

**SECOND AMENDED AND RESTATED CONSTITUTION  
PRINCETON UNIVERSITY  
CLASS OF 1983**



ARTICLE I. *Name.* The name of this organization shall be the Princeton University Class of 1983.

ARTICLE II. *Constitution.* This Second Amended and Restated Constitution (this “Constitution”) supersedes the Amended and Restated Constitution of the Princeton University Class of 1983, as adopted Spring 1983 and amended as of May 15, 2004. 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, including by providing a vehicle for fellowship, cooperation and communication among the members of the organization, 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).

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 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 are officially listed by Princeton University as being members of the Class of 1983.
2. Honorary Members. Honorary Members may be elected by a majority vote of the Executive Committee.

ARTICLE IX. *Governing Body.* Full management and control of the affairs of this organization is vested in the Executive Committee, the members of which shall consist of the organization’s President, its Secretary, its Treasurer, and such other elected and/or appointed officers as may be determined by a majority vote of the Executive Committee.

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.* Having been duly adopted by members of the organization, this Constitution may be thereafter amended by the vote of a majority of the voting 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 12<sup>th</sup> day of May, 2018.

A handwritten signature in blue ink, appearing to read 'William E. Bandon, III', is written over a horizontal line.

William E. Bandon, III, President

## **Bylaws of the Princeton Class of 1983**

- I. **NAME:** The name of the organization is the Princeton University Class of 1983 (the “Class”).
- II. **ORGANIZATION:** The Class is an unincorporated association under the laws of the State of New Jersey. It is also a member of the group exemption of Princeton University (the “University”), and as such, is subject to the general supervision and control of the University. By virtue of being a member of the group exemption, the Class is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Class shall conduct its activities exclusively for educational purposes within the meaning of Section 501(c)(3) of the Code and subject to the Second Amended and Restated Constitution adopted by the Class as of May 12, 2018, and approved by the University (the “Constitution”). In the event of a conflict between the terms of these Bylaws and the terms of the Class’s Constitution, the terms of the Constitution shall prevail.
- III. **PURPOSE:** The purpose of the Class is to further the interests, welfare and educational aims of Princeton University. The Class shall also:
  - A. Provide services and programs to alumni that enrich their lives and encourage their lifelong engagement with the University, with its faculty and students, and with their fellow alumni.
  - B. Sustain robust and civil lines of communication among alumni, and in both directions between alumni and the University.
  - C. Encourage lifelong commitments by alumni to the life of the mind by offering educational opportunities of various kinds.
  - D. Promote alumni service to members of the University community, including other alumni; to the University itself; in their home communities; and in the broader global community.
  - E. Ascertain the needs and interests of the University’s increasingly diverse alumni body to provide services and programs that meet their diverse needs and interests.
  - F. Seek both to maximize participation in its programs and activities and to reach out to alumni who are not currently engaged in the ongoing life of the University.
  - G. Conduct its activities in conformance with policies and guidelines adopted by the University for alumni associations that are members of its group exemption, including but not limited to those policies and guidelines set forth on Appendix A.
- IV. **EXECUTIVE COMMITTEE MEMBERS:** The Executive Committee is the Class’s governing board, and it shall have no fewer than three members.

The Executive Committee shall include a President, a Treasurer, a Secretary, and two (2) Members-at-Large, each of whom shall be elected by members of the Class at such times and for such terms as set forth in Article VI . The Executive Committee shall also include an Executive Vice President, up to four (4) Vice Presidents, the Reunion Chair, the Class Agent, the Class

Technology and Communications Chair, and the Class Historian, each of whom shall be appointed by the President. The President shall be a Princeton University alumnus/alumna.

In addition, any member of the Class who is serving on the University's Board of Trustees, shall also serve as voting members of the Executive Committee. The immediate past President shall serve as a voting member of the Executive Committee for five (5) years after leaving office. The President shall also appoint, as additional voting members of the Executive Committee, from one (1) to three (3) persons, not otherwise already serving in any of the above roles, each of whom must have previously served in an appointed or elected class office, so long as the resulting total number of individuals then serving on the Executive Committee is an odd number.

Each individual voting member of the Executive Committee shall have one vote regardless of whether such individual holds more than one Class office.

The Executive Committee shall have the authority to create such other Executive Committee offices with such responsibilities as it deems advisable. Co-officers are also permitted.

The President, the Secretary, the Treasurer and the two (2) Members-at-Large shall serve a term of up to five (5) years and until a successor is elected and qualified. Each other Executive Committee member shall serve a term of up to five (5) years and until a successor is named. All Executive Committee members may succeed themselves, except for the President .

#### V. DUTIES OF EXECUTIVE COMMITTEE MEMBERS, INCLUDING CLASS OFFICERS:

Each member of the Executive Committee, including those holding any office set forth in Article IV hereof ("Class Officers"), shall perform the duties and have the responsibilities attendant to each such office respectively set forth under these Bylaws, or needed to achieve the goals of these Bylaws. Members of the Executive Committee (including Class Officers) shall, as required, represent the Class on appropriate occasions. At all times, members of the Executive Committee (including Class Officers) are expected to promote class unity and spirit, including by (a) consistently demonstrating respect for fellow Class members, regardless of their race, gender, sexual orientation, ethnicity, national origin, religion, disability, handicap, or other legally protected status, (b) acting with civility and sensitivity to fellow Class members' individual needs for acceptance and inclusion, (c) conducting themselves with the honor, dignity and integrity that is consistent with the ideals of the Class and of the University, (d) refraining from public expressions of support for sexist, racist, homophobic or other extreme forms of antisocial behavior, and (e) refraining from conduct when acting as a Class Officer or Executive Committee member which involves solicitations or mass communications for any personal, commercial (e.g., ads or spamming) or political activity.

The President shall convene and conduct all meetings of the Class and the Executive Committee, appoint the appointed officers of the Executive Committee, supervise and coordinate activities of the Class, serve as a liaison with the University's Office of Alumni Affairs, appoint subcommittees as needed, give such authorizations and approvals and make such determinations as are provided in these By-Laws, provide for and supervise the preparation, distribution and tabulation of ballots for all Class elections, and have such further duties as ordinarily pertain to the office of President.

The Executive Vice President shall convene and conduct meetings and take over the duties of the President in the President's absence or incapacity, and perform such other duties as may be delegated to the Executive Vice President.

The Treasurer shall collect all Class dues and other contributions to the Class; keep the books and accounts of the Class; have custody of all funds and other general assets of the Class; prepare and submit an annual financial report of the Class to, and such other information requested by, the University so that the Class may be included in the University's group tax return; render to the Class a copy of such annual financial report, as well as an annual mid-year report, and such other periodic reports of the financial condition of the Class as directed by the President of the Class; attend to the payment of bills and obligations; and have such further duties as ordinarily pertain to the office of Treasurer. All funds of the Class shall be deposited by the Treasurer in accounts of the Class in a bank designated by the Executive Committee, and the assets of the Class, if any, may be invested and reinvested by the Treasurer in any investment or reinvestment which shall be first approved by the Executive Committee and subject to the continuing review of the President.

The Secretary shall keep and supervise the non-financial records of the Class (including overseeing the transfer of records between successive officers), keep minutes of all meetings of the Class membership and the Executive Committee, including attendance and actions, provide regular Class notes for the Princeton Alumni Weekly and send out such Class communications as may be appropriate, and have such further duties as ordinarily pertain to the office of Secretary. The Secretary shall also be the Class's main contact person for responding to inquiries.

Each Vice President shall coordinate activities in the region, or for the affinity group, or as to such subject matter, for which that Vice President has been designated by the President (so long as such Vice President, if designated for a regional portfolio, is still a resident of the designated region), and perform such other duties as may be delegated to them.

The Members-at-Large shall serve as ombudspersons for the Class, in that members of the Class may raise issues or refer other matters to any Member-at-Large, or such Member-at-Large may raise an issue or other matter to the Executive Committee on their own motion, including matters pertaining to upholding the standards of conduct of the members of the Executive Committee and otherwise best fulfilling the purpose of the Class to further the interests, welfare and educational aims of the University pursuant to the goals set forth in Article III hereof. A Member at Large may also serve in another appointed office if so designated by the President.

The Class Reunion Chair shall have general charge of all Class Reunions, raising of necessary funds therefor, appointment of Reunions sub-chairs as necessary, and banking and disbursement of such funds, subject to the continuing review of the President.

The Class Agent for Annual Giving shall direct the Class's solicitations of member gifts to the University in the name of the Class and the University consistent with the overall campaign strategy established by the University's Annual Giving Committee, supported by the Class's Annual Giving office liaison. The Class Agent shall (i) recruit Class members as volunteers on the Class's Annual Giving team (and may appoint a Special Gifts Chair and a Participation Chair

when necessary), (ii) keep records of the Class in connection with Class solicitations, and (iii) otherwise provide leadership to the Class volunteer team through regular communication with them, the Annual Giving office and Class members during the year.

The Class Technology and Communications Chair shall be responsible for maintaining the Class's technology and electronic media capabilities, including maintaining the Class website (and soliciting Class members as volunteers in this effort), shall act as the primary contact with the Class's website and technology providers (including the University and other third parties as applicable), shall recommend a Class communications strategy, and shall be responsible for overseeing the posting and maintaining news, events and other content on the Class website and social media pages, and maintaining contacts and exchanging information with other alumni groups.

The Class Historian shall be the archivist and collector of Class history via members' remembrances, documentation of past Class events, and, when relevant and as necessary, recollections or documentation from others who may have direct knowledge of the Class and its history. The Historian shall work with the University's archivists in preserving such materials at the University. The Historian shall also serve as or oversee the Class's memorialist, who creates, on behalf of the Class, appropriate tributes for deceased Class members. The Historian shall conduct research as necessary to better convey to the Class and the University community the Class's collective story. With the assistance of volunteers, the Historian will work to create an enduring record of the Class and its contributions to the University and beyond, an exercise which, ideally, will further the Class's spirit and unity.

The President may delegate to members of the Executive Committee, or to subcommittees consisting of Executive Committee members and/or other members of the Class selected by the President, additional duties if necessary for successful operation of the Class. These duties may include, but are not limited to, coordinators and contacts with appropriate University functions such as the Development Office.

**VI. NOMINATION, ELECTION, RESIGNATION AND REMOVAL OF EXECUTIVE COMMITTEE MEMBERS:** Elections for President, Secretary, Treasurer and Members-at-Large shall be open and publicized to the entire Class's membership.

Nominations for elections of the President, the Secretary, the Treasurer and the Members-at-Large shall be made by a nominating committee appointed by the President at least four (4) months prior to the next major Reunion of the Class. The nominating committee shall consist of at least five (5) Class members, including three (3) current Executive Committee members, including the President who shall be an ex-officio member and committee chair. It shall nominate, by majority vote of those members of the Committee present and voting, at least one candidate for each such office and present its report to the Executive Committee at least three (3) months prior to the next major Reunion of the Class. Membership on the Committee shall not disqualify a member of the Class from nomination for any office, provided, that no member of the Committee may vote on the nominations for any office for which that member is a candidate for nomination.

The President shall advertise to the members of the Class the slate of nominated candidates at least seventy-five (75) days prior to the next major Reunion of the Class. Additional nominees may be proposed prior to the election, provided that their names shall be submitted to the President in writing at least forty-five (45) days prior to the next major Reunion of the Class accompanied by signatures of at least ten (10) members of the Class.

Election of the President, the Secretary, the Treasurer and the Members-at-Large shall be conducted by such electronic or other balloting means as is provided by the University. The ballot, in addition to listing the nominees of the Nominating Committee, shall contain provisions for votes for write-in candidates. There shall be no electioneering.

The Executive Committee shall fill any vacancies in an office of the Executive Committee caused by any reason, including but not limited to death, incapacity, resignation or removal, at a meeting of the Executive Committee. Any member so elected to fill a vacancy shall serve for the remainder of the unexpired term.

Any member of the Executive Committee may resign by submitting a written resignation to the President of the Class. Such resignation shall be effective as of the date received by the President of the Class and shall automatically terminate the person's membership on the Executive Committee.

Any member of the Executive Committee may be removed for cause with the approval of at least three-quarters (3/4) of the entire Executive Committee.

VII. MEETINGS OF MEMBERS: A meeting of the Class's membership shall be held at least once every five (5) years, during the Class's major Reunion, at the headquarters site for such Reunion as may be designated that year by the University. Special meetings of the membership may be held, at such time and place as the President, or two or more members of the Executive Committee, shall determine. At the Reunions meeting of the Class, the report of the results of the election of the President, the Secretary, the Treasurer and the Members-at-Large shall be provided to the Class. Notice of any other Class meetings shall be mailed or sent electronically to each member at least thirty (30) days prior to a meeting. The Class shall strive to hold at least one in-person meeting of Class members per year during Reunions weekend at such University location and time as the President, or two or more members of the Executive Committee, shall determine. Notice from the University or the President containing information on the upcoming Reunion will constitute notice of such Class meeting. However, at any membership meeting, members may participate by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other. The members present shall constitute a quorum at any duly called meeting of the membership.

VIII. MEETINGS OF THE EXECUTIVE COMMITTEE: Meetings of the Executive Committee shall be held at such times and places as the President, or two or more members of the Executive Committee, shall determine. Notice of all Executive Committee meetings shall be mailed or sent electronically to each Executive Committee member at least five (5) days prior to a meeting. There shall be at least two (2) Executive Committee meetings per year. The presence of at least a majority of the members of the Executive Committee shall constitute a quorum, but less than a quorum shall have the power to adjourn a meeting from time to time until a quorum is present.

Except as otherwise provided in these Bylaws, decisions of the Executive Committee shall be made by a majority of those present and eligible to vote. An Executive Committee member shall not be entitled to vote on any matter directly involving the member or which will or is reasonably likely to cause an actual or apparent conflict of interest. Any or all members of the Executive Committee may participate in a meeting of the Executive Committee by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other.

Executive Committee members shall attend or participate in meetings, as schedules permit, and shall endeavor to help administer the Class's affairs and finances and help to promote the goals of the Class to other interested parties. Executive Committee members are expected to attend a majority of the regular meetings each year.

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 stated action is signed by at least a two-thirds (2/3) majority of the members of the Executive Committee and such written consent is filed with the minutes of proceedings of the Executive Committee. Such written consent may be a ratification of action previously taken.

- IX. DUES: Dues shall be assessed each member according to a rate established by the Executive Committee. Dues are payable to the Treasurer annually upon receipt of the first dues mailing in the new fiscal year. Payment of dues is not required for membership or for voting purposes.
- X. AMENDMENTS: These Bylaws may be amended or repealed by a majority vote of the entire Executive Committee at a meeting, provided the amendments have been provided in writing, by mail or electronically, to each committee member at least fifteen (15) days in advance of the meeting. Prior to taking effect, all amendments must be reviewed and approved by the Office of Alumni Affairs of Princeton University.

These Bylaws have been approved by the Executive Committee of the Princeton University Class of 1983 on the 7th day of June, 2018.

Signature /s/ Bernice Kiyo Glenn  
Bernice Kiyo Glenn, Secretary

APPENDIX A:

1. The then-current Class Officers Handbook issued by the University,
2. The University's then-current Rights, Rules, Responsibilities, and
3. The then-current TigetNet Policy.