

COPY OF CERTIFICATE FOR INCORPORATION

On the twenty-first day of March, A. D. 1938, in the City of Springfield, in the County of Sangamon, in the State of Illinois, Reuben G. Carlson, Dewey A. Ericsson and Sidney B. Fithian being and constituting the Incorporators of and for THOMAS ARKLE CLARK CHAPTER HOUSE MEMORIAL, INC., the corporation not for pecuniary profit to be organized under the laws of the State of Illinois, and selected and designated to be such at the meeting of the members initially subscribing to the Charter Membership Roll thereof, signed and acknowledged before a Notary, in duplicate, a certain Certificate for Incorporation, a true copy of which is as follows, to-wit:

STATE OF ILLINOIS,      )  
                                  )SS  
      COOK           County.)

TO EDWARD J. HUGHES, Secretary of State:

We, the undersigned REUBEN G. CARLSON, D. A. ERICSSON and  
                                  SIDNEY B. FITHIAN

citizens of the United States, propose to form a corporation under an Act of the General Assembly of the State of Illinois, entitled, "An Act concerning Corporations," approved April 18, 1872, and all acts amendatory thereof; and for the purpose of such organization we hereby state as follows, to-wit:

1. The name of such corporation is THOMAS ARKLE CLARK CHAPTER HOUSE MEMORIAL, INC.
2. The object for which it is formed is to establish and maintain a dormitory and chapter house for educational.

*Certified to be a true copy, 2/25/38*

COPY OF CERTIFICATE FOR INCORPORATION (Continued)

and fraternal purposes; to promote social life and good fellowship among college men and alumni; to establish a memorial for the late Thomas Arkle Clark, former Dean of Men of the University of Illinois.

3. The management of the aforesaid corporation shall be vested in a board of seven (7) Directors.
4. The following persons are hereby selected as the Director to control and manage said corporation for the first year of its corporate existence, viz.:

Name	Address		
	Number	Street	City State
E. L. Simmons	Citizens Bank Bldg.	Decatur,	Illinois
J. W. Ruettinger	One N. La Salle Street	Chicago,	Illinois
J. H. Powers	5555 N. Sheridan Road	Chicago,	Illinois
J. K. McLaughlin	1703 Harrison Street	Sullivan,	Illinois
L. B. King	501 N. McKinley Street	Champaign,	Illinois
Carl R. Dick	649 W. North Avenue	Decatur,	Illinois
R. F. Hunter		Chillicothe,	Illinois

5. The location is in the city of Chicago in the county of Cook in the State of Illinois, and the postoffice address of its business office is at Room 1162, 135 South La Salle Street in the said City of Chicago.

SIGNED,

REUBEN G. CARLSON 1509 Bryn Mawr Ave., Chicago, Ill.

D. A. ERICSSON, 2339 Commonwealth Ave.

SIDNEY B. FITHIAN, 6924 Wayne Ave Chicago, Ill.

*Certified to be a true copy, 4/25/19  
Thomas A. Schenck, Secy.*

COPY OF CERTIFICATE FOR INCORPORATION (Concluded).

STATE OF ILLINOIS, ) ss.  
Cook County )

I, Lillian M. Price, a Notary Public in and for the County and State aforesaid, do hereby certify that on this 15th day of March, A. D. 1938, personally appeared before me

REUBEN G. CARLSON, D. A. ERICSSON AND SIDNEY B. FITHIAN

to me personally known to be the same persons who executed the foregoing certificate and severally acknowledged that they had executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

LILLIAN M. PRICE

Notary Public.

(Seal Here)

On the 19th day of March, A. D. 1938, the two original duplicate copies of the said Certificate for Incorporation were mailed to the Secretary of State of the State of Illinois, at the City of Springfield, in the County of Sangamon, in the State of Illinois, for the purpose of procuring the filing of the same in the office of the Secretary of State of the State of Illinois.

The said duplicate original copies of the said Certificate for Incorporation were, on the 21st day of March, A. D. 1938, filed in the said Office of the Secretary of State of the State of Illinois with the following endorsement on each, respectively, to-wit:

FILED March 21, 1938, Edward J. Hughes, SEC'Y. OF STATE.

COPY OF CERTIFICATE OF ORGANIZATION

On the 21st day of March , A. D. 1938, in the City of Springfield, in the County of Sangamon, in the State of Illinois, the Secretary of State of the State of Illinois, executed and issued, under the Great Seal of the State of Illinois, a Certificate of Organization, a true copy of which (exclusive of the duplicate original copy of the Certificate for Incorporation thereto attached) is as follows, to-wit:

Certificate Number 6655

S T A T E O F I L L I N O I S

OFFICE OF

THE SECRETARY OF STATE

\*\*\*\*\*  
" State Seal Vignette "  
\*\*\*\*\*

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, A Certificate duly signed and acknowledged has been filed in the Office of the Secretary of State, on the 21st day of March , A. D. 1938, for the organization of the

THOMAS ARKLE CLARK CHAPTER HOUSE MEMORIAL, INC.

under and in accordance with the provisions of "AN ACT Concerning Corporations" approved April 18, 1872, and in force July 1, 1872, and all acts amendatory thereof, a copy of which certificate is hereto attached:

NOW, THEREFORE, I EDWARD J. HUGHES , Secretary of State of the State of Illinois, by virtue of the powers and duties vested in me by law, do hereby certify that the said

THOMAS ARKLE CLARK CHAPTER HOUSE MEMORIAL, INC.

is a legally organized Corporation under the laws of this State.

COPY OF CERTIFICATE OF ORGANIZATION (Concluded)

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois. Done at the City of Springfield, this 21st day of March, A. D. 1938, and of the Independence of the United States the one hundred and 62nd.

EDWARD J. HUGHES

SECRETARY OF STATE.

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" SEAL OF THE STATE OF ILLINOIS "  
"                    (SEAL)                    "  
"                    AUG. 26th, 1818.                    "  
"                    "                    "  
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Attached to the foregoing Certificate was one of the duplicate original copies of the foregoing Certificate for Incorporation, which were filed as aforesaid in the Office of the Secretary of State of the State of Illinois, on the 21st day of March A. D. 1938. The said Certificate, together with such duplicate original copy of the said Certificate for Incorporation thereto attached, is and constitutes the Certificate of Organization of the said

THOMAS ARKLE CLARK CHAPTER HOUSE MEMORIAL, INC.

The said Certificate of Organization was filed for record in the Office of the Recorder of Deeds of and for the County of Cook in the State of Illinois, on the forenoon of Tuesday, the 22d day of March A. D. 1938, at the hour of 11:19 o'clock, and was thereafter recorded, in the said Office, in Book 1151 of Corporation Records, at page 329, as document numbered 12134580.

*Certified to be a true copy 6/25/59  
Thomas A. Schmitt, Secy.*

BY-LAWS

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ARTICLE I.

TITLE, LOCATION, OBJECT AND CORPORATE SEAL

Section 1. Title. The name of the corporation is

THOMAS ARKLE CLARK CHAPTER HOUSE MEMORIAL, INC.

Section 2. Location. The location of the principal office of the corporation shall be in the City of Chicago, County of Cook and State of Illinois.

Section 3. Object. The corporation is organized for the purpose and with the object of establishing and maintaining a dormitory and chapter house for educational and fraternal purposes; to promote social life and good fellowship among college men and alumni; to establish a memorial for the late Thomas Arkle Clark, former Dean of Men of the University of Illinois.

Section 4. Corporate Seal. The corporation shall have a corporate seal which shall have subscribed thereon the name of the corporation, the words "Corporate Seal," and the word "Illinois."

ARTICLE II.

MEMBERSHIP

Section 1. Membership. Membership shall consist of two classes; regular membership and associate membership.

Section 2. Election of Members. All persons who have been initiated into the national college fraternity of ALPHA TAU OMEGA and who are or have been a member of or affiliated with the GAMMA ZETA CHAPTER of such fraternity and otherwise qualified under the By-Laws, rules and regulations of the Corporation shall be eligible to regular membership in the corporation. Any person so qualified for membership shall become a member upon the payment of the prescribed initiation fee.

Associate Membership. Any member of the NATIONAL COLLEGE FRATERNITY OF ALPHA TAU OMEGA who was not a member of or affiliated with the GAMMA ZETA CHAPTER of such fraternity but who is otherwise qualified by the By-Laws of the corporation, shall be eligible to an associate membership in the corporation upon the payment of the same initiation fee as prescribed for regular members.

Section 3. Suspension and Expulsion. If any member violates any of the corporation's By-Laws, rules or regulations, or if any member's conduct or action becomes detrimental to the welfare and interests of the corporation or to its members, such member may be temporarily deprived of all privileges and rights in such corporation or the property thereof, or he may be permanently expelled and excluded therefrom: provided that no member may be suspended or expelled except upon the affirmative vote of at least five members of the Board of Directors, at any meeting of the said Board regularly called and held, of which meeting the accused member

shall be given five days previous notice in writing. Charges against any member may be made by the Board of Directors, on its own motion, or may be preferred against a member by the written report of any three members of the corporation addressed to the Board, and the hearing upon any such charges except as otherwise fixed by these By-Laws shall be under such conditions and procedure as may be prescribed from time to time by the Board of Directors. Such member shall have the right to appear before such Board in person or by representative and shall appear in person at the direction of the Board of Directors, who shall be the sole judge of whether any member shall be suspended or expelled and their action shall be conclusive and final subject only to the right of the Board itself to grant a rehearing in their discretion. If a member be suspended the Board shall determine the terms and conditions thereof. If a member be expelled all his rights and privileges as a member shall thereupon be terminated and his membership in the corporation shall be forfeited to the corporation.

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Section 4. Transfers of Memberships. Any membership shall be subject to transfer under the following conditions:- Any member in good standing may file with the Board of Directors an application for such transfer and may indicate therein the name of a person to whom he desires to transfer such membership, in which event he shall file therewith the written application of such person and such application for membership shall be acted upon in the usual way. If such application is accepted and the applicant elected to membership then the member so desiring to transfer his membership may assign the same to such newly elected member upon payment to the corporation of the transfer fee prescribed by the By-Laws, provided all indebtedness accruing against such membership shall have been paid. If a member desiring to transfer his membership shall not submit the application of the proposed transferee then the Board of Directors, may under like condition transfer the membership to the first person who may thereafter be elected to membership other than one who shall be elected to take a designated transferred membership. Until the election of a new member and the actual transfer of a membership to such applicant under the terms hereof, the holder of any membership shall continue as a member of the corporation. The duties, obligations, rights and privileges of a member shall continue until the actual transfer of his membership and the filing of an application for transfer shall not stop nor prevent any proceedings for the suspension or expulsion of such member.

Section 5. If a resignation from membership is offered by any member the Board of Directors, in its discretion, may accept or reject the same under such terms and conditions as may be imposed by the Board; when so accepted and all such terms and conditions are complied with, the membership shall be deemed transferred to the corporation.

Section 6. Upon the death of any member, the membership shall pass to the personal representatives, heirs or legatees of the deceased member, but without any rights or privileges except only the right of transfer to a duly elected applicant for membership under all the provisions of the By-Laws or other rules and regulations as may be in force at the time.

Section 7. It shall be the duty of all members to keep on file with the Secretary an address to which any and all notices required by the By-Laws, rules or regulations of the corporation may be sent. The mailing of any such notice to such address or if no such address be on file then the mailing of any such notice addressed generally to the City in which the corporation has its principal office shall be sufficient and conclusive upon such member.

✓ ARTICLE III

✓ BOARD OF DIRECTORS.

Section 1. Number, Term of office and vacancies. The property, funds and affairs of the corporation shall be managed and controlled by a Board of Directors, consisting of seven members, each of whom shall be a member of the corporation, and shall hold office for a period of one year.

✓ Section 2. Powers. The Board of Directors shall have in addition to the power and authority expressly conferred upon it by these By-Laws the right, power and authority to exercise all such powers and to do all such acts and things as may be exercised or done by the corporation, but subject, nevertheless, to the Statutes of the State of Illinois, to the provisions of the Certificate of Organization and to the By-Laws of the corporation.

Section 3. First Meeting. The newly elected directors shall meet as soon as possible after their election, for the purpose of organization. No notice of such meeting, provided all members of the Board be present, shall be necessary in order to legally constitute the meeting. At such meeting the Board shall immediately proceed to the election of general officers of the corporation for the respective ensuing terms of office and to transact any corporate business that properly may come before the Board.

Section 4. Regular Meeting. Regular meetings of the Board of Directors shall be held, from time to time, as the Board of Directors may by resolution determine.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President or by three members of the Board on five days' notice to each director either personally, by mail or by telegraph.

Section 6. Place of Meetings. The Board of Directors may, as it may from time to time by resolution determine, hold its meetings, regular or special, at any place other than the office of the corporation, but within the city of such office, or in the City of Urbana, Illinois, and may, at any such meeting, transact any and all business. Otherwise all meetings of the Board of Directors shall be held at Room 1162, 135 South LaSalle Street, in the City of Chicago, County of Cook and State of Illinois.

Section 7. Notice of Meetings. Notice of regular meetings shall be mailed to each director at his last known post office address by the Secretary at least five days previous to the date of the said meeting. But any meeting of the Board of Directors at



BY-LAWS (Continued)

which all of the directors are present shall be as valid as if called pursuant to proper notice.

Section 8. Quorum. A majority of the elected and acting members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting.

Section 9. Informal Action. The individual members of the Board of Directors shall have no power as such. Except as in this Section provided, the Board of Directors shall act, and shall have the capacity to act, only as a Board. Nevertheless, any action taken pursuant to a prior authorization or confirmed and approved by subsequent ratification in writing, whether of record in the corporate record book or otherwise, signed by all of the directors, shall have and shall be deemed to have, the same force and effect as if such action had been taken in, or pursuant to a resolution adopted in a regularly called or constituted meeting of the Board of Directors.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, who shall be elected by the Board of Directors. The President and Vice-President shall be elected from among the members of the Board of Directors. All officers shall hold office for a period of one year and/or until their successors are elected and qualified.

Section 2. President. The President shall be the chief executive officer of the corporation. He shall preside at all meetings of members of the corporation or of the Board of Directors. He shall see that the By-Laws, rules and regulations of the corporation are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. He shall, with the Secretary, sign all written contracts and obligations of the corporation which have been approved by the Board of Directors. He shall, by and with the consent of the Board of Directors, appoint the standing committees and such committees as the Board of Directors may authorize and he shall be ex-officio member of all committees.

Section 3. Vice-President. In the absence of the President, the Vice-President shall have the powers and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

Section 4. Secretary. The Secretary shall keep a record of the proceedings of the corporation and of the Board of Directors, and also the books and accounts of the corporation, showing all receipts and disbursements, all of which records shall at all reasonable times be open to the inspection of the members of the corporation. He shall issue all notices required to be given by or in behalf of the corporation or the Board of Directors, conduct the correspondence and have the custody of and affix the seal of the corporation and shall perform such other duties as may be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer shall receive and disburse the moneys of the corporation. He shall deposit all moneys in the name of the corporation in such banks as may be designated by the Board of Directors, and shall pay out money only upon the order or approval of the Board of Directors, provided that the Board of Directors authorize the expenditure of money upon the order or approval of the President and Secretary.

Section 6. The office of Secretary and of Treasurer may be held concurrently by the same individual.

Section 7. Security Bonds. The Treasurer and all other officers or employees or members of the corporation who may have the handling of any funds of the corporation shall each give a surety bond to be furnished at the expense of the corporation for the faithful discharge of his duties, if so required by the Board of Directors, which bonds shall be in such amount and with such sureties as the Board of Directors shall direct and approve.

Section 8. Removal. Any officer may be removed by the Board of Directors at any time by a vote of five of the members of such Board.

#### ARTICLE V

##### MEETINGS OF MEMBERS.

Section 1. Regular Meeting. A regular meeting of the corporation shall be held on the third Saturday in October of each year and notice of such meeting shall be mailed to all members at least five days before date of such meeting.

Section 2. Special Meeting. Special meetings of the members may be held at any time upon written call of the Board of Directors or shall be called by notice signed by five members of the corporation. Any call or notice of special meeting shall indicate the purpose thereof and no business shall be transacted at said special meeting except such as is specified in the call and notice. A notice of such special meeting shall be mailed to all members of the corporation at least five days before the date for such meeting.

Section 3. Place of Meetings. All meetings of members shall be held at the office of the corporation unless otherwise specified in the call and notice of the meeting, but any other place of meeting within the same city in which the office is located or in the City of Urbana, Illinois, may be designated in the call and notice.

Section 4. Voting. At any regular or special meeting each member in good standing shall be entitled to vote in person or by written proxy.

Section 5. Quorum. Not less than ten members shall be necessary to constitute a quorum for the transaction of business at any regular or special meeting of members.

#### ARTICLE VI

##### ELECTIONS

Section 1. Time. An election of directors shall be held on the third Saturday of October in each year between the hours of 11:30 A. M. to 12:00 M.

Section 2. Balloting. All voting for directors shall be by secret ballot. A plurality of votes shall elect and the President shall declare the result of the election. In case of a tie between two or more candidates the successful candidate shall be determined as between those candidates in the tie by lot which shall be held under the direction of the Board of Directors. All elections shall be held under such rules and regulations not in conflict with the By-Laws as may be adopted by the Board of Directors and all contests or questions in regard to the conduct of elections or results thereof shall be determined by the Board.

## ARTICLE VII

### RULES OF PROCEDURE

Section 1. Order of Business. The regular order of business at all meetings of members or of the Board of Directors shall be as follows:

- (1) Reading of the minutes of the last meeting.
- (2) Reports of officers and committees.
- (3) Consideration of special or unfinished business.
- (4) Consideration of general business,

but this order may be changed upon vote of the meeting.

Section 2. Procedure. Roberts Rules of Order shall govern all meetings when not inconsistent with these By-Laws, but special rules of order for the government of meetings of members or the Board of Directors may be made at any time by the Board of Directors. Any motion or resolution offered for consideration shall at the request of any member be reduced to writing before it is acted upon.

## ARTICLE VIII

### FEEES AND DUES

Section 1. Initiation Fee. There shall be charged against and collected from each applicant for membership as an initiation fee the sum of Ten Dollars (\$10.00). Such initiation fee may be changed without amendment to the By-Laws by vote of five members of the Board of Directors.

Section 2. Dues. There shall be no dues assessed against any member.

## ARTICLE IX

### AMENDMENTS

BY-LAWS (Continued)

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Section 1. By Members. Any By-Laws may be repealed, modified, altered or amended or new By-Laws adopted at any regular or special meeting of the members of the corporation by a three-fourths vote of the members present.

Section 2. By Board of Directors. Any By-Laws may be repealed, modified, altered or amended or new By-Laws adopted at any regular or special meeting of the Board of Directors by a vote of five of the members of the Board, provided that no such change shall take effect until ten (10) days after the mailing of notice thereof, with copy of the By-Laws as so proposed by the Board, to all members of the corporation.

A M E N D M E N T S

I

Article III, Section 1, shall be changed by striking the words "and shall hold office for a period of one year", and inserting the words in lieu thereof: "two of which directors shall hold office for a period of one year, two for a period of two years, and three for a period of three years from the date of the 1939 election or until their successors are duly elected and qualified, and each of which directors who are elected in 1940 and subsequent years shall hold office for a period of three years, or until his successor is elected".

II

Article III, Section 6. Place of Meetings. Insert after the words "Urbana, Illinois," "or elsewhere within the State of Illinois." Section 6 would then read:

"The Board of Directors may, as it may from time to time by resolution determine, hold its meetings, regular or special, at any place other than the office of the corporation, but within the city of such office, or in the City of Urbana, Illinois, or elsewhere within the State of Illinois, and may, at any such meeting, transact any and all business. Otherwise all meetings of the Board of Directors shall be held at Room 1162, 135 South LaSalle Street, in the City of Chicago, County of Cook and State of Illinois."

III

Article V, Section 1. Regular Meeting. Strike out the words "third Saturday of October" and insert "at a convenient time during the University of Illinois Homecoming week end." Section 1 would then read:

"A regular meeting of the corporation shall be held at a convenient time during the University of Illinois Homecoming week end each year. Notice of such meeting shall be mailed to all members at least five days before date of such meeting."

IV

Article V, Section 3. Place of Meetings. Strike out the words "within the same city in which the office is located or in the City of Urbana, Illinois." This section would then read:

"All meetings of members shall be held at the office of the corporation unless otherwise specified in the call and notice of the meeting, but any other place of meeting may be designated in the call and notice."

V

Article I, Section 2. Location. Strike out the words, "City of Chicago, County of Cook and State of Illinois" and insert at such place "State of Illinois, as from time to time shall be prescribed by a resolution of the Board of Directors passed at any regular or special meeting of said Board by a vote of four members thereof". Said Section would then read:

"The location of the principal office of the corporation shall be in such place in the State of Illinois, as from time to time shall be prescribed by a resolution of the Board of Directors passed at any regular or special meeting of said Board by a vote of four members thereof."