

**CARNEGIE
CORPORATION
OF NEW YORK**

*Charter, Constitution,
and Bylaws*

CARNEGIE CORPORATION OF NEW YORK

Charter

ACT OF INCORPORATION
1911

AN ACT to incorporate Carnegie Corporation of New York.
Became a law June 9, 1911.

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

SECTION 1. Andrew Carnegie, Elihu Root, Henry S. Pritchett, William N. Frew, Robert S. Woodward, Charles L. Taylor, Robert A. Franks, James Bertram and their successors, are hereby constituted a body corporate by the name of Carnegie Corporation of New York, for the purpose of receiving and maintaining a fund or funds and applying the income thereof to promote the advancement and diffusion of knowledge and understanding among the people of the United States, by aiding technical schools, institutions of higher learning, libraries, scientific research, hero funds, useful publications, and by such other agencies and means as shall from time to time be found appropriate therefor.

SECTION 2. The corporation hereby formed shall have power to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation, as to amount or value, except such limitation, if any, as the legislature shall hereafter impose, to convey such property, and to invest and reinvest any principal and deal with and expend the income of the corporation in such manner as the judgment of the trustees will best promote its objects. It shall have all the power and be subject to all the restrictions which now pertain by law to membership corporations so far as the same are applicable thereto and are not inconsistent with the provisions of this act. The persons named in the first section of this act, or a majority of them, shall hold a meeting and organize the corporation and adopt a constitution and bylaws not inconsistent with the constitution and laws of this State. The constitution shall prescribe the qualifications of members, the number of members who shall constitute a quorum for the transaction of business at meetings of the corporation, the number of trustees by whom the business and affairs of the corporation shall be managed; the qualifications, powers, and the manner of selection of the trustees and officers of the corporation, and any other provisions for the management and disposition of the property and regulation of the affairs of the corporation which may be deemed expedient.

SECTION 3. This act shall take effect immediately.

AMENDMENT
1917

AN ACT to further prescribe the powers of the corporation created by chapter two hundred and ninety-seven of the laws of nineteen hundred and eleven under the name of Carnegie Corporation of New York.

Became a law April 23, 1917.

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

SECTION 1. The corporation created by chapter two hundred and ninety-seven of the laws of nineteen hundred and eleven under the name of Carnegie Corporation of New York is hereby empowered to hold and administer any funds given to it for use in Canada or the British colonies for the same purposes in Canada or the British colonies as those to which it is by law authorized to apply its funds in the United States.

SECTION 2. This act shall take effect immediately.

AMENDMENT
1948

AN ACT to prescribe the certain powers of the Carnegie Corporation of New York.

Became a law April 3, 1948.

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

SECTION 1. The corporation created by chapter two hundred ninety-seven of the laws of nineteen hundred eleven under the name of Carnegie Corporation of New York is hereby empowered to use the income for twelve million dollars of its general funds for the same purposes in Canada, the British Colonies or the British Dominions, whether such colonies or dominions attained such status prior to or after the passage of this act, as those to which it is by law authorized to apply its funds in the United States.

SECTION 2. This act shall take effect immediately.

AMENDMENT

1961

AN ACT to prescribe the certain powers of the Carnegie Corporation of New York.
Became a law February 14, 1961

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

SECTION 1. Chapter seven hundred forty-eight of the laws of nineteen hundred forty-eight, entitled “An act to prescribe the certain powers of the Carnegie Corporation of New York,” is hereby amended to read as follows:

1. The corporation created by chapter two hundred ninety-seven of the laws of nineteen hundred eleven under the name of Carnegie Corporation of New York is hereby empowered to use the income from seven and four-tenths per centum of its general funds for the same purposes with respect to the people of Canada and of any other country or territory which was on April third, nineteen hundred forty-eight, a British Dominion or British Colony as the purposes to which it is by law authorized to apply its funds with respect to the people of the United States.

2. As used in this act, the word “Dominion” shall include any country outside the British Isles which was on said date a member of the British Commonwealth of Nations whether or not officially designated as a Dominion, and the word “Colony” shall include any country or territory which was on said date a Crown Colony, Protectorate, Protected State, Settlement or Trust Territory.

3. This act shall take effect immediately.

AMENDMENT*

1970

AN ACT to amend chapter two hundred ninety-seven of the laws of nineteen hundred eleven, entitled “An act to incorporate Carnegie Corporation of New York,” in relation to the powers of, and the provisions of corporate law applicable to, such corporation.
Became a law May 18, 1970.

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

SECTION 1. Section two of chapter two hundred ninety-seven of the laws of nineteen hundred eleven, entitled “An act to incorporate Carnegie Corporation of New York,” is hereby amended to read as follows:

SECTION 2. The corporation hereby formed shall have power to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, for any of its

* EXPLANATION—Matter in *italics* is new; matter in brackets [] is old law to be omitted.

purposes, any property real or personal, without limitation, as to amount or value, except such limitation, if any, as the legislature shall hereafter impose, to convey such property and to invest and reinvest any principal and deal with and expend the income of the corporation in such manner as in the judgment of the trustees will best promote its objects. It shall have all the power and be subject to all the restrictions which [now] pertain [by law] *generally* to [membership] *type B not-for-profit* corporations *under the provisions of the not-for-profit corporation law* so far as the same [are applicable thereto and] are not [inconsistent] *in conflict* with the provisions of this act, *including without limitation the provisions of said law authorizing allocation of realized appreciation of principle to income*. The persons named in the first section of this act, or a majority of them, shall hold a meeting and organize the corporation and adopt a constitution and by-laws not inconsistent with the constitution and laws of this state. The constitution shall prescribe the qualifications of members, the numbers of members who shall constitute a quorum for the transaction of business at meetings of the corporation, the number of trustees by whom the business and affairs of the corporation shall be managed; the qualifications, powers, and the manner of selection of the trustees and officers of the corporation, and any other provisions for the management and disposition of the property and regulation of the affairs of the corporation which may be deemed expedient.

SECTION 3. This act shall take effect September first, nineteen hundred seventy.

Constitution

Adopted, November 10, 1911; *Amended*, December 6, 1913; November 16, 1916; January 16, 1920; November 3, 1920; December 22, 1922; January 11, 1924; November 18, 1926; October 11, 1932; March 21, 1933; December 20, 1934; November 19, 1935; November 17, 1936; May 20, 1943; October 19, 1944; January 18, 1945; January 17, 1946; October 17, 1946, January 16, 1947; May 15, 1947; October 21, 1948; May 19, 1949; November 20, 1951; November 16, 1954; May 19, 1955; May 17, 1956; November 19, 1957; November 18, 1958; March 19, 1970; November 16, 1971; December 16, 1976; October 27, 1977; April 21, 1988; October 8, 1998; February 1, 2000; February 6, 2003; June 9, 2005; March 4, 2010; September 22, 2011

ARTICLE I

*TRUSTEES AND MEMBERS OF THE CORPORATION

SECTION 1. The property of this corporation shall be held, and its affairs shall be managed and controlled, by a board of trustees not to exceed twenty in number.

SECTION 2. The board of trustees shall be constituted as follows: The number of trustees shall be not more than twenty (20), of which one (1) will be an *ex officio* seat occupied by the president of the Corporation. The holders of the term seats shall be elected by the remaining trustees of the corporation to serve for terms of four years or such lesser period as may be specified at the time of election. The duration of terms shall be so scheduled that the number of seats to be filled shall, so far as practicable, be equal in each succeeding year.

SECTION 3. A term trustee shall not serve more than eight consecutive years, except that in accordance with Article IV, Section 3, a trustee may serve additional consecutive years while in the office of chairman. **Unless an alternative date for the start of a term is specified at the time of election**, terms shall be deemed to be completed as of the close of the board meeting immediately after the fourth anniversary of election. Elections to second terms shall be held at the annual meeting before the expiration of the first term.

SECTION 4. Any vacancy in the board of trustees may be filled by the votes of a majority of the remaining trustees. An election to fill such vacancy may be held at any annual meeting without special notice, or at a stated or special meeting (which for this purpose shall constitute also a meeting of members) provided written notice of such meeting and of the intention to conduct an election thereat shall have been personally served upon each member of the board or faxed to him or her at his or her usual address, followed by a mailed notice, at least two weeks prior to such meeting.

SECTION 5. Every person becoming a trustee shall be a member of the corporation during his or her trusteeship.

ARTICLE II

PURPOSE

SECTION 1. This corporation is established for the purpose of receiving and maintaining a fund or funds and applying the income thereof to promote the advancement and diffusion of knowledge and understanding among the people of the United States, by aiding technical schools, institutions of higher learning, libraries, scientific research, hero funds, useful publications, and by such other agencies and means as shall from time to time be found appropriate therefor.

SECTION 2. This corporation is also empowered to use the income from seven and four-tenths percent of its general funds for the same purposes with respect to the people of Canada and any other country or territory which was on April 3, 1948, a British dominion or British colony as the purposes to which it is by law authorized to apply its funds with respect to the people of the United States.

SECTION 3. The word income as used in this Article shall include such realized appreciation of principal as may be allocated by the trustees in accordance with the provisions of the not-for-profit corporation law of the State of New York.

ARTICLE III

QUORUM

Six members of the board of trustees shall constitute a quorum for the transaction of business.

ARTICLE IV

CORPORATE OFFICERS

SECTION 1. The officers of the corporation shall include a chairman and a vice chairman of the board, a president, one or more vice presidents, and a secretary, and may include assistant vice presidents, associate vice presidents, an assistant secretary, an associate secretary, a treasurer, an associate treasurer, and an assistant treasurer.

SECTION 2. The chairman and the vice chairman must be members of the board of trustees, and the president is an *ex officio* member of the board of trustees. Other corporate officers may be members of the board of trustees in the discretion of the trustees.

SECTION 3. The chairman and vice chairman of the board shall be elected at each annual meeting, provided that a trustee may serve in either office for a period of not more than five consecutive years. The other corporate officers shall be appointed by the board to hold office at the pleasure of the board.

SECTION 4. Any two of these offices other than those of chairman and president or of vice chairman and president or of president and secretary may be held by the same person.

SECTION 5. The board may appoint such other corporate officers as it may deem expedient, and the president may make such other appointments as shall be necessary for the proper management and conduct of the affairs of the corporation.

SECTION 6. The president shall be the chief executive officer of the corporation. S/he shall be subject to the control and shall act in accordance with directions of the board of trustees. S/he shall investigate all matters referred to him or her by the board and report thereon. S/he shall have power to make recommendations to the board on his or her own initiative.

SECTION 7. Each vice president shall assist the president in the administration of the affairs of the corporation and shall exercise the powers and perform all the duties of the president with respect to his or her area of responsibility in the absence or incapacity of the president.

There shall be a vice president who is also the chief administrative officer. S/he shall be responsible for managing all support and administrative functions of the corporation and for the maintenance of the accounting records of the corporation. S/he shall perform such other duties as may from time to time be assigned to him or her by the president, the planning and finance committee, or the board of trustees.

There shall be one or more vice presidents, each of whom is also a chief investment officer or a co-chief investment officer. S/he or they shall be responsible for the care and safekeeping of all funds and other property of the corporation, which shall come into his, her or their possession. S/he or they shall perform such other duties as may from time to time be assigned to him, her or them by the president, the investment management committee, or the board of trustees.

There may be associate vice presidents or assistant vice presidents or both as the board of trustees may determine from time to time. Each associate vice president shall perform all the duties of the vice president with respect to his or her area of responsibility in the absence or incapacity of the vice president. If there are no associate vice presidents, each assistant vice president shall perform all the duties of the vice president with respect to his or her area of responsibility in the absence or incapacity of such vice president.

SECTION 8. The secretary shall have charge of records and corporate correspondence, and be custodian of the seal of the corporation. S/he shall perform such other duties as may from time to time be assigned to him or her by the president, the committee on trustees, or the board of trustees.

There may be either an associate secretary or an assistant secretary or both as the board may determine from time to time. The associate secretary shall perform all the duties of the secretary in the absence or incapacity of the secretary. If there is no associate secretary, the assistant secretary shall perform all the duties of the secretary in the absence or incapacity of the secretary.

SECTION 9. There may be a treasurer, an associate treasurer, or an assistant treasurer, or all three as the board of trustees may determine from time to time. The treasurer shall perform such duties as may from time to time be assigned to him or her by the president, the board of trustees, or a standing committee of the board of trustees. The associate treasurer shall perform all the duties of the treasurer in the absence or incapacity of the treasurer. If there is no associate treasurer, the assistant treasurer shall perform all the duties of the treasurer in the absence or incapacity of the treasurer.

ARTICLE V

STANDING COMMITTEES

SECTION 1. There shall be a planning and finance committee which shall consist of the chairman of the board of trustees, the president, and not more than five other members of the board, to be elected by a majority of the entire board of trustees at the annual meeting of the corporation. A chairman of the committee shall be elected annually by the members of the planning and finance committee from its membership. A temporary chairman shall be designated for a particular meeting by the members present when the chairman of the committee is absent. The planning and finance committee shall recommend an annual budget to the board of trustees and shall consider such other matters of administration as the president or the board of trustees may place before it. Three members of the planning and finance committee shall constitute a quorum for transaction of the business of that committee.

SECTION 2. There shall be an investment management committee that shall consist of the chairman of the board of trustees, the president, the chairman of the planning and finance committee, and not more than five other members of the board, to be elected by a majority of the entire board of trustees at the annual meeting of the corporation. A chairman of the committee shall be elected annually by the members of the investment management committee from its membership. A temporary chairman shall be designated for a particular meeting by the members present when the chairman of the committee is absent. The investment management committee shall be responsible for guiding and overseeing investment of the corporation's endowment. It shall consider such other matters of investment policy and administration as the president or the board of trustees may place before it. Three members of the investment management committee shall constitute a quorum for transaction of the business of that committee.

SECTION 3. The board of trustees as a whole shall serve as a program committee of the corporation. It may from time to time establish appropriate subcommittees to familiarize itself with programs of the Corporation and to assist the president and the board in achieving the corporation's overall mission and objectives.

SECTION 4. There shall be a committee on trustees which shall consist of the chairman of the board, the president, and at least four other members of the board of trustees, to be elected by a majority of the entire board of trustees at the annual meeting of the corporation. A chairman of the committee shall be elected annually by the members of the committee on trustees from its membership. A temporary chairman shall be designated for a particular meeting by the members present when the chairman of the committee is absent. Members of the committee shall be elected at each annual meeting on nomination of the chairman of the board of trustees. The committee on trustees shall have primary responsibility for the quality, vitality, and effectiveness of the corporation's board. It shall consider possible new members of the board of trustees to fill vacancies thereon and shall make nominations for the election of trustees in accordance with Article I. It shall also make nominations for the offices of chairman and vice chairman of the board of trustees and for members of the planning and finance committee, investment management committee, and subcommittees of the program committee, in accordance with Article V, Sections 1, 2, and 3. The committee shall also consider such other matters as the president or the board of trustees may place before it. Three members of the committee on trustees shall constitute a quorum for transaction of the business of that committee.

SECTION 5. The board of trustees may appoint alternate members of any standing committee to act as substitute for any absent member or members at meetings of such committee.

SECTION 6. A vacancy occurring in a standing committee may be filled at any meeting of the board of trustees by the election of a member to serve until the following annual meeting.

SECTION 7: There shall be an audit committee which shall consist of the chairman of the board, and not more than six other members of the board, to be elected by a majority of the entire board of trustees at the annual meeting of the corporation. A chairman of the committee shall be elected annually by the members of the audit committee from its membership. A temporary chairman shall be designated for a particular meeting by the members present when the chairman of the committee is absent.

Members of the committee shall be elected at each annual meeting on nomination of the chairman of the board of trustees. The audit committee shall assist the board of trustees with respect to the board's oversight of (1) the selection of the independent auditors and approval of the fees to conduct the annual audit of the Corporation's financial records; (2) the quality and integrity of the Corporation's financial statements; (3) the Corporation's compliance with legal and regulatory requirements; (4) the independent auditors' qualifications and independence; and (5) the performance of the Corporation's internal accounting function and independent auditors. The committee shall also consider such other matters as the board of trustees may place before it. Three members of the audit committee shall constitute a quorum for transaction of the business of that committee.

ARTICLE VI

SPECIAL COMMITTEES

SECTION I. When the office of president may have become or is to become vacant, a special committee on presidential selection shall be appointed by the chairman and shall present its findings to the board of trustees for action.

SECTION 2. Other special committees may be created from time to time, with their responsibilities and powers specified, by the board of trustees. Unless the board of trustees makes other provisions, the chairman of the board of trustees shall appoint the members of such committees.

ARTICLE VII

SEAL

The seal of the corporation shall have inscribed thereon the following words and figures: "Carnegie Corporation of New York, 1911."

ARTICLE VIII

AMENDMENT

This constitution may be amended at any meeting of the board of trustees by the affirmative vote or written assent of two-thirds of the entire board of trustees, provided written notice of the proposal to amend shall have been served personally upon or mailed to the usual address of each member of the board of trustees at least two weeks prior to such meeting.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify its trustees and officers to the fullest extent provided by the New York Not-for-Profit Corporation Law and, except as provided in that law, the corporation is authorized to provide additional indemnification pursuant to agreement, resolution of the board of trustees, or provision of the constitution or bylaws of the corporation.

CARNEGIE CORPORATION
OF NEW YORK

Bylaws

Adopted, November 10, 1911; *Amended*, January 16, 1920; November 16, 1922; March 19, 1926; April 18, 1929; October 11, 1932; May 18, 1933; November 19, 1935; November 17, 1936; May 20, 1943; May 15, 1947; October 21, 1948; May 19, 1949; May 17, 1956; November 16, 1971; October 27, 1977; April 8, 1982; October 8, 1998; September 30, 2004

ARTICLE I

MEETINGS

SECTION I. The principal office of the corporation shall be in the City of New York.

SECTION 2. The annual meeting of the board of trustees shall be held on the first Thursday in December in each year, unless otherwise arranged by the board of trustees. Such annual meeting shall also be the annual meeting of members.

SECTION 3. Stated meetings of the board of trustees shall be held at such times and places as the board shall prescribe.

SECTION 4. Special meetings of the board of trustees may be held at the call of the chairman or upon the written request of four members.

SECTION 5. Notice of meetings shall be given by facsimile transmission or by mailing the same to the usual address of each member of the board of trustees as it appears upon the books of the Corporation, not less than ten days prior to the time of the meeting. Such notice may be waived by written waiver signed by all of the members of the board of trustees.

SECTION 6. Participation by one or more trustees by means of video or telephone conference, or any similar method allowing all persons participating in the meeting of the trustees, or of any committee thereof, to hear each other at the same time shall constitute presence at such meeting.

ARTICLE II

COMMITTEES

The standing committees of the board shall be provided with appropriate staff to keep records of their proceedings and report the same to the board of trustees at each succeeding meeting. These records shall be in the custody of the secretary.

ARTICLE III

CHIEF ADMINISTRATIVE OFFICER

SECTION 1. The chief administrative officer shall be generally responsible for the disbursement of all moneys.

SECTION 2. S/he shall enter, or cause to be entered, in proper books of account, full and accurate accounts of all moneys received and paid out on account of the Corporation. S/he shall, at all reasonable times, exhibit his or her books and accounts to any trustee of the Corporation upon application at the office of the corporation during business hours. S/he shall render a statement of his/her accounts to the board of trustees or to the planning and finance committee as may be required.

SECTION 3. S/he shall be responsible for the presentation of a full annual financial statement, audited by a public accountant as provided in Article IV, to the planning and finance committee, and to the board of trustees at the annual meeting.

SECTION 4. S/he shall perform all acts incident to the position of chief administrative officer and may be required to give bond for the faithful discharge of his/her duties in such sum as the planning and finance committee may require.

ARTICLE IV

FINANCIAL ADMINISTRATION

SECTION 1. The fiscal year of the corporation shall commence on the first day of October in each year.

SECTION 2. The planning and finance committee, at least two months prior to the annual meeting in each year, shall select a skilled public accountant to audit the accounts of the corporation, and shall cause to be submitted to the annual meeting of the board of trustees a full financial statement which shall include the income and expenses of the last preceding fiscal year.

SECTION 3. The securities of the corporation and evidences of property shall be deposited in such safe deposit or other corporation and under such safeguards as the board of trustees or the investment management committee shall designate. Only persons designated for that purpose by the board of trustees or the investment management committee shall have access to securities on the part of the corporation.

SECTION 4. The board of trustees or the planning and finance committee shall provide for the signing of checks or other disbursement orders by such one or more officers or agents as may be deemed advisable.

ARTICLE V

COMPENSATION OF OFFICERS

The board of trustees shall fix the salary of any officer of the corporation. Either the board of trustees or the planning and finance committee shall fix the other elements of compensation of any officer of the corporation.

ARTICLE VI

AMENDMENT

These bylaws may be amended at any duly convened meeting of the board of trustees by a two-thirds vote of the entire board of trustees.

ARTICLE VII

RULES OF ORDER

The rules contained in "Robert's Rules of Order" shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the constitution and bylaws or special provisions of the corporation.

Board of Trustees

A committee of trustees was appointed in 1971 to study the structure and functions of the board and its committees. After reviewing the committee's report, the trustees asked that a part of it be cast in the form of a resolution, and the following action was taken by the board at its meeting on November 16, 1971. This resolution was reaffirmed by the board of trustees in its meeting of January 8, 1998.

RESOLVED: That a primary responsibility of the board of trustees of Carnegie Corporation of New York is to focus its attention on the effectiveness of the Corporation's program as a whole, from a policy standpoint. While retaining final grant-making authority, the board should play a greater role in setting, reviewing, and revising the broad objectives of the Corporation than in scrutinizing individual proposals for grants. It should be concerned with the distribution of the Corporation's resources among the general areas of philanthropy chosen by the Corporation at any time, and with the question of whether those areas are of critical and continuing importance in the society.

The board should consider from time to time whether new areas should be entered and work in old areas be discontinued. It should stimulate responsiveness to significant new trends and should foster a critical spirit in relation to activities that should be modified in major ways or that should be dropped. The board needs not only to understand the general directions of the Corporation's program at any point, but also to be aware of contemplated changes of direction well before they occur so that its judgment about these changes can be exercised in a broader context than that of a particular grant proposal being considered.

Within the broad guidelines laid down, the board should consider how effective are the Corporation's programs and what are their overall effects. It should be concerned with evaluation of results achieved by grants compared with their generally visualized objectives.

A proper and essential role of the board is to advise and support the president and staff in those areas where the more detached point of view and more diverse experience of trustees can add something to the in-depth analysis and specialized expertise of the staff.