August 15, 2004

To the Trustees of Princeton University:

On behalf of my classmates, I am writing to inform you that the Class of 2004 has ratified the adoption of the class constitution. Thus, we would like to obtain tax-exempt status by participating in the University's group exemption. Thank you so much for your consideration in this matter. We look forward to joining the alumni body of Princeton University.

Sincerely,

Maureen Monagle
Class of 2004 President
CONSTITUTION
PRINCETON UNIVERSITY
CLASS OF 2004

ARTICLE I. Name. The name of this organization shall be the Princeton University Class of 2004.

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 and Princeton University remains organized exclusively for charitable, educational or scientific purposes under Section 501(c)(3) and 170(b)(1)(a) of the Internal Revenue Code of 1986 (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. The 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 1986 (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 1986 (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 2004 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:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Maureen Managle</td>
<td>30 Garrison St, Boston, MA 02116</td>
</tr>
<tr>
<td>William Robinson</td>
<td></td>
</tr>
<tr>
<td>Kristee Sherry</td>
<td>Matt Michelini</td>
</tr>
</tbody>
</table>

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 provisions 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 1986 (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 15 day of August, 2004.

Maureen R. Managle

Title: Class President
WRITTEN CONSENT OF THE EXECUTIVE OFFICERS
OF
THE PRINCETON UNIVERSITY CLASS OF 2004

Dated as of September 1, 2015

The undersigned, constituting the officers of the Princeton University Class of 2004 (the “Class”) do hereby, by written consent and without a meeting, take the following actions and adopt the following resolutions pursuant to Section 14A:6-7.1 of the New Jersey Code:

1. By-Laws and Constitution

WHEREAS, the Class currently has no by-laws;

WHEREAS, the officers of the Class desire to adopt such by-laws for the benefit of the Class;

RESOLVED, that the form, terms and provisions of each of the instruments and documents listed below (the “Class Documents”), substantially in the forms attached hereto as Exhibits A and B, with any departures approved by an Authorized Signatory, be, and hereby, are, in all respects, approved; and

FURTHER RESOLVED, that each of the Co-Presidents, Treasurer, Secretary and Media & Information Officer (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and hereby is, authorized and empowered to execute and deliver the Class Documents to which it is a party, and each of the instruments and documents contemplated thereby, in the name and on behalf of the Class under the corporate seal or otherwise, in the forms attached hereto as Exhibits A and B, with execution by said Authorized Signatory to constitute conclusive evidence of his or her approval of the terms thereof:

(a) the by-laws (in the form attached as Exhibit A, the “By-Laws”); and

(b) the constitution (in the form attached as Exhibit B, the “Constitution”).

FURTHER RESOLVED, that any acts or actions taken by the Authorized Signatories prior to the date hereof with respect to the actions contemplated by the Class Documents be, and hereby are, in all respects confirmed, approved and ratified.

2. General

RESOLVED, that these resolutions will be valid and in effect unless expressly revoked.

RESOLVED, that these resolutions may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single document, and shall become effective as provided in herein, and delivery of an executed signature page to these resolutions by facsimile, electronic mail (e-mail) or portable document format (.pdf) transmission shall be as effective as delivery of a manually signed counterpart of these resolutions.

RESOLVED, that the Secretary and any other Executive Officer of the Class is hereby authorized to execute and deliver any and all instruments or certificates in the name of and on behalf of the Class, as he or she may deem necessary or appropriate to carry out any responsibilities the Class may have, in connection with the above referenced transaction.

IN WITNESS WHEREOF, the undersigned have executed this consent of the Executive Officers of the Princeton Class of 2004 as of the date first written above.
PETER CIONI  
as Co-President  
Dated: 10/07/2015

JEFFREY YELLIN  
as Co-President  
Dated: 

DIXON HAYES  
as Treasurer  
Dated: 

JESSICA DAVIDOFF  
as Secretary  
Dated: 

BRENNA GREENWALD  
as Media & Information Officer  
Dated: 

[Signature Page to Written Consent]
PETER CIONI
as Co-President

Dated: 

JEFFREY YELLIN
as Co-President

Dated: 9/8/2015

DIXON HAYES
as Treasurer

Dated: 

JESSICA DAVIDOFF
as Secretary

Dated: 

BRENNA GREENWALD
as Media & Information Officer

Dated: 

[Signature Page to Written Consent]
PETER CIONI  
as Co-President  

Dated:  

JEFFREY YELLIN  
as Co-President  

Dated:  

DIXON HAYES  
as Treasurer  

Dated:  10/4/15  

JESSICA DAVIDOFF  
as Secretary  

Dated:  

BRENNNA GREENWALD  
as Media & Information Officer  

Dated:  

[Signature Page to Written Consent]
PETER CIONI
as Co-President

Dated: 

JEFFREY YELLIN
as Co-President

Dated: 

DIXON HAYES
as Treasurer

Dated: 

JESSICA DAVIDOFF
as Secretary

Dated: 09/09/15

BRENNNA GREENWALD
as Media & Information Officer

Dated: 

[Signature Page to Written Consent]
PETER CIONI  
as Co-President  

Dated: 

JEFFREY YELLIN  
as Co-President  

Dated: 

DIXON HAYES  
as Treasurer  

Dated: 

JESSICA DAVIDOFF  
as Secretary  

Dated: 

BRENNNA GREENWALD  
as Media & Information Officer  

Dated: 9/14/15
Exhibit A to Written Consent

By-Laws

[See attached]
Adopted as of September 1, 2015

BY-LAWS OF THE PRINCETON UNIVERSITY CLASS OF 2004 (the “Class”)

ARTICLE I: MEMBERSHIP AND DUES

Section 1. Any individual whose membership is certified to be in compliance with the Princeton University Alumni Class Rolls and Regulations Procedures and the Constitution of the Princeton University Class of 2004 shall be a member of the Class (“Regular Member”).

Section 2. Annual dues for Regular Members shall be fixed by the Executive Committee (defined in Article II, Section 1 below), billed by the Treasurer and payable to the Class of 2004.

Section 3. Regular Members and Executive Officers (defined below) shall consider themselves honor-bound to perform all services and committee work assigned to and accepted by them without financial remuneration.

Section 4. Honorary Members can be nominated by any Regular Member by notifying the President (or Co-Presidents) via mail or e-mail or by submitting a nomination by other means provided by the Class. Honorary Members shall be elected by a two-thirds majority vote of the Executive Committee.

ARTICLE II: EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of Co-Presidents (or a President and Executive Vice President), Secretary, Treasurer and Media & Information Officer (each an “Executive Officer” and collectively, the “Executive Officers”) as well as any other class officers serving at that time and the Standing Committee Chairs described in Article II, Sections 2(a) and 2(b) immediately below. The members of the Executive Committee shall serve until their successors are installed.

Section 2. The Executive Committee shall have general supervision over the conduct and day-to-day business of the Class. The Executive Committee shall appoint, by majority vote of a quorum, the following class representatives with such assistants as the Executive Committee shall determine:

a. Technology Chair, two or more Reunions Chair(s) and one or more Annual Giving Class Agent(s), when any office shall for any cause be vacant, to serve for the balance of the unexpired term;

b. Such other agents and committees as shall be deemed appropriate (e.g. Charter Trustees, Community Service Chair, Class Historian and Yearbook Editor, etc.).

c. Such Regional and/or Special Vice Presidents as deemed advisable, who shall have such duties as the Executive Committee and/or the President shall assign to them not inconsistent with these By-laws and the Constitution. Such appointed Regional or Special Vice Presidents shall not be members of the Executive Committee.

Section 3. Meetings of the Executive Committee may be called by either the President or by three members of the Executive Committee on at least ten (10) days’ notice to all members of the Executive Committee. The Executive Committee may meet on shorter notice by unanimous consent of the Executive Committee members. Meetings of the Executive Committee may be conducted by telephone
conference, video conference, or by other electronic means where notice of such means is given along with notice of the meeting.

Section 4. The Executive Committee may create such special committees as it may deem necessary to carry on the work of the Class (“Special Committees”). The President or Co-Presidents will appoint Special Committee members from among the Regular Members of the Class. No current Executive Committee members shall also serve on a Special Committee. Members of a Special Committee are not members of the Executive Committee by virtue of their appointment to the Special Committee. The President or Co-Presidents will appoint a Special Committee Chair from among the members of the Special Committee. The term of the Special Committee Chair shall not exceed the length of the unexpired term of the Executive Officers. Special Committee members, including the chair, shall serve at the pleasure of the Executive Committee. The Special Committee Chairs shall present plans of work to the Executive Committee or its designee. No Special Committee shall commence work without the approval of said plans.

ARTICLE III: APPOINTMENT OF EXECUTIVE OFFICERS

Section 1. The Executive Officers shall be nominated and appointed at five year intervals, corresponding to every five-year Princeton Reunions cycle. Such nominations and appointments shall occur as soon as practicable after each major five-year Reunions.

Section 2. Any Regular Member of the Class can nominate themselves or another Regular Member of the Class for an Executive Officer position to the current Executive Committee serving at such time (the “Incumbent Executive Committee”) up to two months prior to the election of officers. The Incumbent Executive Committee members shall invite nominations from the membership and shall gather not less than two nominees for each office to the extent practicable. The Incumbent Executive Committee shall then appoint each member of the successive Executive Committee from among the nominees for each position based on a majority vote. Appointment results will be announced to the Class. Any member of the Incumbent Executive Committee who is a nominee for any position on the successive Executive Committee shall recuse him or herself from the vote on that position.

Section 3. Only those who have signified their consent to serve if appointed shall be nominated for or appointed to such office. Such consent may be signified to a member of the Executive Committee by electronic mail (e-mail) or by other means in writing.

Section 4. Executive Officers shall assume their official duties on the July 1st or as soon as practicable immediately following their appointment. They shall serve for a term of five years and shall remain in office until their successors are installed. Executive Officers and Standing Committee Chairs shall be limited to two full five-year terms in the same position in succession, provided that at least two other candidates are nominated for the position in the subsequent election, but can otherwise serve as many terms as desired.

Section 5. A vacancy occurring in any office for any reason shall be filled for the unexpired term by a Regular Member of the Class elected by a majority vote of the remaining members of the Executive Committee. In case a vacancy occurs in the office of President (or a Co-President), the Executive Vice President or other Co-President shall act as President until the election and shall serve notice of said election.
Section 6. If any of the Executive Committee members shall be consistently unavailable, unreachable or otherwise not satisfactorily performing their duties, an Executive Officer may make a motion to remove such officer (the “Underperforming Officer”) at the next Executive Committee meeting, and such meeting shall be called and scheduled according to the procedures set forth in these By-laws (an “Adjudication”), with written notice (delivered via mail or e-mail) given to all of Executive Committee members at least ten (10) days in advance that such meeting will include an Adjudication. The Underperforming Officer can be removed upon a motion and a unanimous vote of the Executive Officers (excluding the vote of the Underperforming Officer).

ARTICLE IV: APPOINTMENT OF STANDING COMMITTEE CHAIRS

Section 1. The Standing Committee Chairs appointed by the Executive Officers may consist of a Technology Chair, two or more Reunions Chairs and one or more Annual Giving Class Agents, whose respective duties are described in Article V, as deemed appropriate by the Executive Committee. Other discretionary Standing Committee Chairs, including but not limited to a Community Service Chair and Charter Trustees, may be created by the Executive Officers and filled by appointment at any time. The terms of the Technology Chair, Reunions Chairs and Annual Giving Class Agents and any other discretionary Standing Committee Chairs, shall coincide with the terms of the Executive Officers. The Technology Chair, Reunions Chairs and Class Agents shall be appointed by the Executive Officers as soon as possible after the first meeting of the newly installed Executive Officers.

Section 2. Only those who have signified their consent to serve if appointed shall be appointed to such office. Such consent may be signified by mail or e-mail to a member of the Executive Committee or by other means in writing.

Section 3. A vacancy occurring for any reason in the office of a Standing Committee Chair can be filled for the unexpired term by a Regular Member elected by a majority vote of the Executive Officers, notice of such election having been given. Such vacancy is not required to be filled as long as a minimum of one Annual Giving Class Agent, one Technology Chair and two Reunions Chairs continue to serve at all times. The Executive Officers may, in their discretion, determine that a Standing Committee Chair position is no longer needed and dissolve such position based on a majority vote of the Executive Officers as long as a minimum of one Annual Giving Class Agent, one Technology Chair and two Reunions Chairs continue to serve at all times.

ARTICLE V: DUTIES OF EXECUTIVE OFFICERS AND STANDING COMMITTEE CHAIRS

Section 1. The duties and powers of the Executive Officers, Standing Committee Chairs, and any other positions created at the discretion of the Executive Officers, shall be to serve on the Executive Committee, to promote general class programs and projects, to represent the Class on appropriate occasions, and to perform all the duties attendant to each such office respectively whether or not specifically set forth in these By-laws. All officers shall perform the duties outlined in these By-laws and those assigned to them from time to time. All officers, trustees and Standing Committee Chairs shall deliver to their successors all official material not later than one month following the expiration of their term in office.

Section 2. The President (or Co-Presidents) shall:

a. Preside at all meetings of the Class and the Executive Committee;
b. Be a member(s) ex-officio of all committees, except the nominations committee;

c. Coordinate the work of the officers and committees, in order that the interests of the Class and Princeton University may be promoted;

d. Give such authorizations and approvals and make such determinations as are hereinafter provided by these By-laws; and

e. Report annually to the membership on the state of Class and University affairs.

Section 3. The Executive Vice President (if applicable) shall:

a. Act as general aide to the President;

b. Act in the place of the President in his or her absence or incapacity, until such time as a successor to the president is elected and installed; and

c. Be a member ex-officio of all committees, except the nominations committee.

d. Coordinate the work of the officers and committees, in order that the interests of the Class and Princeton University may be promoted;

Section 4. The Secretary shall:

a. Keep or supervise all records of the Class, except financial records;

b. Provide regular class notes for the Princeton Alumni Weekly;

c. Provide for the distribution of newsletters and other class communications as may be appropriate;

d. Keep an accurate record of all meetings of the Class, Executive Committee, Standing and Special committees and provide a summary of same to members of the Executive Committee periodically; and

e. Conduct all correspondence delegated to the Secretary.

Section 5. The Treasurer shall:

a. Be responsible for all general class assets;

b. Keep a full and accurate account of receipt and disbursements which shall be reviewed annually by the Executive Committee;

c. Make disbursements in accordance with the approved budget, as authorized by the Executive Committee;

d. Present a financial summary report to the Executive Committee and the University as per the procedures set forth by the University;

e. Raise necessary class funds by annual dues and other means;
f. Maintain class accounts in any bank upon written authorization of any other two officers of the Class; and

g. Deposit with or without interest and invest and reinvest the assets of the Class in any investment or reinvestment which shall be first approved unanimously at any meeting of the Executive Committee.

Section 6. The Media & Information Officer shall:

a. Maintain online social media presence on class accounts through regular posting and dissemination of class or University updates including classmate accomplishments and class initiatives and programs;

b. Create and manage content on class website in collaboration with Technology Chair;

c. Manage class databases, rosters and lists; and

d. Work with other Executive Officers to plan, organize and promote class events and initiatives.

Section 7. The Annual Giving Class Agent(s) shall:

a. Organize and have general responsibility for the raising of funds for Annual Giving;

b. Maintain records of the Class in connection therewith; and

c. Report annually to the membership the result of the Annual Giving campaign both for the Class and for Princeton University.

Section 8. The Technology Chair shall:

a. Organize, maintain and update the class website; and

b. Consult with and assist the Executive Committee in all class matters having a technology component including the creation of databases as necessary.

Section 9. The Reunions Chairs shall:

a. Organize and have general responsibility for every 5-year class Reunions event as well as annual Reunions events;

b. Raise and supervise necessary funds for Reunions events, in collaboration with Treasurer as necessary;

c. With notification to the Executive Committee, appoint such class members to assist as necessary (“Reunions Sub-Chairs”), as long as 20% of Reunions Chairs and Reunions Sub-Chairs have participated significantly in planning or organizing past Reunions events whether as a student or an alumnus/alumna.
ARTICLE VI: AMENDMENT OF BY-LAWS

Section 1. These by-laws may be amended from time to time by a two-thirds (2/3) super-majority vote of the currently-serving Executive Committee and the immediately preceding Executive Committee.
Exhibit B to Written Consent

Constitution

[See attached]
CONSTITUTION
PRINCETON UNIVERSITY
CLASS OF 2004 AMENDED 2015

ARTICLE I. Name. The name of this organization shall be the Princeton University Class of 2004 (the “Organization”).

ARTICLE II. Constitution. This Constitution formally continues the Organization and provides a revised form of the Organization’s governing document. 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 and 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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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Standing Committee chairs as described in the By-laws (collectively, the “Executive Committee”). The names of the persons who shall serve on the Executive Committee until their successors are selected are:

Name:

Peter Cioni (Co-President)
Jeffrey Yellin (Co-President)
Dixon Hayes (Treasurer)
Jessica Davidoff (Secretary)
Brenna Greenwald (Media & Information Officer)

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 1986 (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 as of the 1st day of September, 2015.