



# Rockefeller University records, Corporation, Minutes

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## Summary Information

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| <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, Minutes |
| <b>ID:</b>                                | FA857  |
| <b>Date [inclusive]:</b>                  | 1911-1952  |
| <b>Physical Description:</b>              | 0.19 Cubic Feet 1 half-letter document box           |
| <b>General Physical Description note:</b> | 1 box.   |
| <b>Language of the Material:</b>          | English  |

### 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.

**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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Paged and indexed in three parts as follows: October 13, 1911-February 16, 1928; October 26, 1928-October 31, 1941; October 30, 1942-October 31, 1952.

Consists of minutes of the Annual meetings of the Corporation and includes Abstract of each Annual report presented as verified by the President and the Treasurer; includes also appointments signed by John D. Rockefeller of John D. Rockefeller, Jr. to the Board of Trustees and beginning with 1937 includes signed approval of the budget by the members of the Budget Committee.

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## Arrangement

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Chronological

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## File Plan note

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Former Classification: I 120-2

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## Administrative Information

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### Publication Statement

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### Conditions Governing Access note

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## Collection Inventory

| Title/Description   | Instances |
|---|-----------|
| Minutes of meetings (Items of historical interest entered under the following dates), 1911 October 13-1952 October 31   |           |
| Request to Board of Scientific Directors to consider obligation of Institute to offer opportunity and facilities to war dislocated researchers and scientists, 1916 October 20  | box 1     |
| Amendment to By-Laws. Art. LL, Section 2 regarding election to and composition of Board of Trustees. Art. II, Section 4 add... or in accordance with a budget approved in advance by the Budget Committee. Art. III, Section 1, No more than two members of the Board of Scientific Directors to be actively engaged in scientific work for the Corporation. Article IV, Section 1 delete... and shall be respectively Chairman, Vice-Chairman, and Secretary of the said Board. Art. V, Section 1 change date of Annual meeting from second Friday of October to last Friday of October. Art. V, Section 6, definition of quorum., 1926 October 29 | box 1     |
| Amend By-Laws: Art. II, Section 4, ".... of the three members of the Budget Committee chosen by Scientific Directors at least one shall also be a member of the Board of Trustees.", 1927 October 28  | box 1     |
| Resolution not to send portrait of Lavoisier and wife by David to London exhibit of French art. Reluctance to move portrait from Library, 1931 October 30   | box 1     |
| Memorial minute, Louis Guérineau Myers, 1932 October 28   | box 1     |
| <b>Scope and Contents note</b>  |           |
| Resignation of Jerome D. Greene from Board of Trustees.   |           |
| Amend By-Laws: Art. III, Section 2, specify "... and for each vacancy at least two nominations shall be submitted." for vacancies on the Board of Scientific Directors. Renumber Art. III, Section 4 to read Art. III Section 5, and add new Section 4 to provide for honorary title of Member Emeritus to Board of Scientific Directors. Resignation of William H. Welch as Trustee., 1933 October 27  | box 1     |
| Amend By-Laws, 1934 May 22  | box 1     |
| <b>Scope and Contents note</b>  |           |
| Art. III, Section 1, change composition of Board of Scientific Directors to be the person who holds the office of Director of the Institute and not more than six other members. No member except the Director to be actively engaged in scientific work for the Corporation.   |           |



Insert a new Section 2 to provide that the appointment of the Director of the Institute shall likewise constitute his election as a member of the Board of Scientific Directors.

Renumber Art. III, Section 2 as Section 3 and amend to read that "With the exception of the Director of the Institute, the successors of the Board of Scientific Directors shall be elected by the Board of Trustees from candidates nominated by the Scientific Directors, and for each vacancy at least two nominations shall be submitted.

Renumber Art. III, Section 3 as Section 4 and amend to define term of office on Board of Trustees of Director of the Institute to his period of service as Director.

Renumber Art. III, Section 4 and 5 to 5 and 6.

Add Art. V, providing for a Director of the Institute.

Renumber Art. V, VI, VII, VIII and IX.

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| Copy of letter written to William H. Welch on his resignation read into minutes as a Memorial minute, 1934 October 26   | box 1 |
| Copy of President's tribute to Simon Flexner on his resignation as Director of Rockefeller Institute and resolution to name him Director Emeritus of Institute., 1935 October 7 | box 1 |
| Election of Herbert Spencer Gasser as Director of the Institute, 1935 October 7   | box 1 |
| Amend By-Laws, 1935 October 7   | box 1 |

### Scope and Contents note

Art. VIII, Section 1 to read: "No person while regularly in the employ of the Institute..." Art. VIII, Section 3 "...regularly in the employ of the Institute and receiving compensation for his services or while using the facilities of the Institute..."

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| Amend By-Laws, 1937 November 5 | box 1 |
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### Scope and Contents note

Art. II, Section 4 Add "Such part, if any, of the income of any year as shall not be expended in accordance with the budget for that year shall be under the exclusive control of the Board of Trustees".

Art. IV, Section 1 To clarify that of the officers of the Corporation only the President and Vice-President shall be or shall become members of the Board of Trustees.

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| Memorial minute adopted at death of John Davison Rockefeller, 1938 May 17 | box 1 |
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| Amend By-Laws: Art. VI, Section 4 to change day of Annual meeting of Board of Scientific Directors to read... after... either on the same day or on the day following... ", 1947 October 31  | box 1 |
| Memorial minute to Henry James, 1949 October 28  | box 1 |
| Amend By-Laws, 1949 October 28   | box 1 |
| <b>Scope and Contents note</b>   |       |
| Art. VIII, Section 1, to read "... permitted to receive compensation from any source other than the Institute,... or compensation from an appointment for work outside the Institute unless he be authorized to do so by..."   |       |
| Additional statement regarding compensation from source other than the Institute for those retired from work in the Institute, 1949 October 28   | box 1 |
| Resignation of John D. Rockefeller, 3rd from Board of Trustees, 1950 October 27  | box 1 |
| Letter from John D. Rockefeller, Jr. requesting that he not be considered for presidency at expiration of present term and copy of Herbert S. Gasser's remarks., 1950 October 27   | box 1 |
| Copy of John D. Rockefeller, Jr.'s response to letter from members of the Corporation subscribing to sentiments expressed on occasion of his retirement as President of the Corporation, 1951 October 26   | box 1 |
| Resolution under Art. V of the By-Laws to appoint a Committee to nominate a Director to succeed Herbert S. Gasser and that the committee so chosen be requested to review the fundamental policies of the Institute in reference to the Introduction to the 1950/1951 Report of the Scientific Directors, prepared by Herbert S. Gasser, 1951 October 26 | box 1 |