

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEHIGH UNIVERSITY**

**As adopted December 15, 2022 by Resolution of the Board of Trustees
(by the Corporate Trustees, constituting the voting Trustees)**

Effective March 1, 2023

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Charter of Lehigh University

An Act

To erect and establish at, or near, the borough of South Bethlehem in Northampton County, a polytechnic college, for the education of youth, of the name, style and title of the Lehigh University.

WHEREAS, Asa Packer, of Mauch Chunk, Carbon County, Pennsylvania, has donated the sum of five hundred thousand dollars, for the purpose of founding and endowing a polytechnic college, to be located at South Bethlehem, in the County of Northampton, and has also given fifty acres of land, as a site for the college buildings and park grounds, and is desirous of having the institution incorporated, by legislative enactment, under the name of the Lehigh University.

AND WHEREAS, The said donor has appointed William Bacon Stevens, of Philadelphia; Asa Packer, of Carbon County; John W. Maynard, Robert H. Sayre, John Fritz and William H. Sayre, Junior, of Northampton County; Joseph Harrison, Junior, of Philadelphia, and G. B. Linderman, Robert A. Packer and Harry E. Packer, of Carbon County, trustees of and for said institution; therefore,

SECTION 1. Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same, that there be and hereby is erected and established, at, or near, the borough of South Bethlehem, in Northampton County, in this commonwealth, a polytechnic college, for the education of youth, the name, style and title of which college, and the constitution thereof, shall be, and are, as follows:

ARTICLE 1. The said college shall be, hereafter and forever, known and called by the name and style of the Lehigh University.

ARTICLE 2. The said university shall be under the management, direction and government of a board of trustees, consisting of voting trustees in such number as set forth in the university's bylaws and which shall be not less than eighteen (18) persons, one of whom shall be, by them, elected chair of the board. The university shall be a non-profit corporation and the corporation shall have no members.

ARTICLE 3. That the first trustees of said university shall consist of the following persons: William B. Stevens; Asa Packer of Carbon County; John W. Maynard, Robert H. Sayre,

John Fritz and William H. Sayre, Junior, of Northampton County; Joseph Harrison, Junior, of Philadelphia; G. B. Linderman, Robert A. Packer and Harry E. Packer, of Carbon County; which said trustees, and their successors, to be elected, in the manner stated in the university's bylaws, shall, forever hereinafter, be one body politic and corporate, in deed and in law, to all intents and purposes whatsoever, by the name, style and title of the Lehigh University, at South Bethlehem, in the County of Northampton, Pennsylvania; by which name and title, the said trustees, and their successors, shall be competent and capable, in law and in equity, to take to themselves, and their successors, for the use and benefit of said university, any estate, in any messuages, lands, tenements, hereditaments, goods, chattels, moneys, or effects, by the gift, grant, bargain, sale, conveyance, assurance, will, devise, or bequest, of any person, or persons, whatsoever, and in the same property and effects to sell, rent, and dispose of, as occasion may require, for the use of said university, in such manner as to the said trustees, or a majority of them, at a legal meeting of the board, shall seem most beneficial to the institution, and to receive the income, rent, issues and proceeds, to the use and support of said university; and by the same name, to sue and be sued, plead and be impleaded, in any courts of law, or equity, and in all manner of suits, or actions, whatsoever, and generally, by and in the same, to do and contract, all and every, the business touching, or concerning, the business interests of the institution, as fully and effectually as any natural person, or body politic, or corporate, within the commonwealth, have power to manage their own concerns, and to hold, enjoy and exercise all such power, authorities and jurisdictions, as are customary in other colleges in these United States.

ARTICLE 4. And that the said trustees shall cause to be made, for their use, one common seal, with such devices and inscriptions thereon, as they shall think proper, under and by which, deeds, diplomas, certificates, and acts of the said corporation, shall pass and be authenticated; and the same seal, at their pleasure, from time to time, to change and alter.

ARTICLE 5. And there shall be a meeting of said trustees, at least once in every year, in the borough of South-Bethlehem, at such time and place as the said trustees, or a quorum of them, shall appoint, of which notice, in writing, shall be given by the secretary, as provided in the university's bylaws, before the time of such intended meeting; a majority of the board of trustees, when so convened, shall constitute a quorum, for the transaction of business, and a less number shall have power to adjourn, from time to time, when a like notice shall be given to absent members, as provided in the university's bylaws, before the adjourned meeting, signed by the secretary, chair, or two members of the board; and the board of trustees, at their annual meeting, and at adjourned meetings, as occasion may require, or a quorum, so convened, shall be capable of doing all the business and concerns of said university, not otherwise provided for in this act, and particularly of making ordinances, for the government of said institution; of filling vacancies in the board of trustees, occasioned by death, resignation, or otherwise; of electing, or appointing, the principals and professors of said university; of fixing the amount of their salaries and stipends, and removing them for misconduct, neglect of duty, or breach of the laws of the institution, or for any reason they, the majority, may deem sufficient; of appointing committees of their own body, to carry into execution all, and every, the resolutions of the board; of appointing a treasurer, secretary, steward, managers, and other necessary and customary officers, for taking care of the establishment, and managing the concerns of the corporation.

ARTICLE 6. That the chief executive officer of the institution shall be called and styled the president of the university, and the masters thereof shall be called and styled professors; but neither principal, nor professor, while they remain such, shall be capable of holding the office of trustee; the president and professors, or a majority of them, shall be called and styled the faculty of the university; which faculty and the administrators of the university shall have the power of enacting and enforcing the rules and regulations, to be adopted after appropriate delegation of authority and approval by the trustees, for the government of the university and its pupils, by rewarding, or censuring them, and finally, by suspending such of them as, after repeated admonitions, shall continue disobedient and refractory, until a determination of a quorum of the

trustees can be had; and of granting and confirming, by and with the approbation and consent of a board of trustees, signified by their mandamus, such degrees in the liberal arts and science, to such pupils of the university, or others, who, by their proficiency in learning, or other meritorious distinctions, they shall think entitled to them, as are usually conferred and granted in other colleges of the United States, and to grant to such graduates diplomas, or certificates, under their common seal, and signed by the faculty, to authenticate and perpetuate the memory of such graduation.

ARTICLE 7. No misnomer of the said corporation shall defeat, or annul, any gift, grant, devise, or bequest, to, or from, the said corporation: *Provided*, The intent of the parties shall sufficiently appear, of the gift, grant, will, or other writing, whereby any estate, or interest, was intended to pass to, or from, the said corporation; nor shall any dis-user, or user, of the rights, liberties, privileges, jurisdictions, or authorities, hereby granted to the said corporation, or any of them, create, or cause, a forfeiture thereof; and the donations of the founder of the Lehigh University, including the plots of ground mentioned, so long as the same are held, or used, for the purpose of the institution, shall be free and exempt from taxation.

JAMES R. KELLEY,
Speaker of the House of Representatives

DAVID FLEMING,
Speaker of the Senate

APPROVED - The ninth day of February, Anno Domini one thousand eight hundred and sixty-six.

A. G. CURTIN