CONSTITUTION
PRINCETON UNIVERSITY
CLASS OF 1971

ARTICLE I. Name. The name of this organization shall be the Princeton University Class of 1971.

ARTICLE II. Constitution. This Constitution formally establishes and creates the organization. The provisions of this Constitution shall control and govern all matters affecting the organization, other documents or instruments notwithstanding.

ARTICLE III. Purpose. The purpose of the organization shall be to further the interests, welfare and educational aims of Princeton University, for so long as the organization is in existence, Princeton University remains organized exclusively for charitable, educational or scientific purposes under Sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV. Powers. Subject to the provisions of this Constitution, the organization shall have full power and authority to perform any lawful acts and to exercise any rights not otherwise limited by law. Without limiting the generality of the foregoing, the organization shall have all rights and powers of any unincorporated association under the laws of the State of New Jersey.

ARTICLE V. Financial Limit. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, any member, trustee, officer, director or any other private person. All of the assets and net earnings of the organization shall be used to further the organization’s purpose.

ARTICLE VI. Political Activity. No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VII. General Limits. This organization shall not, except to an insubstantial degree, carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII. Membership. The following shall be members of this organization:
1. Regular Members. All persons who shall at any time have been correctly listed by Princeton University in the Class of 1971 shall be regular members of this organization.
2. Honorary Members. Honorary Members may be elected as provided in the By-laws.

ARTICLE IX. Governing Body. Full management and control of the affairs of this organization is vested in the Executive Committee. The names and addresses of the persons who shall serve on the Executive Committee until their successors are selected are: See Schedule annexed.

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<th>Name</th>
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ARTICLE X. Existence. Unless sooner terminated as provided in the By-laws, the existence of this organization shall terminate when fewer than ten regular members of this organization are living.

ARTICLE XI. Dissolution. Upon the dissolution of this organization, after paying or making provision for all its obligations and liabilities, all of the assets of this organization shall be distributed to Princeton University, so long as it is organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be distributed, by the order of any New Jersey Court with jurisdiction, exclusively for such purposes, or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE XII. By-laws. The Executive Committee may enact, and may from time to time amend, By-laws not inconsistent with the provisions of this Constitution.

ARTICLE XIII. Adoption and Amendment. This Constitution may be adopted, and thereafter amended, by the vote of a majority of the members of the Executive Committee.

ARTICLE XIV. Situs. The organization shall have its situs at Princeton University, Princeton, Mercer County, New Jersey.

Adopted and effective on the 8th day of June, 1985.

Title: President
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
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<tbody>
<tr>
<td>Arthur Lowenstein</td>
<td>484 14th Street</td>
</tr>
<tr>
<td></td>
<td>Brooklyn, New York 11215</td>
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<tr>
<td>Stephen J. Powers</td>
<td>19 Sturges Highway</td>
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<tr>
<td></td>
<td>Westport, Connecticut 06880</td>
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<tr>
<td>Leonard I. Cleeman</td>
<td>10 Crestmont Road</td>
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<td></td>
<td>Montclair, New Jersey 07042</td>
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<tr>
<td>Michael Pepper</td>
<td>1195 Deerfield Place</td>
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<td></td>
<td>Highland Park, Illinois 60035</td>
</tr>
<tr>
<td>David Ball</td>
<td>2 Colony Boulevard</td>
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<td></td>
<td>Wilmington, Delaware 19802</td>
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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 and Honorary 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 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 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. There shall be three (3) classes of membership in the Class as follows:

(a) Regular Members. All persons who have at any time been listed 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 the Class may be elected an Honorary Member of the Class by a vote of 
three-quarters of the full membership of the Executive Committee at any regular or 
special meeting.

(c) Associate Members. Any surviving widow or widower or other partner may 
be elected an Associate Member of the Class by a vote of three-quarters 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 at which business of the 
Class shall be conducted. In addition, at each annual meeting at a major reunion, Regular 
Members shall elect officers of the Class. The annual meetings shall be held at such place and 
time as shall be determined by the President. The President shall fix the place and time of the 
annual meeting at least sixty (60) days prior to such meeting. 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 not less than thirty-five percent (35%) 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 not less than thirty (30) days nor more than sixty (60) days prior to 
the meeting. The business to be transacted at any special meeting shall be stated in the notice 
thereof, and no other business may be considered at that time.

Section 4.03. Voting. At all meetings of the Class, each Regular Member may vote 
individually, but not by proxy; however, each Regular Member may vote on resolutions, 
including the election of the Class officers by written ballot as described herein. At all elections 
of Class officers, each Regular Member may cast no more than one (1) vote for any one 
candidate. 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.
The Secretary of the Class may provide a written ballot with respect to all resolutions, including the election of the Class officers, to each Regular Member. If used, written ballots shall be sent to each Regular Member no later than thirty (30) days prior to the meeting at which such action will be considered. Written ballots must be 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 to be taken into account.

Section 4.04. Quorum; Actions. With respect to any meeting at which a resolution or the election of Class officers is to occur, the actual presence in person of ten percent (10%) of the Regular Members shall constitute a quorum for the transaction of such business. The Regular Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Regular Members to leave less than a quorum. A majority of the Regular Members in attendance when a vote is taken shall be the act of the Regular Members, unless the act of a greater number is required by the Class Constitution or these Bylaws.

Section 4.05. Notice of Meeting. The President or Secretary shall cause notice of any meeting of the Class to be given to each Member. Registration or attendance at reunions or any meeting of the Class shall constitute waiver of notice of such meeting.

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 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. During the time of the annual meeting of the Class, the Executive Committee shall hold its annual meeting at the time and
place designated in advance by the President for the purpose of transacting its business. The President may, upon no less than five (5) days’ notice to the members of the Executive Committee, hold a meeting for the purpose of transacting its business.

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 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.

(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 set forth in these Bylaws; provided that such officer shall remain in office until a
successor shall have been 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 the same manner as prescribed in Section 4.04. Upon a vote for the removal of the President, the Vice President shall assume the duties of the President, until election of a new President at the next annual 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 and an appropriate representative of the University. 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. At least one hundred and twenty (120) 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 and none of whom can be existing elected officers of the Class. 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 formation on the Class website within five (5) days of the final approval thereof. 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 can be considered by the Nominating Committee as a candidate for any office. The Nominating Committee shall cause the Secretary to report all such nominations to all Regular Members in writing (which may be by electronic transmission) at least seventy-five (75) days prior to the annual meeting at which the election of officers is to occur. Other nominations may be made by a submission in writing of not less than five (5) percent 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 Nominating Committee shall assure that all properly nominated candidates are presented to the Class at the time of election for Class officers.

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 telegram 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 shall be the same as for 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 University’s address list, when sent by facsimile transmission to the telephone number shown on the University’s address list or when sent by email to the email address shown on the University’s address list. Notice of any meeting shall also 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 By-Laws 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 a majority of the members 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.