THE CHARTER OF 1902

(Chapter 196 of the Laws of 1902)

Section 1. **Change of Name.** The name of the corporation Chautauqua assembly is changed to Chautauqua Institution. Said corporation is designated as Chautauqua.

Section 2. **Purpose and Object.** The purpose and object of said corporation shall be to promote the intellectual, social, physical, moral and religious welfare of the people. To this end it may hold meetings and provide for recreation, instruction, health and comfort on its grounds at Chautauqua; conduct schools and classes; maintain libraries, museums, reading and study clubs and other agencies for home education; publish books and serials and do such other things as are needful or proper to further its general purpose.

Section 3. **Consolidation.** All debts and liabilities and all papers, records and other property (including the right to receive any gift, devise or bequest now or hereafter made) of Chautauqua university, a corporation chartered by chapter one hundred and forty-eight of the laws of eighteen hundred and eighty-three, and of the Chautauqua school of theology, a corporation chartered by chapter sixty-three of the laws of eighteen hundred and eighty-one, both of which corporations are by chapters three hundred and eighty-seven and three hundred and eighty-eight, laws of eighteen hundred and eighty-five, now under the sole control of the same trustees as said corporation Chautauqua assembly, are herby transferred to the corporation Chautauqua, and the existence of said Chautauqua university and hereby terminated and their work is made an integral part of the work of Chautauqua.

Section 4. **Members.** The members of the Chautauqua shall be

First. The persons named in the original and supplemental certificate of corporation who are now living.

Second. All persons being the owners by deed or being lessees of one or more lots or sections of a lot forming a part of the property now owned or hereafter acquired by Chautauqua Institution for institution purposes. Where a deed or lease is held by more than one person, there shall be but one member representing such property, such member to be designated and elected by persons holding or owning said deed or lease. To qualify as a voter at any election by property owners, the designated member must file with the secretary of Chautauqua institution a written designation signed by the majority, in interest, of the persons owning the property, in question.

Third. All persons who shall be elected such members by the trustees.

Section 5. **Trustees.** The government and control of said corporation shall be vested, as heretofore, in twenty-four trustees. The provisions of the general corporation law and the membership corporation law not inconsistent with this act relating to directors and boards of directors shall apply to said trustees. The persons now acting as trustees shall be trustees for the terms for which they were respectively chosen except as such terms may be limited under section seven of this act, and until their successors are elected. Those whose terms have expired shall be trustees until their successors are elected. The trustees shall be divided into class A consisting of twenty trustees who shall be elected by the trustees, and class B consisting of four trustees who shall be elected by members of the corporation. The term of office shall be four years and shall begin October first next following the election. Five of class A and one of class B shall be elected each year after nineteen hundred and two. No person shall be eligible as a trustee in class B unless he or she is the owner by deed or the lessee of a lot or interest in, or part of a lot forming a part of property now owned or hereafter acquired by Chautauqua institution for institution purposes.

Section 6. **Election of trustees of class A.** The trustees shall in August nineteen hundred and two, elect eight trustees of class A. The terms of office of all trustees which have expired before or shall expire in January, nineteen hundred and three, under the existing by-laws shall terminate on October first, nineteen hundred and two. The trustees shall annually thereafter, at such time and place as they may from time to time appoint, elect by ballot five trustees of class A.

Section 7. **Election of trustees of class B.** The annual meeting of the members of the corporation specified in subdivision 2 of section four of this act for the election of trustees of class B, shall be held at such time and day within the period July 1 through August 21 in each year on the corporate grounds at Chautauqua, New York, as provided by the by-laws of the corporation. At such meeting in the year, four trustees shall be elected by ballot by those members of the corporation who are owners of a deed or lease of lots as provided in subdivision 2 of section four of this act, one to serve for one year, one for two years, one for three years, and one for four years. At each annual meeting thereafter one trustee shall be elected by ballot in the place of the trustee whose term of office shall expire that year. In case of a vacancy in class B such vacancy may be filled until the next annual meeting by the majority of the trustees of said class designating the person to fill such vacancy by a writing signed by them and filed in the office of the corporation at Chautauqua. At said annual meeting a trustee shall be elected for the remainder of the unexpired term. At such annual meetings of owners of leases or deeds, the members present shall constitute a quorum and a plurality of votes cast shall elect.

Section 8. **Classification of terms of trustees.** At the first meeting of the trustees after October first, nineteen hundred and two, they shall so arrange and limit the terms of office of the twenty trustees of class A that the terms of five shall expire each year thereafter. A list showing the name of each trustee of said class and the expiration of his term shall be entered in the minutes and a copy thereof certified by the secretary shall be filed in the office of the corporation.

Section 9. **By-laws.** The existing by laws of said corporation are continued in force so far as consistent with this act. The trustees may by vote of two-thirds of their entire number alter or repeal the by-laws or enact new ones, except that they shall have no power to increase the percentage specified in section twelve of article five of the existing by-laws beyond the sum of ten per centum now specified therein. In acting on by-laws, written votes of trustees not present at the meeting shall be counted if filed with the secretary before the vote is announced. The sole power to enact, alter or repeal by-laws shall be in the trustees, but no by-laws or rule by which more than a majority vote shall be required for any specified action by the trustees or executive board shall be amended, suspended or repealed by a smaller vote than that required for action thereunder. The by-laws may provide that the committee known as the executive board of the trustees may enact any rule consistent with law and the by-laws for the management of the business or property of the corporation and such rule shall have the same force and effect as a rule adopted by the trustees and shall continue in force until altered or repealed by the executive board or trustees.

Section 10. **Sales and leases.** The trustees may sell and lease lands without leave of any court. They may authorize the executive board to sell or lease lands on such terms as it deems proper and to transact any other business in the name of the corporation.

Section 10-a. **Provisions affecting mortgages.** The institution shall not mortgage its real property nor mortgage or pledge any of its property for capital expenditures without first having secured the approval of at least two-thirds of all those who are either owners of lessees of property forming a part of the property now owned or hereafter acquired by Chautauqua institution for institution purposes. Such approval shall be secured at an election called for that purpose after thirty days written notice to each such member of the institution stating the purpose of the proposed indebtedness, the time and place within the confines of the corporation where such election is to be held. All such elections shall be held on such day between the thirtieth day of June and the thirty-first day of August as the executive committee of the corporation may designate.

Section 11. **Confirmation of leases.** All leases and deeds, if any, heretofore executed by said corporation without leave of the court for which such leave should have been obtained are hereby confirmed and shall have the same force and effect as though such leave had been granted.

Section 12. **Inconsistent laws.** No provision of the general corporation law or of the membership corporation law inconsistent with this act shall apply to said corporation.

Section 13. **Principal Office.** The principal office of said corporation shall be on the Assembly Grounds known as Chautauqua in the town of Chautauqua,

Chautauqua County, New York, but lawful meetings of the trustees may be held without this state.

Section 14. **Repealing clause.** The following laws are repealed: Chapter sixty-three of the laws of eighteen hundred and eighty-one; chapter one hundred and forty-eight of the laws of eighteen hundred and eighty-three; chapter three hundred and eighty-seven of the laws of eighteen hundred and eighty-five and chapter three hundred and eighty-eight of the laws of eighteen hundred and eighty-five.

Section 15. **Saving clause.** This act shall not affect any action or proceeding now pending in any court. The change of name herein made shall not affect or impair any rights, powers or duties of the corporation or the offices thereof, and all such rights, powers and duties, except as expressly changed by this act shall continue in the devolve upon the corporation and its officers under the new name.

Section 16. This act shall take effect immediately.

The Charter for Chautauqua Institution enacted by Chapter 196 of the Laws of 1902 as amended by the Legislature on April 1, 1937 and the laws of 1991.