

**CONSTITUTION
THE CLASS OF 1984
OF DARTMOUTH COLLEGE**

ARTICLE I. Name

The name of the organization shall be the Class of 1984 of Dartmouth College (the "Class").

ARTICLE II. Purpose

The purpose of the organization shall be to develop a strong and enduring Class structure in order to promote cohesiveness and mutual enrichment among the members of the Class and to further the interests, welfare, and educational purposes of Dartmouth College, for so long as the Class is in existence and Dartmouth College remains organized exclusively for charitable, educational or scientific purposes within the meaning of Sections 501 (c) (3) and 170 (b) (1) (A) of the Internal Revenue Code of 1986, as amended.

ARTICLE III. Membership

All persons who matriculated with the Class of 1984, or who transferred from another college directly into the Class of 1984, or who graduated as of the Class of 1984 whether at the regular Commencement or at some other time, or who are elected to honorary membership at a Class meeting, are members of the Class.

ARTICLE IV. Class Meetings

Section 1. There shall be a meeting of the Class in Hanover, New Hampshire at every Class Reunion. The President may call other Class meetings at any time, as deemed necessary, which may be held at a physical location or by telephone conference or other means of remote communication, at the discretion of the President, with members of the Class being informed of meetings by electronic communication or other timely method at least fourteen days prior to the Class meeting.

Section 2. Twenty-five members of the Class in attendance, by person or by telephone conference or other means of remote communication, at a meeting called by the President shall constitute a quorum.

Section 3. The President shall preside over Class meetings, unless he/she designates such responsibility to another member of the Class.

Section 4. Robert's Rules of Order shall govern the conduct of Class meetings. The President, or other member of the Class presiding over the Class meeting, shall appoint a Parliamentarian from among the members of the Class who are present at the Class meeting.

ARTICLE V. Voting Rights

All members of the Class shall be entitled to vote at all Class meetings. Members not attending a Class meeting are permitted to give to the President or the member's designate, their proxy vote via written or electronic communication provided that electronic communication proxies shall be received by the President, or a member designated by the President to hold proxies, no later than seventy-two hours prior to the Class meeting and written proxies are received anytime prior to the class meeting.

ARTICLE VI. Eligibility to Hold Office

All members of the Class, as defined in Article III, shall be eligible for election to any office in this organization. All offices (including trustee positions and committee seats) described in this Constitution must be filled by members of the Class.

ARTICLE VII. Officers: Powers and Responsibilities

Section 1. The officers of the Class shall be a President, Vice President, Secretary, Treasurer, Head Agent, Alumni Council Representative, Newsletter Editor, Mini-Reunion Chair, Reunion Chair, Reunion Giving Chair, Gift Planning Chair, and Webmaster. With the approval of the Executive Committee (as defined in Article X), the President may appoint other officers as shall be needed to fulfill the business of the Class.

Section 2. The duties of the officers are as follows:

- a. The President will act as the executive head of the Class and, in that capacity, shall chair the Executive Committee, the policy-making body of the Class (see Article X, Section 1). The President shall also be responsible for carrying out the policy of the Executive Committee, and to that end, shall exercise general supervision over all other officers and ensure the proper performance of their functions. The President may also appoint chairs of other committees not specifically described in this Constitution. Such committees may be formed to accomplish particular duties such as assisting with mini-reunions relating to specific Class interests or administering Class projects and Class award programs.
- b. The Vice President shall assist the President in his/her duties as the executive head of the Class in initiating new projects and carrying out the policy of the Executive Committee.
- c. The Secretary will be the primary link between the individual alumnus/alumna and the College, and shall prepare the Class notes and obituary notes for the Dartmouth Alumni Magazine. The Secretary shall be the custodian of Class files and records.

- d. The Treasurer of the Class shall receive and disburse all funds of the Class subject to the direction of the Executive Committee, and shall submit an annual financial report to the President.
- e. The Head Agent shall conduct the annual Dartmouth College Fund solicitation for the benefit of the College.
- f. The Alumni Council Representative shall be responsible for communications between the Class and the Alumni Council, representing all interests and concerns of the Class and its members.
- g. The Newsletter Editor shall be responsible for editing the Class newsletter. The newsletter will serve as the regular avenue of communication between officers and members of the Class.
- h. The Mini-Reunion Chair shall be responsible for the organization and promotion of all major non-reunion gatherings of the Class.
- i. The Reunion Chair shall be responsible for planning and conducting the next Class Reunion.
- j. The Reunion Giving Chair shall plan and conduct the solicitation for the benefit of the College.
- k. The Gift Planning Chair shall be responsible for bequests and trust planning activities of members of the Class for the benefit of the College.
- l. The Webmaster shall be responsible for the electronic communications of the Class including but not limited to the editing and maintenance of the Class website.

ARTICLE VIII: Terms of Office and Methods of Election or Appointment

Section 1. Terms of Office

The term of office for most officers, elected or appointed, and members of the Executive Committee shall be from Class Reunion to Class Reunion, or as otherwise determined by the Executive Committee. An exception to this requirement is the Alumni Council Representative, whose term, currently three years, is determined by the constitution of the Alumni Council.

Section 2. Elected Officers

The Class shall elect a President, Vice President, Secretary, Treasurer, Head Agent and Alumni Council Representative of the Class (if such office is presently to be vacant) at a Class meeting at the Class Reunion. These officers shall take office immediately upon their election at the Class meeting, unless otherwise determined by the Executive Committee.

Section 3. Appointed Officers

Other officers, such as Newsletter Editor, Mini-Reunion Chair, Reunion Chair, Reunion Giving Chair, Gift Planning Chair, Webmaster, etc., shall be appointed by the President, with approval of the Executive Committee. Elected officers may serve as well in appointed offices, and appointed officers may serve simultaneously in more than one appointed office.

Section 4 Vacancies

A vacancy in the office of President, Vice President, Secretary, Treasurer, Head Agent or Alumni Council Representative shall be filled by the Executive Committee. A vacancy in any appointed office may be filled by the President with approval of the Executive Committee. The assistance of a Nominating Committee may be utilized in either category. In the event of a vacancy in the office of President, the Vice President shall serve as acting President until the vacancy is filled.

Section 5. Shared Offices

More than one member of the Class may be elected or appointed to serve in specific offices, excepting the Alumni Council Representative.

ARTICLE IX. Class Trustees

Section 1. Four members of the Class shall serve as trustees of the Class ("Class Trustees"), with the purpose of providing oversight in the governance of the Class. Class Trustees are *ex officio* members of the Executive Committee (see Article X).

Section 2. The first group of four Class Trustees shall serve initial terms from the date of their appointments until June 30, 2014. Thereafter, the term of office of Class Trustees shall be for five Class Years (see Article XIII), where appointments of Class Trustees shall become effective on July 1 of the year in which the appointment is made.

Section 3. For the appointment of the first group of four Class Trustees, the President shall appoint a chair of a Nominating Committee and at least two other members of the Nominating Committee to nominate four members to serve as Class Trustees for initial terms until June 30, 2014. The Nominating Committee shall accomplish its selection process, which shall include soliciting nominations from the members of the Class and confirming whether each nominee is willing to serve, and shall submit its nominations to the Executive Committee for approval.

Section 4. For Class Trustees with terms beginning on July 1, 2014 and thereafter, the Class Trustees and the President shall appoint from among the members (including incumbent Class Trustees) four persons to serve as Class Trustees for the next term of five Class Years. A member may not serve as Class Trustee for more than two consecutive terms, regardless of whether those consecutive terms are served for the full period of five years.

Section 5. A vacancy in the position of a Class Trustee shall be filled for the remainder of that term through appointment by a majority vote of the incumbent Class Trustees and the President.

ARTICLE X. Executive Committee

Section 1. The Executive Committee shall constitute the policy-making body of the Class and act in its behalf concerning the Class and its affairs.

Section 2. Ten or more members of the Class shall constitute the Class Executive Committee. They shall consist of a) President, Vice President, Secretary, Treasurer, Head Agent and Alumni Council Representative; b) four Class Trustees and c) other members appointed as officers by the incoming President (see Article VIII, Section 3).

Section 3. Matters relating to the activities of the Class may be brought before the Executive Committee for its consideration by the President, at his/her discretion, or by any member of the Executive Committee with another member of the Executive Committee seconding the motion. For formal adoption by the Executive Committee, such matters shall require approval of more than half the members of the Executive Committee.

Section 4. Vacancies in offices on, or additions to, the Executive Committee (excepting Class Trustee positions) shall be filled through nominations from either the Nominating Committee or the President (see Article VIII, Section 4) and shall require approval of more than half the members of the Executive Committee.

Section 5. Meetings of the Executive Committee shall be held at least once a year, either at a physical location or by telephone conference or other means of remote communication, at the discretion of the President. Special meetings of the Executive Committee may be held at such time and place as the President or any three officers may determine. Members of the Executive Committee shall be informed of such meetings, whether called by the President or other three officers, by electronic communication or other timely method at least fourteen days prior to such meetings.

Section 6. The President shall preside over meetings of the Executive Committee, unless he/she delegates such responsibility to another member of the Class.

ARTICLE XI. Removal of Officers

Section 1. The Class Trustees shall have the power at any time, but only by their unanimous consent, to remove from office the President if, in the opinion of the Class Trustees, he/she is not serving the best interests of the Class or the College.

Section 2. The Executive Committee shall have the power at any time, by approval of more than two-thirds of its members, to remove from office any officer or Class Trustee who, in the opinion of that committee, is not serving the best interests of the Class or the College.

ARTICLE XII. Nominating Committee

Section 1. The President shall appoint a chair of a Nominating Committee and at least two other members to the Nominating Committee at least six months in advance of each formal Class Reunion.

Section 2. The Nominating Committee shall solicit nominations from the members of the Class and determine the proposed slate of new officers for the positions of President, Vice President, Secretary, Treasurer, Head Agent and Alumni Council Representative (if such office is presently to be vacant), to be voted upon at the upcoming class meeting at the next Class Reunion.

Section 3. The Nominating Committee shall accomplish its selection process, which shall include confirming whether each person is willing to serve. The Nominating Committee shall inform the Class members by electronic mail or other timely method of communication and post its slate of candidates for each office on the class web site at least fourteen days prior to the Class meeting at the upcoming Class Reunion.

Section 4. The Nominating Committee Chair or his/her designee shall be responsible for collecting the written or electronic proxy votes of any members of the class unable to attend the class meeting who would like to participate in the vote provided that electronic communication proxies shall be received no less than seventy-two hours prior to the class meeting and written proxies are received anytime prior to the Class meeting in Hanover. Any proxy vote must clearly specify whether it is a vote in favor of a particular candidate, slate, or other issue, or whether it is an open proxy, which can be voted at the discretion of the person to whom the proxy is assigned.

ARTICLE XIII. The Class Year

The year of the Class (the "Class Year") shall be from July 1 of one year to June 30 of the next. Unless otherwise determined by the Executive Committee, the annual activities and reports of the Class shall conform to that period of time.

ARTICLE XIII. Dues and/or Assessments

Section 1. Class dues shall be levied each year upon each member of the Class. The amount of the dues shall be decided by vote of the Executive Committee.

Section 2. Special assessments, in addition to dues, may be levied upon each member of the Class. The amount and purpose of such special assessment shall be determined by vote of the Executive Committee.

ARTICLE XV. Private Inurement

No part of the net earnings of the Class shall inure to the benefit of, or be distributable to, any Class member, officer, or any other private person or individual. All of the assets and net earnings of the Class shall be used to further Dartmouth and its educational and charitable purposes. This provision shall not preclude or prohibit the reimbursement of reasonable expenses toward Class business or purposes, when approved by the President or Treasurer, and supported by documentation or records.

ARTICLE XVI. Political Activity

No substantial part of the activities of the Class shall be attempts to influence public legislation via direct lobbying efforts or to influence class members to support particular candidates for public office or pieces of legislation. The Class shall not participate in or provide support for any political campaign on behalf of any candidate for public office.

ARTICLE XVII. Adoption

This constitution shall become effective upon 1) the approval of two-thirds of the members of the Executive Committee and then 2) the approval by referendum of two-thirds of the members of the Class who vote in the referendum, with members being informed of the proposed constitution by electronic communication and mail. Voting may be carried out electronically, with at least three and no more than 12 weeks open for voting.

ARTICLE XVIII. Amendments

Incorporating amendments into this constitution shall require 1) the approval of two-thirds of the members of the Executive Committee and then 2) the approval by referendum of two-thirds of the votes cast by members of the Class who vote in the referendum, with members being informed of the proposed amendment(s) to the constitution by electronic or other timely method of communication, at least 14 days in advance of the referendum's opening date. Voting may be carried out electronically, with at least three and no more than 12 weeks open for voting.

ARTICLE XVIII. Dissolution

The Class shall be deemed to be dissolved at such time as there shall be no member living whose address is known to the Alumni Relations Office of

Dartmouth College or sooner if the number of Class members becomes so few as to render it impractical to continue the organization's existence. Upon dissolution or termination, all of the property and assets of the Class shall, after the payment of any lawful debts, be distributed to Dartmouth College or for the benefit of one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code.

Signed and approved on behalf of the members of the Class of 1984, this ____ day of _____, 2010.

Elected Class Officers

Geoffrey Berlin '84
President

Susan Marie Harrington '84
Vice President

C. James Schaefer IV '84
Vice President

Derek A. Chow '84
Secretary

Janine Gordon '84
Secretary

Michael Salzhauer '84
Treasurer

Douglas A. Kingsley '84
Head Agent

Martin V. Lempres '84
Head Agent and Alumni Council
Representative

Endorsed by a two-thirds majority of Class members in voting that concluded on the ____ day of _____, 2010.