

General Education Board

Certificate of Incorporation and By-Laws

1925

1929

General Education Board

61 Broadway, New York

From Hardin papers

✓ D R Ir born 1874 - Act
as Pres. Chem. Bd GCB 1942
^{at 68}
(when WWS took over). Pres.
of the I.R. System
Ir.

Act as Chem Bd R.F. Ir
1940.

Johns died 2/26/29
@ 76

GENERAL EDUCATION BOARD

Charter and By-Laws

1925

1929

GENERAL EDUCATION BOARD
61 Broadway, New York

CHARTER (Public—No. 21)
An Act to Incorporate the
GENERAL EDUCATION BOARD

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That William H. Baldwin, Junior, Jabez L. M. Curry, Frederick T. Gates, Daniel C. Gilman, Morris K. Jesup, Robert C. Ogden, Walter H. Page, George Foster Peabody, and Albert Shaw, and their successors, be, and they hereby are constituted a body corporate of the District of Columbia; that the name of such body corporate shall be GENERAL EDUCATION BOARD, and that by such name the said persons and their successors shall have perpetual succession.

SEC. 2. That the object of the said corporation shall be the promotion of education within the United States of America, without distinction of race, sex, or creed.

SEC. 3. That for the promotion of such object the said corporation shall have power to build, improve, enlarge, or equip, or to aid others to build, improve, enlarge, or equip, buildings for elementary or primary schools, industrial schools, technical schools, normal schools, training schools for teachers or, schools of any grade, or for higher institutions of learning, or, in connection therewith, libraries, workshops, gardens, kitchens, or other educational accessories; to establish, maintain, or endow, or aid others to establish, maintain, or endow, elementary or primary schools, industrial schools, technical schools, normal schools, training schools for teachers, or schools of any grade, or higher institutions of learning; to employ or aid others to employ teachers and lecturers; to aid, co-operate with, or endow associations or

other corporations engaged in educational work within the United States of America, or to donate to any such association or corporation any property or moneys which shall at any time be held by the said corporation hereby constituted; to collect educational statistics and information, and to publish and distribute documents and reports containing the same, and in general to do and perform all things necessary or convenient for the promotion of the object of the corporation.

SEC. 4. That the said corporation shall further have power to have and use a common seal and to alter and change the same at its pleasure; to sue or be sued in any court of the United States or other court of competent jurisdiction; to make by-laws for the admission or exclusion of its members, for the election of its trustees, officers, and agents, and otherwise; for the casting of votes by its members or trustees by proxy; for the purchase, management, sale, or transfer of its property; the investment and control of its funds and the general transaction of its business; to take or receive, whether by gift, grant, devise, bequest, or purchase, any real or personal estate, or to hold, grant, convey, hire, or lease the same for the purposes of its incorporation; to accept and administer any trust of money or of real or personal estate for any educational purpose within the object of the corporation as aforesaid; to prescribe by by-laws or otherwise the terms and conditions upon which money, real estate, or personal estate shall be acquired or received by the said corporation, and for the grant, transfer, assignment, or donation of any or all property of the said corporation, real or personal, to any society or corporation for any of the said purposes for which the said corporation is hereby incorporated, and otherwise generally for the man-

agement of the property and the transaction of the business of the corporation.

SEC. 5. That the members of the corporation shall be not less than nine in number and not more than seventeen, as may be prescribed by the by-laws of the corporation: *Provided, however,* That if and when the number of members shall be less than nine, the members remaining shall have power to add and shall add to their number until the number shall be not less than nine: *And provided,* That no act of the corporation shall be void because at the time such act shall be done the number of the members of the corporation shall be less than nine; that all the members of the corporation shall be its trustees; that no member of the said association shall, by reason of such membership or his trusteeship, be personally liable for any of its debts or obligations; that each member of the corporation shall hold his membership for a term of three years and until his successor shall be chosen: *Provided, however,* That the members shall be at all times divided into three classes numerically, as nearly as may be, and that the original members shall, at their first meeting, or as soon thereafter as shall be convenient, be divided into three classes, the members of the first class to hold their membership and office until the expiration of one year from the first day of January next after the enactment of this law, the members of the second class until the expiration of two years thereafter, and the members of the third class until the expiration of three years thereafter, and that in every case the member shall hold office after the expiration of his term until his successor shall be chosen: *And, provided, further,* That in case any member shall, by death, resignation, incapacity to act, or otherwise,

cease to be a member during his term, his successor shall be chosen to serve for the remainder of such term and until his successor shall be chosen; and that the principal office of the said corporation shall be in the City of Washington, District of Columbia. *Provided*, That meetings may be held elsewhere within the United States as may be determined by the members or provided by the by-laws.

SEC. 6. That all real property of the corporation within the District of Columbia which shall be used by the corporation for the educational or other purposes of the corporation as aforesaid, other than the purpose of producing income, and all personal property and funds of the corporation held, used, or invested for educational purposes as aforesaid, or to produce income to be used for such purposes, shall be exempt from taxation: *Provided, however*, That this exemption shall not apply to any property of the corporation which shall not be used for, or the income of which shall not be applied to, the educational purposes of the corporation: *And provided further*, That the corporation shall annually file with the Secretary of the Interior of the United States a report in writing, stating in detail the property, real and personal, held by the corporation, and the expenditure or other use or disposition of the same or the income thereof during the preceding year.

SEC. 7. That this charter shall be subject to alteration, amendment, or repeal at the pleasure of the Congress of the United States.

Approved, January 12, 1903.

JD R Sw 1940 Refd from Bd. R File
1874-1960
66

Did he retain Pres GEB Feb 1942, when WWS took over?

Sp so prob. served with his term.

Amendment passed after death of JAMES?

BY-LAWS OF
GENERAL EDUCATION BOARD

IN EFFECT MAY 28, 1925
as amended May 23, 1929

ARTICLE I

Members

The members of the Board shall consist of its incorporators, their survivors and successors, members who shall be elected to succeed them, as hereinafter provided, and such other members as may be added to the Board and duly elected from time to time. No salaried officer of the Board other than the Chairman, the President and one Director shall be eligible for election as a member of the Board. *The Board shall consist of not less than nine nor more than seventeen members, divided into three classes, as provided by the Act of Incorporation of the Board, who shall hold their membership for three years and until their successors shall have been chosen and shall have qualified. The election of members shall be held at the annual meeting of the Board or at any meeting duly called for that purpose, and shall be by a majority of the members of the Board. Election shall be by ballot. Any member may withdraw from the Board by a notice in writing to the President. All the powers of the Board shall be exercised by its members, and they may, by general resolution, subject to the provisions of its charter and of these By-Laws, delegate to officers or to committees of their own number such powers as they may see fit, in addition to the powers hereinafter specified.

* A person who has reached the age of 65 years shall not be eligible for election or reelection as a member of the Board.

ARTICLE II

Officers

At each annual meeting of the Board, or in default of election at such meeting then at an adjournment thereof, or at any meeting duly called for that purpose, the Board shall elect by ballot a Chairman and a President both of whom shall be or become members of the Board, one or more Directors of Divisions, a Treasurer, and a Secretary. The Board may at any stated meeting, or at any meeting duly called for that purpose, by resolution appoint an Auditor, and an Assistant Treasurer, and such other officers as it may from time to time determine. All such officers shall hold office at the pleasure of the Board or until their respective successors shall have qualified.

ARTICLE III

Chairman of the Board

The Chairman of the Board shall sustain an advisory relation to the work and policies of the Board similar to that usually sustained by the Chairman of the Board of Directors of a business corporation. He shall preside at all meetings of the Board at which he shall be present. In his absence the members of the Board shall designate one of their number to act as presiding officer. He shall have the right to attend and vote at any meeting of any standing or special committee, and the provisions of the By-Laws with reference to notice of such meetings and of the business to be transacted thereat shall be deemed to include him.

ARTICLE IV

President

The President shall sustain an executive and advisory relation to the work and policies of the Board similar to that usually sustained by the President of a business corporation. He shall appoint all committees unless otherwise herein provided or ordered by the Board. The President shall, ex officio, be a member of all committees, except as herein otherwise provided or from time to time directed by the Board; he shall be entitled to have notice of committee meetings and to attend and vote at such meetings, but he shall be under no obligation to attend and shall not be counted to determine the number necessary to make a quorum or to determine whether a quorum is present. He shall sign for the Board all deeds and other agreements and formal instruments, except as otherwise provided by the Board.

In the absence or disability of the President, the Board or the Executive Committee may by resolution appoint a member of the Board to discharge his functions.

ARTICLE V

Directors of Divisions

The Directors shall assist the President in conducting the business and correspondence of the Board, and shall discharge such duties as shall be assigned to them by the President.

ARTICLE VI

Secretary

The Secretary shall take and keep true minutes of all meetings of the Board and of all standing committees, except those of the Finance Committee, and shall discharge such duties as shall be assigned to him by the President. Immediately upon the election of members they shall be notified in writing of their election by the Secretary. The Secretary shall have the custody of the corporate seal.

ARTICLE VII

Treasurer and Assistant Treasurer

The Treasurer, subject to regulations as hereinafter stated, shall have the custody of the funds and securities of the Board, and shall also have the disbursement of its money.

The Treasurer shall deposit the funds of the Board in such banks or trust companies as may from time to time be designated by the Board or the Executive Committee. Such deposits of funds shall be made subject to draft only on the signature of both the Treasurer and Assistant Treasurer, or on the signatures of one of them and the President or such officer or member of the corporation as may be designated by the President for such purpose.

No money shall be drawn from the Treasury except pursuant to a resolution of the Board or of the Executive Committee or of the Finance Committee.

In making disbursements on account of the said resolutions, the Treasurer shall issue checks only on receipt of vouchers referring to the specific resolution or resolutions under which payment is made,

which vouchers shall be signed by the Secretary or by such other person or persons as shall be designated by resolution of the Board or of the Executive Committee and shall be certified by the Auditor or an Assistant Auditor as not exceeding the funds available under such resolution or resolutions, provided, however, that checks may be issued directly and without a supporting voucher on resolutions of the Finance Committee for the purchase of securities.

In transferring funds on account of said resolutions to duly appointed Directors of work in the field, or to other Representatives of the Board, the Treasurer shall issue checks only on receipt of vouchers as prescribed for disbursements, with the exception that the Auditor's certification shall indicate only that the total funds placed at the disposal of a Director or other Representative are within the agreed total of appropriations for work under the supervision of such Director or other Representative, plus such allowance for working capital as may have been made.

Disbursements in the field by Directors or other Representatives in charge of fully organized projects shall be made by means of vouchers referring to the specific resolution or resolutions under which such payments are made, which vouchers shall be signed by the Director or other Representative or his duly authorized representative as certifying that the payments so made are within the amounts appropriated for the purpose.

In the case of projects in the field which are not fully organized, the method of disbursement shall be such as is satisfactory to the Auditor.

The securities of the Board shall be deposited in such deposit vault or vaults as may from time to time be designated by the Board or the Executive

Committee. Access to the securities may be had as hereinafter provided, and not otherwise. They may be withdrawn by the Treasurer or Assistant Treasurer accompanied by the President or by such representative of the President as may from time to time be designated by the Board or the Executive Committee. In case of the absence or incapacity of both the Treasurer and the Assistant Treasurer, the Board or the Executive Committee may by resolution name a person to act in place of the Treasurer. The Board or the Executive Committee may also by resolution authorize any two members of the Board to have access to the securities for the purpose of audit or such other purpose as it may specify in the resolution.

At each annual meeting of the Board the Treasurer shall make a report to it of the accounts for the last fiscal year. He shall keep proper books of account and other books showing at all times the character, value and amount of the property and funds of the Board and such books shall be at all times open to the inspection of the members of the Board. At each meeting of the Board he shall present an account showing in detail the receipts and disbursements of the Board since his last report. His accounts shall be annually audited by an auditor or auditors not connected with the Board, and who shall be named by the Board.

The Treasurer and the Assistant Treasurer shall each file with the President a bond for the faithful performance of his duties in such sum as may be fixed by the Board or the Executive Committee. The expense of such bonds shall be paid by the Board.

ARTICLE VIII

Auditor

The Auditor shall keep proper records of all appropriations, budgets, and other authorizations of expenditure, and shall maintain duly itemized and classified accounts of expenditures made in pursuance thereof. He shall also keep a duplicate record of the securities and other evidences of property belonging to the Board as recorded in the office of the Treasurer. The Auditor's accounts shall be audited annually in the same manner as herein provided for those of the Treasurer.

ARTICLE IX

Meetings of the Board

The President, or any three members of the Board, may call a meeting of the Board by not less than five days' written notice given by the President or the Secretary, or the members calling such meeting.

Stated meetings of the Board shall be held on the fourth Thursday of February and May and the Thursday in November before Thanksgiving Day in each year, of which the November meeting shall be the annual meeting. All meetings shall be held at such time and place in the City of Washington, District of Columbia, or elsewhere, as the Board shall from time to time direct. In the absence of such direction the meeting shall be held at the office of the Board in the City of New York.

If any member of the Board shall be absent from three consecutive stated meetings, such absence, unexcused, shall be deemed a resignation of membership from the Board, and the vacancy so caused shall be filled as herein provided. Any member of the Board may by writing or telegram appoint any

other member of the Board to act as his proxy at any meeting of the Board, provided such writing or telegram shall state specifically the matters in regard to which the proxy is authorized to act.

At any meeting of the Board, or any Committee thereof, when an appeal for an appropriation is under consideration, any member of the Board or of any such Committee who holds any official connection with the organization presenting the appeal, shall withdraw during the discussion and until the vote on such appeal has been taken.

ARTICLE X

Quorum

A majority of the members of the Board shall constitute a quorum for the purpose of holding meetings of such members.

ARTICLE XI

Executive Committee

There shall be a standing committee of five members of the Board who with the President shall be the Executive Committee. The Executive Committee shall be elected by the Board at the annual meeting by ballot. The Executive Committee may fill vacancies in its own number or in the Finance Committee or in the Nominating Committee in the interim of the Board meetings.

The Executive Committee shall have such duties as the Board may from time to time assign to it. It shall care for and direct in accordance with the policy of the Board matters pertaining to the affairs of the Board. It shall, when the Board is not in session, take such action as may in the opinion of the Committee be necessary or advisable to provide for

the execution of orders and resolutions of the Board, and except as to matters of fundamental policy and as to the character of the obligations assumed or authorized it shall have power to broaden or modify the action of the Board taken in and by such orders and resolutions, provided, however, that it shall not increase by more than fifty thousand dollars (\$50,000) the amount of the obligations assumed or authorized in and by any one of such orders or resolutions.

The Executive Committee, however, may make appropriations during the interim of the meetings of the Board of amounts not to exceed the sum of fifty thousand dollars (\$50,000) for any single specific purpose, provided that it shall not appropriate a total of more than two hundred fifty thousand dollars (\$250,000) between any two meetings of the Board.

Any three of the members of the Committee, not including the President, shall constitute a quorum for the transaction of business.

The Executive Committee shall make formal report of its actions to the Board at its next regular meeting.

The President of the Board shall be chairman of the Executive Committee, unless he shall find it inexpedient; in that case the Committee shall elect its own chairman.

ARTICLE XII

Finance Committee

There shall be a Finance Committee consisting of three members of the Board, to be elected by the Board at the annual meeting by ballot. The Treasurer of the Board shall act as Secretary of the Finance Committee and shall have custody of its minutes and other papers and documents relating to its work. The Assistant Treasurer of the Board shall act as

Assistant Secretary of the Finance Committee. This Committee shall have power to make and change investments, and may from time to time sell any part of the securities, or any rights or privileges that may accrue thereon. In making investments or changes of investments, all the members of this Committee shall be consulted whenever reasonably practicable. Meetings of the Committee shall be held on the call of any member of the Committee, but the Committee shall be deemed to be in continuous session, and between called meetings may act upon the concurrent vote of any two elected members, taken by telephone or otherwise. The Committee shall elect its chairman and shall make such rules and regulations as from time to time it may deem proper for its own government and for the transaction of business of which it may have charge. It shall keep regular minutes of its actions, including actions taken between meetings as above provided, and shall make formal report thereof to the next regular meeting of the Board.

The Finance Committee, shall have power from time to time as occasion arises to authorize such person or persons as the Committee may designate to execute and deliver in behalf of the Board proxies on stock owned by the Board appointing persons to represent and vote such stock at any meeting of the stockholders, with full power of substitution, and to alter and rescind such appointment. Any two ~~such~~ *of the following* persons: viz., members of the Finance Committee, President, Treasurer and Assistant Treasurer, shall have authority to execute under seal such form of transfer and assignment as may be customary or necessary to constitute a transfer of stocks or other securities standing in the name of the Board. A corporation or person transferring any such stocks or

other securities pursuant to a form of transfer or assignment so executed shall be fully protected, and shall be under no duty to inquire whether or not the Finance Committee has taken action in respect thereof.

The Committee shall have authority in its discretion in so far as may be proper for the safeguarding of the investments of the Board to participate in the reorganization of any corporation, ~~which is insolvent or in financial difficulty~~, any of the securities of which are held by this Board, and to deposit any securities held by this Board with such protective or reorganization committees and on such terms as the Finance Committee may deem proper.

ARTICLE XIII

Nominating Committee

There shall be a Nominating Committee consisting of three members of the Board, to be elected at the annual meeting by ballot. No officer shall be a member of this Committee. It shall be the duty of this Committee, without previous consultation with its nominees, to make recommendations at the May meeting regarding members to be elected at the next annual meeting, and it shall take such further action with reference thereto as the Board shall direct. It shall also make its recommendations at the annual meeting regarding the officers and elective committees to be elected at that meeting.

ARTICLE XIV

Notices

All notices required by these By-Laws, or otherwise, for the purpose of the Board, shall be in writing and shall be mailed by the Secretary to the members of the Board or of any Committee or Committees at

their addresses as entered in the office of the Board, or shall be delivered personally to them.

ARTICLE XV

Amendments

These By-Laws may be altered or amended at any meeting of the Board by an affirmative vote of two-thirds of all of the members; provided that written notice has been sent to every member of the Board at least thirty days in advance of the meeting stating specifically the proposed amendment or amendments.

1939

Vertical file C

5/22

GENERAL

Corporation

Speeches at Cornerstone Laying ceremony.

Filed in Vertical File under "C" for Corporation.

4 speeches received from 4 firms
Dolls exchanged Corp. between 2000 Pu
Mason 3. 1/2 of 7 for ver - corp 14.

~~Party 2. 1/2 of 7 for ver?~~

D File, Cornerstone Laying - Fuld Hall

do not send out

Remarks on the occasion of the laying of the corner stone of Fuld Hall,
May 22, 1939

Dr. Flexner, Ladies, and Gentlemen:

The ceremonies connected with the laying of the corner stone of Fuld Hall were naturally built up more or less about the persons of the donors, Mr. Bamberger and Mrs. Fuld. Both, unfortunately, are suffering from temporary indisposition and are unable to be here today. We regret their absence and we send them every good wish for the speedy recovery of their usual good health, and it would be appropriate and fitting if Dr. Flexner would convey to them a message to this effect.

This morning brings back to me somewhat vividly another morning nine years ago when Dr. Flexner for the first time outlined his hopes and his plans for what has become the Institute for Advanced Study. He told me then of Mr. Bamberger's and Mrs. Fuld's magnificent desire to do something to serve America. It all seemed remote at the time. Some of it seemed too good to be true; other parts of it seemed impossible of realization. And yet, as year succeeded year, we have seen these hopes of Dr. Flexner made real and his plans take form and being, until today, after only a few years of actual work, the Institute for Advanced Study occupies a unique and foremost position in the field of advanced education.

If Mr. Bamberger and Mrs. Fuld could be here today, could look over these years with us, and could recognize what their generous bounty alone has made possible, they would be well assured, I think, in all happy certainty, that they have done for America something so rich in promise, something so potentially full of usefulness and of influence, that it will keep their memory warm and green for a thousand generations to come.

I would like to take advantage of this occasion also to say to President Dodds how keen is our appreciation of the hospitality and cooperation shown the Institute by him and by the authorities of Princeton University. It would be difficult to exaggerate the value of that aid so generously extended. I cannot attempt it in the form of words, but this much I can say, that it constitutes an obligation which we are eager to recognize and eager as occasion affords by every means in our power to repay in full.

President Dodds, may we ask you to say a few words to this group this morning?

ALANSON B. HOUGHTON

Mr. Houghton, Dr. Flexner, Ladies and Gentlemen:

The prevailing philosophy of the nineteenth century was one of optimism, of unfaltering confidence in idealism and faith in progress. The relative despair and pessimism of the moment may perhaps be largely explained by what we have learned as to how difficult progress is, how little hope we can place in the inward, driving, inevitable laws of nature and of man to force us on; and the realization that the earlier philosophy of predetermined and inescapable progress was wrong has brought us into more confusion in my mind than necessary. How to work out of it is a question. Never, however, has society been spending so much physical and material resources and so much man power in what may be called organized search for knowledge and for the advancement of learning. Literally millions of dollars are being spent annually on research, not only in industrial life, academic life, pure and applied science, and the humanities, but on the immense forces organized in the search for truth. That is something new in the world's history. No longer do we depend ~~on~~

on the individual scholar. We now organize and we are learning from that how difficult it is to discover a new truth, how expensive indeed a new idea is, and when we think of the vast sums of money being devoted to the advancement of learning, to the widening of the frontiers of knowledge, and measure against these sums the result, we are perhaps apt to be discouraged. What we are learning is that the discovery of truth is a tremendously expensive and wearying process calling for blood and sweat and the best efforts and best patience of the race.

Research has suffered from excesses of competition. Whatever may be the public's attitude regarding the advantages of competition in industrial affairs, the facts are that we are suffering from waste due to competition. What we need is combination and cooperation, and this Institute, coming to Princeton and heartily welcomed here, represents an experiment in cooperation with the University towards common ends and common methods. I believe that the experiment is an extremely important one because if it is successful - and there is no reason to believe that it will not be successful since it meets the fundamental needs of the time - its success when fully demonstrated will be a standard to which the wise and the just in other institutions can refer. I hope that this cooperative arrangement, which has already meant so much to the University and as a precedent will mean so much to science and scholarship, will be influential in bringing about a degree of cooperation and mutual aid in the field of scholarship which is still, unfortunately, too much lacking. And believing that as sincerely as I do, I wish the Institute success and prosperity with all my heart on this significant day, which represents not only the establishment of the physical corporate nature of the Institute but also represents a great deal of patience on Dr. Flexner's part in postponing the building so long, because it gives a tone and form to what I have tried to express in words. Grateful as we are for the kind words of Mr. Houghton, we

feel that we will be jointly cooperative to move on from strength to greater strength in what I have termed an experiment of great importance to mankind.

HAROLD W. DODDS

Mr. Houghton, Dr. Flexner, Ladies, and Gentlemen:

We have met today to dedicate a building which is to house a dream come true. Since 1930 when the founders and the director first conceived the idea of endowing and establishing the Institute for Advanced Study the vision of the founders and the genius of the director have been devoted solely to gathering a group of men and women who, working together here at Princeton, have made for the Institute a place in the academic world which is an outstanding development of scholarly achievement. That this group has established itself on a permanent basis is evidenced by what is being created here as their future home. They will find that our architect, Mr. Larson, captured the spirit and ideals of the Institute and has provided for them physical surroundings as beautiful and yet as practical as the lines they are themselves pursuing.

We have been the recipient of many favors from ~~our old sister,~~ Princeton University, and in part have been her guest. And while in the autumn we will occupy our own quarters, we are all hopeful that the happy relationship between us will continue indefinitely for the benefit of each of us and the world at large.

As Chairman of the Building Committee and on its behalf, it is a privilege and a pleasure for me to turn over to you, Mr. Houghton, as Chairman of the Board of Trustees, this building, aptly to be called Felix Fuld Hall, for I know that in all the founders did to establish the Institute the spirit of Felix Fuld participated with them in their ambition to do for humanity something truly worthwhile.

HERBERT H. MAASS

As Chairman of the Board of Trustees, I have the honor to accept this transfer of a beautiful building erected for the purpose and use of the Institute for Advanced Study. It is a noble and significant gift and on behalf of the trustees and professors and members of the Institute I want to extend to Mrs. Fuld and to Mr. Bamberger our very profound and grateful thanks for this new and magnificent indication of their generosity and continued good will.

Miss Bamberger will now lay the corner stone.

ALANSON B. HOUGHTON

I declare this stone to be well and truly laid.

MISS LAVINIA BAMBERGER

K.I.M.R.
D.R.

CHARTER, BY-LAWS, AND RULES
OF
THE ROCKEFELLER INSTITUTE FOR
MEDICAL RESEARCH
Amended October 25, 1929



NEW YORK
PUBLISHED BY THE INSTITUTE
1928

Two pages left

From Hurdin papers

THE ROCKEFELLER INSTITUTE FOR MEDICAL RESEARCH

CHARTER, BY-LAWS, AND RULES

HISTORICAL NOTE

The Rockefeller Institute for Medical Research was originally incorporated under the Membership Corporations Law of the State of New York. The Certificate of Incorporation was dated May 28, 1901, and was filed in the office of the Secretary of State and of the Clerk of New York County on the 13th day of June, 1901. In 1908 the Charter was amended by an Act of the Legislature increasing the powers of the Corporation and authorizing it by by-law or contract to create a Board of Trustees to which it might delegate such of the powers, duties, and obligations of the members or directors of the Corporation as might be deemed wise, including the power to choose directors and to have the care, custody, and management of the property. Pursuant to this authority, the Corporation at a meeting held the 15th day of October, 1910, adopted By-Laws creating a Board of Trustees and a Board of Scientific Directors, and providing that each of said Boards should make such rules and regulations for the conduct of its own affairs and for carrying on the work within their respective spheres as should be not inconsistent with the provisions of the By-Laws. The Board of Trustees held its first meeting the 17th day of October, 1910, and elected officers, pursuant to the By-Laws. By authority of the old Board of Directors and also of the new Board of Trustees contracts were entered into with Mr. John D. Rockefeller which provided, in consideration of his furnishing an addition to the endowment of the Institute, that the By-Laws adopted October 15, 1910, should not be altered, amended, suspended, or repealed, except in the manner therein provided, and that the business of the Corporation should forever be conducted in accordance with the provisions of said By-Laws save only as they should be thereafter amended in the manner therein provided. Each of said Boards adopted Rules for the regulation of its own affairs as authorized by the By-Laws. The several documents above mentioned, other than the contracts with Mr. Rockefeller, are set forth in full below except that from the original Certificate of Incorporation certain certificates of acknowledgment and certificates of notarial authority are omitted.

CERTIFICATE OF INCORPORATION
OF
THE ROCKEFELLER INSTITUTE FOR
MEDICAL RESEARCH

This is to certify that the undersigned do hereby associate themselves into a Corporation under and by virtue of the provisions of an Act of the Legislature of the State of New York, known as "The Membership Corporations Law."

First: The name of the Corporation is The Rockefeller Institute for Medical Research.

Second: The purpose of the Corporation is medical research with special reference to the prevention and treatment of disease.

Third: The location of the principal office of the Corporation shall be in New York City, and its operations are to be principally conducted in that city, but not restricted thereto.

Fourth: There shall be seven Directors of the Corporation.

Fifth: The names and residences of the Directors of the Corporation until the first annual meeting are as follows:

Names	Residences
William H. Welch,	Baltimore, Maryland.
T. Mitchell Prudden,	New York, New York.
C. A. Herter,	New York, New York.
L. Emmett Holt,	New York, New York.
Hermann M. Biggs,	New York, New York.
Simon Flexner,	Philadelphia, Pennsylvania.
Theobald Smith,	Boston, Massachusetts.

In Witness Whereof we have hereunto set our hands and seals, the 28th Day of May, A.D., One Thousand Nine Hundred and One.

Sealed and delivered in the presence of:

As to T. Mitchell Prudden	T. Mitchell Prudden
Hermann M. Biggs	Hermann M. Biggs
Christian A. Herter	Christian A. Herter
L. Emmett Holt	L. Emmett Holt
Lucius A. Wilson	William H. Welch
As to William H. Welch	Simon Flexner
Murray Hanson	Theobald Smith

[Notarial certificates, etc., omitted.]

Certificate approved,

CHARLES F. MACLEAN,

Justice of the Supreme Court.

AMENDED CHARTER

(Chapter 227, Laws of 1908.)

AN ACT TO AMEND THE CHARTER OF THE ROCKEFELLER INSTITUTE
FOR MEDICAL RESEARCH

Became a law May 6, 1908, with the approval of the Governor. Passed, three-fifths being present.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. The charter of The Rockefeller Institute for Medical Research, a corporation heretofore organized on or about the twenty-eighth day of May, one thousand nine hundred and one, pursuant to the membership corporations law of this state, is hereby amended to read as follows:

William H. Welch, T. Mitchell Prudden, Christian A. Herter, L. Emmett Holt, Hermann M. Biggs, Simon Flexner and Theobald Smith, the present members of The Rockefeller Institute for Medical Research, and their associates and successors are hereby constituted a body corporate by the name of The Rockefeller Institute for Medical Research.

This act shall not effect a dissolution of The Rockefeller Institute for Medical Research as at present organized, but shall be deemed a continuation of its corporate existence, without affecting its property rights or its liabilities, or the rights or liabilities of its members or officers as such.

The objects of said corporation shall be to conduct, assist and encourage investigations in the sciences and arts of hygiene, medicine and surgery, and allied subjects, in the nature and causes of disease and the methods of its prevention and treatment, and to make knowledge relating to these various subjects available for the protection of the health of the public and the improved treatment of disease and injury. It shall be within the purposes of said corporation to use any means to those ends which from time to time shall seem to it expedient, including research, publication, education, the establishment and maintenance of charitable or benevolent activities, agencies or institutions appropriate thereto, and the aid of any other such activities, agencies or institutions already established or which may hereafter be established.

Objects of the corporation

Means that may be employed

May acquire and dispose of property without limit

The corporation shall have all the power and be subject to all the restriction pertaining by law to membership corporations created by special law so far as the same are applicable thereto and are not inconsistent with the provisions of this act. It shall have power to acquire by grant, gift, purchase, devise or bequest, either absolutely or in trust, and to hold and to dispose of such property, real or personal, as the purposes of the corporation shall require, without limitation as to amount or value, except such limitation, if any, as the legislature shall hereafter specifically impose thereon; to accept and administer any trust of property, real or personal, for any purpose within the objects of the corporation; and to prescribe by by-laws or otherwise the terms and conditions upon which property, real or personal, shall be acquired or received by the said corporation.

May accept trusts and prescribe terms for their acceptance

Amplification of powers
To build and maintain laboratories

By way of amplification and not by way of limitation of its powers, it shall further have power to build, purchase, improve, enlarge, equip and maintain laboratories and other buildings in the City of New York and elsewhere necessary or appropriate for its work; to own and operate land and buildings for the breeding, raising and keeping of plants and animals to be used for its purposes; to furnish treatment for diseases of man and of animals, and to provide and maintain all necessary equipment therefor; to conduct and assist such scientific experiments or investigations upon plants or animals as may be necessary or proper for carrying on its work of research; to appoint committees of experts to direct special lines of research; to aid, co-operate with or endow other associations or corporations engaged in similar work within the United States of America or elsewhere; to aid and co-operate with investigators in its own laboratories or elsewhere; to collect statistics and information, and to publish and distribute documents, reports and periodicals; to carry on such educational work along the lines of its corporate purposes as it may deem wise; to provide for and furnish public instruction in hygiene, sanitation and the laws of health; to conduct lectures and hold meetings; to acquire and maintain a library; to erect and maintain museums; and in general to do and perform all things necessary or convenient for the promotion of the objects of the corporation or any of them.

To keep and raise animals and plants for its purposes

To treat man and animals
To conduct scientific experiments

To appoint committees
To aid other agencies

To aid investigators

To collect statistics and publish reports
To engage in educational work

To conduct lectures

To maintain a library and museums

Principal office

The location of the principal office of the corporation shall be in the City of New York, and its operations are to be principally conducted in that city, but not restricted thereto.

Directors continue in office

The directors in office at the time of the passage of this act shall continue to hold office for the periods for which they were elected

Directors vs Trustees

respectively. The by-laws of the corporation may prescribe the number and qualifications of members, the number, qualifications, powers and manner of selection of the directors and other officers of the corporation, and any other provisions for the management and disposition of the property and regulation of the affairs of the corporation which it may deem expedient.

What may be regulated by by-laws

The corporation shall have power by by-law or contract to create a Board of Trustees, to which it may delegate such of the powers, duties and obligations of the members or directors of such corporation as it may deem wise, including the power to choose directors and to have the care, custody and management of its property, subject to such provisions and limitations as may be therein prescribed; and the number of such trustees may be fixed and altered and their appointment may be made in such manner, at such times, and by such persons, boards or corporations, whether members of this corporation or not, as may be therein provided.

Board of Trustees

No officer, director, member or employee of said corporation shall receive, or shall be lawfully entitled to receive, any pecuniary profit from the operation thereof, except reasonable compensation for services in effecting one or more of its corporate purposes.

No pecuniary profit except compensation for services

Section 2. This act shall take effect immediately.

BY-LAWS OF THE CORPORATION

(As amended to and including February 16, 1928.)

ARTICLE I.

MEMBERS OF THE CORPORATION

The members of the Corporation shall consist of the members of the Board of Trustees and the members of the Board of Scientific Directors, and election to membership, as hereinafter provided, in the Board of Trustees or in the Board of Scientific Directors will constitute election to membership in the Corporation. The termination for any reason of the membership of any person in the Board of Trustees or in the Board of Scientific Directors shall *ipso facto* terminate his membership in the Corporation.

ARTICLE II.

BOARD OF TRUSTEES

Section 1. The Board of Trustees of the Corporation shall also be its corporate Board of Directors and shall consist of not more than nine members. The first Board of Trustees shall be as follows: William H. Welch and Frederick T. Gates, who shall hold office until the second Friday of October, 1911; Simon Flexner and Starr J. Murphy, who shall hold office until the second Friday of October, 1912; and John D. Rockefeller, Jr., who shall hold office until the second Friday of October, 1913.

Section 2. Hereafter in perpetuity, two members of the Board of Trustees, who shall be the successors of William H. Welch and Simon Flexner or their successors, shall be appointed by the Scientific Directors from their own number; one, who shall be the successor of John D. Rockefeller, Jr., or of his successor or successors, shall be appointed by John D. Rockefeller or by the said John D. Rockefeller, Jr. The remaining members of the Board of Trustees and their successors shall be elected at the annual meeting, or at a special meeting called for that purpose, of the members of the Corporation by a majority vote of all

Size and initial membership

How vacancies are to be filled

of the members of the Corporation, but not more than two Scientific Directors shall at any time be members of the Board of Trustees.

If in any case or cases the person having power under the preceding paragraph to appoint a successor Trustee shall fail for a period of sixty days after written notice from the Secretary of the Board of Trustees to make such appointment, then such successor Trustee shall be elected by the members of the Corporation.

Section 3. The successors of the first Board of Trustees, and the four additional Trustees, if and when elected, and their successors, shall be chosen each for a term of three years. Each Trustee shall hold office after the expiration of his term until his successor shall be chosen. In case any Trustee, because of his death, resignation, incapacity to act, or otherwise, shall cease to be a Trustee, his successor shall be chosen in the manner and by the persons above provided to serve for the remainder of such term and until his successor shall be chosen.

Section 4. The real property and the principal of all permanent funds of the said Corporation, including gifts and bequests for endowment or in trust, shall be under the exclusive control of the Board of Trustees. It shall be their duty to keep the real property in repair, and in their discretion insured against loss or damage by fire, and they shall pay the taxes, assessments or other charges, if any, which may become liens thereon. The real property of the Corporation shall not be liable for any debt or obligation contracted after the first meeting of the Board of Trustees without the approval of the Board of Trustees. After providing for the payment of taxes, assessments, insurance, and repairs, and for the care, maintenance, and renewal of the buildings, and all other items of expense necessary to be incurred by the Board of Trustees in the discharge of their duties, the balance of the income of the Corporation shall be available for expenditure by the Board of Scientific Directors in accordance with budgets approved in advance by a Budget Committee to consist of five members, three of whom shall be chosen by the Board of Scientific Directors from their own number, and two of whom shall be chosen by the Board of Trustees from their own number. Of the three members of the Budget Committee chosen by the Board of Scientific Directors at least one shall also be a member of the Board of Trustees. Neither the Scientific Directors nor any officer or agent or employee of the Corporation shall have power to incur indebtedness, or to make contracts on behalf of the Corporation, or to involve it in any

Term of office

Duties and powers

To care for the real estate

To pay taxes and charges thereon

To turn over balance of income for use by the Scientific Directors in accordance with budgets

Budget Committee

Limitation of agents' powers

financial liability whatsoever, except within the limits of appropriations made by the Board of Trustees, or in accordance with a budget approved in advance by the Budget Committee.

Quorum

Section 5. A majority of the members of the Board of Trustees in office for the time being shall constitute a quorum; provided that no member of the Board of Scientific Directors shall be elected except at a meeting at which there shall be present at least two members of the Board of Trustees other than those members who shall have been appointed by the Scientific Directors.

ARTICLE III.

BOARD OF SCIENTIFIC DIRECTORS

Board of Scientific Directors

Section 1. The Board of Scientific Directors shall consist of not more than seven members of whom not more than two shall be chosen from those engaged in scientific work for the Corporation. The first Board of Scientific Directors shall consist of Simon Flexner and L. Emmett Holt, who shall hold office until the second Saturday of October, 1911; Theobald Smith and Christian A. Herter, who shall hold office until the second Saturday of October, 1912; and William H. Welch, T. Mitchell Prudden, and Hermann M. Biggs, who shall hold office until the second Saturday of October, 1913.

Size and initial membership

How vacancies are to be filled

Section 2. The successors of said first Board of Scientific Directors shall be elected by the Board of Trustees from candidates nominated by the said Scientific Directors. If within six months after the expiration of the term for which a member of the Board of Scientific Directors was elected, or if within six months after a vacancy shall have occurred in the Board of Scientific Directors for any other reason, the Board of Scientific Directors shall not have nominated a candidate satisfactory to the Board of Trustees, the Board of Trustees may serve or cause to be served upon the Board of Scientific Directors written notice that unless a satisfactory candidate is nominated by the Board of Scientific Directors within sixty days from the date of the notice, the Board of Trustees will then proceed to appoint of their own motion a Director to fill the vacancy without consultation with the Board of Scientific Directors. Such notice shall be mailed to the Secretary of the Board of Scientific Directors at his post office address and shall be served upon each of the Scientific Directors personally, or by mailing the same to each of the said

Directors either at his post office address, if the same shall have been filed with the Board of Trustees, or if it has not been so filed, at the address at which, in the judgment of the Board of Trustees, such notice is most likely in each case to reach the Director to whom it is directed.

Section 3. The successors of the first Board of Scientific Directors shall be chosen each for a term of three years. Each Director shall hold office after the expiration of his term until his successor shall be chosen. In case any Director, by death, resignation, incapacity to act, or otherwise, shall cease to be a Director during his term, his successor shall be chosen in the manner and by the persons as above provided, to serve for the remainder of such term and until his successor shall be chosen.

Term of office

Section 4. All of the scientific work of the Institute, including the work in the Hospital, is to be under the exclusive control of the Board of Scientific Directors.

Control of scientific work

ARTICLE IV.

OFFICERS

Section 1. The Board of Trustees at its first meeting, and thereafter each year at its annual meeting, shall elect a President, Vice-President, Secretary, and Treasurer of the Corporation, and such other officers as they shall deem necessary. The President, Vice-President, and Secretary shall be members of the Board of Trustees. They shall hold office for one year and until their successors are elected, but any officer may be removed at any time by two-thirds vote of the Board. They shall receive such salaries or other compensation as the Board may by resolution provide.

Officers

Term of office

Section 2. The President, Vice-President, Secretary, and Treasurer shall have such powers and duties and shall be subject to such limitations as the Board of Trustees shall by their rules and regulations from time to time prescribe.

Powers and duties of officers

ARTICLE V.

MEETINGS

Section 1. An annual meeting of the members of the Corporation shall be held on the last Friday in October in each year in the City of New York at the office of the Corporation at two o'clock in the afternoon, or at such hour and place within the City of New York as shall be

Annual meeting of the Corporation

specified in the notice of the meeting. At this meeting the Trustees and Scientific Directors shall make a general report of the work of the year.

Special meetings of the Corporation

Section 2. The President or any five members of the Corporation may call a special meeting of the members of the Corporation by mailing a written notice at least five days prior to the date of the meeting to each member at his last known post office address, such notice to be signed by the President or by the members calling such meeting.

Stated meeting of Trustees

Section 3. An annual meeting of the Board of Trustees shall be held on the last Friday in October in each year immediately after the adjournment of the annual meeting of the members of the Corporation.

Stated meeting of Directors

Section 4. An annual meeting of the Board of Scientific Directors shall be held on the day following the annual meeting of the members of the Corporation in the City of New York at the office of the Corporation, or elsewhere, the hour and place to be fixed in the notice of the meeting, which shall be mailed to each Director by the Secretary of the Board of Scientific Directors at least three days prior to such meeting.

Special meetings of Trustees and Directors

Section 5. Other regular or special meetings of the Board of Trustees or of the Board of Scientific Directors may be called, pursuant to rules and regulations adopted by said Boards respectively.

Quorum

Section 6. A quorum of the members of the Corporation required for the transaction of business shall consist of a majority present in person or by proxy of such members. A quorum of the Board of Trustees or of the Board of Scientific Directors required for the transaction of business shall consist in each case of a majority, present in person, of the members of the Board.

ARTICLE VI.

POWERS OF BOARDS

Boards may make rules and delegate powers

The Board of Trustees and the Board of Scientific Directors may each make such rules and regulations for the conduct of their own affairs and for carrying on the work within their respective spheres as are not inconsistent with the provisions of these By-Laws, and may alter, amend, suspend, or repeal them as therein provided. They may, by general resolution, subject to the provisions of these By-Laws, delegate

to other officers or to committees of their own number such of their respective powers as they may see fit, in addition to the powers herein specified.

ARTICLE VII.

FEES, PROFITS, AND CHARGES

Full-time

Section 1. No person while receiving compensation from the Institute for scientific or medical work shall be permitted to receive from any other source compensation for the practice of medicine or surgery unless expressly authorized by the unanimous vote of the Trustees and the Scientific Directors, but this provision shall not be construed to prevent the Institute from subsidizing researches conducted elsewhere than in its own buildings by practising physicians or surgeons not otherwise connected with the Institute.

Workers shall not engage in private practice

Section 2. No charge is to be made by the Institute to persons treated at the hospital for professional care or service rendered or for board and lodging.

Hospital service free

Section 3. All discoveries and inventions made by any person while receiving compensation from the Institute shall be the property of the Institute, to be by it placed at the service of humanity in accordance with the beneficent purposes of the founder.

Discoveries and inventions dedicated to humanity

ARTICLE VIII.

SEAL

The common seal of the Corporation shall have inscribed thereon the name of the Corporation and the year of its creation (1901).

Seal

ARTICLE IX.

AMENDMENTS

These By-Laws may be amended or repealed at any meeting of the Corporation by the unanimous vote given in person or by proxy of all of the members of the Corporation. They may also on the recommendation of both the Board of Trustees and the Board of Scientific Directors be amended or repealed at any meeting of the members of the Corporation by the vote, given in person or by proxy, of at least three-fourths of all of the members of the Corporation, provided that written or tele-

Amendments

graphic notice of such meeting has been sent to every member of the Corporation at least five days in advance of the date of such meeting, stating specifically the proposed amendment or repeal; and provided further that during the lifetime of John D. Rockefeller or John D. Rockefeller, Jr., these By-Laws shall not be amended or repealed (except by unanimous vote as above provided) without the consent in writing of one or the other of them.

RULES OF THE BOARD OF TRUSTEES

(As amended to and including February 16, 1928.)

ARTICLE I.

OFFICERS AND AGENTS

The Board may at any stated or special meeting, by resolution, appoint such officers, other than those prescribed in the By-Laws, and such agents and employees as it may deem wise. The same person may be appointed to two or more offices. All such officers, agents, and employees shall hold office at the pleasure of the Board, but in no case beyond the time when their respective successors shall be elected and accept office.

Officers and agents may be appointed

ARTICLE II.

PRESIDENT

The President shall sustain an executive and advisory relation to the work and policies of the Corporation similar to that usually sustained by the president of commercial bodies. He shall preside at all meetings of the Corporation and of the Board at which he shall be present. He shall appoint all committees unless otherwise ordered by the Board. In his absence (the Vice-President also being absent), the members of the Board present shall appoint one of their own number to preside. He shall sign for the Corporation and for the Board all deeds and other agreements and formal instruments unless otherwise ordered by the Board or by the Executive Committee.

Duties and powers of the President

The President shall *ex officio* be a member of all committees except as herein otherwise provided. He shall be entitled to have notice of committee meetings and to attend and vote at such meetings but he shall be under no obligation to attend and shall not be counted to determine the number necessary to make a quorum or to determine whether a quorum is present.

ARTICLE III.

VICE-PRESIDENT

In the absence or disability of the President, the Vice-President shall have all the powers and discharge all the duties of the President.

—of the Vice-President

ARTICLE IV.

SECRETARY

—of the Secretary

The Secretary, in addition to his other duties as prescribed by this article, shall give notice of and attend all meetings of the Corporation and of the Board, taking minutes of the proceedings and transcribing them in a book provided for that purpose, and attesting the same. Immediately upon the election or appointment of members he shall give notice to them of their election or appointment. He shall have the custody of the corporate seal.

ARTICLE V.

TREASURER, SECURITIES, DEPOSITS, AND ACCOUNTS

—of the Treasurer

The Treasurer, subject to regulations as hereinafter stated, shall have the custody of the permanent funds and securities of the Corporation, including all securities, deeds, and other papers and documents relating to such property.

—of the Assistant Treasurer

There shall be an Assistant Treasurer, to be appointed by resolution of the Board, who shall have such powers and duties and be subject to such regulations as may from time to time be prescribed by resolution of the Board, or by resolution of the Executive Committee.

Securities—how kept; access to regulated

The securities of the Corporation shall be deposited in such deposit vault or vaults as may from time to time be designated by the Board or by the Executive Committee. Access to the securities may be had as hereinafter provided and not otherwise. They may be withdrawn by the Treasurer, or Assistant Treasurer, accompanied by the President or by such representative of the President as shall be designated for that purpose by resolution of the Board or the Executive Committee. In case of the absence or incapacity of both the Treasurer and Assistant Treasurer, the Board or the Executive Committee may by resolution name a person to act in place of the Treasurer. The Board or the Executive Committee may also by resolution authorize any two members of the Board to have access to the securities for the purpose of audit or such other purpose as it may specify in the resolution.

Funds—how deposited; how drawn upon

The Treasurer shall deposit the funds of the Corporation in such banks or trust companies as may from time to time be designated by the Executive Committee. Such deposits of funds shall be made subject to draft only on the signatures of any two of the following officers: the

Chairman, Treasurer, Assistant Treasurer, and such member of the Board as the Chairman shall designate in writing for that purpose.

No money shall be drawn from the treasury except pursuant to a resolution of the Board or of the Executive Committee or of the Finance Committee and then only on a voucher approving the same and referring to the specific resolution or authorization pursuant to which the payment is to be made, which voucher shall be signed by the Secretary, or by such other person or persons as shall be designated by resolution of the Board or of the Executive Committee, provided that checks for the purchase of securities may be issued on resolution of the Finance Committee only, and provided also that the Treasurer may make payments to the Board of Scientific Directors as hereinafter authorized.

After the balance of the income of the Corporation available for expenditure by the Board of Scientific Directors, as provided in Article II, Section 4, of the By-Laws, shall have been determined and the budget approved, the Treasurer shall from time to time make payments from such balance to the Board of Scientific Directors upon the requisition of an officer authorized by them. He shall upon like requisition make payment to the Board of Scientific Directors of any part, or of the total, of all sums appropriated by the Board of Trustees for the purchase of land, the erection of buildings, improvement or alteration of old buildings, equipment and supplies.

The Treasurer shall keep proper books of account, and other books, showing at all times the character, value and amount of the property and funds of the Corporation, and such books shall at all times be open to the inspection of the members of the Board. At each stated meeting of the Board he shall present an account showing in detail the receipts and disbursements since his last report; and at each annual meeting of the Corporation he shall make a report to it of his accounts for the last fiscal year.

ARTICLE VI.

AUDIT

There shall be an annual audit of the books of the Treasurer and also of the books of account of the Board of Scientific Directors by an auditor or auditors appointed by the Board of Trustees, who shall be a person or persons not connected with the Board.

Bills—how paid

Balance payable to the Scientific Directors—how

Treasurer's books and reports

Annual audit required

ARTICLE VII.

BUSINESS MANAGER

Business Manager—how appointed

There shall be a Business Manager, who shall be appointed by the Board of Trustees on the nomination of the Board of Scientific Directors. He shall represent the Board of Trustees in keeping the real property of the Corporation in repair, and, when instructed so to do by the Board of Trustees, shall keep the buildings and their contents insured against loss or damage by fire, and it shall be his duty to ascertain and report to the Board any taxes, assessments, or other charges, if any, which are or may become liens against the real property of the Corporation. He shall also discharge such other duties as shall be assigned to him by the Board of Trustees or by the Board of Scientific Directors.

Duties

ARTICLE VIII.

EXECUTIVE COMMITTEE

Executive Committee—six members

There shall be an Executive Committee of not more than six members, of whom the President shall be one.

How elected

The elected members of the first Executive Committee shall be chosen at the meeting at which these Rules are adopted, and their successors shall be elected by the Board at the annual meeting by ballot. The Executive Committee may fill vacancies in its own number in the interim of the Board meetings, reporting its action to the Board at the next meeting.

Powers

This Committee shall have and may exercise all the powers of the Board of Trustees when the Board is not in session, except as otherwise herein provided. A quorum for the transaction of business shall consist of a majority of the members. The President shall be its Chairman. The Committee shall make such rules and regulations as from time to time it may deem proper for its own government and for the transaction of business of which it may have charge, which is not herein or in the By-Laws otherwise provided for.

Quorum

ARTICLE IX.

BUDGET COMMITTEE

Budget Committee

The two members of the Budget Committee, representing the Board of Trustees as provided by the By-Laws of the Corporation, shall be elected at the annual meeting of the Board.

ARTICLE X.

SPECIAL MEETINGS OF THE BOARD

The President, or any three members of the Board, may call a special meeting of the Board by not less than five days' written or telegraphic notice given by the President or the Secretary, or the members calling such meeting.

Special meetings

ARTICLE XI.

NOTICES

All notices required by these Rules, or otherwise, for the purpose of the Board, shall be in writing and shall be either personally delivered or mailed or telegraphed to the members of the Board at their addresses as entered in the office of the Secretary of the Board.

Notices—how served and delivered

ARTICLE XII.

FINANCE COMMITTEE

There shall be a Finance Committee consisting of three members of the Board, to be elected by the Board at the annual meeting by ballot. This Committee shall have power to make investments and to change the same, and may from time to time sell any part of the bonds, shares, notes, or other forms of investment held by the Board, or any rights or privileges that may accrue thereon. The Treasurer of the Corporation shall act as Secretary of the Finance Committee and shall have custody of its minutes and other papers and documents relating to its work. The Assistant Treasurer of the Corporation shall act as Assistant Secretary of the Finance Committee. In making investments or changes of investments, all the members of this Committee shall be consulted whenever reasonably practicable. Meetings of the Committee shall be held on the call of any member of the Committee, but the Committee shall be deemed to be in continuous session, and between called meetings may act upon the concurrent vote of any two elected members taken by telephone or otherwise. The Committee shall elect its chairman and shall make such rules and regulations as from time to time it may deem proper for its own government and for the transaction of business of which it may have charge. It shall keep regular minutes of its actions, including action taken between meetings as above provided, and shall make formal report thereof to the next regular meeting of the Board.

Finance Committee

Powers

Transfers and assignments—how executed

The Finance Committee shall have power from time to time as occasion arises to authorize such person or persons as the Committee may designate to execute and deliver in behalf of the Corporation, proxies on stock owned by the Corporation, appointing persons to represent and vote such stock at any meeting of the stockholders, with full power of substitution, and to alter and rescind such appointment. Any two of the following persons, *viz.*, members of the Finance Committee, President, Treasurer, and Assistant Treasurer, shall have authority to execute under seal such form of transfer and assignment as may be customary or necessary to constitute a transfer of stocks or other securities standing in the name of the Corporation. And a corporation transferring any such stocks, or other registered securities pursuant to a form of transfer or assignment so executed, shall be fully protected and shall be under no duty to inquire whether or not the Finance Committee has taken action in respect thereof.

Safeguarding investments in reorganization procedures

The Committee shall have authority in its discretion, in so far as may be proper for the safeguarding of the investments of the Corporation, to participate in the reorganization of any corporation ~~which is insolvent or in financial difficulty~~, any of the securities of which are held by this Corporation, and to deposit any securities held by this Corporation with such protection or reorganization committees and on such terms as the Finance Committee may deem proper.

ARTICLE XIII.

AMENDMENTS

Amendments

These Rules may be altered or amended by a majority vote of the members present at any duly called meeting of the Board, provided that written or telegraphic notice has been sent to every member of the Board at least ten days in advance of the date of meeting, stating specifically the proposed amendment.

RULES OF THE BOARD OF SCIENTIFIC DIRECTORS

(As amended to and including February 16, 1928.)

ARTICLE I.

DEPARTMENTS OF THE INSTITUTE

In The Rockefeller Institute for Medical Research are included as co-ordinate departments: (1) the general Laboratories; (2) the Hospital; and (3) the Department of Animal Pathology.

ARTICLE II.

BOARD OF SCIENTIFIC DIRECTORS

Section 1. **AUTHORITY OF THE BOARD.** The Board of Scientific Directors, organized in accordance with Article III of the By-Laws of the Corporation, has exclusive control of the scientific work of the Institute. Such powers as may be exercised by committees, officers, agents, or servants of the Board, are delegated powers and revert to the Board at its pleasure.

Authority of the Board

Section 2. **EXECUTIVE COMMITTEE.** There shall be an Executive Committee consisting of a chairman and not more than four other members, who shall be elected by the Board at the annual meeting. Vacancies occurring at other times shall be filled by vote of the Board at any meeting duly called. This Committee shall have all the powers of the Board of Scientific Directors when the Board is not in session, except as otherwise provided; but all expenditures voted by the Committee shall be reported to the Board for its approval. A quorum for the transaction of business shall consist of a majority of the members. The minutes of all meetings of the Committee shall be submitted to the Board.

Executive Committee—size and powers

Quorum

Minutes to be approved by the Board

Section 3. **BUDGET COMMITTEE.** The three members of the Budget Committee representing the Board of Scientific Directors, one of whom shall also be a member of the Board of Trustees, as provided by the By-Laws of the Corporation shall be elected at the annual meeting.

Budget Committee

Nomination of members

Section 4. NOMINATION OF MEMBERS. Candidates for election to fill vacancies in the Board of Scientific Directors in accordance with the provisions of Article III of the By-Laws of the Corporation shall be nominated by the affirmative votes of at least four members of the Board of Scientific Directors at any stated meeting, or at any special meeting called for this purpose.

ARTICLE III.

OFFICERS

Corporate officers

Section 1. CORPORATE OFFICERS. The corporate officers of the Board shall be the President, the Vice-President, and the Secretary. They shall be elected by the Board at its annual meeting for a term of one year.

Elected annually

President

(a) The President shall preside at all meetings of the Board at which he is present, and appoint all committees unless otherwise ordered by the Board.

Vice-President

(b) In the absence of the President, the Vice-President shall have the powers and duties of the President.

Chairman

(c) In the absence of the President and the Vice-President, the Board shall appoint from its number, by majority vote of the members present at a meeting duly called, a chairman who shall have the powers and duties of the President.

Duties of the Secretary

(d) The Secretary shall issue calls for meetings, except as otherwise provided, keep and attest the minutes thereof, and be the custodian of all records of the Board.

Administrative officers

Section 2. ADMINISTRATIVE OFFICERS. The administrative officers of the Board shall be the Director, the Director of the Laboratories, the Director of the Hospital, the Director of the Department of Animal Pathology, and the Business Manager. They shall be elected by the Board to serve at its pleasure.

Duties of the Director

(a) The Director shall perform such duties in regard to the scientific work and the general administration of the Institute as shall from time to time be designated by the Board of Scientific Directors.

(b) The Director of the Laboratories shall have general supervision of the scientific work in the general Laboratories. He shall make recommendations to the Board with regard to the initiation and control of investigations, and execute its wishes in respect thereto. He shall make recommendations for appointments to the scientific staff, and render reports to the Board upon the work done in this department.

—of the Director of the Laboratories

(c) The Director of the Hospital shall supervise the care and treatment of patients and the medical and scientific investigations in the Hospital; he shall make recommendations to the Board with regard to the general conduct of this department, and to the initiation and control of its scientific investigations, and execute the wishes of the Board in respect thereto; he shall make recommendations for appointments to the medical, scientific, and nursing staffs; and render reports to the Board upon the work done in this department.

—of the Director of the Hospital

(d) The Director of the Department of Animal Pathology shall make recommendations to the Board with regard to the initiation and control of investigations, and execute its wishes in respect thereto. He shall make recommendations for appointments to the scientific staff and render reports to the Board upon the work done in this department.

—of the Director of the Department of Animal Pathology

(e) The Business Manager shall be responsible to the Board for the care and disbursement of its funds, and, in general, for the business administration of the Institute. He shall keep proper accounts of all receipts and expenditures, and render regular reports of the same.

—of the Business Manager

ARTICLE IV.

EXPENDITURES

Section 1. BUDGET. It shall be the duty of the Business Manager to prepare each year for the consideration of the Board of Scientific Directors an itemized estimate of the expenditures of the Institute for the fiscal year beginning July 1 next ensuing. This estimate shall include all expenditures recommended by the Director, the Director of the Laboratories, the Director of the Hospital, and the Director of the Department of Animal Pathology, and such other expenditures as they or the Business Manager may desire to submit to the Board, and a

Budget

How prepared

Binds all officers and employees when adopted

*Bd ScDir
approved on budget
(month 7)*

copy shall be sent to each member of the Board of Scientific Directors before the stated meeting in April. Upon adoption by the Board with or without amendment, and after approval by the Budget Committee, this estimate shall take effect as the budget for the fiscal year next ensuing, and all expenditures shall be made in strict conformity therewith, or with such changes in the budget as shall be duly authorized. No officer or employee of the Institute shall make expenditures or incur obligations on behalf of the Institute without the authorization of the Board or the Executive Committee.

Control of disbursements and deposits

*Bd Tr
capital exp*

Section 2. DISBURSEMENTS. The Business Manager shall be authorized to draw upon the Treasurer of the Corporation for (1) such sums as shall be needed from time to time to meet the authorized expenses of the Institute under the budget, and (2) such sums as may from time to time be appropriated by the Board of Trustees for the purchase of land, the erection of buildings, improvement or alteration of old buildings, equipment and supplies. Bills shall be paid only on vouchers duly checked and approved and referring to the precise items of the budget under which they have been respectively incurred. The sums drawn from the Treasurer of the Corporation shall be deposited in one or more banks or trust companies approved by the Board of Scientific Directors.

Deputy Business Manager

Section 3. DEPUTY BUSINESS MANAGER. The Board or the Executive Committee may at any time designate a Deputy Business Manager to exercise the functions of the Business Manager in case of his absence or disability.

Accounts and reports of the Business Manager

Section 4. ACCOUNTS. The Business Manager's books of account and the vouchers supporting them shall be at all times open to inspection by members of the Board. At the meetings of January and April he shall present an account showing in detail the sums received from the Treasurer, and from any other sources, and the expenditures from the same. At least five days before the annual meeting of the Board he shall mail to each member a report of accounts for the previous year.

Bond to be furnished by the Business Manager

Section 5. The Business Manager shall furnish a bond in the sum of twenty-five thousand dollars to insure his proper accounting for the moneys entrusted to him.

ARTICLE V.

MEETINGS

Section 1. STATED MEETINGS. In accordance with Article V, Section 4, of the By-Laws of the Corporation, the annual meeting of the Board is held on the Saturday following the last Friday in October. Other stated meetings of the Board shall be held on the third Saturdays of January and April. All stated meetings of the Board are held at the office of the Institute in New York City, or elsewhere if so ordered by the Board, at an hour fixed by the Board.

Stated meetings

Section 2. SPECIAL MEETINGS. The President, or any three members, may call a special meeting of the Board by not less than five days' written or telegraphic notice given by the President or the Secretary, or the members calling such meeting.

Special meetings

Section 3. NOTICES OF MEETINGS. All notices required by these Rules, or otherwise, for the purposes of the Board, shall be in writing and shall be either personally delivered or mailed or telegraphed to the members of the Board at their addresses as entered in the office of the Secretary.

Notices of meetings

ARTICLE VI.

APPOINTMENTS

Section 1. APPOINTMENTS. Appointments other than those provided for in Article III are made with the following titles:

Appointments

Member of the Institute; Associate Member of the Institute; Associate; Assistant; Fellow.

Titles

Physician to the Hospital; Assistant Physician to the Hospital; Resident Physician; Assistant Resident Physician; Superintendent of the Hospital; Assistant Superintendent of the Hospital.

Assistant Business Manager; Bursar.

Section 2. TENURE. All appointments are held at the pleasure of the Board for a term not exceeding the period specified. The appointment of a Member of the Institute is without limit of time; the appointment of an Associate Member is for a term of years; all other appointments are for a term not exceeding one year unless otherwise specified.

Tenure and terms

no age limit

ARTICLE VII.

EXPERIMENTS ON ANIMALS

Experiments on animals

All problems of research involving experiments upon animals must first be submitted to the Director of the Laboratories, the Director of the Hospital, or the Director of the Department of Animal Pathology for approval.

ARTICLE VIII.

AMENDMENTS

Amendments

These Rules may be altered or amended by unanimous vote of the entire Board at any meeting. They may also be amended by a majority vote of the members present at any meeting of the Board, provided that written or telegraphic notice has been sent to every member of the Board at least ten days in advance, stating specifically the proposed amendment.

1940-1955

vert. file "C"

CARNEGIE

Foundations

GRANTS-IN-AID

For a list of grants for specific individuals and projects given by the Carnegie Corporation for the above years see Vertical File under "C" for Carnegie Corporation.

Grants for Specific Individuals & Projects
Given by the Carnegie Corporation

1940-41	Grants - in - aid	11,500.00
	for military study under Prof. Earle Werner B. Ellinger	5,488.53
	for study of Nat'l. Emergency program under Prof. De Witt Clinton Poole	1,037.50
	for studies on foreign policy under Earle	506.50
		<u>850.00</u>
1941-42	Subsidy for Publication	1,000.00
	for study of military & foreign policies of the U.S., under Earle Werner B. Ellinger	4,844.38
	for study of Nat'l. Emergency program under Prof. De Witt Clinton Poole	562.50
	for studies in foreign policy under Earle	2,493.50
	Fellowships in Fine Arts	7,598.71
	Harway A. De Keerd	1,200.00
	Bibliographical Assistant Robert A. Kann	2,000.00
		<u>937.50</u>
1942-43	Carnegie Corp. of N.Y. -- General Fund	6,190.83
	Bibliographical Assistant Robert A. Kann	<u>562.50</u>
1943-44	General Fund	<u>3,042.57</u>

1944-45	General Fund	<u>1,542.36</u>
1945-46	General Fund	1,358.74
	Earle Seminar in Internat'l Studies	<u>175.74</u>
1946-47	General Fund	549.86
	Earle Seminar in Internat'l Studies	<u>7,656.96</u>
		268.67
1947-48	★ General Fund	
	Earle Seminar in Internat'l Studies	5,167.30
	Earle Seminar - Grant #2	<u>4,421.10</u>
1948-49	Earle Seminar -- grant #2	2,859.61
	Earle Seminar -- grant #3	4,027.26
	General Fund	<u>1,339.20</u>
1949-50	Earle Seminar grant	4,256.01
	General Fund	231.24
	Special grant - E. M. Earle	3,000.00

★ Starting with this year column headings changed. Don't use "Institute expenses" as ended... not amount pledged or received.

1950-51	Earle Seminar grant	11,252.17
	General Fund	917.77
	John Palfrey grant	<u>1,750.00</u>
1951-52	Earle Seminar grant	11,523.74
	Special grant -- E. M. Earle - E. M. Fox - Conference on Modern France	5,847.21
	General Fund	447.37
	John Palfrey grant	<u>2,250.00</u>
1952-53	Earle Seminar grant	2,126.20
	Special grant - E. M. Earle - E. M. Fox - Conference on Modern France	652.79
	General Fund	<u>401.40</u>
1953-54	Earle Seminar Grant	2,361.47
	General Fund	247.41
1954-55	Earle Seminar grant	3,800.00

1936

vert file "C"

January - February

WELLESLEY COLLEGE (GENERAL)

Relations WOAI

CAMPBELL

Biographical

Letters regarding above filed in Vertical File under "C"
for Campbell.

III-27

*Wellesley Ret,
Campbell*

III - 27

OFFICE OF THE PRESIDENT
WELLESLEY COLLEGE
WELLESLEY MASSACHUSETTS

February 17, 1936

Dr. Abraham Flexner
20 Nassau Street
Princeton, New Jersey

Dear Dr. Flexner:

Absence from my office for several days has delayed my acknowledgement of your letter of January 31. I was of course very much interested to know what the situation was so far as Mr. Campbell was concerned. Meantime as of course you know, Mr. Campbell has learned from you and Professor Morey more about the situation. May I venture to add that your letter does not make clear why Mr. Campbell's connection with Wellesley College was not mentioned in the announcement.

*Very sincerely yours,
Ellen J. Purdon*

February 19, 1936

Dear Miss Pendleton:

Thank you for your kind note of February 17th. If any further announcement is made in reference to Mr. Campbell, as will be the case should the concession be renewed, I shall take special care to see to it that Wellesley College receives full credit for the opportunities which it has given him in the past.

With all good wishes,

Sincerely yours,

ABRAHAM FLEXNER

Miss Ellen F. Pendleton
Wellesley College
Wellesley, Massachusetts

AF/MCE

OFFICE OF THE PRESIDENT
WELLESLEY COLLEGE
WELLESLEY MASSACHUSETTS

January 30, 1936

Mr. Abraham Flexner, Director,
Institute for Advanced Study,
Princeton, New Jersey.

My dear Mr. Flexner:

I read with much interest the statement in the New York Times of the latest three appointments to the Institute for Advanced Study. I am wondering whether the "W. A. Campbell" is the Mr. Campbell who is Associate Professor of Art at Wellesley College and who has been on our staff for six years and is under appointment for next year. I should ordinarily not think that it was Mr. Campbell of our faculty since no mention is made of Wellesley College in your statement. On the other hand, our Mr. Campbell is Field Director of the Excavations in Antioch. I am quite puzzled about the whole situation since neither the Department nor Mr. Campbell individually has been notified of this appointment, nor has he received any communication whatsoever from the Institute. If I am right that our Mr. Campbell is the person named, perhaps you would be willing to tell me how it happens that a public announcement of the appointment is made without any communication either to the College or to Mr. Campbell and why no reference is made to Wellesley College.

I am

Most truly yours,
Edwin J. Cushman

January 31, 1936

Dear Miss Pendleton:

I am genuinely distressed to learn that any action of mine has caused the slightest embarrassment to either you or the College or to Professor Campbell. I have not myself communicated with Mr. Campbell or with Professor Avery because for fear of crossing wires I left the matter in the hands of Professor Morey who has been, as I understood, in constant touch with both. Under no circumstances would I do anything which would in the slightest degree embarrass Wellesley College or Miss Avery's department. Accordingly on the supposition that the situation was thoroughly understood both by Professor Campbell and Professor Avery, I asked the Trustees of the Institute at their meeting last Monday to make an appropriation for Professor Campbell but with the reservation that nothing would be asked of him which would in any wise disturb your own plans. Professor Morey and I had agreed - as we should undoubtedly have informed you - that a temporary appointment would be made for the next year and that the appointment of Mr. Campbell is not to go into effect until July 1, 1937, provided the concession to continue the excavations at Antioch is renewed. Should the concession not be renewed, I understand from Professor Morey that Professor Campbell's appointment as field archaeologist will not take effect.

I do hope that Professor Avery and Mr. Campbell will understand that no discourtesy was intended and that the Trustees of the Institute as well as I

Miss Pendleton

January 31, 1936

2

myself acted on the theory that the entire matter was clear to all those who are concerned.

I am enclosing a copy of a letter which Professor Morey has just written me, which I think shows what he had in mind.

Very sincerely yours,

ABRAHAM FLEXNER

Miss Ellen F. Pendleton
Wellesley College
Wellesley, Massachusetts

AF:ESB

1930

vert. file "C"

GENERAL

Corporation

Working papers: Codicil and letter to Trustees.

Filed in Vertical File under "C" for Corporation.

D, Institute Organization

"Suggestion for proposed Codicils to Wills of Mrs. Fuld and Mr. Bamberger effectively to carry out their present plan for a Foundation.

"The form of this Codicil should be prepared by Mr. Hardin's office, and what is herein proposed is merely intended to outline the substance of what is desired.

"I, LOUIS BAMBERGER, being of sound and disposing mind and memory, and mindful of the uncertainty of life and the certainty of death, do hereby make, publish and declare this Codicil to my Last Will and Testament, which said Last Will and Testament bears date the -----day of -----, 19--.

"FIRST:

"WHEREAS, my late brother-in-law, FELIX FUND and his widow, Mrs. Felix Fuld, and I had always intended and desired to establish a Foundation for some beneficent purpose, to which we intended to devote our respective residuary estates; and

"WHEREAS, my said sister and I have now, in and by letter dated the -----day of -----, 1930, defined the purpose thereof and the manner of establishing the same; and

"WHEREAS, my said sister and I have made mutual Wills, and I desire to provide for the contingency which may arise in the event that we may die in or as the result of a common accident:

"NOW, THEREFORE, in the event that during my lifetime I shall not have organized or caused to be organized, in conjunction with my sister, Mrs. Felix Fuld, a corporation or Foundation to receive and carry out the purposes expressed in the aforesaid letter, it is my wish and I hereby authorize, empower and direct my Executors and Trustees hereinafter named, as soon as may be practicable after my decease, to organize or cause such corporation or Foundation to be organized and created, which shall be authorized and empowered to carry out the purposes and designs mentioned, described and set forth in the aforesaid letter dated the -----day of -----, 1930, and thereupon, in the event that my said

beloved sister, Mrs. Felix Fuld, and I shall die in or as the result of any common accident or catastrophe, I give, devise and bequeath to any such corporation which may have been so organized by my said sister and me, or which may be organized by my said Executors and Trustees, as hereinbefore provided, all of my residuary estate of every name, nature and description, whether real, personal or mixed and wheresoever the same may be situate, to hold and continue to hold the same and use and apply the income thereof for the purposes defined and set forth in the Charter, Certificate of Incorporation, special statutory enactment or other method of bringing the said corporation into legal existence.

"SECOND:

"In all other respects I hereby ratify and confirm my said Last Will and Testament bearing date, as aforesaid, the ----- of -----19--.

Letter

"It has always been our intention to devote our accumulated wealth to a public benefaction which in its very nature would achieve several thoughts we have in mind: first, that it be of a character which, so far as possible, would avoid duplication of the good works of others, or lie in a field already amply supplied with funds commensurate with its purpose. What we desire to accomplish is to extend the operation of plans already in effect which would enable some institution to carry on to a point not yet achieved some vital educational function.

Second: Mindful of our obligations to the community of Newark and to the State of New Jersey, of which we are residents and citizens, and wherein our labors have been so handsomely rewarded, to locate whatever institution we may endow in such State and in the vicinity of such City, thereby reflecting in part upon that City and State the benefits of the results we seek to bring about. Having made an extensive survey of the field, guided by expert advice, we are presently of the opinion that the best service we can render mankind is to establish and endow a graduate college which shall be limited in the scope and nature of the studies it proposes to teach; which will attract to it the highest calibre of men and women to specialize as teachers in the subjects in which they have achieved unusual proficiency; to offer as the basis of such attraction, the facilities which will be afforded to them to continue the pursuit of their respective specialties and enlarge the field of their knowledge and, by virtue of the environment in which they shall be asked to live and teach, to insure them the opportunity of imparting their knowledge to selected students under the most favorable conditions:- in short, to set up a graduate school of limited scope, but of the highest quality, in which the teaching staff will have unlimited opportunity to continue to pursue and enlarge their knowledge of the subjects in which they are expected to teach: to free such school from all of the impediments which now surround graduate schools because of the undergraduate activities connected therewith and which so largely dominate the same, by selecting students based upon their qualifications and adeptness, to create an atmosphere within the institution which should afford the opportunity therein to develop great specialists in particular fields of the arts and sciences.

Such institution is to be operated upon lines which pay no regard to race or creed, and no preference is to be given or be denied therein to any person because of these. # / While the foregoing sets forth our present state of mind, it is our intention and desire not to limit the scope of the activities of such organization as may be created to carry out our purposes, and if, for any reason, it shall be impracticable to establish such a graduate school as is herein outlined, we reserve to ourselves during our respective lifetimes, and to the trustees of the Foundation which we may cause to be erected to carry out our purposes, the uncontrolled judgment and discretion at any time or from time to time to alter or modify the purposes thereof, to the end that the income of the funds which we may thus establish shall in any event and at all times be used and applied for a beneficent public purpose in which all who are in a position to benefit thereby shall be privileged so to do without distinction of a religious or racial nature.

"More fully to accomplish the purposes herein outlined, we are about to organize a corporation under the laws of the State of New Jersey (or such other state as may be best) which it is our purpose and intention presently to endow with the sum of \$ _____, and upon the death of the ~~the~~ survivor of us, to devise and bequeath to such institution the residue of our respective fortunes.

"We make, nominate, constitute and appoint _____ to be the first trustees or directors of such corporation, the succeeding Boards of Directors to be elected and appointed from time to time as in the Charter and By-Laws of such corporation may be provided, and we desire that unless, during our respective lifetimes, we shall have changed the purposes herein set forth, or the trustees of such corporation in their judgment and discretion shall at any time thereafter change the purposes thereof, that such fund and the income thereof be used and applied for the purposes herein defined, restricting the operation thereof only insofar as we require that such institution shall be located in the vicinity of Newark, N. J. upon lands which we may convey or devise to it for that purpose, or, failing which, upon such lands as it may acquire for that purpose in such location, and that so far

as may be commensurate with the purposes herein
set forth, preference be given as students in
said school to residents of the City of Newark
and the State of New Jersey.

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Appendix II.

January 20, 1930

MEMORANDUM

/ "It is our purpose to devote our entire residual estate to the endowment of an institution of higher learning situated in or near the City of Newark and called after the State of New Jersey in grateful recognition of the opportunities which we have enjoyed in that community. / We are persuaded that there is now little or no lack and that there will in the future be still less lack of schools and colleges for the training of young men and women. Neither now nor in the future is there likely to be an overabundance of opportunities for men and women competent to advance learning in all serious fields of human interest and endeavor and to train younger men and women who may follow in their footsteps. It is our desire therefore that the proposed university shall contain no undergraduate department, that as long as present conditions continue, it shall bestow only the Ph. D. degree or professional degrees of equal value, and that its standards of admission and its methods of work be adapted to these ends and these only. / As conditions in the realm of advanced instruction and research improve, it is our desire that the trustees of this institution advance the ideals of the institution so that it may at all times be distinguished for quality and at no time be influenced by consideration of numbers. / It is our express and inflexible desire that the appointments to the staff and faculty of this institution and in the admission of workers and students no account be taken directly or indirectly of religion or sex. In the spirit characteristic of America at its noblest, we desire that this fund be administered with sole respect to the objects for which it is set up and with no respect whatsoever to accidents of creed, origin, or sex. / It is our belief that the sum which we shall ultimately provide will be adequate to start and to maintain at the highest possible intellectual level an institution devoted to the central cultural and scientific disciplines. It is no part of our

?

27

immediate intention to institute professional schools. It is our wish that our trustees should not countenance development in that or any other direction unless funds are assured which permit the undertaking of additional responsibilities at the same high level at which the enterprise has been started. / It will probably develop that most candidates for the doctor's degree will have received a collegiate degree or the equivalent thereof, but it is our wish that the facilities of the institution will be open to any student who can demonstrate his fitness to profit in the highest degree by their use and to no others. It is also our purpose that many of those who enter the university which we propose to establish will hope to become professors in other institutions of learning, but we desire to emphasize the fact that the institution itself is set up not to train teachers, not to produce holders of degrees, but to advance learning and to train persons competent to participate in that fundamental and most important endeavor. For the execution of this purpose we temporarily create a committee made up of

"In the event of the death of both of us before further steps can be taken, this committee is authorized to constitute itself as the first Board of Trustees by adding to its number _____ members. We commend to their consideration as representing the ideals of scholarship and service to humanity that we have in mind the following:

"It is our hope that site, buildings, and equipment can be provided without impairment of the capital sum with which the institution will be endowed. No gifts from outside sources shall ever be accepted conditioned upon the modification of the fundamental aim for which this institution is created.

"It is our hope that the most cordial and cooperative relations may at all times exist between the trustees and the faculty of the university. To that end we suggest that at least three members of the faculty be chosen ultimately by the faculty itself to become members of the board of trustees, and we further hope

that the opportunities of the institution may prove attractive to men of the most distinguished standing because of the freedom and abundance of opportunities which they will enjoy in the prosecution of their own work and in the selection and training of students and in the maintenance of the highest possible standards in science and scholarship.

"1. The buildings should be modest, adaptable to their purpose and yet sufficiently attractive to exercise a beneficial influence on the architectural taste of the community.

"2. The trustees shall be empowered to establish within reasonable limits such fellowships and scholarships as from time to time may be needed in order to support in whole or part younger men and women whose previous training has been adequate and whose development promises to be significant."

Note. The amendments consisted in striking the last two paragraphs, and ~~the first two paragraphs~~ all but the first sentence of the ^{following} third paragraph from the end.

For these the following paragraph was substituted.

"In conclusion we enjoin upon our executors and the committee herein mentioned the following: should investigation and inquiry lead to the conclusion that the sum which we propose ultimately to devote to the endowment of a University is inadequate to the fulfillment of our ideas in the manner herein described, they shall modify or change the plan to the end that the income of the fund finally established shall be used and applied for a beneficent public purpose in which all who are in position to benefit thereby shall be privileged so to do without distinction of religious or racial nature, and under similar circumstances we reserve to ourselves jointly and individually also the right to make such change or changes.

Stricken
for last (same)
+ next page

January 20, 1930

MEMORANDUM

It is our purpose to devote our entire residual estate to the endowment of an institution of higher learning situated in or near the City of Newark and called after the State of New Jersey in grateful recognition of the opportunities which we have enjoyed in that community. We are persuaded that there is now little or no lack and that there will in the future be still less lack of schools and colleges for the training of young men and women. Neither now nor in the future is there likely to be an overabundance of opportunities for men and women competent to advance learning in all serious fields of human interest and endeavor and to train younger men and women who may follow in their footsteps. It is our desire therefore that the proposed university shall contain no undergraduate department, that as long as present conditions continue, it shall bestow only the B. D. degree or professional degrees of equal value, and that its standards of admission and its methods of work be adapted to these ends and these only. As conditions in the realm of advanced instruction and research improve, it is our desire that the trustees of this institution advance the ideals of the institution so that it may at all times be distinguished for quality and at no time be influenced by consideration of numbers. It is our express and inflexible desire that the appointments to the staff and faculty of this institution and in the admission of workers and students no account be taken directly or indirectly of religion or sex. In the spirit characteristic of America at its noblest, we desire that this fund be administered with sole respect to the objects for which it is set up and with no respect whatsoever to accidents of creed, origin, or sex. It is our belief that the sum which we shall ultimately provide will be adequate to start and to maintain at the highest possible intellectual level an institution devoted to the central cultural and scientific disciplines. It is no part of our immediate intention to institute professional schools. It is our wish that our trustees should ^{not} countenance development in that or any other direction unless funds are assured which permit the undertaking of

additional responsibilities at the same high level at which the enterprise has been started. It will probably develop that most candidates for the doctor's degree will have received a collegiate degree or the equivalent thereof, but it is our wish that the facilities of the institution will be open to any student who can demonstrate his fitness to profit in the highest degree by their use and to no others. It is also our purpose that many of those who enter the university which we propose to establish will hope to become professors in other institutions of learning, but we desire to emphasize the fact that the institution itself is set up not to train teachers, not to produce holders of degrees, but to advance learning and to train persons competent to participate in that fundamental and most important endeavor. For the execution of this purpose we temporarily create a committee made up of

In the event of the death of both of us before further steps can be taken, this committee is authorized to constitute itself as the first Board of Trustees by adding to its number ___ members. We commend to their consideration as representing the ideals of scholarship and service to humanity that we have in mind the following:

F It is our hope that site, buildings, and equipment can be provided without impairment of the capital sum with which the institution will be endowed. No gifts from outside sources shall ever be accepted conditioned upon the modification of the fundamental aim for which this institution is created.

It is our hope that the most cordial and coöperative relations may at all times exist between the trustees and the faculty of the university. To that end we suggest that ~~the~~ ^{at} least three members of the faculty be chosen ultimately by the faculty itself to become members of the board of trustees, and we further

hope that the opportunities of the institution may prove attractive to men of the most distinguished standing because of the freedom and abundance of opportunities which they will enjoy in the prosecution of their own work and in the selection and training of students and in the maintenance of the highest possible standards in science and scholarship.

1. The buildings should be modest, adaptable to their purpose and yet sufficiently attractive to exercise a beneficial influence on the architectural taste of the community.

2. The trustees shall be empowered to establish within reasonable limits such fellowships and scholarships as from time to time may be needed in order to support in whole or part younger men and women whose previous training has been adequate and whose development promises to be significant.

In conclusion we enjoin upon our executors and the committee herein mentioned the following: should investigation and inquiry lead to the conclusion that the sum which we propose ultimately to devote to the endowment of a University is inadequate to the fulfillment of our ideas in the manner herein described, they shall modify or change the plan to the end that the income of the fund finally established shall be used and applied for a beneficent public purpose in which all who are in position to benefit thereby shall be privileged so to do without distinction of religious or racial nature, and under similar circumstances we reserve to ourselves jointly and individually also the right to make such change or changes.

hope that the opportunities of the institution may prove attractive to men of the most distinguished standing because of the freedom and abundance of opportunities which they will enjoy in the prosecution of their own work and in the selection and training of students and in the maintenance of the highest possible standards in science and scholarship.

1. The buildings should be modest, adaptable to their purpose and yet sufficiently attractive to exercise a beneficial influence on the architectural taste of the community.

stayed full
2. The trustees shall be empowered to establish within reasonable limits such fellowships and scholarships as from time to time may be needed in order to support in whole or part younger men and women whose previous training has been adequate and whose development promises to be significant.

PITNEY, HARDIN & SKINNER

JOHN R. HARDIN
ALFRED F. SKINNER
WILLIAM L. MORGAN
CORWIN HOWELL
J. FREDERIC WHERRY
WALDRON M. WARD
EDWARD O. STANLEY, JR.
CARL A. FEICK
SHELTON PITNEY
CHARLES R. HARDIN
JOHN R. HARDIN, JR.
MAHLON PITNEY

Prudential Building

Newark, N. J., Apr. 30, 1930.

Dr. Abraham Flexner,
Rockefeller Institute,
York Ave. and 66th St.,
New York City.

My dear Doctor Flexner:

I enclose herewith a skeleton form of certificate of incorporation under our act to incorporate associations not for pecuniary profit. The certificate when completed must be acknowledged by the incorporators, is recorded with the Clerk of Essex County and, after approval by the Commissioner of Charities and Corrections, is filed with the Secretary of State. The minimum number of incorporators is five. The certificate must state the number of trustees, which must be not less than three, and the names of those selected for the first year.

Although no more is required than is indicated by the skeleton form enclosed, more may be included and perhaps should be. The qualifications of members, their rights and election, the number and qualifications and terms of trustees, the manner of electing trustees, and certain other fundamental rules may be incorporated in the by-laws but should perhaps be in the certificate of incorporation. In any event, these fundamental rules are so vital to any corporate establishment that it might be wise, if the certificate of incorporation is kept to a minimum to consider at once the provisions of by-laws which must be presently

2(Dr. Abraham Flexner)

4/30/30

adopted.

Even if you do not include more particulars than must be included in the certificate of incorporation, the number of trustees should be stated with an idea of permanent arrangement. Otherwise, after forming the corporation, it will become necessary to go through the red tape of amending the certificate of incorporation.

It seems to me that at least some of the nominal incorporators should be the real founders of the association. Although it is probably impossible under New Jersey's present Constitution to obtain a private charter from the legislature, the certificate of incorporation, which is the charter, is always a document of historical interest, and of both real and sentimental interest to those connected with an institution. The certificate of incorporation will doubtless be printed in reports and circulars and year books, as long as the institution exists. I should think that the incorporators would prefer to have the certificate made and signed by the real parties in interest rather than by clerks or other representatives.

If you wish to make suggestions as to the membership and trustees, their qualifications and election, etc., I would be glad to prepare for consideration either a draft of by-laws or administrative provisions which might properly be included in the certificate of incorporation.

I have further discussed these general matters with my father, who I am sure is prepared to take up these questions with you whenever you wish.

Very truly yours,

(Enclosure)



May 1, 1930

Dear Mr. Hardin:

I am sending you herewith material with which to fill out the blanks in the Certificate of Incorporation. I shall show your letter this afternoon to Mr. Maass and Mr. Leidesdorf, who have been in Mr. Ben-berger's confidence, and ask them to communicate with you regarding details which I am not in position to settle. Meantime, I shall be glad to go to Newark or Trenton whenever there is need.

Sincerely yours,

ABRAHAM FLEXNER

Mr. Charles R. Hardin
Prudential Building
Newark, New Jersey

AF:RMB

FIRST: The name or title by which this corporation is to be known in law is the Institute of Higher Learning or the Institute for Advanced Studies to be situated at or near the City of Newark. The Institute shall have a faculty or staff headed by a Director, whose functions will be defined by the By-Laws to be hereafter adopted.

SECOND: The purpose for which this corporation is formed is the promotion of knowledge in all fields and the training of advanced workers for and beyond the Ph.D. degree and similar professional degrees of equal standing. The conditions under which such degrees will be awarded will be at least equal to those demanded by the most exacting educational institutions in the United States.

FOURTH: The corporation shall be managed by a Board of not to exceed fifteen Trustees who shall be divided into five equal classes serving respectively for one, two, three, four, and five years, and vacancies due to the expiration of term, resignation, death, or other cause shall be filled by the remaining Trustees in accordance with the By-Laws which will be adopted.

*at or in the vicinity
Newark NJ*

*the establishment
of an institute for*

NAME: The name or title by which this corporation is to be known is the Institute of Higher Learning or the Institute for Advanced Studies.

PURPOSE: The purpose for which this corporation is formed is the establishment at or in the vicinity of Newark, New Jersey, of an institute for the promotion of knowledge in all fields and the training of advanced workers far and beyond the Ph.D. degree and similar professional degrees of equal standing. The conditions under which such degrees will be awarded will ^{be} at least equal to those demanded by the most exacting educational institutions in the United States. The institute shall have a faculty or staff headed by a director, whose functions will be defined by the by-laws to be hereafter adopted.

MANAGEMENT: The corporation shall be managed by a board of not to exceed fifteen trustees who shall be divided into five equal classes serving respectively for one, two, three, four, and five years, and vacancies due to the expiration of term, resignation, death, or other cause shall be filled by the remaining trustees in accordance with the by-laws which will be adopted.

May 2, 1930

Dear Mr. Hardin:

Thank you for your letter and for the enclosed skeleton draft. I understand that Mr. Bamberger is giving a luncheon Monday which your father will attend. I shall have the drafts in shape at that time in the hope that everything necessary may then be passed on. (5/5)

With much appreciation,

Sincerely yours,

Mr. Charles R. Hardin
Prudential Building
Newark, New Jersey

ABRAHAM FLEXNER

AF:ESB

~~called after the State~~ of New Jersey in grateful recognition of the opportunities which we have enjoyed in ^{that} ~~that~~ community. We are persuaded that there is now little or no lack and that there will in the future be still less lack of schools and colleges for the training of young men and women. ^{but there is no} ~~Neither now nor in the future is there~~ likely to be an overabundance of opportunities for men and women competent to advance learning in all serious fields of human interest and endeavor and to train younger men and women who may follow in their footsteps. It is our desire therefore that the proposed ^{Institute} ~~university~~ shall contain no undergraduate department, that as long as present conditions continue, it shall bestow only the **B.D.** degree or professional degrees of equal value, and that its standards of admission and its methods of work be adapted to these ends and these only. As conditions in the realm of advanced instruction and research improve, it is our ^{hope} ~~desire~~ that the trustees of this institution ^{may see fit to} advance the ideals of the institution so that it may at all times be distinguished for quality and at no time be influenced by consideration of numbers. It is our express and inflexible desire that ⁱⁿ ~~the~~ appointments to the staff and faculty of this institution and in the admission of workers and students no account be taken directly or indirectly ^{of} ~~of~~ religion or sex. In the spirit characteristic of America at its noblest, we ^{wish} ~~desire that~~ this fund be administered with sole respect to the objects for which it is set up and with no ^{regard} ~~respect~~ whatsoever to accidents of creed, origin, or sex. ~~It is our belief that the sum which we shall ultimately provide will be adequate to start and to maintain at the highest possible intellectual level an institution devoted to the central cultural and scientific disciplines.~~ It is no part of our immediate intention to institute professional schools. ^{We hope} ~~It is our wish~~ that ^{the} ~~our~~ trustees ^{will} ~~should~~ not countenance development in that or any other direction unless funds are assured which permit the undertaking of

Memorandum, date (Apr. 23, 1950)

To (naming proposed Trustees):

We are asking you
to serve with us as Trustees of an Institute of Higher
Learning or Advanced Studies to ~~the~~ the endowment
of which we propose ultimately to devote our residual es-
tate, - the proposed Institute to be situated in the State

TELEPHONE

MADE IN U.S.A.

SUBSTITUTE

additional responsibilities at the same high level at which the enterprise has been started. It will probably develop that most candidates for the doctor's degree will have received a collegiate degree or the equivalent thereof, but ~~it is our wish that~~ the facilities of the institution ^{stores, in the discretion of the trustees, & staff} will be open to any student who can demonstrate his ^{or her} fitness to profit in the highest degree by their use, ~~and to no others.~~ ~~It is also our purpose that~~ ^{many} of those who enter the ^{university} ~~university~~ which we propose to establish will ~~hope to become~~ ^{probably become} professors in other institutions of learning, but ~~we desire to emphasize the fact that~~ the institution itself is set up, not to train teachers, not to produce holders of degrees, but to advance learning and to train persons competent to participate in that fundamental and most important endeavor. ~~For the execution of this purpose we temporarily create a committee made up of~~

In the event of the death of both of us before further steps can be taken, this committee is authorized to constitute itself as the first Board of Trustees by adding to its number members. We commend to their consideration as representing the ideals of scholarship and service to humanity that we have in mind the following:

It is our hope that site, buildings, and equipment can be provided without impairment of the capital sum with which the institution will be endowed. No gifts from outside sources shall ~~ever~~ be accepted conditioned upon the modification of the fundamental aim, for which this institution is created.

It is our ^{furthest} hope that the most cordial and cooperative relations may at all times exist between the trustees and the faculty of the university. To that end we suggest that ~~the~~ ^{xxx} ~~at least three~~ ^{corporate} members of the faculty be chosen ultimately ~~by the faculty itself~~ to become members of the board of trustees, ~~and we further~~

In conclusion, we desire to make it clear that this letter is written in order to convey to the trustees the conception which we hope may be realized; but we do not wish it or any part of it to hamper our trustees in years to come if ~~the~~ experience & changing social needs & conditions ^{require} ~~suggest~~ a departure from the details to which we now draw attention.

Signed

BOND

TELE

Newark, N. J.

date

To (naming proposed Trustees):

We are asking you to serve with us as Trustees of an Institute of Higher Learning or Advanced Studies to the endowment of which we propose ultimately to devote our residual estate - the proposed Institute to be situated in the State of New Jersey in grateful recognition of the opportunities which we have enjoyed in this community. We are persuaded that there is now little or no lack, and that there will in the future be still less lack, of schools and colleges for the training of young men and women; but there is not likely to be an overabundance of opportunities for men and women competent to advance learning in all serious fields of human interest and endeavor, and to train younger men and women who may follow in their footsteps. It is our desire therefore that the proposed Institute shall contain no undergraduate department, that as long as present conditions continue, it shall bestow only the Ph.D. degree or professional degrees of equal value, and that its standards of admission and its methods of work be adapted to these ends and these only. As conditions in the realm of advanced instruction and research improve, it is our hope that the trustees of this institution may see fit to advance the ideals of the institution so that it may at all times be distinguished for quality and at no time be influenced by consideration of numbers. It is our express and inflexible desire that in appointments to the staff and faculty of this institution and in the admission of workers and students no account be taken directly or indirectly of race, religion, or sex. In the spirit characteristic of America at its noblest, we wish this fund to be administered with sole respect to the objects for which it is set up and with no regard whatsoever to accidents of creed, origin, or sex.

It is no part of our immediate intention to institute professional schools. We hope that the trustees will not countenance development in that

or any other direction unless funds are assured which permit the undertaking of additional responsibilities at the same high level at which the enterprise has been started. It will probably develop that most candidates for the doctor's degree will have received a collegiate degree or the equivalent thereof, but the facilities of the institution should, in the discretion of the trustees and staff, be open to any student who can demonstrate his or her fitness to profit in the highest degree by their use. Many of those who enter the institute will probably become professors in other institutions of learning, but the institution itself is set up, not to train teachers, not to produce holders of degrees, but to advance learning and to train persons competent to participate in that fundamental and most important endeavor.

It is our hope that site, buildings, and equipment can be provided without impairment of the capital sum with which the institution will be endowed. No gifts from outside sources shall be accepted conditioned upon the modification of the fundamental aims for which this institution is created.

It is our further hope that the most cordial and cooperative relations may at all times exist between the trustees and the faculty of the institute. To that end we suggest that certain members of the faculty be chosen ultimately to become members of the board of trustees.

In conclusion, we desire to make it plain that this letter is written in order to convey to the trustees the conception which we hope may be realized; but we should not wish it or any part of it to hamper our trustees in years to come if experience and changing social needs and conditions require a departure from the details to which we now draw attention.

SIGNED _____

*Budget Faculty - Arts
and Sciences: B*
University of Chicago

Salaries Faculty of Arts and Sciences ¹	\$1,317,356.56
Administration	324,612.25
Laboratory Equip. & Exp. ¹	355,367.50
Library	<u>328,898.00</u>
 Total	 \$2,326,234.31

Number of students (Arts and Sciences)

Undergraduate	8,198
Graduate	<u>4,254</u>
Total	12,452

¹including Medical Faculty

~~Year 1929 or 1928~~

Fellowships, Scholarships, Grants,
etc. *for one year*
Totals

Rockefeller Foundation	\$2,692,000
General Education Board ..	94,450
Guggenheim Fund	180,000
Commonwealth Fund ..	319,450
	<hr/>
	\$3,285,900

A
Harvard

College & Harvard Univ (Grad School)
for Teach. & Research

Expenditure (including heat, light, etc) \$ 2,135,554.95

admin, includ. Coll & Univ (printing, salaries, etc) 103,976.04

Library 719,479.49

\$ 2,959,010.48

Total students:

College 3,233

Grad Sch. 1003

Total 4,236

These are not identical, originally
or as yellow is corrected. b₂ Flemish
hands + mass also -?

The white original has mutation
apparently from the yellow first draft
before it was corrected, since it does
not bear the amendments in ink.

But is not identical with yellow -

(See last line yellow 1st p. # 24th line P. 1 white
~~practice~~ ^{some} a) nature no number - nature)

Also see P. 3 yellow, ^{3-4 lines,} 2 white, 13 line -
on statement of situation.

But essentially they are the same.

It has always been our intention to devote our accumulated wealth to a public benefaction which in its very nature would ~~accomplish~~ ^{achieve} several thoughts we have in mind: first, that it be of a character which, so far as possible, would avoid duplication of the good works of others, or lie in a field already amply supplied with funds commensurate with its purpose. What we desire to accomplish is ~~an extension~~ ^{the} ~~of an~~ ^{the} operation of plans ~~now~~ ^{already} in effect which would enable some institution to carry on to a point not yet achieved ~~in some vital educational respect.~~ ^{function.}

Second: Mindful of our obligations to the community of Newark and to the State of New Jersey, of which we are residents and citizens, and wherein our labors have been so handsomely rewarded, to locate whatever institution we may endow in such State and in the vicinity of such City, thereby reflecting in ~~large~~ part upon that City and State the benefits of the results we seek to bring about.

Having made an extensive survey of the field, guided by expert advice, we are presently of the opinion that the best service we can render mankind is to establish and endow a graduate college which shall be limited in the ~~scope~~ ^{scope} practice and nature of the studies it proposes to teach,

which will attract to it the highest calibre of men and women to specialize as teachers in the subjects in which they have achieved unusual proficiency: to offer as the basis of such attraction, the facilities which will be afforded to them to continue the pursuit of their respective specialties and enlarge the ~~scope~~^{field} of their knowledge and, by virtue of the environment in which they shall be asked to live and teach, to insure them the opportunity of imparting their ~~teachings~~^{knowledge} to selected students under the most favorable conditions:- in short, to set up a graduate school of limited scope, but of the highest quality, in which the teaching staff will have unlimited opportunity to continue to pursue and enlarge their knowledge of the subjects in which they are expected to reach: to free such school from all of the impediments which now surround graduate schools because of the undergraduate activities connected therewith and which so largely dominate the same, by selecting ~~the~~ students based upon their qualifications and adeptness, to create an atmosphere within the institution which should afford the opportunity therein to develop great specialists in particular fields of the arts and sciences.

Such institution is to be operated upon lines which pay no

regard to race or creed, and no preference is to be given or be denied therein to any person because of, ^{there} ~~race or creed~~.

While the foregoing sets forth our present state of mind, it is our intention and desire ^{not} to limit ^{to} the scope of the activities of such organization as may be created to carry out our purposes, and if, for any reason, it shall be impracticable to establish such a graduate school as is herein outlined, we reserve to ourselves during our respective lifetimes, and to ~~the~~ trustees of the Foundation which we may cause to be erected to carry out our purposes, the uncontrolled judgment and discretion at any time or from time to time to alter or modify the purposes thereof, to the end that the income of the funds which we may thus establish shall in any event and at all times be used and applied for a beneficent public purpose in which all who are in a position to benefit thereby shall be privileged so to do without distinction of a religious or racial nature.

More fully to accomplish the purposes herein outlined, we are about to organize a corporation under the laws of the State of New Jersey (or such other state as may be best) which it is our purpose and intention presently to endow with the sum of \$ _____, and upon the death of the

the survivor of us, to devise and bequeath to such institution the residue of our respective fortunes.

We make, nominate, constitute and appoint to be the first trustees or directors of such corporation, the succeeding Boards of Directors to be elected and appointed from time to time as in the Charter and By-Laws of such corporation may be provided, and we desire that unless, during our respective lifetimes, we shall have changed the purposes herein set forth, or the trustees of such corporation in their judgment and discretion shall at any time thereafter change the purposes thereof, that such fund and the income thereof be used and applied for the purposes herein defined, restricting the operation thereof only insofar as we require that such institution shall be located in the vicinity of Newark, N. J. upon lands which we may convey or devise to it for that purpose, or, failing which, upon such lands as it may acquire for that purpose in such location, and that so far as may be commensurate with the purposes herein set forth, preference be given as students in said school to residents of the City of Newark and the State of New Jersey.

It has always been our intantion to devote our accumulated wealth to a public benefaction which, in its very nature, would accomplish several thoughts we have in mind. First, that it be of a character which, so far as possible, would avoid duplication of the good works of others or lie in a field already amply supplied with funds commensurate with its purpose. What we desire to accomplish is an extension of the operation of plans now in effect which would enable some institution to carry on to a point not yet achieved in some vital educationional respect.

Second,- mindful of our obligations to the community of Newark and to the State of New Jersey, of which we are residents and citizens, and wherein our labors have been so handsomely rewarded, to locate whatever institution we may endow in such State and in the vicinity of such City, thereby reflecting in large part upon that City and State the benefits of the results we seek to bring about.

Having made an extended survey of the field, guided by expert advice, we are presently of the opinion that the best service we can render mankind is to establish and endow a graduate college which shall be limited in the number and nature of the studies it proposes to teach, which will attract to it the highest calibre of men and women to specialize as teachers in the subjects in which they have achieved unusual proficiency: to offer as the basis of such attraction the facilities which will be afforded to them to continue the pursuit of their respective specialties and enlarge the scope of their knowledge, and, by virtue of the environment in which they shall be asked to live and teach, to insure them the opportunity of imparting their teachings to selected students under the most favorable conditions. In short, to set up a graduate

school of limited scope, but of the highest quality, in which the teaching staff will have unlimited opportunity to continue to pursue and enlarge their knowledge of the subjects in which they are expected to teach: to free such school from all of the impediments which now surround graduate schools because of the undergraduate activities connected therewith and which so largely dominate the same: by selecting the students based upon their qualifications and adeptness, to create an atmosphere within the institution which should afford the opportunity therein to develop great specialists in particular fields of the arts and sciences:-- such institution to be operated upon lines which pay no regard to race or creed, and no preference is to be given or be denied therein to any person because of sex, race or creed.

While the foregoing sets forth our present state of mind, it is not our intention and desire to limit the scope of the activities of such organization as may be created to carry out our purposes, and if, for any reason, it shall become impracticable to establish such a graduate school as is herein outlined, we reserve to ourselves during our respective lifetimes, and to the Trustees of the Foundation which we may cause to be erected, to carry out our purposes, the uncontrolled judgment and discretion at any time or from time to time to alter or modify the purposes thereof, to the end that the income of the fund which we may thus establish shall in any event and at all times be used and applied for ~~the benefit~~ a beneficent public purpose in which all who are in a position to benefit thereby shall be privileged so to do without distinction of a religious or racial nature.

More fully to accomplish the purposes herein

outlined, we are about to organize a corporation under the laws of the State of New Jersey, or such other state as may be best, which it is our purpose and intention presently to endow with the sum of \$ _____, and upon the death of the survivor of us, to devise and bequeath to such institution the residue of our respective fortunes.

We make, nominate, constitute and appoint

to be the first Trustees or Directors of such corporation, the succeeding Board of Directors to be elected and appointed ~~and~~ from time to time as in the Charter and By-Laws of such corporation may be provided, and we direct that unless, during our respective lifetimes, we shall have changed the purposes herein set forth, or the Trustees of such corporation, in their judgment and discretion, shall at any time thereafter change the purposes thereof, that such fund and the income thereof be used and applied for the purposes herein defined, restricting the operation thereof only insofar as we require that such institution shall be located in the vicinity of Newark, New Jersey, upon lands which we may convey or devise to it for that purpose, or failing which, upon such lands as it may acquire for that purpose in such location, and that so far as may be commensurate with the purposes herein set forth, preference be given as students in said school, to residents of the City of Newark and the State of New Jersey.

Suggestion for proposed Codicils to Wills of Mrs. Fuld and Mr. Bamberger effectively to carry out their present plan for a Foundation.

The form of this Codicil should be prepared by Mr. Hardin's office, and what is herein proposed is merely intended to outline the substance of what is desired.

I, LOUIS BAMBERGER, being of sound and disposing mind and memory, and mindful of the uncertainty of life and the certainty of death, do hereby make, publish and declare this Codicil to my Last Will and Testament, which said Last Will and Testament bears date the ----- day of -----, 19--.

FIRST:

WHEREAS, my late brother-in-law, FELIX FULD and his widow, Mrs. Felix Fuld, and I had always intended and desired to establish a Foundation for some beneficent purpose, to which we intended to devote our respective residuary estates; and

WHEREAS, my said sister and I have now, in and by letter dated the -----day of -----, 1930, defined the purpose thereof and the manner of establishing the same; and

WHEREAS, my said sister and I have made mutual Wills, and I desire to provide for the contingency which may arise in the event that we may die in or as the result of a common accident:

NOW, THEREFORE, in the event that during my lifetime I shall not have organized or caused to be organized, in conjunction with my sister, Mrs. Felix Fuld,

a corporation or Foundation to receive and carry out the purposes expressed in the aforesaid letter, it is my wish and I hereby authorize, empower and direct my Executors and Trustees hereinafter named, as soon as may be practicable after my decease, to organize or cause such corporation or Foundation to be organized and created, which shall be authorized and empowered to carry out the purposes and designs mentioned, described and set forth in the aforesaid letter dated the -----day of -----, 1930, and thereupon, in the event that my said beloved sister, Mrs. Felix Fuld, and I shall die in or as the result of any common accident or catastrophe, I give, devise and bequeath to any such corporation which may have been so organized by my said sister and me, or which may be organized by my said Executors and Trustees, as hereinbefore provided, all of my residuary estate of every name, nature and description, whether real, personal or mixed and wheresoever the same may be situate, to hold and continue to hold the same and use and apply the income thereof for the purposes defined and set forth in the Charter, Certificate of Incorporation, special statutory enactment or other method of bringing the said corporation into legal existence.

SECOND:

In all other respects I hereby ratify and confirm my said Last Will and Testament bearing date, as aforesaid, the ----- of -----19--.

FOUNDING OF A NEW INSTITUTE FOR ADVANCED STUDY

Announcement is made by _____ in behalf of Mr. Louis Bamberger and Mrs. Felix Fuld of Grange, New Jersey, that they have taken steps to incorporate under the laws of the State of New Jersey an Institute for Advanced Study, which will seek to provide in all fields of knowledge the most favorable opportunities for students and workers who have already obtained undergraduate degrees and who desire to obtain the Ph.D. degree and other degrees of similar value or, having already obtained such advanced degrees, to carry their own original work further. The institution will therefore be a postgraduate institution, the first of its kind to be established in the United States. It is the express wish and purpose of the founders of the Institute that in appointments to the Board of Trustees, to the staff and faculty, in the admission of workers and students, no account whatsoever be taken at any time directly or indirectly of race, religion, or sex. At the outset the Institute will probably occupy temporary quarters while plans for building and equipment are being developed, a faculty selected, and the group of subjects with which the Institute will be started is being decided upon. The Trustees numbering fifteen are as follows:

Louis Bamberger and Mrs. Felix Fuld, the founders

John R. Hardin of the firm of Pitney, Hardin & Skinner, Newark,
and Trustee of Princeton University

Alanson B. Houghton, formerly U.S. Ambassador to Germany and
Great Britain

Frank Aydelotte, President of Swarthmore College

Lewis H. Weed, Dean of the Medical Faculty of Johns Hopkins
University

Herbert H. Lehman, Lieutenant Governor of New York State

Herbert H. Maass, Attorney at Law, New York City

S. D. Leidesdorf of the firm of S. D. Leidesdorf & Company,
New York City

Florence R. Sabin, formerly Professor in the Johns Hopkins Uni-
versity, now a member of the Rockefeller Institute for Medical
Research

Alexis Carrel, member of the Rockefeller Institute for Medical Re-
search

..

..

..

Abraham Flexner, formerly Secretary and Director of Division of
Medical Education of the General Education Board, New York City

Dr. Flexner will organize and be the first Director of the proposed
Institute.