

Carleton College
Articles of Incorporation

At a meeting held on the 13th day of November, 1866, at the house of C.M. Goodsell, in Northfield, Rice County, Minn., for the purpose of organizing a Corporation, under and by virtue of the laws of the State of Minnesota, prescribing and regulating the formation of corporations other than for those for pecuniary profit.

We the undersigned subscribers, Trustees, appointed by the General Congregational Conference, of the State of Minnesota, at its session held at Faribault, Oct. 12th, 1866, did enter into the following Articles of Association.

1st.- The name and title of this Corporation shall be known as "Northfield College."

2nd.- The object and general purpose of this institution shall be to impart such instruction, as is usually given in the Colleges of the United States; with power to establish a Preparatory, or Academical Department, and its plan of operation shall be the same as in such Colleges.

3rd.- The said College shall be located in the Town of Northfield, in the State of Minnesota.

4th.- The officers of said Corporations shall consist of a Board of twelve Trustees; with power to increase their number to Twenty-four; and to fill all vacancies, which may occur by reason of death, resignation or neglect, for more than one year, to perform the duties of the office; seven members of said Board shall constitute a quorum. Provided always, three-fourths of the Trustees shall be members of churches in connection with the General Congregational Conference of Minnesota, or members of the Conference, who are to conduct the transactions of this institution the first year.

5th.- The Trustees shall have power to elect a President, Vice-President, Secretary and Treasurer, (of whom the last mentioned may be elected from outside of the Board of Trustees) who shall hold their office for such time as the Board may determine.

Having adopted the foregoing Articles of Incorporation, the following officers of the Board were elected, viz:

- For President, Richard Hall
- " Vice-President, Saml. W. Furber
- " Secretary, Hiram Scriver
- " Treasurer, C. H. Goodsell

Richard Hall, President, St. Paul.
S. W. Furber, Vice-President, Cottage Grove.
Hiram Scriver, Secretary, Northfield.

James W. Strong, Faribault.
Edmund Gale, "
Andrew T. Hale, Minneapolis.
C. M. Goodsell, Northfield.
Charles Seccombe, St. Anthony.
A. K. Packard, Anoka.
Jos. H. Spencer, Northfield.
J. F. Dudley, Winona.
M. W. Skinner, Northfield.

State of Minnesota,

County of Rice, s. s. (Rev. Stamp)

I, a justice of the Peace in and for said County, in the State aforesaid, do hereby certify, That, Richard Hall, S. W. Furber, Hiram Scriver, James W. Strong, Edmund Gale, Andrew T. Hale, C. M. Goodsell, Charles Seccombe, A.K. Packard, Jos. H. Spencer, J. F. Dudley, and M. W. Skinner, who are personally known to me as the real persons whose names are subscribed to the above Article of Incorporation, appeared before me this day in person, and acknowledged that they executed the same as their free and voluntary act, for the uses and purposes therein set forth. Given under my hand this 14th day of November A. D. One thousand eight hundred and sixty-six.

Hiram A. Kimball,
Justice of the Peace.

Office of Re. of Deeds.

Rice County, Minn.

Filed November 20th, 1866, at one o'clock P. M. and duly recorded in Book "B" of Miss Records, on pages 329 & 330.

John Mullin, Register of Deeds,
By James Shouts, Deputy.

A. 297.

State of Minnesota,
Office of Secretary of State.

Filed in this office Dec. 17th 1866, and recorded in Book B of Incorporations pages 13, 14, 15.

H. C. Rogers,
Secy. of State.

BY-LAWS OF BOARD OF TRUSTEES OF CARLETON COLLEGE

Nov. 13, 1867. The following By-Laws were adopted for the government of the Board:

- 1st- The officers of the Board named in Article 5th of the Articles of Incorporation, together with the Executive Committee, shall be chosen for the term of one year, or until their successors are elected.
- 2nd- The chief executive officers of the Board shall be the President and Secretary, either of whom, under the direction of the Board, may use the College seal, sign contracts, etc., in behalf of the Board.
Amended April 23, 1901 by adding "the Vice President" and "the Financial Secretary."
Amended June 15, 1903, "That the office of Financial Secretary be abolished and its duties merged in those of Treasurer." The duties of the Treasurer shall be:
(a) Custodian of the securities of the College and have a general oversight of its other property.
(b) Receive and receipt for all moneys coming to the College, hold and pay out the same for bills audited and approved by the Executive Committee, and for investments authorized by the same committee.
(c) Keep the books and accounts in such manner as to show all receipts, and on what account, all gifts, from whom and for what purpose, making a clear distinction between gifts for endowment and those for current use; all payments and for what account, and balances of the different accounts and cash on hand.
(d) Make report of the condition of securities and funds in his hands as often as required by the Board of Trustees, at least once annually, and his books, accounts and securities held, shall be open to inspection of the Executive Committee and the Finance Committee and the Auditor at all proper hours.
(e) Be one of the executive officers in place of the Financial Secretary, (which office is now abolished), empowered to use the college seal, and with the President or the Vice President of the Board, to make, execute and deliver deeds, mortgages, releases, and all other instruments relating to real estate which have been authorized by said Board.
- 3rd- The annual meeting of the Board shall take place on the Tuesday of the final week of the last term of the scholastic year.
- 4th- All officers named in Article 5th of the Articles of Incorporation, and members of the Board, shall be elected by ballot.
- 5th- The President of the College shall have the power of nominating all professors, teachers and subordinate officers to be elected by the Board.

Amended December 1, 1910: "That the employment of teachers, full professors excepted, be by the President of the College with the approval of the Executive Committee, to be submitted for ratification to the next meeting of the Board."
- 6th- The President and professors of the College shall have full authority to establish rules and maintain discipline among the students.
- 7th- All principle motions shall be presented in writing.

On June 30, 1937, the following was adopted by unanimous vote of the Board of Trustees as Article 8 of the existing By-Laws:

8th- These by-laws may be repealed or amended at any regular meeting of the Board, or at any special meeting thereof duly called, by vote of two-thirds of all members present, provided that notice of the nature of any proposed amendment shall have been given at a previous regular or duly called special meeting of the Board before action shall be taken thereon.

I hereby certify that the foregoing is a full, true and correct copy of the Articles of Incorporation and By-Laws of Carleton College.

Dated _____

Secretary, Board of Trustees

AN ACT

To change the name of Northfield College to Carleton College.

Be it enacted by the Legislature of the State of Minnesota:

Section 1.

That the name of Northfield College of Northfield, Minnesota, be and the same is hereby changed to that of Carleton College, by which latter name said College shall hereafter be known and called, and in which latter name said College may transact all business, sue and be sued; and that the articles of incorporation thereof, entered into November 13th 1866, and filed in the office of the Secretary of State in Saint Paul, December 17th 1866, be amended so that wherever in said articles the name of "Northfield College" occurs the same shall be changed to and understood to mean "Carleton College."

Section 2.

That all the rights, immunities, franchises, endowments and property heretofore granted, conveyed or conferred upon said College are hereby perpetuated unto said College in the name of Carleton College: and all lands, donations and property which may be hereafter secured or owned by said College shall vest in and be held by said College in the name of "Carleton College." And all contracts heretofore made and all acts done by the officers of said College shall be legal and binding the same as if done subsequent to this act and in the name of "Carleton College."

Section 3.

This act shall take effect and be in force from and after its passage.

Approved January 16th 1872.

ARTICLES OF INCORPORATION OF CARLETON COLLEGE

-Revised

- 1st. The name and title of this corporation shall be known as "Carleton College."
- 2nd. The object and general purpose of this institution shall be to impart such instruction as is usually given in the College of the United States; with power to establish a preparatory or academic department; and its plan of operation shall be the same as in such colleges.
- 3rd. The said College shall be located in the town of Northfield in the state of Minnesota.
- 4th. The management of the affairs of the corporation shall be vested in a board of trustees composed of not less than twelve nor more than forty-four members, the number to be fixed from time to time by the by-laws of the corporation. The trustees shall be the members of the corporation and the members of the corporation shall be and constitute the trustees of the corporation. The corporation has no capital stock and does not afford pecuniary gain, incidentally or otherwise, to its members or trustees. Members shall have no personal liability for corporation obligations. The trustees shall elect their own successors and may succeed themselves in office indefinitely. The corporation shall have perpetual existence. The board of trustees may amend the articles of incorporation and enact, amend and repeal by-laws at any time. One-third of the membership of the board of trustees shall constitute a quorum for the transaction of business at any regular or special meeting.
- 5th. The officers of said corporation shall be a Chairman, a Vice Chairman, a President, a Secretary, a Treasurer, and the board shall have power to create such other offices from time to time as it may deem advisable.

BY-LAWS OF THE BOARD OF TRUSTEES OF CARLETON COLLEGE
-Revised 1974

- 1st. The officers of the Board named in Article 5th of the Articles of Incorporation, together with the Executive Committee, shall be chosen for the term of one year, or until their successors are elected.

The President of the Alumni Association of Carleton College shall be ex officio a member of the Board of Trustees of the College with all its duties and privileges except that of voting.

- 2nd. The chief executive officers of the Board shall be the President and Secretary, either of whom, under the direction of the Board, may use the college seal, sign contracts, etc., on behalf of the Board. They are hereby authorized to execute and deliver releases of paid mortgages and judgments without further action; to sell and convey any real property now belonging to or which may hereafter be acquired by Carleton College as the result of exchange, of foreclosure of mortgage, or of donation to said college with the expectation of sale, when such sale and conveyance are authorized by the Executive Committee of said Board.

The duties of the Treasurer shall be:

- a. Be custodian of the securities of the College and have a general oversight of its other property.
 - b. Receive and receipt for all monies coming to the College, hold and pay out the same for bills audited and approved by the Executive Committee, and for investments authorized by the same committee.
 - c. Keep the books and accounts in such manner as to show all receipts, and on what account, all gifts, from whom and for what purpose, making a clear distinction between gifts for endowment and those for current use; all payments and for what account, and balances of the different accounts and cash on hand.
 - d. Make report of the condition of securities and funds in his hands as often as required by the Board of Trustees, at least once annually, and his books, accounts, and securities held, shall be open to the inspection of the Executive Committee and the Finance Committee, and the Auditor at all proper hours.
 - e. Be one of the executive officers in place of the Financial Secretary, empowered to use the college seal, and with the President or the Vice President of the Board, to make, execute and deliver deeds, mortgages, and releases and all other instruments relating to real estate which have been authorized by said Board.
- 3rd. The Board of Trustees shall have three regular meetings during each academic year of the College. Special meetings may be called by the Chairman of the Board, or in his absence, by the President of the

- College or at the written request of three members of the Board of Trustees.
- 4th. All officers named in Article 5th of the Articles of Incorporation and all trustees shall be elected by vote of a majority of the trustees present at any meeting of the board. The term of office of any trustee so elected shall be four years; provided, however, that if a vacancy on the Board occurs, the term of the trustee elected to fill the vacancy shall be the period of the unexpired term.
- 5th. The President of the College shall have the power of nominating all professors and subordinate officers to be elected by the Board. The employment of teachers, full professors excepted, shall be by the President of the College with the approval of the Executive Committee to be submitted for ratification to the next meeting of the Board.
- 6th. The President and professors of the College shall have full authority to establish rules and maintain discipline among the students.
- 7th. The By-Laws may be amended or repealed at any regular or special meeting of the Board by vote of two-thirds of the trustees present and entitled to vote. Notice of any proposed amendment or repeal must be given in the call to the meeting at which said act is to be considered.
- 8th. Since the Articles of Incorporation of this Corporation provide that the only members of this Corporation are members of the Board of Trustees, there shall be no meetings of the members of this Corporation, and members shall have no voting rights apart from their voting rights as trustees.
- 9th. The College shall indemnify each trustee and officer of the College against expenses and liabilities to the full extent, and in the manner, provided by Minnesota Statutes Sections 317.16 and 300.082, including all amendments from time to time hereafter made.

For the purposes of this By-Law, the term "officer" shall include the following representatives of the College:

President
Dean of the College
Dean of Students
Secretary
Treasurer
All Vice Presidents

- 10th. The College may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or designated agent of the College or is or was serving at the request of the College as a trustee, officer, employee or designated agent of another entity or enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the College would have the power to indemnify him against such liability under the provisions of this By-Law or of applicable statutes.
- 11th. It shall be the policy of the College to admit students of any race, color, and national and ethnic origin.

