

AMENDED AND RESTATED  
CONSTITUTION

PRINCETON UNIVERSITY  
CLASS OF 1968

ARTICLE I. Name. The name of this unincorporated organization shall be the Princeton University Class of 1968.

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 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 distributed to, any member, trustee, officers, 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 listed by Princeton University in the Class of 1968 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 Board of Governors. The names and addresses of the persons who shall serve on the Board of Governors until their successors are selected are:

CHAIRMAN

Philip L. Webster  
Apartment #51  
1509 Sherbrooke Street West  
Montreal, Quebec H3G1M1  
Canada

VICE CHAIRMAN

Thomas R. Johnson  
608 Poia Place  
Sewickley, PA 15143

TREASURER

Gordon R. Harrison  
616 Lakeview Terrace  
Princeton, NJ 08540

CO-SECRETARIES

John P. Doran  
124 19th Street  
Pacific Grove, CA 93950-2609

CLASS AGENT

C. McKenzie Lewis, III  
5759 Long Brake Circle  
Edina, MN 55439-2619

J. Kenneth Michaelchuck  
N54W7348 Cider Mill Court  
Cedarburg, WI 53012-1737

ARCHIVIST

James H. Bedell  
1269 Druid Road East  
Clearwater, FL 33756-8205

Stephen T. Whelan, Jr.  
Penthouse # 1-B and 1-C  
200 Riverside Boulevard  
New York, NY 10069

REUNION CO-CHAIRMEN

William F. Etherington  
1312 Loch Lomond Lane  
Richmond, Virginia 23221

ALUMNI COUNCIL REP.

Hugh Wachter  
18933 Orchard Terrace Road  
Hagerstown, MD 21740

John E. Gore, Jr.

47 Governors Lane  
Princeton, NJ 08540

PLANNED GIVING

Frederick H. Osborn, III  
200 Osborn Drive  
PO Box 347  
Garrison, NY 10524-0347

MEMORIAL AGENT

William F. Etherington  
1312 Loch Lomond Lane  
Richmond, Virginia 23221

AT LARGE MEMBERS  
(Term expires as indicated)

(2006)  
Todd Barber  
Apt. # 7B  
13-19 Franklin Place  
Morristown, NJ 07960

(2007)  
Charles D. Byers, Jr.  
91 Battle Road  
Princeton, NJ 08540-4945

(2008)  
Robert S. Faron  
1117 Buchanan Street  
McLean, VA 22101-2962

(2009)  
Slade R. Metcalf  
Five James Road  
Mount Kisco, NY 10549-3721

ARTICLE X. Existence. Unless sooner terminated as provided in the By-laws, the existence of the 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 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 Board of Governors 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 Board of Governors.

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

Adopted and effective on the \_\_\_\_\_ day of \_\_\_\_\_, 2005.

BYLAWS OF  
PRINCETON UNIVERSITY CLASS OF 1968

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RESTATED AND AMENDED  
BY-LAWS OF  
PRINCETON UNIVERSITY CLASS OF 1968

(As of Fall, 2020)

ARTICLE I

Members

Section 1.1 Qualification of Members. All persons who are listed officially by Princeton University as being in the Class of 1968 shall be regular members of the Class together with such honorary members as may be elected by the vote of a majority of the regular members of the Class present at any annual meeting.

Section 1.2 Dues. The Board of Governors may establish such periodic dues and other assessments and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases as the Board of Governors shall deem necessary or appropriate.

Section 1.3 Transfer of Membership. Membership in the Class is nontransferable. Members shall have no ownership rights or beneficial interests of any kind in the assets of the Class.

Section 1.4 Annual Meeting of Members. The Class shall hold annual meetings at or around the time of the annual Reunion at Princeton University. If no reunion is held in any year, or if a planned annual meeting cannot be held due to overriding circumstances, the Board of Governors may schedule an annual meeting at such place or by video or other electronic means as the Board may determine.

Section 1.5 Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by the Chairman of the Board of Governors, and shall be called by the Chairman at the request of regular members constituting at least 5% of the then living regular members of the Class.

Section 1.6 Place of Meeting. Each meeting of the members shall be held at such place within the Borough or Township of Princeton, New Jersey as may be designated in the notice of meeting, or, if no place is designated in the notice, at the main office of Alumni Engagement of Princeton University, except as may be provided pursuant to Section 1.4. Alternatively, a meeting of members may be held in whole or in part by video conference or electronic telephone conference at which all members attending have the opportunity to hear and speak. At such time as there are fewer than 50 members remaining in the class, the membership may vote, upon recommendation of the Board of Governors, to eliminate the requirement for a meeting in Princeton, New Jersey and hold the annual meeting at another location more convenient for more members.

Section 1.7 Notice of Meeting. Notice (as provided in Section 4.6) of each meeting of the members stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than forty-five days before the date of the meeting, by or at the direction of the Chairman, or the Secretary, or the other officer or person calling the meeting, to each member entitled to attend such meeting. Any member may waive notice of any meeting before, at or after such meeting. The attendance in person or by proxy of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 1.8 Proxies. At each meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by such member's duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Class before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 1.9 Quorum; Voting. The regular members present (either in person or by video conference or other electronic means) at an annual meeting or special meeting of the Class shall constitute a quorum. Each regular member is entitled to one vote on each matter submitted to a vote of the members entitled to vote thereon. Except as otherwise expressly provided in these Bylaws or in the Class Constitution, any issue submitted to a vote of the Class shall be decided by a majority vote of those regular Class members present and voting or voting by proxy or remotely. In the event a meeting of members cannot be held in person, or is held by video conference or similar remote means, a vote on any proposal requiring the action of the members may be taken by allowing members to provide their approval or disapproval by email or other means determined by the Board of Governors, provided that at least ten percent of the members of the class provide votes in this manner within a reasonable period of time.

Section 1.10 Proposals by Members. Members may propose a resolution or other action to be taken up at an annual or special meeting of members in the following manner. A petition to add a matter to the agenda of a meeting of members may be submitted in writing to the Chairman of the Board of Governors signed by at least ten members at least thirty days prior to a meeting of the members. Upon receipt of a properly submitted proposal, the Chairman shall ensure that the topic is considered at the upcoming meeting, and that such proposal is included in the Notice of the meeting provided to members of the Class.

## ARTICLE II

### Board of Governors

Section 2.1 General Powers. The governance of the Class is vested in a Board of Governors to be assisted in specific duties by the Officers of the Class. The Board of Governors shall have final authority over all Class business, and over all matters contained in these Bylaws.



Section 2.2    Membership of Board of Governors.

(a)    The Board of Governors shall have between fifteen (15) and twenty (20) voting Members, consisting of two classes:

1.    At Large Members – The Board of Governors shall normally have between four (4) and eight (8) At Large Members, to be selected as described in subsection 2.2(b). The term of At Large Members shall begin on July 1 following the scheduled date of each Major Reunion, and continue for five years. The Board of Governors may reappoint an At Large Member for one additional consecutive term. An At Large Member who initially was appointed to fill a vacancy which lasts less than two and one-half years until the next Major Reunion may be reappointed twice.

2.    Ex Officio – The following Officers of the Class shall be members of the Board of Governors: Chairman, Vice-Chairman, Treasurer, one or more Secretaries, Class Annual Giving Agent, Class Archivist, one or more Reunion Chairmen, Memorialist, Webmaster, Planned Giving Agent, and Alumni Engagement Representative.

(b)    At Large Members of the Board of Governors shall be selected on a random basis from regular class members desiring to serve on the Board of Governors. Every five years, or more often if the Board of Governors deems it necessary, the Secretary will solicit names of the regular Class members interested in serving on the Board of Governors. The Secretary will arrange this group into an order of precedence by random selection of names. As regular vacancies or unexpected vacancies occur on the Board of Governors, Class Members will be asked by the Secretary to serve as At Large Members in the order of precedence established by the Secretary.

Section 2.3    Powers of the Board of Governors. The powers of the Board of Governors include, but are not restricted to, the following:

(a)    General supervision of the conduct of Class business, including the duties of the Officers.

(b)    Representation of the Class to Princeton University and its office of Alumni Engagement;

(c)    Collection and expenditure of Class dues, reunion receipts, and other funds voted by the Board of Governors.

(d)    Appointment of persons from among the regular members of the Class to the following positions. Each term shall be for five years starting after the scheduled date of each Major Reunion, unless otherwise provided. There is no limit on the number of terms any member of the Class may serve in one of these positions.

1.    Class Reunion Chairmen, who shall have general charge of all Class events conducted during Reunions, including the raising, disbursement and accounting of the necessary funds therefor. Such plans and fund allotments must be presented to the Board of

Governors for approval before the Reunion. Any regular member of the Class or Board of Governors, including the Chairman and Vice-Chairman, may be a Reunion Chairman

2. Class Agent for Annual Giving, who shall have charge of the Annual Giving solicitation, including solicitation of planned gifts to the University, and records of the Class in connection therewith.

3. Class Archivist, who shall have charge of Class records and memorabilia as the Board of Governors may direct.

4. Class Memorialist, who shall have charge of all memorials, participation in appropriate ceremonies at Princeton University, and who shall prepare memorials for distribution to Class members and publication in the Princeton Alumni Weekly. A member of the Board of Governors may serve as Memorialist.

5. Class Planned Giving Chairman, who shall have charge of solicitation of planned gifts. Unless otherwise determined by the Board of Governors, the Class Agent for Annual Giving shall also act as Planned Giving Chairman.

6. Class Representative to the Alumni Engagement office, to be chosen for a one-year term from the Board of Governors; the Alumni Engagement Representative may be re-appointed.

7. Class Webmaster, who shall have charge of the Class website and coordinate electronic communications with Class members on behalf of the Board of Governors or any Class Officer. A member of the Board of Governors may serve as Webmaster.

8. An assistant for any of the Class Officers named in section 2.2 of this article. The assistant may vote at Board of Governors meetings in the absence of the named Officer.

9. Such other agents or committees as it shall deem appropriate.

(e) Appointment of persons to fill vacancies in the offices of Secretary and Treasurer.

(f) Each of the officers appointed pursuant to Subsection (d) above shall transmit to the Class Secretaries copies of Class records kept by them in their capacities as Class officers at least once per year.

Section 2.4 Class Participation in the Board of Governors. All members of the Class are at all times invited and encouraged to attend meetings of the Board of Governors to express their views and participate in discussions of Class matters without vote. The Chairman of the Board of Governors shall arrange to announce meetings of the Board of Governors by electronic means to the members of the Class at least 15 days prior to the meeting.

Section 2.5 Meetings of the Board of Governors.

(a) The Board of Governors shall meet at least twice each year. One of the meetings shall coincide with Reunions at Princeton, The Chairman shall send written notice of meetings to all members of the Board of Governors,

(b) Each member of the Board of Governors shall have one vote. In the event that there is present at a Board of Governors meeting more than one elected Secretary and more than one Reunion Chairman, they shall each have one vote.

(c) A quorum shall consist of a majority of the current members of the Board of Governors, but not less than four members, except if, by vacancy, the Board of Governors consists of nine or fewer members, the minimum quorum shall be three members.

(d) Once a quorum is established at a meeting, majority vote of the members present (in person or by electronic means) shall constitute proper action of the Board of Governors.

(e) A member who cannot attend a Board of Governor meeting may give a proxy vote on any specific proposal which has been stated in the written notice of the meeting. General proxies are not permitted. Proxies may count toward a quorum for a vote on the specific issue only.

(f) The Chairman of the Board of Governors may, when necessary, conduct a vote of the Board of Governors by telephone or video conference or other electronic means. Affirmative vote by a majority of the full membership of the Board of Governors is necessary to take valid action by telephone or video conference vote.

(g) The Board of Governors shall, to the extent possible, meet with the President of the University, the financial Vice-President, the Head of the Student Government, office of Alumni Engagement and such other people as the Alumni Engagement Representative or the Board of Governors may deem useful.

Section 2.6 Meetings by Telephone or Other Electronic Means. Members of the Board of Governors or any committee thereof may participate in a meeting of the Board of Governors or any committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 2.7 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Governors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board of Governors or any committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Board of Governors or any committee members. A collated, electronic copy of such action by written consent shall be effective, and shall be retained in the records of the Board of Governors.

Section 2.8 Standard of Care. Members of the Board of Governors, whether At Large or Ex Officio, shall act in good faith, in a manner the Governor believes to be in the best interest

of the Class, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use in similar circumstances. Members of the Board of Governors shall avoid situations where their personal interests may be in conflict with the interests of the Class. If a matter arises which may violate the limitation in the preceding sentence, such Governor shall recuse himself from consideration of such matter and temporarily absent himself from any meeting of the Board of Governors when such matter is considered.

### ARTICLE III

#### Officers and Agents

Section 3.1 Chairman of the Board of Governors. The Board of Governors shall elect a Chairman, who shall serve until his successor is elected. The Chairman May succeed himself. The duties of the Chairman shall include the following, without being restricted thereto:

- (a) Preside over meetings of the Board of Governors and Class general meetings.
- (b) Arrange and call meetings of the Board of Governors.
- (c) Coordinate activities among Officers and other Class members given duties by the Board of Governors.
- (d) Make reports to the Board of Governors and the Class. The Chairman shall report at least once a year by letter to the Class, and at Reunions.
- (e) Act as Class liaison with the office of Alumni Engagement, assisted by the Class Alumni Engagement Representative.
- (f) When necessary, carry out or delegate any function or activity delegated in the Constitution, these Bylaws or by vote of the Board of Governors to any Officer, Board of Governors member or other Class member,
- (g) Carry out other duties as directed by the Board of Governors.

Section 3.2 Vice-Chairman of the Board of Governors. The Board of Governors shall elect a Vice-Chairman, who shall serve until his successor is elected. The Vice-Chairman shall carry out duties of the Chairman at any time the Chairman is unable to act, or if the position of Chairman is vacated, pending election of a new Chairman. The Vice-Chairman may but is not required or expected to succeed to the position of Chairman.

Section 3.3 Secretaries and Treasurer. The Class Secretary or Secretaries and the Class Treasurer shall be elected every five years by vote of the Class. The Board of Governors shall solicit names of persons interested in these positions, and shall arrange for voting at a Class meeting at Reunions or by mail or electronic means.

(a) Secretary – The Board of Governors may vote to have up to three persons share the duties of Secretary. If this is done, the top vote recipients in the election for Secretary shall jointly hold the office. The duties of the Secretary are as follows:

1. To keep and monitor all records of the Class, including the tracking of records kept by other persons given duties under these Bylaws.
2. To provide regular Class Notes for the *Princeton Alumni Weekly* and send out such newsletters or other Class communications as may be appropriate, including mailing of ballots.
3. To keep minutes of all meetings of the Class and of the Board of Governors.
4. To canvass Class members every five years to determine their interest in serving on the Board of Governors.
5. Such other duties as may be voted by the Board of Governors.

(b) Treasurer – The duties of the Treasurer are as follows:

1. To be responsible for all general Class assets.
2. To raise necessary Class funds by dues or by other means, in all cases as approved by the Board of Governors.
3. To sign checks on the Class bank account and pay bills of the Class.
4. To render detailed financial reports to the Board of Governors at least once a year, or as requested by the Board of Governors. If the Treasurer cannot attend a Board of Governors meeting, he shall provide the Chairman with an oral or written financial report as requested.
5. To open one or more Class bank accounts in any bank or other financial institution approved by the University which accounts are insured by the Federal Deposit Insurance Corporation upon the written authorization of the Board of Governors.
6. To deposit with or without interest and, if authorized by affirmative vote of a two-thirds majority of the full membership of the Board of Governors, to invest and reinvest the assets of the Class.
7. To provide funds for travel expenses as voted by the Board of Governors.
8. Such other duties as voted by the Board of Governors.

## ARTICLE IV

### Miscellaneous

Section 4.1 Account Books, Minutes, Etc. The Class shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Governors and other committees. All books and records of the Class may be inspected by any regular member of such person's accredited agent or attorney, for any proper purpose at any reasonable time.

Section 4.2 Fiscal Year. The fiscal year of the Class shall be the 12-month period ending on June 30.

Section 4.3 Designated Contributions. The Class may accept designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in its Constitution. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Class shall reserve, the right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure, or distribution thereof in connection with any special funds, purposes or use. Further, the Class shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Class' tax exempt purposes.

Section 4.4 Reference to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1968, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 4.5 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 4.6 Manner of Giving Notices. Whenever in these Bylaws there is a requirement or provision for the giving of a notice, such notice may be given by U.S. mail, postage prepaid, to the address of the Class member on file with the University, or by electronic or other similar means then regularly in use for business or social communications.

Adopted: November 17, 2020



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Robert S. Faron

Title: Chairman of the Board of Governors