



# **Rockefeller University records, Corporation, Board of Directors/Board of Scientific Directors, Minutes**

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## Summary Information

<b>Repository:</b>	Rockefeller Archive Center
<b>Creator:</b>	Rockefeller University
<b>Creator:</b>	Rockefeller Institute for Medical Research
<b>Title:</b>	Rockefeller University records, Corporation, Board of Directors/Board of Scientific Directors, Minutes
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### Preferred Citation note

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## Biographical/Historical note

### CORPORATION

The Rockefeller Institute for Medical Research was founded in 1901, in New York City, by John D. Rockefeller for the purpose of medical research with special reference to the prevention and treatment of disease. Control rested in seven Directors of the Corporation. Funds from the original grant, provided up to an average of \$ 20,000 a year for ten years. In June 1902, a second pledge of \$ 1,000,000 over ten years was made. These funds were informally handled by drawing upon Mr. Rockefeller's office against the amounts which had been pledged. In November 1907, when Mr. Rockefeller announced an endowment fund to the Institute of \$ 2,600,000 in stocks and bonds, the transfer could not be made directly to the Directors since the Charter of 1901 did not give the Corporation specific authority to hold invested funds. The funds earmarked for the Institute were thus included in a gift to the General Education Board.

In May 1908 the Charter was amended to permit the Corporation to create, either by contract or by-law with the donor, a Board of Trustees empowered to hold investments. October 15, 1910 By-Laws for a Board of Trustees were adopted and a further gift of \$3,820,000 was announced, thus providing an endowment of \$ 6,420,000. Additional gifts from John D. Rockefeller gave the Trustees of the Institute more than \$34,000,000 in land, buildings and endowment over the first twenty years. In 1928 Mr. Rockefeller made another gift of \$ 20,000,000. By 1953 the dollar value of the Institute's endowment was \$ 107,000,000.

The Board of Directors was supplanted, in the Charter amendment of 1908, by a Board of Trustees and a Board of Scientific Directors, (the original Board of Directors) as members of the Corporation. As provided in the 1910 By-Laws, the real property and the principal of all permanent funds were under the exclusive control of the Board of Trustees; all of the scientific work of the Institute, including the work of the Hospital was to be under the exclusive control of the Board of Scientific Directors.

The Corporation functioned through a five-man Budget Committee comprised of three members chosen by the Board of Scientific Directors and two members chosen by the Board of Trustees. Further changes in By-Laws in 1928 provided that of the three Budget Committee members representing the Scientific Directors, at least one, was to be also a member of the Board of Trustees. In 1937 further changes in By-Laws provided that any portion of the income for any year not expended in accordance with the budget for that year, was to be under the exclusive control of the Board of Trustees.

The Board of Trustees elected the President, Vice-President, Secretary and Treasurer of the Corporation, of whom the first three officers were also the officers of the Board of Trustees. The first President was Frederick T. Gates, succeeded 1929-1950 by John D. Rockefeller, Jr., and succeeded in 1950 by David Rockefeller.

In 1953 an extensive reorganization began. New By-Laws, adopted June 23, 1953 provided [?]. The Members of the Corporation shall consist of the members of the Board of Trustees and the members of the Board of Scientific Directors as those Boards are constituted on the twenty-third day of June 1953, and hereafter the said Boards shall be merged into one Board Known as the Board of Trustees.

The Board of Trustees was also designated the Corporate Board of Directors. Elected officers were Chairman of the Board, Vice-chairman, President, Vice-President, Secretary and Treasurer. David Rockefeller was named the first Chairman of the Board and Detlev W. Bronk was named the first President of the Institute.

November 19, 1954 the Charter of the Institute was amended by the Board of Regents, for and on behalf of the Education Department of the State of New York, so as to authorize the Institute to grant degrees. The Corporation thus became part of the University of the State of New York, subject to the jurisdiction and visitation of the Regents of the said University in all respects as though the Corporation had been originally incorporated by the Regents. June 1958 the Charter of the Institute was again amended to change the name from The Rockefeller Institute for Medical Research to The Rockefeller Institute.

On May 27, 1965 the Board of Regents amended the Charter of the Institute in its entirety and changed the corporate name from The Rockefeller Institute to The Rockefeller University.

In accordance with By-Laws adopted October 17, 1966 the Corporation shall consist of the members of the Board of Trustees as constituted from time to time.

#### CORPORATION Board of Directors (1901-1910)

Under certificate of incorporation dated May 28, 1901 and filed in the office of the Secretary of State and of the Clerk of New York County on June 13, 1901, control of the Rockefeller Institute for Medical Research rested in a seven-man Board of Directors. May 6, 1908 the Charter was amended to allow creation of a Board of Trustees by by-law or contract. By-Laws for this change were not adopted until October 15, 1910.

At the first meeting, June 14, 1901 the officers elected were: William H. Welch, President; T. Mitchell Prudden, Vice-President; L. Emmett Holt, Secretary, and Christian A. Herter, Treasurer. Three other Directors were Theobald Smith, Hermann M. Biggs and Simon Flexner who at a meeting on October 25, 1902 was unanimously elected Director of the Institute.

Planning, business and work of the Institute were carried on under the direction of the seven Directors, operating through an Executive Committee, composed of three members and the President, and amended April 21, 1906 to four elected members and the Director of the Laboratories, ex-officio. Special committees, such as a Committee on Library and Supplies, a Building Committee and a Committee on Equipment were appointed for short periods and special ongoing needs. April 10, 1909 a Finance Committee, of three members from the Executive Committee was established. Administrative functions were carried by the Directors until January 1906 when James U. Norris, Superintendent; N. Curtice Holt, Clerk (to keep books and accounts of the Institute) and a library stenographer were employed.

When the main laboratory with animal house and power house were ready for use a formal dedication was held on May 11, 1906 with addresses by L. Emmett Holt, William H. Welch, President Nicholas Murray Butler of Columbia University and Charles W. Eliot of Harvard.

By July 1910, a General Manager, Jerome D. Greene was added to the administrative staff.

#### Board of Scientific Directors (1910-1953):

As provided by the By-Laws of 1910 control of all scientific work of the Institute, including the work of the Hospital was under the exclusive control of the not-more than seven-man Board of Scientific Directors. The Charter change in 1910 provided that successors of the first Board of Directors be elected by the Board of Trustees from candidates nominated by the Scientific Directors.

Executive organization consisted of an Executive Committee, Budget Committee and a Committee on the Hospital, which last was dropped in the amended Rules January 19, 1918. Committee members were elected at the Annual Meeting, but amended in 1946 to provide that the term be for one year and until the election of successors. Administrative officers were the Director (clearly provided after 1924), Director of the Laboratories, Director of the Hospital, between 1915-1930 a Director of the Department of Animal Pathology, and between 1930-1951 a Director of the Department of Animal and Plant Pathology. Another administrative officer was a General Manager, to be Treasurer of the Board of Scientific Directors (amended October 14, 1911... shall act as treasurer...). The General Manager (amended January 11, 1913 to Manager; amended April 20, 1918 to Business Manager) was authorized to draw upon the Treasurer of the Board of Trustees for the sums of money needed to meet Institute expenses authorized

under the budget. Administrative officers were originally elected by the Board of Scientific Directors to serve at its pleasure. Later amendments provided that the Director be an appointment of the Corporation on nomination of a committee composed of three from the Scientific Directors and three from the Board of Trustees. The Business Manager, selected by the Scientific Directors was appointed by the Board of Trustees. Other administrative officers were elected by the Board itself. Appointive positions, at the discretion of the Board of Scientific Directors, were Deputy Business Manager, Assistant Business Manager, Bursar and a group of hospital positions.

Changes in the By-Laws of the Corporation in 1928 provided that the not-more than seven-man Board of Scientific Directors have no more than two who were actively engaged in scientific work for the Corporation. This was further modified in 1934 so that the Board of Scientific Directors was to consist of the Director and no more than six others with only the Director of the Institute being an active member of the staff engaged in scientific work for the Corporation. Also provided was that the appointment of the Director of the Institute was to constitute his election as a member of the Board of Scientific Directors to hold office until the end of his service as Director of the Institute. October 28, 1933 the By-Laws of the Corporation were amended to provide that a member of the Board of Scientific Directors, on retirement from the Board, could, on recommendation or with the approval of the Board of Scientific Directors be given, by the Board of Trustees, the honorary title of Member Emeritus of the Board of Scientific Directors. At the same time, the By-Laws regarding a vacancy on the Board of Scientific Directors provided that for each vacancy at least two candidates be nominated by the Scientific Directors for election by the Board of Trustees.

The members of the original Board of Directors became the Board of Scientific Directors and remained unchanged except that in 1911 Theodore C. Janeway was elected to fill the vacancy created by the death of Christian A. Herter. T.C. Janeway died in 1918 and until 1920 the Board of Scientific Directors consisted of only six members. In 1920 W.J.V. Osterhout was added to the Board. In 1923 Hermann M. Biggs died, and in 1924 both L. Emmett Holt and T. Mitchell Prudden died. Francis Gilman Blake and John Howland were named in 1924 to fill two of the vacancies. In 1925 W.J.V. Osterhout resigned to join the scientific staff of the Institute and in 1926 Charles R. Stockard was elected to fill this vacancy. In 1926 Francis W. Peabody was elected to succeed T. Mitchell Prudden but he died less than a year later. John Howland died in 1926, and Eugene L. Opie, elected to fill that vacancy served on the Board of Scientific Directors 1929-1932. In 1930 James B. Conant was elected to fill the vacancy created by the death of Francis W. Peabody. William H. Welch resigned in 1933 and Warfield T. Longcope was elected to that vacancy in 1934. Theobald Smith died in 1934. In 1935 A. Raymond Dochez was elected to succeed Francis G. Blake, and in October of that same year Herbert S. Gasser succeeded Simon Flexner as Director of the Institute and on the Board of Scientific Directors. In 1936 Walter B. Cannon and George H. Whipple were elected to the Board. Charles Rupert Stockard died in 1939 and was succeeded by Ross G. Harrison. Walter B. Cannon died in 1945 and was succeeded in 1946 by Detlev W. Bronk. James B. Conant resigned in 1949 and Vincent du Vigneaud was elected to that vacancy. Warfield T. Longcope resigned in 1952.

The original elected officers of the Board of Scientific Directors were William H. Welch, President; T. Mitchell Prudden, Vice-President; and L. Emmett Holt, Secretary. In 1924 Theobald Smith was elected Vice-President and Francis G. Blake, Secretary. In 1933, Theobald Smith was elected President and Charles R. Stockard, Vice-President. Charles R. Stockard was elected President and A. Raymond Dochez, Secretary in 1935- The office of Vice-President was not filled until 1937 when Warfield T. Longcope was elected Vice-President. Warfield T. Longcope became President in 1939 and in 1940 Ross G. Harrison became Vice-president. In 1952 when Warfield T. Longcope resigned from the Board of

Scientific Directors, Ross G. Harrison was elected President; A. Raymond Dochez, Vice-President and Vincent du Vigneaud, Secretary.

William H. Welch and Simon Flexner were the original representatives of the Board of Scientific Directors on the Board of Trustees. When Simon Flexner retired as Director of The Institute he was succeeded on the Board of Trustees by Herbert S. Gasser, and in 1936 Charles R. Stockard was appointed to succeed the late William H. Welch. In 1939 Charles R. Stockard was succeeded by George H. Whipple.

In 1953 an extensive reorganization began. The Rules for the Board of Scientific Directors were repealed. New By-Laws for the Corporation provided that the members of the Board of Scientific Directors as constituted on June 23, 1953, and the members of the Board of Trustees on that same date, merge to form one Board known as the Board of Trustees.

**Governing Boards of The Rockefeller Institute for Medical Research, 1901-1911, from information in the Minutes of the Board of Scientific Directors, May 1901-June 1911 (The first minutes of the Board of Trustees are dated 17 October 1910)**

24 June 1901	Board of Directors; William H. Welch, President; T. Mitchell Prudden, Vice President; Christian A. Herter, Treasurer; L. Emmett Holt, Secretary; Hermann M. Biggs; Simon Flexner; Theobald Smith
12 April 1902	Directors Flexner and Holt, elected for three years to succeed themselves. Officers of previous year re-elected.
11 April 1903	Directors Herter and Smith, elected for three years to succeed themselves. Officers of previous year re-elected.
13 June 1904	Directors Biggs, Prudden, and Welch, elected for three years to succeed themselves. Officers of previous year re-elected.
15 April 1905	Directors Holt and Flexner, elected for three years to succeed themselves. Officers of previous year re-elected. New officer: "Directors of Laboratories - Dr. Simon Flexner."
21 April 1906	Directors Smith and Herter, elected for three years to succeed themselves. Officers of previous year re-elected.

13 April 1907	Directors Welch, Biggs, and Prudden, elected for three years to succeed themselves. Officers of previous year re-elected
11 April 1908	Directors Flexner and Holt, elected for three years to succeed themselves. Officers of previous year re-elected.
10 April 1909	Directors Smith and Herter, elected for three years to succeed themselves. Officers Welch, Prudden, and Flexner re-elected. L. Emmett Holt, Secretary and Treasurer. New Officer: "Director of the Hospital - Dr. Rufus I. Cole."
9 April 1910	Directors Welch, Prudden, and Biggs, elected for three years to succeed themselves. Officers of previous year re-elected.
15 October 1910	Board of Directors adopts new By-laws, establishing Board of Trustees, to consist of not more than 9 members, and Board of Scientific Directors, to consist of not more than 7 members.
	First Board of Trustees: William H. Welch, Frederick T. Gates, Simon Flexner, Starr J. Murphy, John D. Rockefeller, Jr.
	First Board of Scientific Directors: Simon Flexner, L. Emmett Holt, Theobald Smith, Christian A. Herter, William H. Welch, T. Mitchell Prudden, Hermann Biggs.
21 January 1911	Recorded as "Regular Quarterly Meeting of the Board of Directors."
8 April 1911	Recorded as "Regular Quarterly Meeting of the Board of Scientific Directors."

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## Scope and Contents

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Contains minutes.

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## Arrangement

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Chronological

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## Administrative Information

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### Publication Statement

Rockefeller Archive Center

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### Revision Description

### Conditions Governing Access note

This collection is open for scholarly research. Brittle or damaged items are available at the discretion of the RAC.

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## Collection Inventory

Title/Description	Instances
<p>Minutes of meetings, 1901 May 1-1911 October 4</p> <p><b>Arrangement note</b></p> <p>Arranged in chronological order.</p> <p><b>File Plan note</b></p> <p>Former Classification: I 110-2</p>	<p>package 1</p>
<p>Minutes of meetings, 1901 May 1-1953 June 23</p> <p><b>Scope and Contents note</b></p> <p>Minutes of all meetings, preliminary, annual, quarterly and of the Executive and Building Committees; copies of letters of endowments and of organization; copies of budgets, treasurer's reports, resolutions and memorial minutes.</p> <p>Brief mention of actions in regard to animal experimentation appear 9 June 1906, 11 April 1908, 10 October 1908, 16 December 1908, 1 December 1909.</p> <p>Important names not listed in administrative history are John D. Rockefeller, Jr. Starr J. Murphy, Paul Ehrlich.</p> <p>Contains references to adoption of pension plans, retirement programs, changes in employee work hours, Workman's Compensation Law.</p> <p>Includes list of appointments, made and declined; grants.</p> <p>Brief mention of activities in relation to patents for A-189 and other RIMR developments.</p> <p>Primarily, routine matters of business are more in the nature of reports of actions taken, in order to allow time for discussions of scientific directions of the Institute.</p> <p>Retirements, deaths, honors and awards are reported.</p> <p>Each volume individually paged and indexed.</p> <p>Additional item: duplicates and discard material may be listed on reverse side.</p> <p>Duplicate bound volumes in Dr. Sunderlin's office.</p> <p>Duplicate unbound copies stored in vault.</p>	<p>package 2</p>

Items of historical interest are listed below.

### **Arrangement note**

Arranged in chronological order.

### **File Plan note**

Former Classification: I 110-2

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Certificate of Incorporation and By-Laws., 1901 June 14

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First pledge of John D. Rockefeller (original, signed in package),  
1901 June 14

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Letter from Theobald Smith suggesting Institute design, 1902  
March 8

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Letter from Simon Flexner suggesting Institute design, 1902 April  
12

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Report and Recommendations of the Directors, 1901-1902, 1902  
May 10

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History of the Institute deposited in cornerstone of Laboratory  
building, 1904 November 29

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Estimate for the Endowment of the RIMR, 1907 January 12

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A Suggestion for the Diffusion of Knowledge in Hygiene and  
Sanitation in connection with the RIMR, 1907 January 12

---

Outline of Plan for the Organization of a Research Hospital, 1907  
June 13

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Proposed Third Section of the Institute, 1910 January 25

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Copy of letter of transmittal to John D. Rockefeller and copy  
of Report on the RIMR with special reference to its permanent  
endowment, Jan. 1910, 1910 February 10

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Memorandum of Agreement between John D. Rockefeller and  
the Institute and new Corporation By-Laws to create a Board of  
Trustees, 1910 October 15

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Announcement and publicity for Hospital opening, 1910 October  
15

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Rules for Board of Scientific Directors, 1911 January 21

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Memorial Minute, Christian Archibald Herter, 1865-1910, 1911  
April 8

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Approval for purchase of farm at Clyde, New Jersey, 1913  
October 11

---

Correspondence with Rockefeller Foundation regarding War  
Relief and Research Fund, 1915 March 25

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Purchase of land near Princeton, New Jersey for development of Department of Animal Pathology, 1915 April 17

---

Bequest from Rutherford Estate for cancer research, 1915 May 5

---

Request from Trustees that special efforts be made to offer research opportunities to war displaced foreign scientists, 1916 October 21

---

Plans for War Demonstration Hospital and war related activities, 1917 April 4

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Memorial minute, Theodore Caldwell Janeway, 1872-1917, 1918 January 19

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Resolution: Captain Georges Dehelly; Lieutenant Georges Loewy; Major George A. Stewart, 1919 May 28

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Resolution: Miss Eleanor G. Evans, 1919 April 11

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Plans for a division of Bio-physics under James B. Murphy, 1919 June 7

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Resolution: Dr. J.H. Brown; Dr. R.B. Little; Miss M. Orcutt; Dr. E.W. Smillie, 1919 October 18

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Memorial minute, Hermann M. Biggs, 1859-1923, 1923 October 20

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Memorial minute, Luther Emmett Holt, 1855-1924, 1924 April 26

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Memorial minute, Jacques Loeb, 1859-1924, 1924 April 26

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Memorial minute, T. Mitchell Prudden, 1849-1924, 1924 October 18

---

Updated Rules of Board of Scientific Directors, 1926 October 29

---

Appointment of a Building Committee to implement new construction plans as outlined in Simon Flexner report on future growth, 1926 October 30

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Decision to change the character of the scientific reports presented to the Corporation, 1926 October 30

---

Vote to establish a Division of Bio-Physics under the direction of Ralph W.G. Wyckoff, 1926 December 17

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Memorial minute, John Howland, 1873-1926, 1927 January 15

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Gift from John D. Rockefeller, Jr. of David portrait of Lavoisier and wife, 1927 June 3

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Memorial minute, Francis Weld Peabody, 1881-1927, 1928 January 21

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Memorial minute, Hideyo Noguchi, 1876-1928, 1928 October 27

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New library opened, 1929 February 11

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Memorial minute, Frederick Taylor Gates, 1853-1929, 1929 June 1

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New Division of Physical Chemistry established. Section A: MacInnes; Section B: Michaelis, 1929 October 21

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Memorial minute, Paul Adin Lewis, 1879-1929, 1929 October 26

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Carl TenBroeck appointed Director of Department of Animal Pathology, 1930 April 19

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Theobald Smith named Member Emeritus; Louis O. Kunkel appointed to develop Plant Pathology Division at Princeton, 1930 November 1

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Change from Division of Biophysics to subdivision on cancer in Division of Pathology and Bacteriology, 1931 January 17

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Change to Department of Animal and Plant Pathology, 1931 April 25

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Carl TenBroeck appointed Director of Department of Animal and Plant Pathology, 1931 June 3

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Resignation of William H. Welch from Board of Trustees, and Board of Scientific Directors and named Member Emeritus, 1933 October 28

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Memorial minute, William H. Welch, 1850-1934, 1934 October 27

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Memorial minute, Theobald Smith, 1859-1934, 1935 April 20

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Memorial minute, Frederic Sowden Jones, 1884-1934

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Resignation of Simon Flexner from Board of Trustees and Board of Scientific Directors and names Member Emeritus, 1935 October 7

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Dr. Gasser's section transferred from Division of General Physiology to Division of Physiology, 1936 January 7

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Resolution on retirement: Rufus Cole Memorial minute, John Davison Rockefeller, 1839-1937, 1937 November 5

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Resolution on retirement: Florence R. Sabin, 1938 June 3

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Memorial minute, Charles Rupert Stockard, 1879-1939, 1939 June 10

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Resolutions on retirement: Dr. Alexis Carrel; Dr. Karl Landsteiner; Dr. P.A.T.; Levene Dr. W.J.V. Osterhout

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Resolution on retirement: Dr. Leonor Michaelis, 1940 June 1

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Memorial minute, Phoebus Aaron Theodor Levene, 1869-1940, 1941 January 18

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Resolution from Board of Trustees to clarify policy of Fellows receiving outside support to work at RIMR, 1941 May 31

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Agreement with National Defense Research Committee for work done on National Defense Program, 1941 November 1

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Memorial minute, Wade Hampton Brown, 1878-1942., 1943  
January 16

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Memorial minute, Karl Landsteiner, 1868-1943, 1944 January 14

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Memorial minute, Leslie Tillotson Webster, 1894-1943

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Space for Thomas M. Rivers command headquarters for U.S.  
Naval Research Unit No. 2, 1944 June 5

---

Memorial minute, Alexis Carrel, 1873-1944, 1945 April 21

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Memorial minute, Max Bergmann, 1886-1944, 1945 April 21

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Memorial minute, Walter Bradford Cannon, 1871-1945, 1946  
January 18

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Transcript of memorial service for Simon Flexner filed with  
records of Board, 1946 June 1

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Memorial minute, Charles Lee Hoagland, 1907-1946, 1947  
January 18

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Summary of discussion of Director's memorandum suggesting  
unification of Princeton and New York departments, 1947 April  
19

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Resolution from Board of Trustees recommending unification of  
Princeton and New York departments, 1947 June 7

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Memorial minute, Leonor Michaelis, 1875-1949, 1950 January 21

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Closing of Princeton plant, 1950 October 27

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Memorial minute, James Bumgardner Murphy, 1884-1950, 1951  
January 20

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Resolution on retirement: Warfield T. Longcope, 1952 January 23

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Vote that existing Rules of Board of Scientific Directors be  
repealed, and that present By-laws of Corporation be repealed and  
the new By-laws of the Corporation, as circulated in advance be  
adopted, 1953 June 23