

BYLAWS

Dartmouth Historical and Arts Society, Inc.

ARTICLE I

General Provisions

Section 1. Name. The name of the Corporation shall be Dartmouth Historical and Arts Society, Inc.

Section 2. Location. The principal office of the Corporation shall be located at the location identified in the Articles of Organization. The Directors may establish other offices and places of business in Massachusetts or elsewhere.

Section 3. Fiscal Year. Except as from time to time otherwise determined by the Directors, the fiscal year of the Corporation shall end on the last day of December of each year.

ARTICLE II

Members

Section 1. Classes of Membership. Dartmouth Historical and Arts Society, Inc. (hereafter, "DHAS"), shall have one class of membership, which shall be called "Active Members". Any Member whose Dues payments are up to date according to the records of the Corporation shall be deemed an Active Member in good standing and eligible to vote on any matter properly before the Membership. The Board of Directors reserves the right to create additional classes of membership as it deems necessary and appropriate. Within the class of Active Members shall be the following categories:

a. Individual. Any natural person aged 22 or older with an interest in the purposes of the corporation and who shall pay dues as established by the Directors, may be a member. An individual member shall have one vote.

b. Sustaining. Any natural person who contributes financially at a level established by the Directors shall be a Sustaining Member. However, for the purposes of the Bylaws and Articles of Organization, a Sustaining Member is an Individual Member.

c. Student. Any natural person aged 21 years or under who is attending secondary or higher education with an interest in the purposes of DHAS and who shall pay the dues established by the Directors shall be a Student member. However for the purposes

of the bylaws and Articles of Organization, a student member is an Individual Member.

d. Family. Any two or more natural persons residing at the same address with an interest in the purposes of the corporation and who shall pay dues as established by the Directors, may be a member. A Family shall have one vote.

e. Corporate. Any legal entity with an interest in the purposes of DHAS that makes a contribution to DHAS at a level established by the Board of Directors shall be a corporate member. A corporate member may send one or more representatives to a meeting of the members of DHAS, but such corporate member shall have only one vote.

Section 2. Term of Membership. Membership shall be for a term of one year, commencing upon receipt of the dues payment by the Treasurer.

Section 3. Manner of appointment of members. Individuals desiring to join DHAS shall complete and sign a Membership Application or other form designated by the Board of Directors to demonstrate intent to initiate or continue membership in DHAS and shall submit the same to the Principal Office of the Corporation accompanied by payment of dues as established by the Board.

Section 4. Rights and Duties of Members. Active members in good standing shall have the right to vote to elect the Board of Directors, to approve major corporate changes and to approve amendments to the Articles of Organization or these Bylaws and such other prerequisites of membership as the Directors from time to time shall determine.

Section 5. Proxy Voting. Members who are unable to be present to vote at any meeting of the membership may submit a vote by proxy in accordance with procedure approved by the Members and Directors.

Section 6. Removal and Resignation of Members. Any member may resign by delivering a written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any member may be removed with cause by the affirmative vote of a two-thirds majority of the members at any Special meeting of the membership called for that purpose; however, any member to be removed must be given notice of such Special meeting and an opportunity to be heard by the Members before a removal vote is taken.

Section 7. Meetings of Members. The Members shall meet no less than once per year. The Annual Meeting of the Members shall be held on the third Saturday of April, or if the annual meeting is not held on such date, a special meeting may be held with all the force and effect of the Annual Meeting.

Section 8. Special Meetings of the Members. Special meetings of the members may be called by the President, Secretary, or by any Director, or by one-third of the Members entitled to vote thereat. In case none of the Officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of

said member or members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law. Notice of a Special Meeting of the Members shall be given to each member in person or by telephone, facsimile transmission or email at least three days in advance of the meeting, or by postal mail addressed to such member's business or home address and postmarked at least seven days in advance of the meeting.

Section 9. Notice. All meetings of the members shall be called by giving at least seven days notice to each member stating the place, day and hour for the meetings and the purpose thereof, except that notice of special meetings of the members shall be given in accord with Section 9 of this Article. Notices shall be mailed or delivered at the address of the members as they appear on the books of the corporation. Whenever notice of a meeting is required to be given a member under applicable law, the articles of organization or these bylaws, a written waiver thereof, executed before or after the meeting and filed with the records of the meeting, shall be deemed equivalent to such notice. Notwithstanding the foregoing, notice of any change of the date fixed in the bylaws for the annual meeting shall be given to all members at least twenty (20) days before the new date fixed for such meeting.

Section 10. Location of Meetings. Meetings shall be held at any location determined by the Members within the Commonwealth of Massachusetts or to the extent permitted by the articles of organization, elsewhere in the United States.

Section 11. Action at Meetings. Fifteen members on record and entitled to vote shall constitute a quorum but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter unless the Articles of Organization, these Bylaws, or any applicable law requires a different vote.

Section 12. Action by Unanimous Consent. Any action by the members may be taken without a meeting if a written consent thereto is signed by all the members and filed with the records of the meetings of the members. Such consent shall be treated for all purposes as a vote at a meeting.

Section 13. Dues. Dues shall be established by the Directors, reviewed annually, and adjusted as appropriate based on the needs of the corporation. To be deemed active and in good standing, Members shall pay dues in timely fashion. A Member who fails to pay Dues within the time established by the Directors may be deemed to have resigned and shall be removed from the list of Active Members.

ARTICLE III

Directors

Section 1. Powers. The business and property of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation which are

not expressly reserved to the members by law, the Articles of Organization or these By-laws.

Section 2. Election and Number. The Board of Directors shall be of such number, no less than five nor more than fifteen as the members shall determine from time to time. The initial directors shall be those persons named as directors in the articles of organization. Thereafter, the directors shall be elected by a majority of the members present and qualified to vote at the annual meeting of the members. The members may, by vote of a majority of the membership, elect from time to time additional directors of the corporation. Except as hereinafter provided, the directors shall hold office until the next annual meeting of the members and until their respective successors are elected and qualified.

Section 3. Terms. Except for the initial Directors, all Directors shall serve three-year terms and shall serve until their successors are duly elected and qualified. The initial Directors named in the Articles of Organization shall be divided into three classes. One class shall serve a one-year term, the second class shall serve a two-year term, and the third class shall serve a three-year term, and thereafter, all Directors shall serve three-year terms. Directors may serve a maximum of two consecutive, three-year terms.

Section 4. Resignation and Removal. Any Director may resign by delivering a written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. A resignation may be deemed to have been tendered if a Director fails to attend any three regularly scheduled consecutive Board meetings. Any Director may be removed from office with or without cause by the affirmative vote of a two-thirds majority of the members on record and eligible to vote. The Directors may fill by appointment any vacancy on the Board of Directors

Section 5. Annual Meeting. The annual meeting of the board of directors shall be held each year immediately after and at the place of the annual meeting of the members at which the board is elected. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 6. Regular Meetings. Regular meetings of the Directors may be held without call or notice at such places and times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice thereof. The Directors shall meet no less than eight times per year. Regular meetings shall be held as the Directors may from time to time determine.

Section 7. Special Meetings. Special Meetings of the Directors may be held at any time and place designated in a call by the President, the Treasurer or two or more Directors. Notice of all Special Meetings of the Directors shall be given to each Director by the Secretary or, in case of the death, absence, incapacity or refusal of the Secretary, by the Officer or one of the Directors calling the meeting. Such notice shall be given to each

Director in person or by telephone, facsimile transmission or email at least twenty-four hours in advance of the meeting, or by mail addressed to such Director's business or home address and postmarked at least seven in advance of the meeting. Except as required by law, notice of a Special Meeting need not be given: (1) to any Director who, either before or after the meeting, delivers a written waiver of notice, executed by the Director, which is filed with the records of the meeting; or (2) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any Special Meeting unless such purpose is the removal of a Director or an Officer.

Section 8. Action at Meetings. A majority of the Directors then in office shall constitute a quorum, but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter unless the Articles of Organization, these Bylaws, or any applicable law requires a different vote.

Section 9. Presence through Communications Technology. Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting of the Board of Directors by any means of communication technology that allows all the Directors to hear each other at the same time during the meeting. Participation by such means shall constitute presence in person at the meeting.

Section 10. Action by Unanimous Consent. Any action by the Directors or any committee may be taken without a meeting if a written consent thereto is signed by all the Directors or all the members of the applicable committees and filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 11. Non-Voting Directors. The Directors may create classes of non-voting Directorship such as honorary Directors, associate Directors, regional Directors, friends, alumni and the like, and may appoint persons to those classes for such terms and on such conditions as the Directors determine and may assign to such persons such responsibilities, duties and privileges as the Directors determine. Persons elected as non-voting Directors shall not be Directors for the purposes of these Bylaws and shall have no votes at any meetings of the Directors.

Section 12. Committees. The Directors may elect from their own number an Executive Committee, and may appoint such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fundraising, planning, development, building and grounds, investments finances and budgets and other matters affecting the state of the Corporation, and may delegate such powers and duties thereto as the Board of Directors may deem advisable to the extent permitted by law. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. If the Directors choose to elect an Executive Committee,

said Executive Committee shall not act to overturn or reverse any action of the Board of Directors, and all actions of said Executive Committee shall be ratified by the Board of Directors at its next meeting.

ARTICLE IV

Officers

Section 1. Officers. The initial officers shall be those persons named as officers in the articles of organization. The directors at their annual meeting shall elect a president, vice-president, treasurer and secretary, who shall hold office until the date fixed by these bylaws for the next annual meeting of directors and until their respective successors are elected and qualified. The directors also may at any time elect such other officers as they shall determine. Vacancies in any office may be filled by the Directors from among the Directors then in office, and any person so appointed shall hold office until the election of a successor. Any two or more offices may be held by the same person; however, the President and Secretary shall not be the same person. The Secretary shall be a resident of the Commonwealth of Massachusetts unless the Corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Officers shall serve a two-year term.

Section 2. Resignation and Removal. Any Officer may resign by delivering a written resignation to the Corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. A resignation may be deemed to have been tendered if an Officer fails to attend Board Meetings for any three regularly scheduled consecutive Board meetings. The Directors may remove any Officer with or without cause by the affirmative vote of a two-thirds majority of the Directors then in office. In the event of a vacancy among the officers, the Directors may act to appoint one from among their number to fulfill the remaining term.

Section 3. President. The President shall be the Chief Executive Officer of the Corporation and as such shall have charge of the affairs of the Corporation subject to the supervision of the Board of Directors. The President shall, subject to the direction and control of the Board of Directors, preside when present at all meetings of the Directors. The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the Directors.

Section 4. Vice President. The Vice President shall perform all the duties of the President in the absence of the President, and shall oversee and coordinate all committees. The Vice President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the Directors.

Section 5. Treasurer. The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the Corporation and shall keep full and accurate books of account. The Treasurer shall maintain custody of all funds, securities and valuable documents of the Corporation, except as the Directors may otherwise provide. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Directors.

Section 6. Secretary. The Secretary shall give such notices of meetings of Directors as are required by these Bylaws and shall keep a record of all the meetings of Directors. The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Directors. In the absence of the Secretary from any meeting of Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

ARTICLE V

Indemnification of Directors and Officers

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, President, vice President, Treasurer, assistant Treasurer, Secretary, assistant Secretary or other Officer of the Corporation or who at the request of the Corporation may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the Corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless a majority of the full Board of Directors authorized the proceeding); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the Corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Board of Directors of the Corporation, include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon

receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Corporation under this Article, and each Director and Officer of the Corporation approving such payment shall be wholly protected, if:

- i. the payment has been approved or ratified (1) by a majority vote of the Directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or
- ii. the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Board of Directors then in office; or
- iii. the Directors have otherwise acted in accordance with the standard of conduct applied to Directors under Chapter 180 of the Massachusetts General Laws, as amended; or
- iv. a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Corporation employees, agents, Directors, Officers and other persons may be entitled by contract or otherwise under law.

No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to that Indemnified Officer with respect to the acts or omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

ARTICLE VI

Miscellaneous Provisions

Section 1. Execution of Instruments. All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an Officer of the Corporation on its

behalf shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.

Section 2. Voting of Securities. Except as the Board of Directors may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this Corporation at any meeting of stockholders of any other Corporation, the securities of which may be held by this Corporation.

Section 3. Corporate Records. The original or attested copies of the Articles of Organization, Bylaws and records of all meetings of Incorporators and Directors shall be kept in Massachusetts at the principal office of the Corporation or of the Secretary, but such corporate records need not all be kept in the same office.

Section 4. Definitions. All references in these Bylaws to the Articles of Organization and to these Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of the Corporation as amended and in effect from time to time.

ARTICLE VII

Amendment of Bylaws

These Bylaws may at any time be amended or repealed, in whole or in part, by vote of a two-thirds majority of the members entitled to vote thereon and present at any meeting called for that purpose, provided that a copy of the proposed amendment, alteration or new Bylaws is mailed to each member at least fourteen days in advance of such meeting.