Commonwealth Members" with other Members and Commonwealth Members called "Resident Members" and "Resident Commonwealth Members," respectively. Members and Commonwealth Members whose principal place of residence or business would dictate a change in their status as Resident Members, Resident Commonwealth Members, Non-Resident Members and Non-Resident Commonwealth Members are to notify the Secretary promptly.

Section 6. Admission: Any individual meeting the admission criteria of the Club and submitting a completed application will be considered and elected via a process determined from time to time by the Board of Governors. Candidates elected shall become members only upon payment of entrance fees and dues as determined by a current Club fee schedule as

adopted by the Board of Governors. The election of any candidate shall be void if he/she fails to pay such entrance fee and dues within thirty days after notice of his/her election has been mailed directly to him/her at his/her given address. Any person eligible for membership under the criteria set forth in Section 1 of this Article XII and who becomes a member pursuant to this Section 7 is called a "Member." For clarity, Commonwealth Members and spouses and domestic partners of Members shall not, in such capacities, be considered "Members," except, in the case of spouses and domestic partners of Members, when admitted (i) as Associate Members pursuant to (and subject to the limitations of) Section 1(f) of this Article XII or (ii) as Legacy Members pursuant to Section 1(g) of this Article XII.

Section 7. Leaves of Absence: The Board of Governors may from time to time adopt and amend rules for resignations and leaves of absence applicable to Members. A Member in good standing may petition for a leave of absence in accordance with such policy by written or electronic notification sent to the Secretary. The Board of Governors will accept the request provided all indebtedness to the Club, including any dues, shall have been paid. On or before the end of the applicable leave period, the Member will be eligible, upon application, for reinstatement of full membership privileges at the then applicable level of dues with no re-admission fee. Members whose leave of absence extends beyond the time granted will be deemed to have resigned from the Club. They may be readmitted to the Club upon written application but will be subject to a scheduled readmission fee as determined from time to time by the Board of Governors. Members requesting a leave of absence within 90 days after the official announcement of a capital assessment will be held responsible for payment of the assessment upon rejoining the Club.

Section 8. Resignation/Readmission: Resignation from membership may be made by written or electronic notification sent to the Secretary. The Board of Governors will accept such request provided all indebtedness to the Club, including any dues, shall have been paid. Any Member in good standing who has resigned from the Club may be readmitted to the Club, subject to any applicable readmission fee. Members resigning within 90 days after the official announcement of a capital assessment will be held responsible for payment of the assessment in order to be considered for readmission.

Section 9. Suspension and Expulsion: Any Member, Associate Member or Commonwealth Member may be suspended or expelled for due cause at a regular or special meeting of the Board of Governors by a vote of two-thirds of all the members of the Board of Governors. No such member shall be suspended or expelled unless the member shall have (i) received a statement of the reasons for the proposed action, (ii) been provided with at least one week's notice of the time and place of the meeting of the Board of Governors at which the proposed action will be considered and (iii) been given an opportunity to be heard at such meeting. Upon giving of any such notice to any such member, the Board of Governors may deprive any such member of the privilege of entering or using the Clubhouse and the other privileges of membership until the question of the member's suspension or expulsion is finally determined. A suspended member may be reinstated by the Board of Governors when and if the Board of Governors approves the conditions of such reinstatement. Notwithstanding the foregoing provisions of this Section 9, a Member, Associate Member or Commonwealth Member may be suspended for due cause by the Executive Committee and deprived of the

privilege of entering or using the Clubhouse and the other privileges of membership, for a period of not greater than sixty days.

Section 10. In the event of death, resignation, expulsion or other termination of the membership of a Member, Associate Member or Commonwealth Member, all of such member's rights and privileges as a member and a Member's rights in and to the property of the Club shall cease.

Section 11. Members shall only have rights to the property of the Club to the extent specified in these By-Laws or provided by contract or applicable law.

### **ARTICLE XIII – Indemnification**

The Club shall indemnify, in the manner and to the fullest extent permitted by law, any person (or the estate of any person) who is or was a General Manager, Officer, Director or member of a committee appointed by the Board and who is or was a party to, or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Club, and whether civil, criminal, administrative, investigative or otherwise by reason of the fact that such person is or was a General Manager, Officer, Director or member of a committee appointed by the Board, 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 or as a fiduciary with respect to the employee benefit plan of the Club.

Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the General Manager, Officer, Director or member of a committee appointed by the Board is proper in the circumstances. To the full extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, and, in the manner provided by law, any such expenses may be paid by the Club in advance of the final disposition of such action suit or proceeding.

### **Article XIV – Payment of Annual Dues and Other Indebtedness**

Section 1. Annual dues shall cover the period from the first day of September through the thirty-first day of August of each year, and shall be payable by all classes of members (including, solely for purposes of this Article XIV, Commonwealth Members) in such installments as may from time to time be determined by the Board of Governors.

Section 2. Notice of dues or indebtedness shall be sent by the Treasurer to each member. All accounts and debts of members shall be payable when billed.

Section 3. Any member introducing a guest to the Club shall be responsible to the Club for any indebtedness to the Club incurred by such guests as if such indebtedness had been incurred by a member in his/her own name, and the words "debt of a member" and other similar words as used in these By-Laws, or any amendments thereof, shall be construed to include such indebtedness as if it were expressly referred to in each instance.

Section 4. If the dues and/or indebtedness of any member shall remain unpaid for one month, the Treasurer may then take whatever action he/she deems necessary or desirable.

Section 5. The Treasurer may at any time in his/her discretion suspend the credit of a member.

## **Article XV – Meetings of the Club**

Section 1. The Annual Meeting of the Club shall be held in the Clubhouse on the nineteenth day of March of each year or on such day in March or April as the Board of Governors shall determine; provided that if the Board of Governors shall determine the date, notice thereof shall be posted by the Secretary on a Bulletin Board or other prominent location at the Clubhouse at least ten days prior to the date determined by the Board of Governors for the meeting.

Section 2. A Special Meeting of the Club may be called at any time (i) by the President or a Vice-President or (ii) on the written request of at least (A) the lesser of (1) fifty Members or (2) such number of Members as may be required by applicable law to call such a Special Meeting or (B) five members of the Board of Governors, in the case of either such written request, given to the Secretary, who shall then be responsible for calling such Special Meeting. Every such call shall state the object for which the meeting is to be called, and no business unless related to such object shall be in order at the meeting.

Section 3. Any one hundred Members eligible to vote who are present or represented by proxy shall constitute a quorum for the transaction of any business at any meeting.

Section 4. Members may vote either in person or by written proxy, which proxies shall be filed before being voted with the Secretary or other person responsible for recording the proceedings of the meeting. Such proxies shall (i) instruct the person or persons named therein how to vote on each matter presented for a vote of the Members at the meeting named in the proxy, (ii) be signed and dated by the Member granting the proxy and (iii) include a representation from the Member granting the proxy that such Member has (A) reviewed any materials provided by the Club with respect to such matter, (B) asked for and received any additional information such Member thinks necessary to determine the proper resolution of such matter and (C) individually and independently evaluated such matter. Except as otherwise limited therein, such proxies shall entitle the person or persons named therein to vote at any adjournment of such meeting, but shall not be valid after the final adjournment of such meeting. Proxies need not be sealed or attested and a proxy purporting to be executed by or on behalf of a Member entitled to vote shall be deemed valid unless challenged at or prior to its exercise. In the event multiple proxies are submitted by the same Member, the proxy with the most recent date shall be effective.

Section 5. If at any meeting of the Club a quorum is lacking the presiding Officer may adjourn such meeting to some future date.

Section 6. Unless otherwise specified by these By-Laws, each Member shall have one vote on any matter of the Club proposed for action by the Members at any meeting of the Members. Except as otherwise required by law, the Club's Articles of Organization or these

By-Laws, any action by the Members shall be taken by the affirmative vote of a majority of the Members present or represented by proxy at any meeting at which a quorum is present.

#### **Article XVI – Notice of Meetings**

Notice of every meeting of the Club held pursuant to Article XV of these By-Laws shall be posted by the Secretary on a Bulletin Board or other prominent location at the Clubhouse for a period of at least ten days immediately preceding each meeting. In case of a Special Meeting such notice shall state the object for which the meeting is called, and no action unless related to the object so stated shall be taken at such meeting. At the Annual Meeting no business shall be conducted unless related to the object or objects so stated in the notice, excepting routine business, including the hearing of reports, the election of Officers, Directors and members of the Nominating Committee, and other similar business.

#### **Article XVII – Fiscal Year**

The fiscal year of the Club shall end on the thirty-first day of August in each year.

#### **Article XVIII – Notice by Mail or E-mail**

It shall be the duty of each member to give the Secretary in writing his/her correct postal or e-mail address to be recorded on the Secretary's list. Any notice required by the By-Laws to be given to a member shall be sufficient if sent to such member at the address so furnished. Such postal or email notice sent to all the Members shall be equivalent to notice by posting on a Bulletin Board or other prominent location at the Clubhouse as required by these By-Laws.

#### **Article XIX – Amendment of By-Laws**

These By-Laws may be amended or repealed and additions may be made thereto at any Annual or Special Meeting of the Club by a two-thirds vote of those present or represented by proxy; provided, that no such action shall be taken (i) at any meeting at which a quorum of voting Members is not present at the meeting and (ii) unless notice of the proposed amendment, repeal or addition has been posted on a Bulletin Board or other prominent location at the Clubhouse for at least three weeks immediately preceding the meeting at which the amendment or alteration is to be considered.

#### **Article XX – Dispute Resolution**

Any dispute, controversy or claim between members of the Club (including candidates for membership, suspended members, expelled members, resigned members and other former members), on the one hand, and the Club, the Board of Governors, any Standing Committee or sub-committee, or any of the Club's Directors, Officers, committee or sub-committee members, members or employees, on the other hand, arising out of these By-Laws or relating to the Club in any way, shall be subject to confidential, binding arbitration in Suffolk County, Massachusetts before a sole arbitrator. The arbitrator for such arbitration shall be an attorney admitted to practice in the Commonwealth of Massachusetts for at least 10 years who shall be appointed by the General Counsel of Harvard University or the General Counsel's designee. Such arbitration shall be conducted pursuant to such rules as that arbitrator may determine.

Upon appointment, the arbitrator shall develop procedures with the goal of rendering an award within 60 days of the appointment as arbitrator. Should the General Counsel of Harvard University decline to appoint an arbitrator or fail to do so within 45 days of the initiation of the arbitration claim, the sole arbitrator shall be appointed by JAMS pursuant to its Streamlined Arbitration Rules and Procedures. The sole arbitrator appointed by JAMS shall be an attorney admitted to practice in the Commonwealth of Massachusetts for at least 20 years. The arbitration shall be conducted pursuant to such rules. Within 15 days of the appointment, the arbitrator appointed by JAMS shall hold a case management conference and shall develop procedures with the goal of rendering an award within 60 days of the appointment as arbitrator. Any challenge to an arbitration claim and any award rendered by an arbitrator appointed pursuant to this Article shall be subject to the exclusive jurisdiction of the federal and/or state courts located in Suffolk County, Massachusetts. Any party subject to an arbitration obligation waives any challenge to the personal jurisdiction of those courts over any such disputes that may arise under the preceding sentence of this paragraph.

**Clubhouse**

374 Commonwealth Avenue, Boston, MA 02215-2860

(617) 536-1260

Fax – Administrative Offices (617) 536-6674

Fax – Front Desk (617) 536-0175

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