

The University Club of Indianapolis

Presidents

Certificate of Incorporation

Bylaws

Amended 2021

Club House

970 North Delaware

Indianapolis, Indiana 46202

317-638-3571



This information is for the private and exclusive use of the Club Members and shall not be used for commercial or political purposes.

PRESIDENTS

Benjamin Harrison	1898-1901
John G. Williams	1902-1903
Volney T. Mallott	1904-1908
Meredith Nicholson	1909
Dr. Carleton B. McCulloch	1910
Frederic M. Ayres	1911
Hewitt H. Howland	1912-1913
Oscar Schmidt	1914
Ernest Knefler	1915
Howard C. Marmon	1916
Owen C. Mothershead	1917
Samuel Dowden	1918-1919
Samuel O. Pickens	1920
Alvin S. Lockard	1921
William H. Stafford	1922
Alex L. Taggart	1923-1924
Mark H. Millar	1925
Thomas D. Stevenson	1926
William G. Wall	1927
Thomas D. Sheerin	1928-29
Harry R. Fitton	1930
W. Hathaway Simmons	1931
Robert B. Failey	1932-1933
Walter W. Kuhn	1934
Edward J. Bennett	1935
John T. Jameson	1936-1938
Eugene C. Miller	1939
Robert F. Scott	1940-1941
W. Hathaway Simmons	1942-1943
Fred G. Appel	1944
Alex L. Taggart, Jr.	1945
Lyman S. Ayres	1946
David L. Chambers, Jr.	1947
Samuel R. Sutphin	1948
John C. Appel	1949
Frederick M. Ayres, Jr.	1950
Edwin M. Craft, Jr.	1951
Ralph G. Lockwood	1952
Dudley V. Sutphin	1953
Nelson G. Johnson	1954
Reily G. Adams	1955
Conrad Ruckelshaus	1956
Walter W. Kuhn, Jr.	1957

John H. Holiday	1958
Alfred J. Stokley	1959
Charles C. Culp	1960
Fisk Landers	1961
William A. Wick	1962
Thomas W. Binford	1963
Alex L. Taggert, III	1964
King R. Traub	1965
Eugene C. Miller, Jr.	1966
Dr. Robert B. Failey, Jr.	1967
Harold R. Woodard	1968
Fred E. Gierhart, Jr.	1969
L.O. Hamilton, II	1970
Perry H. O'Neal	1971-1972
Fredrick T. McFall	1973-1974
John C. Appel	1974-1977
James P. Revel	1977-1978
William L. Elder, Jr.	1978-1980
Randall D. Rogers	1980-1981
Thomas W. Brennan	1981-1983
E. Clay Ulen	1983-1985
Edward H. Miller	1985-1987
Jerome C. Steketee	1987-1988
Harry F. McNaught, Jr.	1988-1990
M. William Manion, Jr.	1990-1992
C. Perry Griffith, Jr.	1992-1994
Charles W. Culp	1994-1996
Charles A. Liles	1996-1998
F. Timothy Nagler	1998-1999
Charles S. Quilhot	1999-2001
Herbert A. Wilson	2001-2003
Gordon D. Wishard	2003-2005
John H. Stanley	2007-2009
Robert Sweeney	2009-2011
John C. Pantzer III	2011-2012
Howard J. Lacy IV	2013-2016
Andrew Thornton	2016-2019
Michael G. Barth III	2019-2021

**Original
Certification of Incorporation
of
The University Club of Indianapolis**

The undersigned, all citizens of the United States, desiring to associate themselves as a corporation for the lawful purpose other than for pecuniary profit, pursuant to the provisions of Chapter 79 of the Acts of the General Assembly of the State of Indiana for the year 1889, do hereby make, sign and acknowledge this certificate in writing to be filed as provided and required by law.

- A. The name or title by which such corporation shall be known in law is, "The University Club of Indianapolis."
- B. The particular object for which it is formed is the establishment and maintenance of the association for social purposes.
- C. The number of its Directors shall be twelve.
- D. The names of the Directors selected for the management of its business and prudential concerns for the first year of its existence are:

Cornelius O. Alig
Fred G. Appel
Deward J. Bennett
Robert B. Failey
Walter W. Kuhn
Sylvester Johnson, Jr.
Herbert J. Reade
Thomas D. Sheerin
Thomas D. Stevenson
William H. Stafford
Alexander L. Taggart
Oscar P. Welborn

In witness whereof, the undersigned have hereunto signed their names as of the 24th day of October, 1934.

Cornelius O. Alig
Fred G. Appel
Deward J. Bennett
Robert B. Failey
Walter W. Kuhn
Sylvester Johnson, Jr.
Herbert J. Reade
Thomas D. Sheerin
Thomas D. Stevenson
William H. Stafford
Alexander L. Taggart
Oscar P. Welborn

State of Indiana,

County of Marion, ss;

Before the undersigned, a Notary Public in and for the state and county aforesaid, personally appeared the above named Cornelius O. Alig, Fred G. Appel, Deward J. Bennett, Robert B. Failey, Walter W. Kuhn, Sylvester Johnson, Jr., Herbert J. Reade, Thomas D. Sheerin Thomas D. Stevenson, William H. Stafford, Alexander L. Taggart, and Oscar P. Welborn acknowledged the execution of the foregoing Certificate of Incorporation.

Witness my hand and notarial seal this 24th day of October, 1934.

Margaret H. Welch
Notary Public

My commission expires
June 22, 1936

Resolution of the Members of The University Club of Indianapolis

The following resolution was duly adopted at a meeting of the members of The University Club of Indianapolis (the "Corporation") held on April 21, 1977.

Resolved, that the members of the corporation hereby find it desirable and in the best interests of the Corporation to elect to be governed by the Indiana Nonprofit Corporation Act of 1991.

Bylaws

The University Club of Indianapolis

MEETINGS

Section 1: The Annual Meeting of the members of the Club for the transaction of miscellaneous business and the reporting of the result of the election of the Directors shall be held in the Spring of each year at the Club quarters on such date and at such time as the President may select.

The Directors shall be elected via email or mail-in ballot to be conducted in the Spring of each year. Such ballots shall be via email or mailed by United States post office to the resident members at least at least 10 days prior to the date set for the annual meeting, and all ballots voted shall be in the hands of Secretary of the Club not later than 1:00pm on the day of the annual meeting, and all ballots received thereafter shall be void.

The Teller shall thereupon count the votes and forthwith sign and file with the Club Secretary a certificate showing the number of votes received by each candidate. The candidates who receive the highest number of votes for Directors as shown by said certificate shall be declared elected. All votes by email and mail shall be kept in the Club safe until delivered to the Teller at the time of the counting of the votes.

Section 2: Such special meetings of the members may be held as the business of the Club may require. A special meeting may be called by the President or by three Directors or by 25 members of the Club by written request to that effect delivered to the Secretary. Notice of such a meeting shall be given by the Secretary in writing via email or mailed to each member entitled to vote at such meeting at the member's last known residence address at least five days prior to the date of such meeting. Such notice shall state the time, place, and purpose of the meeting.

Section 3: At each annual or special meeting of the members of the Club, each Senior, Intermediate, and Junior member, shall be entitled to one vote upon each matter presented which the member may cast in person or by proxy. No one may act as a proxy except a Senior, Intermediate, or Junior member, and the form of the proxy's authority shall be as the Board of Directors may prescribe. At any annual or special meeting of the members of the Club, those present in person or by proxy shall constitute a quorum; and a majority of those so present shall be competent to act.

Section 4: The annual meeting of the Board of Directors for the transaction of miscellaneous business and the election of officers shall be held, without notice, on the first Monday after each annual meeting of the Club's members. The Board may hold such special meetings as the business of the Club may require. A special meeting may be called by the President or by three Directors as special meetings of the members are called and upon at least three days like notice, which notice may be waived by the whole Board. At any annual or special meeting of the Board, a majority of the Board shall constitute a quorum, and a majority in number of a quorum present shall be competent to act.

OFFICERS

Section 5: The Officers of the Club shall be the President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may provide. One person may be both Secretary and Treasurer. The named officers shall be Senior, Intermediate, or Junior members of the Club. Additional officers provided for by the Board may, but need not be, so qualified.

Section 6: The President shall preside at all meetings of the members and of the Board. The President shall execute all instruments authorized by the Board and perform such other duties as the Board may prescribe. The President and the secretary shall sign and file or cause to be filed certificates of the election of Directors as required by law.

Section 7: The Vice President shall act as President in case of the absence or inability of the President to act. The Vice President shall perform such other duties as may be prescribed from time to time by the President and Board of Directors.

Section 8: The Secretary shall keep the records and seal of the Club; attest all such instruments as are executed by the President, except evidence of debt for money borrowed, and, together with the President, execute and file, or cause to be filed, all certificates of the election of Directors required by law. The Secretary shall perform such other duties as the Board may prescribe.

Section 9: The Treasurer shall be the custodian of the funds and cash resources of the Club. The Treasurer shall deposit the same in such depository as the Board shall designate and make withdrawals therefrom as the needs of the Club's affairs may require. In the absence or disability of the Treasurer, any duly elected officer of the Club may sign checks for withdrawals in payment of current expenses of the Club.

Section 10: The duties of additional officers provided for by the Board shall be as the Board shall be as the Board shall prescribe.

Section 11: The officers, including those provided for by the Board, shall be elected by the Board yearly at the annual meeting of the Board, such meeting being the Board meeting after each annual meeting of the Club's members. The Officers shall hold office for one year from the date of such meeting or until their successors shall have been elected and shall have qualified.

DIRECTORS

Section 12: The Board of Directors shall consist of 7-12 Directors elected by the membership from among the Senior, Intermediate, Primary Corporate or Junior members of the Club. The term of office of each Director shall be three years from the annual meeting of the Board of Directors at which the Director is elected and until the Director's successor shall have been elected and shall have qualified. Nominations of Directorships shall be made as the Board may prescribe. Vacancies occurring on the Board or in any office shall be filled by the Board. Any officer who is not a Director shall nevertheless be entitled to attend special and annual meetings of the Board of Directors and to exercise at such meetings all rights and duties conferred upon such officer by Section 5 through 10. In addition, an officer who is not a Director shall be counted toward a quorum and shall be entitled to vote at the annual and special meetings of the Board in the same manner as provided in Section 4 for Directors.

Section 13: The Board shall have and exercise all the powers with respect to the Club, except as otherwise herein provided, it shall have power to fix the compensation of Officers, Directors, and employees of the Club. It may create one or more committees and delegate to any committee the full or any part of the power of the Board in respect of matters delegated to any such committee. It shall prescribe the qualifications for membership in the Club and the manner of electing members. It may provide for different classes of members; and, shall prescribe the fees and dues to be paid by members in each class. It shall have the power to suspend or expel a member for cause, after hearing according to such rules as it may prescribe. It shall prescribe rules for payment of dues, house accounts and other indebtedness to the Club, if any, incurred by members; and such penalties, including expulsion, as it may deem appropriate in cases of noncompliance with such rules.

Section 14: Liability. The Club may indemnify officers and Directors against liability in accordance with IC 23-17-16-1 through 23-17-16-15, as from time to time amended.

MEMBERSHIP

Section 15: Classes of membership. The membership of the Club shall be divided into the following classes:

Resident: The University Club of Indianapolis is an organization of active and retired business, civic, and philanthropic leaders. Senior members, who shall be the age of 36 and over; Intermediate members, who shall be between the ages of 30 and 35; Junior members, who shall be between the ages of 21 and 29.

Non-Resident: Members 21 years or over who do not reside in Marion, Boone, Hamilton, Hancock, Shelby, Johnson, Morgan, Hendricks, or Madison County, Indiana, and whose principal place of business is outside of Marion County, Indiana, shall be eligible for non-resident membership. Non-resident members in good standing shall be entitled to all the privileges of the Clubhouse, but they shall not be eligible to hold office nor have the right to vote at the meetings of the Club. The removal of residents to Marion County, (or one of the seven counties contiguous to Marion County) or the removal of the nonresident's place of business to Marion County shall ipso facto operate to remove such person from

the nonresident class but the member shall have the right, if there is a vacancy in the resident membership class, to become a resident member of the Club by delivering to the Board of Directors, within 60 days after said removal, a written notice of their desire to become a resident member, and by the payment of a sum equal to the difference between the amount then payable by a resident member in order to qualify for the membership, and the amount previously paid by the said non-resident member when they qualified for their non-resident membership. If there is no vacancy in the resident member class the Board of Directors may give any such member, so applying for a resident membership, the privileges of the Club upon such terms and conditions as it may deem advisable, pending the opening of a vacancy in the resident membership class.

Corporate:

1. The Corporate Membership consists of two individuals from the same company/same address; a primary and secondary member; full member privileges.
2. The same vetting, the posting of member information, and approval process will also be used for all candidates for the Corporate Membership.
3. The Primary Corporate Member has the option to add ONE or TWO additional members with dues at a reduced rate. CM Example: Primary member pays the Corporate dues, OPTIONAL third member and OPTIONAL fourth member pay the reduced dues amount.
4. The primary member “holds” the Corporate Membership; The Corporate Membership equals one vote.

Example:

A CEO-president and VP development officer from the LMNOP Corporation would like to apply for Corporate Membership. The Primary member-candidate and secondary member-candidate attend Lunches, First Thursdays and/or other Club events, to consider membership.

At any time, before or after membership approval, the Corporate Member may add up to two more additional members with dues of 25\$ each.

Other classes of membership: The Board of Directors may establish such other membership classes as it deems appropriate and determine the qualifications of initial fees, annual dues, and privileges of such classes.

Section 16: Dues. The annual dues of the members shall be determined by the Board of Directors.

Section 17: Payment of Dues and Accounts: Resident dues shall be due and payable monthly in advance on the first day of each month; non-resident dues shall be due and payable annually in advance. All other indebtedness of members shall become due and payable on the first day of the month after such indebtedness is incurred. Failure on the part of any member to pay their dues or other indebtedness within 90 days after the same shall have become due and payable shall suspend the credit of such member until the same is paid and shall be cause for the Board of Directors to expel such member in absence of an explanation satisfactory to the Board.

Any member with a balance exceeding \$2,000.00 over 60 days or any member with a balance exceeding \$1,000.00 over 90 days shall lose club privileges until their balance is cleared or below \$500.00.

Any member not taking action to relieve their balance within six months may - by board action - be removed from club membership.

Section 18: Membership Committee. All members of the Club shall be elected by a Membership Committee consisting of not less than three resident members appointed by the President. The composition of the Membership Committee shall be known only to the President and the members thereof. The Membership Chair shall be designated by the President. The committee shall meet from time to time upon call of the President or the Chair at such place as the President or the Chair shall designate. A majority of the members of said committee shall constitute a quorum. Its failure to observe this rule shall render a member liable to be expelled from the committee by action of the President or by a majority vote of the other members thereof. In a permanent membership book, the Membership Chair shall keep a record of each person proposed, the final action of the committee, the date of such action, and an index of all persons so proposed. Any officer or Director, other than the President, may be appointed to the committee; but the President may attend meetings of the committee in an advisory capacity, if so requested by the committee.

Section 19: Qualifications for Membership. Each candidate for membership must be at least 21 years of age and of good moral character and reputation. The Board of Directors may from time to time prescribe such additional qualifications or such policy concerning membership or the maximum number of members in a class or classes as a whole, as the Board shall determine. In electing members, the Membership Committee shall adhere closely to all such qualifications and to any policy or policies so adopted by the Board.

Section 20: Membership Policy. The membership policy of the Club shall be as follows:

- (a) If the relative of a member, or a former member who resigned in good standing, is proposed for membership, the relative shall be elected to membership as expeditiously as possible, and the candidacy of such person shall not be rejected unless the membership committee, after careful consideration, votes against the relative's candidacy by a majority of the members thereof.
- (b) With respect to the election of all other persons, the Membership Committee shall give special consideration to the candidate's sponsorship, and the candidate's congeniality with the membership generally and particularly with those in the candidate's own age group, and the interest shown by the membership in the candidacy. No Candidate for membership shall be discriminated against because of race, religion, nation origin, age, sex, or disability.
- (c) In the event the Board of Directors shall fix a limitation on the maximum number of members in any class or classes as a whole, such limitation shall not apply to the election of a relative of a member or the election of a former member who resigned in good standing; and any such limitation may be exceeded if necessary, to provide for the election of such person. But after said limitation has been reached, no person shall thereafter be elected to membership who is not a relative of a member or former member as aforesaid.

Section 21: Proposal of Candidates. Each candidate for membership shall be proposed in writing by a resident member of the Club, who shall make such a proposal to the President. The President shall promptly thereafter refer the proposal to the Membership Committee for action. If desired by the committee, said proponent shall furnish in writing to the committee such information about the candidate as the committee may require and the committee may from time to time prescribe such questionnaire or other form as it believes necessary to elicit said information, if the committee desires additional information concerning such candidates, the Chair shall notify the President, who shall promptly ascertain the same and report back to the committee.

Section 22: Election of Members. After due consideration, the committee shall vote upon the tentative acceptability of the candidate, and the candidate shall be so accepted if not more than one negative vote is recorded. Two or more negative votes shall operate as a final rejection of the candidate. If the candidate is tentatively approved, the Chair shall also notify the President, who shall cause the name of such candidate to be posted on the bulletin Board in the Clubhouse for a period of 10 days, and the candidate shall not be approached until after the 10th day of posting. During said posting, any member may express their approval, or opposition to, the candidacy either orally or in written form, addressed to the President, who shall refer said approval or opposition to the Membership Committee. Thereafter, at its next meeting, such candidate shall be declared elected to membership if no opposition thereto was so expressed during said period. In the event of any such opposition, the committee may request the President to obtain further information as it shall require, in order to consider the candidacy fairly and carefully. At a subsequent meeting thereafter, but within four months from the expiration of said 10-day period, the committee shall take a final vote upon the acceptability of the candidate, and the candidate shall be elected to membership if not more than one negative vote is recorded. Two or more negative votes shall operate as a final rejection of the candidate. In the event said candidate is not fully approved or rejected within four months aforesaid, the candidate shall be automatically elected to membership. All voting by the membership committee shall be at meetings thereof and by secret ballot.

Section 23: Notice of Election or Rejection. The Chair shall notify the President of candidates elected or rejected, who shall cause the names of all persons so elected to be posted on the bulletin board for two weeks and shall give written notice to the proponent of any rejected candidate of the committee's action. The President shall notify each new member of their election and shall send the new member, a statement of the sum to be paid to the Club, to qualify for membership.

Section 24: Initiation Fee. No election to resident membership shall become effective or entitle the person elected to the privileges and use of the Club until the member shall have paid all the initiation fee for his or her class of membership determined by the Board of Directors.

A former member in good standing at the time of their resignation, may apply for reinstatement and be reinstated without the payment of an initiation fee.

The Board of Directors shall have the right to waive payment of all or any portion of the foregoing fees.

Section 25: Guests. Each member may entertain guests at the Club in accordance with the Club's customs and traditions.

Section 26: Club Privileges. Each Senior, Intermediate, Junior, and corporate member shall be entitled to all privileges of the Club. In the event the Board shall establish traditional classes of membership, the rights of such members may be limited as the Board may prescribe. Termination of membership, voluntarily or otherwise, shall bring an end all the rights of the members in respect of the Club's management and property.

AMENDMENTS

Section 27: The Articles of Incorporation of the Club may be amended by the members at any annual or special meeting of such members.

Section 28: These bylaws may have been amended by the Board of Directors at any annual or special meeting of the Board.