



BYLAWS OF THE DARTMOUTH CLUB OF THE UPPER VALLEY
(As amended through ~~May 23, 2017~~June 16, 2022)

SECTION 1

Name and Purpose

Section 1.1. Name. The corporation shall be known as the Dartmouth Club of the Upper Valley. Its principal office shall be at Blunt Alumni Center, Hanover NH 03755.

Section 1.2. Purposes. The purposes for which the corporation is organized are: (a) To promote continued interest in Dartmouth College (the “College”) and its associated schools; (b) To sponsor scholarship and other funds for non-discriminatory benefit of students enrolled at the College or its associated schools; and (c) To conduct such other businesses and activities as are permitted to corporations organized pursuant to New Hampshire Revised Statutes Annotated, Chapter 292 and not prohibited under the corporation's Articles of Association.

Section 1.3. Fiscal Year. The fiscal year of the corporation shall end on 30 June¹ in each year, unless otherwise determined by the Board of Directors.

SECTION 2

Members

Section 2.1. Qualification for Membership. Any person ~~residing in the “Upper Valley” area, as defined by the Alumni Relations Office of the College,~~ who, having ~~paid the corporation's annual dues~~met registration requirements as determined by the Board of Directors, (a) has been a student at the College or its associated schools, or (b) has expressed an interest in the College and the purposes of the corporation, is a member of the corporation.

Section 2.2. Powers and Rights. All members may attend meetings of members of the corporation/may vote on all matters presented at such meetings, and may serve on the committees of the corporation. A majority of the Directors and Officers of the corporation shall be alumni/ae of the College or its associated schools.

Section 2.3. Dues. The annual dues shall be determined by the Board of Directors.

Section 2.4. Annual Meeting. An annual meeting of the corporation shall be held each year at a time and place within the Upper Valley area, determined by the Board of Directors. Annual meetings may be held in person or virtually using conferencing software, telephone, or other means of telecommunication, or a combination thereof.

¹ Changed from “30 June” to “31 August” by Amended and Restated Bylaws dated May 28, 1998. Changed from “31 August” to “30 June” by resolution of Board of Directors at its meeting on September 9, 2008.

Section 2.5. Special Meetings. Special meetings of the members may be held at any time and at any place in the Upper Valley. Special meetings of members may be called by the President or by the Board of Directors; and shall be called by the Secretary, or, in the case of death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of ten or more members. Special meetings may be held in person or virtually using conferencing software, telephone, or other means of telecommunication, or a combination thereof.

Section 2.6. Notice of Meetings. Each member shall be notified by a mailing to the member's last known address, as recorded at the College's Alumni Relations Office, at least seven days before any meeting. Notification mailings may be delivered physically by US Mail or other parcel service, or by physical or electronic delivery from an Officer of the corporation. The mailing may take the form of an announcement in the corporation's electronic or print newsletter, if one exists.

Section 2.7. Quorum. The presence, physically or via telecommunication, of twenty-five members shall constitute a quorum at an annual or special meeting of the membership of the corporation.

Section 2.8. 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, by the Articles of Association, or by these bylaws.

Section 2.9. Conflict of Interest. Officers, Board (Executive Committee) members, and directors must act with undivided loyalty and in the best interests of the club and not seek to derive private or personal gain from the transactions of the club. As such:

(a) Board members must disclose any personal or business relationship in conflict with their duty of loyalty, whether actual or potential;

(b) When such a conflict, or potential conflict exists, a board member must disclose the conflict or potential conflict of interest, remove ~~himself or herself~~themselves from any board discussion, and not vote on the matter.¹

SECTION 3

Board of Directors

Section 3.1. Composition. The Board of Directors shall consist of not less ~~than~~ twelve Directors, with the exact number from time to time being determined at the annual meeting by vote of the membership.

Section 3.2. Manner of Selection. Each Director shall be selected by vote of the membership at an annual meeting, subject to the provisions of Section 3.3 regarding term. Each Director must be a member as defined in Section 2.1.

Section 3.3. Term.

(a) Each Director shall be elected for a term of three years, with all terms to ~~expire on 31 August of the third year after the annual meeting at which he/she is elected~~coincide with the fiscal year of the corporation; *provided that*, for the purpose of establishing three-year staggered

¹ Section 2.9, Conflict of Interest, added, in its entirety, in the May 2017 Bylaws update. This was the only change made in this update.

terms, that: at the annual meeting during 1996, four Directors shall be selected to succeed three of those whose terms under the previous bylaws expire at that time; at the annual meeting during 1997, four Directors shall be selected to succeed three of those whose terms under the previous bylaws expire or would have expired at or before that time; and that, at the annual meeting during 1998, four Directors shall be selected, to succeed any remaining Directors whose terms under the previous bylaws would have expired before that time or to bring the total composition of the Board of Directors to whatever total number may be determined at the time by the members pursuant to Section 3.1. Any selection of Directors thereafter shall be for three-year terms, with any vacancy being filled only for the remaining portion of the original term.

(b) A Director shall not serve for more than two successive terms, but will be eligible for election one year after the date of expiration of his or her~~their~~ first-final term. However, if a Director also is an Officer ~~or appointed agent~~ of the corporation, years of service as an Officer ~~or agent~~ shall not be counted in calculating the three-year limitation on service as a Director.

(c) Upon expiration of his or her~~their~~ term as president ~~he/she~~they shall serve as a member of the Board of Directors for the ensuing year in a non-elective capacity.

Section 3.4. Powers. The affairs of the corporation shall be managed by the Board of Directors, which shall have and may exercise all the powers of the corporation, except those reserved to the members by law, by the Articles of Association or by these bylaws. Each Director shall have one vote.

Section 3.5. Committees. The Board of Directors shall have the following committees:

(a) An Executive Committee, composed of the Officers of the corporation ~~and not less than two other Directors selected by the President with the approval of the Board of Directors;~~

(b) A Nominating Committee, composed of persons selected each year by the President with the approval of the Board of Directors, who may include Directors whose terms are not due to expire and other members of the corporation who are not Directors;

(c) Such other committees as shall be established from time to time by the Board of Directors, in each case to have such authority, to conduct such activities and to serve for such term as shall be determined by the Board of Directors in its sole discretion.

Section 3.6. Resignation. A Director may resign by delivering his or her~~their~~ written resignation to the President, Treasurer or Secretary of the corporation, to a meeting of the members of the Board of Directors, 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.

Section 3.7. Vacancies. Any vacancy in the Board of Directors shall be filled by the remaining Directors. If a Director is selected to fill a vacancy, time served in that capacity shall not be counted in calculating the three-year limitation on service under Section 3.3. Each successor shall hold office for the unexpired term or until ~~he or she~~they sooner dies, resigns, ~~is~~are removed or becomes disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 3.8. Meetings. Meetings of the Board of Directors may be held at such places and at such times as the Directors may determine. Meetings of the Board of Directors may be held in person or virtually using conferencing software, telephone, or other means of telecommunication, or a combination thereof.

Section 3.9. Notice of Meetings. Each Director shall be notified by a mailing to ~~his or her~~their last known address at least ~~five~~three days before the meeting, or by telephone or electronic mail to ~~his or her~~their last known phone number or email address at least twenty-four hours before the meeting.

Section 3.10. Waiver of Notice. Notice need not be given to any Director if a written waiver of notice, executed by ~~him or her~~them 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 or her~~them. 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.

Section 3.11. Quorum. At any meeting of the Board of Directors, a quarter of the Directors then in office 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 further notice.

Section 3.12. Action by Vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, unless otherwise provided by law, by the Articles of Association, or by these bylaws.

Section 3.13. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meeting of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 3.14. Executive Committee. The Executive Committee shall take such action for the corporation as may be required between meetings of the entire Board of Directors and shall provide consultation to the President in cases of emergency. It may act by meeting, called by the President on 24-hour notice by telephone or by other means, or by telephonic or email poll of its members by the President or, in the absence of the President, by any member of the committee. The committee shall have all of the powers of the Board of Directors, except that it shall not:

- (a) Commit the corporation to any obligation exceeding \$~~2,500~~ in amount or one year in duration;
- (b) Purport in any way to amend any provisions of these bylaws or the Articles of Association of the corporation.

SECTION 4

Officers ~~and~~ Agents

Section 4.1. Number and Qualification. The elected Officers of the corporation shall consist of a President, a Vice-President, a Treasurer, a Secretary and a Membership Chair~~man~~. The corporation may also have such appointive officers ~~and~~ agents, if any, as the President with the

approval of the Board of Directors may designate. A person may hold more than one office at the same time.

Section 4.2. Election. The elected Officers shall be elected by the members at the annual meeting of the corporation.

Section 4.3. Term. Each elected Officer shall hold office until the next annual meeting of the corporation and until ~~his or her~~their successor is chosen and qualified. Each ~~agent and~~ appointive officer shall retain ~~his or her~~their authority at the pleasure of the Board of Directors.

Section 4.4. President. The President shall be the chief executive officer of the corporation, chair~~man~~ of the Board of Directors, and, subject to the control of the Board of Directors, shall have general charge and supervision of the affairs of the corporation. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall be a member ex officio of all committees except the Nominating Committee.

Section 4.5. Vice-President. The Vice-President shall have such duties and powers as the Board of Directors shall determine. The Vice-President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of the President's inability to act.

The President and Vice-President of the corporation shall serve for no more than two consecutive years, unless specifically asked by the Board of Directors to remain in office for a longer period.

Section 4.6. Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. ~~He or she~~They shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. ~~He or she~~They shall maintain the corporation's books of accounts and accounting records, be responsible for its accounting procedures and have such other duties and powers as designated by the Board of Directors or the President.

Section 4.7. Secretary. The Secretary shall record and maintain records of all proceedings of the members and Board of Directors in a book or books kept for the purpose, which book or books shall be kept within the State of New Hampshire at the principal office of the corporation or at the office of its Secretary. Such books shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original or attested copies of the Articles of Association, bylaws, and names of all members and Directors, as well as the addresses of each. If the Secretary is absent from any meeting of members of the Board of Directors, a Temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

Section 4.8. Membership Chair. The Membership Chair shall maintain all records of corporation membership, administer membership drives, and provide accurate lists of all current members for mailings and specific events. ~~He or she~~They shall coordinate with the Treasurer with respect to records of membership dues and contributions and have such other responsibilities and duties as designated by the Board of Directors or the President.

Section 4.9. Suspension or Removal. An Officer may be suspended or removed with or without cause by vote of a majority of the Board of Directors then in office at a meeting called for

such purpose or at any regular meeting. An Officer may be removed for cause only after reasonable notice and opportunity to be heard.

Section 4.10. Resignation. An Officer may resign by delivering ~~his~~their written resignation to the President, Treasurer or Secretary of the corporation, to a meeting of the members or Board of Directors, or to the corporation at its principal office. Such resignations 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.

Section 4.11. Vacancies. If the office of any Officer becomes vacant, the Board of Directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the President, Treasurer and Secretary until ~~his or her~~their successor is elected and qualified, or in each case until ~~he or she~~they sooner dies, resigns, ~~is~~are removed or becomes disqualified.

SECTION 5

Execution of Papers

Section 5.1. Execution. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, 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 the Treasurer. All recordable instruments 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 Vice-President, and the other is the Treasurer or Secretary, shall be binding on the corporation in favor of ~~a~~ purchases or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Association, bylaws, resolutions or votes of the corporation.

Section 5.2. Seal. The Board of Directors may adopt and alter the seal of the corporation.

SECTION 6

Personal Liability

Section 6.1. Personal Liability. The members, Directors and Officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All person, 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 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.

Section 6.2. Indemnification. The corporation shall indemnify and reimburse any person who is or was a Director, or an Officer, employee or agent of the corporation, to the fullest extent authorized by New Hampshire Law. This power shall be exercised by the Directors in accordance with New Hampshire Revised Statutes Annotated, Chapter 293-A, Section 5, IV (a) and (b), as amended.

SECTION 7

Amendments

Section 7.1. Amendments. The members of the corporation may amend these bylaws by a vote of a majority of the members at any meeting at which a quorum is present, provided that

| notice of the proposed amendment shall have been given in writing to all members at least ~~ten~~five days prior to the date of the meeting.