

ATOMS FOR PEACE AWARDS, INC.

77 MASSACHUSETTS AVENUE

CAMBRIDGE 39, MASSACHUSETTS, U. S. A.



FIRST CLASS

Dr. K. S. Krishnan, F.R.S.
Director, National Physical Laboratory
New Delhi, INDIA

FIRST CLASS



Atoms for Peace Awards, Inc.

A MEMORIAL TO HENRY FORD AND EDSSEL FORD

77 MASSACHUSETTS AVENUE, CAMBRIDGE 39, MASSACHUSETTS

September 5, 1957

24 OCT 1957
91

Sir Kariamanikkam Krishnan
National Physical Laboratory of India
Hillside Road
New Delhi 12, India

My dear Sir Kariamanikkam:

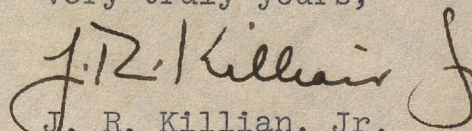
The first Atoms for Peace Award will be presented to Professor Niels Bohr on October 24, 1957 in recognition, not only of his great contributions to nuclear science, but also of his leadership and vision in the search for the peaceful utilization of nuclear power.

The Trustees of Atoms for Peace Awards are directed to make the Award annually, if merited. They hope to do so and, therefore, again request your valued assistance. The general criteria to be used in selecting recipients for the Award are given in the enclosed leaflet. Your nominations will be greatly appreciated.

You may have already presented the names of persons whose contributions you judge to be worthy of recognition. These names will continue in nomination from year to year and need not be renewed. We shall be glad to have an additional evaluation of their work from you. You may, of course, submit other names as the evidence of significant contributions is developed.

The organization of Atoms for Peace Awards, Inc. is continued for another year as is shown in the enclosed brochure, except that Dr. Robert E. Marshak has joined the Advisory Committee on Nominations to replace Dr. Isidor I. Rabi.

Very truly yours,


J. R. Killian, Jr.
President

Atoms for Peace Awards, Inc.

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Very truly yours,

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24 OCT 1957

ATOMS FOR PEACE AWARDS, INC.

NOMINATIONS

The Trustees of Atoms for Peace Awards, Inc., are directed by the Charter of the corporation "to select from among the world's scientists, engineers, or others, an individual or group of individuals, or organization who or which is determined by the Trustees each year to have made the greatest contribution to the peaceful uses of atomic energy; provided that the merit of the contribution wherever found in the world shall alone be the basis for the decision by the Board of Trustees," and "to award to such individual, group of individuals, or organization an award to be known as 'The Atoms for Peace Award'."

TRUSTEES' CRITERIA

Any nominee will be considered for the Award whose work constitutes a significant contribution to the peaceful use of the atom for the good of mankind.

The Award will be made without regard for nationality, politics, or any other consideration except the merit of the contribution.

Information about the contribution must be freely available in the public domain.

It is not planned to grant the Award posthumously.

It is contemplated that the Awards will go mainly to scientists or engineers, but an Award may be made to a person not included in these categories.

TRUSTEES' CRITERIA

The Award will be made to an individual or, if warranted, to a small group of individuals who have contributed substantially equally to the advance for which the Award is made.

Contributions which may have military, as well as peaceful uses, are not to be excluded solely for this reason.

The Award is intended to be a recognition of current work. Current may be defined roughly as within the five years preceding the Award date, but it is recognized that contributions may take a longer period to have their merit demonstrated.

Qualified nominations received by Atoms for Peace Awards, Inc., will remain under consideration from year to year and need not be renewed. Additional pertinent information may be added to any nomination at any time. No weight shall be given to the number of nominators, taken by itself.

NOMINATING PROCEDURE

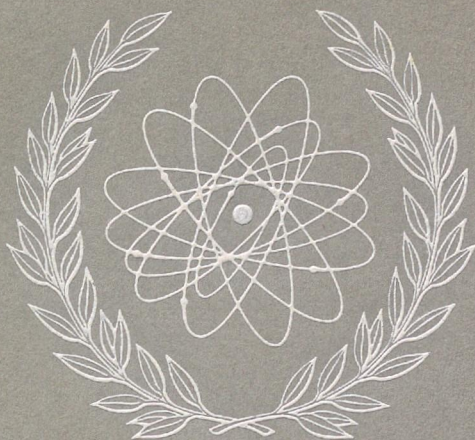
Any person or organization in the world is entitled to place in nomination the name of a person who has made a significant contribution to the peaceful use of the atom. The nominator is asked to submit the following information:

- a. The name of the nominee.
- b. His address and present occupation.
- c. A full statement of the nature of the nominee's contribution to the use of the atom for the good of mankind.
- d. References to the pertinent literature or, preferably (and especially in the case of less widely circulated journals), the actual pages of the journal or reprints of the articles.
- e. An estimate of the value and relative importance of the contribution, in whatever form and at whatever length the nominator feels is desirable in support of the nomination.

Nominations should be sent to:

Executive Secretary
Atoms for Peace Awards, Inc.
77 Massachusetts Avenue
Cambridge 39, Massachusetts

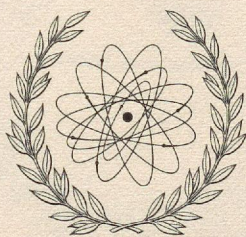
24 OCT 1957



ATOMS FOR PEACE AWARDS

ATOMS FOR PEACE AWARDS

A MEMORIAL TO HENRY FORD
AND EDSSEL FORD



ATOMS FOR PEACE AWARDS, INC.

77 MASSACHUSETTS AVENUE

CAMBRIDGE 39, MASSACHUSETTS, U. S. A.

1956



HENRY FORD

1863-1947

FOREWORD

“The Italian navigator has landed in the new world.”

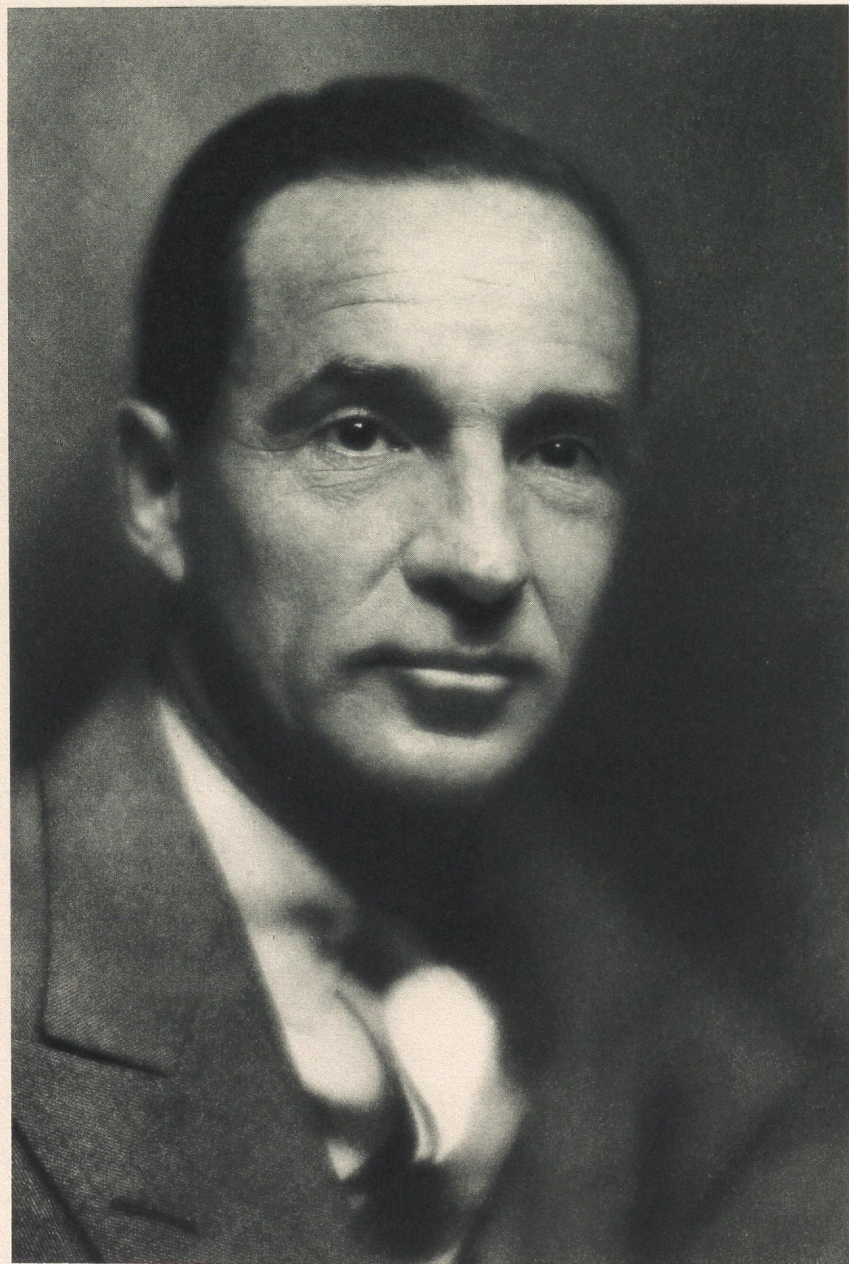
This coded telephone message from Arthur H. Compton in Chicago to James B. Conant in Cambridge, Massachusetts, announced the arrival of the Atomic Age. The date was December 2, 1942.

The “Italian navigator” was Enrico Fermi, leader of the small group of nuclear physicists working in an old squash court under the Stagg Field stands at the University of Chicago. The “new world” was that vast territory, for many years known by scientists to exist but until that historic day beyond the reach of any would-be explorer — the world of controlled nuclear fission.

Those few men who watched breathlessly as the world’s first atomic pile became a self-sustaining energy producer knew that their success would bring basic changes to life in the world. They had unleashed the “power of the universe” — a power so awesome that until that final hour many of them had privately hoped that some basic principle might emerge to block the possibility of a nuclear explosive.

This was wartime; but from the first beginnings of the atom bomb project these men were also seeking means of harnessing their achievement for peace.

The use of atomic energy for peaceful purposes has since become a basic element in United States policy, as well as an international objective. Gradually, within the limits of



EDSEL FORD

1893-1943

security, America started releasing its atomic knowledge and products, for peaceful uses, to civilian scientists here and in other nations.

Throughout the world, these discoveries soon began to find a diversity of application — in medicine and biology, in agriculture, in the chemical processing of food and other products, and in the field of energy production. From these first steps, a strong hope began to grow — that in concentrating on peace men would turn away from war. The dissemination of knowledge and a freer exchange of atomic information among scientists everywhere might indeed, in President Eisenhower's words, "set the world more firmly on the path to peace."

On December 4, 1954, at the suggestion of President Eisenhower, the United Nations voted to establish an International Atomic Energy Agency to organize the world's nations in sharing atomic resources for peaceful ends. This action by the General Assembly was unanimous. In the same resolution, the United Nations voted to hold an international technical conference under its auspices to explore the promise of atomic energy and to develop methods for its peaceful use.

The first United Nations International Conference on the Peaceful Uses of Atomic Energy was held in Geneva, Switzerland, August 8-20, 1955, where 1,100 scientists from all over the world exchanged information.

It was at the Geneva Conference that Admiral Lewis L. Strauss, Chairman of the United States Atomic Energy Commission, announced the Atoms for Peace Awards. Established in memory of two great American industrialists of the twen-

tieth century, these Awards stand as encouragement to men everywhere — “without regard for nationality, politics, or any other considerations except the merit of the contribution” — to work toward turning the energy of the atom to peaceful ends.

Trustees of Atoms for Peace Awards

JAMES R. KILLIAN, JR., *Chairman*

DETLEV W. BRONK

RALPH J. BUNCHE

ARTHUR H. COMPTON

MILDRED McAFEE HORTON

MERVIN J. KELLY

ALAN T. WATERMAN

FOR THE BENEFIT OF MANKIND . . .

"I hope that private business and professional men throughout the world will take an interest and provide an incentive in finding new ways that this new science can be used . . . for the benefit of mankind and not destruction."

DWIGHT D. EISENHOWER

GENEVA, SWITZERLAND JULY 20, 1955

THIS DECLARATION prompted Henry Ford II, Benson Ford and William Clay Ford to take specific action toward the President's objective. The three grandsons of Henry Ford proposed to the Directors of the Ford Motor Company Fund that the Fund authorize an appropriation of \$1,000,000 — \$100,000 annually for 10 years — to be used for the advancement of the science of atomic energy for peaceful purposes by granting awards for outstanding contributions in this field and thus emphasizing its enormous importance to the people of the world.

The Directors of the Fund approved such an appropriation. They stipulated that a new institution be created as a non-profit corporation to receive and administer the funds, and that it be given the name of

ATOMS FOR PEACE AWARDS

A MEMORIAL TO HENRY FORD AND EDESEL FORD

The Directors of the Fund suggested that each year the Board of Trustees of Atoms for Peace Awards select from

among the world's scientists and engineers — without regard for nationality or political belief — the individual or group of individuals who had made the greatest contribution to peaceful uses of atomic energy; that the individual or group so selected be granted, with appropriate ceremony, the Atoms for Peace Award for that year; that the annual award carry, in addition to a suitable medal to be designed and cast for the purpose, an honorarium of perhaps \$75,000; that if during any year no candidate preeminently meriting the Atoms for Peace Award was found, the sum at the disposal of the memorial fund be used that year for purposes most likely to contribute to the advancement of the peaceful application of atomic energy.

The proposal to establish the Atoms for Peace Awards was announced at the World Conference on the Peaceful Uses of Atomic Energy in Geneva, Switzerland on August 8, 1955, by Admiral Lewis L. Strauss, Chairman of the United States Atomic Energy Commission.

Organization and Planning Committee

On August 12, 1955, four days after Admiral Strauss' announcement, James R. Killian, Jr., President of Massachusetts Institute of Technology, accepted the invitation of Henry Ford II to serve as chairman of an Organization and Planning Committee on the Atoms for Peace Awards.

Soon thereafter, six others accepted invitations to serve with Dr. Killian. They were:

Detlev W. Bronk, President of the Rockefeller Insti-

tute for Medical Research and President of the National Academy of Sciences;

Ralph J. Bunche, Under Secretary of the United Nations;

Arthur H. Compton, Professor, and former Chancellor, Washington University;

Mildred McAfee Horton, Former President of Wellesley College, and Wartime Director of the WAVES;

Mervin J. Kelly, President of Bell Telephone Laboratories; and

Alan T. Waterman, Director of the National Science Foundation.

The Committee appointed as legal counsel Harvey H. Bundy, of the firm of Choate, Hall and Stewart, Boston, Massachusetts. Philip A. Stoddard, of the Massachusetts Institute of Technology, was designated Interim Executive Assistant to the Committee.

In a series of meetings during October and November, 1955, the Committee considered questions of policy and administration for Atoms for Peace Awards. Their decisions and recommendations, which included a suggested Certificate of Incorporation and By-Laws for Atoms for Peace Awards, Inc., were submitted to the Ford Motor Company Fund. These were approved, and, on behalf of the Fund, Henry Ford II asked the members of the Committee to become members and Trustees of the proposed new non-profit corporation. With the

approval of the Committee, Mr. Ford also asked that the new enterprise be housed at the Massachusetts Institute of Technology. These requests were granted.

Incorporation

The members of the Committee on Organization filed a Certificate of Incorporation with the Secretary of State of Delaware on the 17th of November, 1955, and met the following day to organize. The Certificate of Incorporation, implementing the original purpose of the Ford Motor Company Fund grant, contains the following provisions, among others:

The name of the corporation is "Atoms for Peace Awards, Inc.", a non-profit corporation constituted as a memorial to Henry Ford and Edsel Ford and operated exclusively for "scientific, educational, or other charitable purposes."

The recipient of the Atoms for Peace Award will be determined each year by the Trustees, who will select from among the world's scientists, engineers, or others, the individual, group of individuals or organization who in their judgment has made the greatest contribution to the peaceful uses of atomic energy. The decision of the Trustees will be made solely on the basis of the merit of the contribution, wherever found in the world.

The Award is to consist of a cash honorarium accompanied by a suitable medal, to be designed and cast for the purpose. If the Board of Trustees should fail to discover a candidate preeminently meriting the Award in

any year, the Award and medal may be withheld during that year. In that event the Trustees may hold the funds available for additional awards in future years or dispose of that year's funds by grants in the United States of America to advance the science or technology relating to the uses of atomic energy for peaceful purposes.

The affairs and business of the corporation are to be managed and conducted by the Board of Trustees.

The seven members of the Organization and Planning Committee were elected Trustees. A President and Vice-President were elected from the Board of Trustees and a Secretary and Treasurer were elected from outside the Board, as follows:

President	James R. Killian, Jr.
Vice-President	Mildred McAfee Horton
Secretary	Harvey H. Bundy, former Assistant Secretary of State
Treasurer	Joseph J. Snyder, Treasurer of the Massachusetts Institute of Technology

By-Laws

The By-Laws, adopted on November 18, 1955, include these provisions:

The Board of Trustees, numbering at least seven but not more than eleven, are all to be citizens of the United

States, and are to have final and exclusive management of the funds and business of the corporation. The terms of the Trustees are staggered so as to establish a pattern of three-year terms.

No Award shall be made except by an affirmative vote of a majority of all Trustees.

The offices of President and Vice-President are to be filled annually by the Trustees from their own number; a Secretary and a Treasurer are to be elected annually, but not necessarily from among the Trustees. The Trustees may appoint other officers and agents for the management of the affairs of the corporation as they may from time to time deem wise.

Nominating Procedures

Under the direction of the Board of Trustees, the corporation will receive nominations for the Award from individuals and organizations, including learned societies, *in any part of the world.*

Appraisals will be based on information freely available in the public domain, and will not be concerned with information and data of a "classified" or "secret" kind.

It is contemplated that the Awards will go mainly to scientists or engineers, but an Award may be made to a person not included in these categories.

An Advisory Committee on Nominations, appointed by the Board of Trustees from citizens of the United States, will examine and evaluate the results of the preliminary screening

and make recommendations for the Awards to the Trustees, who will make the final selection.

Advisory Committee on Nominations

The following were appointed to serve as members of the Advisory Committee on Nominations for the first year:

Robert F. Bacher, physicist, Director of the Norman Bridge Laboratory at the California Institute of Technology;

Robert F. Loeb, Professor of Medicine at Columbia University;

Robert A. Lovett, general partner, Brown Brothers Harriman & Co., former United States Undersecretary of State and Secretary of Defense;

I. I. Rabi, Professor of Physics at Columbia University and winner of the 1944 Nobel Prize in Physics; and

Charles A. Thomas, President, Monsanto Chemical Company.

Further Information

Correspondence and requests for information, especially with respect to the method for making nominations, may be directed to:

Executive Secretary
Atoms for Peace Awards, Inc.
77 Massachusetts Avenue
Cambridge 39, Massachusetts, U. S. A.

ATOMS FOR PEACE AWARDS, INC.

CERTIFICATE OF INCORPORATION

FIRST The name of the corporation is ATOMS FOR PEACE AWARDS, INC.

SECOND Its principal office in the State of Delaware is located at 100 West 10th Street in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, 100 West 10th Street, Wilmington, Delaware.

THIRD The corporation shall constitute a memorial to Henry Ford and Edsel Ford, and the nature of its business or objects or purposes to be transacted, promoted or carried on are:

To be organized and operated exclusively for the scientific, educational, or other charitable purposes hereinafter specified, provided that no part of the net earnings or of any other funds of the corporation shall enure to the benefit of any member or individual having a personal or private interest in the activities of the corporation, that no part of the corporation's activities shall be carrying on propaganda, or otherwise attempting, to influence legislation, and that the corporation shall not in any way participate in, or intervene in, any political campaign on behalf of any candidate for public office;

To select from among the world's scientists, engineers, or others, an individual or group of individuals, or organization who or which is determined by the Trustees each year to have made the greatest contribution to the peaceful uses of atomic energy; pro-

vided that the merit of the contribution wherever found in the world shall alone be the basis for the decision by the Board of Trustees;

To award to such individual, group of individuals, or organization an award to be known as "The Atoms for Peace Award" in such sum as the Trustees may determine, in addition to a suitable medal to be designed and cast for the purpose, such award and medal to be conferred in the United States of America; provided that the recipient of such award shall be selected without action on his part to enter any contest or proceeding for such award and shall not be required to perform any future services as a condition to receiving such award, and provided that if during any year the Board of Trustees shall in their discretion find no candidate preeminently meriting the Atoms for Peace Award, the award and medal may be withheld during that year, and the Trustees may hold available funds for future additional award or awards in any year or years, or may dispose of such funds of the corporation by grant or otherwise in the United States of America in the manner deemed by them most likely to accomplish the foregoing scientific, educational, or charitable purposes by contributing to the advancement of the science or technology relating to the uses of atomic energy for peaceful purposes;

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; to convey such property and to invest and reinvest any such property and any income therefrom and deal with and expend its property, including income and principal, in such manner as in the judgment of the Trustees will best promote its objects;

To publish and circulate reports, pamphlets, or other printed matter dealing with the purposes and activities of the corporation;

To have one or more offices within or without the State of Delaware;

To do all such acts as shall be necessary or proper in connection with or incidental to any of the aforesaid purposes.

FOURTH This corporation shall be a membership corporation and shall have no authority to issue capital stock. The corporation is not organized and shall not be conducted for profit.

The membership of the corporation shall consist of the Trustees, who shall be elected by the incorporators named in this Certificate of Incorporation, together with such additional members, whether as successors to the original members or as additional members, as shall be elected to membership upon the terms and conditions which shall be set forth in the By-Laws of the corporation. Continuance of membership shall be governed by the provisions of the By-Laws. Each member shall be entitled to one vote in person or by proxy at all meetings of the members.

Any member may withdraw from the corporation by a notice in writing to the President or Secretary.

FIFTH The affairs and business of the corporation shall be managed and conducted by a Board of Trustees, who shall be elected to office in such manner, and for such term, and who shall have such powers and duties, as may be provided in the Certificate of Incorporation or in the By-Laws.

Vacancies on the Board of Trustees caused by death, resignation, removal or disqualification shall be filled in such manner as may be provided in the By-Laws.

SIXTH The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCE
DETLEV W. BRONK	<i>Media, Pennsylvania</i>
RALPH J. BUNCHE	<i>Kew Gardens, New York</i>
ARTHUR H. COMPTON	<i>St. Louis, Missouri</i>
MILDRED MCA. HORTON	<i>Cambridge, Massachusetts</i>
MERVIN J. KELLY	<i>Short Hills, New Jersey</i>
JAMES R. KILLIAN, JR.	<i>Cambridge, Massachusetts</i>
ALAN T. WATERMAN	<i>Washington, D. C.</i>

SEVENTH The corporation is to have perpetual existence.

EIGHTH The private property of the members shall not be subject to the payment of the corporate debts to any extent whatever.

NINTH In furtherance, and not in limitation of the powers conferred by statute, the following are provisions for the regulation of the business conduct of the affairs of the corporation, and creating, defining, limiting and regulating the powers of the corporation, the Trustees and the members:

The number of Trustees shall be such number as the incorporators may determine upon at their first meeting and thereafter as determined by the members in accordance with the By-Laws, provided that such number shall be at least seven (7) and not more than eleven (11).

The terms of office of the Trustees shall be determined in accordance with the By-Laws, and the powers of the Trustees shall be determined in accordance with the By-Laws.

In case of the dissolution of the corporation no dividends or

other distribution of any of the property or assets of the corporation shall be made to any member, trustee or officer thereof, but all of such property and assets shall in such case be applied to accomplish the general purposes for which the corporation is organized as the proper court having jurisdiction may direct.

TENTH Meetings of the members may be held without the State of Delaware, if the By-Laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be from time to time designated by the Board of Trustees.

ELEVENTH The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter provided by statute, and all rights conferred on members herein are granted subject to this reservation, except that no such amendment shall be made which would change the nature of its business or objects or purposes to be transacted, promoted or carried on to include any business, object or purpose which would not be exclusively scientific, educational, or otherwise charitable, or which would permit any part of the net earnings or of any other funds of the corporation to enure to the benefit of any member or individual having a personal or private interest in the activities of the corporation, or would permit the corporation to carry on propaganda, or otherwise influence legislation, or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware do make this Certificate, hereby declaring and certifying that

the facts herein stated are true, and accordingly have hereto set our hands and seals this fourth day of November, A.D. 1955.

DETLEV W. BRONK

MERVIN J. KELLY

RALPH J. BUNCHE

JAMES R. KILLIAN, JR.

ARTHUR H. COMPTON

ALAN T. WATERMAN

MILDRED McA. HORTON

ATOMS FOR PEACE AWARDS, INC.

BY-LAWS

ARTICLE I — NAME, SEAL AND OFFICES

The name of this corporation is Atoms for Peace Awards, Inc. The seal of the corporation shall be a circular form bearing the words and figures "Atoms for Peace Awards, Inc., Delaware, Incorporated 1955." In addition to the principal office in the State of Delaware, the corporation shall have a principal office for the conduct of its business in Cambridge, Massachusetts, and offices at such other places within or without the State of Delaware as may be determined by the Trustees.

ARTICLE II — MEMBERS AND TRUSTEES

The incorporators of the corporation shall as hereinafter provided elect a board of not less than seven nor more than eleven Trustees who shall be citizens of the United States of America. Upon such election such Trustees and their successors and any additional Trustee or Trustees elected as hereinafter provided shall constitute the members of the corporation. No person shall continue to be a member of the corporation unless such person is also a Trustee, and no person shall continue to be Trustee after ceasing to be a member. Membership in or any other interest in this corporation shall not be assignable inter vivos by any member nor shall membership in or any interest in this corporation pass to any personal representative, heir or devisee.

The Board of Trustees shall be known as the Trustees of Atoms for Peace Awards, Inc., and shall exercise all powers of directors

and such other powers as are given by law, by the Certificate of Incorporation of the corporation and by these By-Laws. They shall have the final and exclusive management of the funds and business of the corporation.

ARTICLE III — MEMBERSHIP IN BOARD OF TRUSTEES

The Board of Trustees shall be at least seven and shall not exceed eleven in number, all of whom shall be citizens of the United States of America and their terms of office as Trustees shall be as follows — at the first election by the incorporators three Trustees shall be elected to serve until the next annual meeting, three Trustees to serve until the second annual meeting, and the remaining Trustee or Trustees, not to exceed five, to serve until the third annual meeting following their election. Thereafter Trustees shall be elected by the members to serve until the third annual meeting following their election. No person shall be elected a Trustee after such person has passed his or her seventy-second birthday.

The members shall have power at any special meeting to elect at any time between annual meetings additional Trustees who are citizens of the United States of America, but the entire number of Trustees shall at no time exceed eleven. The term of office of all Trustees shall continue until their successors are duly elected and qualified.

The Board of Trustees shall have power to fill vacancies and it shall be the duty of the Board of Trustees to fill vacancies whenever the Board of Trustees by reason of death, resignation or removal shall fall below seven. Any Trustee elected to fill a vacancy shall serve for the same term as the Trustee whose place he is elected to fill.

The Trustees shall be entitled to be reimbursed for all expenses properly incurred by them in the performance of their duties and shall receive such compensation for attendance at meetings or special services as the Trustees may determine.

ARTICLE IV — MEETINGS

SECTION 1: *Annual Meetings of Members* The annual meeting of the members of the corporation for the election of Trustees and for the transaction of such other business as may properly come before such meeting shall be held at 77 Massachusetts Avenue, Cambridge, Massachusetts, on the first Wednesday in March of each year.

SECTION 2: *Special Meetings of Members* Special meetings of the members of the corporation shall be called and held within or without the State of Delaware as directed by the Board of Trustees or upon the written request of a majority of the members of the corporation.

SECTION 3: *Notice of Meetings of Members* Notice of each meeting of members, whether annual or special, shall be given by mailing to each member postage prepaid at least fourteen days prior to the date of such meeting a notice thereof at his address as it appears on the records of the corporation. Notice of any meeting of members may be waived by any member in writing or by telegraph or cable confirmed in writing either prior to or subsequent to the holding of such meeting. Each notice of a meeting shall state the time and place appointed for the holding thereof and generally the business to be transacted thereat.

SECTION 4: *Voting and Quorum* Each member shall be entitled to one vote in person or by proxy and a majority of the members of the corporation present in person or by proxy shall constitute a

quorum. If there be no quorum at a meeting or at any adjournment thereof, the members present may adjourn such meeting or adjourned meeting without notice other than by announcement at the meeting until a quorum is present and thereupon any business may be transacted which might have been transacted at the meeting as originally called had the same been held.

SECTION 5: *Meetings of Trustees* The Trustees may by standing order constitute regular meetings of the Board at such time and place within or without the State of Delaware as they may determine, of which no special notice from the Secretary shall be required. Special meetings within or without the State of Delaware shall be called at the request of four or more Trustees or at the direction of the President. The Secretary shall send to each Trustee by mail a written notice of each special meeting of the Board of Trustees at least seven days before such meeting at the address of such Trustee as it appears upon the records of the corporation. Notices of special meetings shall specify generally the business to be transacted thereat. Four Trustees shall constitute a quorum for the transaction of business. Notice of any meeting of Trustees may be waived by any Trustee in writing or by telegraph or cable confirmed in writing either prior to or subsequent to the holding of such meeting.

SECTION 6: Except as provided by the laws of Delaware or otherwise provided in these By-Laws, a majority of the members present in person or by proxy at any duly constituted meeting of members, and in the case of Trustees a majority of the Trustees present at a duly constituted meeting of the Trustees, may decide any question and take any action which may properly come before such meeting. However, the determination of any award in accordance with the provisions of the Certificate of Incorporation shall not be made

except by the affirmative vote of a majority of the Trustees then in office.

ARTICLE V — OFFICERS AND COMMITTEES

SECTION 1: *President, Vice-President, Other Officers, Committees* The Trustees shall elect from their own number a President and a Vice-President who shall serve for one year and until their respective successors are elected and qualified. They may elect and constitute from their own number such other officers and committees as from time to time they shall deem expedient, and may delegate to such officers and committees such powers as to them may seem wise, except that all expenditures of money shall be authorized or approved by the Board of Trustees. Any such officer or other committee may be removed at any time by majority vote at a meeting of the Board of Trustees.

SECTION 2: *Secretary, Treasurer, Appointed Officers* The Trustees shall annually elect persons, who need not be from their own number, as Secretary and as Treasurer and, when needful in the opinion of the Trustees, an Assistant Treasurer and may appoint such other officers and agents for the management of the affairs of the corporation as they may from time to time deem wise, and such officers shall hold office at the pleasure of the Trustees and may be removed at any time by majority vote at a meeting of the Board of Trustees. The Trustees shall at least annually cause the books and accounts to be audited by a certified or professional accountant.

SECTION 3: *Advisory Committee on Nominations* The Board of Trustees may appoint a committee, not necessarily in whole or in part of their number, of such size and for such terms as they may determine, as *The Advisory Committee on Nominations* for the purpose of examining and evaluating the merit of contributions which they

may consider appropriate for the awards, and giving advice to the Trustees in respect thereto. The members of this Committee shall all be citizens of the United States of America. The information with respect to the merit of contributions shall be submitted to the Committee in the United States of America, and the recommendations of such Committee shall be made to the Trustees in the United States of America who shall have final authority to determine all matters of awards. Members of such Committee shall receive such compensation for their services as the Board of Trustees may determine.

SECTION 4: *Vacancies* Any vacancy in any office or in the membership of any committee may be filled at any time by the Board of Trustees.

ARTICLE VI — DUTIES OF OFFICERS

SECTION 1: *President* The President shall be the chief executive officer of the corporation and shall preside at all meetings of the members and of the Board of Trustees. He shall perform such other duties as may be directed from time to time by the Board of Trustees.

SECTION 2: *Vice-President* The Vice-President shall preside at all meetings of the members and of the Board of Trustees in the absence of the President and shall perform such other duties as may be directed from time to time by the Trustees.

SECTION 3: *Secretary* The Secretary shall give all notices of meetings of members or of the Board of Trustees as to which notice is required and shall record all action taken at any meeting of members or of the Board of Trustees in a book or books to be kept for that purpose. The Secretary shall have custody of the seal and of the records of the corporation and shall perform such other

duties as the Board of Trustees may from time to time prescribe. He shall affix and attest the corporate seal to any instrument whose execution under seal shall have been duly authorized.

SECTION 4: *Treasurer* The Treasurer shall have custody of the funds and other property of the corporation and shall keep accurate record thereof and of all receipts and disbursements of the corporation in financial books to be kept for that purpose and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depository as shall be designated by the Board of Trustees. He shall be charged with the disbursement of funds of the corporation and the taking of proper vouchers therefor and shall render to the Board of Trustees such reports as such Board shall prescribe. He shall, if required by such Board, furnish bond, as prescribed by such Board, for the faithful performance of his duties. All books and vouchers shall be open to the inspection of any member of such Board. He shall at least once a year, and whenever requested by vote of such Board, render a full and detailed account of all receipts and expenditures and submit a schedule showing all property and investments of the corporation and the changes, if any, since his last report. He shall perform such other duties as may from time to time be delegated to him by such Board or any duly authorized committee thereof.

ARTICLE VII — AMENDMENT OF BY-LAWS

These By-Laws may be amended at any regular meeting or at any special meeting of members duly called and held for the purpose, provided that the substance of the proposed amendment shall be stated in the notice of the meeting.

Portraits of Henry Ford and Edsel Ford by Pirie Mac Donald

