

**BYLAWS  
OF  
PRINCETON UNIVERSITY CLASS OF 1971**

**ARTICLE I.**

**NAME**

The name of the organization is the “Princeton University Class of 1971,” hereinafter referred to as the “Class.”

**ARTICLE II.**

**THE CLASS**

Section 2.01. Composition. The Class shall be comprised of Regular Members, Honorary Members, and Associate Members (collectively, the “Members” and any one of which, a “Member”), as set forth in Article III hereof.

Section 2.02. Purpose. The purpose of the Class shall be to further the interests, welfare and educational aims of Princeton University (the “University”) for so long as the Class is in existence and the University remains organized for charitable, educational and scientific purposes under Sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code of 1986, as amended and supplemented (or any successor to such legislation) (the “Code”).

Section 2.03. Powers. The Class shall have all rights and powers provided to an unincorporated association as permitted under the laws of the State of New Jersey (the “State”). Such powers shall be accomplished through an Executive Committee (the “Executive Committee”) as elected as set forth in Article IV hereof.

Section 2.04. Nonprofit Status. The Class shall not carry on activities that would adversely affect the status of a corporation (a) described as a corporation under Section 501(c)(3) of the Code or (b) contributions to which are deductible under Section 170 of the Code. As such, no part of the net earnings of the Class shall inure to the benefit of, or be distributable to, any Member or any other private person or entity and no part of the activities of the Class shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Class shall not participate in, or intervene in (including the publication and distribution of any statements or materials), any political campaign on behalf of any candidate for public office, including any Member.

**ARTICLE III.**

**MEMBERSHIP**

Section 3.01. Classes of Membership. At any time there shall be three (3) classes of membership in the Class as follows:

(a) Regular Members. All persons who are at that time designated by the University as in the Class of 1971 shall be a Regular Member of the Class;

(b) Honorary Members. Any person of distinction who has made a substantial contribution to or participation in the activities of the Class may be elected an Honorary Member of the Class by a vote of two-thirds (2/3) of the full membership of the Executive Committee at any regular or special meeting; and

(c) Associate Members. Any surviving widow or widower or other partner of a deceased Regular Member of the Class may be elected an Associate Member of the Class by a majority vote of the full membership of the Executive Committee at any regular or special meeting.

Section 3.02. Rights to Vote and Hold Office. The right to vote and to hold office in the Class shall be limited to Regular Members.

## ARTICLE IV.

### MEETINGS

Section 4.01. Annual Meeting of the Class. The Class shall hold an annual meeting on Saturday night of off-year reunions and Friday night of a major reunion or at such other time during the reunion as may be determined by the President at which business of the Class shall be conducted. Officers of the Class shall be elected by the Regular Members at each annual meeting at a major reunion. The annual meetings shall be held at such place and time as determined by the President. Notice of the meeting shall be given to all Regular Members not later than thirty (30) days prior to such meeting. Wherever used in these Bylaws, the term "year" shall mean the period between the conclusion of one annual meeting and the conclusion of the next, regardless of the number of days or months in that period, unless a contrary intent is so provided. The failure to hold an annual meeting at a time fixed in accordance with these Bylaws does not affect the validity of any corporate action or work any forfeiture or dissolution of the Class.

Section 4.02. Special Meetings. Special meetings of the Class may be called by the President at such time and at such place as he or she may designate, or shall be called by the President upon receipt of written request made by any three (3) members of the Executive Committee or not less than five percent (5%) of the Regular Members. Within thirty (30) days after the receipt of such request the President shall designate the time and place of such special meeting. Notice of any special meeting shall be given to all Regular Members in accordance with Section 4.03(a). The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at such special meeting.

Section 4.03. Notice and Ballots.

(a) Notice. Any notice shall be in writing, including a writing transmitted electronically. Any notice of any meeting of the Class, and of any other matter of which notice is to be given to all Regular Members, shall be given by the posting of such notice on the Class

website and by the use by the President or Secretary of their best efforts to cause such notice to be sent to each Regular Member via U.S. or electronic mail no later than thirty (30) days prior to the meeting or other event of which notice is to be given, and compliance with the foregoing requirements shall be deemed notice to all Regular Members. Attendance at any meeting of the Class or registration for any reunion at which a meeting of the Class is to be held shall constitute waiver of notice of such meeting.

(b) Ballots. Persons nominated for election as officers of the Class shall be identified, and resolutions proposed by the President or Executive Committee (except for approval of the minutes and other routine matters) shall be stated, on a written ballot of which all Regular Members shall be given notice in accordance with the procedures of Section 4.03 (a). Ballots must be signed and received by the Secretary no later than 3 P.M. (local time) on the date of the meeting at which such action will be considered. Unless revoked by notice delivered to the Secretary or other officer of the Class prior to the start of the meeting to which it applies, a signed ballot received in accordance with the requirements of this Section shall be the vote of the Regular Member at the meeting.

Section 4.04. Quorum. With respect to any meeting properly called and noticed in accordance with this Article IV, there shall be no numerical quorum requirement. However, with respect to any matter brought before the meeting that was not included in a written ballot of which notice was given to Regular Members in accordance with the procedures of Section 4.03 (a), the President or any three (3) members of the Executive Committee or any ten (10) Regular Members present, in their sole discretion, may unilaterally table the matter until the notice and ballot provisions of this Article have been satisfied as to such matter. A majority vote of the combination of the Regular Members in attendance and voting plus the Regular Members voting by written ballot shall serve as the official action of the Class unless the act of a greater number of Regular Members is required by the Class Constitution or these Bylaws.

Section 4.05. Voting. At all meetings of the Class, each Regular Member in attendance may vote individually and not by proxy; however, each Regular Member may vote on resolutions, including the election of the Class officers, by written ballot as described in Section 4.03.

At all elections of Class officers, each Regular Member may cast no more than one (1) vote for any one candidate for each position. Election of Class officers and the passage of all resolutions shall require a majority of the Regular Members voting, unless, by provision of these Bylaws or prior resolution, a greater number shall be required. The number of Regular Members voting on a resolution or for Class officers will include Regular Members voting by written ballot and Regular Members present at the meeting and voting.

Section 4.06. Attendance. All Members shall be entitled to attend any meeting of the Class and to speak upon all issues discussed.

## **ARTICLE V.**

### **EXECUTIVE COMMITTEE**

Section 5.01. Powers. The Executive Committee shall have control and management of all property, business and affairs of the Class, shall conduct the business of the Class on a regular basis and may adopt any procedure or method of performing its duties, including the delegation of duties, or otherwise which it believes to be in the best interests of the Class, unless otherwise restricted by these Bylaws or prior resolution.

Section 5.02. Membership Election and Terms of Office. The Executive Committee shall consist of not less than seven (7) nor more than fifteen (15) members. The President, Vice President, Secretary, Treasurer, Class Agent, Reunions Chairperson and immediate past President shall serve ex-officio. The President may, at his or her discretion, appoint up to eight (8) additional members. Ex-officio members of the Executive Committee shall serve from the date of their respective election or appointment until the earlier of (i) the date on which they no longer hold the office as set forth in these Bylaws or (ii) the beginning of the next fiscal year following the date of the annual meeting at the next major reunion subsequent to their election or appointment as a Class officer; provided, that, such officers shall be deemed to have remained in their offices in regard to satisfying responsibilities relating to such office during the term, such as, but not limited to, the filing of certain reports and financial information with the University.

Section 5.03. Meetings of the Executive Committee. Meetings of the Executive Committee shall be held at such time and place as may be designated in advance by the President or any three (3) members of the Executive Committee upon no less than five (5) days' notice to all members of the Executive Committee sent via U.S. or electronic mail.

Section 5.04. Voting. Voting rights of a member of the Executive Committee shall not be delegated to another nor exercised by proxy.

Section 5.05. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if a written consent to such action is signed by each of the members of the Executive Committee and filed in lieu of minutes of such meeting or each member of the Executive Committee consents to such action by vote communicated to the President or the President's designee in writing and reported at the next meeting.

Section 5.06. Quorum. A majority of the members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business except to adjourn. If a quorum is present when a vote is taken, the affirmative vote of a majority of the members present when the act is taken shall be the act of the Executive Committee, unless the act of a greater number is required by these Bylaws.

Section 5.07. Conference Telephone. Any or all members of the Executive Committee may participate in any meeting by, or through the use of, conference telephone or any other means of communication by which all members of the Executive Committee participating may simultaneously hear each other during the meeting. A member so participating is deemed to be present in person at the meeting for all purposes hereof.

## ARTICLE VI.

## OFFICERS

### Section 6.01. Officers.

(a) The officers of the Class shall be the President, Vice President, Secretary, Treasurer, Reunions Chairperson and Class Agent. Only Regular Members may serve as Class officers.

(b) The President, Vice President, Secretary and Treasurer shall be elected by the Class at its annual meeting at a major reunion. The President shall appoint the Reunions Chairperson and the Class Agent and may appoint such other officers, assistant officers and agents as the President may deem necessary, and shall delegate to such officers their respective powers and duties.

### Section 6.02. Nomination and Election.

(a) Candidates for the offices of the President, Vice President, Secretary and Treasurer of the Class shall be nominated by the Nominating Committee as and in the manner provided in these Bylaws.

(b) The officers, shall be elected by the Class at its annual meeting at a major reunion for a term of five (5) years; provided that such officer shall remain in office until a successor shall have been qualified and elected and, provided, further, that such officer shall be deemed to have remained in such office in regard to satisfying responsibilities relating to such office during the term, such as, but not limited to, the filing of certain reports and financial information with the University. Nothing herein should be deemed to preclude an officer from serving as an officer for successive terms.

### Section 6.03. Removal and Resignation.

(a) Any elected officer may be removed, with or without cause, by a resolution of the Class at a regular or special meeting upon the vote of not less than a majority of the Regular Members in person or by written ballot in the same manner as prescribed in Article IV. Upon a vote for the removal of the President, the Vice President shall assume the duties of the President and shall within thirty (30) days recommend candidates for appointment to a Nominating Committee and shall follow the procedures of Section 7.01 as they may be modified to fit the circumstances by a majority of the Executive Committee. The Vice President shall serve as President until the election of a new President at the next annual or special meeting of the Class. Upon a vote for the removal of any other elected official, the President shall appoint a successor to serve the remaining term.

(b) Any other officer may be removed, with or without cause, by the President with the consent of a majority of the Executive Committee. Upon such removal, the President shall appoint a successor to serve the remaining term.

(c) Any officer may resign at any time. Upon the resignation of any such officer, such replacement shall occur in the same manner as set forth for removal.

Section 6.04. President. The President shall be the chief executive officer of the Class and shall have general supervision, direction and control of the affairs of the Class. The President shall preside at all meetings of the Class and at all meetings of the Executive Committee.

Section 6.05. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President; and when so acting shall have the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed herein or by the Executive Committee.

Section 6.06. Secretary.

(a) The Secretary shall keep, or cause to be kept, a book of minutes, of all meetings of the Executive Committee, as well as of meetings of the Class with the time and place of holding, how authorized, the notice given, and the names of those present.

(b) The President or the Secretary shall give, or cause to be given, notice of all meetings of the Class and of the Executive Committee as required by Bylaws and shall have such other powers and perform such other duties as may be prescribed herein or by the Executive Committee.

(c) The duties of the Secretary as set forth in these Bylaws may be delegated by the Secretary at any time with the consent and approval of the President.

Section 6.07. Treasurer.

(a) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Class, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of accounts shall be open for inspection by any Regular Member at a reasonable time and upon reasonable notice to the Executive Committee. Such examination can occur only in the presence of an elected officer of the Class. At each annual meeting of the Class, the Treasurer or the Treasurer's designee shall report on the financial condition of the Class.

(b) The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Class with such depositories and shall make such investments thereof as may be designated by the Executive Committee. The Treasurer shall disburse the funds of the Class as may be necessary for Class activities and shall render to the President and the Executive Committee as necessary, an account of all transactions as Treasurer and of the financial condition of the Class, and shall have such other powers and perform such other duties as may be prescribed by the Executive Committee. In addition, the Treasurer can designate another Regular Member to perform similar duties to those delineated above, such as acting as Treasurer for the Reunions account, with the prior approval of the President, while continuing to perform oversight responsibility for that designee.

(c) At the expiration of the Treasurer's term of office, all books, money and other property of the Class in the custody of the Treasurer shall be delivered to the Treasurer's successor in office, or, in the absence of a successor, to the President.

Section 6.08. Class Agent, Reunions Chairperson.

(a) The Class Agent shall be responsible for working with the University in connection with annual giving and maintaining the records for the Class in connection with annual giving, and shall have such other powers and perform such other duties as may be prescribed by the Executive Committee.

(b) The Reunions Chairperson shall be responsible for all Class events conducted during reunions, raising the necessary funds therefor, and, together with the Treasurer, keeping account of the assets, liabilities, receipts, disbursements, gains, losses, capital and surplus, which shall be kept separate and apart from other Class assets. The Reunions Chairperson may seek assistance in connection with his or her duties by appointing one or more Regular Members as a Co-chairperson or as responsible for any of the various activities at reunions. The Reunions Chairperson shall have such other powers and perform such other duties as may be prescribed by the Executive Committee.

Section 6.09. Vacancies. Any vacancy that may occur in the office of the President, shall be filled by the Vice President, until a successor is elected. Any vacancy that may occur in any other office shall be filled by an appointment to such office by the President. Any such officer shall hold office until the next election or appointment occurs as set forth herein.

**ARTICLE VII.**

**COMMITTEES**

Section 7.01. Nominating Committee.

(a) At least one hundred and fifty (150) days prior to the annual meeting of the Class at a major reunion, the President shall recommend to the Executive Committee candidates for appointment to a Nominating Committee composed of five (5) Regular Members, not more than three (3) of whom shall be members of the Executive Committee. Within five (5) days of the receipt of such candidates, the Executive Committee shall approve by a majority vote the candidates for the Nominating Committee. In the event that the Executive Committee does not approve one or more candidates, the President, within five (5) days thereafter, shall provide additional candidates for approval. Notice of the appointment of the Nominating Committee and the makeup thereof shall be given to the Regular Members by a posting of such information on the Class website within five (5) days of the final approval thereof.

(b) The Nominating Committee shall nominate at least one (1) Regular Member for election to each of the positions of President, Vice President, Secretary and Treasurer and shall provide the names to the Secretary at least ninety (90) days prior to the annual meeting of the Class at a major reunion. No member of the Nominating Committee may be considered by the Nominating Committee as a candidate for any office. The Nominating Committee shall cause

the Secretary to give notice to all Regular Members, in accordance with the procedures of Section 4.03(a), of all such nominations and the procedure for the submission of other nominations, at least seventy-five (75) days prior to the annual meeting at which the election of officers is to occur.

(c) Other nominations may be made by a submission in writing of not less than five percent (5%) of the Regular Members to the Secretary not less than forty-five (45) days prior to the annual meeting at which the election of officers is to occur. In such event, the written ballot provided by the Secretary of which notice shall be given to all Regular Members pursuant to Article IV shall contain the names of all properly nominated candidates both from the Nomination Committee and from the Regular Members.

Section 7.02. Other Committees. The Executive Committee may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations, and carry on functions for the purpose of efficiently accomplishing the purposes of the Class.

Section 7.03. Voting. Voting rights of members of any committee shall not be delegated to another nor exercised by proxy.

Section 7.04. Quorum. A majority of the members of any committee shall constitute a quorum for the transaction of business.

Section 7.05. Notice of Meetings. Notice of all regular meetings of any committee shall be given to committee members not less than ten (10) days before the meeting is held. Notice of special meetings of any committee may be given by telephone or electronic mail at least twenty-four (24) hours before the meeting is held.

Section 7.06. Conference Telephone. The members of any committee may participate in a meeting of such committee by means of conference telephone or any other means of communication by which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this Article VII shall constitute presence in person at such meeting for all purposes hereof.

## **ARTICLE VIII.**

### **MISCELLANEOUS**

Section 8.01. Fiscal Period. The fiscal period of the Class and the term of office for Class officers shall correspond with the fiscal period of the University.

Section 8.02. Ownership of Property. The title to any property, equipment or apparatus heretofore or hereafter acquired and owned shall be assigned, transferred and vested in the name of the Class, as directed by the Executive Committee.

Section 8.03. Execution of Contracts and Other Documents. Unless otherwise ordered by the Executive Committee, all written contracts and other documents entered into by the Class

shall be executed on behalf of the Class by any of its officers or such other Regular Member as may be authorized by the Executive Committee.

Section 8.04. Notices. Any notice shall be deemed properly given and delivered when made in accordance with the provisions of these By-Laws or when deposited in the U.S. Mail with postage prepaid thereon and addressed to the Regular Member at the address appearing on the Class's official address list, when sent by facsimile transmission to the fax telephone number shown on the University's address list or when sent by email to the email address shown on the Class's official address list. In addition to the procedures of Section 4.03(a), notice of any meeting shall be deemed properly given if such notice is published in Princeton Alumni Weekly and posted on the Class website within the time period prescribed.

Section 8.05. Liability. No officer of the Class or member of the Executive Committee or Nominating Committee shall incur any liability for exercising any of the duties or responsibilities, including the investment and use of the funds and other assets of the Class, prescribed under these Bylaws or otherwise. Actions taken by such officers of the Class or member of the Executive Committee or Nominating Committee shall be presumed to be a valid exercise of the respective duties and responsibilities, unless determined by a court of competent jurisdiction to have been the result of criminal or fraudulent behavior. No Member of the Class shall be entitled to seek claims or damages against any officer of the Class or member of the Executive Committee or Nominating Committee for such actions.

## **ARTICLE IX.**

### **AMENDMENT OF BYLAWS**

Amendment of these Bylaws must be approved by two-thirds (2/3) of the full membership of the Executive Committee. The Secretary shall, within 120 days after adoption by the Executive Committee, send notice to all Regular Members of the amendment, including the form thereof and shall maintain in the official records of the Class and on its website, if any, a copy of the current Bylaws.