

**Amended and Restated
By-Laws of Harvard Varsity Club, Inc.
May 11, 2009**

Article I

Name, Location and Purposes

Section 1. Name.

The name of this corporation shall be Harvard Varsity Club, Inc. (hereinafter referred to as the “Club”).

Section 2. Location.

The principal office of the Club shall be in Boston, Massachusetts.

Section 3. Purposes.

The purposes of the Club shall be as set forth in the Articles of Organization of the Club as the same shall be amended from time to time (the “Articles of Organization”); and these By-Laws, the powers of the Club and of its Executive Committee, Officers and Members and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto as are set forth in the Articles of Organization.

Article II
Membership

Section 1. Classes.

There shall be five classes of Members as follows: Regular, Associate, Honorary, Lifetime and Undergraduate.

Section 2. Definitions.

- (a) "Regular Member" shall mean any person who has won a major or minor "H" in a varsity sport while an undergraduate at Harvard College. Regular Members who are undergraduates shall be exempt from the payment of Annual Dues and shall have no voting rights.
- (b) "Associate Member" shall mean any person, whether or not a graduate of Harvard College, who shall have demonstrated interest in the purposes and activities of the Club and who applies to the Club and pays the Annual Dues established by the Executive Committee.
- (c) "Honorary Member" shall mean any person, whether or not a graduate of Harvard College, whom the Executive Committee may from time to time elect as an Honorary Member. This category of membership is intended to recognize persons who have made extraordinary contributions to Harvard athletics, including coaches, administrators and supporters of Harvard athletics. Honorary Members shall be exempt from the payment of any Annual Dues.
- (d) "Lifetime Member" shall mean any Regular Member or Associate Member who makes a Lifetime Payment in lieu of paying Annual Dues.
- (e) "Undergraduate Member" shall mean any undergraduate of Harvard College who has completed all of the requirements for participation in intercollegiate athletics at Harvard. Undergraduate Members shall be exempt from the payment of Annual Dues and shall have no voting rights.
- (f) "Active Members" shall mean all Regular Members who pay Annual Dues, all Lifetime Members, all Associate Members and all Honorary Members.

(g) "Annual Dues" shall mean the dues determined by the Executive Committee pursuant to Article IX.

(h) "Lifetime Payment" shall mean the amount determined by the Executive Committee to become a Lifetime Member in lieu of paying Annual Dues.

Article III **Graduate Officers**

Section 1. Graduate Officers.

The graduate officers of the Club shall be a Chairman, a President, one or more Vice-Presidents, a Treasurer, a Secretary, and such other officers as may be elected by the Active Members or as the Executive Committee may in its discretion appoint. They shall be Active Members in good standing at the time of their election to office and must remain so throughout their terms of office. The office of President shall be restricted to Regular Members who are Active Members. The offices of Treasurer and Secretary may be combined.

The Chairman, President, Treasurer, Secretary and such Vice-Presidents as shall be nominated pursuant to the provisions of Article IV shall be elected at an Annual Meeting of the membership for a term of up to three (3) years. All officers may succeed themselves. Vacancies in any office may be filled, until the next Annual Meeting, by the Executive Committee.

Section 2. Chairman.

In the absence of the President, the Chairman shall preside at all meetings of the Club and of the Executive Committee and have such other powers as the Executive Committee shall from time to time designate.

Section 3. President.

The President shall preside at all meetings of the Club and of the Executive Committee. The President shall, subject to the provisions of Article IV hereof, perform such duties and have such powers as are consistent with the office of president of a Massachusetts business corporation.

Section 4. Vice Presidents.

The Vice President (s) shall have such duties and powers as the Executive Committee shall from time to time designate.

Section 5. Treasurer.

The Treasurer shall, subject to the provisions of Article IV hereof, have all of the duties and have such powers as are consistent with the office of treasurer of a Massachusetts business corporation. The Treasurer shall render a statement of the accounts at each Annual Meeting of the Club, and to the Executive Committee whenever requested so to do. The Treasurer's accounts shall be annually audited by persons appointed by the Executive Committee.

Section 6. Secretary.

The Secretary shall keep a record of all meetings of the Club and of the proceedings of the Executive Committee and have such duties and have such powers as are consistent with the office of clerk of a Massachusetts business corporation. The Secretary shall conduct the correspondence of the Club and give notice to all members of all meetings of the Club and to all members of the Executive Committee of meetings of that body.

Article IV
Executive Committee

Section 1. Composition and Powers and Duties.

- (a) The Executive Committee shall consist of the graduate officers of the Club and an elected Board of six (6) other Active Members (the "Elected Board"). The Elected Board shall be nominated by the Nominating Committee and elected by the membership at the Annual Meeting. At each Annual Meeting two (2) such Elected Board members shall be chosen for a term of three (3) years, and other Elected Board members shall be chosen to fill such unexpired terms as may then exist.
- (b) Unless otherwise provided by law, the Articles of Organization or these By-Laws, the Executive Committee may act pursuant to a vote of a majority of those members of the

Executive Committee present at any meeting at which there is a quorum in attendance. In addition, any action required or permitted to be taken at a meeting may be taken without a meeting if written consent thereto, signed by all members of the Executive Committee, is filed with the records of the meetings of the Executive Committee. Such consent shall be treated as a vote for all purposes.

- (c) The Executive Committee shall have the powers of a board of directors of a business corporation and shall have general charge, management and control of the affairs, funds and property of the Club.
- (d) The Executive Committee shall authorize all such contracts, loans, purchases and payments as it shall deem necessary and proper.
- (e) The Executive Committee shall fill vacancies in its own number until the next Annual Meeting. It shall control the expenses and charges of the Club, authorize the employment of such assistants and staff as it shall deem expedient and receive and redress complaints, provided the same be properly made to it in writing.
- (f) The Executive Committee shall annually appoint a Nominating Committee consisting of at least four Active Members who are Regular Members, two of whom shall be, if possible, past Presidents and shall not include the current President.
- (g) The Executive Committee shall annually appoint an Advisory Board of Active Members to attend Executive Committee meetings and advise the Executive Committee with respect to Club activities, to the end that all such Club activities shall be consistent with the purposes of the Club.
- (h) The Executive Committee shall appoint any special committee which it may deem necessary, may abolish the same and may remove any member thereof, by two-thirds vote.
- (i) Any officer or member of the Executive Committee may be removed from office by two-thirds vote of the whole committee.

Section 2. Nominating Committee.

The Nominating Committee shall meet, nominate persons for graduate officers and Board positions on the Executive Committee and submit to the Executive Committee, not later than four (4) weeks prior to the date set for the Annual Meeting, a report containing the names of the individuals nominated for the respective offices and Board positions to be voted upon at the Annual Meeting.

Section 3. University Advisory Committee.

There shall be a University Advisory Committee consisting of those persons who from time to time hold the position of the Executive Director of the Harvard Alumni Association, the Dean of Admissions of Harvard College, the Dean appointed as liaison to the Department of Athletics and the Director of Athletics of Harvard University or in the event any of such positions no longer exists, the position in Harvard University most comparable to such position. The University Advisory Committee shall from time to time, in its discretion, consult with and advise the officers and the Executive Committee of the Club with respect to policies of the University relating to athletics and persons engaging in athletics, particularly as such policies affect the activities of the Club, to the end that Club activities shall at all times be consistent with and in furtherance of such policies and the athletic program of the University.

Article V

Executive Director

The Executive Committee may employ or appoint an Executive Director to have such duties as may be assigned by the President, the Treasurer and the Executive Committee.

Article VI

Meetings and Action without Meeting

Section 1. Meetings.

- (a) The annual meeting of the Club shall be held on such date as shall be specified by the Executive Committee or by the President, if the Executive Committee does not so specify.

- (b) The Secretary shall call a special meeting of the Club whenever requested to do so by not less than four (4) members of the Executive Committee or by not less than ten (10) Active Members of the Club. Every such request shall state the subject for which the meeting is desired, and no subject not so stated shall be considered at such meeting.
- (c) At the annual meeting any business may be transacted not inconsistent with the By-Laws.
- (d) The Executive Committee shall hold regular meetings on such dates as specified by the President. The Secretary shall call special meetings of the Executive Committee whenever requested to do so by the President or by not less than four (4) members of the Executive Committee. Every such request shall state the subject for which the meeting is desired, and no subject not so stated shall be considered at such meeting.
- (e) Unless otherwise restricted by the Articles of Organization or these By-Laws, members of the Executive Committee or of any committee thereof may participate in any meeting of the Executive Committee or of any committee, as the case may be, by means of conference telephone, video conference equipment, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

Section 2. Action without Meeting.

Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without notice and without a vote if a consent in writing to such action is signed by all members of the Executive Committee and filed with the records of the Club.

Article VII
Notice of Meetings

At least seven (7) days written notice of the annual meeting of the Club and regular meetings of the Executive Committee shall be sent by the Secretary, by mail or electronic transmission, to every Active Member in the case of meetings of the Club and to every member of the Executive Committee Member, the University Advisory Committee and the Advisory Board in the case of Executive Committee meetings. Notice of every special meeting of the Club and special meeting of the Executive Committee shall be given in the same manner, and shall also set forth the subject for which the meeting is desired.

Article VIII
Fiscal Year

The fiscal year of the Club shall begin on July 1 in each year and shall end on June 30 of the succeeding calendar year.

Article IX
Annual Dues

Annual Dues for Active Members shall be as determined annually by vote of the Executive Committee and may reflect differences in age, years from graduation, membership benefits and any other reasonable criteria selected by the Executive Committee. Members who left college without graduating will be considered members of the Class with which they entered college or as assigned by Alumni Records.

Annual Dues shall be payable on dates and in accordance with rules made by the Executive Committee, and failure to so pay Annual Dues shall mean the Member shall cease to be an Active Member of the Club.

Any Member whose Active Membership has ceased for non-payment of dues may be readmitted to Active Membership upon payment of current dues.

Article X
Resignation

Any Active Member in good standing may resign from the Club by giving written notice of resignation to the Secretary at any time and may be readmitted to Active Membership at any time upon payment of current dues.

Article XI
Quorum

Fifteen (15) Active Members, present in person or by proxy shall constitute a quorum for the annual meeting and any special meeting of the Club.

Five (5) members of the Executive Committee shall constitute a quorum at any regular meeting or special meeting of the Executive Committee.

Article XII
Undergraduate Members

- (a) The Executive Committee shall annually request the Student Athlete Advisory Committee of the Department of Athletics to appoint one or more members of that committee to attend Executive Committee meetings and advise on Club activities relating to undergraduates.
- (b) The Executive Committee may from time to time call for election of undergraduate officers as they shall determine should exist and for such terms and with such duties as they determine circumstances at that time dictate.

Article XIII
Indemnification

The Club shall indemnify and hold harmless against liability all Officers, Executive Committee Members, Advisory Committee Members and members of any other committee appointed by the President or Executive Committee (the "Indemnified Members") for their acts in their official capacities and for any action taken or not taken by the Club which results in claims for liability against any of them. This Article shall be construed to provide the broadest possible indemnification, including cost of defense, under

Massachusetts Law; provided, however, this provision shall not eliminate or limit the liability of any Indemnified Member (i) for any breach of the Indemnified Member's duty of loyalty to the Club or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction from which the Indemnified Member derived an improper personal benefit.

Article XIV
Reimbursement

None of the assets of the Club shall inure to the benefit of, or be distributable to its Officers, Executive Committee, members or any other private persons, except that the Club shall be authorized and empowered to reimburse all reasonable costs for out-of-pocket expenses incurred by Club members and/or staff on behalf of the Club as rendered in a request to and approved by the Executive committee or designated staff.

Article XV
Amendments

Amendments to these By-Laws may be made by a majority vote of Active Members present in person or by proxy at any meeting of the Club.