

1942-1948

By-Laws

Presumably ^{advis} With Paul Kieffer's assistance FA modified b-laws in splitting offices pres. and chrmn by omitting from both any reference to power of general supervision of Inst., and power to appt mbs Stdg Committees, ~~xxxxxxx~~ provisions which had been in b-laws from beginning, duly shifted to Chmn in 1933. (Jan. 42.)

In 1942 ~~xxxxx~~ Trustees voted change Com. on Nom.--to nominate mbs of Stdg Committees as well as officers, and to keep office 3 yrs and rotate, Chm senior annually. At annual meeting apptmt Stdg Com. left to Director and LB "with power."

hereafter annually the Com on Nom. nominated slate, and Bd elected mbs of Stdg Coms. (See 5/23/46 p.6)

In 1947 4/18, p.6, Com on Nom moved and Bd approved that officers and standing committees remain as they were "until such time as a new slate is presented to the Trustees." This despite statute for rotating mbshp Com on Nom. SDL remained chm, and Lewis and Rosenwald mbs, Com on Nom. until Ann mtg 1948, when mbs remained same but Lewis became Chrm.

4/18/48 p. 1,2 "it was moved and ordered that the Stdg Committees of the Bd of Tr. shd be as follows: _____

Not until 1954 ? did queer misalliance of powers become apparent thru searching inquiry of RO. See contest then over legality by LLS-

(m)

50's
w/son-

Dr Byrdell had prepared (1944) but did not multi-graph
or print revised By-laws to date. The notices of proposals
1/5/42 were in his files at home. Myra had minutes 11/26/42

showing By-laws as passed, but was unaware of what in the
1935 pamphlet was up to date in all respects for sections
left as they were. This was operating on By-laws in the

dark. In his summary of 5/12/49 he made the mistake
of not noting changes 1/26/42 in chairman, legs & Pres.

power & duties. Thus 20's confusion 11/15/54 on Non. Com.

resp to non-com. was 5/14 Com. of 1950 + of Com. to apt. them.

Committees of the Bd of Tr. and be as follows:
Not until 1954? did queer misalliance of powers become
apparent thru searching inquiry of RO. See context then over
legality by LRS-

4hrs 134 14

By laws amended to provide

4th St. Com - Bldg. + Gravel

(The Com on this dropped April 1933)

Jan 11 1932 to an amendment By law
An amendment to By-Laws (p. 5)

~~follows one not previously noted in any by law or~~
~~by-laws.~~ The provision for fac. tr. ~~to be~~^{was}
word. from III Sec. 4 to III Sec 1. It
~~prescribes~~ read after 1st Reg. sentence: "In addition"
members of the board not exceeding 3 in # shall sit with
the board in an advisory capacity ~~to serve for~~
~~added by an amendment that 3 or more words~~

"to serve for a period of 3 years"

The amendment proposed had ltd adv. serv. to 2 yrs -
As amended on spot the amendment provided ^{limit of} 3 yrs.

1930

Vertical file "C"

10/7

GENERAL (BY-LAWS)

Corporation

AYDELOTTE, F.

Biographical

HARDIN, JOHN R.

John R. Hardin to Aydelotte, October 7, 1930, enclosing draft of proposed by-laws for the Institute to be considered at the meeting of the Trustees on October 10, 1930.

Letter and by-laws filed in Vertical file under
"C" for Corporation.
B BY-LAWS.

D, Aydelotte, Frank, 1930-1945

Bamberger

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

W. C. Fuld Index 1100

Prudential Building

Newark, N.J. October 7, 1930.

Mr. Frank Aydelotte,
Swarthmore College,
Swarthmore, Pa.

Dear Sir:-

At the request of Dr. Flexner I am enclosing herewith draft of proposed by-laws for the "Institute for Advanced Study - Louis Bamberger and Mrs. Felix Fuld Foundation", to be considered at the meeting of the Trustees on October 10th instant.

Yours very truly,

John R. Hardin

Exec. Director
2/3 W.C.
W.C. Fuld
university

Paul

*By Robert Frank 1930-43
bpm*

*S.
a*

BY - LAWS
of

"INSTITUTE FOR ADVANCED STUDY - LOUIS BAMBERGER AND
MRS. FELIX FULD FOUNDATION"

ARTICLE I.
Location

Sec. 1. The institution for higher learning to be established in accordance with the charter of this corporation shall be located ^{at or in the vicinities of Newark} ~~in the County of Essex~~ in the State of New Jersey, at such place as the Trustees may determine, and shall be known and designated as the "Institute for Advanced Study".

Sec. 2. The Trustees are authorized to erect and equip all necessary buildings and to establish and maintain offices within or without this State as deemed necessary or convenient for the interests of the corporation.

ARTICLE II.
Meetings of the Members

*How many members?
Are there any who
are not Trustees?*

Am. Phil. Soc.

Sec. 1. The annual meeting of the Members of the corporation shall be held on the ^{third} ~~fourth~~ Friday in April in each year, beginning with the year 1931.

3rd Friday

Sec. 2. Notice of the time and place of the annual meeting shall be sent by the Secretary to the Members at least two weeks in advance.

Sec. 3. Special meetings of the Members may be called by the President, who shall in such case direct the Secretary to send notices to the Members of the time and place of the special meeting at

least two weeks in advance.

Sec. 4. A quorum for the transaction of business at any general or special meeting of the Members shall be a majority of their number. Attendance may be in person or by proxy in writing.

Sec. 5. Any general or special meeting may be adjourned from time to time. Such adjournment may be made by a number less than a quorum.

Sec. 6. New Members may be elected by vote of a majority of the Members present at any annual or any special meeting.

*relation of
Trustees to Corporation?*

ARTICLE III.
Trustees

Sec. 1. The business of the corporation shall be conducted by a Board of Trustees, ^{fifteen} ~~twelve~~ in number, but such number may be increased by the Members, at any annual meeting or adjournment thereof, to ~~sixteen~~.

Sec. 2. The Trustees shall be Members of the corporation and shall be elected at the annual meeting. At the first annual meeting fifteen Trustees shall be elected. After election the Trustees elected shall be divided by lot into five classes of three each, to serve respectively for the periods of one, two, three, four and five years. All subsequent terms shall be for five years, three Trustees being elected each year.

Sec. 3. Any vacancy in the Board may be filled by the Board until the next annual meeting of the Members, at which the vacancy shall be filled by election by the Members for the balance of the vacant term.

*Is this
necessary?*

Sec. 4. Members of the faculty, if Members of the cor-

*By letter
member +
member?*

7

poration, not exceeding at any one time ^{three} five in number, shall be eligible for election as Trustees.

Sec. 5. The Trustees shall elect the officers of the corporation.

Sec. 6. The Trustees may establish by-laws, rules and regulations for their own government and for conducting the business and affairs of the corporation.

Sec. 7. A regular meeting of the Board shall be held immediately after the adjournment of the annual meeting of the Members, and other regular meetings of the Trustees shall be held on the ^{third} ~~fourth~~ Friday in January and the ^{third} ~~fourth~~ Friday in October, in each year.

Sec. 8. Special meetings of the Board may be called by the President at any time of his own motion, and must be called by him at the request of the Director or of any three Trustees.

Sec. 9. Notices of all meetings of the Board, general or special, shall be sent by the Secretary to the Trustees two weeks in advance of the meeting.

Sec. 10. A majority of the whole number of Trustees shall constitute a quorum for the transaction of business at any general or special meeting.

ARTICLE IV. Officers

Sec. 1. The officers of the corporation shall consist of a President, a Vice President, a Chairman, a Secretary, ~~and a Treasurer~~, and a Treasurer.

Sec. 2. The officers shall be elected annually by ballot.

Sec. 3. If any office becomes vacant it may be filled by election until the next annual meeting of the Board.

Sec. 4. The President shall exercise general supervision over the affairs of the corporation and at the annual meeting present a report showing the status of the Institute and making such comments and suggestions as appear to him necessary. He shall execute all formal documents authorized by the Board and shall have authority to affix the seal of the corporation thereto whenever required and direct its attestation by the Secretary, or other person designated by the Board or the Executive Committee for that purpose. The President shall be chairman of the Executive Committee and a member ex officio of all standing committees. The President shall appoint all standing committees.

Sec. 5. The Vice President shall perform the duties of the President in his absence or disability, and perform such other duties as may be required or directed by the Board or the Executive Committee. The Vice President shall be ex officio a member of all standing committees.

Sec. 6. The Chairman shall preside at all meetings of the Board of Trustees. He shall have the right to attend, but without vote, all meetings of committees of which he is not a member.

Sec. 7. The Secretary shall send all notices required by these by-laws and/or directed by the Board of Trustees, the Executive Committee, and/or the President. He shall keep a record in writing of the transactions of the Board, which record shall be open at all times to the inspection of any Trustee. He shall be the custodian of the corporate seal.

Sec. 8. The Treasurer shall be, under the supervision of the Committee on Finance, custodian of the funds of the corporation, and shall deposit the moneys thereof to the credit of the corporation

in banks or trust companies designated by the Finance Committee. He shall keep books of account of the financial transactions of the corporation and shall present a detailed report to the Trustees annually and/or at any other time if so directed by the President, or the Executive Committee, or the Board. He shall, after authorization by the Board, or the Executive ^{or Finance} Committee, issue checks, on the bank accounts of the corporation, in payment of obligations of the corporation, such checks to be countersigned by the President, or, in his absence or disability, by a member of the Finance Committee. The Treasurer shall furnish a bond, satisfactory in form, amount and security to the Finance Committee.

Sec. 9. The Board may appoint Assistant Secretary or Secretaries and Assistant Treasurer or Treasurers, and define their duties and authorities.

used 12/17 + Prop Com.

ARTICLE V. Committees

Sec. 1. There shall be four standing committees:

(a) An Executive Committee, of ^{four} ~~five~~ members in addition to the President and Vice President, *+ Director*

(b) A Finance Committee, of three members in addition to the President and Vice President.

(c) A Committee on Education, of three members in addition to the President and Vice President, and also the Director and three members ^{from the} ~~nominated~~ by the faculty. ~~The faculty members shall be without vote unless also Trustees.~~

(d) A Committee on the Nomination of Trustees and Officers, of three members.

Sec. 2. The Executive Committee shall exercise, during the intervals between meetings of the Board, the full powers of the Board

minutes
of Trustees, but shall not reverse any action taken by the Board. It shall meet at the call of the President and/or at such other times as it may itself determine. It shall have power to appoint sub-committees, including the right to designate as members thereof Trustees not members of the Executive Committee. It shall have power to appoint a Secretary, either from its own number or outside thereof. Minutes of its meetings shall be kept and a copy thereof, when so directed by the Committee, shall be mailed to every member of the Board. Its minutes shall be presented at the stated meetings of the Board and at special meetings when required.

Sec. 3. The Finance Committee shall, with the Treasurer, have the custody, supervision and care of all property of the corporation, and shall report at each stated meeting of the Board. It shall have charge of the investment, sale and re-investment of the moneys of the corporation, making detailed report of its transactions at each stated meeting of the Board, or at any special meeting when requested. It shall make suitable regulations for the safe care of the securities of the corporation, procure safe deposit boxes, as required, for the use of the corporation, and determine the conditions of access thereto. It shall have authority, in behalf of the corporation, to arrange with any bank or trust company or companies for custodial care of the securities of the corporation and to agree upon the compensation to be paid therefor.

appointments
Sec. 4. The Committee on Education shall consider the educational policies and conduct of the corporation from time to time, shall advise in relation thereto, and make recommendations to the Trustees and/or to the Executive Committee through the Director, who shall be chairman of the Committee.

Sec. 5. The Committee on Nominations shall present to the annual meeting of the Members candidates for Trustees to be elected at such meeting, and to the organization meeting of the Trustees, immediately following the annual meeting of the Members, nominations for officers of the corporation. Such nominations shall be regarded only as recommendations of the Committee and shall in no wise interfere with the discretion of either the Members or the Trustees in action thereon.

ARTICLE VI.
Director

Sec. 1. The Trustees, at their annual meeting, shall appoint a Director of the Institute, who shall be responsible, under the supervision of the Trustees and/or the Executive Committee, for the administration and current educational conduct of the Institute, in accordance with its purposes as declared in the charter of the corporation. The Director shall be a Member and Trustee of the corporation and shall have the right to attend all meetings of the committees of the Trustees. He shall organize the faculty for the Institute, establish courses of study and/or research to be pursued therein, and set up governing rules and regulations for the admission and discipline of students and workers, and exercise general supervision over the Institute in respect to its educational phases. He shall have authority, with the approval of the Board and/or of the Executive Committee, to make appointments to the faculty for indefinite terms or for limited periods. He shall submit, not later than the stated meetings of the Trustees in April, the budget of expenditures proposed for the next academic year. In case of a vacancy in the directorship a special committee shall be created to consider the appointment of a successor. No action shall be taken for the election of

a successor until after the report of such committee. The Director shall prepare and submit to the Board of Trustees an annual report which shall fully cover the year's work and accomplishment.

ARTICLE VII.

Compensation of Officers and Employees.

Sec. 1. The salaries and compensation of officers and/or employees shall be fixed by the Board of Trustees and/or the Executive Committee.

ARTICLE VIII.

Degrees

OK
Sec. 1. It shall be the duty of the Director, after the courses of study and/or research have been formulated, and plans of operation adopted, including the basis and conditions for the admission to the Institute of candidates and the conferring of degrees of Doctor of Philosophy, or other professional degrees of equal standing, and for the awarding of diplomas ~~or certificates of proficiency in any branch of advanced learning or research~~, to submit such basis or conditions and the practice to be followed to the State Board of Education and to obtain the approval thereof required by law. No degree shall be conferred until after the requisite approval of the State Board of Education shall have been obtained.

Sec. 2. Honorary degrees may be conferred by the Trustees by a ^{2/3}majority vote of the entire Board upon the nomination of the Director ~~or of any Trustee~~ ^{and Faculty}. Nominations for honorary degrees shall be referred, before action is taken thereon, to the Committee on Education for their report and recommendation. No honorary degree shall be awarded at the same meeting at which a nomination is presented.

Sec. 3. ~~Diplomas or certificates of proficiency~~ shall be signed by the President and Director, and the seal of the corporation attached thereto attested by the Secretary.

ARTICLE IX.
Order of Business

Sec. 1. At all meetings of the Trustees the order of business shall be as follows:

- (a) Reading of minutes of previous meeting
- (b) Reports of standing committees
- (c) Reports of special committees
- (d) New business

Sec. 2. So far as practicable the Director shall prepare and have sent to each member, with notice of the meeting, a schedule of the matters to be considered at the meeting. This provision shall not prevent the consideration of any matter not on the schedule if otherwise in order.

ARTICLE X.
Amendment

Majority
Sec. 1. These by-laws may be altered or amended by a ^{*all*} two-thirds vote of the Members ~~present~~ ^{*(Star)*} at the annual or any special meeting of the Members, and/or by a ^{*Majority*} two-thirds vote of the ^{*whole number*} Trustees present at any meeting of the Board, provided notice of such alteration or amendment is given with the notice of the meeting.

File Copy

CERTIFICATE
of
INCORPORATION
and
BY-LAWS
of the
INSTITUTE FOR ADVANCED
STUDY

1937

CERTIFICATE
of
INCORPORATION
and
BY-LAWS
of the
INSTITUTE FOR ADVANCED
STUDY

As amended to and including
October 11, 1937

CERTIFICATE OF INCORPORATION

of

“INSTITUTE FOR ADVANCED STUDY—
LOUIS BAMBERGER AND MRS. FELIX
FULD FOUNDATION”

THIS IS TO CERTIFY that we, the subscribers, desiring to form a corporation pursuant to the provisions of an act entitled, “An Act to incorporate associations not for pecuniary profit,” approved April 21, 1898, and the several amendments thereof and supplements thereto, do by this our certificate set forth.

1. The name by which the corporation is to be known in law is “INSTITUTE FOR ADVANCED STUDY—LOUIS BAMBERGER AND MRS. FELIX FULD FOUNDATION.”

2. The purpose for which this corporation is formed is the establishment, at or in the vicinity of Newark, New Jersey, of an institute for advanced study, and for the promotion of knowledge in all fields, and for the training of advanced students and workers for and beyond the degree of Doctor of Philosophy and other professional degrees of equal standing.

3. The business of the corporation is to be chiefly transacted in this State, but it may have occasion to act outside of this State and/or in other States and foreign countries, in the accomplishment of the purposes for which it is incorporated. The location of the office of the

corporation within this State is 20 Nassau Street, in the Borough of Princeton, in the County of Mercer, and the resident agent in charge thereof, upon whom process may be served, is Esther S. Bailey.

4. The business of the corporation shall be conducted by Trustees, in number not less than twelve nor more than fifteen. The Trustees shall be members of the corporation and they shall be elected by the members in such manner and for such terms of office as the By-Laws may prescribe. Any Trustee ceasing to be a member of the corporation shall thereupon cease to be a Trustee. The names of the Trustees selected for the first year are: Louis Bamberger, Mrs. Felix Fuld, John R. Hardin, Abraham Flexner, Samuel D. Leidesdorf, Herbert H. Maass, Julius Friedenwald, Florence R. Sabin, Alexis Carrel, Herbert H. Lehman, Frank Aydelotte, Alanson B. Houghton, Lewis H. Weed, Edgar S. Bamberger, and Percy S. Straus.

5. The members of the corporation shall be adult persons, who shall be eligible under the laws of this State to be Trustees of this corporation. The original members are the undersigned incorporators and the additional persons named herein as Trustees for the first year. The members, at any regular or special meeting, may fill vacancies in the membership and may by a majority vote elect additional members. Election to membership shall be plenary proof of qualification for membership.

6. The purposes of the corporation shall include power to buy, sell, lease, and mort-

gage real and personal property; to improve real estate and erect buildings thereon; to accept gifts, bequests, and devises of real and/or personal property; to make contracts of all kinds; to make, amend, alter, and repeal by-laws not inconsistent with the laws of this State or of the United States; to make, amend, alter, and repeal rules and regulations for the government of the institute to be established, maintained, and conducted by the corporation, and in respect to the appointment and duties of executive officers and members of the staff and faculty, and in respect to the admission (with and/or without payment of dues or charges) and discipline of the students and workers, and in respect to the granting of diplomas and the awarding of degrees (including honorary degrees); and any and all other powers now or hereafter conferred by law upon corporations organized under the said act entitled "An Act to incorporate associations not for pecuniary profit," and the supplements thereto and amendments thereof, whether conferred by said act or supplements thereto or amendments thereof, or by other acts of the legislature, necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized. Any of the powers of the corporation may be exercised, unless expressly prohibited by law, outside of this State and/or in other States and foreign countries, whenever necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized.

In appointments to the faculty or staff, or in the admission of students and workers there

shall be no discrimination because of race, religion, or sex, and no gifts, bequests, or devises of real and/or personal property shall be accepted, from other sources than from Louis Bamberger and Mrs. Felix Fuld, which shall be conditioned upon the modification of the fundamental purposes for which this corporation is created.

IN WITNESS WHEREOF we have hereto set our hands and seals this 20th day of May, One Thousand Nine Hundred and Thirty.

Signed, Sealed and Delivered

in the presence of

JOHN R. HARDIN, JR.

LOUIS BAMBERGER (LS)
MRS. FELIX FULD (LS)
JOHN R. HARDIN (LS)
SAMUEL D. LEIDESDORF (LS)
HERBERT H. MAASS (LS)

BY-LAWS

Article I

LOCATION

Sec. 1. The institution for higher learning to be established in accordance with the charter of this Corporation shall be located at or in the vicinity of Newark, in the State of New Jersey, at such place as the Trustees may determine, and shall be known and designated as the "Institute for Advanced Study."

Sec. 2. The Trustees are authorized to erect and equip all necessary buildings and to establish and maintain offices within or without this State as deemed necessary or convenient for the interests of the Corporation.

Article II

MEETINGS OF THE MEMBERS

Sec. 1. The annual meeting of the members of the Corporation shall be held on the third Monday in April in each year.

Sec. 2. Notice of the time and place of the annual meeting shall be sent by the Secretary to the members at least two weeks in advance.

Sec. 3. Special meetings of the members may be called by the Chairman, who shall in such case direct the Secretary to send notices to the members of the time and place of the special meeting at least two weeks in advance.

Sec. 4. A quorum for the transaction of business at any general or special meeting of the

members shall be a majority of their number. Attendance may be in person or by proxy in writing.

Sec. 5. Any general or special meeting may be adjourned from time to time. Such adjournment may be made by a number less than a quorum.

Sec. 6. New members may be elected by vote of a majority of the members present at any annual or any special meeting.

Article III

TRUSTEES

Sec. 1. The two Founders of the Institute shall be Honorary Members of the Board of Trustees for the terms of their respective lives. No other person or persons shall be elected Honorary Trustees. The Honorary Trustees shall meet with the Board of Trustees and with each and every Committee of the Institute and participate in the deliberations of the Board and of the several Committees.

Sec. 2. The business of the Corporation shall be conducted by a Board of Trustees, fifteen in number.

Sec. 3. The Trustees shall be members of the Corporation and shall be elected at the annual meeting. At the first annual meeting fifteen Trustees shall be elected. After election the Trustees elected shall be divided by lot into five classes of three each, to serve respectively for the periods of one, two, three, four, and five years. All subsequent terms shall be for five years, three Trustees being elected each year.

Sec. 4. Any vacancy in the Board may be filled by the Board until the next annual meeting of the members, at which the vacancy shall be filled by election by the members for the balance of the vacant term.

Sec. 5. Members of the faculty, if members of the Corporation, shall be eligible for election as Trustees.

Sec. 6. The Trustees shall elect the officers of the Corporation.

Sec. 7. The Trustees may establish by-laws, rules, and regulations for their own government and for conducting the business and affairs of the Corporation.

Sec. 8. A regular meeting of the Board shall be held immediately after the adjournment of the annual meeting of the members, and other regular meetings of the Trustees shall be held on the fourth Monday in January and the second Monday in October, in each year.

Sec. 9. Special meetings of the Board may be called by the Chairman at any time of his own motion, and must be called by him at the request of the Director or of any three Trustees.

Sec. 10. Notices of all meetings of the Board, general or special, shall be sent by the Secretary to the Trustees two weeks in advance of the meeting.

Sec. 11. A majority of the whole number of Trustees shall constitute a quorum for the transaction of business at any general or special meeting.

Article IV

OFFICERS

Sec. 1. The officers of the Corporation shall consist of a President, two Vice-Presidents, a Chairman, two Vice-Chairmen, a Secretary, and a Treasurer, provided, however, that the person elected to the office of President shall also be the Chairman of the Board and the two persons elected as Vice-Presidents shall also be the Vice-Chairmen of the Board.

Sec. 2. The officers shall be elected annually by ballot.

Sec. 3. If any office becomes vacant, it may be filled by election until the next annual meeting of the Board.

Sec. 4. The Chairman shall exercise general supervision over the affairs of the Corporation and at the annual meeting present a report showing the status of the Institute and make such comments and suggestions as appear to him necessary. He shall preside at all meetings of the Board of Trustees, shall execute all formal documents authorized by the Board, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary, or other person designated by the Board or the Executive Committee for that purpose. In collaboration with the Director he shall consider recommendations for the budget of the next academic year. The Chairman shall be a member *ex officio* of all standing committees. He shall appoint all standing committees.

Sec. 5. A Vice-Chairman shall perform the duties of the Chairman in his absence or disability, and perform such other duties as may be required or directed by the Board or the Executive Committee. The Vice-Chairmen shall be *ex officio* members of all standing committees.

Sec. 6. The Secretary shall send all notices required by these By-Laws and/or directed by the Board of Trustees, the Executive Committee, and/or the Chairman. He shall keep a record in writing of the transactions of the Board, which record shall be open at all times to the inspection of any Trustee. He shall be the custodian of the corporate seal.

Sec. 7. The Treasurer shall be, under the supervision of the Committee on Finance, custodian of the funds of the Corporation, and shall deposit the moneys thereof to the credit of the Corporation in banks or trust companies designated by the Finance Committee. He shall keep books of account of the financial transactions of the Corporation and shall present a detailed report to the Trustees annually and/or at any other time if so directed by the Chairman, or the Executive Committee, or the Board. Checks on the bank accounts of the Corporation shall be signed in such manner as may be designated from time to time by the Finance Committee. The Treasurer shall furnish a bond, satisfactory in form, amount, and security to the Finance Committee.

Sec. 8. The Board may appoint Assistant Secretary or Secretaries and Assistant Trea-

surer or Treasurers, and define their duties and authorities.

Article V

COMMITTEES

Sec. 1. There shall be five standing committees:

(a) An Executive Committee, of four members in addition to the Chairman, Vice-Chairmen, and Director.

(b) A Finance Committee, of five members.

(c) A Budget Committee, of three members in addition to the Chairman, Treasurer, and Director, *ex officio*. No professor Trustee shall be a member.

(d) A Committee on the Nomination of Trustees and Officers, of three members.

(e) A Committee on Buildings and Grounds, of three members, in addition to the Chairman, the Vice-Chairmen, and Director.

Sec. 2. The Executive Committee shall exercise, during the intervals between meetings of the Board, the full powers of the Board of Trustees, but shall not reverse any action taken by the Board. It shall meet at the call of the Chairman or a Vice-Chairman and/or at such other times as it may itself determine. It shall have power to appoint sub-committees, including the right to designate as members thereof Trustees not members of the Executive Committee. It shall have power to appoint a Secretary, either from its own number or outside thereof. Minutes of its meetings shall be kept and a copy thereof, when so directed by the Committee, shall be mailed to every member of

the Board. Its minutes shall be presented at the stated meetings of the Board and at special meetings when required.

Sec. 3. The Finance Committee shall, with the Treasurer, have the custody, supervision, and care of all property of the Corporation, and shall report at each stated meeting of the Board. It shall have charge of the investment, sale, and re-investment of the moneys of the Corporation, making detailed report of its transactions at each stated meeting of the Board, or at any special meeting when requested. It shall make suitable regulations for the safe care of the securities of the Corporation, procure safe deposit boxes, as required, for the use of the Corporation, and determine the conditions of access thereto. It shall have authority, in behalf of the Corporation, to arrange with any bank or trust company or companies for custodial care of the securities of the Corporation and to agree upon the compensation to be paid therefor.

Sec. 4. The Budget Committee shall submit the budget of expenditures proposed for the next academic year to the Board of Trustees at the regular meeting in April.

Sec. 5. The Committee on Nominations shall present to the annual meeting of the members candidates for Trustees to be elected at such meeting, and to the organization meeting of the Trustees, immediately following the annual meeting of the members, nominations for officers of the Corporation. Such nominations shall be regarded only as recommendations of the Committee and shall in no wise interfere

with the discretion of either the members or the Trustees in action thereon.

Sec. 6. The Committee on Buildings and Grounds shall have the oversight of the buildings and grounds of the Institute.

Article VI

DIRECTOR

Sec. 1. The Trustees, at their annual meeting, shall appoint a Director of the Institute, who shall be responsible, under the supervision of the Trustees and/or the Executive Committee, for the administration and current educational conduct of the Institute, in accordance with its purposes as declared in the charter of the Corporation. The Director shall be a member and Trustee of the Corporation and shall have the right to attend all meetings of the committees of the Trustees. He shall organize the faculty of the Institute, establish courses of study and/or research to be pursued therein, and set up governing rules and regulations for the admission and discipline of students and workers, and exercise general supervision over the Institute in respect to its educational phases. He shall have authority, with the approval of the Board and/or of the Executive Committee, to make appointments to the faculty for indefinite terms or for limited periods. It shall be the duty of the Director to ascertain from the Treasurer the amount of income which will be available during the next academic year and to receive from each School its recommendations as to its needs and plans for the coming year. These recommendations shall be considered and

amended as may be deemed advisable by the Director and the Chairman of the Board and then submitted to the Budget Committee with power to amend. In case of a vacancy in the directorship a special committee shall be created to consider the appointment of a successor. No action shall be taken for the election of a successor until after the report of such committee. The Director shall prepare and submit to the Board of Trustees an annual report which shall fully cover the year's work and accomplishment.

Article VII

COMPENSATION OF OFFICERS AND EMPLOYEES

Sec. 1. The salaries and compensation of officers and/or employees shall be fixed by the Board of Trustees and/or the Executive Committee.

Article VIII

DEGREES

Sec. 1. It shall be the duty of the Director, after the courses of study and/or research have been formulated and plans of operation adopted, including the basis and conditions for the admission to the Institute of candidates and the conferring of degrees of Doctor of Philosophy, or other professional degrees of equal standing, and for the awarding of diplomas, to submit such basis or conditions and the practice to be followed to the State Board of Education and to obtain the approval thereof required by law. No degree shall be conferred until after the requisite approval of the State Board of Education shall have been obtained.

Sec. 2. Honorary degrees or the medal of the Institute may be awarded by the Trustees by a two-thirds vote of the entire Board upon the nomination of the Director and faculty. No medal or honorary degree shall be awarded at the same meeting at which a nomination is presented.

Sec. 3. Diplomas shall be signed by the Chairman and Director, and the seal of the Corporation attached thereto attested by the Secretary.

Article IX

ORDER OF BUSINESS

Sec. 1. At all meetings of the Trustees the order of business shall be as follows:

- (a) Reading of minutes of previous meeting
- (b) Reports of standing committees
- (c) Reports of special committees
- (d) New business

Sec. 2. So far as practicable the Director shall prepare and have sent to each member, with notice of the meeting, a schedule of the matters to be considered at the meeting. This provision shall not prevent the consideration of any matter not on the schedule if otherwise in order.

Article X

AMENDMENT

Sec. 1. These By-Laws may be altered or amended by a majority vote of all the members at the annual or any special meeting of the

members, and/or by a majority vote of the whole number of Trustees at any meeting of the Board, provided notice of such alteration or amendment is given with the notice of the meeting.

INSTITUTE FOR ADVANCED STUDY

EXCERPT FROM BY-LAWS OF 1937

ARTICLE IV, OFFICERS

Sec. 1. The officers of the Corporation shall consist of a President, two Vice-Presidents, a Chairman, two Vice-Chairmen, a Secretary, and a Treasurer, provided, however, that the person elected to the office of President shall also be the Chairman of the Board and the two persons elected as Vice-Presidents shall also be the Vice-Chairmen of the Board.

INSTITUTE FOR ADVANCED STUDY

EXCERPT FROM BY-LAWS OF 1937

ARTICLE IV, OFFICERS

Sec. 1. The officers of the Corporation shall consist of a President, two Vice-Presidents, a Chairman, two Vice-Chairman, a Secretary, and a Treasurer, provided, however, that the person elected to the office of President shall also be the Chairman of the Board and the two persons elected as Vice-Presidents shall also be the Vice-Chairmen of the Board.

WHEREAS, it appears desirable that the Board of Trustees be enabled more effectively to discharge their responsibilities by being apprised of the scope and character of the past and present activities of the Institute;

NOW, THEREFORE, BE IT

RESOLVED that a committee of five members of the Board of Trustees be appointed by the Chairman to confer with the Director and members of the faculty, and generally to survey the activities of the Institute, both past and present, and make such recommendations as they may see fit, including, if deemed desirable, a revision of the by-laws.

1939

Vert. File

5/22

BY-LAWS

Corporation

TRUSTEES

Copy of suggested by-laws on ex-officio member limitation.

Filed in Vertical File under "B" for By-Laws.

P3. L.B.'s insistence to remove H.H. from
Exec Com. on account of 3/29/38 mtg.
His proposed elimination of H.H. as
statutory member of Finance Com.

S-1 (Riefler)

THE INSTITUTE FOR ADVANCED STUDY

(FOUNDED BY LOUIS BAMBERGER AND MRS. FELIX FULD, 1930)

OFFICE

20 NASSAU STREET
PRINCETON, NEW JERSEY

CABLE ADDRESS: VANSTITUTE PRINCETON NEW JERSEY

ALANSON B. HOUGHTON
Chairman

HERBERT H. MAASS
Vice-Chairman

WALTER W. STEWART
Vice-Chairman

SAMUEL D. LEIDESDORF
Treasurer

IRA A. SCHUR
Assistant Treasurer

ESTHER S. BAILEY
Secretary

ABRAHAM FLEXNER
Director of the Institute

TRUSTEES

FRANK AYDELOTTE
EDGAR S. BAMBERGER
ALEXIS CARREL
ABRAHAM FLEXNER
JULIUS FRIEDENWALD
JOHN R. HARDIN
ALANSON B. HOUGHTON
SAMUEL D. LEIDESDORF
HERBERT H. MAASS
WINFIELD W. RIEFLER
FLORENCE R. SABIN
WALTER W. STEWART
PERCY S. STRAUS
OSWALD VEBLEN
LEWIS H. WEED

LIFE TRUSTEES
LOUIS BAMBERGER
MRS. FELIX FULD

May 4, 1939

Dear Mr. Riefler:

The annual and regular meetings of the Institute will be held at the Princeton Inn, Princeton, New Jersey, at 11:00 o'clock (daylight saving time) on the morning of Monday, May 22.

Following the meetings the dedication of Fuld Hall will take place at 12:15. We should be very happy if you and your wife can be present. After the brief ceremonies in which Mr. Maass, Mr. Houghton, President Dodds, and Miss Lavinia Bamberger will participate we shall all adjourn to the Princeton Inn for luncheon. Please let me know whether you and Mrs. Riefler can attend.

Very sincerely yours,

Professor Winfield W. Riefler
Battle Court Road
Princeton, New Jersey

Abraham Flexner

AF:ESB

Mrs. Riefler has accepted.

THE INSTITUTE FOR ADVANCED STUDY

(FOUNDED BY LOUIS BAMBERGER AND MRS. FELIX FULD, 1930)

ALANSON B. HOUGHTON

Chairman

HERBERT H. MAASS

Vice-Chairman

WALTER W. STEWART

Vice-Chairman

SAMUEL D. LEIDESDORF

Treasurer

IRA A. SCHUR

Assistant Treasurer

ESTHER S. BAILEY

Secretary

ABRAHAM FLEXNER

Director of the Institute

OFFICE

20 NASSAU STREET

PRINCETON, NEW JERSEY

CABLE ADDRESS: VANSTITUTE PRINCETON NEW JERSEY

TRUSTEES

FRANK AYDELOTTE
EDGAR S. BAMBERGER
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FLORENCE R. SABIN
WALTER W. STEWART
PERCY S. STRAUS
OSWALD VEBLEN
LEWIS H. WEED

LIFE TRUSTEES
LOUIS BAMBERGER
MRS. FELIX FULD

May 8, 1939

Professor Winfield W. Riefler
Battle Road Court
Princeton, New Jersey

My dear Professor Riefler:

The annual meeting of the Members of the Corporation, Institute for Advanced Study, followed by a regular meeting of the Trustees, will be held on Monday morning, May 22, 1939, at eleven o'clock (daylight saving time), at the Princeton Inn, Princeton, New Jersey.

I am sending you herewith the dockets and notice regarding the proposed amendment of the By-Laws.

Please inform me whether or not you will be able to attend the meetings.

Very truly yours,

Esther S. Bailey
Secretary

DOCKET FOR ANNUAL MEETING OF MEMBERS OF THE CORPORATION

INSTITUTE FOR ADVANCED STUDY

May 22, 1939

1. Report of Committee on Nominations
2. Election of Trustees
3. Report of President

- - -

DOCKET FOR REGULAR MEETING OF TRUSTEES OF THE

INSTITUTE FOR ADVANCED STUDY

May 22, 1939

1. Reading of minutes of meeting, January 23, 1939
2. Report of Director
3. Report of Finance Committee
4. Report of Treasurer
5. Report of Budget Committee
6. Report of Committee on Buildings and Grounds
7. Amendment of By-Laws
8. New business
 - a. Election of Officers
 - b. Appointment of Director
 - c. Authorization of signatures in connection with Petty Cash Account
 - d. Opportunity for members to introduce such matters as in their judgment may require consideration

This was tabled 5/22/39

The Trustees of the Institute for Advanced Study are requested to take notice that a regular meeting of the Board of Trustees will be held on Monday morning, May 22, 1939, at eleven o'clock, at the Princeton Inn, Princeton, New Jersey, and that under and pursuant to the provisions of the By-Laws there will be presented to the meeting for adoption amendments to Articles IV and V of the By-Laws as follows, in order to decrease the number of ex-officio members on committees:

(Present Form)

(Proposed Form)

Article IV

Article IV

Sec. 5. A Vice-Chairman shall perform the duties of the Chairman in his absence or disability, and perform such other duties as may be required or directed by the Board or the Executive Committee. The Vice-Chairmen shall be ex officio members of all standing committees.

Sec. 5. A Vice-Chairman shall perform the duties of the Chairman in his absence or disability, and perform such other duties as may be required or directed by the Board or the Executive Committee.

Article V

Article V

Sec. 1. There shall be five standing committees:

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(a) An Executive Committee, of four members, in addition to the Chairman, Vice-Chairmen, and Director.

(a) An Executive Committee, of four members, in addition to the Chairman.

(c) A Budget Committee, of three members, in addition to the Chairman, Treasurer, and Director, ex officio. No professor Trustee shall be a member.

(c) A Budget Committee, of three members, in addition to the Chairman. No professor Trustee shall be a member.

(e) A Committee on Buildings and Grounds, of three members, in addition to the Chairman, the Vice-Chairmen, and Director.

(e) A Committee on Buildings and Grounds, of three members, in addition to the Chairman.

Copy 2,
7/26/44
R

CERTIFICATE
of
INCORPORATION
and
BY-LAWS
of the
INSTITUTE FOR ADVANCED
STUDY

1944
~~1944~~

M
4/1/44
2 Ad

CERTIFICATE
of
INCORPORATION
and
BY-LAWS
of the
INSTITUTE FOR ADVANCED
STUDY

As amended to and including
~~October 11, 1937~~

April 18, 1944 is date
of last regular meeting
of Trustees.

CERTIFICATE OF INCORPORATION

of

"INSTITUTE FOR ADVANCED STUDY—
LOUIS BAMBERGER AND MRS. FELIX
FULD FOUNDATION"

THIS IS TO CERTIFY that we, the subscribers, desiring to form a corporation pursuant to the provisions of an act entitled, "An Act to incorporate associations not for pecuniary profit," approved April 21, 1898, and the several amendments thereof and supplements thereto, do by this our certificate set forth.

1. The name by which the corporation is to be known in law is "INSTITUTE FOR ADVANCED STUDY—LOUIS BAMBERGER AND MRS. FELIX FULD FOUNDATION."

2. The purpose for which this corporation is formed is the establishment, at or in the vicinity of Newark, New Jersey, of an institute for advanced study, and for the promotion of knowledge in all fields, and for the training of advanced students and workers for and beyond the degree of Doctor of Philosophy and other professional degrees of equal standing.

3. The business of the corporation is to be chiefly transacted in this State, but it may have occasion to act outside of this State and/or in other States and foreign countries, in the accomplishment of the purposes for which it is incorporated. The location of the office of the

corporation within this State is 20 Nassau Street, in the Borough of Princeton, in the County of Mercer, and the resident agent in charge thereof, upon whom process may be served, is Esther S. Bailey.

4. The business of the corporation shall be conducted by Trustees, in number not less than twelve nor more than fifteen. The Trustees shall be members of the corporation and they shall be elected by the members in such manner and for such terms of office as the By-Laws may prescribe. Any Trustee ceasing to be a member of the corporation shall thereupon cease to be a Trustee. The names of the Trustees selected for the first year are: Louis Bamberger, Mrs. Felix Fuld, John R. Hardin, Abraham Flexner, Samuel D. Leidesdorf, Herbert H. Maass, Julius Friedenwald, Florence R. Sabin, Alexis Carrel, Herbert H. Lehman, Frank Aydelotte, Alanson B. Houghton, Lewis H. Weed, Edgar S. Bamberger, and Percy S. Straus.

5. The members of the corporation shall be adult persons, who shall be eligible under the laws of this State to be Trustees of this corporation. The original members are the undersigned incorporators and the additional persons named herein as Trustees for the first year. The members, at any regular or special meeting, may fill vacancies in the membership and may by a majority vote elect additional members. Election to membership shall be plenary proof of qualification for membership.

6. The purposes of the corporation shall include power to buy, sell, lease, and mort-

51

gage real and personal property; to improve real estate and erect buildings thereon; to accept gifts, bequests, and devises of real and/or personal property; to make contracts of all kinds; to make, amend, alter, and repeal by-laws not inconsistent with the laws of this State or of the United States; to make, amend, alter, and repeal rules and regulations for the government of the institute to be established, maintained, and conducted by the corporation, and in respect to the appointment and duties of executive officers and members of the staff and faculty, and in respect to the admission (with and/or without payment of dues or charges) and discipline of the students and workers, and in respect to the granting of diplomas and the awarding of degrees (including honorary degrees); and any and all other powers now or hereafter conferred by law upon corporations organized under the said act entitled "An Act to incorporate associations not for pecuniary profit," and the supplements thereto and amendments thereof, whether conferred by said act or supplements thereto or amendments thereof, or by other acts of the legislature, necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized. Any of the powers of the corporation may be exercised, unless expressly prohibited by law, outside of this State and/or in other States and foreign countries, whenever necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized.

In appointments to the faculty or staff, or in the admission of students and workers there

5

shall be no discrimination because of race, religion, or sex, and no gifts, bequests, or devises of real and/or personal property shall be accepted, from other sources than from Louis Bamberger and Mrs. Felix Fuld, which shall be conditioned upon the modification of the fundamental purposes for which this corporation is created.

IN WITNESS WHEREOF we have hereto set our hands and seals this 20th day of May, One Thousand Nine Hundred and Thirty.

Signed, Sealed and Delivered

in the presence of

JOHN R. HARDIN, JR.

LOUIS BAMBERGER	(LS)
MRS. FELIX FULD	(LS)
JOHN R. HARDIN	(LS)
SAMUEL D. LEIDESDORF	(LS)
HERBERT H. MAASS	(LS)

BY-LAWS

Article I

LOCATION

Sec. 1. The institution for higher learning to be established in accordance with the charter of this Corporation shall be located at or in the vicinity of Newark, in the State of New Jersey, at such place as the Trustees may determine, and shall be known and designated as the "Institute for Advanced Study."¹

Sec. 2. The Trustees are authorized to erect and equip all necessary buildings and to establish and maintain offices within or without this State as deemed necessary or convenient for the interests of the Corporation.

Article II

MEETINGS OF THE MEMBERS

Sec. 1. The annual meeting of the members of the Corporation shall be held on the third ~~Friday~~ in April in each year.

Sec. 2. Notice of the time and place of the annual meeting shall be sent by the Secretary to the members at least two weeks in advance.

Sec. 3. Special meetings of the members may be called by the Chairman, who shall in such case direct the Secretary to send notices to the members of the time and place of the special meeting at least two weeks in advance.

Sec. 4. A quorum for the transaction of business at any general or special meeting of the

¹At a regular meeting of the Trustees held in New York, January 22, 1940, the following resolution was passed: "The Trustees of Institute for Advanced Study - Louis Bamberger and Mrs. Felix Fuld Foundation, a corporation of New Jersey, on this 22nd day of January, 1940, do hereby resolve and order that the location of the principal office of this corporation within this State be, and the same hereby is, changed from 20 Nassau Street, in the Borough of Princeton, County of Mercer, to Fuld Hall, in the Township of Princeton, County of Mercer."

members shall be a majority of their number. Attendance may be in person or by proxy in writing.

Sec. 5. Any general or special meeting may be adjourned from time to time. Such adjournment may be made by a number less than a quorum.

Sec. 6. New members may be elected by vote of a majority of the members present at any annual or any special meeting.

Article III

TRUSTEES

Sec. 1. The two Founders of the Institute shall be Honorary Members of the Board of Trustees for the terms of their respective lives. No other person or persons shall be elected Honorary Trustees. The Honorary Trustees shall meet with the Board of Trustees and with each and every Committee of the Institute and participate in the deliberations of the Board and of the several Committees.

Sec. 2. The business of the Corporation shall be conducted by a Board of Trustees, fifteen in number.

Sec. 3. The Trustees shall be members of the Corporation and shall be elected at the annual meeting. At the first annual meeting fifteen Trustees shall be elected. After election the Trustees elected shall be divided by lot into five classes of three each, to serve respectively for the periods of one, two, three, four, and five years. All subsequent terms shall be for five years, three Trustees being elected each year.

Sec. 4. Any vacancy in the Board may be filled by the Board until the next annual meeting of the members, at which the vacancy shall be filled by election by the members for the balance of the vacant term.

Sec. 5. Members of the faculty, if members of the Corporation, shall be eligible for election as Trustees.

Sec. 6. The Trustees shall elect the officers of the Corporation.

Sec. 7. The Trustees may establish by-laws, rules, and regulations for their own government and for conducting the business and affairs of the Corporation.

Sec. 8. A regular meeting of the Board shall be held immediately after the adjournment of the annual meeting of the members, and other regular meetings of the Trustees shall be held on the [redacted] in January and the [redacted] in October, in each year.

third Friday

third Friday

Sec. 9. Special meetings of the Board may be called by the Chairman at any time of his own motion, and must be called by him at the request of the Director or of any three Trustees.

Sec. 10. Notices of all meetings of the Board, general or special, shall be sent by the Secretary to the Trustees two weeks in advance of the meeting.

Sec. 11. A majority of the whole number of Trustees shall constitute a quorum for the transaction of business at any general or special meeting.

Article IV

1942

OFFICERS

Sec. 1. The officers of the Corporation shall consist of a President, a Vice-President, a Chairman, a Secretary, and a Treasurer.

1/26/42

see meeting of May 23, 1946

"That the offices of President of the Corporation and Chairman of the Board be united." (handwritten)

Sec. 2. The officers shall be elected annually by ballot.

Sec. 3. If any office becomes vacant, it may be filled by election until the next annual meeting of the Board.

Sec. 4. The President shall preside at all meetings of Members of the Corporation, shall execute such formal documents as may be authorized by the Board, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary or other person designated by the Board or the Executive Committee for that purpose. The President shall be a member ex-officio of all standing committees.

1942

11.

Sec. 5. The Vice-President shall perform the duties of the President in his absence or disability, and perform such other duties as may be directed by the Board or the Executive Committee.

Sec. 6. The Chairman shall preside at all meetings of the Board of Trustees. He shall be ex-officio a member of all standing committees. 1942

Sec. 7. In the absence of the Chairman the President of the Corporation shall preside at meetings of the Board of Trustees, and in the absence of both the Chairman and the President, the Vice-President shall preside.

8 Sec. 8. The Secretary shall send all notices required by these By-Laws and/or directed by the Board of Trustees, the Executive Committee, and/or the Chairman. He shall keep a record in writing of the transactions of the Board, which record shall be open at all times to the inspection of any Trustee. He shall be the custodian of the corporate seal.

9 Sec. 9. The Treasurer shall be, under the supervision of the Committee on Finance, custodian of the funds of the Corporation, and shall deposit the moneys thereof to the credit of the Corporation in banks or trust companies designated by the Finance Committee. He shall keep books of account of the financial transactions of the Corporation and shall present a detailed report to the Trustees annually and/or at any other time if so directed by the Chairman, or the Executive Committee, or the Board. Checks on the bank accounts of the Corporation shall be signed in such manner as may be designated from time to time by the Finance Committee. The Treasurer shall furnish a bond, satisfactory in form, amount, and security to the Finance Committee.

10 Sec. 10. The Board may appoint Assistant Secretary or Secretaries and Assistant Trea-

12.

surer or Treasurers, and define their duties and authorities.

Article V

COMMITTEES

Sec. 1. There shall be five standing committees:

(a) An Executive Committee, of four members in addition to the President, the Chairman, and the Director, ex-officiis.

(b) A Finance Committee, of five members in addition to the President, the Chairman, and the Director, ex-officiis.

(c) A Budget Committee, of three members in addition to the President, the Chairman, and the Director, ex-officiis. No professor Trustee shall be a member.

(d) A Committee of three members in addition to the President, the Chairman, and the Director, ex-officiis, on the nomination of Trustees, Officers, and members of the standing committees. Each member of the Committee shall serve three years, one member shall be replaced each year, and no member shall be eligible to succeed himself. The senior member of the Committee shall act as Chairman.

(e) A Committee on Buildings and Grounds, of three members in addition to the President, the Chairman, and the Director, ex-officiis.

(f) The number of members of any standing committee may be increased or decreased by vote of a majority of members of the Board. (6/8/43)

Sec. 2. The Executive Committee shall exercise, during the intervals between meetings of the Board, the full powers of the Board of Trustees, but shall not reverse any action taken by the Board. It shall meet at the call of the Chairman or a Vice-Chairman and/or at such other times as it may itself determine. It shall have power to appoint sub-committees, including the right to designate as members thereof Trustees not members of the Executive Committee. It shall have power to appoint a Secretary, either from its own number or outside thereof. Minutes of its meetings shall be kept and a copy thereof, when so directed by the Committee, shall be mailed to every member of

the Board. Its minutes shall be presented at the stated meetings of the Board and at special meetings when required.

Sec. 3. The Finance Committee shall, with the Treasurer, have the custody, supervision, and care of all property of the Corporation, and shall report at each stated meeting of the Board. It shall have charge of the investment, sale, and re-investment of the moneys of the Corporation, making detailed report of its transactions at each stated meeting of the Board, or at any special meeting when requested. It shall make suitable regulations for the safe care of the securities of the Corporation, procure safe deposit boxes, as required, for the use of the Corporation, and determine the conditions of access thereto. It shall have authority, in behalf of the Corporation, to arrange with any bank or trust company or companies for custodial care of the securities of the Corporation and to agree upon the compensation to be paid therefor.

Sec. 4. The Budget Committee shall submit the budget of expenditures proposed for the next academic year to the Board of Trustees at the regular meeting in April.

Sec. 5. The Committee on Nominations shall present to the annual meeting of the members candidates for Trustees to be elected at such meeting, and to the organization meeting of the Trustees, immediately following the annual meeting of the members, nominations for officers of the Corporation. Such nominations shall be regarded only as recommendations of the Committee and shall in no wise interfere

and for members of the
standing committees.

(Jan 1942)

with the discretion of either the members or the Trustees in action thereon.

Sec. 6. The Committee on Buildings and Grounds shall have the oversight of the buildings and grounds of the Institute.

Article VI

DIRECTOR

Sec. 1. The Trustees, at their annual meeting, shall appoint a Director of the Institute, who shall be responsible, under the supervision of the Trustees and/or the Executive Committee, for the administration and current educational conduct of the Institute, in accordance with its purposes as declared in the charter of the Corporation. The Director shall be a member and Trustee of the Corporation and shall have the right to attend all meetings of the committees of the Trustees. He shall organize the faculty of the Institute, establish courses of study and/or research to be pursued therein, and set up governing rules and regulations for the admission and discipline of students and workers, and exercise general supervision over the Institute in respect to its educational phases. He shall have authority, with the approval of the Board and/or of the Executive Committee, to make appointments to the faculty for indefinite terms or for limited periods. It shall be the duty of the Director to ascertain from the Treasurer the amount of income which will be available during the next academic year and to receive from each School its recommendations as to its needs and plans for the coming year. These recommendations shall be considered and

151

amended as may be deemed advisable by the Director and the Chairman of the Board and then submitted to the Budget Committee with power to amend. In case of a vacancy in the directorship a special committee shall be created to consider the appointment of a successor. No action shall be taken for the election of a successor until after the report of such committee. The Director shall prepare and submit to the Board of Trustees an annual report which shall fully cover the year's work and accomplishment.

Article VII

COMPENSATION OF OFFICERS AND EMPLOYEES

Sec. 1. The salaries and compensation of officers and/or employees shall be fixed by the Board of Trustees and/or the Executive Committee.

Article VIII

DEGREES

157

Sec. 1. It shall be the duty of the Director, after the courses of study and/or research have been formulated and plans of operation adopted, including the basis and conditions for the admission to the Institute of candidates and the conferring of degrees of Doctor of Philosophy, or other professional degrees of equal standing, and for the awarding of diplomas, to submit such basis or conditions and the practice to be followed to the State Board of Education and to obtain the approval thereof required by law. No degree shall be conferred until after the requisite approval of the State Board of Education shall have been obtained.

16

Sec. 2. Honorary degrees or the medal of the Institute may be awarded by the Trustees by a two-thirds vote of the entire Board upon the nomination of the Director and faculty. No medal or honorary degree shall be awarded at the same meeting at which a nomination is presented.

Sec. 3. Diplomas shall be signed by the Chairman and Director, and the seal of the Corporation attached thereto attested by the Secretary.

Article IX

ORDER OF BUSINESS

Sec. 1. At all meetings of the Trustees the order of business shall be as follows:

- (a) Reading of minutes of previous meeting
- (b) Reports of standing committees
- (c) Reports of special committees
- (d) New business

Sec. 2. So far as practicable the Director shall prepare and have sent to each member, with notice of the meeting, a schedule of the matters to be considered at the meeting. This provision shall not prevent the consideration of any matter not on the schedule if otherwise in order.

Article X

AMENDMENT

Sec. 1. These By-Laws may be altered or amended by a majority vote of all the members at the annual or any special meeting of the

71

members, and/or by a majority vote of the whole number of Trustees at any meeting of the Board, provided notice of such alteration or amendment is given with the notice of the meeting.

Excerpt from Minutes of a Special Meeting of the Members of the Corporation held January 26, 1942.

Re: Amendments to the by-laws

Article V

COMMITTEES

Sec. 1, There shall be five standing committees:

(a) An Executive Committee, of four members in addition to the President, the Chairman, and the Director, ex-officiis.

(b) A Finance Committee, of five members in addition to the President, the Chairman, and the Director, ex-officiis.

(c) A Budget Committee, of three members in addition to the President, the Chairman, and the Director, ex-officiis. No professor Trustee shall be a member.

(d) A Committee of three members in addition to the President, the Chairman, and the Director, ex-officiis, on the nomination of Trustees, Officers and members of the standing committees. Each member of the Committee shall serve three years, one member shall be replaced each year, and no member shall be eligible to succeed himself. The senior member of the Committee shall act as Chairman.

(e) A Committee on Buildings and Grounds, of three members in addition to the President, the Chairman, and the Director, ex-officiis.

INSTITUTE FOR ADVANCED STUDY
Princeton, New Jersey

January 5, 1942

TO THE TRUSTEES:

Notice is hereby given, pursuant to existing By-Laws, of the following amendments to the By-Laws, which will be presented for action by the Trustees on January 26th. For your convenience a copy of the existing By-Laws is enclosed.

Edgar S. Bamberger
Secretary to the Board of Trustees

Article IV

OFFICERS

Sec. 1. The officers of the Corporation shall consist of a President, a Vice-President, a Chairman, a Secretary, and a Treasurer.

Sec. 2. Same as at present.

Sec. 3. Same as at present.

Sec. 4. The President shall preside at all meetings of the Corporation, shall execute the formal documents/authorized by the Board, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary or other person designated by the Board or the Executive Committee for that purpose. The President shall be a member ex-officio of all standing committees.

Sec. 5. The Vice-President shall perform the duties of the President in his absence or disability, and perform such other duties as may be directed by the Board or the Executive Committee.

Sec. 6. The Chairman shall preside at all meetings of the Board of Trustees. He shall be ex-officio a member of all standing committees.

Sec. 7. The same as the present Section 6.

Sec. 8. The same as the present Section 7.

Sec. 9. The same as the present Section 8.

mb3 dr *as amended by Corp.*

2 wch / as may be

Amended at Maass' sugg - Sect 7 provides that in absence of Chm, Pres. presides at mtgs of Trustees. VP presides in absence of Chm. Pres.

D By laws Drafts before amendments

Article V

COMMITTEES

Sec. 1. There shall be five standing committees:

(a) An Executive Committee, of four members in addition to the President, the Chairman, and the Director, ex-officiis.

(b) A Finance Committee, of five members in addition to the President, the Chairman, and the Director, ex-officiis.

(c) A Budget Committee, of three members in addition to the President, the Chairman, and the Director, ex-officiis. No professor Trustee shall be a member.

(d) A Committee of three members in addition to the President, the Chairman, and the Director, ex-officiis, on the nomination of Trustees, Officers, and members of the standing committees. Each member of the Committee shall serve three years, one member shall be replaced each year, and no member shall be eligible to succeed himself. The senior member of the Committee shall act as Chairman.

(e) A Committee on Buildings and Grounds, of three members in addition to the President, the Chairman, and the Director, ex-officiis.

Sec. 2. Same as at present.

Sec. 3. Same as at present.

Sec. 4. Same as at present.

Sec. 5. Same as at present except that lines 6 and 7 be amended to read "nominations for officers of the Corporation and for members of the standing committees."

Sec. 6. Same as at present.

9/27/37

The Trustees of the Institute for Advanced Study are requested to take notice that under and pursuant to the provisions of the By-Laws a regular meeting of the Board of Trustees will be held on October 11, 1937, at 12:45 o'clock, at 60 East 42nd Street, New York City, for the conduct of such business as may come before said meeting. There will be presented to the meeting for adoption amendments to Articles IV, V, and VI of the By-Laws as follows, in order to provide for a reserve fund from current income and for the creation of a Budget Committee:

(Present Form)

(Proposed changes are underlined in red)

Article IV

Article IV

Sec. 4. The Chairman shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary, or other person designated by the Board or the Executive Committee for that purpose. The Chairman shall be a

Sec. 4. The Chairman shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary, or other person designated by the Board or the Executive Committee for that purpose. In collaboration with the Director he shall consider recommendations for the budget of the next academic year. The Chairman shall be a

Sec. 7. The Treasurer shall be, under the supervision of the Committee on Finance, custodian of the funds of the Corporation, and shall deposit the moneys thereof to the credit of the Corporation in banks or trust companies designated by the Finance Committee. He shall keep books

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Article V
Committees

Article V
Committees

Sec. 1. There shall be four standing committees:
(a)
(b)
(c) A Committee on the Nomination ...
(d) A Committee on Buildings

Sec. 1. There shall be five standing committees:
(a)
(b)
(c) A Budget Committee, of three members in addition to the Chairman and Director. No professor Trustee shall be a member.
(d) A Committee on the Nomination ...
(e) A Committee on Buildings

D By-Laws drafted before amendment

Adopted
not adopted
Adopted
not adopted
Adopted
not adopted

amended

Sec. 4. The Committee on Nominations ...

Sec. 4. The Budget Committee shall submit the budget of expenditures proposed for the next academic year to the Board of Trustees at the regular meeting in April.

Sec. 5. The Committee on Buildings

Sec. 5. The Committee on Nominations ..
Sec. 6. The Committee on Buildings

Article VI
Director

Sec. 1. He shall have authority, with the approval of the Board and/or of the Executive Committee, to make appointments to the faculty for indefinite terms or for limited periods. He shall submit, not later than the stated meeting of the Trustees in April, the budget of expenditures proposed for the next academic year. In case of a

Article VI
Director

Sec. 1. He shall have authority, with the approval of the Board and/or of the Executive Committee, to make appointments to the faculty for indefinite terms or for limited periods. It shall be the duty of the Director to ascertain from the Treasurer the amount of income which will be available during the next academic year and to receive from each School its recommendations as to its needs and plans for the coming year. These recommendations shall be considered and amended as may be deemed advisable by the Director and the Chairman of the Board and then submitted to the Budget Committee with power to amend. In case of a

2/10/37

Dated Princeton, New Jersey, September 27, 1937

1937

vert. file

10/11

BY-LAWS

Corporation

BUDGET

Finance

Copy of proposed By-Law revisions for a Budget Committee and for a specific percentage reserve annually.

Filed in Vertical File under "B".

S-1 (Riefiler)

5101

September 29, 1937

Mrs. Esther S. Bailey, Secretary
Institute for Advanced Study
Princeton, N. J.

Dear Mrs. Bailey:

Thank you for informing me of the
coming meeting of the Trustees of the
Institute for Advanced Study on October
11, 1937. I shall be there.

Very sincerely yours,

Winfield W. Riefler

THE INSTITUTE FOR ADVANCED STUDY

(FOUNDED BY LOUIS BAMBERGER AND MRS. FELIX FULD, 1930)

ALANSON B. HOUGHTON
Chairman

HERBERT H. MAASS
Vice-Chairman

WALTER W. STEWART
Vice-Chairman

SAMUEL D. LEIDESDORF
Treasurer

IRA A. SCHUR
Assistant Treasurer

ESTHER S. BAILEY
Secretary

ABRAHAM FLEXNER
Director of the Institute

OFFICE

20 NASSAU STREET

PRINCETON, NEW JERSEY

CABLE ADDRESS: VANSTITUTE PRINCETON NEW JERSEY

TRUSTEES

FRANK K. AYDELOTTE
EDGAR S. BAMBERGER
ALEXIS CARREL
ABRAHAM FLEXNER
JULIUS FRIEDENWALD
JOHN R. HARDIN
ALANSON B. HOUGHTON
SAMUEL D. LEIDESDORF
HERBERT H. MAASS
WINFIELD W. RIEFLER
FLORENCE R. SABIN
WALTER W. STEWART
PERCY S. STRAUS
OSWALD VEBLEN
LEWIS H. WEED

LIFE TRUSTEES
LOUIS BAMBERGER
MRS. FELIX FULD

September 27, 1937

Professor Winfield W. Riefler
69 Alexander Street
Princeton, New Jersey

My dear Professor Riefler:

A regular meeting of the Trustees of the Institute for Advanced Study will be held on Monday, October 11, 1937, at 12:45 o'clock, at the Uptown Club, Lincoln Building, 60 East 42nd Street, New York City. I am sending you herewith the docket and notice regarding proposed amendments to the By-Laws.

Please inform me whether or not you will be able to attend the meeting.

Very truly yours,

Esther S. Bailey
Secretary

DOCKET FOR REGULAR MEETING OF THE TRUSTEES OF THE
INSTITUTE FOR ADVANCED STUDY

October 11, 1937

1. Reading of minutes of meetings, April 19, 1937
Executive Committee
Annual Meeting, Members of the Corporation
Regular Meeting, Board of Trustees
2. Report of Director
3. Report of Finance Committee
4. Report of Committee on Buildings and Grounds
5. Amendment of By-Laws
6. New business
 - (a) School of Mathematics
 1. Stipends, 1938-1939
 - (b) School of Economics and Politics
 - (c) School of Humanistic Studies
 - (d) Opportunity for members to introduce such matters as in their judgment may require consideration

The Trustees of the Institute for Advanced Study are requested to take notice that under and pursuant to the provisions of the By-Laws a regular meeting of the Board of Trustees will be held on October 11, 1937, at 12:45 o'clock, at 60 East 42nd Street, New York City, for the conduct of such business as may come before said meeting. There will be presented to the meeting for adoption amendments to Articles IV, V, and VI of the By-Laws as follows, in order to provide for a reserve fund from current income and for the creation of a Budget Committee:

(Present Form)

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Article V
Committees

Sec. 1. There shall be four standing committees:
(a)
(b)
(c) A Committee on the Nomination ...
(d) A Committee on Buildings

(Proposed changes are underlined in red)

Article IV

Sec. 4. The Chairman shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary, or other person designated by the Board or the Executive Committee for that purpose. In collaboration with the Director he shall consider recommendations for the budget of the next academic year. The Chairman shall be a

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(c) A Budget Committee, of three members in addition to the Chairman and Director. No professor trustee shall be a member.
(d) A Committee on the Nomination ...
(e) A Committee on Buildings

Sec. 4. The Committee on Nominations ...

Sec. 5. The Committee on Buildings

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Director

Sec. 1. He shall have authority, with the approval of the Board and/or of the Executive Committee, to make appointments to the faculty for indefinite terms or for limited periods. He shall submit, not later than the stated meeting of the Trustees in April, the budget of expenditures proposed for the next academic year. In case of a

Sec. 4. The Budget Committee shall submit the budget of expenditures proposed for the next academic year to the Board of Trustees at the regular meeting in April.

Sec. 5. The Committee on Nominations
Sec. 6. The Committee on Buildings

Article VI
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Sec. 1. He shall have authority, with the approval of the Board and/or of the Executive Committee, to make appointments to the faculty for indefinite terms or for limited periods. It shall be the duty of the Director to ascertain from the Treasurer the amount of income which will be available during the next academic year and to receive from each School its recommendations as to its needs and plans for the coming year. These recommendations shall be considered and amended as may be deemed advisable by the Director and the Chairman of the Board and then submitted to the Budget Committee with power to amend. In case of a

Dated Princeton, New Jersey, September 27, 1937

1942

vert file "B"

1/5

BY-LAWS

Corporation

^K
KIEFFER

Biographical

Rieffer to Aydelotte on By-Law revisions.

Filed in Vertical File under "B" for By-Laws.

A, 10/18/56, Report, January, 1942 File # 41

KIEFFER AND KILLEA
31 NASSAU STREET

NEW YORK

January 5, 1942

Dr. Frank Aydelotte,
The Institute for Advanced Study,
Princeton, New Jersey

Dear Frank:

Please accept my apologies for my delay in replying to your letter of December 19th. I think my secretary explained to you in her letter of acknowledgment that I was out of the office at that time, and I have been out of the office most of the time during the holidays. I don't suppose any of us had the opportunity to do much work then.

I wanted to go over your proposals carefully and I assumed from the schedule indicated in the papers that you would have time to get out a notice if I could reply to your letter today.

I have the following suggestions to make:

A. In Article 2, Section 3, I suggest that you have special meetings of the members called by the president since under the new arrangement the president is to preside at meetings of members.

B. With respect to Article 4, Section 4, I suggest that this be rewritten to read as follows:

"The president shall preside at all meetings of members of the corporation, shall execute such formal documents as may be authorized by the board, and shall have authority to affix the seal of the corporation thereto whenever required and direct its attestation by the secretary or other

person designated by the board or the executive committee for that purpose. The president shall be a member ex officio of all standing committees except the nominating committee."

You see here that I am referring to the meetings of the corporation as "meetings of members of the corporation" because that conforms to the other part of the by-laws. Also, as indicated by the next underscored portion, I am suggesting that you make it clear that the president be authorized by the board to execute only such documents as may be authorized by the board.

The exception with respect to the nominating committee seems to be indicated since I do not think you wish to have the president on the nominating committee which will nominate himself.

I understood that you wish to have the president a member ex officio of the finance committee but not the chairman. I may be wrong as to my recollection as to which of these two officers you wished to have on the finance committee.

C. With respect to Section 6, in order to carry out the above suggestions I suggest that the last sentence of this section as set forth in your letter be amended to read "He shall be ex officio a member of all standing committees except the finance committee and the nominating committee."

D. In order to carry out this plan paragraph (b) of Section 1 of Article 5 should provide that the finance committee shall include the president ex officio.

E. In accordance with the foregoing, Section 2 of Article 5 should be amended by the deletion in the sixth line thereof of the words "a vice chairman" and the substitution therefor of the words "the president."

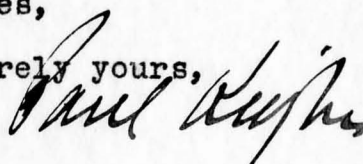
F. In Article 8, Section 3, I think you will probably want to substitute the president for the chairman as the person to sign diplomas, as the president is otherwise authorized to sign formal documents.

G. Since you have stricken out the general powers of the chairman it seems to me that they should be transferred to the director. In other words, the first sentence in Section 4 should be incorporated in Section 1 of Article 6 defining the powers of the director. You might want to consider making the director ex officio a member of all committees but the nominating committee.

These are all the comments I have to make on your proposals. It goes without saying that I shall be glad to write to you or talk to you further on any of these points if you care to have me do so.

With all good wishes,

Sincerely yours,



By-laws -

January 15, 1942

Mrs. Felix Fuld
L. Bamberger & Company
Newark, New Jersey

Dear Mrs. Fuld:

A meeting of the Committee on Nominations
of the Institute for Advanced Study will be held on
Monday, January 26, at the Newark Athletic Club,
16 Park Place, Newark, New Jersey, at twelve o'clock
noon.

Yours sincerely,

S.
(Signed) Edgar/Bamberger
Secretary

Dear Dr. Aydelotte:

I sent these notices out over Mr. Edgar Bamberger's
name, for I find that Mrs. Bailey always ~~sent~~ signed such
notices and the By-Laws stipulate that "The Secretary shall
send all notices required by these By-Laws and/or directed
by the Board of Trustees, the Executive Committee, and/or
the Chairman." I hope you approve.

M.C.E.

Docket of the
Houghton's book - 70

DOCKET FOR REGULAR MEETING OF THE TRUSTEES OF THE
INSTITUTE FOR ADVANCED STUDY

January 26, 1942

1. Reading of minutes of meeting of October 14, 1941
2. Reports of Standing Committees
 - (a) Executive Committee
 - (b) Finance Committee
 - (c) Budget Committee - operation of budget - first half year
 - (d) Committee on Buildings and Grounds
 - (e) Committee on Nominations

Consideration of proposed amendments / *to the By-Laws*

Nominations

3. Election of a President and a Vice-President of the Corporation, and a Chairman of the Board
4. Reports of Special Committees
5. Report of the Director
6. New business:

ask to Mrs. Miller to sign checks. TA
to n n conference + pamphlet - TA
Elchman in Field Hall - Mr. Ruppel

INSTITUTE FOR ADVANCED STUDY
Princeton, New Jersey

January 5, 1942

TO THE TRUSTEES:

Notice is hereby given, pursuant to existing By-Laws, of the following amendments to the By-Laws, which will be presented for action by the Trustees on January 26th. For your convenience a copy of the existing By-Laws is enclosed.

Edgar S. Bamberger
Secretary to the Board of Trustees

Article IV

OFFICERS

Sec. 1. The officers of the Corporation shall consist of a President, a Vice-President, a Chairman, a Secretary, and a Treasurer.

Sec. 2. Same as at present.

Sec. 3. Same as at present.

such/
Sec. 4. The President shall preside at all meetings, ^{*of members*} of the Corporation, shall execute ~~the~~ formal documents, ^{*as may be*} authorized by the Board, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary or other person designated by the Board or the Executive Committee for that purpose. The President shall be a member ex-officio of all standing committees.

Sec. 5. The Vice-President shall perform the duties of the President in his absence or disability, and perform such other duties as may be directed by the Board or the Executive Committee.

Sec. 6. The Chairman shall preside at all meetings of the Board of Trustees. He shall be ex-officio a member of all standing committees.

Sec. 7. The same as the present Section 6. *As per & via P75*

Sec. 8. The same as ~~the~~ present Section 7.

Sec. 9. The same as the present Section 8.

Article V

COMMITTEES

Sec. 1. There shall be five standing committees:

(a) An Executive Committee, of four members in addition to the President, the Chairman, and the Director, ex-officiis.

(b) A Finance Committee, of five members in addition to the President, the Chairman, and the Director, ex-officiis.

(c) A Budget Committee, of three members in addition to the President, the Chairman, and the Director, ex-officiis. No professor Trustee shall be a member.

(d) A Committee of three members in addition to the President, the Chairman, and the Director, ex-officiis, on the nomination of Trustees, Officers, and members of the standing committees. Each member of the Committee shall serve three years, one member shall be replaced each year, and no member shall be eligible to succeed himself. The senior member of the Committee shall act as Chairman.

(e) A Committee on Buildings and Grounds, of three members in addition to the President, the Chairman, and the Director, ex-officiis.

Sec. 2. Same as at present.

Sec. 3. Same as at present.

Sec. 4. Same as at present.

Sec. 5. Same as at present except that lines 6 and 7 be amended to read "nominations for officers of the Corporation and for members of the standing committees."

Sec. 6. Same as at present.

Weed

January 16, 1942

Dr. Lewis H. Weed
School of Medicine
Johns Hopkins University
Baltimore, Maryland

My dear Dr. Weed:

Your letter of January 13th has
come while Dr. Aydelotte is away and it will
have his attention when he returns during the
coming week.

Very truly yours,

Secretary to Dr. Aydelotte

THE JOHNS HOPKINS UNIVERSITY
SCHOOL OF MEDICINE
710 NORTH WASHINGTON STREET
BALTIMORE, MD.

LEWIS H. WEED, M. D., DIRECTOR

*Newark call label checked
16 Post Place
10-30*

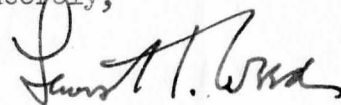
January 20, 1942.

Mr. Frank Aydelotte, Director,
The Institute for Advanced Study,
Princeton, New Jersey.

My dear Aydelotte:-

Your long letter of January 17, from Lake Wales, Florida, has just come to me and I hasten to answer it. I appreciate your invitation to come on to Princeton Sunday afternoon, January 25, in order that we may have an opportunity to discuss the affairs of the Institute, but my engagements here in Baltimore for Sunday make it impossible for me to leave before the midnight train for New York. If convenient to you, I could meet you almost any time in Newark on Monday, January 26, before the noon meeting; let me know if this suggestion is feasible for you.

Very sincerely,



copy sent to FA

THE JOHNS HOPKINS UNIVERSITY
SCHOOL OF MEDICINE
710 NORTH WASHINGTON STREET
BALTIMORE, MD.

LEWIS H. WEED, M. D., DIRECTOR

January 13, 1942.

Mr. Frank Aydelotte, Director,
Institute for Advanced Study,
Princeton, New Jersey.

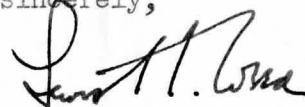
My dear Aydelotte:-

Your memorandum of December 22, came to me some weeks ago and I have given a great deal of thought to the matter. It seems to me that the suggested plan of organization is about as complicated as it could be but if it satisfies Mr. Bamberger, Mr. Hardin and Mr. Maass, I shall have no objections. I feel however that with the projected set-up it is quite unnecessary to have a Vice-President of the Corporation and I would therefore suggest the withdrawal of my name.

In thinking about the relationship of faculty members to the Board of Trustees, I can only re-affirm what I have said many times in the last two or three years: that is, I believe it is most unfortunate to have faculty members on the Board. I therefore would be thoroughly agreeable to have Mr. Riefler's resignation accepted, with prompt filling of the vacant place.

In the list of Trustees it does seem to me important to add an outstanding medical man. Dr. Sabin and Dr. Carrell have both dropped out and Dr. Friedenwald has died. If you agree with this suggestion I shall be very glad indeed to present some names for your consideration. I judge that all of the names will be presented at the January meeting, choices made and the formal vote taken in April.

Very sincerely,



KIEFFER AND KILLEA
 31 Nassau Street
 New York

January 5, 1942

Dr. Frank Aydelotte,
 The Institute for Advanced Study,
 Princeton, New Jersey

Dear Frank:

Please accept my apologies for my delay in replying to your letter of December 19th. I think my secretary explained to you in her letter of acknowledgment that I was out of the office at that time, and I have been out of the office most of the time during the holidays. I don't suppose any of us had the opportunity to do much work then.

I wanted to go over your proposals carefully and I assumed from the schedule indicated in the papers that you would have time to get out a notice if I could reply to your letter today.

I have the following suggestions to make:

A. In Article 2, Section 3, I suggest that you have special meetings of the members called by the president since under the new arrangement the president is to preside at meetings of members.

B. With respect to Article 4, Section 4, I suggest that this be rewritten to read as follows:

"The president shall preside at all meetings of members of the corporation, shall execute such formal documents as may be authorized by the board, and shall have authority to affix the seal of the corporation thereto whenever required and direct its attestation by the secretary or other

Notes

Amended in meeting

person designated by the board or the executive committee for that purpose. The president shall be a member ex officio of all standing committees except the nominating committee."

You see here that I am referring to the meetings of the corporation as "meetings of members of the corporation" because that conforms to the other part of the by-laws. Also, as indicated by the next underscored portion, I am suggesting that you make it clear that the president be authorized by the board to execute only such documents as may be authorized by the board.

The exception with respect to the nominating committee seems to be indicated since I do not think you wish to have the president on the nominating committee which will nominate himself.

I understood that you wish to have the president a member ex officio of the finance committee but not the chairman. I may be wrong as to my recollection as to which of these two officers you wished to have on the finance committee.

C. With respect to Section 6, in order to carry out the above suggestions I suggest that the last sentence of this section as set forth in your letter be amended to read "He shall be ex officio a member of all standing committees except the finance committee and the nominating committee."

D. In order to carry out this plan paragraph (b) of Section 1 of Article 5 should provide that the finance committee shall include the president ex officio.

3.

E. In accordance with the foregoing, Section 2 of Article 5 should be amended by the deletion in the sixth line thereof of the words "a vice chairman" and the substitution therefor of the words "the president."

F. In Article 8, Section 3, I think you will probably want to substitute the president for the chairman as the person to sign diplomas, as the president is otherwise authorized to sign formal documents.

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These are all the comments I have to make on your proposals. It goes without saying that I shall be glad to write to you or talk to you further on any of these points if you care to have me do so.

With all good wishes,

Sincerely yours,

(Signed) Paul Kieffer

INSTITUTE FOR ADVANCED STUDY
Princeton, New Jersey

January 5, 1942

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Edgar S. Bamberger
Secretary to the Board of Trustees

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OFFICERS

Sec. 1. The officers of the Corporation shall consist of a President, a Vice-President, a Chairman, a Secretary, and a Treasurer.

Sec. 2. Same as at present.

Sec. 3. Same as at present.

Sec. 4. The President shall preside at all meetings of the Corporation, shall execute the formal documents authorized by the Board, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary or other person designated by the Board or the Executive Committee for that purpose. The President shall be a member ex-officio of all standing committees.

Sec. 5. The Vice-President shall perform the duties of the President in his absence or disability, and perform such other duties as may be directed by the Board or the Executive Committee.

Sec. 6. The Chairman shall preside at all meetings of the Board of Trustees. He shall be ex-officio a member of all standing committees.

Sec. 7. The same as the present Section 6.

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Sec. 9. The same as the present Section 8.

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Sec. 4. Same as at present.

Sec. 5. Same as at present except that lines 6 and 7 be amended to read "nominations for officers of the Corporation and for members of the standing committees."

Sec. 6. Same as at present.

1942

Vert. file "C"

1/5

BY-LAWS

Corporation

^{Thompson's}
Proposed revision after ~~Hardin's~~ death.

Filed in Vertical File under "^B~~S~~" for ^{BY-LAWS}~~Corporation~~.

A, 1/29/57

INSTITUTE FOR ADVANCED STUDY
Princeton, New Jersey

January 5, 1942

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Secretary to the Board of Trustees

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(b) A Finance Committee, of five members in addition to the President, the Chairman, and the Director, ex-officiis.

(c) A Budget Committee, of three members in addition to the President, the Chairman, and the Director, ex-officiis. No professor Trustee shall be a member.

(d) A Committee of three members in addition to the President, the Chairman, and the Director, ex-officiis, on the nomination of Trustees, Officers, and members of the standing committees. Each member of the Committee shall serve three years, one member shall be replaced each year, and no member shall be eligible to succeed himself. The senior member of the Committee shall act as Chairman.

(e) A Committee on Buildings and Grounds, of three members in addition to the President, the Chairman, and the Director, ex-officiis.

Sec. 2. Same as at present.

Sec. 3. Same as at present.

Sec. 4. Same as at present.

Sec. 5. Same as at present except that lines 6 and 7 be amended to read "nominations for officers of the Corporation and for members of the standing committees."

Sec. 6. Same as at present.

1944

vert file "B"

1/22

7/26/44

BY-LAWS

Corporation

Suggested
Revisions.

Filed in Vertical File under "B" for By-Laws.

Trustees Meeting

Copy 3,
7/26/44
R.

CERTIFICATE
of
INCORPORATION
and
BY-LAWS
of the
INSTITUTE FOR ADVANCED
STUDY

1944
~~1937~~

CERTIFICATE
of
INCORPORATION
and
BY-LAWS
of the
INSTITUTE FOR ADVANCED
STUDY

As amended to and including
October 11, 1937

April 18, 1944 is date of
last regular meeting
of Trustees

CERTIFICATE OF INCORPORATION

of

“INSTITUTE FOR ADVANCED STUDY—
LOUIS BAMBERGER AND MRS. FELIX
FULD FOUNDATION”

THIS IS TO CERTIFY that we, the subscribers, desiring to form a corporation pursuant to the provisions of an act entitled, “An Act to incorporate associations not for pecuniary profit,” approved April 21, 1898, and the several amendments thereof and supplements thereto, do by this our certificate set forth.

1. The name by which the corporation is to be known in law is “INSTITUTE FOR ADVANCED STUDY—LOUIS BAMBERGER AND MRS. FELIX FULD FOUNDATION.”

2. The purpose for which this corporation is formed is the establishment, at or in the vicinity of Newark, New Jersey, of an institute for advanced study, and for the promotion of knowledge in all fields, and for the training of advanced students and workers for and beyond the degree of Doctor of Philosophy and other professional degrees of equal standing.

3. The business of the corporation is to be chiefly transacted in this State, but it may have occasion to act outside of this State and/or in other States and foreign countries, in the accomplishment of the purposes for which it is incorporated. The location of the office of the

4

corporation within this State is 20 Nassau Street, in the Borough of Princeton, in the County of Mercer, and the resident agent in charge thereof, upon whom process may be served, is Esther S. Bailey.

4. The business of the corporation shall be conducted by Trustees, in number not less than twelve nor more than fifteen. The Trustees shall be members of the corporation and they shall be elected by the members in such manner and for such terms of office as the By-Laws may prescribe. Any Trustee ceasing to be a member of the corporation shall thereupon cease to be a Trustee. The names of the Trustees selected for the first year are: Louis Bamberger, Mrs. Felix Fuld, John R. Hardin, Abraham Flexner, Samuel D. Leidesdorf, Herbert H. Maass, Julius Friedenwald, Florence R. Sabin, Alexis Carrel, Herbert H. Lehman, Frank Aydelotte, Alanson B. Houghton, Lewis H. Weed, Edgar S. Bamberger, and Percy S. Straus.

5. The members of the corporation shall be adult persons, who shall be eligible under the laws of this State to be Trustees of this corporation. The original members are the undersigned incorporators and the additional persons named herein as Trustees for the first year. The members, at any regular or special meeting, may fill vacancies in the membership and may by a majority vote elect additional members. Election to membership shall be plenary proof of qualification for membership.

6. The purposes of the corporation shall include power to buy, sell, lease, and mort-

gage real and personal property; to improve real estate and erect buildings thereon; to accept gifts, bequests, and devises of real and/or personal property; to make contracts of all kinds; to make, amend, alter, and repeal by-laws not inconsistent with the laws of this State or of the United States; to make, amend, alter, and repeal rules and regulations for the government of the institute to be established, maintained, and conducted by the corporation, and in respect to the appointment and duties of executive officers and members of the staff and faculty, and in respect to the admission (with and/or without payment of dues or charges) and discipline of the students and workers, and in respect to the granting of diplomas and the awarding of degrees (including honorary degrees); and any and all other powers now or hereafter conferred by law upon corporations organized under the said act entitled "An Act to incorporate associations not for pecuniary profit," and the supplements thereto and amendments thereof, whether conferred by said act or supplements thereto or amendments thereof, or by other acts of the legislature, necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized. Any of the powers of the corporation may be exercised, unless expressly prohibited by law, outside of this State and/or in other States and foreign countries, whenever necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized.

In appointments to the faculty or staff, or in the admission of students and workers there

shall be no discrimination because of race, religion, or sex, and no gifts, bequests, or devises of real and/or personal property shall be accepted, from other sources than from Louis Bamberger and Mrs. Felix Fuld, which shall be conditioned upon the modification of the fundamental purposes for which this corporation is created.

IN WITNESS WHEREOF we have hereto set our hands and seals this 20th day of May, One Thousand Nine Hundred and Thirty.

Signed, Sealed and Delivered

in the presence of

JOHN R. HARDIN, JR.

- LOUIS BAMBERGER (LS)
- MRS. FELIX FULD (LS)
- JOHN R. HARDIN (LS)
- SAMUEL D. LEIDESDORF (LS)
- HERBERT H. MAASS (LS)

BY-LAWS

Article I

LOCATION

Sec. 1. The institution for higher learning to be established in accordance with the charter of this Corporation shall be located at or in the vicinity of Newark, in the State of New Jersey, at such place as the Trustees may determine, and shall be known and designated as the "Institute for Advanced Study."

Sec. 2. The Trustees are authorized to erect and equip all necessary buildings and to establish and maintain offices within or without this State as deemed necessary or convenient for the interests of the Corporation.

Article II

MEETINGS OF THE MEMBERS

Sec. 1. The annual meeting of the members of the Corporation shall be held on the third Monday in April in each year.

Friday f

Sec. 2. Notice of the time and place of the annual meeting shall be sent by the Secretary to the members at least two weeks in advance.

Sec. 3. Special meetings of the members may be called by the Chairman, who shall in such case direct the Secretary to send notices to the members of the time and place of the special meeting at least two weeks in advance.

Sec. 4. A quorum for the transaction of business at any general or special meeting of the

At a regular meeting in New York Jan 22, 1940 the following resolution was passed.

¹At a regular meeting of the Trustees held in New York, January 22, 1940, the following resolution was passed: "The Trustees of Institute for Advanced Study - Louis Bamberger and Mrs. Felix Fuld Foundation, a corporation of New Jersey, on this 22nd day of January, 1940, do hereby resolve and order that the location of the principal office of this corporation within this State be, and the same hereby is, changed from 20 Nassau Street, in the Borough of Princeton, County of Mercer, to Fuld Hall, in the Township of Princeton, County of Mercer."

members shall be a majority of their number. Attendance may be in person or by proxy in writing.

Sec. 5. Any general or special meeting may be adjourned from time to time. Such adjournment may be made by a number less than a quorum.

Sec. 6. New members may be elected by vote of a majority of the members present at any annual or any special meeting.

Article III

TRUSTEES

Sec. 1. The two Founders of the Institute shall be Honorary Members of the Board of Trustees for the terms of their respective lives. No other person or persons shall be elected Honorary Trustees. The Honorary Trustees shall meet with the Board of Trustees and with each and every Committee of the Institute and participate in the deliberations of the Board and of the several Committees.

Sec. 2. The business of the Corporation shall be conducted by a Board of Trustees, fifteen in number.

Sec. 3. The Trustees shall be members of the Corporation and shall be elected at the annual meeting. At the first annual meeting fifteen Trustees shall be elected. After election the Trustees elected shall be divided by lot into five classes of three each, to serve respectively for the periods of one, two, three, four, and five years. All subsequent terms shall be for five years, three Trustees being elected each year.

Sec. 4. Any vacancy in the Board may be filled by the Board until the next annual meeting of the members, at which the vacancy shall be filled by election by the members for the balance of the vacant term.

Sec. 5. Members of the faculty, if members of the Corporation, shall be eligible for election as Trustees.

Sec. 6. The Trustees shall elect the officers of the Corporation.

Sec. 7. The Trustees may establish by-laws, rules, and regulations for their own government and for conducting the business and affairs of the Corporation.

Sec. 8. A regular meeting of the Board shall be held immediately after the adjournment of the annual meeting of the members, and other regular meetings of the Trustees shall be held on the ~~fourth Monday~~ in January and the ~~second Monday~~ in October, in each year.

third Friday

Sec. 9. Special meetings of the Board may be called by the Chairman at any time of his own motion, and must be called by him at the request of the Director or of any three Trustees.

third Friday

Sec. 10. Notices of all meetings of the Board, general or special, shall be sent by the Secretary to the Trustees two weeks in advance of the meeting.

Sec. 11. A majority of the whole number of Trustees shall constitute a quorum for the transaction of business at any general or special meeting.

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Article IV

OFFICERS

Sec. 1. The officers of the Corporation shall consist of a President, a Vice-President, a Chairman, a Secretary, and a Treasurer.

Sec. 2. The officers shall be elected annually by ballot.

Sec. 3. If any office becomes vacant, it may be filled by election until the next annual meeting of the Board.

Such
as may be

Sec. 4. The President shall preside at all meetings of the Corporation, ~~shall execute the formal documents~~ authorized by the Board, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary or other person designated by the Board or the Executive Committee for that purpose. The President shall be a member ex-officio of all standing committees.

Members of

Sec. 5. The Vice-President shall perform the duties of the President in his absence or disability, and perform such other duties as may be directed by the Board or the Executive Committee.

Sec. 6. The Chairman shall preside at all meetings of the Board of Trustees. He shall be ex-officio a member of all standing committees.

8 — Sec. 8. The Secretary shall send all notices required by these By-Laws and/or directed by the Board of Trustees, the Executive Committee, and/or the Chairman. He shall keep a record in writing of the transactions of the Board, which record shall be open at all times to the inspection of any Trustee. He shall be the custodian of the corporate seal.

9 — Sec. 7. The Treasurer shall be, under the supervision of the Committee on Finance, custodian of the funds of the Corporation, and shall deposit the moneys thereof to the credit of the Corporation in banks or trust companies designated by the Finance Committee. He shall keep books of account of the financial transactions of the Corporation and shall present a detailed report to the Trustees annually and/or at any other time if so directed by the Chairman, or the Executive Committee, or the Board. Checks on the bank accounts of the Corporation shall be signed in such manner as may be designated from time to time by the Finance Committee. The Treasurer shall furnish a bond, satisfactory in form, amount, and security to the Finance Committee.

10 — Sec. 8. The Board may appoint Assistant Secretary or Secretaries and Assistant Trea-

Sec. 7. In the absence of the Chairman the President of the Corporation shall preside at meetings of the Board of Trustees, and in the absence of both the Chairman and the President the Vice-President shall preside.

urer or Treasurers, and define their duties and authorities.

Article V

COMMITTEES

Sec. 1. There shall be five standing committees:

(a) An Executive Committee, of four members in addition to the President, the Chairman, and the Director, ex-officiis.

(b) A Finance Committee, of five members in addition to the President, the Chairman, and the Director, ex-officiis.

(c) A Budget Committee, of three members in addition to the President, the Chairman, and the Director, ex-officiis. No professor Trustee shall be a member.

(d) A Committee of three members in addition to the President, the Chairman, and the Director, ex-officiis, on the nomination of Trustees, Officers, and members of the standing committees. Each member of the Committee shall serve three years, one member shall be replaced each year, and no member shall be eligible to succeed himself. The senior member of the Committee shall act as Chairman.

(e) A Committee on Buildings and Grounds, of three members in addition to the President, the Chairman, and the Director, ex-officiis.

(f) The number of members of any standing committee may be increased or decreased by vote of a majority of members of the Board.

Sec. 2. The Executive Committee shall exercise, during the intervals between meetings of the Board, the full powers of the Board of Trustees, but shall not reverse any action taken by the Board. It shall meet at the call of the Chairman or a Vice-Chairman and/or at such other times as it may itself determine. It shall have power to appoint sub-committees, including the right to designate as members thereof Trustees not members of the Executive Committee. It shall have power to appoint a Secretary, either from its own number or outside thereof. Minutes of its meetings shall be kept and a copy thereof, when so directed by the Committee, shall be mailed to every member of

the Board. Its minutes shall be presented at the stated meetings of the Board and at special meetings when required.

Sec. 3. The Finance Committee shall, with the Treasurer, have the custody, supervision, and care of all property of the Corporation, and shall report at each stated meeting of the Board. It shall have charge of the investment, sale, and re-investment of the moneys of the Corporation, making detailed report of its transactions at each stated meeting of the Board, or at any special meeting when requested. It shall make suitable regulations for the safe care of the securities of the Corporation, procure safe deposit boxes, as required, for the use of the Corporation, and determine the conditions of access thereto. It shall have authority, in behalf of the Corporation, to arrange with any bank or trust company or companies for custodial care of the securities of the Corporation and to agree upon the compensation to be paid therefor.

Sec. 4. The Budget Committee shall submit the budget of expenditures proposed for the next academic year to the Board of Trustees at the regular meeting in April.

Sec. 5. The Committee on Nominations shall present to the annual meeting of the members candidates for Trustees to be elected at such meeting, and to the organization meeting of the Trustees, immediately following the annual meeting of the members, nominations for officers of the Corporation. ~~Such nominations shall be regarded only as recommendations of the Committee and shall in no wise interfere~~

and for members
of the standing
committees.

with the discretion of either the members or the Trustees in action thereon.

Sec. 6. The Committee on Buildings and Grounds shall have the oversight of the buildings and grounds of the Institute.

Article VI

DIRECTOR

Sec. 1. The Trustees, at their annual meeting, shall appoint a Director of the Institute, who shall be responsible, under the supervision of the Trustees and/or the Executive Committee, for the administration and current educational conduct of the Institute, in accordance with its purposes as declared in the charter of the Corporation. The Director shall be a member and Trustee of the Corporation and shall have the right to attend all meetings of the committees of the Trustees. He shall organize the faculty of the Institute, establish courses of study and/or research to be pursued therein, and set up governing rules and regulations for the admission and discipline of students and workers, and exercise general supervision over the Institute in respect to its educational phases. He shall have authority, with the approval of the Board and/or of the Executive Committee, to make appointments to the faculty for indefinite terms or for limited periods. It shall be the duty of the Director to ascertain from the Treasurer the amount of income which will be available during the next academic year and to receive from each School its recommendations as to its needs and plans for the coming year. These recommendations shall be considered and

amended as may be deemed advisable by the Director and the Chairman of the Board and then submitted to the Budget Committee with power to amend. In case of a vacancy in the directorship a special committee shall be created to consider the appointment of a successor. No action shall be taken for the election of a successor until after the report of such committee. The Director shall prepare and submit to the Board of Trustees an annual report which shall fully cover the year's work and accomplishment.

Article VII

COMPENSATION OF OFFICERS AND EMPLOYEES

Sec. 1. The salaries and compensation of officers and/or employees shall be fixed by the Board of Trustees and/or the Executive Committee.

Article VIII

DEGREES

Sec. 1. It shall be the duty of the Director, after the courses of study and/or research have been formulated and plans of operation adopted, including the basis and conditions for the admission to the Institute of candidates and the conferring of degrees of Doctor of Philosophy, or other professional degrees of equal standing, and for the awarding of diplomas, to submit such basis or conditions and the practice to be followed to the State Board of Education and to obtain the approval thereof required by law. No degree shall be conferred until after the requisite approval of the State Board of Education shall have been obtained.

Sec. 2. Honorary degrees or the medal of the Institute may be awarded by the Trustees by a two-thirds vote of the entire Board upon the nomination of the Director and faculty. No medal or honorary degree shall be awarded at the same meeting at which a nomination is presented.

Sec. 3. Diplomas shall be signed by the Chairman and Director, and the seal of the Corporation attached thereto attested by the Secretary.

Article IX

ORDER OF BUSINESS

Sec. 1. At all meetings of the Trustees the order of business shall be as follows :

- (a) Reading of minutes of previous meeting
- (b) Reports of standing committees
- (c) Reports of special committees
- (d) New business

Sec. 2. So far as practicable the Director shall prepare and have sent to each member, with notice of the meeting, a schedule of the matters to be considered at the meeting. This provision shall not prevent the consideration of any matter not on the schedule if otherwise in order.

Article X

AMENDMENT

Sec. 1. These By-Laws may be altered or amended by a majority vote of all the members at the annual or any special meeting of the

17

members, and/or by a majority vote of the whole number of Trustees at any meeting of the Board, provided notice of such alteration or amendment is given with the notice of the meeting.

November 18, 1954

Memorandum to Mr. Morgan:

The copy of the By-Laws that you have prepared with the advice of the Chairman, and dated December, 1954, represents, I know, a serious job of documentary research. The resulting By-Laws have a few apparent inconsistencies or at least oddities in them which it may be helpful to record:

1. In the definition of their duties, the Vice Chairman and the Vice President are said to be members ex officio of the Standing Committees of the Board. In the designation of the membership of these Standing Committees, the Vice Chairman and the Vice President do not appear.
2. The Chairman is authorized to appoint the Standing Committees of the Board. The Nominating Committee is instructed to nominate the Standing Committees for the Board. This is not a contradiction; but this is an unusual practice, and there should probably be a decision as to whether the Standing Committees should be elected or appointed, and what the role of the Nominating Committee is.
3. The Director is said to be a member of the Corporation, and a member ex officio of all committees of the Board of Trustees. He is not said to be a member of the Board. Perhaps these distinctions are deliberate; but their purpose is not clear to me.

All of this has nothing to do with the wisdom of the By-Laws, but merely with their clarity.

Robert Oppenheimer

D. M. Lewis

1930-1949

Vert File "B"

GENERAL (BY-LAWS)

Corporation

Certificate of Incorporation and By-Laws as amended
to and up to 5/20/49.

Filed in Vertical File under "B" for By-Laws.

S-4

CERTIFICATE
of
INCORPORATION
and
BY-LAWS
of the
INSTITUTE FOR ADVANCED
STUDY

As amended to and including

May 20, 1949

CERTIFICATE OF INCORPORATION

of

"INSTITUTE FOR ADVANCED STUDY --

LOUIS BAMBERGER AND MRS. FELIX

FULD FOUNDATION"

THIS IS TO CERTIFY that we, the subscribers, desiring to form a corporation pursuant to the provisions of an act entitled, "An Act to incorporate associations not for pecuniary profit," approved April 21, 1898, and the several amendments thereof and supplements thereto, do by this our certificate set forth.

1. The name by which the corporation is to be known in law is "INSTITUTE FOR ADVANCED STUDY -- LOUIS BAMBERGER AND MRS. FELIX FULD FOUNDATION."

2. The purpose for which this corporation is formed is the establishment, at or in the vicinity of Newark, New Jersey, of an institute for advanced study, and for the promotion of knowledge in all fields, and for the training of advanced students and workers for and beyond the degree of Doctor of Philosophy and other professional degrees of equal standing.

3. The business of the corporation is to be chiefly transacted in this State, but it may have occasion to act outside of this State and/or in other States and foreign countries, in the accomplishment of the purposes for which it is incorporated. The location of the office of the corporation within this State is 20 Nassau Street, in the Borough of Princeton, in the County of Mercer, and the resident agent in charge thereof, upon whom process may be served, is Esther S. Bailey.

4. The business of the corporation shall be conducted by Trustees, in number not less than twelve nor more than fifteen. The Trustees shall be members of the corporation and they shall be elected by the members in such manner and for such terms of office as the By-Laws may prescribe. Any Trustee ceasing to be a member of the corporation shall thereupon cease to be a Trustee. The names of the Trustees selected for the first year are: Louis Bamberger, Mrs. Felix Fuld, John R. Hardin, Abraham Flexner, Samuel D. Leidesdorf, Herbert H. Maass, Julius Friedenwald, Florence R. Sabin, Alexis Carrel, Herbert H. Lehman, Frank Aydelotte, Alanson B. Houghton, Lewis H. Weed, Edgar S. Bamberger, and Percy S. Straus.

5. The members of the corporation shall be adult persons, who shall be eligible under the laws of this State to be Trustees of this corporation. The original members are the undersigned incorporators and the additional persons named herein as Trustees for the first year. The members, at any regular or special meeting, may fill vacancies in the membership and may by a majority vote elect additional members. Election to membership shall be plenary proof of qualification for membership.

6. The purposes of the corporation shall include power to buy, sell, lease, and mortgage real and personal property; to improve real estate and erect buildings thereon; to accept gifts, bequests, and devises of real and/or personal property; to make contracts of all kinds; to make, amend, alter, and repeal by-laws not inconsistent with the laws of this State or of the United States; to make, amend, alter, and repeal rules and regulations for the government of the insitute to be established, maintained, and conducted by the corporation, and in respect to the appointment and duties of executive officers and members of the staff and faculty, and in respect to the admission (with and/or without payment of dues or charges) and discipline of the students and workers, and in respect to the granting of diplomas and the awarding of degrees (including honorary degrees); and any and all other powers now or hereafter conferred by law upon corporations organized under the said act entitled "An Act to incorporate associations not for pecuniary profit," and the supplements thereto and amendments thereof, whether conferred by said act or supplements thereto or amendments thereof, or by other acts of the legislature, necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized. Any of the powers of the corporation may be exercised, unless expressly prohibited by law, outside of this State and/or in other States and foreign countries, whenever necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized.

In appointments to the faculty or staff, or in the admission of students and workers there shall be no discrimination because of race, religion, or sex, and no gifts, bequests, or devises of real and/or personal property shall be accepted, from other sources than from Louis Bamberger and Mrs. Felix Fuld, which shall be conditioned upon the modification of the fundamental purposes for which this corporation is created.

IN WITNESS WHEREOF we have hereto set our hands and seals this 20th day of May, One Thousand Nine Hundred and Thirty.

Signed, Sealed and Delivered

in the presence of

JOHN R. HARDIN, JR.

LOUIS BAMBERGER	(LS)
MRS. FELIX FULD	(LS)
JOHN R. HARDIN	(LS)
SAMUEL D. LEIDESDORF	(LS)
HERBERT H. MAASS	(LS)

BY LAWS

Article I

LOCATION

Sec. 1. The institution for higher learning to be established in accordance with the charter of this Corporation shall be located at or in the vicinity of Newark, in the State of New Jersey, at such place as the Trustees may determine, and shall be known and designated as the "Institute for Advanced Study."

Sec. 2. The Trustees are authorized to erect and equip all necessary buildings and to establish and maintain offices within or without this State as deemed necessary or convenient for the interests of the Corporation.

Article II

MEETINGS OF THE MEMBERS

Sec. 1. The annual meeting of the members of the Corporation shall be held on the third Monday in April in each year.

Sec. 2. Notice of the time and place of the annual meeting shall be sent by the Secretary to the members at least two weeks in advance.

Sec. 3. Special meetings of the members may be called by the Chairman, who shall in such case direct the Secretary to send notices to the members of the time and place of the special meeting at least two weeks in advance.

Sec. 4. A quorum for the transaction of business at any general or special meeting of the members shall be a majority of their number. Attendance may be in person or by proxy in writing.

Sec. 5. Any general or special meeting may be adjourned from time to time. Such adjournment may be made by a number less than a quorum.

Sec. 6. New members may be elected by vote of a majority of the members present at any annual or any special meeting.

Article III

TRUSTEES

Sec. 1. The two Founders of the Institute shall be Honorary Members of the Board of Trustees for the terms of their respective lives. No other person or persons shall be elected Honorary Trustees. The Honorary Trustees shall meet with the Board of Trustees and with each and every Committee of the Institute and participate in the deliberations of the Board and of the several Committees.

*This is amended
Apr 20 May 1930*

Sec. 2. The business of the Corporation shall be conducted by a Board of Trustees, fifteen in number,

Sec. 3. The Trustees shall be members of the Corporation and shall be elected at the annual meeting. At the first annual meeting fifteen Trustees shall be elected. After election the Trustees elected shall be divided by lot into five classes of three each, to serve respectively for the periods of one, two, three, four, and five years. All subsequent terms shall be for five years, three Trustees being elected each year.

*Amended 11/1/32
3 formerly members
to advise for
a period of 3 yrs.*

Sec. 4. Any vacancy in the Board may be filled by the Board until the next annual meeting of the members, at which the vacancy shall be filled by election by the members for the balance of the vacant term.

Sec. 5. Members of the faculty, if members of the Corporation, shall be eligible for election as Trustees.

*Deleted 11/1/32
Reinstated Apr 33*

Sec. 6. The Trustees shall elect the officers of the Corporation.

Sec. 7. The Trustees may establish by-laws, rules and regulations for their own government and for conducting the business and affairs of the Corporation.

Sec. 8. A regular meeting of the Board shall be held immediately after the adjournment of the annual meeting of the members, and other regular meetings of the Trustees shall be held on the fourth Monday in January and the second Monday in October, in each year.

Sec. 9. Special meetings of the Board may be called by the Chairman at any time of his own motion, and must be called by him at the request of the Director or of any three Trustees.

Sec. 10. Notices of all meetings of the Board, general or special, shall be sent by the Secretary to the Trustees two weeks in advance of the meeting.

Sec. 11. A majority of the whole number of Trustees shall constitute a quorum for the transaction of business at any general or special meeting.

Article IV

OFFICERS

Sec. 1. The officers of the Corporation shall consist of a President, two Vice-Presidents, a Chairman, two Vice-Chairmen, a Secretary, and a Treasurer, provided, however, that the person elected to the office of President shall also be the Chairman of the Board and the two persons elected as Vice-Presidents shall also be the Vice-Chairmen of the Board.

Revised 1/26/42 Special Board Meeting, p.1: THE OFFICERS OF THE CORPORATION SHALL CONSIST OF A PRESIDENT, A VICE-PRESIDENT, A CHAIRMAN, A SECRETARY, AND A TREASURER.

Revised 5/23/46 Regular Board Meeting, p.5: THE OFFICES OF PRESIDENT OF THE CORPORATION AND CHAIRMAN OF THE BOARD OF TRUSTEES SHALL BE UNITED AND THE OFFICES OF VICE-PRESIDENT OF THE CORPORATION AND VICE-CHAIRMAN OF THE BOARD OF TRUSTEES REMAIN UNCHANGED.

Revised 5/20/49 Special Board Meeting, p.1: THE OFFICERS OF THE CORPORATION SHALL CONSIST OF A PRESIDENT, TWO VICE-PRESIDENTS, A CHAIRMAN, TWO VICE-CHAIRMEN, A SECRETARY, AND A TREASURER. THE OFFICE OF PRESIDENT AND OF CHAIRMAN OF THE BOARD MAY BE HELD BY DIFFERENT PERSONS OR BY THE SAME PERSON, AND THE OFFICE OF VICE-PRESIDENT AND VICE-CHAIRMAN MAY LIKEWISE BE HELD BY THE SAME PERSON OR BY DIFFERENT PERSONS.

Sec. 2. The officers shall be elected annually by ballot.

Sec. 3. If any office becomes vacant, it may be filled by election until the next annual meeting of the Board.

Sec. 4. The Chairman shall exercise general supervision over the affairs of the Corporation and at the annual meeting present a report showing the status of the Institute and make such comments and suggestions as appear to him necessary. He shall preside at all meetings of the Board of Trustees, shall execute all formal documents authorized by the Board, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary, or other person designated by the Board or the Executive Committee for that purpose. In collaboration with the Director he shall consider recommendations for the budget of the next academic year. The Chairman shall be a member ex officio of all standing committees. He shall appoint all standing committees.

Revised 1/26/42 Special Board Meeting, p.2: THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS OF MEMBERS OF THE CORPORATION, SHALL EXECUTE SUCH FORMAL DOCUMENTS AS MAY BE AUTHORIZED BY THE BOARD, AND SHALL HAVE AUTHORITY TO AFFIX THE SEAL OF THE CORPORATION THERETO WHENEVER REQUIRED AND DIRECT ITS ATTESTATION BY THE SECRETARY OR OTHER PERSON DESIGNATED BY THE BOARD OR THE EXECUTIVE COMMITTEE FOR THAT PURPOSE. THE PRESIDENT SHALL BE A MEMBER EX-OFFICIO OF ALL STANDING COMMITTEES.

Handwritten notes: "B) do not provide 2 VP 2 VC on 5/20/49. This dates from 1934 & was changed 1942"

Handwritten notes: "10 monthly (1930) Pres. 1933 Draft Chpt 1942. When was name section of officers? B) 5 surprise & opt Com?"

Handwritten notes: "Houghton's Board + Houghton Houghton's Chmship. Houghton's supervision + opt Com to opt 5/24/49"

Handwritten notes: "See this - acct here in new file? New - not there to form present since 1942 when eliminated by LB - Not 12/24/46 adopted. Ex officio who's all Com?"

Handwritten notes: "When adopted? 1946?"

Handwritten notes: "OTC was missed"

Sec. 5. A Vice-Chairman shall perform the duties of the Chairman in his absence or disability, and perform such other duties as may be required or directed by the Board or the Executive Committee. The Vice-Chairmen shall be ex officio members of all standing committees.

Revised 1/26/42 Special Board Meeting, p.2: THE VICE-PRESIDENT SHALL PERFORM THE DUTIES OF THE PRESIDENT IN HIS ABSENCE OR DISABILITY, AND PERFORM SUCH OTHER DUTIES AS MAY BE DIRECTED BY THE BOARD OR THE EXECUTIVE COMMITTEE.

Sec. 6. The Secretary shall send all notices required by these By-Laws and/or directed by the Board of Trustees, the Executive Committee, and/or the Chairman. He shall keep a record in writing of the transactions of the Board, which record shall be open at all times to the inspection of any Trustee. He shall be the custodian of the corporate seal.

Revised 1/26/42 Special Board Meeting, p.2: THE CHAIRMAN SHALL PRESIDE AT ALL MEETINGS OF THE BOARD OF TRUSTEES. HE SHALL BE EX-OFFICIO A MEMBER OF ALL STANDING COMMITTEES.

Sec. 7. The Treasurer shall be, under the supervision of the Committee on Finance, custodian of the funds of the Corporation, and shall deposit the moneys thereof to the credit of the Corporation in banks or trust companies designated by the Finance Committee. He shall keep books of account of the financial transactions of the Corporation and shall present a detailed report to the Trustees annually and/or at any other time if so directed by the Chairman, or the Executive Committee, or the Board. Checks on the bank accounts of the Corporation shall be signed in such manner as may be designated from time to time by the Finance Committee. The Treasurer shall furnish a bond, satisfactory in form, amount, and security to the Finance Committee.

Revised 1/26/42 Special Board Meeting, p.2: IN THE ABSENCE OF THE CHAIRMAN THE PRESIDENT OF THE CORPORATION SHALL PRESIDE AT MEETINGS OF THE BOARD OF TRUSTEES, AND IN THE ABSENCE OF BOTH THE CHAIRMAN AND THE PRESIDENT THE VICE-PRESIDENT SHALL PRESIDE.

Sec. 8. The Board may appoint Assistant Secretary or Secretaries and Assistant Treasurer or Treasurers, and define their duties and authorities.

Revised 1/26/42 Special Board Meeting, p.2: THE SECRETARY SHALL SEND ALL NOTICES REQUIRED BY THESE BY-LAWS AND/OR DIRECTED BY THE BOARD OF TRUSTEES, THE EXECUTIVE COMMITTEE, AND/OR THE CHAIRMAN. HE SHALL KEEP A RECORD IN WRITING OF THE TRANSACTIONS OF THE BOARD, WHICH RECORD SHALL BE OPEN AT ALL TIMES TO THE INSPECTION OF ANY TRUSTEE. HE SHALL BE THE CUSTODIAN OF THE CORPORATE SEAL.

Sec. 9.

Added 1/26/42 Special Board Meeting, p.2: THE TREASURER SHALL BE, UNDER THE SUPERVISION OF THE COMMITTEE ON FINANCE, CUSTODIAN OF THE FUNDS OF THE CORPORATION, AND SHALL DEPOSIT THE MONEYS THEREOF TO THE CREDIT OF THE CORPORATION IN BANKS OR TRUST COMPANIES DESIGNATED BY THE FINANCE COMMITTEE. HE SHALL KEEP BOOKS OF ACCOUNT OF THE FINANCIAL TRANSACTIONS OF THE CORPORATION AND SHALL PRESENT A DETAILED REPORT TO THE TRUSTEES ANNUALLY AND/OR AT ANY OTHER TIME IF SO DIRECTED BY THE CHAIRMAN, OR THE EXECUTIVE COMMITTEE, OR THE BOARD. CHECKS ON THE BANK ACCOUNTS OF THE CORPORATION SHALL BE SIGNED IN SUCH MANNER AS MAY BE DESIGNATED FROM TIME TO TIME BY THE FINANCE COMMITTEE. THE TREASURER SHALL FURNISH A BOND, SATISFACTORY IN FORM, AMOUNT, AND SECURITY TO THE FINANCE COMMITTEE.

*This was
1930, 1933
1937
insert*

Sec. 10.

Added 1/26/42 Special Board Meeting, p.2: THE BOARD MAY APPOINT ASSISTANT SECRETARY OR SECRETARIES AND ASSISTANT TREASURER OR TREASURERS, AND DEFINE THEIR DUTIES AND AUTHORITIES.

D.H.

Article V

COMMITTEES

Sec. 1. There shall be five standing committees:

(a) An Executive Committee, of four members in addition to the Chairman, Vice-Chairmen, and Director.

(b) A Finance Committee, of five members.

(c) A Budget Committee, of three members in addition to the Chairman, Treasurer, and Director, ex officio. No professor Trustee shall be a member.

(d) A Committee on the Nomination of Trustees and Officers, of three members.

(e) A Committee on Buildings and Grounds, of three members, in addition to the Chairman, the Vice-Chairmen, and Director.

*When was the
Service, what in the
dropped? also opinion
of St. C.?*

Revised 1/26/42 Special Board Meeting, p.2 and 3: THERE SHALL BE FIVE STANDING COMMITTEES:

(a) AN EXECUTIVE COMMITTEE, OF FOUR MEMBERS IN ADDITION TO THE PRESIDENT, THE CHAIRMAN, AND THE DIRECTOR, EX-OFFICIIS.

- (b) A FINANCE COMMITTEE, OF FIVE MEMBERS IN ADDITION TO THE PRESIDENT, THE CHAIRMAN, AND THE DIRECTOR, EX-OFFICIIS.
- (c) A BUDGET COMMITTEE, OF THREE MEMBERS IN ADDITION TO THE PRESIDENT, THE CHAIRMAN, AND THE DIRECTOR, EX-OFFICIIS. NO PROFESSOR TRUSTEE SHALL BE A MEMBER.
- (d) A COMMITTEE OF THREE MEMBERS IN ADDITION TO THE PRESIDENT, THE CHAIRMAN, AND THE DIRECTOR, EX-OFFICIIS, ON THE NOMINATION OF TRUSTEES, OFFICERS, AND MEMBERS OF THE STANDING COMMITTEES. EACH MEMBER OF THE COMMITTEE SHALL SERVE THREE YEARS, ONE MEMBER SHALL BE REPLACED EACH YEAR, AND NO MEMBER SHALL BE ELIGIBLE TO SUCCEED HIMSELF. THE SENIOR MEMBER OF THE COMMITTEE SHALL ACT AS CHAIRMAN.
- (e) A COMMITTEE ON BUILDINGS AND GROUNDS, OF THREE MEMBERS IN ADDITION TO THE PRESIDENT, THE CHAIRMAN, AND THE DIRECTOR, EX-OFFICIIS.

Revised 4/15/48 Regular Board Meeting, p.1:

- (a) THE EXECUTIVE COMMITTEE SHALL BE COMPRISED OF THE WHOLE MEMBERSHIP OF THE BOARD OF TRUSTEES, WITH THE CHAIRMAN, THE VICE-CHAIRMAN AND THE DIRECTOR AS MEMBERS EX-OFFICIO. AT ANY MEETING OF THE EXECUTIVE COMMITTEE FOUR MEMBERS OF THE COMMITTEE SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS.

Sec. 2. The Executive Committee shall exercise, during the intervals between meetings of the Board, the full powers of the Board of Trustees, but shall not reverse any action taken by the Board. It shall meet at the call of the Chairman or a Vice-Chairman and/or at such other times as it may itself determine. It shall have power to appoint sub-committees, including the right to designate as members thereof Trustees not members of the Executive Committee. It shall have power to appoint a Secretary, either from its own number or outside thereof. Minutes of its meetings shall be kept and a copy thereof, when so directed by the Committee, shall be mailed to every member of the Board. Its minutes shall be presented at the stated meetings of the Board and at special meetings when required.

Sec. 3. The Finance Committee shall, with the Treasurer, have the custody, supervision, and care of all property of the Corporation, and shall report at each stated meeting of the Board. It shall have charge of the investment, sale, and re-investment of the moneys of the Corporation, making detailed report of its transactions at each stated meeting of the Board, or at any special meeting when requested. It shall make suitable regulations for the safe care of the securities of the Corporation, procure safe deposit boxes, as required, for the use of the Corporation, and determine the conditions of access thereto. It shall have authority, in behalf of the Corporation, to arrange with any bank or trust company or companies for custodial care of the securities of the Corporation and to agree upon the the compensation to be paid therefor.

Sec. 4. The Budget Committee shall submit the budget of expenditures proposed for the next academic year to the Board of Trustees at the regular meeting in April.

Sec. 5. The Committee on Nominations shall present to the annual meeting of the members candidates for Trustees to be elected at such meeting, and to the organization meeting of the Trustees, immediately following the annual meeting of the members, nominations for officers of the Corporation. Such nominations shall be regarded only as recommendations of the Committee and shall in no wise interfere with the discretion of either the members or the Trustees in action thereon.

Revised 1/26/42 Special Board Meeting, p. 3: SAME AS AT PRESENT EXCEPT THAT LINES 6 AND 7 BE AMENDED TO READ "NOMINATIONS FOR OFFICERS OF THE CORPORATION AND FOR MEMBERS OF THE STANDING COMMITTEES."

Sec. 6. The Committee on Buildings and Grounds shall have the oversight of the buildings and grounds of the Institute.

Sec. 7.

Added 6/8/43 Special Board Meeting, p. 4: THE NUMBER OF MEMBERS OF ANY STANDING COMMITTEE MAY BE INCREASED OR DECREASED BY VOTE OF A MAJORITY OF MEMBERS OF THE BOARD.

Article VI

DIRECTOR

Sec. 1. The Trustees, at their annual meeting, shall appoint a Director of the Institute, who shall be responsible, under the supervision of the Trustees and/or the Executive Committee, for the administration and current educational conduct of the Institute, in accordance with its purposes as declared in the charter of the Corporation. The Director shall be a member and Trustee of the Corporation and shall have the right to attend all meetings of the committees of the Trustees. He shall organize the faculty of the Institute, establish courses of study and/or research to be pursued therein, and set up governing rules and regulations for the admission and discipline of students and workers, and exercise general supervision over the Institute in respect to its educational phases. He shall have authority, with the approval of the Board and/or of the Executive Committee, to make appointments to the faculty for indefinite terms or for limited periods. It shall be the duty of the Director to ascertain from the Treasurer the amount of income which will be available during the next academic year and to receive from each School its recommendations as to its needs and plans for the coming year. These recommendations shall be considered and amended as may be deemed advisable by the Director and the Chairman of the Board and then submitted to the Budget Committee with power to amend. In case of a vacancy in the directorship a special committee shall

note this is not the provision adopted by the Mbs of Corp. 5/4/50 (P. 2.) It was the measure adopted by Bd in 1930 as amended by F. budget in 1937

be created to consider the appointment of a successor. No action shall be taken for the election of a successor until after the report of such committee. The Director shall prepare and submit to the Board of Trustees an annual report which shall fully cover the year's work and accomplishments.

Article VII

COMPENSATION OF OFFICERS AND EMPLOYEES

Sec. 1. The salaries and compensation of officers and/or employees shall be fixed by the Board of Trustees and/or the Executive Committee.

Article VIII

DEGREES

Sec. 1. It shall be the duty of the Director, after the courses of study and/or research have been formulated and plans of operation adopted, including the basis and conditions for the admission to the Institute of candidates and the conferring of degrees of Doctor of Philosophy, or other professional degrees of equal standing, and for the awarding of diplomas, to submit such basis or conditions and the practice to be followed to the State Board of Education and to obtain the approval thereof required by law. No degree shall be conferred until after the requisite approval of the State Board of Education shall have been obtained.

Sec. 2. Honorary degrees or the medal of the Institute may be awarded by the Trustees by a two-thirds vote of the entire Board upon the nomination of the Director and faculty. No medal or honorary degree shall be awarded at the same meeting at which a nomination is presented.

Sec. 3. Diplomas shall be signed by the Chairman and Director, and the seal of the Corporation attached thereto attested by the Secretary.

Article IX

ORDER OF BUSINESS

Sec. 1. At all meetings of the Trustees the order of business shall be as follows:

- (a) Reading of minutes of previous meeting
- (b) Reports of standing committees
- (c) Reports of special committees
- (d) New business

Sec. 2. So far as practicable the Director shall prepare and have sent to each member, with notice of the meeting, a schedule of the matters to be considered at the meeting. This provision shall not prevent the consideration of any matter not on the schedule if otherwise in order.

Article X

AMENDMENT

Sec. 1. These By-Laws may be altered or amended by a majority vote of all the members at the annual or any special meeting of the members, and/or by a majority vote of the whole number of Trustees at any meeting of the Board, provided notice of such alteration or amendment is given with the notice of the meeting.

THE INSTITUTE FOR ADVANCED STUDY
PRINCETON, NEW JERSEY

November 26, 1954

Dr. Frank Aydelotte
The Institute for Advanced Study
Princeton, New Jersey

Dear Dr. Aydelotte:

The Chairman has reviewed the recent compilation of the By-Laws which was forwarded to you on November 16. He suggests three possible changes for discussion at the meeting of the Board on December 6th. They are as follows:

Page 6, Article V, Section 1(b), (c), (d), and (e):
In each case insert following the word "Chairman," "Vice-President,
Vice-Chairman."

Page 6, Article V, Section 1(d), line 3: Insert after
the word "Trustees," "and", and delete "and members of the Standing
Committees."

Page 7, Article VI, Section 1, line 1: Insert after the
word "Trustees," "at their annual meeting."

These suggested changes are being sent to you at this time
so that you may have the opportunity to review them prior to the
Board meeting.

Cordially yours,

Minot C. Morgan, Jr.

Minot C. Morgan, Jr.
Assistant Secretary
to the Board of Trustees

MCM:ck

THE INSTITUTE FOR ADVANCED STUDY
PRINCETON, NEW JERSEY

OFFICE OF THE DIRECTOR

November 16, 1954

Memorandum to the Members
of the Board of Trustees:

The enclosed revision of the By-Laws of the Institute is a result of a compilation, made by the Assistant Secretary to the Board, in consultation with the Chairman, of all preceding amendments; and it will be presented for adoption as a whole at the next meeting of the Board, which will be an Executive Committee meeting in December. Notice of the date and time of the meeting will be sent to you in the very near future.

m. e. m. jr.

Minot C. Morgan, Jr.
Assistant Secretary to the
Board of Trustees

*On 12/6/54 P. 4 it was
decided there was no time
to consider these By-laws.*

*They were to be placed
at top of agenda Jan 1955.*

*On P 3 11/26/55 the By-laws
were considered; two amendments (not 2)
proposed by Messrs (See M.M. 11/26/54)
were approved, each rejected.*

*But the minutes do not say that
BD approved the new minutes!
Nor did the compilation reflect amendments*

11/26/54 in VI

CERTIFICATE OF INCORPORATION

and

BY-LAWS*

of the

INSTITUTE FOR ADVANCED STUDY

* By-Laws adopted December, 1954

I.

CERTIFICATE OF INCORPORATION

of the

"INSTITUTE FOR ADVANCED STUDY --
LOUIS BAMBERGER AND MRS. FELIX FULD FOUNDATION"

THIS IS TO CERTIFY that we, the subscribers, desiring to form a corporation pursuant to the provisions of an act entitled, "An Act to incorporate associations not for pecuniary profit," approved April 21, 1898, and the several amendments thereof and supplements thereto, do by this our certificate set forth.

1. The name by which the corporation is to be known in law is "Institute for Advanced Study -- Louis Bamberger and Mrs. Felix Fuld Foundation."

2. The purpose for which this corporation is formed is the establishment, at or in the vicinity of Newark, New Jersey, of an institute for advanced study, and for the promotion of knowledge in all fields, and for the training of advanced students and workers for and beyond the degree of Doctor of Philosophy and other professional degrees of equal standing.

3. The business of the corporation is to be chiefly transacted in this State, but it may have occasion to act outside of this State and/or in other states and foreign countries, in the accomplishment of the purposes for which it is incorporated. The location of the office of the corporation within this State is 602 Centre Street, in the Village of South Orange, in the County of Essex, and the resident agent in charge thereof, upon whom process may be served, is Louis Bamberger.*

4. The business of the corporation shall be conducted by Trustees, in number not less than twelve nor more than fifteen. The Trustees shall be members of the corporation and they shall be elected by the members in such manner and for such terms of office as the By-Laws may prescribe. Any Trustee ceasing to be a member of the corporation shall thereupon cease to be a Trustee. The names of the Trustees selected for the first year are:

* Since the Certificate of Incorporation, the location of the office of the corporation has been transferred several times, and is now at Fuld Hall, Olden Lane, Princeton, N. J. The resident agent changed from time to time, and in recent years has been the Assistant Secretary to the Board of Trustees, presently Minot C. Morgan, Jr., upon whom process may now be served.

Louis Bamberger, Mrs. Felix Fuld, John R. Hardin, Abraham Flexner, Samuel D. Leidesdorf, Herbert H. Maass, Julius Friedenwald, Florence R. Sabin, Alexis Carrel, Herbert H. Lehman, Frank Aydelotte, Alanson B. Houghton, Lewis H. Weed, Edgar S. Bamberger, and Percy S. Straus.

5. The members of the corporation shall be adult persons, who shall be eligible under the laws of this State to be Trustees of this corporation. The original members are the undersigned incorporators and the additional persons named herein as Trustees for the first year. The members, at any regular or special meeting, may fill vacancies in the membership and may by a majority vote elect additional members. Election to membership shall be plenary proof of qualification for membership.

6. The purposes of the corporation shall include power to buy, sell, lease, and mortgage real and personal property; to improve real estate and erect buildings thereon; to accept gifts, bequests, and devises of real and/or personal property; to make contracts of all kinds; to make, amend, alter, and repeal By-Laws not inconsistent with the laws of this State or of the United States; to make, amend, alter, and repeal rules and regulations for the government of the institute to be established, maintained, and conducted by the corporation, and in respect to the appointment and duties of executive officers and members of the staff and faculty, and in respect to the admission (with and/or without payment of dues or charges) and discipline of the students and workers, and in respect to the granting of diplomas and the awarding of degrees (including honorary degrees); and any and all other powers now or hereafter conferred by law upon corporations organized under the said act entitled "An Act to incorporate associations not for pecuniary profit," and the supplements thereto and amendments thereof, whether conferred by said act or supplements thereto or amendments thereof, or by other acts of the legislature, necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized. Any of the powers of the corporation may be exercised, unless expressly prohibited by law, outside of this State and/or in other States and foreign countries, whenever necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized.

In appointments to the faculty or staff, or in the admission of students and workers there shall be no discrimination because of race, religion, or sex, and no gifts, bequests, or devises of real and/or personal property shall be accepted, from other sources than from Louis Bamberger and Mrs. Felix Fuld, which shall be conditioned upon the modification of the fundamental purposes for which this corporation is created.

IN WITNESS WHEREOF we have hereto set our hands and seals this 20th day of May, One Thousand Nine Hundred and Thirty.

Signed, Sealed and Delivered in the presence of John R. Hardin, Jr.

Louis Bamberger	(LS)
Mrs. Felix Fuld	(LS)
John R. Hardin	(LS)
Samuel D. Leidesdorf	(LS)
Herbert H. Maass	(LS)

II
BY-LAWS

ARTICLE I

Location

Sec. 1. The institution for higher learning to be established in accordance with the charter of this Corporation shall be located at or in the vicinity of Newark, in the State of New Jersey, at such place as the Trustees may determine, and shall be known and designated as the "Institute for Advanced Study."

Sec. 2. The Trustees are authorized to erect and equip all necessary buildings and to establish and maintain offices within or without this State as deemed necessary or convenient for the interests of the Corporation.

ARTICLE II

Meetings of the Members

Sec. 1. The annual meeting of the members of the Corporation shall be held on the third Monday in April in each year.

Sec. 2. Notice of the time and place of the annual meeting shall be sent by the Secretary to the Members at least two weeks in advance.

Sec. 3. Special meetings of the Members may be called by the Chairman or the President, who shall in such case direct the Secretary to send notices to the Members of the time and place of the special meeting at least two weeks in advance. Special meetings of the Members may be called by any three Members who shall request the Secretary to send notices to the Members of the time and place of the special meeting at least two weeks in advance. Such notice shall be in writing and shall set forth the business to be transacted at such meeting.

Sec. 4. A quorum for the transaction of business at any general or special meeting of the Members shall be a majority of their number. Attendance may be in person or by proxy in writing.

Sec. 5. Any general or special meeting may be adjourned from time to time. Such adjournment may be made by a number less than a quorum.

Sec. 6. New Members may be elected by vote of a majority of the Members present at any annual or any special meeting.

ARTICLE III

Trustees

Sec. 1. The two Founders of the Institute shall be Honorary Members of the Board of Trustees for the terms of their respective lives. Honorary Trustees may be elected at the annual meeting of the Corporation. They may meet with the Board, and participate in its deliberations, but shall not vote. They may be appointed to serve on committees of the Board, but shall not vote.

Sec. 2. The business of the Corporation shall be conducted by a Board of Trustees, fifteen in number.

Sec. 3. The Trustees shall be Members of the Corporation and shall be elected at the annual meeting. At the first annual meeting fifteen Trustees shall be elected. After election the Trustees elected shall be divided by lot into five classes of three each, to serve respectively for the periods of one, two, three, four, and five years. All subsequent terms shall be for five years, three Trustees being elected each year.

Sec. 4. Any vacancy in the Board may be filled by the Board until the next annual meeting of the Members, at which the vacancy shall be filled by election by the Members for the balance of the vacant term.

Sec. 5. The Trustees shall elect the officers of the Corporation.

Sec. 6. The Trustees may establish By-Laws, rules, and regulations for their own government and for conducting the business and affairs of the Corporation.

Sec. 7. A regular meeting of the Board shall be held immediately after the adjournment of the annual meeting of the Members, and other regular meetings of the Trustees shall be held on the fourth Monday in January and the second Monday in October, in each year.

Sec. 8. Special meetings of the Board may be called by the Chairman at any time of his own motion, and must be called by him at the request of the Director or of any three Trustees.

Sec. 9. Notices of all meetings of the Board, general or special, shall be sent by the Secretary to the Trustees two weeks in advance of the meeting.

Sec. 10. A majority of the whole number of Trustees shall constitute a quorum for the transaction of business at any general or special meeting.

ARTICLE IV

Officers

Sec. 1. The officers of the Corporation shall consist of a President, a Vice-President, a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. The office of President and of Chairman of the Board may be held by different persons or by the same person, and the office of Vice-President and Vice-Chairman may likewise be held by the same person or by different persons.

Sec. 2. The officers shall be elected annually by ballot.

Sec. 3. If any office becomes vacant, it may be filled by election until the next annual meeting of the Board.

Sec. 4. (a) The Chairman shall exercise general supervision over the affairs of the Corporation and at the annual meeting present a report showing the status of the Institute and make such comments and suggestions as appear to him necessary. He shall preside at all meetings of the Board of Trustees, shall execute all formal documents authorized by the Board, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary, or other person designated by the Board or the Executive Committee for that purpose. In collaboration with the Director he shall consider recommendations for the budget of the next academic year. The Chairman shall be a member ex officio of all standing committees. He shall appoint all standing committees.

(b) The President shall preside at all meetings of Members of the Corporation, shall execute such formal documents as may be authorized by the Board, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary or other person designated by the Board or the Executive Committee for that purpose. The President shall be a member ex officio of all standing committees.

Sec. 5. (a) The Vice-Chairman shall perform the duties of the Chairman in his absence or disability, and perform such other duties as may be required or directed by the Board or the Executive Committee. The Vice-Chairman shall be ex officio a member of all standing committees.

(b) The Vice-President shall perform the duties of the President in his absence or disability, and perform such other duties as may be directed by the Board or the Executive Committee. The Vice-President shall be ex officio a member of all standing committees.

Sec. 6. In the absence of the Chairman the President of the Corporation shall preside at meetings of the Board of Trustees, and in the absence of both the Chairman and the President, the Vice-Chairman shall preside, or in his absence the Vice-President shall preside.

ARTICLE IV (CONT'D.)

Officers

Sec. 7. The Secretary shall send all notices required by these By-Laws and/or directed by the Board of Trustees, the Executive Committee, and/or the Chairman and/or the President. He shall keep a record in writing of the transactions of the Board, which record shall be open at all times to the inspection of any Trustee. He shall be the custodian of the corporate seal.

Sec. 8. The Treasurer shall be, under the supervision of the Committee on Finance, custodian of the funds of the Corporation, and shall deposit the moneys thereof to the credit of the Corporation in banks or trust companies designated by the Finance Committee. He shall keep books of account of the financial transactions of the Corporation and shall present a detailed report to the Trustees annually and/or at any other time if so directed by the Chairman, or the Executive Committee, or the Board. Checks on the bank accounts of the Corporation shall be signed in such manner as may be designated from time to time by the Finance Committee. The Treasurer shall furnish a bond, satisfactory in form, amount, and security to the Finance Committee.

Sec. 9. The Board may appoint Assistant Secretary or Secretaries and Assistant Treasurer or Treasurers, and define their duties and authorities.

ARTICLE V

Committees

Sec. 1. There shall be five Standing Committees:

- (a) The Executive Committee shall be comprised of the whole membership of the Board of Trustees. At any meeting of the Executive Committee four members of the Committee shall constitute a quorum for the transaction of business.
- (b) A Finance Committee, of five members in addition to the President, the Chairman, and the Director, ex officiiis.
- (c) A Budget Committee, of three members in addition to the President, the Chairman, and the Director, ex officiiis.
- (d) A Nominating Committee of three members in addition to the President, the Chairman, and the Director, ex officiiis, on the nomination of Trustees, Officers, and Members of the Standing Committees. Each member of the Committee shall serve three years, one member shall be replaced each year, and no member shall be eligible to succeed himself. The senior member of the Committee shall act as Chairman.
- (e) A Committee on Buildings and Grounds, of three members in addition to the President, the Chairman, and the Director ex officiiis.

ARTICLE V (CONT'D.)

Committees

Sec. 2. The Executive Committee shall exercise, during the intervals between meetings of the Board, the full powers of the Board of Trustees, but shall not reverse any action taken by the Board. It shall meet at the call of the Chairman or Vice-Chairman and/or at such other times as it may itself determine. It shall have power to appoint sub-committees comprised of any number of Trustees. It shall have power to appoint a Secretary, either from its own number or outside thereof. Minutes of its meetings shall be kept and a copy thereof, when so directed by the Committee, shall be mailed to every member of the Board. Its minutes shall be presented at the stated meetings of the Board and at special meetings when required.

Sec. 3. The Finance Committee shall, with the Treasurer, have the custody, supervision, and care of all property of the Corporation, and shall report at each stated meeting of the Board. It shall have charge of the investment, sale, and reinvestment of the moneys of the Corporation, making detailed report of its transactions at each stated meeting of the Board, or at any special meeting when requested. It shall make suitable regulations for the safe care of the securities of the Corporation, procure safe deposit boxes, as required, for the use of the Corporation, and determine the conditions of access thereto. It shall have authority, in behalf of the Corporation, to arrange with any bank or trust company or companies for custodial care of securities of the Corporation and to agree upon the compensation to be paid therefor.

Sec. 4. The Budget Committee shall submit the budget of expenditures proposed for the next academic year to the Board of Trustees at the regular meeting in April.

Sec. 5. The Committee on Nominations shall present to the annual meeting of the Members candidates for Trustees to be elected at such meeting, and to the organization meeting of the Trustees, immediately following the annual meeting of the Members, nominations for officers of the Corporation and for members of the Standing Committees. Such nominations shall be regarded only as recommendations of the Committee and shall in no wise interfere with the discretion of either the Members or the Trustees in action thereon.

Sec. 6. The Committee on Buildings and Grounds shall have the oversight of the buildings and grounds of the Institute.

Sec. 7. The number of members of any standing committee may be increased or decreased by vote of a majority of members of the Board.

ARTICLE VI

Director

Sec. 1. The Trustees, shall appoint a Director of the Institute, who shall be responsible, under the supervision of the Trustees or the Executive Committee, for the administration and academic work of the Institute, in accordance with its purposes as declared in the charter of the Corporation. The Director shall be a member ex officio of the Corporation and of all committees of the Trustees. He shall be responsible for communicating to the Trustees views of the Faculty on all matters affecting the Institute. He shall organize the Faculty of the Institute, and determine, in consultation with the Faculty, the admission of members and the employment of staff, and exercise general supervision over the Institute in respect to its academic phases. He shall have authority, after consultation with the Faculty, and with the approval of the Board or the Executive Committee, to make appointments to the Faculty for indefinite terms or for limited periods. It shall be the duty of the Director to ascertain from the Treasurer the amount of income which will be available during the next academic year and to receive from each School its recommendations as to its needs and plans for the coming year. These recommendations shall be considered and amended as may be deemed advisable by the Director and the Chairman of the Board and then submitted to the Budget Committee with power to amend. In case of a vacancy in the Directorship a special committee shall be created to consider the appointment of a successor. No action shall be taken for the election of a successor until after the report of such committee.

ARTICLE VII

Compensation of Officers and Employees

Sec. 1. The salaries and compensation of officers and/or employees shall be fixed by the Board of Trustees and/or the Executive Committee.

ARTICLE VIII

Degrees

Sec. 1. It shall be the duty of the Director, after the courses of study and/or research have been formulated and plans of operation adopted, including the basis and conditions for the admission to the Institute of candidates and the conferring of degrees of Doctor of Philosophy, or other professional degrees of equal standing, and for the awarding of diplomas, to submit such basis or conditions and the practice to be followed to the State Board of Education and to obtain the approval thereof required by law. No degree shall be conferred until after the requisite approval of the State Board of Education shall have been obtained.

ARTICLE VIII (CONT'D.)

Degrees

Sec. 2. Honorary degrees or the medal of the Institute may be awarded by the Trustees by a two-thirds vote of the entire Board upon the nomination of the Director and Faculty. No medal or honorary degree shall be awarded at the same meeting at which a nomination is presented.

Sec. 3. Diplomas shall be signed by the Chairman and Director, and the seal of the Corporation attached thereto attested by the Secretary.

ARTICLE IX

Order of Business

Sec. 1. At all meetings of the Trustees the order of business shall be as follows:

- (a) Reading of minutes of previous meeting.
- (b) Reports of Standing Committees.
- (c) Reports of Special Committees.
- (d) Report of the Director.
- (e) Unfinished Business.
- (f) New Business.

Sec. 2. So far as practicable the Director shall prepare and have sent to each member, with notice of the meeting, a schedule of the matters to be considered at the meeting. This provision shall not prevent the consideration of any matter not on the schedule if otherwise in order.

ARTICLE X

Amendment

Sec. 1. These By-Laws may be altered or amended by a majority vote of all the members at the annual or any special meeting of the members, and/or by a majority vote of the whole number of Trustees at any meeting of the Board, provided notice of such alteration or amendment is given with the notice of the meeting.

1954

vert. file "B"

Dec.

GENERAL (By-Laws)

Corporation

Vertical By-laws with Amendments adopted 12/54

File D Articles of Incorporation

CERTIFICATE OF INCORPORATION

and

BY-LAWS*

of the

INSTITUTE FOR ADVANCED STUDY

* By-Laws adopted December, 1954

See memo 11/5
* They were not adopted as submitted in Dec 1954, but amended and adopted in January 1955

I.

CERTIFICATE OF INCORPORATION

of the

"INSTITUTE FOR ADVANCED STUDY --
LOUIS BAMBERGER AND MRS. FELIX FULD FOUNDATION"

THIS IS TO CERTIFY that we, the subscribers, desiring to form a corporation pursuant to the provisions of an act entitled, "An Act to incorporate associations not for pecuniary profit," approved April 21, 1898, and the several amendments thereof and supplements thereto, do by this our certificate set forth.

1. The name by which the corporation is to be known in law is "Institute for Advanced Study -- Louis Bamberger and Mrs. Felix Fuld Foundation."

2. The purpose for which this corporation is formed is the establishment, at or in the vicinity of Newark, New Jersey, of an institute for advanced study, and for the promotion of knowledge in all fields, and for the training of advanced students and workers for and beyond the degree of Doctor of Philosophy and other professional degrees of equal standing.

3. The business of the corporation is to be chiefly transacted in this State, but it may have occasion to act outside of this State and/or in other states and foreign countries, in the accomplishment of the purposes for which it is incorporated. The location of the office of the corporation within this State is 602 Centre Street, in the Village of South Orange, in the County of Essex, and the resident agent in charge thereof, upon whom process may be served, is Louis Bamberger,*

4. The business of the corporation shall be conducted by Trustees, in number not less than twelve nor more than fifteen. The Trustees shall be members of the corporation and they shall be elected by the members in such manner and for such terms of office as the By-Laws may prescribe. Any Trustee ceasing to be a member of the corporation shall thereupon cease to be a Trustee. The names of the Trustees selected for the first year are:

* Since the Certificate of Incorporation, the location of the office of the corporation has been transferred several times, and is now at Fuld Hall, Olden Lane, Princeton, N. J. The resident agent changed from time to time, and in recent years has been the Assistant Secretary to the Board of Trustees, presently Minot C. Morgan, Jr., upon whom process may now be served.

Louis Bamberger, Mrs. Felix Fuld, John R. Hardin, Abraham Flexner, Samuel D. Leidesdorf, Herbert H. Maass, Julius Friedenwald, Florence R. Sabin, Alexis Carrel, Herbert H. Lehman, Frank Aydelotte, Alanson B. Houghton, Lewis H. Weed, Edgar S. Bamberger, and Percy S. Straus.

5. The members of the corporation shall be adult persons, who shall be eligible under the laws of this State to be Trustees of this corporation. The original members are the undersigned incorporators and the additional persons named herein as Trustees for the first year. The members, at any regular or special meeting, may fill vacancies in the membership and may by a majority vote elect additional members. Election to membership shall be plenary proof of qualification for membership.

6. The purposes of the corporation shall include power to buy, sell, lease, and mortgage real and personal property; to improve real estate and erect buildings thereon; to accept gifts, bequests, and devises of real and/or personal property; to make contracts of all kinds; to make, amend, alter, and repeal By-Laws not inconsistent with the laws of this State or of the United States; to make, amend, alter, and repeal rules and regulations for the government of the institute to be established, maintained, and conducted by the corporation, and in respect to the appointment and duties of executive officers and members of the staff and faculty, and in respect to the admission (with and/or without payment of dues or charges) and discipline of the students and workers, and in respect to the granting of diplomas and the awarding of degrees (including honorary degrees); and any and all other powers now or hereafter conferred by law upon corporations organized under the said act entitled "An Act to incorporate associations not for pecuniary profit," and the supplements thereto and amendments thereof, whether conferred by said act or supplements thereto or amendments thereof, or by other acts of the legislature, necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized. Any of the powers of the corporation may be exercised, unless expressly prohibited by law, outside of this State and/or in other States and foreign countries, whenever necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized.

In appointments to the faculty or staff, or in the admission of students and workers there shall be no discrimination because of race, religion, or sex, and no gifts, bequests, or devises of real and/or personal property shall be accepted, from other sources than from Louis Bamberger and Mrs. Felix Fuld, which shall be conditioned upon the modification of the fundamental purposes for which this corporation is created.

IN WITNESS WHEREOF we have hereto set our hands and seals this 20th day of May, One Thousand Nine Hundred and Thirty.

Signed, Sealed and Delivered in the presence of John R. Hardin, Jr.

Louis Bamberger	(LS)
Mrs. Felix Fuld	(LS)
John R. Hardin	(LS)
Samuel D. Leidesdorf	(IS)
Herbert H. Maass	(LS)

II
BY-LAWS

ARTICLE I

Location

Sec. 1. The institution for higher learning to be established in accordance with the charter of this Corporation shall be located at or in the vicinity of Newark, in the State of New Jersey, at such place as the Trustees may determine, and shall be known and designated as the "Institute for Advanced Study."

Sec. 2. The Trustees are authorized to erect and equip all necessary buildings and to establish and maintain offices within or without this State as deemed necessary or convenient for the interests of the Corporation.

ARTICLE II

Meetings of the Members

Sec. 1. The annual meeting of the members of the Corporation shall be held on the third Monday in April in each year.

Sec. 2. Notice of the time and place of the annual meeting shall be sent by the Secretary to the Members at least two weeks in advance.

Sec. 3. Special meetings of the Members may be called by the Chairman or the President, who shall in such case direct the Secretary to send notices to the Members of the time and place of the special meeting at least two weeks in advance. Special meetings of the Members may be called by any three Members who shall request the Secretary to send notices to the Members of the time and place of the special meeting at least two weeks in advance. Such notice shall be in writing and shall set forth the business to be transacted at such meeting.

Sec. 4. A quorum for the transaction of business at any general or special meeting of the Members shall be a majority of their number. Attendance may be in person or by proxy in writing.

Sec. 5. Any general or special meeting may be adjourned from time to time. Such adjournment may be made by a number less than a quorum.

Sec. 6. New Members may be elected by vote of a majority of the Members present at any annual or any special meeting.

ARTICLE III

Trustees

Sec. 1. The two Founders of the Institute shall be Honorary Members of the Board of Trustees for the terms of their respective lives. Honorary Trustees may be elected at the annual meeting of the Corporation. They may meet with the Board, and participate in its deliberations, but shall not vote. They may be appointed to serve on committees of the Board, but shall not vote.

Sec. 2. The business of the Corporation shall be conducted by a Board of Trustees, fifteen in number.

Sec. 3. The Trustees shall be Members of the Corporation and shall be elected at the annual meeting. At the first annual meeting fifteen Trustees shall be elected. After election the Trustees elected shall be divided by lot into five classes of three each, to serve respectively for the periods of one, two, three, four, and five years. All subsequent terms shall be for five years, three Trustees being elected each year.

Sec. 4. Any vacancy in the Board may be filled by the Board until the next annual meeting of the Members, at which the vacancy shall be filled by election by the Members for the balance of the vacant term.

Sec. 5. The Trustees shall elect the officers of the Corporation. *Std & Com?*

Sec. 6. The Trustees may establish By-Laws, rules, and regulations for their own government and for conducting the business and affairs of the Corporation.

Sec. 7. A regular meeting of the Board shall be held immediately after the adjournment of the annual meeting of the Members, and other regular meetings of the Trustees shall be held on the fourth Monday in January and the second Monday in October, in each year.

Sec. 8. Special meetings of the Board may be called by the Chairman at any time of his own motion, and must be called by him at the request of the Director or of any three Trustees.

Sec. 9. Notices of all meetings of the Board, general or special, shall be sent by the Secretary to the Trustees two weeks in advance of the meeting.

Sec. 10. A majority of the whole number of Trustees shall constitute a quorum for the transaction of business at any general or special meeting.

ARTICLE IV

Officers

Sec. 1. The officers of the Corporation shall consist of a President, a Vice-President, a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. The office of President and of Chairman of the Board may be held by different persons or by the same person, and the office of Vice-President and Vice-Chairman may likewise be held by the same person or by different persons.

Sec. 2. The officers shall be elected annually by ballot.

Sec. 3. If any office becomes vacant, it may be filled by election until the next annual meeting of the Board.

Sec. 4. (a) The Chairman shall exercise general supervision over the affairs of the Corporation and at the annual meeting present a report showing the status of the Institute and make such comments and suggestions as appear to him necessary. He shall preside at all meetings of the Board of Trustees, shall execute all formal documents authorized by the Board, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary, or other person designated by the Board or the Executive Committee for that purpose. In collaboration with the Director he shall consider recommendations for the budget of the next academic year. The Chairman shall be a member ex officio of all standing committees. He shall appoint all standing committees.

(b) The President shall preside at all meetings of Members of the Corporation, shall execute such formal documents as may be authorized by the Board, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary or other person designated by the Board or the Executive Committee for that purpose. The President shall be a member ex officio of all standing committees.

Sec. 5. (a) The Vice-Chairman shall perform the duties of the Chairman in his absence or disability, and perform such other duties as may be required or directed by the Board or the Executive Committee. The Vice-Chairman shall be ex officio a member of all standing committees.

(b) The Vice-President shall perform the duties of the President in his absence or disability, and perform such other duties as may be directed by the Board or the Executive Committee. The Vice-President shall be ex officio a member of all standing committees.

Sec. 6. In the absence of the Chairman the President of the Corporation shall preside at meetings of the Board of Trustees, and in the absence of both the Chairman and the President, the Vice-Chairman shall preside, or in his absence the Vice-President shall preside.

ARTICLE IV (CONT'D.)

Officers

Sec. 7. The Secretary shall send all notices required by these By-Laws and/or directed by the Board of Trustees, the Executive Committee, and/or the Chairman and/or the President. He shall keep a record in writing of the transactions of the Board, which record shall be open at all times to the inspection of any Trustee. He shall be the custodian of the corporate seal.

Sec. 8. The Treasurer shall be, under the supervision of the Committee on Finance, custodian of the funds of the Corporation, and shall deposit the moneys thereof to the credit of the Corporation in banks or trust companies designated by the Finance Committee. He shall keep books of account of the financial transactions of the Corporation and shall present a detailed report to the Trustees annually and/or at any other time if so directed by the Chairman, or the Executive Committee, or the Board. Checks on the bank accounts of the Corporation shall be signed in such manner as may be designated from time to time by the Finance Committee. The Treasurer shall furnish a bond, satisfactory in form, amount, and security to the Finance Committee.

Sec. 9. The Board may appoint Assistant Secretary or Secretaries and Assistant Treasurer or Treasurers, and define their duties and authorities.

ARTICLE V

Committees

Sec. 1. There shall be five Standing Committees:

- (a) The Executive Committee shall be comprised of the whole membership of the Board of Trustees. At any meeting of the Executive Committee four members of the Committee shall constitute a quorum for the transaction of business.
- (b) A Finance Committee, of five members in addition to the President, the Chairman, and the Director, ex officiiis.
- (c) A Budget Committee, of three members in addition to the President, the Chairman, and the Director, ex officiiis.
- (d) A Nominating Committee, of three members in addition to the President, the Chairman, and the Director, ex officiiis, on the nomination of Trustees, Officers, and Members of the Standing Committees. Each member of the Committee shall serve three years, one member shall be replaced each year, and no member shall be eligible to succeed himself. The senior member of the Committee shall act as Chairman.
- (e) A Committee on Buildings and Grounds, of three members in addition to the President, the Chairman, and the Director ex officiiis.

ARTICLE V (CONT'D.)

Committees

Sec. 2. The Executive Committee shall exercise, during the intervals between meetings of the Board, the full powers of the Board of Trustees, but shall not reverse any action taken by the Board. It shall meet at the call of the Chairman or Vice-Chairman and/or at such other times as it may itself determine. It shall have power to appoint sub-committees comprised of any number of Trustees. It shall have power to appoint a Secretary, either from its own number or outside thereof. Minutes of its meetings shall be kept and a copy thereof, when so directed by the Committee, shall be mailed to every member of the Board. Its minutes shall be presented at the stated meetings of the Board and at special meetings when required.

Sec. 3. The Finance Committee shall, with the Treasurer, have the custody, supervision, and care of all property of the Corporation, and shall report at each stated meeting of the Board. It shall have charge of the investment, sale, and reinvestment of the moneys of the Corporation, making detailed report of its transactions at each stated meeting of the Board, or at any special meeting when requested. It shall make suitable regulations for the safe care of the securities of the Corporation, procure safe deposit boxes, as required, for the use of the Corporation, and determine the conditions of access thereto. It shall have authority, in behalf of the Corporation, to arrange with any bank or trust company or companies for custodial care of securities of the Corporation and to agree upon the compensation to be paid therefor.

Sec. 4. The Budget Committee shall submit the budget of expenditures proposed for the next academic year to the Board of Trustees at the regular meeting in April.

Sec. 5. The Committee on Nominations shall present to the annual meeting of the Members candidates for Trustees to be elected at such meeting, and to the organization meeting of the Trustees, immediately following the annual meeting of the Members, nominations for officers of the Corporation and for members of the Standing Committees. Such nominations shall be regarded only as recommendations of the Committee and shall in no wise interfere with the discretion of either the Members or the Trustees in action thereon.

Sec. 6. The Committee on Buildings and Grounds shall have the oversight of the buildings and grounds of the Institute.

Sec. 7. The number of members of any standing committee may be increased or decreased by vote of a majority of members of the Board.

** This should show the amendment adopted in V 1 (b)
deletion of power to...
...to limit to...
...by having nominations*

ARTICLE VI

Director

Sec. 1. The Trustees, shall appoint a Director of the Institute, who shall be responsible, under the supervision of the Trustees or the Executive Committee, for the administration and academic work of the Institute, in accordance with its purposes as declared in the charter of the Corporation. The Director shall be a member ex officio of the Corporation and of all committees of the Trustees. He shall be responsible for communicating to the Trustees views of the Faculty on all matters affecting the Institute. He shall organize the Faculty of the Institute, and determine, in consultation with the Faculty, the admission of members and the employment of staff, and exercise general supervision over the Institute in respect to its academic phases. He shall have authority, after consultation with the Faculty, and with the approval of the Board or the Executive Committee, to make appointments to the Faculty for indefinite terms or for limited periods. *It shall be the duty of the Director to ascertain from the Treasurer the amount of income which will be available during the next academic year and to receive from each School its recommendations as to its needs and plans for the coming year. These recommendations shall be considered and amended as may be deemed advisable by the Director and the Chairman of the Board and then submitted to the Budget Committee with power to amend. In case of a vacancy in the Directorship a special committee shall be created to consider the appointment of a successor. No action shall be taken for the election of a successor until after the report of such committee.

* Note 1951 amendment of 1951 not presented. The following words suggest
Req. ...
with no requirement to consult
with the ... Director.

ARTICLE VII

Compensation of Officers and Employees

Sec. 1. The salaries and compensation of officers and/or employees shall be fixed by the Board of Trustees and/or the Executive Committee.

ARTICLE VIII

Degrees

Sec. 1. It shall be the duty of the Director, after the courses of study and/or research have been formulated and plans of operation adopted, including the basis and conditions for the admission to the Institute of candidates and the conferring of degrees of Doctor of Philosophy, or other professional degrees of equal standing, and for the awarding of diplomas, to submit such basis or conditions and the practice to be followed to the State Board of Education and to obtain the approval thereof required by law. No degree shall be conferred until after the requisite approval of the State Board of Education shall have been obtained.

ARTICLE VIII (CONT'D.)

Degrees

Sec. 2. Honorary degrees or the medal of the Institute may be awarded by the Trustees by a two-thirds vote of the entire Board upon the nomination of the Director and Faculty. No medal or honorary degree shall be awarded at the same meeting at which a nomination is presented.

Sec. 3. Diplomas shall be signed by the Chairman and Director, and the seal of the Corporation attached thereto attested by the Secretary.

ARTICLE IX

Order of Business

Sec. 1. At all meetings of the Trustees the order of business shall be as follows:

- (a) Reading of minutes of previous meeting.
- (b) Reports of Standing Committees.
- (c) Reports of Special Committees.
- (d) Report of the Director.
- (e) Unfinished Business.
- (f) New Business.

Sec. 2. So far as practicable the Director shall prepare and have sent to each member, with notice of the meeting, a schedule of the matters to be considered at the meeting. This provision shall not prevent the consideration of any matter not on the schedule if otherwise in order.

ARTICLE X

Amendment

Sec. 1. These By-Laws may be altered or amended by a majority vote of all the members at the annual or any special meeting of the members, and/or by a majority vote of the whole number of Trustees at any meeting of the Board, provided notice of such alteration or amendment is given with the notice of the meeting.