

**FOURTH AMENDED AND RESTATED BYLAWS
OF
THE DARTMOUTH GAY AND LESBIAN
ALUMNI/AE ASSOCIATION, INC.**

ARTICLE I

NAME, SEAL AND OFFICES

Section 1. Name. The name of the Corporation is The Dartmouth Gay and Lesbian Alumni/ae Association, Inc. (hereinafter the “Corporation”). The Corporation has also filed a statement in New York to operate under the name “Dartmouth LGBTQIA+ Alum Association” and its acronym is “DGALA”.

Section 2. Seal. The Board of Directors of the Corporation (hereinafter the “Board”) may, at its pleasure, obtain a seal for the Corporation which may be in whatever form is desired by the Board.

Section 3. Offices. The principal office of the Corporation shall be located in New York, New York. The Corporation also may have offices at such other places as the Board may from time to time determine or as the purposes of the Corporation may require.

ARTICLE II

MEMBERS

The Corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall control all affairs of the

Corporation. All corporate powers, except as otherwise provided for, shall be and hereby are vested in, and shall be exercised by, the Board. The Board shall have full power to adopt rules and regulations governing all actions which the Board takes, except as otherwise provided by the laws of the State of New York, and shall have full authority with respect to the distribution and payment of funds received by the Corporation from time to time; provided, however, that the fundamental and basic purposes and powers of the Corporation, and the limitations thereon, as expressed in the Certificate of Incorporation, as it may be amended from time to time, shall not thereby be amended or changed. The Board may, except as otherwise provided by the laws of the State of New York, delegate to committees of its own number, or to officers of the Corporation, such powers as the Board may see fit.

Section 2. Number, Election, Term of Office and Removal. The Board shall consist of three classes of directors (“Directors”, and each a “Director”). Each class shall be comprised of five (5) Directors and shall serve a term of three (3) years. Five (5) Directors shall be elected in October (or as soon thereafter as possible) of each year by the vote of a majority of the Directors then in office and such Directors shall begin office on the following January 1st. The Board shall have the sole and absolute discretion to determine the timing and manner of such election and to decide to increase or decrease the number of Directors in the future. Any Director may be removed, with cause, by a vote of two thirds (2/3) of the Directors then in office. Cause shall include a failure to participate in regular Board teleconference calls. The Board shall have the power to appoint additional persons to the Board as an ex-officio member. Ex-officio members shall not have the right to vote.

Section 3. Vacancies. A vacancy arising at any time and from any cause shall be filled for the unexpired term through majority vote of the Directors then in office. In any case,

all vacancies shall be filled as soon as possible after their occurrence.

Section 4. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board.

Section 5. Annual Meeting; Notice. The annual meeting of the Board shall be held at a time and place fixed by the Board. Notice of the time and place of such annual meeting shall be given in such form as the Board may determine.

Section 6. Special Meetings; Notice. A special meeting of the Board may be called at any time by the President or upon written demand of a majority of the Directors then in office. Notice of the time and place of such special meeting shall be given to all Directors. Except as otherwise provided in these Bylaws, any business may be transacted at any duly called meeting of the Board.

Section 7. Regular Meeting; Notice. Regular meetings of the Board may be held without notice at such time and place as shall be determined by the Board. Meetings are permitted to be held via teleconference call.

Section 8. Quorum. At all meetings of the Board, a majority of the Directors then in office shall constitute a quorum for the transaction of business.

Section 9. Action of the Board. The action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in these Bylaws. Any Director may participate in a meeting of the Board by means of a conference telephone or similar device by which all persons can communicate with all other persons participating in the meeting at the same time. Any Board action may be taken without a meeting if a majority of the members of the Board consent in writing.

Section 10. Adjournment. At any meeting of the Board, whether or not a

quorum is present, a majority of the Directors present may adjourn the meeting to another time and place without further notice to any absent Directors. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 11. Organization. At all meetings of the Board, the President, or, in the President's absence, another officer or another member of the Board chosen by the Directors from among their number, shall preside. The Secretary shall act as secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer shall appoint any person to act as secretary of the meeting.

Section 12. Compensation. Directors shall serve without salary for their services as such, but a reimbursement for actual out-of-pocket costs may be allowed, on resolution of the Board, for attendance at an annual, special or regular meeting of the Board. The Board shall have the power, in its sole and absolute discretion, to contract for and to pay to Directors rendering certain special services to the Corporation special compensation appropriate to the value of such services, and shall have the further power to compensate any Director who becomes an employee of the Corporation.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, one or two Vice Presidents, a Secretary, a Treasurer, and such other officers with powers and duties not inconsistent with these Bylaws as the Board may from time to time appoint or elect. All of the officers shall be chosen from among members of the Board. No person may hold the offices of both President and Secretary. No instrument to be signed by more than one officer may be

signed by one person in more than one capacity.

Section 2. Election, Term of Office, Qualification and Removal. The officers of the Corporation shall be elected as determined by the Board. Each shall be elected for a term of two (2) years, and each shall serve until the officer's successor shall have been elected and qualified, or until the officer's death, resignation or removal. Officers of the Corporation shall be elected by the Directors from among their number. Any officer of the Corporation may be removed, with or without cause, by a vote of a majority of the Directors then in office. Officers shall be elected in January of odd numbered years and shall begin office immediately upon election.

Section 3. Vacancies. Any vacancy in any office arising at any time from any cause may be filled for the unexpired term by a vote of a majority of the Directors then in office.

Section 4. President: Powers and Duties. The President shall preside at all meetings of the Board and shall have and exercise general charge and supervision of the affairs of the Corporation, subject to the control of the Board, and shall do and perform such other duties as may be assigned to the President by the Board.

Section 5. Vice Presidents: Powers and Duties. At the request of the President, or in the event of the President's absence or disability, a Vice President shall perform the duties and powers of the President and shall have such other powers as the Board may determine and shall perform such other duties as may be assigned to the Vice President by the Board.

Section 6. Secretary: Powers and Duties. The Secretary shall have charge of such books, documents and papers of the Corporation as the Board may determine and shall have custody of the corporate seal if any then exists. The Secretary shall attend and keep the minutes of all meetings of the Board. The Secretary may sign, with the President, in the name of and on

behalf of the Corporation, any contracts or agreements authorized by the Board, and, when so authorized or ordered by the Board, may affix the corporate seal, if any then exists. The Secretary shall, in general, perform all of the duties incident to the office of Secretary, subject to control of the Board, and shall do and perform such other duties as may be assigned to the Secretary by the Board.

Section 7. Treasurer: Powers and Duties. The Treasurer shall have custody of all funds, property and securities of the Corporation which come into their hands. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all funds and valuable assets of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of the accounts of the Corporation and shall perform all duties incident to the office of Treasurer, subject to the control of the Board, and shall perform such other duties as may be assigned to the Treasurer by the Board.

Section 8. Salaries. Officers shall serve without salary for their services.

Section 9. Reimbursements. Officers shall be permitted to have actual out-of-pocket costs incurred on behalf of the Corporation, reimbursed, provided such costs are approved by the Board.

ARTICLE V

BOARD OF ADVISORS

The Board of Advisors shall serve as an advisory body to the Board of Directors and be comprised of a maximum of ten (10) advisors (“Advisors”, and each an “Advisor”) who are either current and active members of DGALA who have been of exceptional service to the

organization or distinguished non-members as recommended by the Board of Directors.

Advisors shall serve terms of three (3) years. Advisors shall be elected by the Board of Directors in June (or as soon thereafter as possible) and shall begin service on or about the following July

1. Any Advisor may be removed by the Board of Directors by majority vote. The Board of Advisors shall meet a minimum of two (2) times a year to discuss issues important to DGALA, its members and the Dartmouth community. The President of DGALA or their designee shall attend all meetings of the Board of Advisors. Meetings are permitted to be held via teleconference call. The Board of Advisors by majority vote may recommend to the Board of Directors the removal of any Advisor.

ARTICLE VI

AGENTS AND REPRESENTATIVES

The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.

ARTICLE VII

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Contracts. The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless authorized by the Board pursuant hereto, no officer, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable peculiarly, for any purpose or for any

amount.

Section 2. Loans. The Corporation shall not borrow money, whether by issuing notes, bonds or otherwise, except with the prior written approval of the Board.

Section 3. Banks; Checks. The Board shall, from time to time and as necessary, select such banks or depositories as it shall deem proper for the monetary assets of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other offers for the payment of money.

Section 4. Investment. The monetary assets of the Corporation may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, but only as the Board may deem desirable.

ARTICLE VIII

INDEMNIFICATION

Section 1. Non-Derivative Action. The Corporation shall indemnify each member of its Board, each of its officers, each of its employees designated for indemnification by the Board, and each person serving at the request of the Corporation as a trustee, director or officer of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "trustees and officers"), who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a Director or officer, against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if such person acted in good faith and in a

manner such person reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that conduct was unlawful, except that this provision shall not relieve a Director or officer from liability for any breach of duty based upon an act or omission (1) in breach of such person's duty of a loyalty to the Corporation, (2) not in good faith or involving a knowing violation of law or (3) resulting in receipt by such person of an improper personal benefit. Indemnification shall be made only if the Corporation shall be advised by its Board that the Director or officer has met the aforesaid standard of conduct. In rendering such advice, the Board shall act either (1) by a quorum consisting of Directors who are not parties to such action, or (2) if a quorum thereunder is not obtainable with due diligence, upon the opinion in writing of independent legal counsel. If the foregoing determination is to be made by the Board, it may rely, as to all questions of law, on the advice of independent legal counsel. The Corporation shall also, on terms and conditions deemed appropriate by the Board, pay any expenses incurred by an officer or Director in defending a civil or criminal action, suit or proceeding in advance of its final disposition, upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if it is ultimately determined that he or she is not entitled to indemnification hereunder.

Section 2. Derivative Action. The Corporation shall indemnify any Director or officer who was or is a party to any threatened, pending or completed action or suit, whether civil or criminal, brought by or on behalf 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, from and against the reasonable expenses (including reasonable attorney's fees), actually and reasonably incurred by any such Director or officer in connection with the defense or settlement of such action or suit, except that this provision shall not relieve a Director or officer from liability for

any breach of duty based upon an act or omission (1) in breach of such person's duty of loyalty to the Corporation, (2) not in good faith or involving a knowing violation of law or (3) resulting in receipt by such person of an improper personal benefit; provided, however, that no indemnifications shall be made with respect to any claim, issue or matter as to which such person shall have been judged liable to the Corporation.

Section 3. Applicability. Every reference in this Article VIII to a member of the Board or an officer of the Corporation shall include every Director and officer thereof or former Director and officer thereof. This indemnification provision shall apply to all judgments, fines, amounts in settlement and reasonable expenses, whenever arising, allowable as herein described. The right of indemnification, and the right to advancement of expenses, herein provided for shall be in addition to any and all rights to which any Director or officer of the Corporation otherwise might be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board.

ARTICLE X

AMENDMENTS

The Board shall have the power to make, alter, amend and/or repeal the Bylaws of the Corporation by the affirmative vote of a majority of the Directors then in office, provided, however, that notice of the proposed amendment or amendments shall have been included in the meeting notice which is given to the members of the Board and, provided, further, that no such

action shall be taken which would adversely affect the qualification of the corporation as an organization (i) exempt from federal income taxation under Section 501(a) of the Internal Revenue Code (the “Code”) as an organization described in Code Section 501(c)(3) and (ii) contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2), or other federal regulations or laws.

ARTICLE XI

LIMITATIONS

Section 1. Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization (i) exempt from Federal income tax under Code Section 501(a) as an organization described in Code Section 501(c)(3) and (ii) contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2), or any other federal regulations or laws.

Section 2. Prohibition Against Sharing in Corporate Earnings. No Director, officer or employee of, or other person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Corporation, in connection with effecting any of the purposes of the Corporation; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or

as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to charitable, religious, scientific, literary or educational organizations (i) which then qualify for exemption from federal income taxation under provisions of Code Sections 501(a) and 501(c)(3) and the Treasury Regulations promulgated thereunder (as they now exist or as they hereafter may be amended) and (ii) contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended).

APPROVED BY THE BOARD OF
DIRECTORS THIS __ DAY OF
NOVEMBER 2018

By: _____
Peter Williams, Secretary