

**PRINCETON UNIVERSITY
PRINCETON AREA ALUMNI ASSOCIATION**

**BY-LAWS
As amended and restated on August 31, 2011**

ARTICLE I – Name

The name of this organization (hereinafter referred to as the “Association”) is 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 Alumni Association of Princeton University definition of an “alumnus” may be a member of the Association. As of the date hereof, Article I of the Constitution of the Alumni Association of Princeton University defines an “alumnus” as the following:

Any person who has officially matriculated at Princeton University as an undergraduate becomes an alumnus upon the graduation of such person’s Class. Any person who has been enrolled as a regular or visiting student in the Graduate School and has completed at least one term of full-time work or the equivalent also becomes an alumnus upon such person’s departure. An alumnus is a member of the Alumni Association of Princeton University unless and until such person’s name is removed from the roll thereof by approved procedures. Recipients of Honorary Degrees and duly elected honorary members of the Classes shall be honorary members of the Alumni Association of Princeton University.

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

Section 2.4. Honorary Members. The Association may name honorary members with approval of the Executive Committee. Such members are 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 reports of the President and Committees shall 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. 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 ex officio members of the Executive Committee. Regional representatives of other alumni groups, such as the Association of Black Princeton Alumni and Asian-American Alumni Association, are also ex officio members of the Executive Committee. Each member of the Executive Committee who is not ex officio shall be entitled to one vote.

Section 3.2. Election of Directors. There shall be six (6) elected Directors who shall be elected for terms of three (3) fiscal years and until their respective successors are elected and qualified. 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 term of office, but may simultaneously serve as a Committee Chair.

Section 3.3. Duties of Directors. Directors serve the function of members-at-large of the Executive Committee, advising and participating 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. The nominees will be elected by affirmative vote at the annual meeting of the Association membership. The incumbent Vice President shall be nominated by the Executive Committee as the next President unless unable to serve.

Section 3.5. Vacancies. The President shall have the power to fill vacancies on the Executive Committee, including those of Directors, Officers, Committee Chairs and other Executive Committee positions, 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. Executive Committee members who are unable to attend a vote may give a proxy to any other member. 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 the members of the Association 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, and (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 latter, and under ordinary circumstances shall succeed the President at the end of the President's term.

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, (e) be custodian of the corporate seal, and (f) 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 the President or any other member of the Executive Committee so authorized by the President for disbursements less than \$100 in any single transaction and approval of both the President and Vice President for disbursements greater than or equal to \$100 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, (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 or the President. The Chairs of these committees will be voting members of the Executive Committee.

Section 5.2. Nominating Committee. The Nominating Committee shall be appointed annually 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 each year 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		
		Trenton	08618
Avenel	07001	Hamilton	08619
Carteret	07008	Mercerville	08619
Port Reading	07064	Trenton	08619
Colonia	07067	Hamilton	08620
Sewaren	07077	Trenton	08620
South Plainfield	07080	Yardville	08620
Woodbridge	07095	Trenton	08625
Columbus	08022	Ewing	08628
Belle Mead	08502	Trenton	08628
Blawenburg	08504	West Trenton	08628
Bordentown	08505	Hamilton	08629
Cranbury	08512	Trenton	08629
East Windsor	08512	Ewing	08638
Chesterfield	08515	Trenton	08638
Crosswicks	08515	Lawrence Township	08648
Florence	08518	Lawrenceville	08648
East Windsor	08520	Trenton	08648
Hightstown	08520	Trenton	08650
Hopewell	08525	Hamilton	08690
Kingston	08528	Hamilton Square	08690
Lambertville	08530	Trenton	08690
Pennington	08534	Hamilton	08691
Plainsboro	08536	Robbinsville	08691
Princeton	08540	Trenton	08691
Princeton	08541	Bound Brook	08805
Moorpark	08542	Bridgewater	08807
Princeton	08542	Dayton	08810
Princeton	08543	East Brunswick	08816
Princeton	08544	Edison	08817
Princeton Junction	08550	Metuchen	08817
West Windsor	08550	Edison	08820
Ringoes	08551	Flemington	08822
Rocky Hill	08553	Franklin Park	08823
Roebing	08554	Kendall Park	08824
Sergeantsville	08557	Frenchtown	08825
Skillman	08558	Helmetta	08828
Stockton	08559	Iselin	08830
Titusville	08560	Jamesburg	08831
Trenton	08605	Monroe	08831
Trenton	08608	Rossmoor	08831
Hamilton	08609	Kendall Park	08832
Trenton	08609	Manville	08835
Hamilton	08610	Martinsville	08836
Trenton	08610	Edison	08837
Hamilton	08611	Metuchen	08840
Trenton	08611	Hillsborough	08844
Ewing	08618	Middlesex	08846

Milford	08848	East Millstone	08875
Milltown	08850	Branchburg	08876
Monmouth Junction	08852	Somerville	08876
South Brunswick	08852	South Amboy	08879
Branchburg	08853	Sound Bound Brook	08880
Neshanic	08853	South River	08882
Monmouth Junction	08854	Spotswood	08884
Piscataway	08854	Three Bridges	08887
Piscataway	08855	Whitehouse Station	08889
Parlin	08859	New Brunswick	08901
Hopelawn	08861	New Brunswick	08902
Perth Amboy	08861	North Brunswick	08902
Perth Amboy	08862	New Brunswick	08903
Fords	08863	Highland Park	08904
Pittstown	08867	New Brunswick	08906
Raritan	08869	New Brunswick	08933
Sayreville	08872		
Somerset	08873		