

**BYLAWS
OF
CASQUE AND GAUNTLET SENIOR SOCIETY, INC.**
(As approved on June 15, 2021)

**ARTICLE I.
GENERAL**

- Section 1. Name. The name of the corporation is Casque and Gauntlet Senior Society, Inc. (the “**Corporation**” or “**C&G**”).
- Section 2. Mailing Address. The principal place of business of the Corporation is One South Main Street, Hanover, NH 03755 and mailing address is Post Office Box 913, Hanover, NH 03755.
- Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on April 1 and end on March 31 of the succeeding year.

**ARTICLE II.
PURPOSE**

- Section 1 Purpose of the Corporation. The purpose of the Corporation is to affirm the historical objects of Casque and Gauntlet: to unite in fellowship people of strong character and high ideals, to promote their mutual welfare and happiness, to render loyal service to Dartmouth College, and to aid and encourage one another in performing their duties to each other and their communities, both global and local.
- Section 2. Board Governance Principles. In fulfilling its fiduciary duties to the Corporation, the Board of Directors of the Corporation (the “**Board**”) shall work to (1) Recognize students as those members best situated to understand current campus climate, needs and leaders; (2) Empower the current C&G student delegation to allow for organic evolution and regeneration of the organization; (3) Reflect institutional integrity through board accountability, transparency, intentionality and broad participation from across membership; (4) Facilitate a lifelong C&G experience by balancing opportunities for meaningful interactions, creativity and celebration among members; (5) Foster an atmosphere of openness, inclusion, equity and mutual respect among members; and (6) Above all, work in the best interests of and consistent with the purpose of the Corporation as set forth in Section 1 of this Article II.

**ARTICLE III.
MEMBERSHIP**

Section 1. Members. All current students and alumni of Dartmouth College who joined the Casque and Gauntlet Senior Society, or its predecessor organization, as part of the tapping process for senior societies at Dartmouth College, shall be members of the Corporation, unless otherwise specified in these Bylaws (“**Member**”).

Section 2. Member Meetings.

- A. Annual Meeting. The annual meeting of the general membership of this Corporation (the “**Annual Member Meeting**”) for conducting the annual election of Alumni Directors, the reporting of board business to membership, including information related to annual elections and transaction of such other business as may properly be brought before the meeting, shall be held on such date and time and at such place as may be determined by the Board, but no later than June 30. A group of twenty-five (25) members may add an agenda item to this meeting.
- B. Special Meeting. A special meeting of the Members (the “**Special Member Meeting**”) shall be held whenever called by the President, the Board, or fifty (50) or more Members for any lawful purpose at any time.

Section 3. Notice. Written notice of the Annual Member Meeting or any Special Member Meeting shall be sent by mail or email to each Member not less than thirty (30) and not more than ninety (90) days before such meeting. Such notice shall be mailed or emailed to the Member’s address as it appears in the records of the Corporation. Such notice shall state the place, date and time of the meeting and, in case of a special meeting, the purpose(s) for which the meeting is called.

Section 4. Quorum

A. Member Meetings. For any Annual Member Meeting or Special Member Meeting, a majority vote of Members in attendance, in person or by proxy, shall be sufficient to approve ordinary business matters, unless otherwise specified in the Articles of Agreement of the Corporation, which were filed on January 19, 2021, with the New Hampshire Secretary of State (as may be amended from time to time), or these Bylaws.

B. Director Elections. A quorum for the election of Alumni Directors (which take place at the Annual Member Meeting) shall consist of not less than a majority of the Board of Directors and one hundred and twenty five (125) Members who are not Directors, in person or by proxy. If a quorum is not present, the meeting shall adjourn until a quorum can convene.

Section 5. Voting. Each Member is entitled to one vote on business matters, except for Alumni Director elections which shall be conducted in accordance with Article VI. Voting may be by proxy, which must be in writing (physical or electronic)

and signed by the grantor, and it may authorize any Member, Director, or Officer to vote the proxy. Written proxies must be filed with the secretary of the Corporation (the “**Secretary**”) before the Annual Member Meeting or Special Member Meeting, including proxies submitted by email, and are valid only until the vote is certified.

Section 6. Remote Participation. As determined by the Board and to the extent permitted by law, the Annual Member Meeting or Special Member Meeting may be held by means of conference telephone, video conference platforms, or other similar communications equipment allowing all members participating in the meeting to hear and be heard throughout the meeting. Participation by such remote means shall constitute presence in person at the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Powers. The business and affairs of the Corporation and all corporate powers shall be exercised by or under the direction of its Board of Directors, subject to limitations imposed by applicable law, these Bylaws, and the Articles of Agreement.

Section 2. Number and Qualifications. The affairs of the Corporation shall be conducted by the Board consisting of twelve (12) Directors: six (6) Alumni Members of the Corporation (“**Alumni Directors**”) and six (6) Student Members of the Corporation (“**Student Directors**”).

Section 3. Terms and Term Limits.

A. Alumni Directors. The Alumni Directors shall be elected for staggered terms in accordance with this Subsection A. The terms of the Alumni Directors shall be staggered such that the terms of no more than one-third (1/3) of the Alumni Directors end in the same year.

No Member may serve more than two (2) consecutive terms as an Alumni Director, and no Alumni Director may serve more than four (4) terms in total. The term limits identified in this Subsection A shall apply to all Alumni Directors elected in the July 2021 Election and thereafter. Service as an Alumni Director for the remainder of the term created by a vacancy pursuant to Section 13 of this Article IV shall not constitute a term for purposes the term limits identified in this Subsection A. Similarly, the term served by an interim board member from December 17, 2020 through the date the Alumni Directors are elected in the Inaugural Election as set forth in Section 7 of Article VI (the “**Interim Directors**”) shall not constitute a term for purposes of the term limits identified in this Subsection A.

- B. Student Directors. The other officer positions, including Assistant Secretary, Assistant Treasurer, and Arthur shall be held for one (1) year, beginning on the date student Members are elected by their C&G student delegation and ending when their successor is determined. The remaining three (3) Student Ex-Officios may be selected through any process deemed appropriate by the current C&G student delegation and may serve for less than a full year term. For purposes of clarification, the term served as a Student Director shall not constitute a term for purposes of Subsection A of this Section 1 and a former Student Director shall be eligible to be elected an Alumni Director in future elections pursuant to these Bylaws.

Section 4. Board of Directors Meetings and Notice.

- A. Regular Meetings and Notice. Regular meetings of the Board (the “**Regular Board Meetings**”) may be held at such place and time as is agreed by a minimum of three (3) Alumni Directors and (3) Student Directors with sufficient time to respond. Notice of regular meetings shall be given at least five (5) days prior to the agreed meeting date and include a proposed agenda and anticipated meeting length.
- B. Special Meetings and Notice. A special meeting of the Board (the “**Special Board Meeting**”) may be held at any place or time whenever called by the President or any two (2) or more Directors, *provided* notice of meeting content and whether or not a vote on action is anticipated is sent at least two (2) days prior to the meeting. If convened under this section, a formal vote may not proceed unless at least an equal number of Student Directors as the number of Alumni Directors are present.

Section 6. Quorum of Directors. A majority of the Directors of the Board shall constitute a quorum for the transaction of business at any Regular Board Meeting or Special Board Meeting.

Section 7. Board Voting. Board resolutions and other actions must be approved by the affirmative vote of a majority of Directors present, after discussion. Directors may not vote by proxy.

Section 8. 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 or place with prompt 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 9. Remote Participation. As determined by the Board and to the extent permitted by law, the Regular Board Meeting or Special Board Meeting may be held by means of conference telephone, video conference platforms, or other similar

communications equipment allowing all members participating in the meeting to hear and be heard throughout the meeting. Participation by such remote means shall constitute presence in person at the meeting.

- Section 10. Action Without a Meeting of the Board. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing (physically or electronically) to such action. Such written consent shall be filed with the minutes of the proceedings of the Board.
- Section 11. Resignation. Any Director may resign at any time by written tender of resignation to the President, Secretary, or the Board of Directors. Such resignation shall take effect at the time specified therein and, unless specified otherwise, the acceptance by the Board of such resignation shall not be necessary to make it effective.
- Section 12. Removal. Any Director may be removed at any time with cause by a majority vote of all other Directors or without cause by the affirmative vote of two-thirds ($\frac{2}{3}$) of all other Directors.
- Section 13. Vacancy. Any Alumni Director vacancy occurring prior to the end of a term shall be filled through a vote of a majority of the remaining Directors. When filling vacancies, a majority of the existing Alumni Directors shall be required for a quorum. Any Alumni Director filling a vacancy shall serve for the remainder of the term of that Alumni Director position and may thereafter run for reelection, subject to the limits set forth in Section 3, Subsection A of this Article IV.
- Section 14. Compensation. Directors shall receive no compensation for their services as Directors of the Board. All reimbursements for necessary expenses incurred in performance of Board service shall be pre-approved by the Treasurer and Assistant Treasurer.

ARTICLE V. OFFICERS

- Section 1. Officers. The officers shall consist of a President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Student and Alumni Engagement Coordinator, Historian, Arthur of the current delegation and three (3) Student Ex-Officios.
- Section 2. Terms. The terms of service beginning after the Inaugural Election as set forth in Section 7 of Article VI (the “**Initial Terms**”) of the President and Vice President will be for three (3) years, and thereafter their respective terms shall be for a period of three (3) years. The Initial Terms of the Secretary and Treasurer will be for two (2) years, and thereafter their respective terms shall be for a period of three (3) years. The Initial Terms of the Historian and Alumni and Student

Engagement Coordinator shall be for a period of one (1) year, and thereafter their respective terms shall be for a period of three (3) years.

Section 3. President. The President shall:

- A. Be an Alumni Director;
- B. Preside at all meetings of the Board of Directors and the Corporation's membership;
- B. Sign contracts, deeds, leases, conveyances, notes, bonds, mortgages, and other evidence of indebtedness of the Corporation when authorized by the Board of Directors;
- C. Have general supervision of affairs of the Corporation and any additional duties prescribed by the Board of Directors or these Bylaws;
- D. Perform all functions ordinarily performed by a corporate president; and
- E. Serve as the principal liaison to the Casque and Gauntlet Collaborative, the Casque and Gauntlet Trust and the College.

Section 4. Vice President. The Vice President shall be an Alumni Director and shall perform such duties as may be assigned by the President. In the absence of the President or in the event the President is unable to serve, the Vice President shall perform the duties of President.

Section 5. Treasurer. The Treasurer shall:

- A. Be an Alumni Director;
- B. Serve as the Chairperson of the Finance Committee;
- C. Have general custody of the Corporation's funds and general supervision of the collection and disbursement of such funds;
- D. Be responsible for the care and custody of the Corporation's funds and securities, all of which shall be deposited and/or invested in the name of the Corporation;
- E. Be authorized to open and close bank, brokerage and credit card accounts, as well as accounts for other payment platforms (*e.g.*, PayPal, Venmo), for the sole purpose of care, custody, collection and disbursement of the Corporation's funds and securities;

- F. Keep, or cause to be kept, proper books of account showing all monies received and disbursed and all assets and liabilities of the Corporation; and
- G. Perform all general duties ordinarily performed by a corporate treasurer.

Section 6. Assistant Treasurer. The Assistant Treasurer shall:

- A. Be a Student Director, specifically the Treasurer of the current C&G student delegation;
- B. Serve as a liaison to the Board regarding spending priorities and needs of the current C&G student delegation;
- C. Perform the duties and have the powers of the Treasurer in the absence of the Treasurer or in the event the Treasurer is unable to serve;
- D. Serve as a member of the Finance Committee; and
- E. Perform such other duties and have such other powers as the Board of Directors or Treasurer shall designate from time to time.

Section 7. Secretary. The Secretary shall:

- A. Be an Alumni Director;
- B. Serve as Chairperson of the Communications Committee;
- C. Attend and keep, or arrange to keep, minutes of all meetings of the Board and members;
- D. Notify the Board and members of meetings;
- E. Attest and affix the corporate seal to such instruments as may be required; and
- F. Perform all general duties ordinarily performed by a corporate secretary.

Section 8. Assistant Secretary. The Assistant Secretary shall:

- A. Be a Student Director, specifically the Secretary of the current C&G student delegation;
- B. Serve as a liaison to the Board and consult on communications decisions to help maintain the authentic voice of current C&G student delegations to general membership;

- C. Perform the duties and have the powers of the Secretary in the absence of the Secretary or in the event the Secretary is unable to serve;
- D. Serve as a member of the Communications Committee; and
- E. Perform such other duties and have such other powers as the Board of Directors or Secretary shall designate from time to time.

Section 9. Alumni and Student Engagement Coordinator. The Alumni and Student Engagement Coordinator shall:

- A. Be an Alumni Director who has graduated not longer than 10 years prior to the start of their term;
- B. Serve as the Chairperson of the Alumni and Student Programming Committee;
- C. Identify opportunities for enhanced engagement within and between C&G delegations.

Section 10. Historian. The Historian shall:

- A. Be an Alumni Director; and
- B. Serve as a member of the Communications Committee.

Section 11. Arthur. The current delegation President (traditionally referred to as “**Arthur**”) shall:

- A. Serve as a voting member of the Board;
- B. Serve as the principal liaison to the Board to represent the current C&G student delegation’s needs and interests on the Dartmouth College campus and within the overall function of the Corporation.

Section 12. Student Ex-Officios. Three (3) additional student members shall have reserved board seats. These three (3) Ex-Officios shall:

- A. Be members of the current C&G student delegation;
- B. Have full voting rights in Board meetings;
- C. Be selected through any process deemed appropriate by the current C&G student delegation;

Section 13. Additional Officers. The Board of Directors shall have the authority to create and appoint any additional officer positions to perform such duties and have such powers as the Board may deem appropriate from time to time.

Article VI.
ELECTIONS

Section 1. Elections Committee.

- A. Purpose. A committee shall oversee and coordinate all elections of the Board of Directors (the “**Election**”) in accordance with this Article VI (the “**Elections Committee**”). The Elections Committee shall preserve impartiality, fairness, transparency, security and accessibility in all C&G Elections.
- B. Composition. The Elections Committee shall be comprised of not less than three (3) and not more than five (5) Members, which shall include at least: one (1) Director, one (1) student Member, and one (1) alumni Member of the Corporation who does not serve on the Board of Directors. The Board of Directors shall appoint one (1) Director to serve as Chair of the Elections Committee. Any person that will run in the upcoming Election is ineligible to serve on the Elections Committee for the duration of such election.
- C. No Endorsement. No member of the Elections Committee shall endorse any candidate in the upcoming Election.

Section 2. Nomination and Ballots for Election.

- A. Nomination. At least ninety (90) days prior to the date of the upcoming Election, the Elections Committee will make a call for nominations of candidates. All candidates must be Members of the Corporation. Candidates must specifically run for one (1) of the following Board positions: President, Vice President, Secretary, Treasurer, Student and Alumni Engagement Coordinator, or Historian. Candidates may self-nominate or be nominated by another Member. Candidates may not be elected to serve in more than one position.
- B. Placement on the Ballot. To qualify for placement on the ballot, each candidate must accept their nomination and submit to the Elections Committee one (1) statement of candidacy (not exceeding five hundred (500) words) to be shared with membership. Each nominee may also submit no more than two (2) statements (each not exceeding two hundred and fifty (250) words) in support of the candidate by any Member, *except* as provided in this Article VI: Section C. All statements must be received by the Elections Committee Chair or their designee before the upcoming Election. All statements will be made available along with the ballot.

- Section 3. Ranked Choice Voting. Voting in elections for officer positions to be held by Alumni Directors (“Alumni Officers”) shall be by confidential ballot, using a system of instant runoff voting without a separate runoff election. The Elections Committee shall arrange for the implementation of an instant runoff voting protocol according to these guidelines for each of the Alumni Officer positions:
- A. The ballot shall give voters the option of ranking candidates in order of preference.
 - B. If a candidate receives a majority of first preferences, that candidate is elected.
 - C. If no candidate receives a majority of first preferences, an instant runoff retabulation shall be performed by the Elections Committee. The instant runoff retabulation shall be conducted in rounds. In each round, each voter’s ballot shall count as a single vote for whichever continuing candidate the vote has ranked highest. The candidate with the fewest votes after each round shall be eliminated until only two candidates remain, with the candidate then receiving the greatest number of votes being elected.
 - D. The Elections Committee may adopt additional guidelines or rules to implement a voting system consistent with this Section 3.

Section 4. Candidate Conduct. Throughout the election process, candidates shall conduct themselves in a manner that is consistent with the core values and objects of C&G. Candidates shall not spend or cause any money to be spent on their campaign, nor shall candidates use official Casque & Gauntlet social media channels (including, but not limited to, Facebook, Instagram, Twitter and LinkedIn) to share information about their candidacy.

Section 5. Election Procedures.

- A. Date of Election. The Election will take place at the Annual Meeting as set forth in Article III.
- B. Nomination Schedule. The Elections Committee shall set the dates and times when the nomination period opens and closes, which includes the date by which the candidate must submit their candidate statement and statement(s) in support to the Elections Committee Chair or their designee. The nomination period shall be open for at least thirty (30) days.
- C. Voting Schedule. The Elections Committee shall set the dates and times when the voting period opens and closes, which includes the date by which all electronic and mailed ballots must be received by the Elections Committee. The voting period shall be open for at least twenty-one (21) days.

D. Mailing of Ballot. The Elections Committee shall mail or email all statements and the ballot to each Member at their respective address identified in the records of the Corporation. The Elections Committee will primarily use electronic voting and only mail the statements and the ballot to a Member if such Member does not have a valid email address or requests that their ballot be sent by mail. A Member can cast only one (1) ballot in any Election.

E. Use of Electronic Voting. The Elections Committee shall use all reasonable efforts to ensure that electronic voting for the Election is conducted using is commercially reputable and secure polling software.

F. Tabulating Votes. The Elections Committee shall tabulate the votes and send the results of the Election by mail or email to each Member within ten (10) business days of the end of the Election. The results will also be made available on the Corporation's website and published in the next publication of the Corporation's newsletter or other similar communication distributed to all Members. At no time will the Elections Committee or Corporation release a voter's name and their specific vote, unless required by law or authorized by such Member; *however*, the Corporation may release aggregated and anonymized voter turnout information (*e.g.*, voting by class, gender, geographic location, etc.).

G. Vote Recount. When the results of the election are within the margin of error, Each candidate has the right to one (1) recount. A recount demand must be made in writing and presented to any member of the Elections Committee within twenty-four (24) hours of receipt of the Election results.

H. Certification of Votes. The Elections Committee Chair will certify the final results of the Election and submit such certification to the Secretary for the Corporation's records.

Section 6. Election with No Candidates. In the event there are no candidates in an election for an Alumni Officer position, the Elections Committee shall have the authority and discretion to offer such Alumni Officer position to a candidate who was the first runner-up in the election for another Alumni Officer position.

Section 7. Inaugural Election.

A. Date. The inaugural election of the Board of the Corporation (the "**Inaugural Election**") shall be completed by no later than July 30, 2021, which completion date may be after the date of the first Annual Meeting of the Corporation.

B. Procedures. The Inaugural Election shall take place as determined by the Interim Directors. The procedures for the Inaugural Election shall be informed by the Election Procedures set forth in Section 4 of this Article VI.

C. Schedule. The Interim Directors shall determine the dates and times for soliciting nominations, sending notices and ballots, opening and closing the voting period, announcing the results, and any other dates and times necessary for the completion of the Inaugural Election.

ARTICLE VII. COMMITTEES

Section 1. Committees Generally. Committees of the Board will be standing or special and formed at the discretion of the Board. Each committee will exercise such power and carry out such functions as designated by the Board from time to time.

Section 2. Membership and Appointment. Committees may consist of Directors and other Members of the Corporation. Each committee shall have at least one (1) Director of the Board. The chairperson and members of each committee will be appointed annually by the President, subject to approval by the Board.

Section 3. Quorum. A majority of the members of each committee will constitute a quorum necessary to take action at any meeting of that committee. Each committee will meet as often as is necessary to perform its duties. Notice of meetings shall be governed by the rules governing notice of Board meetings.

Section 4. Vacancies. Vacancies in any committee will be filled for the unexpired portion of the term by the Board.

Section 5. Limitations. No committee shall have the authority to: fill vacancies on the Board of Directors or on any committee; amend the Articles of Agreement; adopt, amend, or repeal the Bylaws; enter into any binding commitments on behalf of the Corporation; or expend any of the Corporation's funds without the prior approval of the Board.

Section 6. Standing Committees of the Board. The initial standing committees of the Board shall be:

A. Finance & Development Committee. The Finance Committee shall oversee the finances, investments and fundraising of the Corporation, including all funds, assets, liabilities and investments. The Finance Committee shall report on the financial condition of the Corporation annually no later than [May 31].

B. Communications Committee. The Communications Committee shall oversee all communication between the Corporation and its Members about the

activities of the Board and the current C&G student delegation. The Communications Committee shall distribute a newsletter or other similar communication to all Members at least annually. The Communications Committee shall also be responsible for maintaining the Corporation's website, including function, design, security and content.

C. Alumni and Student Programming Committee. The Alumni and Student Programming Committee shall design virtual and in-person programs and events that encourage ongoing participation and interaction both within and between delegations including but not limited to mentoring, reunions, education and community service.

D. Elections Committee. The Elections Committee shall oversee and conduct all Elections of the Corporation in accordance with Article VI of these Bylaws.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by law, indemnify any present or former Director or officer of the Corporation for any costs or expenses incurred by that Director or officer in any action, suit, or proceeding to which the Director or officer is made a party by reason of holding that position, *provided, however*, that no officer shall receive such indemnification if adjudicated therein to be liable for negligence or misconduct in office. This indemnification shall extend to good-faith expenditures incurred in anticipation of threatened or proposed litigation.

ARTICLE VIX. AMENDMENTS

Section 1. These Bylaws may be amended by an unanimous vote of Directors at any meeting (regular or special) of the Board, or without a meeting by unanimous written consent, *provided* that any proposed amendment is contained in the notice of the meeting. Directors may not add or amend any Bylaws related to Director qualifications, compensation, or terms of office. Nor may Directors amend any part of Article II (PURPOSE) of these Bylaws.

Section 2. These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of Members in attendance, in person or by proxy, at any meeting (regular or special) of the Members, *provided* that any proposed amendment is contained in the notice of the meeting.

Section 3. Any amendment adopted, whether by the Board or by the Members, shall be promptly communicated to all Members of the Corporation.

Section 4. These Bylaws shall be reviewed by the Board every three (3) years and amended as appropriate.

ADOPTION OF AMENDED BYLAWS

The foregoing Bylaws were adopted by the Board of Directors on June 15, 2021.

A handwritten signature in black ink, appearing to read 'Amrita Sankar', written over a faint circular stamp.

Amrita Sankar, Secretary