Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

CERTIFICATE OF INCORPORATION

and

BY-LAWS*

of the

INSTITUTE FOR ADVANCED STUDY

* By-Laws as amended on April 18, 1959

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

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:

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* 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.

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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)

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

BY-LAWS

ARTICLE I

Sec. 1. The institution for higher learning to be established in accordance with the certificate of incorporation of this Corporation shall be located in Princeton, in the State of New Jersey, 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

Members of the Corporation

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

Sec. 2. Notice of the time and place of all meetings shall be sent by the Secretary to the Members at least two weeks in advance. Such notice shall be in writing and shall set forth the business to be transacted at such meeting. Such notice may be waived in writing at any time prior to the meeting.

Sec. 3. Special meetings of the Members may be called by the Chairman or the President, and 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.

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

Sec. 5. Any 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 meeting.

ARTICLE III

Trustees

Sec. 1. Honorary Trustees may be elected at the annual meeting of the Corporation for the terms of their respective lives. They may meet with the Board, participate in its deliberations, and 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, of at least fifteen in number, in addition to the Director.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

ARTICLE III (CONT'D)

Trustees

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. The annual meeting of the Board shall be held immediately after the adjournment of the annual meeting of the Members, and another regular meeting of the Trustees shall be held on the second Tuesday 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 shall be sent by the Secretary to the Trustees two weeks in advance of the meeting. Such notice may be waived in writing at any time prior to the meeting.

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

Sec. 11. 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.

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.

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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 Vice-Chairman, a Treasurer, and a Secretary who need not be a member of the Board. 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 by ballot for the period of one year at the annual meeting of the Board of Trustees.

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 of the Board of Trustees 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, or any of its committees, 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, except the Nominating Committee. He shall appoint all standing and special 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, except the Nominating Committee.

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.

(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.

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.

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ARTICLE IV (CONT'D)

Officers

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 be charged with the responsibility of keeping and supervising 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. The Treasurer shall furnish a bond, satisfactory in form, amount, and security to the Finance Committee. The Treasurer shall be an ex officio member of the Finance and Budget Committees.

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, 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. 9. The Board may appoint Assistant Secretary or Secretaries and Assistant Treasurer or Treasurers, and define their duties and authorities, to serve at the pleasure of the Board.

ARTICLE V

Committees of the Board of Trustees

Sec. 1. There shall be five Standing Committees:

(a) An Executive Committee of five members of the Board of Trustees, in addition to the ex officio members. At any meeting of the Executive Committee four members of the Committee shall constitute a quorum for the transaction of business. All members of the Board of Trustees shall be notified of the time and place of the meetings and may attend and vote at such meetings.

(b) A Finance Committee of three members in addition to the ex officio members.

(c) A Budget Committee, of three members in addition to the ex officio members.

(d) A Nominating Committee, of three members,on the nomination of Trustees and officers. Each of these three members 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 ex officio members.

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Committees of the Board of Trustees

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 other than buildings and grounds 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, to employ investment counsel, and to agree upon the compensation to be paid therefor. 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.

Sec. 4. The Budget Committee shall be responsible for the preparation and submission of 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 Corporation nominations for Trustees to be elected at such meeting, and to the annual meeting of the Trustees, nominations for officers, to be elected at such meetings. Such nominations shall be regarded only as recommendations of the Committee and shall in no wise interfere with the discretion of either the Members of the Corporation or the Trustees in action thereon.

Sec. 6. The Committee on Buildings and Grounds shall have charge of the supervision and care of the buildings and grounds, and shall report at each stated meeting of the Board.

Sec. 7. The Chairman shall have the power to appoint special Committees, comprised of any number of Trustees, from time to time, for special purposes.

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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 certificate of incorporation of the Corporation. The Director shall be a member ex officio of the Corporation and Board of Trustees, and of all committees of the Trustees, except the Nominating Committee. He shall, with the approval of the Board, determine the nature of permanent appointments of professors to the Faculty, including the privileges and the responsibilities of members of the Faculty, and the division of the Faculty into schools for the transaction of their business, and the privileges and responsibilities of academic members of the Institute, both temporary and permanent, and the terms of their appointment. He shall employ the staff, organize the Faculty, and determine, in consultation with the Faculty, the admission of academic members, 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. He shall be responsible for communicating to the Trustees views of the Faculty on all matters affecting the Institute.

Sec. 2. It shall be the duty of the Director to receive from the Faculty recommendations as to its needs and plans for the coming year. These recommendations and recommendations as to the administrative and other needs of the Institute for the coming year 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.

Sec. 3. In case of a vacancy in the Directorship a special committee of the Board of Trustees 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 has been submitted to the Board of Trustees.

ARTICLE VII

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, 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.

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CERTIFICATE OF INCORPORATION

and

BY-LAWS*

of the

INSTITUTE FOR ADVANCED STUDY

* By-Laws as amended on April 18, 1959

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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 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:

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* 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.

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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)

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

BY-LAWS

ARTICLE I

Sec. 1. The institution for higher learning to be established in accordance with the certificate of incorporation of this Corporation shall be located in Princeton, in the State of New Jersey, 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

Members of the Corporation

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

Sec. 2. Notice of the time and place of all meetings shall be sent by the Secretary to the Members at least two weeks in advance. Such notice shall be in writing and shall set forth the business to be transacted at such meeting. Such notice may be waived in writing at any time prior to the meeting.

Sec. 3. Special meetings of the Members may be called by the Chairman or the President, and 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.

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

Sec. 5. Any 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 meeting.

ARTICLE III

Trustees

Sec. 1. Honorary Trustees may be elected at the annual meeting of the Corporation for the terms of their respective lives. They may meet with the Board, participate in its deliberations, and 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, of at least fifteen in number, in addition to the Director.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

ARTICLE III (CONT'D)

Trustees

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. The annual meeting of the Board shall be held immediately after the adjournment of the annual meeting of the Members, and another regular meeting of the Trustees shall be held on the second Tuesday 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 shall be sent by the Secretary to the Trustees two weeks in advance of the meeting. Such notice may be waived in writing at any time prior to the meeting.

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

Sec. 11. 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.

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.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

ARTICLE IV

Officers

Sec. 1. The officers of the Corporation shall consist of a President, a Vice-President, a Chairman, a Vice-Chairman, a Treasurer, and a Secretary who need not be a member of the Board. 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 by ballot for the period of one year at the annual meeting of the Board of Trustees.

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 of the Board of Trustees 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, or any of its committees, 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, except the Nominating Committee. He shall appoint all standing and special 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, except the Nominating Committee.

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.

(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.

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.

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From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

ARTICLE IV (CONT'D)

Officers

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 be charged with the responsibility of keeping and supervising books of account of the financial transactions of the Corporation and shall present a detailed report of the Trustees annually and/or at any other time if so directed by the Chairman, or the Executive Committee, or the Board. The Treasurer shall furnish a bond, satisfactory in form, amount, and security to the Finance Committee. The Treasurer shall be an ex officio member of the Finance and Budget Committees.

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, 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. 9. The Board may appoint Assistant Secretary or Secretaries and Assistant Treasurer or Treasurers, and define their duties and authorities, to serve at the pleasure of the Board.

ARTICLE V

Committees of the Board of Trustees

Sec. 1. There shall be five Standing Committees:

(a) An Executive Committee of five members of the Board of Trustees, in addition to the ex officio members. At any meeting of the Executive Committee four members of the Committee shall constitute a quorum for the transaction of business. All members of the Board of Trustees shall be notified of the time and place of the meetings and may attend and vote at such meetings.

(b) A Finance Committee of three members in addition to the ex officio members.

(c) A Budget Committee, of three members in addition to the ex officio members.

(d) A Nominating Committee, of three members, on the nomination of Trustees and officers. Each of these three members 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 ex officio members.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

ARTICLE V (CONT'D)

Committees of the Board of Trustees

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 other than buildings and grounds 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, to employ investment counsel, and to agree upon the compensation to be paid therefor. 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.

Sec. 4. The Budget Committee shall be responsible for the preparation and submission of 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 Corporation nominations for Trustees to be elected at such meeting, and to the annual meeting of the Trustees, nominations for officers, to be elected at such meetings. Such nominations shall be regarded only as recommendations of the Committee and shall in no wise interfere with the discretion of either the Members of the Corporation or the Trustees in action thereon.

Sec. 6. The Committee on Buildings and Grounds shall have charge of the supervision and care of the buildings and grounds, and shall report at each stated meeting of the Board.

Sec. 7. The Chairman shall have the power to appoint special Committees, comprised of any number of Trustees, from time to time, for special purposes.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

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 certificate of incorporation of the Corporation. The Director shall be a member ex officio of the Corporation and Board of Trustees, and of all committees of the Trustees, except the Nominating Committee. He shall, with the approval of the Board, determine the nature of permanent appointments of professors to the Faculty, including the privileges and the responsibilities of members of the Faculty, and the division of the Faculty into schools for the transaction of their business, and the privileges and responsibilities of academic members of the Institute, both temporary and permanent, and the terms of their appointment. He shall employ the staff, organize the Faculty, and determine, in consultation with the Faculty, the admission of academic members, 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. He shall be responsible for communicating to the Trustees views of the Faculty on all matters affecting the Institute.

Sec. 2. It shall be the duty of the Director to receive from the Faculty recommendations as to its needs and plans for the coming year. These recommendations and recommendations as to the administrative and other needs of the Institute for the coming year 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.

Sec. 3. In case of a vacancy in the Directorship a special committee of the Board of Trustees 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 has been submitted to the Board of Trustees.

ARTICLE VII

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, 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.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

CERTIFICATE OF INCORPORATION

and

BY-LAWS*

of the

INSTITUTE FOR ADVANCED STUDY

* By-Laws as amended on April 18, 1959

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

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 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:

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* 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.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

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)

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

BY-LAWS

ARTICLE I

Sec. 1. The institution for higher learning to be established in accordance with the certificate of incorporation of this Corporation shall be located in Princeton, in the State of New Jersey, 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

Members of the Corporation

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

Sec. 2. Notice of the time and place of all meetings shall be sent by the Secretary to the Members at least two weeks in advance. Such notice shall be in writing and shall set forth the business to be transacted at such meeting. Such notice may be waived in writing at any time prior to the meeting.

Sec. 3. Special meetings of the Members may be called by the Chairman or the President, and 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.

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

Sec. 5. Any 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 meeting.

ARTICLE III

Trustees

Sec. 1. Honorary Trustees may be elected at the annual meeting of the Corporation for the terms of their respective lives. They may meet with the Board, participate in its deliberations, and 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, of at least fifteen in number, in addition to the Director.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

ARTICLE III (CONT'D)

Trustees

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. The annual meeting of the Board shall be held immediately after the adjournment of the annual meeting of the Members, and another regular meeting of the Trustees shall be held on the second Tuesday 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 shall be sent by the Secretary to the Trustees two weeks in advance of the meeting. Such notice may be waived in writing at any time prior to the meeting.

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

Sec. 11. 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.

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.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

ARTICLE IV

Officers

Sec. 1. The officers of the Corporation shall consist of a President, a Vice-President, a Chairman, a Vice-Chairman, a Treasurer, and a Secretary who need not be a member of the Board. 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 by ballot for the period of one year at the annual meeting of the Board of Trustees.

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 of the Board of Trustees 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, or any of its committees, 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, except the Nominating Committee. He shall appoint all standing and special 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, except the Nominating Committee.

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.

(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.

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.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

ARTICLE IV (CONT'D)

Officers

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 be charged with the responsibility of keeping and supervising books of account of the financial transactions of the Corporation and shall present a detailed report of the Trustees annually and/or at any other time if so directed by the Chairman, or the Executive Committee, or the Board. The Treasurer shall furnish a bond, satisfactory in form, amount, and security to the Finance Committee. The Treasurer shall be an ex officio member of the Finance and Budget Committees.

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, 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. 9. The Board may appoint Assistant Secretary or Secretaries and Assistant Treasurer or Treasurers, and define their duties and authorities, to serve at the pleasure of the Board.

ARTICLE V

Committees of the Board of Trustees

Sec. 1. There shall be five Standing Committees:

(a) An Executive Committee of five members of the Board of Trustees, in addition to the ex officio members. At any meeting of the Executive Committee four members of the Committee shall constitute a quorum for the transaction of business. All members of the Board of Trustees shall be notified of the time and place of the meetings and may attend and vote at such meetings.

(b) A Finance Committee of three members in addition to the ex officio members.

(c) A Budget Committee, of three members in addition to the ex officio members.

(d) A Nominating Committee, of three members, on the nomination of Trustees and officers. Each of these three members 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 ex officio members.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

ARTICLE V (CONT'D)

Committees of the Board of Trustees

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 other than buildings and grounds 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, to employ investment counsel, and to agree upon the compensation to be paid therefor. 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.

Sec. 4. The Budget Committee shall be responsible for the preparation and submission of 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 Corporation nominations for Trustees to be elected at such meeting, and to the annual meeting of the Trustees, nominations for officers, to be elected at such meetings. Such nominations shall be regarded only as recommendations of the Committee and shall in no wise interfere with the discretion of either the Members of the Corporation or the Trustees in action thereon.

Sec. 6. The Committee on Buildings and Grounds shall have charge of the supervision and care of the buildings and grounds, and shall report at each stated meeting of the Board.

Sec. 7. The Chairman shall have the power to appoint special Committees, comprised of any number of Trustees, from time to time, for special purposes.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

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 certificate of incorporation of the Corporation. The Director shall be a member ex officio of the Corporation and Board of Trustees, and of all committees of the Trustees, except the Nominating Committee. He shall, with the approval of the Board, determine the nature of permanent appointments of professors to the Faculty, including the privileges and the responsibilities of members of the Faculty, and the division of the Faculty into schools for the transaction of their business, and the privileges and responsibilities of academic members of the Institute, both temporary and permanent, and the terms of their appointment. He shall employ the staff, organize the Faculty, and determine, in consultation with the Faculty, the admission of academic members, 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. He shall be responsible for communicating to the Trustees views of the Faculty on all matters affecting the Institute.

Sec. 2. It shall be the duty of the Director to receive from the Faculty recommendations as to its needs and plans for the coming year. These recommendations and recommendations as to the administrative and other needs of the Institute for the coming year 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.

Sec. 3. In case of a vacancy in the Directorship a special committee of the Board of Trustees 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 has been submitted to the Board of Trustees.

ARTICLE VII

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, 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.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

CERTIFICATE OF INCORPORATION

and

BY-LAWS*

of the

INSTITUTE FOR ADVANCED STUDY

* By-Laws as amended on April 18, 1959

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

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 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.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

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)

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

BY-LAWS

ARTICLE I

Sec. 1. The institution for higher learning to be established in accordance with the certificate of incorporation of this Corporation shall be located in Princeton, in the State of New Jersey, 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

Members of the Corporation

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

Sec. 2. Notice of the time and place of all meetings shall be sent by the Secretary to the Members at least two weeks in advance. Such notice shall be in writing and shall set forth the business to be transacted at such meeting. Such notice may be waived in writing at any time prior to the meeting.

Sec. 3. Special meetings of the Members may be called by the Chairman or the President, and 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.

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

Sec. 5. Any 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 meeting.

ARTICLE III

Trustees

Sec. 1. Honorary Trustees may be elected at the annual meeting of the Corporation for the terms of their respective lives. They may meet with the Board, participate in its deliberations, and 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, of at least fifteen in number, in addition to the Director.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

ARTICLE III (CONT'D)

Trustees

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. The annual meeting of the Board shall be held immediately after the adjournment of the annual meeting of the Members, and another regular meeting of the Trustees shall be held on the second Tuesday 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 shall be sent by the Secretary to the Trustees two weeks in advance of the meeting. Such notice may be waived in writing at any time prior to the meeting.

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

Sec. 11. 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.

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.

Board of Trustees records: Board-General: Box 1: By-Laws as amended 1959
From the Shelby White and Leon Levy Archives Center, Institute for Advanced Study, Princeton, NJ, USA

ARTICLE IV

Officers

Sec. 1. The officers of the Corporation shall consist of a President, a Vice-President, a Chairman, a Vice-Chairman, a Treasurer, and a Secretary who need not be a member of the Board. 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 by ballot for the period of one year at the annual meeting of the Board of Trustees.

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 of the Board of Trustees 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, or any of its committees, 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, except the Nominating Committee. He shall appoint all standing and special 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, except the Nominating Committee.

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.

(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.

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.

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ARTICLE IV (CONT'D)

Officers

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 be charged with the responsibility of keeping and supervising books of account of the financial transactions of the Corporation and shall present a detailed report of the Trustees annually and/or at any other time if so directed by the Chairman, or the Executive Committee, or the Board. The Treasurer shall furnish a bond, satisfactory in form, amount, and security to the Finance Committee. The Treasurer shall be an ex officio member of the Finance and Budget Committees.

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, 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. 9. The Board may appoint Assistant Secretary or Secretaries and Assistant Treasurer or Treasurers, and define their duties and authorities, to serve at the pleasure of the Board.

ARTICLE V

Committees of the Board of Trustees

Sec. 1. There shall be five Standing Committees:

(a) An Executive Committee of five members of the Board of Trustees, in addition to the ex officio members. At any meeting of the Executive Committee four members of the Committee shall constitute a quorum for the transaction of business. All members of the Board of Trustees shall be notified of the time and place of the meetings and may attend and vote at such meetings.

(b) A Finance Committee of three members in addition to the ex officio members.

(c) A Budget Committee, of three members in addition to the ex officio members.

(d) A Nominating Committee, of three members, on the nomination of Trustees and officers. Each of these three members 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 ex officio members.

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ARTICLE V (CONT'D)

Committees of the Board of Trustees

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 other than buildings and grounds 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, to employ investment counsel, and to agree upon the compensation to be paid therefor. 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.

Sec. 4. The Budget Committee shall be responsible for the preparation and submission of 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 Corporation nominations for Trustees to be elected at such meeting, and to the annual meeting of the Trustees, nominations for officers, to be elected at such meetings. Such nominations shall be regarded only as recommendations of the Committee and shall in no wise interfere with the discretion of either the Members of the Corporation or the Trustees in action thereon.

Sec. 6. The Committee on Buildings and Grounds shall have charge of the supervision and care of the buildings and grounds, and shall report at each stated meeting of the Board.

Sec. 7. The Chairman shall have the power to appoint special Committees, comprised of any number of Trustees, from time to time, for special purposes.

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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 certificate of incorporation of the Corporation. The Director shall be a member ex officio of the Corporation and Board of Trustees, and of all committees of the Trustees, except the Nominating Committee. He shall, with the approval of the Board, determine the nature of permanent appointments of professors to the Faculty, including the privileges and the responsibilities of members of the Faculty, and the division of the Faculty into schools for the transaction of their business, and the privileges and responsibilities of academic members of the Institute, both temporary and permanent, and the terms of their appointment. He shall employ the staff, organize the Faculty, and determine, in consultation with the Faculty, the admission of academic members, 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. He shall be responsible for communicating to the Trustees views of the Faculty on all matters affecting the Institute.

Sec. 2. It shall be the duty of the Director to receive from the Faculty recommendations as to its needs and plans for the coming year. These recommendations and recommendations as to the administrative and other needs of the Institute for the coming year 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.

Sec. 3. In case of a vacancy in the Directorship a special committee of the Board of Trustees 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 has been submitted to the Board of Trustees.

ARTICLE VII

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, 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.