

THE BY-LAWS OF THE ALUMNI COUNCIL OF THE ALUMNI ASSOCIATION OF PRINCETON UNIVERSITY

Amended and Restated as of March 30, 2019

1. OFFICERS

1.1 The Officers of the Alumni Council (the “Council”) shall consist of a Chair, Vice-Chair, Treasurer, Assistant Treasurer and such additional officers as may be determined by the Council, which officers shall be elected by the Council at the annual meeting of the Council in the odd years, to serve from July 1 in the year of elections for terms of two years and until their successors shall be appointed or elected as provided in these By-Laws.

1.2 The Chair shall preside at all the meetings of the Council and of the Executive Committee of the Council. In the Chair’s absence, the Vice-Chair shall take the Chair’s place. In the absence of the Chair and Vice-Chair, the Council or the Executive Committee may elect its presiding officer. Pending such election, the Director of the Council shall serve pro tem as presiding officer of any meeting of the Council called for purposes of such election and/or for other purposes. The Chair and Vice-Chair shall be ex officio members of each committee provided for in these By-Laws and of committees otherwise appointed, with the exception of the Nominating Committee.

1.3 The Treasurer, subject to such regulations as may from time to time be prescribed by the Council or the Executive Committee, shall have custody of the funds of the Council collected from Undergraduate Alumni classes, the Association of Princeton Graduate Alumni, the Affiliated Groups as defined in Art. VII of the Constitution, Regional Associations and other similar sources and investment income related thereto. Such funds of the Council shall be subject to draft on the signature of the Treasurer or the Assistant Treasurer or such other person or persons as may be designated by resolution of the Executive Committee or by a writing signed by any two of the Chair, Vice-Chair and Treasurer. The Treasurer shall keep proper books of account and shall make a report to the Council of its accounts at the end of each fiscal year. The Treasurer shall present an account to the Executive Committee whenever requested to do so and shall normally provide interim financial reports. The Director shall provide administrative support to the Treasurer in the preparation of the accounts and reports contemplated by this Section.

1.4 The President of Princeton University shall appoint the Director of the Council, who need not be an alumnus/a of Princeton University. The Director shall be responsible for implementing the programs of the Council. The Director shall be an ex officio member of the Alumni Association and of the Alumni Council, and of each committee provided for in these by-laws and of the committees otherwise appointed. The

Director shall serve as Secretary at all the meetings of the Council and of the Executive Committee of the Council, and he or she shall keep the records of the Council and shall give notice of its meetings. The Director shall send to each member of the Council, after meetings of the Executive Committee, full copies of minutes or summaries of the meetings. The Director shall keep the books, papers, documents, and records of the Council and the Executive Committee and shall notify the chair of each standing committee of the date of such committee's periodic reports to the Executive Committee.

2. STANDING COMMITTEES

2.1 The following shall be standing committees of the Council:

- a. Planning and Review
- b. Communications and Technology
- c. Class Affairs
- d. Regional Associations
- e. Princeton Schools
- f. Princetoniana
- g. Reunions

The chairs of each of these committees shall be appointed by the Chair of the Council to serve from the date fixed in each appointment until the following July 1, or until a successor shall be appointed. Committee appointments or removals may be made by the committee chair, at any time, with the concurrence of the Chair of the Council.

Committees shall be constituted so as to reflect the diversity in all its dimensions of the Alumni Association as a whole. Without limiting the generality of the foregoing, at least one Graduate Alumnus/a shall normally and to the extent practicable be appointed to serve on each of the standing committees, including service where appropriate as chair.

2.2 Special Standing Committees

- a. Committee to Nominate Alumni Trustees

In accordance with the "Plan of Nominating and Electing Alumni Trustees for Princeton University," there shall be a Committee to Nominate Alumni Trustees consisting of nine members elected by the Council in accordance with Article 4 hereof for terms of three years each, commencing July 1, in such manner so that the terms of three members shall expire each year. The Chair of the Council, in consultation with the Director of the Council, shall designate a chair of this committee from among its members.

- b. Committee on Nominations

There shall be a Committee on Nominations for the positions set out in Section 4.1 hereof, consisting of five members, no more than two of whom shall be members of the Executive Committee. The chair of the committee and its members shall be appointed by the Chair of the Council for terms of two years each commencing July 1; such terms shall be staggered so that no more than three members' terms shall expire in any given year.

c. Committee on Awards For Service to Princeton

There shall be a Committee on Awards for Service to Princeton, consisting of nine members appointed as provided in Section 2.1 of these By-Laws, except that their terms shall be for three years each, commencing July 1, and in such a manner so that the terms of at least three members shall expire each year.

2.3 Additional Committees

- a. The Executive Committee may establish such additional standing committees as it may from time to time deem advisable by amendment to Section 2.1 of these By-Laws.
- b. The Chair of the Council may establish such ad hoc committees for such purposes and terms as the Chair may from time to time deem advisable. Such ad hoc committees shall not be extended beyond the term of the current Chair unless expressly extended by the incoming Chair.

3. SPECIAL ALUMNI REPRESENTATIVES

3.1 The Council of the Princeton University Community

There shall be four alumni representatives on the Council of the Princeton University Community to serve for terms of two years each, in such a manner so that the terms of two representatives shall expire each year.

3.2 *Princeton Alumni Weekly*

There shall be six alumni representatives on the Board of the *Princeton Alumni Weekly*. Three alumni with professional experience in the editorial side of journalism shall be nominated and elected by the Council, one elected each year for a three year term; two alumni with professional experience in publishing shall be nominated and elected by the Council in different years for a three year term;

and one Graduate Alumnus/a with professional experience in the editorial side of journalism or in publishing shall be nominated by the Association of Princeton Graduate Alumni and elected by the Council for a three-year term in years in which there is no election in the category of alumni with professional experience in publishing.

3.3 Representatives referred to in this Article 3 shall be nominated and elected in accordance with Article 4 hereof.

4. NOMINATIONS AND ELECTIONS

4.1 The Committee on Nominations, after obtaining the consent of each candidate, shall cause to be distributed annually by mail, by electronic communication or by other acceptable means to members of the Council, at least 45 days prior to its annual meeting, a notice setting forth the names of alumni candidates for each of the following positions and for any vacancy in those positions which has occurred since the last election.

- a. Chair, Vice-Chair, Treasurer, and Assistant Treasurer of the Council - one or more nominees for two year terms; in the odd-numbered years only.
- b. Ten Regional Association Officers to serve on the Executive Committee (as determined by the Council taking into account the geographic distribution of alumni across regions and so as to reflect the diversity in all its dimensions of the Alumni Council as a whole), one-half elected each year for two year terms. There shall be no more than four nominees for every two positions.
- c. Eight Class Officers to serve on the Executive Committee - four elected each year for two year terms. There shall be no more than eight nominees for every two positions.
- d. Two Alumni Faculty members to serve on the Executive Committee- one elected each year for two year terms . There shall be no more than two nominees for each position.
- e. Two Alumni Representatives on the Council of the Princeton University Community - two or more nominees for two year terms.
- f. Two Alumni Representatives on the Board of the *Princeton Alumni Weekly* - two or more nominees for a three year term.
- g. Three members on the Committee to Nominate Alumni Trustees - three or more nominees for three year terms.

4.2 Additional nominations of alumni candidates for any position to be filled may be made by a petition signed by twenty or more members of the Council. Such petitions shall be submitted to the Director of the Council at least 30 days prior to the annual meeting. No Council member may sign a petition on behalf of more than one candidate for the same position.

4.3 A ballot listing the names of all candidates nominated shall be mailed or sent by electronic communication or by other acceptable means to the members of the Council, at least 15 days prior to the annual meeting. Ballots must be marked, signed or electronically submitted if so provided, by the member and returned in the envelope provided, by electronic communication if so provided, or by other acceptable means. They must be received at the Director's office at least two days prior to the meeting to be valid. The candidate(s) receiving the highest number of votes for each position to be filled shall be declared elected at the annual meeting.

4.4 Vacancies occurring in any elective office or other position the Council fills by election may be filled by the Executive Committee until action is taken by the Council. Vacancies occurring in any appointed office shall be filled by the Chair of the Council.

5. MEETINGS

5.1 The Council's annual meeting shall be held on Friday of Reunions weekend. Regular meetings may be held at such time and place as shall be determined by the Chair of the Council or by the Executive Committee. Special meetings shall be held at the request of at least twenty members of the Council. Notice of meetings of the Council shall be mailed or communicated by electronic means by the Director to all members of the Council at least two weeks before the meeting, provided that notice of special meetings may be mailed or communicated by electronic means at least one week before the meeting. Notice of a special meeting shall specify the purposes for which the meeting has been called and no other business shall be transacted at such meeting.

5.2 The Executive Committee shall normally hold its regular meetings three times during each fiscal year and may additionally meet at the call of the Chair of the Council or the Director of the Council, at such time and place as the Chair or Director shall determine. Notice of all such meetings shall be mailed or communicated by electronic means by the Director to all members of the Executive Committee at least one week before the meeting. The presence in person or by representative of a simple majority plus one of the then current members of the Executive Committee shall constitute a quorum for purposes of all meetings of the Executive Committee.

6. ORDER OF BUSINESS

6.1 At meetings of the Council and of the Executive Committee, the order of business shall be determined by the Chair of the Council. The Chair of the Council may invite one or more guests to participate in all or any part of a meeting, on a non-voting basis, and at the pleasure of the Chair.

6.2 Any matter within the purposes set forth in Article II of the Constitution of the Alumni Association of Princeton University may be brought by petition to the Council or the Executive Committee for consideration. Such matters to be considered by the Council or the Executive Committee must be presented to the Chair or to the Director in the form of a petition signed by at least twenty alumni of Princeton University in time for notification to the Council membership or to the Executive Committee membership at least two weeks before a regularly scheduled meeting of such body. Matters brought to the attention of the Council or the Executive Committee by this method shall be considered as “new business.” Alumni petitioners may appear at the meeting of the Council or Executive Committee to present the subject matter of their petition and to participate in the discussion, but they may not vote on the particular matters unless they are members of the Council or Executive Committee.

7. FISCAL YEAR

7.1 The fiscal year of the Council shall end on June 30.

8. AMENDMENTS

8.1 These By-Laws may be amended by a majority vote of those present at any meeting of the Council, or at any meeting of the Executive Committee, provided that notice of the amendment, setting forth its terms or a summary thereof, is included in the notice of the meeting.

9. COUNCIL REPORTS

9.1 Each year the Chair of the Council shall deliver a report to the members of the Council.

10. INDEMNIFICATION

10.1 To the full extent permitted by law, the Council shall prevail upon Princeton University to indemnify and hold harmless, pursuant to Section 24.2 of the by-laws of the Trustees of Princeton University, any person from all costs, expenses, and liabilities imposed or reasonably incurred in connection with or resulting from any claim, action, or other proceedings by reason of the fact that such person was an officer, member, or agent of the Council. “Costs, expenses, and liabilities” include expenses, attorney’s fees, court costs, judgments, fines, amounts paid in settlement and other losses

actually and reasonably incurred by such person in connection with such claim, action or proceeding. This provision is in addition to, and shall not affect, any other rights to which the individuals involved, or the Council may be entitled, except that no individual shall be entitled to be reimbursed or otherwise to recover twice for a single cost, expense, or liability.

11. DUES

11.1 The Council shall assess and collect dues in such amounts and at such times as may be decided from time to time by the Council, from Classes of Undergraduate Alumni, from the Association of Princeton Graduate Alumni, from Regional Associations and from Affiliated Groups (as defined in Article VII of the Constitution). Funds received pursuant to this section (and investment income related thereto) shall be applied to expenses of the Council and/or the Executive Committee and other committees of the Council referred to herein, in accordance with the annual budget adopted by the Council.

12. EFFECTIVE DATE

11.1 The effective date of these amended and restated By-Laws is March 30, 2019.