

Charter of Hamilton College

GRANTED THE 26TH DAY OF MAY 1812

BY THE REGENTS OF THE UNIVERSITY OF THE STATE OF NEW YORK

WHEREAS the Trustees of Hamilton Oneida Academy, in conjunction with many of the citizens of the Western District of this State, have, by their petition, made known to us, that they the said applicants were minded to found a College, by engrafting the same on the said Academy, at or near the scite of said Academy, in the Town of Paris, in the County of Oneida, and have signified to us, that the name thereof shall be "HAMILTON COLLEGE," and have proposed to us the twenty four persons hereafter named, for the first Trustees of the said College; AND WHEREAS it satisfactorily appears that funds are procured and provided, towards the support of said College, to the amount of fifty thousand dollars, and we having approved thereof, and it appearing to us, that the funds intended by the said applicants, for the use of the said College, are as duly and sufficiently secured and vested for that purpose as is requisite, and that the founding of the said College cannot be farther completed before the said Trustees are incorporated:

THEREFORE, in virtue of the power in us vested by law, WE have granted and declared, and by these presents do grant and declare, that a College, for the instruction and education of youth, in the learned languages and liberal arts and Sciences, shall be and hereby is founded and established in the said Town; that the Trustees of the said College shall always be twenty four in number; and that Henry Huntington, George Brayton, Morris S. Miller, Nathan Williams, James S. Kip, James Carnahan, Jedediah Sanger, Joseph Kirkland, John H. Lothrop, Thomas R. Gold, Jonas Platt, James Eells, Asahel S. Norton, Ephraim Hart, William Hotchkiss, Joel Bristol, Henry McNiel, Peter Smith, Dirick Lansing, Jasper Hopper, Obadiah German, Arunah Metcalf, Simeon Ford, and Walter Fish shall be the present Trustees; and that the said Trustees and their successors shall be a body corporate and politic, by the name of "THE TRUSTEES OF HAMILTON COLLEGE," and shall have perpetual succession, and be capable to sue and be sued, and to purchase, take, hold, enjoy and have lands, messuages, tenements, hereditaments, and real Estate whatsoever, in fee simple, or for term of life, or lives, or years, or in any other manner howsoever; and also goods, chattels, books, monies, annuities, and all other things of what nature or kind soever, provided, always, the clear yearly value of such real estate, do not exceed the sum of thirteen thousand, three hundred and thirty three dollars, and one third of a dollar, lawful money of the United States; and also to appoint a President and Professors and Tutors to have the immediate care of the education and government of the students, who shall be sent to and admitted into the said College, for instruction and education, according to such ordinances, rules and orders, as shall be made by the said Trustees; and also to appoint a Treasurer and Clerk, and all other needful officers and ministers, and assign to them their respective business and duties; and also, from time to time, to make such ordinances, rules and orders, for the management and disposition of the lands and other real Estate, and of the chattels and monies, and other property, at any time held or possessed by them, the said Trustees, for the use of the said College; and for the more orderly and conveniently performing and executing the trusts and authorities hereby granted and committed to them, as they, the said Trustees shall deem most fit and beneficial; and also all such ordinances, rules and orders directing and appointing what books shall be publicly read and taught in the said College, and for the better government of the said College, and of the President, professors, tutors and students thereof, as they the

said Trustees think best for the general good of the same; provided that no ordinance, rule or order to be made by the said Trustees, nor shall the appointment of a President, or of any professor or tutor, in the said College, nor of a treasurer or Clerk, or any Officer or minister, have any force or validity, unless the same shall be agreed to by the major part of any thirteen or more of them the said Trustees convened and met together; and provided farther, that no such ordinance, rule or order, shall be repugnant to the laws of this State, or the laws of the United States; neither shall any of them extend to exclude any person of any religious denomination whatever from equal liberty and advantage of education, or from any of the degrees, liberties, privileges, benefits, or immunities of the said College, on account of his particular tenets, in religion; and provided, also, every such ordinance, rule or order, whereby the punishment of expulsion, suspension, degradation or public confession, shall be inflicted on any student, shall be put in execution, only by such major part of any thirteen or more of the said Trustees; that the President of the said College, shall hold his office for and during his good behavior; but that all professors and tutors, and every treasurer and Clerk, and all other Officers and ministers, shall hold their respective Offices, at the will and pleasure of the said Trustees; that there shall be two meetings of the said Trustees in the said Town, in every year, on such days and at such place, as the said Trustees shall by ordinances to be by them, from time to time made in that behalf, appoint, to be denominated stated meetings; and until the said Trustees shall have made an ordinance appointing the days and place of such stated meetings, the same shall be held on the last Tuesdays in May, and on the last Tuesdays in September, and in the building hitherto called the Academy; that when any special meeting of the said Trustees shall be deemed necessary, the senior Trustee, then residing in the said Town, and taking upon himself the exercise of the Office, shall, on application for that purpose, in writing, under the hands of any five, or more, of the said Trustees, appoint a time for such special meeting, at some convenient place in the said Town, and cause due notice thereof to be given, by advertising the same, in one or more of the public news-papers, printed in Utica, at least twenty days before such meeting; and at such meeting such senior Trustee, before entering on any business, shall certify such notification to the Trustees then met; that whenever the said Trustees shall be met together, at any meeting, the Senior Trustee then present, shall preside at such meeting; that the seniority, intended in these two several cases, shall be determined according to the order in which the said Trustees are herein named, and shall be hereafter elected: That the said Trustees may, by the President of the said College, or any other person by them authorized and appointed, give and grant any such degree and degrees, to all such persons thought by them worthy thereof, as are known to and usually granted by any University or College in Europe; that the said Trustees shall and may have a common seal, under which they shall and may pass all grants, diplomas, and all other writings whatsoever requisite or convenient to pass under such seal, and which shall be engraven in such form, and with such devices and inscription as shall be agreed upon by the said Trustees, and to alter the same at their pleasure; and, finally, that the said Trustees and their successors, for ever shall enjoy all the corporate rights and privileges which we are empowered to grant.

IN TESTIMONY whereof, we have caused our common Seal to be affixed to these presents, the twenty sixth day of May, in the thirty sixth year of the Independence of the United States, 1812.

DANIEL D. TOMPKINS

Chancellor of the University
of the State of New York

Fr: Bloodgood. Secretary

UNIVERSITY OF THE STATE OF NEW YORK
BY THE REGENTS OF THE UNIVERSITY OF THE STATE OF NEW YORK

An Ordinance to amend the Charter of Hamilton College.

An application having been made to the said Regents, by the TRUSTEES OF HAMILTON COLLEGE, for an amendment of the Charter of the said College, in order to provide for the election of four additional Trustees by the Alumni thereof, and it appearing that due public notice of the said application has been given as required by the ordinance of the said Regents in that behalf, and no objection thereto having been presented.

Now therefore be it known, that the said Regents of the University, by virtue of the authority in them by law vested, do ordain, determine and declare, that the Charter of Hamilton College be and the same is hereby amended as follows:— subject, however, to the power of the said Regents, at any time hereafter, on cause satisfactory to them, to alter, amend or repeal this Ordinance.

Section I. On the day preceding the next annual Commencement of Hamilton College, at twelve o'clock noon, an election shall be held in the Chapel of the College or at such place in the village of Clinton as the Trustees of the College may designate, to choose four additional Trustees of said College, which Trustees, when duly chosen, shall possess the same powers and perform the same duties as the other Trustees of the College. Such election shall be by ballot, and every graduate of the College of at least three years' standing, shall be entitled to vote at such election. No person shall be elected as one of the said additional Trustees unless he be a graduate of the College of at least ten years' standing. Immediately after the election, the Trustees so chosen, shall be so classified by lot, that the term of office of one of them shall expire with the close of Commencement day of the year after such election—the second in two years, the third in three years, the fourth in four years after such first-named Commencement day.

Section II. On the day preceding each subsequent Commencement day an election shall be held to choose one Trustee to fill the place of the person whose term of office is about to expire. The person so chosen shall hold his office for the term of four years, and all the provisions of the first section of this ordinance relating to the qualification of voters and eligibility of candidates, and the time, place and manner of holding the election, shall be applicable to all such elections.

Section III. The Trustees of the College shall appoint Inspectors of all elections, and may prescribe such rules and regulations as they may deem proper for conducting the same, and for canvassing the votes and declaring the result. They shall also provide for the classification of the Trustees to be elected in pursuance of the first section of this Ordinance.

Section IV. Thirteen Trustees, regularly convened, shall hereafter constitute a quorum of the Board.

IN WITNESS WHEREOF, the said Regents have caused their Common Seal to be hereunto affixed, and their Chancellor and Secretary to subscribe their names, this *fourteenth day of January* in the year one thousand eight hundred and *seventy-five*.

(Signed) JOHN V. L. PRUYN
Chancellor of the University

S. B. WOOLWORTH
Secretary

(SEAL)

UNIVERSITY OF THE STATE OF NEW YORK

AMENDMENT TO THE CHARTER OF HAMILTON COLLEGE

Having received a petition made in conformity to law and being satisfied that public interest will be promoted by such action the Regents by virtue of the authority conferred on them hereby amend the charter of HAMILTON COLLEGE as follows:

Beginning in line 4 of page 44 of volume 2 of the Minutes of the Regents of the University, strike out the words: "provided, always, the clear yearly value of such real estate do not exceed the Sum of Thirteen Thousand, three hundred and thirty three dollars and one third of a dollar lawful money of the United States."

Also beginning in line 5 of page 46 of volume 2 of the Minutes of the Regents of the University above referred to strike out the words: "every such ordinance, rule, or order, whereby the punishment of expulsion, suspension, degradation, or publick confession, shall be inflicted on any student, shall be put in execution, only by such major part of any thirteen or more of the said Trustees;" and substitute therefor the words: "that the general government and discipline of the under graduates shall be committed to the president and faculty, subject to the review and control of the Board of Trustees at its judgement, and that the report of any important action hereunder shall constitute a part of the annual report of the president and the Board."

Also beginning in line 6 of page 47 of volume 2 of the Minutes of the Regents above referred to strike out the following: "when any special meeting of the said Trustees, shall be deemed necessary, the Senior Trustee, then residing, in the said Town, and taking upon himself the exercise of the office, shall, on application for that purpose, in writing, under the hands of any five, or more, of the said trustees, appoint a time for such special meeting, at some convenient place, in the said Town and cause due notice thereof to be given, by advertising the same, in one or more of the publick news-papers, printed, in Utica, at least twenty days before such meeting; and at such meeting such senior Trustee, before entering on any business, shall certify such notification to the Trustees then met; that whenever the said Trustees shall be met together, at any meeting, the Senior Trustee, then present, shall preside, at such meeting; that the Seniority, intended in these two several cases, shall be determined, according to the order, in which the said Trustees are herein named, and shall be hereafter elected:"

And substitute therefor the following: "a special meeting of the said trustees may be called by the executive committee or by the chairman or the secretary of the Board, on request to either of these officers signed by any five members of the Board; that the call for such meeting shall be notified to each trustee at least ten days in advance of the time set; that the chairman of the Board shall be any one of its members elected to that office for a term of two years:"

Also add to the charter the following clause: "that the trustees elected by the graduates shall hold office for four years; and that the trustees elected by the Board in or after October, 1903, shall each hold office for a term of seven years."

IN WITNESS WHEREOF the Regents grant this charter no. 1661 under seal of the University, at the capitol in Albany, April 26, 1904.

(Signed)

A.S. DRAPER
Commissioner of Education

(SEAL)

Recorded and took effect 6 p.m., April 26, 1904

THE UNIVERSITY OF THE STATE OF NEW YORK
AMENDMENT TO THE CHARTER OF HAMILTON COLLEGE

THIS INSTRUMENT WITNESSETH That the Regents of the University of the State of New York have amended the charter of Hamilton College, located in the Town of Kirkland (formerly the Town of Paris), County of Oneida, State of New York, which charter was granted by the Regents of The University of the State of New York on May 26, 1812, and amended by them on January 14, 1875, and again on April 26, 1904, to provide as follows:

That the president of said College and all professors, tutors, treasurer, clerk, and other officers and ministers shall hold their respective offices at the will and pleasure of the said trustees.

That the board of trustees hereafter shall consist of twenty-eight members, twenty-one of whom shall be elected by the board for terms of seven years each and seven of whom shall be elected by the alumni council of the College for terms of seven years each, except that the trustees heretofore elected by the board shall complete their terms respectively and may be re-elected for terms of seven years each although the number of trustees elected by the board exceed twenty one. The four alumni trustees heretofore elected for terms of four years each shall complete their terms respectively and their successors shall be elected for terms of seven years each. The three remaining alumni trustees shall be elected as vacancies occur in the board of trustees, by the death, resignation or failure to qualify of a trustee elected by the board, for such period so that the term of each shall not expire in the same year as that of any other alumni trustee. Their successors shall be elected for terms of seven years each. The alumni council on behalf of the whole alumni body, by a majority vote, shall elect the alumni trustees. The time and place of holding such election shall be determined by the alumni council. Should an alumni trustee die or resign prior to the expiration of his term, his successor shall be elected for the balance of such term. Should a trustee elected by the board die or resign prior to the expiration of his term, and the number of trustees elected by the board, including his successor, does not exceed twenty-one, said successor shall be elected for a term of seven years.

GRANTED February 16, 1940 by the Regents of the
University of the State of New York executed under their
seal and recorded in their office. Number 4599

(SEAL)

Thomas J. Mangan
Chancellor

FRANK P. GRAVES
President of the University
and
Commissioner of Education

[Charter Amendment—May 17, 1946]

THE UNIVERSITY OF THE STATE OF NEW YORK
AMENDMENT TO CHARTER OF HAMILTON COLLEGE

THIS INSTRUMENT WITNESSETH That the Regents of the University of the State of New York have amended the charter of Hamilton College, located in the Town of Kirkland (formerly the town of Paris), county of Oneida, State of New York,—which charter was granted by the Regents on May 26, 1812, and amended by them on January 14, 1875, April 26, 1904, and February 16, 1940— to provide as follows:

That the President of said College and all professors, tutors, Treasurer, Clerk and other officers and ministers shall hold their respective offices at the will and pleasure of the said trustees. That the board of trustees hereafter shall consist of 28 members, 16 of whom, including the president, shall be elected by the board and shall be known as charter trustees and 12 of whom shall be elected by the alumni council of the college and shall be known as alumni trustees, except, however, that the trustees heretofore elected by the board may complete their present terms and be reelected by the board, and the alumni trustees heretofore elected may complete their present terms. The five additional alumni trustees, as provided by this amendment, shall be elected by the alumni council to fill alternate vacancies in the trusteeships which have heretofore been subject to election by the board of trustees, provided such vacancies occur by reason of death, resignation, failure to reelect or failure to qualify, until 12 alumni trustees have been elected. The terms of all trustees hereafter elected or reelected shall be for six years with the following limitation, namely, that their terms shall expire on the 30th day of June of each year, that the first term for which each alumni trustee hereafter is to be elected shall be so arranged by the alumni council that as nearly as practicable the terms of two of the 12 alumni trustees shall expire each year, and that the term of the president as trustee shall coincide with his term as president. Should a charter trustee or an alumni trustee hereafter elected die or resign prior to the expiration of his term, his successor shall be elected for the balance of his term only. The alumni council on behalf of the whole alumni body, by a majority vote, shall elect alumni trustees. The time and place of such election shall be determined by the alumni council.

GRANTED May 17, 1946 by the Regents of the University
of the State of New York executed under their seal and
recorded in their office. Number 5225

William J. Wallin
Chancellor
(SEAL)

GEORGE STODDARD
President of the University
and
Commissioner of Education

[Charter Amendment—April 28, 1972]

THE
UNIVERSITY OF THE STATE OF NEW YORK
EDUCATION DEPARTMENT
AMENDMENT TO CHARTER
THE TRUSTEES OF HAMILTON COLLEGE

THIS INSTRUMENT WITNESSETH That the Regents of The University of the State of New York have amended the charter of The Trustees of Hamilton College, located in the towns of Kirkland and Westmoreland, county of Oneida, State of New York, which was incorporated by the Regents of the State of New York on May 26, 1812, such charter having thereafter been amended by the Board of Regents on January 14, 1875, April 26, 1904, February 16, 1940, and May 17, 1946, to read as follows:

1. The name of the corporation is "THE TRUSTEES OF HAMILTON COLLEGE."
2. The purpose of the corporation is to operate and maintain an institution of higher education for the instruction and education of men in the liberal arts and sciences leading to the awarding of the degrees of bachelor of arts (B.A.) and bachelor of science (B.S.).
3. The corporation shall also have authority to grant such honorary degrees as may from time to time be authorized by the Board of Regents.
4. The corporation shall have power and authority, with or without consideration therefore, to lend money to Kirkland College, an educational corporation chartered by the Regents of The University of the State of New York, and located in the town of Kirkland, county of Oneida, State of New York, to transfer any real or personal property of the corporation to said Kirkland College, and to guarantee obligations of said Kirkland College.
5. The corporation is a nonstock corporation organized and operated exclusively for educational purposes, and no part of the net earnings of the corporation shall inure to the benefit of any individual, and no officer, member or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operation thereof, except reasonable compensation for services. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.
In the event of the dissolution of the corporation, subject to the approval of the Regents of The University of the State of New York and the Supreme Court of the State of New York, all the property and assets of the corporation shall be distributed to such other nonprofit educational institutions or organizations as shall be determined by the board of trustees of the corporation; and no dividend or other distribution shall be paid to any member, trustee, officer or employee of the corporation or to any person having a personal and private interest in the activities of the corporation.
6. The institution to be maintained by the corporation shall be located in the towns of Kirkland and Westmoreland in the county of Oneida and State of New York.

7. The number of trustees shall be 28, but the board of trustees shall have power by vote of two-thirds of all the members of the board to change the number of trustees at any time to be not more than 28 nor less than 5. The trustees who are in office at the time this amended charter takes effect shall continue in office as trustees until the expiration of the terms of office for which they are then serving. The board shall have power to adopt Bylaws, including therein provisions determining the method or methods of election and the terms of office of trustees.
8. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

GRANTED April 28, 1972, by the Board of Regents of
The University of the State of New York and executed
under the seal of said University and recorded as
Number 10,772

Joseph W. McGovern
Chancellor
(SEAL)

EWALD NYQUIST
President of the University
and
Commissioner of Education

[Charter Amendment—January 26, 1977]

THE
UNIVERSITY OF THE STATE OF NEW YORK
AMENDMENT TO THE CHARTER
THE TRUSTEES OF HAMILTON COLLEGE

THIS INSTRUMENT WITNESSETH That the Regents of The University of the State of New York have amended the charter of The Trustees of Hamilton College, located in the towns of Kirkland and Westmoreland, county of Oneida, State of New York, which was incorporated by the Regents of The University of the State of New York on May 26, 1812, such charter having thereafter been amended by the Board of Regents on January 14, 1875, April 26, 1904, February 16, 1940, and May 17, 1946, and which was amended, in its entirety, by the Regents on April 28, 1972, by changing the first sentence of paragraph 7 thereof to read as follows:

7. The number of trustees shall be 36, but the board of trustees shall have power by vote of two-thirds of all the members of the board to change the number of trustees at any time to be not more than 36 nor less than 18.

GRANTED January 26, 1977 by the Board of Regents of
The University of the State of New York and executed
under the seal of said University and recorded as
Number 15,332.

Theodore M. Black
Chancellor

(SEAL)

EWALD NYQUIST
President of the University
and
Commissioner of Education

THE UNIVERSITY OF THE STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
OFFICE OF THE PRESIDENT OF THE UNIVERSITY
AND COMMISSIONER OF EDUCATION
ALBANY, NEW YORK 12234

February 16, 1978

Dear President Carovano:

Deputy Commissioner DePuy forwarded to me your letter of February 8 to him concerning the amendment of the charter of Hamilton College to provide for the admission of female students.

Based upon the information contained in your letter and the information submitted previously in connection with the petition of the Trustees of Kirkland College to dissolve that corporation, and the accompanying resolution adopted by more than three-fourths of the Trustees of Hamilton College approving the deletion of the single sex limitation in this charter of Hamilton College, I find that the provisions of Regents Rule 3.28 have been met in substance and I approve the college's plan for the admission of female students.

Sincerely,

(SIGNED) Gordon M. Ambach

Mr. J. Martin Carovano
President
Hamilton College
Clinton, New York 13323

MEMORANDUM WITH REFERENCE TO CHARTER OF
HAMILTON COLLEGE AS AMENDED

The original Charter, adopted in 1812, provided for twenty-four trustees, who were named in the document. The Charter made no reference to the terms of office of the trustees and did not provide a method for designating successors. It appears that trustee appointments were assumed to be effective for life or until resignation and that the trustees had exclusive authority to appoint members to their own ranks.

In 1875 the Charter was amended to provide for four additional trustees to be elected by the graduates for terms of four years.

An amendment approved by the Regents in 1904 provided several important changes. The terms of trustees elected by the Board were fixed at seven years and there was confirmation of the previous provision that the trustees elected by the graduates should hold office for four years.

The 1904 amendment repealed the provision of the original Charter that the College was prohibited from acquiring real estate with a yearly value in excess of \$13,333.33. The same amendment repealed the earlier clause which vested disciplinary authority over the students directly in the hands of the trustees and provided instead: "that the general government and discipline of the under graduates shall be committed to the president and faculty, subject to the review and control of the Board of Trustees at its judgement, and that the report of any important action hereunder shall constitute a part of the annual report of the president and the Board."

The first reference to the Chairman of the Board appears in the amendment of 1904, which provides that the Chairman of the Board may be any one of its members elected to that office for a term of two years. The amendment of 1904 also states the first explicit provision for special meetings of the Board.

The amendments of 1940 and 1946 paid special attention to the composition of the Board and the mechanism of trustee election. The amendment of 1940 specified a Board of twenty-eight members, with twenty-one members elected by the Board for terms of seven years and seven by the Alumni Council for terms of seven years. The amendment of 1946 reduced the number of trustees elected by the Board to sixteen and increased the number elected by the Alumni Council to twelve. The terms of all trustees were reduced from seven to six years. The 1946 amendment also provided that the president should be one of the sixteen charter trustees.

The charter amendment of 1972 is a briefly stated replacement charter without many of the detailed provisions found in the original charter and prior amendments thereto. The 1972 amendment does, however, contain an important new provision, which authorizes Hamilton College to lend money to Kirkland College, to transfer property to Kirkland, and to guarantee its obligations.

Under the provisions of the amended and restated Charter of 1972 it was necessary for the trustees to adopt a completely new set of Bylaws. Under the new arrangements the composition, functions, and organization of the Board are described in the by-laws. One important new provision, which reflects the concurrent actions of the Alumni Council, The Society of Alumni, and the Board, specifies four-year terms for Alumni Trustees and election by The Society of Alumni.

The Charter amendment of 1977 increased the size of the Board to 36 members.

Finally, under the provisions of Regents Rule 3.28, paragraph 2 of the Charter was amended effective February 16, 1978, enabling the College to admit and award degrees to women.