

Charter of The Cooper Union for the Advancement of Science and Art

As Amended by Chapter 257 of the Laws of 1969 and by Resolution of the Regents of the University of the State of New York dated January 26, 1972

AN ACT

To amend an act passed February 17th, 1857, entitled "*An act to enable Peter Cooper to found a Scientific Institution in the City of New York,*" and also to amend the act passed March 21st, 1857, entitled "*An act to amend the act entitled 'An act to enable Peter Cooper to found a Scientific Institution in the City of New York', passed February 17th, 1857.*"

[PASSED APRIL 13TH, 1859; THREE-FIFTHS BEING PRESENT.]

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The People of the State of New York, represented in Senate and Assembly, do enact as follows.

SECTION 1. The act passed February seventeenth, eighteen hundred and fifty-seven, entitled "*An act to enable Peter Cooper to found a scientific institution in the city of New York,*" and also the act passed March twenty-first, eighteen hundred and fifty-seven, entitled "*An act to amend the act entitled 'An act to enable Peter Cooper to found a scientific institution in the city of New York', passed February 17th, 1857*", are hereby amended, so that the same shall read as follows:

tab § 2. PETER COOPER¹, of the city of New York, is hereby authorized to convey to the body corporate hereinafter created, that certain block of land situate in the said city, and bounded northerly by Astor Place, easterly by the Third Avenue, southerly by Seventh Street, and westerly by the Fourth Avenue, with the edifice thereon erected, and all and singular the tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining, for the purpose of founding and establishing a public institution in said city for the advancement of science, art, philosophy, and letters, for procuring and maintaining scientific and historical collections, collections of chemical and philosophical apparatus, mechanical and artistic models, books, drawings, pictures and statues, and for cultivating other means of instruction to, for, and upon the uses, intents and purposes, and upon the trusts, and subject to the conditions and restrictions contained in a deed which shall correspond in form to the following, that is to say:

THIS INDENTURE, made and entered into the [REDACTED] day of [REDACTED] in the year one thousand eight hundred and fifty-nine, by and between Peter Cooper, of the city, county and State of New York, and Sarah, his wife, parties hereto of the first part, and "*The Cooper Union for the Advancement of Science and Art,*" a corporation created by and existing under the

The original deed of trust may be found at the Cooper Union Library and Archives. This charter amends the the deed of trust—as such, dates in this document may be inconsistent with those found in other documents.

This section of the charter contains the amended version of the Deed of Trust. It is indented slightly more than the rest of the charter, and any differences are pointed out in numbered sidenotes (e.g. immediately below). There are only three differences: two new paragraphs, and one changed word.

¹ This paragraph was missing from the original Deed of Trust.

Some dates and months are missing from the amended version of the Deed of Trust. They are indicated in light shading here.

laws of the State of New York, party hereunto of the second part, witnesseth that the parties hereto of the first part, for and in consideration of the sum of one dollar, lawful money of the United States, to them in hand paid by the said party hereto of the second part, at or before the ensembling and delivery of these presents, the receipt whereof is hereby acknowledged, and of other good considerations them thereunto moving, have granted, bargained, sold, aliened, remised, released and forever conveyed and confirmed, and by these presents do grant, bargain, sell, alien, remise, release, convey and confirm unto the said party of the second part, and to its successors for ever, all and singular, the block of ground situate, lying and being in the city, county and State aforesaid, and bounded northerly by Astor Place, easterly by Third Avenue, southerly by Seventh Street, and westerly by the Fourth Avenue, together with the building thereon erected, and all and singular the tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues, and profit thereof, and also all the estate, right, title, interest, dower and right of dower, property, possession, claim and demand whatsoever, as well in law as in equity, of the said parties of the first part, of, in or to the above described premises, and every part and parcel thereof, with the appurtenances, to have and to hold, all and singular the above-mentioned and described premises, together with the appurtenances, unto the said party of the second part, and its successors, in trust, nevertheless, and subject to the following conditions and restrictions to, for and upon the following uses, intents, and purposes, and to, for, and upon such other uses, intents, and purposes as are embraced in an act incorporating the party hereto of the second part, passed by the Legislature of the State of New York, the [REDACTED] day of [REDACTED], in the year [REDACTED], and entitled “*An act to amend the act passed February seventeenth, eighteen hundred and fifty-seven, entitled ‘An act to enable Peter Cooper to found a scientific institution in the City of New York,’*” and also to amend the act passed March twenty-first, eighteen hundred and fifty-seven, entitled “*An act to amend the act entitled ‘An act to enable Peter Cooper to found a scientific institution in the City of New York,’ passed February seventeenth, eighteen hundred and fifty-seven,*” or as shall be permitted thereby, and by any acts amendatory thereof: provided only that such other uses, interests, and purposes shall not contravene, or in any way be inconsistent with or opposed to the following specially enumerated restrictions and conditions, uses, intents, and purposes, to, for and upon which the conveyance is specially made, that is to say:

FIRST.—That the above-mentioned and described premises, together with the appurtenances, and the rents, issues, income, and profits thereof, shall be forever devoted to the instruction and improvement of the inhabitants of the United States in practical science and art.

SECOND.—That the management and control of the above-mentioned and described premises, together with the appurtenances, and of any other

property or money at any time to belong to the party of the second part, and the receipt and expenditure of the rents, issues, income and profits thereof, shall be forever committed, subject to the conditions and restrictions herein contained, and to such other conditions and restrictions as are or shall be contained in the aforesaid act of incorporation of the party thereto of the second part, or in any acts amendatory thereof, to a *board of trustees*, which shall consist of not less than seven and not more than fifteen persons; that every succeeding vacancy in said board of trustees shall be filled by the surviving or remaining trustees by ballot; that to elect any person trustee shall require the vote of at least a majority of trustees then in office for such person; and that the oldest lineal male descendant of Peter Cooper shall be a trustee *ex gratia*.

THIRD.—The members of such board of trustees shall hold their offices as such trustees for a term of three years or such longer or additional term or terms as the By-laws may provide; provided that for cause any such member may be removed by order of the Supreme Court of the State of New York, on application of either of the trustees, or a majority of the Council of “*The Associates of The Cooper Union for the Advancement of Science and Art,*” on notice to him of application for such removal; and a trustee may resign his office, and thereupon he shall cease to be a trustee upon the election of his successor.

FOURTH.—The premises above mentioned and described, and the appurtenances, including all future endowments made to the party hereto of the second part, the appropriation of which shall not be specially provided by the parties making the same, and all money and property which shall at any time belong to the party hereto of the second part, and all the rents, income, issues, and profits thereof, shall be devoted to and among the following objects and purposes: the division and appropriation of such rents, income, issues, and profits to and among such objects and purposes being left discretionary with the Board of Trustees provided for as aforesaid, and it being left discretionary with such board when and to what extent they shall carry out any of such objects and purposes, save and excepting that the course of instruction on social and political science, hereinafter provided for, shall have the preference over all the other objects of expenditure specified herein, in case there shall not be means adequate for them all, and shall forever stand pre-eminent among them.

To regular courses of instruction, at night, free to all who shall attend the same, under the general regulations of the trustees, on the application of science to the useful occupations of life, on social and political science, meaning thereby not merely the science of political economy, but the science and philosophy of a just and equitable form of government, based upon the great fundamental law that nations and men should do unto each other as they would be done by, and on such other branches of knowledge as in the opinion of the Board of Trustees will tend to improve and elevate the working classes of the City of New York.

To the support and maintenance of a free reading-room, of galleries of art, and of scientific collections, designed, in the opinion of the Board of Trustees, to improve and instruct those classes of the inhabitants of the City of New York whose occupations are such as to be calculated, in the opinion of the said Board of Trustees, to deprive them of proper recreation and instruction.

To provide and maintain a school for the instruction of respectable females in the arts of design, and, in the discretion of the Board of Trustees, to afford to respectable females instruction in such other art or trade as will tend to furnish them suitable employment.

As soon as, in the opinion of the Board of Trustees, the funds which shall from time to time be at their disposal, will warrant such an expenditure, such funds shall be appropriated to the establishment and maintenance of a thorough polytechnic school; the requirements to admission to which shall be left to the discretion of the said Board of Trustees, and shall be specifically determined by them from time to time; and which school shall, as far as possible, and as soon as possible, be made equal to the best technological schools now established, or hereafter to be established. Until the funds at the disposal of the Board of Trustees shall be sufficient, in the opinion of the said Board of Trustees, for the establishment of such polytechnic school, the said Board of Trustees may furnish with rooms and accommodation for such school, and may assist in the maintenance thereof, the department of public instruction of the City of New York, the Trustees of any college or university, or any other body, individual or individuals.

To provide rooms, in the judgment of the Board of Trustees, suitable for the officers of a society to be organized, as provided in the act hereinbefore specially referred to, and to be called "The Associates of The Cooper Union for the Advancement of Science and Art," and to furnish to such society for its general meetings, on one evening of each week, the great hall of the building, if the council of the said society shall require it so often.

FIFTH. —The above-mentioned and described premises shall be forever subject to the visitation and examination, at all reasonable hours, of the council of the said society so to be organized and to be called "The Associates of The Cooper Union for the Advancement of Science and Art," the terms and conditions of membership of which shall, from time to time, be prescribed by the Board of Trustees of the party of the second part; which said society shall make all rules and regulations for its own conduct and government, subject, however, to the approval of the Board of Trustees of the party hereto of the second part, and shall pay to the said Board of Trustees for the general uses, intents and purposes of the corporation hereby created, hereby and in the said act, and any acts amendatory thereof, provided or to be provided, all fees received on the initiation into said society of the members thereof; and the said Board of Trustees shall consider such suggestions of the council of the said society as shall, from time to time, be communicated to them, and shall adopt such of them as in their judgment may be practicable and expedient, and

calculated to increase the usefulness of the institution herein contemplated.

SIXTH. — Upon the happening of any vacancy in the Board of Trustees above provided for, which is above provided to be filled by election, unless such vacancy shall be filled as herein provided within one year of the time when such vacancy shall occur, the same may be filled at any time before it shall be actually filled by the Board of Trustees, by the said council of the said “The Associates of The Cooper Union for the Advancement of Science and Art,” by election in such manner as may be provided by the by-laws of the said society.

SEVENTH. — Whenever a vacancy shall occur in the said Board of Trustees, to be filled by them by election as above provided, such elections shall be held at a meeting of the said Board of Trustees, on and only on previous notice given at, 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 receiving a number of votes equal to a majority of the trustees then in office shall be the trustee to fill such vacancy, provided that if such person so elected shall decline to act as such trustee, by so declining the vacancy filled by his election shall be deemed to be again created.

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

NINTH. — In the event of the partial destruction of the building now erected upon the above-mentioned and described premises, the injury thereby occasioned shall be repaired by the Board of Trustees. In the event of the entire destruction of said building, the Board of Trustees shall, unless as next hereinafter provided, re-erect a building suitable for the objects and purposes herein above enumerated, with any funds at their disposal, whenever such funds shall be sufficient, in their opinion, for that purpose; and until the funds at their disposal shall be sufficient for that purpose, such funds shall be securely invested in the name of the party hereto of the second part, and the above-mentioned and described premises may be used or disposed of by the Board of Trustees for any temporary purpose calculated to yield the largest income.

TENTH. — In the event of the entire destruction of the building erected upon the above-mentioned and described premises, the Board of Trustees may, at their option, with the consent of the Supreme Court, sell and convey, and they are hereby empowered to sell and convey the said premises, with such consent, and with the proceeds of such sale and conveyance, and any other funds at their disposal, the said party hereto of the second part shall purchase such other premises as shall in their judgment be suitable, and shall thereon erect a building suitable for the objects and purposes hereinbefore

enumerated, and to such premises all the restrictions, provisions and conditions hereof shall apply with like effect as if said premises were the premises herein granted and conveyed as aforesaid.

ELEVENTH.—The party hereto of the second part may buy, sell, exchange, mortgage, let and otherwise use and dispose of its property, or borrow, as the trustees shall deem advisable, provided, however, that the party hereto of the second part is hereby expressly forbidden ever to mortgage the above-mentioned and described premises, or any part thereof, and any mortgage of any of the other property of the party hereto of the second part or loan agreement shall expressly provide that in the event of a default thereunder no deficiency judgment shall be satisfied by a levy against the above-mentioned and described premises or any part thereof.

TWELFTH.—Every trustee of the party of the second part shall be at all times at liberty, in his discretion, freely to publish any matter within his knowledge relating to the institution herein contemplated, or to its management in any respect, including any discussions in the Board of Trustees, and shall fully disclose the same whenever required, either by the Supreme Court, or by either branch of the Legislature. Full minutes shall be kept by the said Board of all their proceedings, and the ayes and noes shall be recorded on any vote on the request of any member. Neither the said Board of Trustees, nor any member thereof, shall in any way take into account any religious tenet or opinion of any professor or teacher, or of any candidate for any office in said institution, on any appointment to or removal from such office, nor of any student applying for admission into said institution, or competing for any of its honors or advantages; nor shall they permit any professor or teacher in said institution to make any discrimination among its students on account of their religious tenets or opinions. And the Board of Trustees, and each member thereof, shall at all times furnish any information in respect to their funds, revenues and proceedings which the Legislature may² require.

In witness whereof, the said parties hereto of the first part have hereunto set their hands and seals the day and year first above written.

PETER COOPER, [L.S.] SARAH COOPER. [L.S.]

In presence of

EDWARD COOPER, SARAH A. HEWITT.

And to, for and upon such other uses, intents and purposes, and upon such other trusts, and subject to such other conditions and restrictions as are hereinafter mentioned³.

§ 3. Peter Cooper, with Edward Cooper, Abram S. Hewitt, Daniel F. Tiemann, Wilson G. Hunt and John E. Parsons, and their successors, shall be and hereby are created and constituted a body corporate, by the name and title of "*The Cooper Union for the Advancement of Science and Art*," the corporate existence of which shall commence when the said Peter Cooper shall convey to it the block of land and edifice above mentioned, and shall continue forever.

² Interestingly, in the original Deed of Trust, this "may" was a "shall".

³ This last paragraph was also missing from the original Deed of Trust. The amended version of the Deed of Trust ends here.

§ 4. The said body corporate shall possess all the powers and privileges of a corporation, as conferred by the laws of the State of New York, and as granted by this act.

§ 5. The corporate powers and privileges conferred upon and granted, and to be granted, to the corporation hereby created, shall be exercised by a *Board of Trustees*, which shall consist at the first of the aforementioned Peter Cooper, Edward Cooper, Abram S. Hewitt, Daniel F. Tiemann, Wilson G. Hunt and John E. Parsons. The term of office of such Trustees, the manner of filling vacancies in the Board of Trustees, the manner and cause of removal, and the resignation of Trustees, and the liability of Trustees, shall be as provided in the aforesaid deed, mentioned in section two of this act. No member of said Board shall receive any pecuniary compensation for his services.

§ 6. The Corporation hereby created is hereby authorized and empowered to execute the trusts and powers mentioned in and intended to be created by the aforesaid deed, set forth in section two of this act; to accept such deed, and to hold the premises and property therein mentioned, including all endowments at any time to be made to the said Corporation, subject to the conditions and restrictions created in said deed; and to, for and upon the uses, intents and purposes therein provided, and for the purposes and to the extent provided in the said deed, the said trusts, powers, conditions, restrictions, uses, intents and purposes are and shall be valid and effectual and shall attach to the said premises and property.

§ 7. The Corporation hereby created, and the Board of Trustees thereof, are hereby authorized and empowered to do and perform all and every act and thing whatever, and to carry out and accomplish all and every trust, intent and purpose provided to be done, carried out or accomplished, in and by the aforesaid deed, in respect to the said Corporation or Board of Trustees; and the said Corporation is hereby also authorized and empowered to receive all and every endowment made to it, and to appropriate the same to the uses, intents and purposes contemplated herein and in the said deed.

§ 8. The Trustees of the Corporation hereby created, may at any time associate with themselves such persons as they shall see fit, as members of the Corporation hereby created, and with such persons, organize a society with the style and title of "*The Associates of The Cooper Union for the Advancement of Science and Art*," the objects and purposes of which shall be the encouragement of science, arts, manufactures and commerce; the bestowal of rewards for such productions, inventions and improvement as tend to the useful employment of the poor, the increase of trade, and the riches and honor of the country; for meritorious works in the various departments of the fine arts; for discoveries, inventions and improvements; and generally, by lectures, papers and discussions thereon, and other suitable means, to assist in the advancement, development, and practical application of every department of science in connection with the arts, manufactures, and commerce of the country. The said society shall consist of the said associates, the graduates of

the institution, hereby incorporated, whose diplomas may include such rights and privileges, and of such other persons as from time to time shall be elected members thereof, always including the members of the Board of Trustees of "The Cooper Union for the Advancement of Science and Art," and all the members of the said society shall, while members thereof, be members of the corporation hereby created. The said Board of Trustees shall, from time to time, prescribe the conditions and terms of membership of the said society, which, subject to the approval of said Board of Trustees, shall make all rules and regulations for its own conduct and government, pass its own by-laws, and prescribe the duties and powers and annual dues of its members and officers, and which said society shall elect its own officers and members, and shall, from its members, annually elect a council, consisting of at least twenty four members of said society, which said council is hereby authorized and empowered to do and perform all and every act and thing whatsoever, by it provided to be done and performed, in and by said deed. The said society shall be inseparably connected with "The Cooper Union for the Advancement of Science and Art," the Trustees whereof shall be entitled and are hereby permitted to receive, and in whom shall vest all property whatsoever, which shall in any way be acquired by, or at any time be granted, conveyed, assigned, devised or bequeathed to the said society, save only the current receipts thereof, which property shall be held by the said Trustees, but in trust, however, for the Corporation hereby created; and which said property, so long as the same shall be so held in trust, may at any time be sold or disposed of by the said Corporation, on the consent of the council of the said society, and of the Trustees of the said Corporation.

§ 9. The Trustees of the Corporation hereby created, may confer degrees and diplomas for proficiency in science, arts, philosophy, or letters.

§ 10. The Trustees of the Corporation hereby created shall, in the month of January, render an annual account, under oath, of all their receipts and expenditures, to the Common Council of the City of New York, "The Associates of The Cooper Union for the Advancement of Science and Art," and to the Legislature of the State.

§ 11. The premises and property mentioned in the said deed, and which shall at any time belong to or be held in trust by the Corporation hereby created, or the Trustees thereof, including all endowments made to it, shall not, nor shall any part thereof, be subject to taxation while the same shall be appropriate to the uses, intents and purposes hereby and in the said deed provided for, provided, however, that all real property acquired and all improvements made thereon, on or after July first, nineteen hundred sixty-nine shall be exempt from taxation only to the extent provided by law for property used for educational purposes.

§ 12. The Supreme Court shall possess and exercise a supervisory power over the Corporation hereby created, and may at any time, on reasonable notice of application thereof to the Board of Trustees, compel from the

Trustees, collectively or individually, a full account of the execution of their trust; and the Trustees shall at any time render a like full account of the execution of their trust, on the request of either branch of the Legislature.

§ 13. All provisions of the act hereby amended, not hereby re-enacted, are hereby repealed.

§ 14. This act shall take effect immediately.

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STATE OF NEW YORK, SECRETARY'S OFFICE.

I have compared the preceding with the original law on file in this office, and do hereby certify that the same is a correct transcript therefrom, and of the whole of said original law.

Given under my hand and seal of office, at the city of Albany, this twenty-third day of April, in the year one thousand eight hundred and fifty-nine.

S. W. MORTON, DEP. SECRETARY OF STATE.