

**PRINCETON UNIVERSITY
PRINCETON AREA ALUMNI ASSOCIATION**

**BY-LAWS
As amended and restated as of July 21, 2013**

ARTICLE I – Name

The name of this organization (hereinafter referred to as the “Association”) is the Princeton University Princeton Area Alumni Association.

ARTICLE II – Territory and Members

Section 2.1. Territory. The territory of the Association shall cover the portions of New Jersey having postal zip codes as set forth on Exhibit A hereto, as such Exhibit A may be amended from time to time by the Executive Committee in conjunction with the Alumni Association of Princeton University.

Section 2.2. Eligibility and Membership. Any person meeting the definition of an “alumnus” as set forth in Article I of the Constitution of the Alumni Association of Princeton University, parents of current students, and spouses of deceased alumni, residing within the territory of the Association may be a member of the Association.

Section 2.3. Non-Resident Members. The Executive Committee may extend membership to anyone otherwise eligible for membership but residing outside the territory of the Association.

Section 2.4. Honorary Members. The Executive Committee may name honorary members, who shall be entitled to free membership. Honorary members shall not have the right to vote or to hold office, unless otherwise approved by the Executive Committee.

Section 2.5. Meeting of Members. The members shall meet each year, and special meetings of the members shall be held, at such times and places as the Executive Committee or the President may determine. At the Annual Meeting, election of Directors and Officers shall take place as needed and a report by the President (including information concerning the work of the Committees) shall be submitted. If requested by the President, a report of one of more Committees shall also be submitted. Notice of the meeting shall be given to the membership, by mail or electronic communication, at least thirty (30) days prior to the meeting.

Section 2.6. Quorum and Voting. Fifteen (15) members shall constitute a quorum at any meeting of the membership of the Association. The affirmative vote of a majority of all voting members present at any meeting shall constitute approval. Each member with the right to vote hereunder shall be entitled to one (1) vote.

ARTICLE III – Executive Committee

Section 3.1. Composition. The affairs of the Association shall be managed by an “Executive Committee,” consisting of Directors, Officers and Committee Chairs, to be elected or appointed from among the membership of the Association as hereinafter provided. In addition, the immediate past President shall be a voting member of the Executive Committee. All Trustees of Princeton University, whether active or emeritus, who are members of the Association shall be non-voting members of the Executive Committee. The Executive Committee may invite the Regional Committee Chair of the Princeton Prize in Race Relations and the President of each Affiliated Group (as set forth in Article VII of the Constitution of the Alumni Association of Princeton University) to designate a representative of each such group to serve as a non-voting member of the Executive Committee. Except as otherwise provided in this section, each member of the Executive Committee shall be entitled to one vote.

Section 3.2. Election of Directors. There shall be six (6) Directors who shall be elected for terms of three (3) fiscal years and until their respective successors are elected or appointed as provided herein in case of vacancies. No Director shall hold office for more than two (2) consecutive terms although shall otherwise be eligible for re-election. A Director shall not be eligible for election as an Officer during his/her term of office, but may simultaneously serve as a Committee Chair. Directors shall be elected by a vote of the majority of members of the Association present at an Annual Meeting.

Section 3.3. Duties of Directors. Directors serve the function of members-at-large of the Executive Committee, advising and participating regularly and as needed.

Section 3.4. Nomination and Election of Directors and Officers. The Nominating Committee, made up of members of the Executive Committee, shall be responsible for identifying, qualifying and nominating Directors and Officers.

Section 3.5. Vacancies. The President shall have the power to fill vacancies in the positions of Directors and Officers that occur between annual meetings, with the approval of the Executive Committee. Any such appointment shall be for the remainder of the unexpired term.

Section 3.6. Meetings. Meetings of the Executive Committee may be called by the President or Vice President and shall be held at such times and places as the President or Vice President may direct, but in no event shall such meetings be held less than quarterly. Notices of all meetings of the Executive Committee shall be mailed or sent electronically to each member of the Executive Committee at least five days in advance of the meeting.

Section 3.7. Quorum and Voting. Seven (7) members of the Executive Committee shall constitute a quorum. An Executive Committee member who is unable to attend may give a proxy to any other member. The member giving such proxy shall be counted as present for quorum purposes but such proxy may not be voted. A majority of all voting members present at any meeting shall constitute approval. Each member shall be entitled to one (1) vote, regardless of holding multiple offices.

ARTICLE IV – Officers

Section 4.1. Election. The Officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer. Officers shall be elected by vote of a majority of the members of the Association present at the annual meeting in alternate years.

Section 4.2. Terms of Office. Each Officer shall hold office for the term of two (2) years and until a successor is elected and qualified. All Officers may succeed themselves, except that the President and Vice President may hold their respective offices for no more than two (2) consecutive terms although shall otherwise be eligible for re-election. All elected Officers shall take office at the beginning of the next fiscal year.

Section 4.3. President. The President shall (a) preside at all meetings of the members and of the Executive Committee, (b) give, or cause to be given, notice of all meetings of the members and of the Executive Committee required to be given under these By-Laws, (c) be the chief executive officer of the Association, and (d) see that the orders and policies of the Association and of the Executive Committee are properly carried out.

Section 4.4. Vice President. The Vice President shall perform all the duties of the President in the event of the absence or resignation of the President.

Section 4.5. Secretary. The Secretary shall (a) attend all meetings of the members of the Association and of the Executive Committee, (b) record and retain in a legible and accessible format the minutes thereof, (c) keep a record of the names and addresses of all members of the Association, (d) have charge of all correspondence of the Executive Committee, and (e) exercise and perform the duties pertaining to the office of Secretary of the Association.

Section 4.6. Treasurer. The Treasurer shall (a) receive and have custody of the monies and other valuables of the Association, including dues, (b) keep all monies of the Association on deposit in the name and to the credit of the Association at such bank or banks as the Executive Committee may designate, (c) disburse the funds of the Association upon the approval of either the President or the Vice President for disbursements less than \$250 in any single transaction, and approval of both the President and Vice President for disbursements greater than or equal to \$250 in any single transaction, (d) keep full and accurate accounts of receipts and disbursements, and other valuables on hand, in books of account belonging to the Association to be kept for the purpose, and (e) prepare and furnish to the Executive Committee at its meetings, or whenever the Executive Committee may require, a report of all transactions of the Treasurer and of the financial condition of the Association, which report may be in condensed form or in such form as the President or the Executive Committee shall prescribe.

ARTICLE V – Committees

Section 5.1. Committees. The Committees of the Association shall be designated from time to time by the Executive Committee. The Chairs of these Committees will be voting members of the Executive Committee.

Section 5.2. Nominating Committee. The Nominating Committee shall be appointed as needed by the President in consultation with the Executive Committee. It shall have a minimum of three (3) members and shall be responsible for developing a slate of candidates to be presented at the Annual Meeting for the filling of open positions of Directors and Officers.

Section 5.3. Committee Membership. All Committee Chairs shall be appointed by the Executive Committee. All members of the Association shall be given the opportunity to volunteer for any Committee on an annual basis and anyone who so volunteers shall automatically be deemed a member of that Committee.

ARTICLE VI – Dues

The Executive Committee shall determine the dues to be assessed upon the members and may, for dues purposes, divide the membership into subclasses based on the year of graduation, non-residency or other criteria, to be determined by the Executive Committee in its discretion from time to time. Dues are payable to the Treasurer annually in each new fiscal year.

ARTICLE VII – Fiscal Year

The fiscal year of the Association shall be the year ending June 30.

ARTICLE VIII – Amendments and Governance

Section 8.1. Amendments. These By-Laws may be amended, modified or repealed by majority vote of the Executive Committee at any regular meeting or at any other meeting called for the purpose.

Section 8.2. Governance. The Executive Committee shall have power to make such rules and regulations for the government and management of the Association as it may deem prudent and necessary, in its discretion.

EXHIBIT A:
TERRITORY

New Jersey Zip Codes

CITY	ZIP CODE
Avenel	07001
Carteret	07008
Port Reading	07064
Colonia	07067
Sewaren	07077
South Plainfield	07080
Woodbridge	07095
Columbus	08022
Belle Mead	08502
Blawenburg	08504
Bordentown	08505
Cranbury	08512
East Windsor	08512
Chesterfield	08515
Crosswicks	08515
Florence	08518
East Windsor	08520
Hightstown	08520
Hopewell	08525
Kingston	08528
Lambertville	08530
Pennington	08534
Plainsboro	08536
Princeton	08540
Princeton	08541
Moorpark	08542
Princeton	08542
Princeton	08543
Princeton	08544
Princeton Junction	08550
West Windsor	08550
Ringoes	08551
Rocky Hill	08553
Roebing	08554
Sergeantsville	08557
Skillman	08558
Stockton	08559
Titusville	08560

Trenton	08605
Trenton	08608
Hamilton	08609
Trenton	08609
Hamilton	08610
Trenton	08610
Hamilton	08611
Trenton	08611
Ewing	08618
Trenton	08618
Hamilton	08619
Mercerville	08619
Trenton	08619
Hamilton	08620
Trenton	08620
Yardville	08620
Trenton	08625
Ewing	08628
Trenton	08628
West Trenton	08628
Hamilton	08629
Trenton	08629
Ewing	08638
Trenton	08638
Lawrence Township	08648
Lawrenceville	08648
Trenton	08648
Trenton	08650
Hamilton	08690
Hamilton Square	08690
Trenton	08690
Hamilton	08691
Robbinsville	08691
Trenton	08691
Bound Brook	08805
Bridgewater	08807
Dayton	08810
East Brunswick	08816
Edison	08817
Metuchen	08817
Edison	08820
Flemington	08822
Franklin Park	08823
Kendall Park	08824
Frenchtown	08825

Helmetta	08828
Iselin	08830
Jamesburg	08831
Monroe	08831
Rossmoor	08831
Kendall Park	08832
Manville	08835
Martinsville	08836
Edison	08837
Metuchen	08840
Hillsborough	08844
Middlesex	08846
Milford	08848
Milltown	08850
Monmouth Junction	08852
South Brunswick	08852
Branchburg	08853
Neshanic	08853
Monmouth Junction	08854
Piscataway	08854
Piscataway	08855
Parlin	08859
Hopelawn	08861
Perth Amboy	08861
Perth Amboy	08862
Fords	08863
Pittstown	08867
Raritan	08869
Sayreville	08872
Somerset	08873
East Millstone	08875
Branchburg	08876
Somerville	08876
South Amboy	08879
Sound Bound Brook	08880
South River	08882
Spotswood	08884
Three Bridges	08887
Whitehouse Station	08889
New Brunswick	08901
New Brunswick	08902
North Brunswick	08902
New Brunswick	08903
Highland Park	08904
New Brunswick	08906

New Brunswick	08933
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