

**CONSTITUTION
PRINCETON UNIVERSITY
CLASS OF 2005**

ARTICLE I. Name The name of this organization shall be the Princeton University Class of 2005.

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 instrument 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 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:

- Regular Members. All persons who shall at any time have been correctly listed by Princeton University in the Class of 2005 shall be regular members of this organization
- 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:

Name	Address
President – Surabhi Saraswati	
Vice President – Anne-Louise Bigliuni	
Secretary – Carolyn Cross	
Treasurer – Lisa Newman-Wise	

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 31st day of May, 2005

Surabhi Saraswati

Title: President, Princeton University Class of 2005

**WRITTEN CONSENT OF THE OFFICERS
OF
THE PRINCETON UNIVERSITY CLASS OF 2005**

Dated as of October 24, 2012

The undersigned, constituting the officers of the Princeton University Class of 2005 (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;

WHEREAS, the officers of the Class desire to adopt a revised constitution 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 President, Vice President, Treasurer and Secretary (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.

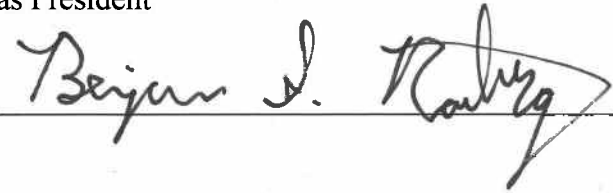
RESOLVED, that these resolutions may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single document, and shall become effective as provided in herein, and delivery 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 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 Officers of the Princeton Class of 2005 as of the date first written above.

BENJAMIN ROSENBERG
as President


_____ 12/5/12

ZACHARY N. GOLDSTEIN
as Vice President

ELLIOTT DORSCH
as Treasurer

CAROLYN B. CROSS
as Secretary

IN WITNESS WHEREOF, the undersigned have executed this consent of the Officers of the Princeton Class of 2005 as of the date first written above.

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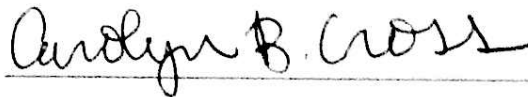


Exhibit A to Written Consent

By-Laws

[See attached]

Adopted as of October 24, 2012

BY-LAWS OF THE PRINCETON UNIVERSITY CLASS OF 2005

ARTICLE I: MEMBERSHIP AND DUES

Section 1. Any individuals 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 2005 shall be a member of the Class.

Section 2. Annual dues for membership shall be fixed by the Executive Committee and billed by the treasurer and payable to the Class of 2005.

Section 3. Members shall consider themselves honor-bound to perform all services and committee work assigned to and accepted by them without financial remuneration.

ARTICLE II: ELECTION OF OFFICERS

Section 1. The elected officers of the Class shall consist of a President, an Executive Vice President, a Secretary and a Treasurer. These officers shall be elected at five year intervals, commencing at graduation. Election of officers shall occur between April and the end of June of each major reunion year from the names presented by the Nominating Committee in a supervised election conducted in accordance with accepted Alumni Council procedures. Write-in nominations are acceptable and will be counted. Election results will be announced to the members of the Class.

Section 2. Officers shall assume their official duties on July 1 immediately following election. They shall serve for a term of five years and shall remain in office until their successors are installed.

Section 3. Nominations for officers and shall be made by a committee on nominations consisting of three members appointed by the Executive Committee, together with two members of the Class Council, two months prior to the election of officers. The Executive Committee members shall appoint, from among their number, a Nominations Committee Chair, who shall serve ex-officio, and shall be responsible for the general conduct of the election. This committee shall invite nominations from the membership, shall report not less than two nominees for each office to the membership to the extent practical and shall prepare brief biographical sketches of each nominee for inclusion in its report. In the event that more than two nominees are presented for any one office, the single transferable vote system will be used in determining the outcome of the election.

Section 4. Only those who have signified their consent to serve if elected shall be nominated for or elected to such office.

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Section 5. A vacancy occurring in any office for any reason shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Class Council, notice of such election having been given. In case a vacancy occurs in the office of president, the Executive Vice President shall act as President until the election and shall serve notice of said election.

Section 6. If any of the President, the Executive Vice President, Secretary or Treasurer or any standing committee chair (each an "Executive Officer") shall be consistently unavailable or unreachable to other class officers, an Executive Officer may make a motion to remove such officer (the "Officer in Question") at the next Executive Committee meeting, which meeting shall be called and scheduled according to the procedures set forth in these bylaws (an "Adjudication"), with written notice given to all of Executive Officers ten (10) days in advance that such meeting will include an Adjudication. The Officer in Question can be removed upon a motion and a unanimous vote of the Executive Officers present at the Adjudication (excluding the vote of the Officer in Question).

ARTICLE III: APPOINTMENT OF STANDING COMMITTEE CHAIRS AND CHARTER TRUSTEES

Section 1. The standing committee chairs appointed by the Class Council shall consist of between one and three class agent(s), a technology chair and one or two reunions chair(s). The charter trustees of the Class shall number not more than ten. Charter trustees shall be appointed by the Class Council. The terms of the class agent(s), technology chair and reunions chair(s) shall coincide with the terms of elected officers. The terms of the charter trustees shall continue until a successor(s) are installed at the direction of the Class Council.

Section 2. The class agent(s) and reunions chair(s) shall be appointed by the other members of the Executive Committee as soon as possible after the first meeting of the newly installed officers.

Section 3. Only those who have signified their consent to serve if appointed shall be appointed to such office.

Section 4. A vacancy occurring for any reason in the office of class agent and reunions chair shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Committee, notice of such election having been given. In case a vacancy occurs in the office of charter trustee, the Class Council shall appoint a person to fill the vacancy.

ARTICLE IV: DUTIES OF OFFICERS, TRUSTEES AND STANDING COMMITTEE CHAIRS

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Section 1. The duties and powers of the officers, trustees and standing committee chairs shall be to serve on the Class Council, 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. In addition, the officers and standing committee chairs shall serve on the Executive Committee.

Section 2. The President shall:

- a. Preside at all meetings of the Class and the Executive Committee;
- b. Preside at all meetings of the Class Council;
- 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;
- e. Give such authorizations and approvals and make such determinations as are hereinafter provided by these By-laws; and
- f. Report annually to the membership on the state of Class and University affairs.

Section 3. The Executive Vice President 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.

Section 4. The Secretary shall:

- a. Keep or supervise all records of the Class, including the supervision of records kept by any other person given duties in these By-laws, 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, Class

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Council, standing and special committees and provide a summary of same to members of the Class Council 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 Class Council;
- c. Make disbursements in accordance with the approved budget, as authorized by the Executive Committee;
- d. Present a financial report at every annual meeting of the Class and at other such times as are requested by the Executive Committee or Class Council;
- 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 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 7. The Technology Chair shall:

- a. Organize, maintain and update the class website;
- b. Consult with and assist the Executive Committee and the Class Council in all class matters having a technology component; and

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c. With the approval of the Executive Committee appoint such class members to assist him as may be deemed advisable.

Section 8. The Reunions Chair(s) shall:

- a. Organize and have general responsibility for the annual class meetings ;
- b. Raise necessary funds for annual class meetings;
- c. Supervise all funds collected for class meetings, including records of the Class in connection therewith (which the treasurer shall bank and disburse as the reunions chairs shall require); and
- d. Report annually to the membership on the attendance and activities at class meetings.

Section 9. Charter Trustees shall assist generally in all class concerns.

Section 10. 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 11. Anything hereinbefore or hereinafter contained to the contrary notwithstanding, the authorization or approval or determination of any class officer, trustee or standing committee chair shall not be required when said individual is without the United States at the time such authorization, approval or determination would otherwise be required under these By-laws

ARTICLE V: EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the President, Executive Vice President, Secretary, Treasurer and the standing committee chairs. The members of this 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 and shall by majority vote of a quorum appoint to serve as it shall determine, to perform the following duties and render such reports as the Executive Committee shall require, the following class representatives with such assistants as the Executive Committee shall determine:

- a. Reunions chair(s), technology chair and class agent(s), when any office shall for any cause be vacant, to serve for the balance of the unexpired term;

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- b. Class historian and yearbook editor; and
- c. Such other agents and committees as shall be deemed appropriate.
- d. 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 or the Class Council.

Section 3. Meetings of the Executive Committee may be called by either the President or by three members of the Executive Committee on ten days' notice to all members of the Executive Committee. The Executive Committee may meet on shorter notice by unanimous consent of the 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 w/ notice of the meeting.

ARTICLE VI: CLASS COUNCIL

Section 1. The Class Council shall consist of the Executive Committee and the trustees. The members of the Class Council shall serve until their successors are installed.

Section 2. The Class shall set policy for the class and shall act in general in an advisory capacity to the Executive Committee in all other class affairs.

Section 3. The Class Council shall, by majority vote of the Council, appoint to serve as it shall determine the class officers and charter trustees, when any of these offices shall for any cause become vacant, to serve for the balance of the unexpired term.

Section 4. The Class Council shall hold such meetings as the President shall authorize, but not less than one annually. A simple majority of the Class Council membership shall constitute a quorum at any such meeting.

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ARTICLE VII: MEETINGS

Section 1. Meetings of the Class shall be held as directed by the Executive Committee. Twenty (20) days' notice shall be given of change of date.

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Section 2. Special meetings of the Class may be called by the Class Council at its discretion with sufficient notice to the membership.

Section 3. The annual meeting shall be held during Reunions Week at Princeton University, at such place as the Executive Committee shall determine. If the annual meeting is to be held at a location other than Princeton University, the reunions chair shall give sixty (60) days notification of such change to the membership.

Section 4. The members present at such annual and special meetings shall constitute a quorum.

ARTICLE VIII: SPECIAL COMMITTEES

Section 1. The Executive Committee may create such special committees as it may deem necessary to carry on the work of the Class. The term of each chair shall not exceed the length of the unexpired term of the class officers. Special Committee members, including the chair, shall serve at the pleasure of the Executive Committee.

Section 2. The chairs of all special committees shall present plans of work to the Executive Committee or its designee. No committee shall commence work without the approval of said plans.

ARTICLE IX: AMENDMENT OF BY-LAWS

Section 1. These by-laws may be amended from time to time by a majority vote of the Class Council.

Exhibit B to Written Consent

Constitution

[See attached]

CONSTITUTION
PRINCETON UNIVERSITY
CLASS OF 2005 AMENDED 2010

ARTICLE I. Name. The name of this organization shall be the Princeton University Class of 2005.

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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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.

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Regular Members. All persons who shall at any time have been correctly listed by Princeton University in the Class of 2005.

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 Executive Committee shall consist of the President, Executive Vice President, Secretary, Treasurer, Class Agent, the Reunions Chair, the Technology Chair and the Chair of any other standing committee, as provided in the By-laws as in effect from time to time.

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.

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Adopted and effective as of the 24th day of October, 2012.