

THE COOPER UNION

FOR THE

ADVANCEMENT OF SCIENCE AND ART

BY-LAWS AND REGULATIONS

EFFECTIVE JULY 1, 1951

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BY-LAWS AND REGULATIONS

Be it ordained by the Board of Trustees of the COOPER UNION FOR THE ADVANCEMENT OF SCIENCE AND ART, and it is hereby ordained by authority of the same: That the following rules and regulations be, and they hereby are, established as laws and ordinances of said Corporation:

CHAPTER I

OF THE SEAL OF THE CORPORATION

1. The device of the seal of this Corporation shall be a circular disc, upon the outer edge of which shall be the words, "THE COOPER UNION FOR THE ADVANCEMENT OF SCIENCE AND ART, FOUNDED A. D. 1859, BY PETER COOPER, A MECHANIC OF NEW YORK." These words shall surround a medallion head of Peter Cooper, on the rim of which shall be the words, "WHATSOEVER THINGS ARE TRUE."

CHAPTER II

OF FILLING VACANCIES IN THE BOARD OF TRUSTEES

1. Upon the happening of any vacancy in the Board of Trustees of this Corporation, which is provided by the charter to be filled by election, the same shall be recorded, with its cause, on the book of minutes of the meetings of the Board, and an election shall be held within

one year after such vacancy occurs, by the surviving or remaining members of the Board, at a regular meeting, on previous notice voted and determined by them, given and entered in the minutes of at least one preceding regular meeting of such Board, stating the meeting at which such election shall be held; and at such meeting, or at any regularly adjourned meeting from that meeting, such election shall be held by ballot, and the person first having three of the votes cast shall be the Trustee to fill such vacancy.

2. The Secretary of the Board of Trustees shall act as inspector of votes at such election.

3. The poll for said election shall be opened at the hour determined for the meeting, and closed within one hour thereafter, and every Trustee voting shall deliver to the inspector a ballot containing the name of the person as Trustee to fill said vacancy, and the inspector shall receive and open such ballots, and write down the names of the persons so voting as aforesaid, and their respective candidates, in the order in which they vote, in a roll list which shall form part of the minutes of the meeting. And at the time the said election shall be closed, the inspector shall openly declare the poll and the name of the person who shall be found to have been elected Trustee according to the charter and by-laws, and shall enter the same on the minutes of the meeting, and shall as soon as may be send to the person so elected a written notification of the same.

4. In accordance with the provisions of the Charter no Trustee shall receive any compensation from Cooper Union.

CHAPTER III

OF THE BOARD OF TRUSTEES, THEIR MEETINGS, ELECTIONS,
COMMITTEES AND APPOINTMENTS AND REMOVALS

1. The office of the Board of Trustees shall be in the Foundation Building. All their meetings shall be held there, except when otherwise ordered by the Chairman of the Trustees, the Secretary, or the Trustees.

2. A meeting of the Board shall be held on the first Thursday of October in each year and every month thereafter until and including the following May, at half past two in the afternoon, except when otherwise ordered by the Chairman of the Trustees, the Secretary, or the Trustees. Other meetings of the Board may be convened at any time by the order of the Chairman of the Trustees, the Secretary, or the Trustees.

3. At each meeting of the Board, the minutes of the preceding meeting shall be read at length, unless otherwise directed by the Board.

4. Three Trustees shall be a quorum for transacting all business; but the affirmative vote of at least three Trustees shall be necessary for alienating any real or personal estate above one thousand dollars in value, or leasing any real estate for a longer term than one year.

5. At the regular meeting of the Board in May of each year, there shall be chosen by the Trustees, by ballot, one Chairman of the Trustees who shall be a Trustee, one Treasurer, one Secretary, to hold their respective offices for one year, and until others are chosen in their stead. The Treasurer and Secretary need not be Trustees.

6. But any vacancies thereafter occurring in either of the said offices, shall as soon as possible be ascertained and recorded on the minutes of any regular meeting of the Board, and shall be filled in like manner as provided in the preceding section at the regular meeting of the Board next thereafter, if possible, or as soon as may be.

The above offices may be filled *pro tem.*, for and at any meeting of the Board.

7. All officers and employees of the Corporation shall hold office during the pleasure of the Board of Trustees, and may be removed either by vote, or if any officer appointed or elected by the Board shall become unfit to execute his office, or shall misdemean himself in his office contrary to any of the by-laws or regulations of the Board to which he is amenable, or refuse or neglect to execute the same, any Trustee or officer of the Corporation may exhibit against him a complaint in writing to the Board at any legal meeting; and thereupon a notice of the said complaint shall be given in writing to the person complained of, and the Board having examined into the truth of the complaint, and heard the defense of the party accused, if any shall be made, may suspend or discharge the officer complained of as aforesaid; excepting always from the operation of this section the removals otherwise provided for in the charter.

8. The fiscal year of the corporation shall begin on the first day of July in each year.

9. On or before the regular meeting in April in each year the Trustees shall cause to be prepared estimates of the amounts required for the ensuing fiscal year. Such estimates shall be arranged under general heads, and

shall show in detail the appropriations recommended for carrying on every branch of the work of the Union.

10. Prior to the first day of July in each year the Trustees shall adopt a budget making appropriations for all the several branches of the Institution for the fiscal year next ensuing, and no expenditure shall be made for any purpose, unless an appropriation has previously been made for such purpose.

11. The Trustees may at any meeting amend the budget, or make additional appropriations.

12. Whenever, at a meeting of the Board, the minutes of the next preceding meeting are read, any Trustee absent at said preceding meeting may, if he sees fit, have, on his request, his dissent from any of the votes of such preceding meeting entered upon the records. Full minutes shall be kept by the said Board of all their proceedings, and the ayes and noes shall be recorded on any vote at the request of any member.

13. Neglect of a Trustee of his duties as such, indicated by his absence, without excuse or permission of the Board, from three successive regular meetings of the Board, shall always be a sufficient cause, among others, for the removal of a Trustee by the Board.

CHAPTER IV

OF THE ANNIVERSARY OF DEGREES AND DIPLOMAS

1. At or near the end of May in each year the Board of Trustees shall hold, at their building in New York, a public meeting and anniversary of the Corporation, for the purpose of conferring, under the charter, certificates,

degrees and diplomas, for proficiency in science, arts, philosophy or letters, upon such of their pupils, and others, as they may deem to deserve them, and under such regulations as the Board may, at any regular meeting, adopt.

CHAPTER V

OF THE CHAIRMAN OF THE TRUSTEES

1. The Chairman of the Trustees may call a meeting of the Board of Trustees whenever he shall think necessary, and may appoint the time and place of such meeting, and shall call one according to any request in writing by any two of the Trustees, giving in every instance at least one day's notice thereof.

2. The Chairman of the Trustees shall preside at all meetings of the Trustees, and shall preserve order therein; he shall nominate all committees, except such as shall be chosen by ballot.

3. The Chairman of the Trustees shall be *ex-officio* a member of all committees.

4. The Chairman of the Trustees shall sign for the Trustees, on the direction of their Board, all their bonds, deeds, written leases and other written instruments, the amount involved in which shall be over one hundred dollars in value, or which shall have one year or more from their date to run.

5. The Chairman of the Trustees shall be the chief executive officer of the corporation and shall have a general supervisory power over the Institution, and shall at each regular meeting of the Trustees report, either orally or in writing, on its general condition.

CHAPTER VI

OF THE TREASURER AND ASSISTANT TREASURER

1. The Treasurer shall have custody of the real estate bonds, mortgages, title deeds, and other papers and documents relating to the property and accounts of the Corporation.

2. An Assistant Treasurer shall be appointed by the Trustees, which Assistant Treasurer shall be a Trust Company, having its principal office or place of business in The City of New York, and which Assistant Treasurer shall have custody of all corporate bonds and corporate securities owned by the Corporation, and shall collect all interest due on such corporate bonds and transmit all sums so collected to the Treasurer at his office in the Cooper Union.

3. A Second Assistant Treasurer may be appointed by the Trustees to perform such duties as may from time to time be assigned to him by the Trustees.

4. The Treasurer shall open with such banks in the City of New York, selected and appointed by the Board, accounts in the name of the Corporation, and he shall deposit all its moneys, immediately upon his receiving them, in such banks to those accounts.

5. The Treasurer shall keep blank checks in books or otherwise numbered in series. Said checks shall be signed by such two Officers or Trustees as shall be provided by resolution of the Board.

6. The Treasurer shall cause books to be kept for the sole purpose of keeping accounts with the banks; and he shall cause to be entered in such books all deposits made and checks drawn, with their amounts, dates and the names of the persons to whom they are payable.

7. The Treasurer shall pay all bills when (1) an appropriation has been made for the purpose, (2) the bill is certified by the proper officer to be correct. He shall also pay such sums of money as may be ordered to be expended by a direct vote of the Board, upon an order signed by the Secretary of the Board.

8. The Treasurer shall have his office in the Cooper Union Building, and shall cause to be kept there a journal and a ledger, in which shall be contained an account of receipts, an account of expenditures, and all such other accounts as may be necessary.

9. The Treasurer may sign on the direction of the Board any of their bonds, deeds, written leases and other written instruments.

10. He shall make to the Board of Trustees, at the regular meeting in each month, a report of the state of finances of the Corporation, and shall at any time, upon request, furnish explanations and statements upon any financial matters of the Cooper Union to the Board of Trustees, or any of its Committees, and shall prepare all financial parts of reports required by the Charter, By-Laws or Board upon the matters of the Corporation.

CHAPTER VII

OF THE SECRETARY

1. The Secretary shall have the custody of the seal of the Corporation, and shall use it only at the direction of the Board of Trustees.

2. He shall have his office in the Cooper Union Building, and shall attend all the meetings of the Board of Trustees; take minutes of the proceedings of each meeting and see that they are transcribed, entered or recorded, into a book of minutes and proceedings of the Board provided for that purpose.

3. He shall take notice of and cause to be entered at once on the minutes of the Board any vacancies in the number of Trustees, or their committees or appointees, to be filled.

4. He shall sign all notices of elections or appointments by the Board, and all notices directed by the Board to be given of their meetings, or of other matters, and see that they are duly given out; and shall see that notices are sent to any honorary or corresponding associates or members; that acknowledgments are made of all donations to the Corporation, and that certificates of pupils, or members, or donors, or any others, and all evidences of degrees and diplomas directed by the By-Laws, or the Board, are duly and promptly furnished.

5. He shall answer, or cause to be answered, unless otherwise directed by the Board of Trustees, all letters addressed to the Union; shall open and maintain such correspondence as may tend to advance its interests, under the direction of the Board; keep on file papers received, and on record those sent; and shall perform such

other duties as are usually performed by secretaries of corporations.

6. It shall also be the duty of the Secretary to keep the books of account of the Treasurer, and to assist the Treasurer in his duties whenever called upon.

CHAPTER VIII

OF THE ASSISTANT SECRETARY

1. There may be an Assistant Secretary of the Cooper Union, who shall be appointed by the Trustees.

2. It shall be the duty of the Assistant Secretary to assist the Secretary in his correspondence and other duties, whenever called upon, and in all matters to act under his direction.

3. The Assistant Secretary shall also perform such other duties as the Trustees may, from time to time, assign to him.

CHAPTER IX

OF THE DEPARTMENTS OF INSTRUCTION

1. The Trustees shall establish and maintain a school for the instruction of respectable females in the arts of design, and in such other branches of knowledge as in their judgment will tend to the elevation and employment of female labor.

2. The Trustees shall open and maintain a Free Reading Room, in the large hall in the third story, for the use of the working classes of both sexes, and their families.

3. The Trustees shall provide free courses of instruction in the elementary principles of science and art, and their application to the practical business of life. These courses may be enlarged from time to time, but shall always include instruction upon chemistry, physics, mechanics, mathematics and mechanical drawing. Instruction in these subjects shall be adapted to the comprehension and improvement of the mechanics and mechanics' apprentices of New York and its vicinity, being intended to bridge over the gap which now exists between science and the practical occupations of life.

4. The Trustees shall arrange for an annual course of public lectures upon the principles of government and upon social and political economy, according to the provision contained in the Trust Deed; and this course of lectures shall be so managed and arranged as to be a leading feature of the Institution.

5. The Trustees shall, as soon as the income of the Corporation will warrant, establish and maintain a thorough polytechnic school, upon such terms and conditions as shall be prescribed by the Trustees, at the time of its organization.

6. The Trustees shall annually provide for the lectures and debates of the students, according to the request contained in the letter of Peter Cooper, accompanying the Trust Deed; and also for the adoption of such rules and regulations by the students as shall meet with the approval of the Trustees.

7. The Trustees shall maintain a free Museum for the Arts of Decoration for the use of the students and of the general public.

CHAPTER X

OF THE ADVISORY COUNCILS

1. The Trustees may from time to time organize Advisory Councils for the various departments of the Institution.

2. The Advisory Councils may from time to time delegate any of its duties to an Executive Committee of its members.

3. The Trustees shall select an Advisory Council of eleven men and women, who shall be appointed by the Board for terms of two years, and who shall be known as the Advisory Council of the Art Schools.

4. It shall be the duty of the Advisory Council of the Art Schools to recommend to the Trustees measures of improvement in the policies and program of the Schools; to visit the Schools for that purpose and to keep a book of minutes in which to record the action of the meetings of the Council and which shall be laid before the Trustees at each regular meeting of the Board. It shall make an annual report to the Trustees of the condition and work of the said Schools.

5. The Trustees shall select an Advisory Council of eleven persons, who shall be appointed by the Board for terms of two years, and who shall be known as the Advisory Council of the Museum.

6. It shall be the duty of the Advisory Council of the Museum to recommend to the Trustees measures of improvement in the policies and program of the Museum; to visit the Museum for that purpose and to keep a book of minutes in which to record the action of the meetings

of the Council and which shall be laid before the Trustees at each regular meeting of the Board. It shall make an annual report to the Trustees of the condition and work of the said Museum.

7. Four members of a Council shall constitute a quorum.

CHAPTER XI

OF THE PRESIDENT

1. There shall be a President of the Cooper Union who shall be appointed by the Trustees.

2. The President shall, subject only to the Board of Trustees, have full charge of the administration of the Union in all its branches, including all instruction whether in science or art or in any other subject, the Museum for the Arts of Decoration, the Free Reading Room, and lectures and debates upon any subject.

3. It shall be his duty to take charge and have the care of every building in which instruction is given or in which any reading room, museum or lecture hall belonging to or controlled by the Corporation is situated.

4. He shall have control of all persons employed in and about every said building except the Assistant Secretary, the Second Assistant Treasurer and the employees in the business office in respect to those duties which they may be required to render directly to the Trustees, and he shall give all such orders and directions and perform all such acts as will in his judgment promote the interests of the Union, provided that his orders, directions or acts do not contravene, the Charter, the By-Laws or the resolutions of the Board of Trustees.

5. It shall be his duty to preserve order and administer discipline; to organize the faculty and define its duties; to call meetings of the faculty; and to report to the Trustees monthly, or as occasion shall require, upon the condition and needs of the Cooper Union, in its several departments. The minutes of the faculty meetings shall be laid on the table at each regular meeting of the Trustees, but need not be read unless called for by a Trustee.

6. He shall annually, at the meeting in the month of April, present estimates, in such form and detail as the Trustees may require, setting forth the amounts which will be required for carrying on all the branches of the institution during the ensuing fiscal year.

7. In the absence or disability of the President, pending action by the Trustees, the Secretary shall perform the duties and exercise the authority of the President.

8. The President shall have his office in the Cooper Union Building. It shall be his duty to attend the meetings of the Trustees and he shall be *ex-officio* a member of all faculties and faculty committees.

CHAPTER XII

OF OTHER OFFICERS AND EMPLOYEES

1. The Trustees shall from time to time appoint such Professors, Art Directors, Instructors, Librarians, Curators, Building Superintendents, or other persons to assist the President and the Advisory Councils in the performance of their respective duties as the Trustees may think fit, and shall fix their salaries.

2. The duties of all such persons shall be prescribed by the President, subject to the approval of the Board of Trustees. All heads of departments shall be responsible for the work of their several departments and may make nominations therein to the President, and may advise with the Advisory Council associated with their departments.

3. All final reports made by any such officers and employees shall be addressed to the President, who shall be the channel of official communication with the Trustees.

CHAPTER XIII

OF THE ASSOCIATES OF THE COOPER UNION FOR THE ADVANCEMENT OF SCIENCE AND ART

Whenever, in the opinion of the Board of Trustees, it is suitable to do so, they shall act upon the subject of organizing a society with the style and title of "The Associates of the Cooper Union for the Advancement of Science and Art," as provided in section five of the charter.

CHAPTER XIV

OF ALTERATIONS IN THE BY-LAWS

The Board of Trustees may, by an affirmative vote of not less than three Trustees, alter, amend, add to or repeal these By-Laws, or any of them, at any regular meeting provided notice of the proposed alterations be given and entered on their minutes at least one previous regular meeting before, but no such notice shall be required for the suspension of a By-Law.

