

THE COOPER UNION

FOR THE

ADVANCEMENT OF SCIENCE AND ART

BY-LAWS AND REGULATIONS

REVISED JANUARY 10, 1911

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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 regu-

larly 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.

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 Cooper Union Building. All their meetings shall be held there, except when otherwise ordered by the President, the Secretary, or the Trustees.

2. A meeting of the Board shall be held on the second Tuesday of every month at half past three in the afternoon, except when otherwise ordered by the President, 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. The 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 President 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 by the Director, 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 making 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 see 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 five 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 PRESIDENT

1. The President 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 Trustee, giving in every instance at least one day's notice thereof.

2. The President 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 President shall be *ex-officio* a member of all committees.

4. The President 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 President shall have a general supervisory power over the Institution, and shall at each regular meeting of the Trustees report, either verbally or in writing, on its general condition.

CHAPTER VI

OF THE TREASURER

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

2. He shall open with one of the banks in the City of New York, selected and appointed by the Board, an account in the name of the Corporation, and he shall deposit all its moneys, immediately upon his receiving them, in such bank to that account.

3. He shall keep a book containing blank checks, and in drawing for money he shall use the said checks, and insert in the margin opposite to them respectively their amounts and dates, and the names of the persons to whom they are payable, and on what account.

4. He shall cause a book to be kept for the sole purpose of keeping an account with the bank; and he shall cause to be entered in such book all deposits made and checks drawn, with their amounts, dates and the names of the persons to whom they are payable.

5. 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 (3) is approved by the Director, the Advisory Council, or the Directors of the Museum, as the case may be. He shall also pay such sums of money as may be ordered to be expended by a direct vote of the Board, upon a draft or order signed by the Secretary of the Board.

6. 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.

7. The Treasurer shall sign on the direction of the Board all their bonds, deeds, written leases and other written instruments.

8. 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 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 re-

ceived, and on record those sent; and shall perform such other duties as are usually performed by secretaries of corporations.

CHAPTER VIII

OF THE ASSISTANT SECRETARY

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

4. The Assistant Secretary shall also perform such other duties as the Director or 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.

CHAPTER X

OF THE DIRECTOR

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

2. The Director 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 (except in 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, except that the Museum for the Arts of Decoration shall be under the management of the Directors of the Museum as provided in Chapter XI of the By-Laws.

4. He shall have control of all persons employed in and about every such building, with the exception of those who are exclusively employed in the Museum for the Arts of Decoration; 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 Director, pending action by the Trustees, the officer of instruction who has been longest in office shall perform the duties and exercise the authority of the Director.

8. The Director, prior to presenting to the Trustees nominations for any department, shall notify the Advisory Council associated with such department.

CHAPTER XI

OF THE ADVISORY COUNCILS

1. The Trustees shall select an Advisory Council of ladies, or of ladies and gentlemen, to visit the Women's Art School as hereinafter provided.

2. It shall be the duty of the Advisory Council of the Women's Art School to recommend measures of improvement to the Trustees; to visit the school for that purpose; and to keep a book of minutes in which to record suggestions, which book of minutes shall be laid before the Trustees and read at each regular meeting. They shall make an annual report to the Trustees of the condition and work of the said school.

3. The Advisory Councils may from time to time delegate any of its duties, as above defined, to any one or more of its members.

4. The Trustees, in addition to Advisory Councils already established, may also from time to time organize Advisory Councils for the other departments of the Union, for the purpose of ensuring attention and efficiency in the management of the Institution.

5. The Advisory Councils may advise with the Director concerning appointments to be suggested by him to the Trustees.

CHAPTER XII

OF THE DIRECTORS OF THE MUSEUM

1. The Trustees shall select four persons, who shall have power to add to their number, with the approval of the Trustees, and who shall be known as the Directors of the Museum.

2. It shall be the duty of the Directors of the Museum to supervise the management of the Museum for the Arts of Decoration; and subject only to the Board of Trustees, they shall have full custody and charge of the adminis-

tration of the same, and shall give all such orders and directions and perform all such acts in relation thereto as will in their judgment promote the interests of the said Museum, provided such orders, directions or acts do not contravene the Charter, the By-Laws, or the resolutions of the Board of Trustees.

3. The Directors of the Museum shall on or before the 15th day of March in each year transmit to the Director, for submission to the Board of Trustees an estimate in detail of the amount which in their judgment will be necessary to be appropriated by the Trustees for the conduct of the Museum for the Arts of Decoration in the ensuing fiscal year.

CHAPTER XIII

OF OTHER OFFICERS AND EMPLOYEES

1. The Trustees shall from time to time appoint such Professors, Art Directors, Instructors, Librarians, Curators, Building Superintendents, Engineers or other persons to assist the Director, Advisory Councils and the Directors of the Museum 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 Director, subject to the approval of the Board of Trustees, except those persons who are exclusively employed in the Museum for Arts of Decoration. All heads of departments shall be responsible for the work of their several departments and may make nominations therein to the Director, and may advise with the Advisory Council associated with their departments.

3. All official reports made by any such officers and employees shall be addressed to the Director, or the Directors of the Museum, as the case may be, who shall be the channel of official communication with the Trustees.

4. The Trustees may authorize the Building Superintendent, Engineer or other officer to employ such assistants or subordinants as they may require to aid them in the performance of their respective duties or as may be needed in their respective departments.

CHAPTER XIV

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 organising 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 XV

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.





