

# CHARTER

## Commonwealth of Massachusetts

### Act of March 8, 1785, Chartering the Free School

(Chapter 49, Acts of 1784)

AN ACT for directing the Use and Appropriation of a Charitable Donation, made in a certain Clause in the last Will and Testament of Ephraim Williams, Esq.; for the Support and Maintenance of a Free-School, in Williamstown, in the County of Berkshire; and for incorporating certain Persons as Trustees, in order more effectually to execute the Intention of the Testator, expressed in the same.

Whereas, Israel Williams, Esq.; and John Worthington, Esq.; executors of the last will and testament of Ephraim Williams, Esq.; deceased, have represented to this Court, that the said Ephraim Williams, on the twenty-second day of July, Anno Domini, one thousand seven hundred and fifty-five, made his last will and testament; in which, after divers bequests, devises and dispositions is contained the following clause, vis.

“Item. It is my will, desire and pleasure, that the remaining part of lands not yet disposed of, shall be sold at the discretion of my executors, within five years after an established peace; and the interest of the money, and also interest arising from my bonds and notes, shall be appropriated towards the support and maintenance of a free-school, in a township west of Fort-Massachusetts, commonly called the West-Township, forever; provided, the said township shall fall within the jurisdiction of the province of Massachusetts-Bay; and provided also, the Governor and General Court give the said township the name of Williamstown; and it is my further will and desire, that if there should remain any monies of the above donation for the school, it be given towards the support of a school in the east-township, where the fort now stands; but in case the above provisos are not complied with, then it is my will and choice, that the interest of the above-mentioned monies be appropriated to some pious and charitable uses, in manner and form as above directed in the former part of this my last will and testament.”

And, whereas the said executors have further represented, that it may be a matter of doubt and uncertainty whether the township mentioned in the before recited clause, (which is now incorporated by the name of Williamstown) has so far fallen within the jurisdiction of the province of Massachusetts, now Commonwealth of Massachusetts, in the sense of the testator, as that they might be justified in appropriating the said donation to the support and maintenance of a free-school in same town; and have submitted their duty herein to the determination of this Court, praying that an act may be passed to declare their duty, and to indemnify them in the execution of the same.

Be it enacted by the Senate and the House of Representatives, in General Court assembled, and by authority of the same, That the donation made in the clause before recited, ought to be presently applied and appropriated to the use and maintenance of a free-school in the town of Williamstown, in the County of Berkshire, and that in case the said donation shall afford an annual interest more than sufficient for the supporting and maintaining such school in Williamstown, then the surpluse be appropriated to the use and maintenance of a free-school in the tract of land called by the testator the east-township, now incorporated by the name of Adams, with other lands adjoining, and that the said executors be, and hereby are indemnified in applying and appropriating the said donation to the uses above expressed, and shall be liable to no action or suit in law or equity, on account of such appropriation.

And whereas the said executors have further prayed, that for carrying into complete execution the intention of the testator, a corporation may be created and vested with such powers as may be necessary for that purpose:

Be it further enacted by the authority aforesaid, That William Williams of Dalton, Theodore Sedgwick, Woodbridge Little, John Bacon, Thomson Joseph Skinner, Esquires, the Reverend Seth Swift and Daniel Collins, Mr. Israel Jones and Mr. David Noble, and their successors, to be elected and appointed as herein-after directed and provided, be, and hereby are incorporated, and shall be a corporation forever, by the name of “The Trustees of the Donation of Ephraim Williams, Esq.; for maintaining a Free-School in Williamstown;” and that the said trustees and their successors

be, and hereby are vested with all the powers, rights and immunities, which are by law incident to aggregate eleemosynary corporations.

And be it further enacted, That the said corporation shall always consist of a number of not less than seven, nor more than nine persons, excepting only that whenever a vacancy shall happen by the death, removal, refusal or resignation of any member or members, so that the number be reduced to less than the aforesaid number of seven, then the remaining or surviving trustees shall have full power to perform all corporate acts until such vacancy be supplied; and the said trustees shall elect and appoint a clerk of the corporation, who shall fairly enter and record all votes, acts, orders and proceedings, made, done or passed by the trustees; and shall also elect a proper person to be their treasurer, who shall receive into his hands all monies belonging to the corporation, and pay out the same pursuant to the order of the trustees, and shall always keep a fair account of all receipts and payments.

And it be further enacted, That the power of electing and appointing successors in case of the death, removal, refusal or resignation of any of the trustees, be, and hereby is vested solely in the Supreme Judicial Court of this Commonwealth; and whenever any of the above mentioned cases shall happen, the trustees shall as soon as conveniently may be, certify the same to the Justices of the said Court, that a successor may be appointed; and the Justices of the same Court are hereby empowered to remove from office and trust, any member of the corporation who shall, in their judgment, be unfit to hold the same, by reason of incapacity, misdemeanor, negligence or breach of trust.

And to the intent that the said donation may not be wasted, mismanaged, or perverted from its original intention:

Be it further enacted by the authority aforesaid, That the said corporation and the donation itself, shall always be under the visitation and direction of the Supreme Judicial Court, who are hereby impowered to visit the said corporation to rectify all abuses, to determine all matters of doubt or dispute touching the duty of the trustees, and the use, application or appropriation of monies or interests to the same donation belonging; and to make all such orders and regulations with respect to the use, management and appropriation of the same donation, and every part thereof, as they shall judge necessary or useful in order to promote the best interest of the school, according to the true meaning and intention of the testator, and such laws of this Commonwealth as may be in force respecting the same; and the said Court whenever they shall judge necessary, shall cause the said trustees to come before them, either to render an account for expenditures and dispositions of monies, or to answer for any mismanagement or breach of trust; and the trustees shall appear and lay their accounts, papers, records and corporation books, before the said Court for inspection, whenever they shall be required thereto.

And be it further enacted, That the said trustees and their successors forever, shall have the possession, management and disposition of the whole interest and estate, real and personal, which is contained in and given, bequeathed, devised or disposed of by the above recited clause in the will aforesaid; and they are hereby empowered and directed, as soon as conveniently may be, to erect and maintain a free-school within the said town of Williamstown, for the instruction of youth, in such manner as most effectually to answer the pious, generous and charitable intention of the testator, and agreeable to such orders and directions as they may from time to time receive from the Supreme Judicial Court; and they are hereby impowered to appoint and employ such instructors, masters and officers, as shall be necessary for that purpose.

And to the intent that the said trustees may be enabled in the most easy and expeditious manner, to receive into their own possession and management the whole estate, property and interest contained in the aforesaid donation:

Be it further enacted by the authority aforesaid, That the said executors shall, at the request of the trustees, make and execute to the said trustees a deed or deeds of conveyance of all such lands or real estate as belong to said donation, and yet remain unsold, in which deed or deeds it shall be expressed, that the executors do grant to the trustees the right, estate and interest of the testator, and of themselves, in and to the described lands or tenements; and the said deed or deeds so made and executed, being acknowledged and registered according to law, shall be good and effectual, to pass the fee of such lands or tenements to the trustees and their successors forever; and the said executors shall deliver over into the hands of the trustees at their request, all such personal securities or mortgages as the executors now have in their own hands, and which are a part of the same donation; all which securities, whether bonds, promissory notes, mortgage deeds,

or of what name or description soever, being endorsed with the name of the said executors, or one of them, and delivered as aforesaid, shall become the property of the trustees to all intents and purposes; and they are hereby impowered, in the name of the corporation, to bring any action or actions against the obligors, promisors, mortgagors or tenants, for recovering the contents of the same securities, or possession of mortgaged estates, which action or actions shall be holden to be good and valid in law for that purpose, as if the securities or mortgage deeds had been originally made to the trustees by their corporate names.

And whereas the testator has directed, that in case his principal donation should afford an interest more than sufficient for the support and maintenance of the school in Williamstown, the surplusage should be improved to the use of a school in the east-township, now called Adams, in the said county of Berkshire; and whereas questions and disputes may arise touching the meaning and extent of this part of the will, and when there may be said to be a surplusage beyond what should be necessary, according to the intent of the testator, for the support of the school in Williamstown:

Be it further enacted, That in case of such surplusage, the said trustees are hereby impowered and directed to use and employ the same for erecting and supporting a free-school in the said town of Adams, in the same manner as has been in this act before provided in respect of the school in Williamstown; and that all questions and disputes that may arise concerning such surplusage, and the duty of the trustees in respect of the several schools, shall be determined by the Supreme Judicial Court; and the trustees shall always conform their conduct and administration herein, to such orders and determinations as shall from time to time be made by the same Court.

And be it further enacted, That the Supreme Judicial Court may at their discretion exercise all the powers vested in them by virtue of this act, at any of their sessions holden within the counties of Berkshire or Hampshire; and in all trials at law the court ex officio shall take notice of this act, and the same shall be holden as a public act to all intents and purposes whatsoever, and the same shall be given in evidence under any general issue.

Act of June 22, 1793, establishing Williams College

(Chapter 15, Acts of 1793)

AN ACT to establish a College in the County of Berkshire within this Commonwealth, by the name of Williams College.

SECTION 1. Be it enacted by the Senate and House of Representatives, in General Court assembled, and by the authority of the same, That there be erected and established in the town of Williamstown in the County of Berkshire, a College for the purpose of educating youth, to be called and known by the name of Williams College, to be under the government and regulation of a body politic and corporate as hereafter in this Act is provided.

SECTION 2. And be it further enacted by the authority aforesaid, That John Bacon, Esquire, Reverend Daniel Collins, Israel Jones, Woodbridge Little, David Noble, Theodore Sedgwick, Tompson J. Skinner, Esquires, Reverend Seth Swift, Henry Vanscaack [Van Schaack], Esquire, Reverend Stephen West, D. D., William Williams and Elijah Williams, Esquires, together with the president of the said College, for the time being, to be chosen as in this Act is hereafter directed, be and hereby are created a body politic and corporate by the name of The President and Trustees of Williams College, and that they and their successors, and such others as shall by duly elected members of the said Corporation, shall be and remain a body politic and corporate by that name forever.

SECTION 3. And be it further enacted by the authority aforesaid, That for the more orderly conducting the business of the said corporation, the president and trustees shall have full power and authority, from time to time, as they shall determine, to elect a vice-president and secretary of the said corporation, and to declare the tenures and duties of their respective offices, and also to remove any trustee from the same corporation, when, in their judgement, he shall be rendered incapable, by age or otherwise, of discharging the duties of his office, or shall neglect or refuse to perform the same; and to fill up all vacancies in the said corporation, by electing such persons for trustees as they shall judge best. Provided, nevertheless, That the number of the said trustees, including the president of the said College, for the time being, shall never be greater than seventeen, nor less than eleven.

SECTION 4. And be it further enacted, That the said corporation may have one common seal, which they may change, break or renew at their pleasure; and that all deeds signed and delivered by the treasurer, and sealed with their seal, by order of the president and trustees, shall, when made in their corporate name, be considered in law as the deed of the said corporation: And that the said corporation may sue and be sued in all actions, real, personal or mixed, and may prosecute and defend the same to final judgment and execution, by the name of The President and Trustees of Williams College: And that the said corporation shall be capable of having, holding and taking in fee simple, or any less estate, by gift, grant, devise, or otherwise, and lands, tenements, or other estate, real or personal: Provided, nevertheless, That the annual clear income of the same shall not exceed the sum of six thousand pounds.

SECTION 5. And be it further enacted by the authority aforesaid, That the said corporation shall have full power and authority to determine at what times and places their meetings shall be holden, and on the manner of notifying the trustees to convene at such meetings: And also from time to time to elect a president and treasurer of said College, and such professors, tutors, instructors and other officers of the said College, as they shall judge most for the interest thereof, and to determine the duties, salaries, emoluments and tenures of their several officers aforesaid: The said president for the time being, when elected and inducted into his office, to be, ex officio, president of the said corporation: And the said corporation are further empowered to purchase or erect, and keep in repair, such houses and other buildings as they shall judge necessary for the said College: And also to make and ordain, as occasion may require, reasonable rules, orders and by-laws, not repugnant to the laws of this Commonwealth, with reasonable penalties for the good government of the said College; and also to determine and prescribe the mode of ascertaining the qualifications of the students, requisite to their admission; and also to confer such degrees as are usually conferred by Universities established for the education of youth. Provided, nevertheless, That no corporate business shall be transacted at any meeting, unless seven at the least of the trustees are present: And provided further, That the said corporation shall confer no degrees other than those of bachelor of arts and master of arts, until after the first day of January, which will be in the year of our Lord one thousand eight hundred.

SECTION 6. And be it further enacted by the authority aforesaid, That the clear rents, issues and profits of all the estate, real and personal, of which the said corporation shall be seized or possessed, shall be appropriated to the endowment of the said College, in such manner as shall most effectually promote virtue and piety, and the knowledge of such of the languages, and of the liberal arts and sciences as shall hereafter be directed from time to time by the said corporation.

SECTION 7. And be it further enacted by the authority aforesaid, That the Hon. Tompson J. Skinner, Esq. be and he is hereby authorized and empowered to fix the time and place for holding the first meeting of the said corporation, of which he shall give notice, by an advertisement in the Stockbridge newspapers, at lease fourteen days previous thereto.

SECTION 8. And be it further enacted by the authority aforesaid, That the treasurer of the said College shall, before he enter upon the execution of the duties of his office, give bonds to the said corporation, in such sums, and with such sureties as they shall approve of, conditioned for the faithful discharge of the said office, and for rendering a just and true account of his doings therein, when required. And that all the money, securities and other property of The President and Trustees of Williams College, together with all the books in which his accounts and proceedings as treasurer were entered and kept, that shall be in his hands at the expiration of his office, shall, upon demand made upon him, his executors or administrators, be paid and delivered over to his successor in that office. And all monies recovered by virtue of any suit at law, upon such bond, shall be paid over to The President and Trustees aforesaid, and subjected to the appropriation above directed in this Act.

SECTION 9. And be it further enacted by the authority aforesaid, That the Legislature of this Commonwealth may grant any further powers to, or alter, limit, annul, or restrain any of the powers by this Act vested in the said corporation, as shall be judged necessary to promote the best interests of the said College; and more especially, may appoint and establish overseers or visitors, of the said College, with all necessary powers and authorities for the better aid, preservation and government thereof.

SECTION 10. And be it further enacted by the authority aforesaid, That all the property, real and personal, belonging to the Trustees of Williamstown Free School, be and the same hereby is vested in the corporation, which by this Act is created.

SECTION 11. And be it further enacted by the authority aforesaid, That there be and hereby is granted to the trustees of Williams College for the use, benefit, and purpose of supporting said College, twelve hundred pounds, to be paid out of the treasury of this Commonwealth; three hundred pounds of the same to be paid the first day of September, one thousand seven hundred and ninety-three, and three hundred pounds, annually, on the first day of September, for the three succeeding years.

Act of March 9, 1883

(Chapter 39, Acts of 1883)

AN ACT to authorize The President and Trustees of Williams College to hold additional real and personal estate.

Be it enacted, etc., as follows:

SECTION 1. The proviso in section 4 of the act establishing Williams College, passed on the twenty-second day of June in the year seventeen hundred and ninety-three, is hereby mended so as to read, "provided, nevertheless that the clear annual income of the same shall not exceed two hundred thousand dollars."

SECTION 2. This act shall take effect upon its passage.

Approved, March 9, 1883.

Act of April 8, 1890

(Chapter 171, Acts of 1890)

AN ACT authorizing the corporation known as The President and Trustees of Williams College and its standing committees to hold special meetings without the limits of the Commonwealth.

Be it enacted, etc., as follows:

SECTION 1. The corporation known as The President and Trustees of Williams College, and its standing committees, may hold special meetings without the limits of the Commonwealth.

SECTION 2. This act shall take effect upon its passage.

Approved, April 8, 1890.

Act of February 12, 1906

(Chapter 65, Acts of 1906)

AN ACT to authorize The President and Trustees of Williams College to hold additional real and personal property.

Be it enacted, etc., as follows:

SECTION 1. The proviso at the end of section four of the act establishing Williams College, passed on the twenty-fourth [twenty-second] day of June in the year seventeen hundred and ninety-three, as amended by chapter thirty-

nine of the acts of the year eighteen hundred and eighty-three, is hereby further amended by striking out the words “two hundred thousand”, in the last line of the proviso, and inserting in place thereof the words: --one million,-- so that the proviso will read as follows: --Provided, nevertheless, that the clear annual income of the same shall not exceed one million dollars.

SECTION 2. This act shall take effect upon its passage.

Approved, February 12, 1906.

Act of June 2, 1941

(Chapter 340, Acts of 1941)

AN ACT authorizing The President & Trustees of Williams College to hold additional real and personal property.

Be it enacted, etc., as follows:

SECTION 1. The fourth paragraph of the act establishing Williams College, approved June twenty-second, seventeen hundred and ninety-three, as most recently amended by section one of chapter sixty-five of the acts of nineteen hundred and six, is hereby further amended by striking out all after the word “personal” in the fourteenth and fifteenth lines as appearing in the said act of seventeen hundred and ninety-three, and inserting in place thereof the following: --, in any amount for the purpose of educating youth as provided in this act.

SECTION 2. Section one shall take full effect upon its acceptance, at any time after the expiration of ninety days from the passage of this act, by vote of the President & Trustees of Williams College and the filing by the secretary of said corporation with the state secretary of a certificate evidencing such acceptance.

Approved June 2, 1941.

The terms of Section 2 were complied with following a vote of acceptance by the President and Trustees of Williams College at a meeting held October 11, 1941.

Act of April 14, 1977

(Chapter 107, Acts of 1977)

AN ACT authorizing an increase in the number of Trustees of The President and Trustees of Williams College.

Be it enacted, etc., as follows:

The third paragraph of chapter 15 of the acts of 1793 is hereby amended by striking out the proviso, as amended by chapter 456 of the acts of 1967, and inserting in place thereof the following proviso: -Provided, nevertheless, that the number of the said Trustees, including the President of the said College, for the time being, shall never be greater than twenty-two, nor less than eleven.

Approved April 14, 1977.

Articles of Amendment

(General Laws, Chapter 180, Section 7)

VOTED: That the Articles of Organization of the Corporation are hereby amended by adding thereto the following provision as to corporate powers: “In addition to the powers granted to the corporation by Chapter 180 of

the General Laws or otherwise, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Section 9A and paragraphs (a) through (d) and (n) through (p) of Section 9 of Chapter 156B of the General Laws.”

Approved October 11, 1986.

Act of October 22, 1999

(Chapter 107, Acts of 1999)

AN ACT relative to the number of Trustees of The President and Trustees of Williams College.

Be it enacted, etc., as follows:

Chapter 15 of the acts of 1793 is hereby amended by striking out the third paragraph, as most recently amended by chapter 107 of the acts of 1977, and inserting in place thereof the following paragraph:- For the more orderly conduct of the business of the Corporation, the President and Trustees shall have full power and authority, from time to time, as they shall determine, to elect a Vice President and Secretary of the Corporation and to declare the tenures and duties of their respective offices and to remove any Trustee from the Corporation when, in their judgment, a Trustee is rendered incapable, by age or otherwise, of discharging the duties of the office or has neglected or refused to perform the same; and to fill all vacancies in the Corporation, by electing such persons as Trustees as they shall judge best. The number of the Trustees, including the President of the College, shall be determined by the Trustees from time to time as provided in the by-laws of the College.

Approved October 22, 1999.