



Rockefeller University records, Corporation, Charter and Charter Amendments

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Summary Information

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| Creator: | Rockefeller Institute for Medical Research |
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| Physical Description: | 3 boxes and 1 tube. |
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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)

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| 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. |

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| 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

Types of records include: charters, correspondence, certificates, and by-laws.

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Arrangement

Arranged in chronological order.

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File Plan note

Former Classification: I 100

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Administrative Information

Publication Statement

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Sleepy Hollow 10591

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Conditions Governing Access note

Open for research. Brittle or damaged items are available at the discretion of RAC.

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Collection Inventory

| Title/Description | Instances |
|---|-----------|
| Certificate of Incorporation | box 1 |
| Scope and Contents note Certified copy made January 10, 1967. Copy of original is dated June 6, 1901, but appended note states that transcription clerk made an error. Proper filing date in June 13, 1901. | |
| 1911 1916 1928 1935 1939 1950 1953 1956 1962 1966 | box 1 |
| 1911 | box 1 |
| 1916 | box 1 |
| Scope and Contents note Contains also Rules for Retiring allowances and other extracts from Minutes with notes regarding amendments to 1935. | |
| 1937-1938 | box 1 |
| Scope and Contents note Has typed amendments of 1937 and 1938. | |
| 1939-1949 | box 1 |
| Scope and Contents note Has typed amendments to 1949. | |
| 1950 | box 1 |
| Scope and Contents note With typed amendments to October 1950. | |
| 1953 | box 1 |
| Scope and Contents note Mimeographed from By-Laws and Resolutions adopted June 23, 1953; Amended October 1953; January, May, June | |

August 1955 (2 copies). Copy of Charter of 1950 is used with amendments to November 1954.

Correspondence, 1910-1949

box 1

Scope and Contents note

On various changes made at various times in the By-Laws and in the Rules of the Board of Trustees and the Rules of the Scientific Directors, primarily in 1910, 1925-1927, 1934, 1937-1938, 1949. Correspondents are Jerome Greene, Henry James, Jr. and Edric Smith, Thomas Debevoise, Simon Flexner, Chauncey Belknap, Starr J. Murphy. One folder of first, second or later drafts of changes suggested and made.

Board of Trustees - Certificate from New York State - Charter amendments, 1954 1958 1965

package 1

Biographical/Historical note

1954 November 19 The Institute becomes a degree granting institution.

1958 June 27 The name is changed to The Rockefeller Institute.

1965 November 19 The name is changed to The Rockefeller University

Scope and Contents note

Signed and sealed certificates from University of the State of New York, Education Department on amendments to the Charter of The Rockefeller Institute for Medical Research.

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| "By-laws and rules of The Rockefeller Institute for Medical Research. (as amended to and including October 29, 1926)", 1926 | box 2 | folder 1 |
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| "The University of the State of New York, Education Department. Amendment to Charter of The Rockefeller Institute...", 1965 May 27 | box 2 | folder 2 |
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| Reproduction of charter amendment (1966); booklets of charters & by-laws (1966); amendments., 1953-1957 | box 2 | folder 3 |
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| Correspondence-E. Sunderlin re changes, 1971-1975 | box 3 | folder 1 |
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| Bound copy of Charter & By-Laws, 1911-1966 | box 3 | folder 1 |
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| Copy of Charter & By-Laws, 1975 | box 3 | folder 1 |
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1911-1966

Scope and Contents note

Contains all changes made in Charter and By-Laws from 1911 to 1966.