



BYLAWS

Article I - Purpose and Name

1.1. Purpose. This Club is incorporated for the purpose of providing facilities for the alumni, faculty and staff of the University of Delaware (the "University"), and to promote and perpetuate amity and understanding among the members of the "University of Delaware family" in the best interests of the University. The corporate name of the Club is the "University of Delaware Blue and Gold Club."

1.2. Principal Office. The principal office of the Club shall be 44 Kent Way, Newark, Delaware 19716.

Article II - Board of Directors

2.1. Number and Term. The general management and affairs of the Club shall be conducted by a board of no less than three (3) and no more than seven (7) directors. It shall be the duty of the directors to carry out the purposes of the Club according to law and as provided by these Bylaws. The terms of all Directors shall be for three (3) years, unless removed earlier by the Executive Member, as defined in Article V. Directors whose terms have expired shall serve until successors are appointed.

2.2. Appointment and Qualification. Upon adoption of these Bylaws, the Executive Member of the Club, as defined in Article V, shall appoint initial Directors to serve until their successors are duly appointed. Thereafter, the Directors shall be appointed by the Executive Member immediately prior to the annual membership meeting of the Club. All Directors shall be employees of the University or have an appropriate affiliation with the University, as determined by the Executive Member. A Director shall automatically cease to be a member of the Board of Directors upon termination of employment by, or an appropriate affiliation with, the University, as determined by the Executive Member.

2.3. Meetings. Regular meetings of the Board of Directors shall be held as determined by such Board. Special meetings may be called by order of the President of the Club or by the Secretary at the written request of two members of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for any meeting of the Board of Directors.

Article IV - Officers

4.1. Officers. The officers of the Club shall be a president, vice president, treasurer, and secretary.

4.2. Eligibility, Election and Term. All officers shall be members of the Board of Directors. Upon adoption of these Bylaws, the Board of Directors shall elect initial officers of the Club to serve until their successors are duly elected. Thereafter, the officers shall be elected by the Board of Directors at the first meeting following the annual membership meeting of the Club in each year, and shall hold office until the next annual membership meeting or until their successors are elected. Officers shall be elected annually by majority vote of those Directors present at a meeting at which a quorum is present. A member of the Board of Directors may hold more than one office in the Club.

4.3. Duties. In addition to the duties of the respective officers specified in these Bylaws, each officer shall perform such further duties as assigned by the Board of Directors. No salary or compensation shall be paid any person for serving as an officer of the Club.

4.4. President. The President, or his or her designee, shall preside at meetings of the Members of the Club and of the Board of Directors. The President shall serve as the principal executive officer of the Club. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall also have general supervision and direction of the officers and shall see that their duties and those assigned to other Directors are properly performed. The Board of Directors may remove any officer when it is determined to be in the best interests of the Club, by a majority vote of those Directors present at a meeting at which a quorum is present.



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4.5. Vice President. The Vice President shall have such powers and duties as may be prescribed from time to time by the President or by the Board of Directors. In the absence or disability of the President, the Vice President shall perform all the duties of the President.

4.6. Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of the Board of Directors, shall make service of all such notices as may be required under the provisions of these bylaws or by law, shall be custodian of the corporate records and of the corporate seal, and shall have such other powers and duties as may be prescribed from time to time by the President or the Board of Directors.

4.7. Treasurer. The Treasurer shall be responsible for the general oversight of all funds of the Club, shall generally supervise the accounting and bookkeeping of the Club, shall regularly report to the Board of Directors as to the financial condition and results of the operation of the Club, and shall have such other powers and duties as may be prescribed from time to time by the President or the Board of Directors. In particular, the Treasurer shall meet as needed with the Dining Services management on the financial status of the Club and report thereon at the regular meeting of the Board of Directors. The Treasurer shall also annually obtain from the University a status report of membership, including those who contribute to the University to establish membership eligibility as "friends of the University" or to special Club fundraising programs.

4.8. Vacancies. In the event that any officer is unable to fulfill the duties of his or her office, the Board of Directors shall appoint a replacement to serve for the balance of his or her unexpired term.

Article V - Membership

5.1. Classes. There shall be two classes of members of the Club, an executive member (the "Executive Member") and regular members ("Members").

5.2. Executive Member. The President of the University, ex officio, shall be the Executive Member of the Club.

5.3. Member Eligibility. Faculty, staff, alumni of the University, members of the Board of Trustees and others with an appropriate affiliation with the University, shall be eligible to be Members in the Club. Membership shall be open to all qualified persons who pay annual dues. Spouses or significant others of Members shall also be considered to be Members of the Club.

5.4. Temporary Members. Individuals affiliated with the University on a temporary basis such as visiting professors, lecturers, other personnel, visitors or conference registrants shall be eligible for temporary Membership.

5.5. Contributing Members. Also eligible for Membership are those individuals who contribute annually to the University in accordance with guidelines as established by the Board of Directors and on file in the Office of Development.

5.6. Additional Members. Spouses and significant others of deceased alumni and retired or former permanent employees are eligible for Membership. Also eligible are retired or former permanent employees of the University.

Article VI - Meetings of the Club

6.1. Annual Meeting. The annual membership meeting of the Club shall be held at the beginning of the second semester of the academic year and for such other business as may be brought before the Club.

6.2. Order of Business. The order of business at the annual membership meeting shall be: (a) reading of the minutes of the last membership meeting; (b) announcement of appointments to the Board of Directors; (c) report of the ad hoc committees; (d) old business; and (e) new business.



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6.3. Special Meetings. The Board of Directors may at any time, and on written request of twenty-five voting Members of the Club, call a special meeting. Such request and the notice of any special meeting shall state the subject for which the meeting is called, and at such special meetings no subject not so stated shall be considered.

6.4. Notices. Notices of the annual membership meetings and special meetings shall be distributed to the Members at least ten (10) days before the meeting. No other notice shall be required.

6.5. Voting Eligibility. All Members in good standing shall be entitled to vote at any meeting of the Members and may be appointed by the Board of Directors to serve on ad hoc committees.

6.6. Quorum. The number of voting Members present shall constitute a quorum.

6.7. Attendance at Meetings. Only Members of the Club shall be present at any business meeting of the Club unless others are specifically invited by the Board of Directors.

Article VII - Dues and Assessments

7.1. Establishment of Dues. Dues shall be established by the Board of Directors and shall be paid annually.

7.2. Suspended Members. A suspended Member shall be liable for dues during any suspension.

7.3. Payment of Dues. Each Member will be notified that membership shall automatically cease unless dues are paid within thirty (30) days. If dues remain unpaid after the expiration of thirty (30) days, the member shall be notified that membership has been terminated and the member remains liable to the Club for unpaid indebtedness including dues.

7.4. Special Assessments. A special assessment may be levied on all members by a vote of two-thirds of the Board of Directors. Notice of such proposed assessment shall have been mailed to each Member of the Club ten (10) days prior to the date for action on the proposed assessment. Notification shall include the reason for the assessment, the amount proposed and the date due.

Article VIII - Resignation, Suspension or Expulsion

8.1. Resignation. Resignation of Members shall be made in writing to the Board of Directors. All indebtedness to the Club must be paid in full at the time of resignation.

8.2. Acceptance by Board of Directors. No resignation shall be effective until accepted by the Board of Directors, or its designated representative.

8.3. Reinstatement. Former Members, after application in writing has been received, may be reinstated by the Board of Directors at its discretion.

8.4. Suspension or Expulsion. Any Member may be suspended or expelled for cause, including any conduct which in the judgment of the Board of Directors is improper, prejudicial, or detrimental to the Club. Such action may be taken at a regular or special meeting of the Board of Directors by a majority vote.

8.5. Investigations. Charges may be brought against a Member by any other member or the Board of Directors. In such cases, the Board of Directors shall conduct a hearing on the charges. A notice in writing, signed by the Secretary or other officer of the Club stating the time and place of the meeting at which the charges are to be heard, together with a copy of the charges preferred against the Member, shall be mailed to the member at least ten (10) days before the meeting. Such member may appear in person and be heard, or present a written statement for that meeting. If, in the judgment of the Board of Directors, the circumstances shall warrant the action, the Board of Directors may bar the Member from the use of the Club pending the hearing of the charges.



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Article IX - Rules and Regulations

The Board of Directors shall adopt and enforce rules regulating the use of the Club by the members and the admission of guests to the privileges of the Club.

Article X - Committees

10.1. Ad Hoc Committees. The Board of Directors may, in its discretion, appoint such ad hoc committees as it deems necessary.

10.2. Duties. All committee members shall serve at the pleasure of the Board of Directors and all actions of the committees shall be subject to approval by such Board. The Board of Directors shall prescribe, in writing, the duties, powers and term of existence of all ad hoc committees.

Article XI - Fiscal Year

The fiscal year of the Club shall run from July 1 to June 30 of each year.

Article XII - Dissolution

Should the Club be dissolved, its assets after payment of all expenses, debts, and charges incident to the dissolution, shall be distributed to the University; provided, however, that the University is then an organization exempt from taxation under Section 501 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and if not so exempt, then to any educational or charitable organization which shall be selected by the Board of Directors.

Article XIII - Amendments

These Bylaws may be amended by the Board of Directors by a vote of two-thirds of the members present at any meeting of the Board at which a quorum is present, provided written notice of the proposed amendment shall have been submitted to the members of the Board of Directors and members by the Secretary at least ten (10) days prior to the date of the meeting.

Article XIV - Personal Liability

A Director of the Club shall not be personally liable for monetary damages for any action, or any failure to take action, unless the Director has breached or failed to perform the duties of his or her office under Delaware law and a breach or failure to perform constitutes self-dealing, willful conduct or recklessness. The provision of this article shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or any liability of the Director for payment of taxes pursuant to local, state or federal law.

Article XV - Indemnification

15.1. Right to Indemnification. The Club shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") by reason of the fact that he or she is or was a Director or officer of the Club or is or was serving at the request of the Club as a Director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person; provided, however, that there shall be no right of indemnification where such Director or officer has breached a duty or failed to perform and such breach or failure constitutes self dealing, or willful or wanton conduct or recklessness, or has otherwise acted contrary to law. The Club shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board of the Directors.



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15.2. Payment of Expenses. The Club shall pay the expenses (including attorneys' fees) incurred in defending any proceeding in advance of its final disposition, provided, however, that the payment of expenses incurred by a Director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Director or officer to repay all amounts advanced if it should be ultimately determined that the Director or officer is not entitled to be indemnified under this Article or otherwise.

15.3. Nonexclusivity of Rights. The rights conferred on any person by this Article XV shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these Bylaws, an agreement, vote of Members or disinterested Directors or otherwise.

Article XVI - Miscellaneous

16.1. Seal. The seal of the Club shall be stored in the Club house at 44 Kent Way, Newark, Delaware. It shall be in the form and design shown on the impression affixed hereto.

16.2. Roberts' Rules of Order. In the event that there is a conflict as to the applicable parliamentary procedures to be followed at any meeting of the Boards or members, the rules contained in Roberts' Rules of Order (revised) shall govern insofar as they are not inconsistent with these Bylaws.

16.3. Copies of Bylaws. These Bylaws and all amendments and supplements thereto shall be printed in sufficient quantity to provide each member of the Club with a copy.

16.4. Notices. Unless otherwise specified, any notice to be provided under these Bylaws may be provided by U.S. mail, hand delivery, overnight delivery, facsimile transmission or electronic mail notification.

AN EQUAL OPPORTUNITY/AFFIRMATIVE ACTION EMPLOYER - The University of Delaware is committed to assuring equal opportunity to all persons and does not discriminate on the basis of race, color, gender, religion, ancestry, national origin, sexual orientation, veteran status, age or disability in its educational programs, activities, admissions, or employment practices as required by Title IX of the Education Amendments of 1972, Title VI of the Civil Rights Act of 1964, the Rehabilitation Act of 1973, the Americans with Disabilities Act, other applicable statutes and University policy. Inquiries concerning these statutes and information regarding campus accessibility should be referred to the Affirmative Action Officer, 305 Hullihen Hall, (302) 831-2835 (voice), (302) 831-4552 (TDD).

Approved: June 6, 2000

Amended: November 15, 2005