



Dartmouth Club of Greater Boston

By-laws

DARTMOUTH ALUMNI ASSOCIATION OF EASTERN MASSACHUSETTS, INC.

1. NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purposes. The name of the Corporation shall be Dartmouth Alumni Association of Eastern Massachusetts, Inc., and its purposes shall be as set forth in the Corporation's Articles of Organization. The Corporation may conduct its affairs using the name "Dartmouth Club of Greater Boston", or such other name as the Board of Directors of the Corporation (the "Board") may specify.

1.2 Location. The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Board may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal. The Board may adopt and alter the seal of the Corporation.

1.4 Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the Board, begin on July 1 of the year and shall end on June 30 in the next succeeding year.

2. MEMBERS

2.1 Qualification for Membership. Any person residing in the Greater Boston Massachusetts area (as defined by Dartmouth College) who has matriculated at or otherwise been a student at Dartmouth College is a Member of the Corporation.

2.2 Qualification for Associate Membership. Any person residing in the Greater Boston Massachusetts area (as defined by Dartmouth College) who has had a child or other immediate family member matriculate or otherwise be a student at Dartmouth College, is an Associate Member of the Corporation. Associate Members enjoy all rights and privileges of membership, and unless otherwise expressly provided by these By-laws, the word "Member" shall hereinafter incorporate Associate Members.

2.3 Qualification for Membership in Good Standing. Any Member or Associate Member who pays the annual dues shall be a Member in Good Standing for the fiscal year in respect of which the dues are paid.

2.4 Powers and Rights. All Members may attend meetings of the Corporation. Only Members in Good Standing may vote on all matters presented at such meetings, and may serve on committees of the Corporation. Only Members in Good Standing may be elected as Directors or Officers of the Corporation.

2.5 Dues. The dues shall be fixed annually by the Board.

2.6 Annual Meeting. An Annual Meeting of the Corporation shall be held each year at a time and place within the Boston area as determined by the Board.

2.7 Special Meetings. Special Meetings of the Members may be held at any time and at any place in Massachusetts. Special Meetings of Members may be called by the President or by the Directors, and shall be noticed by the Clerk or, in the case of death, absence, incapacity or

refusal of the Clerk, by any other Officer, upon written application of thirty (30) or more Members.

2.8 Notice of Meetings. Each Member shall be notified of any meeting of Members by:

- (a) a mailing to the Member's last known address, as recorded at the Dartmouth College Alumni office, sent at least seven (7) days before any meeting; or
- (b) an announcement in the Corporation's newsletter, sent at least five (5) business days prior to the scheduled meeting; or
- (c) Electronic Means, as described in §3.8, sent at least two (2) business days prior to the scheduled meeting;

provided that, upon notice to Members given pursuant to this Section, the Board may at any time provide that notices of all future meetings shall be given only by Electronic Means.

2.9 Quorum. The presence of six Members in Good Standing shall constitute a Quorum at an Annual or Special Meeting of the Corporation.

2.10 Cloture. Upon a vote by two-thirds (2/3) of the Members in attendance at any meeting at which a Quorum is present, any matter under discussion may be called for an immediate vote.

2.11 Action by Vote. Each Member shall have one vote. When a Quorum is present at any meeting, a majority of the votes properly cast by Members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these By-laws.

3. BOARD OF DIRECTORS

3.1 Number. The Board of Directors shall consist of at least four (4) persons but not more than thirty (30) persons unless the Members of the Corporation at an Annual or Special Meeting shall designate a different number.

3.2 Manner of Selection. The following persons shall be Directors of the Corporation:

- (a) the Officers of the Corporation, as elected by the Members;
- (b) a representative of the District Enrollment Directors appointed annually by the President of the Corporation; and
- (c) such other number of Members in Good Standing, elected by the Members in Good Standing of the Corporation at the Annual Meeting, necessary to bring the total number of Directors in conformity with the provisions of §3.1.

3.3 Tenure. Each Director shall hold office until the next Annual Meeting of the Corporation and, if such Director also serves as the President, Treasurer or Clerk, until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified.

3.4 Powers. The affairs of the Corporation shall be managed by the Board, which shall have and may exercise all the powers of the Corporation, except those powers reserved to the Members by law, the Articles of Organization or these By-laws. Each Director shall have one vote.

3.5 Committees. The Board may elect or appoint one or more committees for whatsoever purpose the Board may determine and whose members may (but need not) be Directors and, subject to any other provisions of the Articles of Organization, the By-laws, and any applicable Massachusetts law, the Board may delegate to any such committee or committees such powers as it deems advisable. The members of a committee shall remain in office at the pleasure of the Board. Unless the Board otherwise designates, a committee shall conduct its affairs in the same manner as is provided under these By-laws for the Board. Any *ad hoc* committee shall cease to exist at the next Annual Meeting unless sooner dissolved by the Board or expressly extended by the Board.

- (a) There shall be a standing Executive Committee that may operate in session with the Board. The Executive Committee shall be composed of the President, the Vice-

president(s), the Treasurer and the Clerk together with such others as the President or the Board may decide. The Executive Committee may hold regular meetings without notice at such times and places as its members may from time to time determine, provided that any member who is absent when such determination is made shall be given 48 hours' notice of the determination. Special Meetings of the Executive Committee may be held at such time and place as may be designated by the President. At least three members of the Executive Committee shall be required in order to constitute a quorum of the Executive Committee. Prior to the next meeting of the Board following any meeting of the Executive Committee, the Clerk shall provide to all Directors minutes of each meeting of the Executive Committee unless such Board meeting occurs within 48 hours of the subject Executive Committee meeting, in which case the Clerk shall provide such minutes as early as possible prior to the Board meeting.

- (b) Except as otherwise provided by law or reserved by the Articles of Organization or by these By-laws to the Board as a whole, the Executive Committee may exercise all powers of the Corporation and delegate to other committees such of its powers and duties as it deems appropriate. Such delegations of authority and their consequences shall be recorded in the minutes of the Executive Committee and reported to the Board.

3.6 Resignation. A Director may resign by delivering his or her written resignation to the President, Treasurer or Clerk of the Corporation, or to a meeting of the Members or the Board, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.7 Vacancies. Any vacancy among the Directors may be filled by the remaining Directors. If any vacancy causes the aggregate number of Directors to fall below the minimum number required by §3.1, then the remaining Directors shall fill promptly such vacancy. A Director named to fill a vacancy shall hold office: (i) until the next Annual Meeting of the Corporation and, if such Director also serves as the President, Treasurer or Clerk, until his or her successor is chosen and qualified, or (ii) until he or she elected sooner dies, resigns, is removed or becomes disqualified. The Board shall have and may exercise all of its powers notwithstanding the existence of one or more vacancies among the Directors.

3.8 Interaction by Electronic Means. Subject to the other provisions of these By-laws, the Board, or any committee thereof, including the Executive Committee, may interact by Electronic Means by using voice, chat, video-chat, video-conference, or similar communications methodologies. Participants via Electronic Means shall be regarded as though physically present; however, meeting Minutes shall reflect their status as participants via Electronic Means. For purposes of Notice of Meetings of Members, of the Board, or of any committee thereof, Electronic Means shall include; (1) a facsimile message to the Director's or Member's last known office or home or to such other location as the Director or Member may have designated, and (2) an electronic message to the Director's or Member's last known electronic mail address or to such other electronic mail address as the Director or Member may have designated.

3.9 Meetings. Meetings of the Board may be held at such places and at such times as the Board may determine. Regular meetings of the Board shall be held no fewer than four times each year.

3.10 Notice of Meetings. Each regular meeting of the Board shall be held at the time and place the Board specifies either in a standing schedule or at a regular meeting immediately preceding the meeting in question. No separate notice of meeting to the Directors is necessary. A Directors' meeting may be held at a different time and place from those provided to the Directors at the preceding meeting subject to the consent of a majority of all Directors and following notice to all Directors who did not consent. Notice of any meeting of the Directors may be given:

- (a) by mailing a written notice of such meeting to such address as the Director designates from time to time or, in the absence of designation, to the last known address of the Director at least five (5) business days before the date set for such meeting;
- (b) by personally delivering a written notice of such meeting to the Director at least two (2) business days in advance of such meeting;

- (c) by orally notifying the Director of such meeting at least two (2) business days in advance, either personally or by telephone, such conversation to be deemed allowed as recordable; or
- (d) by Electronic Means at least two (2) business days in advance of such meeting:

3.11 Waiver of Notice. A Director may waive in writing or by Electronic Means any right to notice before or after a meeting. Notice need not be given to any Director if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting. A Director's attendance at a meeting waives notice to the Director of the subject meeting, except where the Director attends the meeting for the express purpose of objecting to the transacting of any business because the meeting is not properly called or convened.

3.12 Quorum. At any meeting of the Board the presence, including by Electronic Means, of three (3) Directors, one of whom must be an Officer, shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a Quorum is present, and the meeting may be held as adjourned without notice. In the event of a motion made following Cloture, no Quorum is required for a vote on such motion related to the matter subject to Cloture.

3.13 Cloture. Upon a vote by two-thirds (2/3) of the Directors in attendance at any meeting at which a Quorum is present, any matter under discussion may be called for an immediate vote.

3.14 Action by Vote. When a Quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including the election of Officers to fill vacancies or the election of new Officers, unless otherwise provided by law, the Articles of Organization, or these By-laws.

3.15 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if (i) all Directors are given notice of the substance of the matter proposed to be approved reasonably in advance thereof, and (ii) consent to such action in lieu of meeting is given in writing or by Electronic Means by the requisite number of Directors required to act with respect to the subject matter thereof. Any such consent in lieu of meeting shall be filed with the records of the meetings of the Board and shall be treated for all purposes as a vote at a meeting.

3.16 Operating Policies and Guidelines. Each Director shall familiarize himself or herself with the Operating Policies and Guidelines adopted by the Board and shall attest that he or she has so familiarized himself or herself.

3.17 New Directors. The Clerk shall provide to each new Director current copies of the Articles of Organization, By-laws, the Operating Policies and Guidelines, and other pertinent information regarding the organization and the operation of the Corporation.

4. OFFICERS AND AGENTS

4.1 Number and Qualification. The Officers of the Corporation shall be a President, one or more Vice-presidents, a Treasurer, and a Clerk. The Directors may create additional non-persistent Officers, such Officer positions shall be re-affirmed at least annually by the Directors. The Corporation may also have such agents, if any, as the Directors may appoint. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. To be elected President or Treasurer, an individual must both: (i) be a Member in Good Standing at the date of his or her election, and (ii) have been a Director continuously since the beginning of the fiscal year in which his or her election occurs and, if such election occurs within the first six months of a fiscal year, then continuously for at least one year prior to the date of his or her election. To be elected as any other officer, an individual must be a Member in Good Standing at the date of his or her election.

4.2 Manner of Election. The Officers shall be elected annually by the Members in Good Standing at the Annual Meeting of the Corporation.

4.3 Tenure. Each Officer shall hold office: (i) until the next Annual Meeting of the Corporation and, in the case of the President, Treasurer or Clerk, until his or her successor is chosen and qualified, or (ii) until he or she elected sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the Board.

4.4 President. The President shall be the chief executive officer of the Corporation, subject to the control of the Board, and shall have general charge and supervision of the affairs of the Corporation. It shall be his or her duty to, and he or she shall have the power to, see that all orders and resolutions of the Board are carried into effect. He or she shall from time to time report to the Board all matters within his or her knowledge that the interests of the Corporation may require to be brought to its notice. The President, when present, shall preside at all meetings of the Members and at all meetings of the Board. The President shall be a member of all committees and may, in his or her discretion, preside over such committee meetings.

4.5 Vice-president(s). The Vice-president, or if there be more than one, the one designated for the purpose by the Board, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act. Each Vice-president shall perform such duties and have such powers additional to the foregoing as the Board may designate.

4.6 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the Board or the President. He or she shall also be in charge of its books of account and accounting records, and of its accounting procedures.

4.7 Clerk. The Clerk shall record and maintain records of all proceedings of the Members and Board in a book or books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts at the principal office of the Corporation or at the office of its Clerk or at its resident agent and shall be open at reasonable times to the inspection of any Member in Good Standing, subject to at least 48 hours' prior notice. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-laws and names of all Members and Directors and the known address of each. The Clerk shall record minutes of each meeting, but if the Clerk is absent from any meeting of Members or the Board, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at that meeting.

4.8 Suspension or Removal. After prior written notice and an opportunity to be heard before the Board, an Officer may be suspended or removed without cause by vote of three-quarters (3/4) of Directors then in office at a meeting called for such purpose or at any regular meeting; and an Officer may be suspended or removed for cause by vote of a majority of Directors then in office at a meeting called for such purpose or at any regular meeting.

4.9 Resignation. An Officer may resign by delivering his or her written resignation to the President, Treasurer or Clerk of the Corporation, to a meeting of the Members or of the Board, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.10 Vacancies. If the office of any Officer becomes vacant, the Board may elect a successor. The person so elected shall hold office: (i) for the unexpired term and, in the case of the President, Treasurer or Clerk, until his or her successor is elected and qualified, or (ii) until he or she elected sooner dies, resigns, is removed or becomes disqualified.

4.11 Remuneration. Directors and Officers shall serve without compensation. Officers may be reimbursed for reasonable out-of-pocket expenses incurred on behalf of the Corporation at the discretion of the Board, having due regard to the advice of the Treasurer.

4.12 Alumni Council Representative. The Directors shall appoint a representative to the Dartmouth Alumni Council once each three years, to serve for a three-year term, or on such

other cycle as the Corporation may be entitled from time to time to appoint such a representative in accordance with the rules of the Dartmouth Alumni Council. To be appointed as representative to the Dartmouth Alumni Council, an individual must both: (i) be a Member in Good Standing at the date of his or her appointment, and (ii) have been a Director continuously since the beginning of the fiscal year in which his or her appointment occurs and, if such appointment occurs within the first six months of a fiscal year, then continuously for at least one year prior to the date of his or her appointment.

5. OPERATIONAL PROVISIONS

5.1 Signatures. Except as the Board may generally or in particular cases authorize, the execution of all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or by the Treasurer unless such commitment exceeds one thousand dollars (\$1000), in which case either of the President or the Treasurer together with at least one other officer must give prior authorization for such commitment and (if the Treasurer is not one of the authorizing officers) shall also give to the Treasurer notice of the actual expense within 48 hours of when incurred; the President or Treasurer, as appropriate, shall document such authorization.

5.2 Reliance. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its Officers, of whom one is the President or a Vice-president and the other is the Treasurer or such other Officer as the Directors may designate shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-laws, resolutions or votes of the Corporation.

5.3 Cash Management. Funds of the Corporation not otherwise employed shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, and other depositories (which may include non-bank depository institutions so long as they are FDIC or SPIC insured for the amount(s) on deposit) as selected by the Directors having due regard to the advice of the Treasurer.

6. LIABILITY & INDEMNIFICATION

6.1 Liability. The Members, Directors and Officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

6.2 Indemnification. To the fullest extent permitted by Massachusetts law as now in effect or as hereafter adopted:

- (a) Any person who was or is a party or is threatened to be made a party to any pending or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action brought by or in the right of the Corporation) by reason of the fact that such person is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against all judgments, fines, expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such suit, action or proceeding provided that he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she

reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that the person had no reasonable cause to believe that his or her conduct was lawful. Upon approval by a majority of disinterested members of the Board, any agent of the Corporation who is not an Officer or Director may be indemnified with respect to such an action in the same manner and subject to the same limitations set forth above.

- (b) Any person who was or is a party or is threatened to be made a party to any pending or threatened action or suit brought by or in the right of the Corporation, to procure a judgment in its favor, by reason of the fact that such person is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Upon approval by a majority of disinterested members of the Board, any agent of the Corporation who is not an Officer or Director may be indemnified with respect to such an action in the same manner and subject to the same limitations set forth above.

7. AMENDMENTS

The By-laws may be amended by a vote of a two-thirds (2/3) of the Directors, or by a vote of two-thirds (2/3) of the Members, in attendance at any meeting at which a Quorum is present.