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Acanthus Press  
95 Madison Avenue  
New York, N. Y. 10016

August 27, 1976

Jerald Ordoover  
540 Madison Avenue  
New York, New York 10022

Dear Mr. Ordoover:

I have entered into an agreement with The Institute for Art and Urban Resources, Inc. under which they have paid me \$10,000.00 to produce a catalog entitled "Rooms-P. S. 1" from a manuscript submitted to me. The total budget for this edition of catalogs, \$10,000 .00, has been paid to me under this agreement.

In order to carry out this project effectively and to insure careful budgeting, I hereby ask you to receive and hold this sum of \$10,000.00 and to disburse it to me or at my written direction on the following basis:

1. Upon the selection of the printer to manufacture the catalog, I shall deliver to you a duplicate original copy, or photocopy of the original, of the purchase order or agreement and the Institute's written approval thereof.

2. Thereafter, and within two days after receiving written notice from me to pay, you will issue payment from

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this sum of the various amounts called for in the said purchase order or agreement to the indicated payee.

3. Upon written request from me, on two days' notice, you will issue checks to me or to the designated payees in my said notice, for various other expenses incurred by me or others in connection with this project and in payment of the fees payable to me under my agreement with the Institute. You may, as you see fit, seek further confirmation of any such payment from the Institute's officers before making any such payment.

It is contemplated that the bulk of this payment will be paid to the printing company which produces the edition, at or near to the completion and delivery date. This should occur towards the end of this year.

It is understood that you shall hold this money in a special attorney's escrow account. It is further understood that you are performing this service because of your interest in this project and in the work of the Institute and that you are doing this without charging me or the Institute any legal fees for your services in this capacity. Therefore, in order to generate some income to cover your expenses for bookkeeping,

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stenographic, postage and telephone expenses, you may, if you so desire, deposit this money in an interest bearing savings account, with the interest thus earned to be payable to you to cover your said expenses. You agree not to bill us for any expenses over and above this interest income (if any) and we agree that you shall receive it free of the obligation to account to me or anyone else for it and you agree that any such interest shall be income to you and not to me or the Institute, so that you will be responsible for any income taxes thereby earned.

I agree to hold you harmless from and against any claims, damages or liability asserted against me arising out of my agreement with the Institute or this agreement with you or any actions or agreements made by me in the fulfillment of my agreement with the Institute.

Please indicate your acceptance of this agreement by signing this letter. This letter shall be signed by each of us in two counterparts.

Very truly yours,  
ACANTHUS PRESS

AGREED AND CONSENTED TO:

By: Clayton Heiss

\_\_\_\_\_  
Jerald Ordover

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I have contacted Jerry on 11 November 1976. We have not yet heard back from him about our putting together the contract for you. It will include all the collectors I have listed above and it will be understood that a minimum of ten of these collectors will be interviewed according to the priorities set but that Mr. David Ross could include up to all the collectors. 111 Park Place Venice California  
 include formulating the questions to be used by all the interviewers for the tapes. You should write Doug and stress to him that when he is back from Kansas he should do these things on what you can do in the price breakouts. Dear David: formulate these so that you can start using them as a basis in December. Also in speaking to Jane, she urged me Below are the collectors in order of priority. Priorities being one or two: organize this and trying to find out from him which, if any, tapes he will be able to do and participate in. In January or the beginning of February he is scheduled for exhibition at the Whitney as well as at Ron Feldman's. Possibly he will be in Grand Rapids, Michigan or February. Mary Ann Wheeler and The Urban Affairs Group of Grand Rapids, Michigan. Herbert and Dorothy Vogel of New York. Sidney Lewis of Richmond, Virginia. Stanley Marsh of Amarillo, Texas, and \$1000 of the DeMenil Collection of Houston, Texas. Max Kaufman of Chicago, Illinois. Roger Davidson of Canada. Milton Brutton and Helen Herrick of Philadelphia. We would also have to be re-selecting the artists that you would select as individual directors for individual tapes. GROUP II artists you have named to date are Joel Herman, Charlie Frazier, Andy Mann, and Doug Davis. It would be you, Frederick and Marcia Wiseman of Los Angeles. number of tapes. Burton Tremaine of New York. We would also have to finalize for Victor Ganz of New York. viewers would be. I agree with Alanna Charles Gilman of New York. to have a variety of interviewers, Cy Newhouse of New York. basic questions so there is a consistency in the overall production.

*Samuel Koffler*

Doug Davis will be in Kansas City until November 17th. I just spoke to Jane Bell and she said that it is possible that Doug will be in Texas during the month of December for projects he is doing with Jim Harithas although that is not firmed up. If that were the case, then perhaps during December he could work on the Stanley Marsh, the Clark, and the DeMenil collections. that you and Alanna and Virginia Dwan did this Spring, the Ponsa. You have mentioned that in December you'll be in Chicago so that it would be possible for you to do the collectors in Grand Rapids, Chicago and Toronto. You might check Andy Mann if he could cover that area with you at the same time as a camera man. you will be putting together for this whole project.

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I have contacted Jerry Ordover but have not yet heard back from him about putting together the contract for you. It will include all the collectors I have listed above and it will be understood that a minimum of ten of these collectors will be interviewed according to the priorities set but that the entire series could include up to all the collectors included depending on what you can do in the price breakouts. We're still offering Doug David \$1000 for an essay which will also include formulating the questions to be used by all the interviewers for the tapes. You should write Doug and stress to him that when he is back from Kansas he should do these questions; formulate them so that you can start using them as a basis in December. Also in speaking to Jane, she urged me to have you write Doug discussing with him in the letter your ideas as to how to organize this and trying to find out from him which, if any, tapes he will be able to do and participate in. In January or the beginning of February he is scheduled for exhibition at the Whitney as well as at Ron Feldman's. Possibly he would be available for Texas projects in December and New York area projects in January or February.

Again, to go over the prices with the amounts with you, we have \$9,000 for the whole North American project, and \$1000 of that, as I said will go to Doug Davis for the text, the essay and the questions. A \$1000 fee would go to you, Series Director, leaving us \$7000 for the project which you would have to be responsible for in dividing out the costs and fees to the artists that you would select as individual directors for individual tapes. The artists you have named to date are Joel Herman, Charlie Frazier, Andy Mann, and Doug Davis. It would be your responsibility to breakout the cost and the number of tapes in that \$7000 remaining. We would also have to finalize for each tape who the interviewers would be. I agree with Alanna that it would be interesting to have a variety of interviewers, but all using the same basic questions so there is a consistency in the overall production.

In addition to the ten - fourteen tapes you will be responsible for producing and editing as Series Director it is also understood that you will organize the editing of tapes that we have already produced but don't necessarily have in finished form. As we reviewed by telephone today, that includes 2 half hour tapes of the Film Archive, Interview with Betty Asher that you and Alanna and Virginia Dwan did this Spring, the Ponza tape which needs work, the Max Gordon, which is in raw form, as is the Som tape and David Robinson which is supposedly in fairly finished form. Again, you would be responsible to include those in a finished form in the context of the overall package you will be putting together for this whole project.

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Again we understand that one of the tapes in the series to be included would be the "Rent Collectors Courtyard" tape directed by Hildegard Duane.

I hope by the middle of next week I will have restructured the agreement for you with Jerry, and we can send it to you to have that settled by the end of next week or the beginning of the following week. This would leave us December and January to really concentrate on getting this into finished form and having it ready for review by the National Endowment Museum Program before they consider our upcoming grant requests. We are trying to find out the date that the panel will be meeting, I think it will be toward the end of February, but being Veterans Day, the office is closed. We will drop you an addition line to let you know that date and I will be in touch with you again as soon as we have the finished agreement with Jerry Ordover worked out.

Robert Morris Park at all. There are a number of things that

With best wishes, with the Museum Archives, we

gather under this urban affairs umbrella. We are

in fact the workers on the whole thing, and we have

suggested that it be **Regards,**

probably, in terms of Mary Ann, would be the

including artists in the interview, but I think we

could get him out there for it. We are also

obviously. The person that would be

conceivable, would be **Stephen Reichard**

connection with the **Vice President**

Rapids, which in fact made a

**P.S. The following tapes that we have already produced have been sent to you under separate cover:**

The Vog **Som - that's obvious**

Archive **Betty Asher**

also **Ponza**

Whitney **Max Gordon**

of year **David Robinson**

who was, really unusual. Just appeared the day after

Collections at the Whitney shortly after he had a

couple of million dollars to

Stanley Marsh - you know, however, I think

a totally crazy - thinks he's in with the

aggressive account of hostility about the

way down on him. Richard Serra - who

few artists that will give him any

didn't suppose Stanley's show of power

didn't come by, did I believe

Stanley Marsh.

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Addendum - you know that soona pretty well; clearly the DeWitt's should be shown, The American Aristocrat, the building of the DeWitt family with Christophe and the art foundation, etc. Although one gets into dangerous territory because the Art

Comments from Alanna Heiss on Collectors of the 70's

Hi David, is basically controlled by Hyner Fredrich and Helen Winkler.

Happy Veterans Day! You're about to become a veteran. Here's some notes which we have discussed before, on some of the people, which is not in order of importance:

Mary Ann Wheeler and The Urban Affairs Group of Grand Rapids, Michigan: Grand Rapids is that whole Midwest public art scene. Mary Ann is fairly wealthy. She and her husband live in Grand Rapids. They have a terrible, terrible collection. She has been one of the key people there who has involved herself in helping to sponsor the public art, the Calder, the Desuvero, she really didn't work much on the Robert Morris Park at all. There are a number of other people who are associated with the Museum and who can be pulled together under this urban affairs "sticht" title who have been in fact the workers on the whole thing, which is why I suggested that it be handled as a group. As a possible artist, probably, in terms of Mary Ann, would be Marc Disuvero, ones including artists in the interview, but I don't think one could get him out there for it. She's also a Calder freak, obviously. The person that would be verbal, if it was conceivable, would be Bellamy on that situation. Wheeler's connection with the government, being Ford who is from Grand Rapids, which in fact made alot of the money come through, that could be explored in this tape.

The Vogels - that's obvious.

Sidney Lewis - is the catalogue exchange appliance king. He also, by-the-way, just gave a couple of million dollars to the Whitney. The person who has worked with him through a number of years in negotiating this with artists is Patterson Simms, who was, oddly enough, just appointed the new curator of Collections at the Whitney shortly after Lewis's gift of a couple of million dollars to

Stanley Marsh - you know, however, forwarn: Stanley is not only a totally crazy - thinks he's an artist and has aroused an enormous amount of hostility among the artists: Nancy Holt is very down on him, Richard Sayre, John Chamberlain is one of the few artists that will give him any credit and infact Chamberlain didn't support Stanley's show of slides here very much. He didn't come by, didn't bring people - so it's a bit of a muddle, Stanley Marsh.



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-DeMenil - you know that scene pretty well; clearly the DeMenil's should be shown, The American Aristocrat, the building of the Chappel, the whole thing, even, perhaps, tieing into the whole DeMenil family with Christophe and the Art Foundation, etc. Although one gets into dangerous territory because the Art Foundation is basically controlled by Hyner Fredrich and Helen Winkler.

*Max Kaufman* - I don't know personally. I know that their collection is suppose to be the outstanding part of Max Kaufman - I've not seen his collection but I choose him because of this curious situation which is that he decided early on to support Chicago art, he's from Chicago, only Chicago art and then he formed a foundation, put artists on the board and, theoretically, as I understand it, the artists choose the work every year. He also sees that it is put around in various museums and so on.

Roger Davidson - is of the Bea Davidson and the Moore collector was instrumental in that whole museum situation and then her daughter and Roger, who backed the Richard Sayre piece in Canada, it's on their grounds. I talked to Sayre about it, he is not too articulate about the situation. I don't think he would be any good on any of your archive; but it might be possible to dig up some information in terms of Davidson's support of Ace Gallery which I understand was recently withdrawn.

Milton Brutton and Helen Herrick of Philadelphia - it is difficult to explain why they are in this series. They were originally suppose to share (facts which are not to be let out) she showed with the Vogels, to give the Vogels moral support. That turned into a mess and we ended up giving them a separate show. They are fairly young people, in their early forties, from Philadelphia, they make a genuine effort to buy new work. Their collection is not outstanding in my eyes, but it is very complete of the whole age group of under forty artists in this sort of 112 and above group. They themselves have been organizing shows and situations for the past year, ever since their show here, which gave them quite an up. Milton is a child psychiatrist speech therapist, writes books, etc., and can deal very well with particularly neurotic artists; and Helen is a social worker of some sort and can deal with Milton.

Fredrick and Marcia Wiseman - you know, ~~the~~ the elderly duo who

Button Tremaine - interestingly enough a number of pieces done on various property they own, outdoor property, which should be research what they have and what the haven't. They are very old, I think in their eighties. Jim Elliot knows them very well. So theres a suggestion.

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Victor Ganz - I know nothing about. Donald Droll knows him very well. The Ganz daughter was in of all people Jim Meltzer's class. All I know about the Ganz's is that they did support Eva Hesse, and they have a lot of the key drawings.

Charles Gilman - I don't know personally. I know that their "Works on Paper" is supposed to be the outstanding part of their collection. A suggestion here might be to bring Pierre Apraxine into the interview. I can talk to Pierre about that and he should know quite a bit about them.

Cy Newhouse - of course is a major collector but I put him down because I was wondering whether there was going to be any connection on the son duo.

A word about the P.S. people: I haven't seen the Sohm, but of course you do realize the reason Sohm was included was, it wanted to show an archival collector and Sohm, in terms of a fluxus movement so influential and also because he is a tremendously complete archive in this manner and thirdly, because he has made this archive available to researchers rather than being protected and guarded and has in fact paid for the material, though very little, continually since the beginning of this archive. Betty Asher, you're a witness to that. Ponzia we've discussed. Max Gordon is an English architect who is very friendly with a lot of N.Y. artists who stay with him when they go to England, he has been involved in project situations over there. He's on the international council of Museum of Modern Art, he's a pretty good friend of mine, in one sense, he's very played back, semi-sort of ambiguously gay guy. His most recent project now is something he's been playing with for a couple of years, is to return artists - in residence type programs between New York and England and maybe France through the Museum of Modern International Council and conjunction, perhaps with the Institute. When I interviewed Max, for this tape, my intention was to concentrate with Max and the artist Richard Sayre involved in the tape, on 2 things: 1) Max's position as an architect and his friendship with Richard Sayre and Jennifer Bartlett and all these people 2) Max's desire to support the situations which didn't necessarily yield him objects for his home, such as,

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The Institute for Art and  
Urban Resources, Inc.  
108 Leonard Street  
New York, N.Y. 10013

setting up working spaces for artists, or using his contactssas an architect to enlarge the situation . I've never seen the tape material, but I would think that it wasabsoulutely dreadful. Max and I met last 5 week and talked about what had happened the year before, and he said that it was a situation he greatly regreted. He was numb, he was hung over, and he and Richard were very hostile.to me at that time. David Robinson, the last one, and you and I were there together, so you have as much a sense of what should be brought out of that situation as I do, I should think. The tape that Marione did involved David and Mary, Jim Elliot as the resident museum person and as we attempted to concentrate on the Robinson's activities 1) in the areas their viewing of themselves as being supportive to area artists in some form and yet to maintain a collection which was in some relevent to the sophiscated art world they feel themselves to be somewhat a part of . How Marione did this I don't know because I haven't seen the tape and don't really want to until you fix it up some how. It would seem to me it might be worth while to do some more work with David and Mary. I have in fact seen the Ponza tape as much as anyone could possible see it. It's Ponza and Tomasa Trini discussing in monotone Ponza's ideas on art. It \$s boring beyond belief, I couldn't even pay Jane Kaplowitz to study it so we could get some documentation from it for the catalogue for Ponza's exhibition last year. She could only last a half hour. It is a absolute cure for insomnia and I think we should mark it as such and market it as such.

These are my initial comments on the individuals involved . I will continue to send you notes and information as it comes up. Please dotthe same.

is a list of the collectors from whom the box to be done by Alanna you will be selected. The first group ("Group I") contains the names of some collectors who are to be included among the ten tapes to be done by you. In the second group ("Group II"), there is not there a list of collectors from whom you are to select. In your selection, the following three subjects. Substitution of my name for Max I say why he done with the same subject around. If you wish to include other materials under the headings of the three remaining tapes.

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The Institute for Art and  
Urban Resources, Inc.  
108 Leonard Street  
New York, N.Y. 10013

August 19, 1976

Mr. Douglas Davis                      Mr. Andrew Mann  
80 Wooster Street                      108 Thompson Street  
New York, N.Y. 10013                      New York, N.Y. 10013

Gentlemen:

This letter is intended to set forth the terms of our agreement under which you have been commissioned to produce ten (10) videotapes for the series entitled "Collectors of the 70's". That series will ultimately contain twenty or more videotapes of interviews with significant collectors of contemporary art.

Attached to this letter agreement, as Schedule A, is a list of the collectors from whom the ten to be done by you will be selected. The first group ("Group I") contains the names of seven collectors who are to be included among the ten tapes to be done by you. In the second group ("Group II"), there is set forth a list of collectors from among whom you are to select, in your discretion, the remaining three subjects. Substitution of any names from Group I may only be done with our prior written consent. If you wish to include other collectors among the subjects for the three remaining tapes,

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Messrs. Davis and Mann  
August 19, 1976  
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their names may be submitted to us for similar written approval.

The videotapes are each to have a length of from one-half hour to one hour and shall be done on three-quarter (3/4") inch color video cassette in their finished form. You agree to complete and deliver the ten completed and edited tapes, in the above form, and of broadcast quality on or before March 31, 1977.

We agree to pay to you the sum of \$8,500.00 for this project, which includes all of your expenses including, without limitation, all travel expenses, equipment rentals and tape and editing costs. We have agreed to pay this sum to you in full, promptly upon the signing of this agreement, so that you will be able to proceed promptly to carry out the project and effect whatever economies are possible by bulk purchases and scheduling interviews to maximize the use of rental equipment.

In consideration of our paying you in this manner, you agree that this sum shall represent the total amount payable to you for this project and it is agreed that all of the videotape material taken by you in the course of this project together with the finished videotapes are and shall remain the sole

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property of the Institute. The tapes shall be copyrighted in the name of the Institute and the Institute shall have full title and the sole rights to any and all exploitation of the tapes and shall have the sole right to determine how and in what manner the tapes are exploited.

*new*

Douglas Davis has agreed to write an essay of at least 10,000 words on the subject of "Collectors of the 70's", which will be published in the catalog covering this subject and, perhaps elsewhere. He also agrees to prepare a written structure and outline of the interviews to be conducted with the collectors in this series and to list the basic questions to be asked in each interview, which material will be used by him and Andrew Mann and the other persons conducting any of the interviews in this series. For this, we agree to pay him the sum of \$1,000.00, of which \$500.00 will be paid promptly upon the delivery by him to us, and our acceptance, of the above mentioned outline and questions and the balance of \$500.00 will be paid to him promptly upon his delivery to us, and our acceptance, of the above mentioned essay. The interview outlining questions and the completed essay shall, upon delivery and such payment, become our sole property and Davis hereby grants the full and

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*new* sole right, title and interest therein to the Institute. The completed essay shall be delivered to us on or before

Davis has expressed concern that because of other commitments, he may find himself unable to complete this project. Davis has advised us that he will know by December 31, 1976 whether or not he will be able to complete the project. While the parties may, of course, all mutually agree at any time to vary the terms of this contract or to cancel this contract, in order to give either of you the right to cancel his participation in the project on or before December 31, 1976 unilaterally and without having to obtain the permission of any of the other parties to this agreement, it is agreed as follows:

(a) Either Davis or Mann may cancel their participation in this agreement at any time up to December 31, 1976 by giving the Institute thirty (30) days' prior written notice, by registered mail, return receipt requested.

(b) Upon the receipt of such notice, the Institute shall have the right to declare the entire agreement cancelled, with respect to videotapes and interviews not yet completed and the monies paid over to you hereunder shall immediately be returned to the Institute, less the amounts hereinafter

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provided.

*New*

(c) If only one of you has thus cancelled, the Institute may elect to continue the project with the remaining person, upon the same terms as are herein set forth or upon other terms, as it may determine. If it determines to vary the terms, the remaining artist shall be given written notice of the new terms and shall have fifteen (15) days from the mailing or delivery of a copy of such new terms to him to decide whether he wishes to continue or cancel his participation in the project.

under subparagraph(a) above.

(d) If there is such a cancellation/ the artists shall be paid the following amounts for each tape completed to that time, out of the money paid hereunder and the balance shall be promptly returned to the Institute:

If one or two tapes have been completed, \$250 per tape.

If three or four tapes have been completed, \$400 per tape.

If five or six tapes have been completed, \$500 per tape.

If seven or eight tapes have been completed, \$700 per tape.

If nine tapes have been completed, \$750 per tape.

If all ten tapes have been completed, \$850 per tape.



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*new*

(e) A "completed tape" shall be one which has been edited and is otherwise ready for broadcast and presentation in form acceptable to the Institute. Any taped interviews which have been completed, but not yet edited, shall be counted towards the above total, but the cost of editing any such tapes to completion shall be deducted from the/sum to be paid to the artists.

(f) While this position may appear to be unfair to the artist who does not cancel, if that artist completes the project, the total unspent amount from the original \$8,500.00 will be available to and will be paid to him for the purpose of such completion.

If after there has been delivered to the Institute at least two tapes from each artist, or a total of four tapes altogether, the Institute shall be dissatisfied with the quality of the tapes, it shall have the right to cancel this agreement at any time up until thirty (30) days after it has received the fourth tape. The Institute may, during that time, give notice of cancellation of this agreement as to either or both artists, on thirty (30) days written notice directed to the particular artist by registered mail, return receipt requested. Upon the giving of such notice and the termination

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*now*  
of this contract and upon the delivery of all completed tapes to the Institute, the artist shall be paid for each tape an amount based upon the formula set forth hereinabove and the balance of the money paid hereunder shall be returned to the Institute, to be used for the completion of the project by the remaining artists or other persons, as the Institute may determine.

Promotional material, trailers and tape leaders will identify these tapes as being part of the series entitled "Collectors of the 70's", produced by The Institute for Art and Urban Resources, Inc. You shall have the right to be listed as the directors and/or cameramen and we agree to list such credits and credits for other technical work on the tapes in such manner as you request. If you should disagree between yourselves as to how these credits should be listed, you shall submit your respective proposals, and if one or more, they shall be in order of your preference, to the Institute, which shall make the final decision regarding said credits.

You agree to obtain and deliver to us written releases and clearances from all of the subjects of these videotapes. You further warrant and represent that the video-

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tapes which you will make under this agreement shall be your own creations and that the material therein will not violate or infringe upon any rights of any nature whatsoever of any person or corporation. You further agree that all contracts made by you, or either of you, covering any and all aspects of this project shall be made by you in your sole names and not in the name of the Institute. The Institute shall not be responsible for any debts contracted by you or either of you and you both agree, jointly and severally, to indemnify and hold harmless the Institute from and against any and all claims, damages, liabilities, costs and expenses arising out of the breach of these foregoing warranties and agreements.

*new*

This letter agreement contemplates that the work of producing and taping these videotapes and conducting the interviews to be depicted therein, will be done by both or either of you, as you may determine. However, we acknowledge that circumstances of time, distance and scheduling, may make it appropriate or expedient for you to hire others to conduct certain interviews. You agree to advise us of any such proposed substitution or subcontracting of any of the interviews, furnishing us with the names of the proposed

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substitutes, and we agree not to unreasonably withhold our consent to such substitution.

This agreement is made in accordance with, and shall be interpreted by the laws of the State of New York. This agreement may not be assigned by you without our prior written consent.

Would you please set forth your consent to this agreement by each signing at the place where your typed name appears below. This agreement shall be executed in three counterparts.

Very truly yours,

THE INSTITUTE FOR ART  
AND URBAN RESOURCES, INC.

By: \_\_\_\_\_  
President

AGREED AND CONSENTED TO:

\_\_\_\_\_  
Douglas Davis

\_\_\_\_\_  
Andrew Mann

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SCHEDULE A

GROUP I

Clark of Texas

- ② Frederick and Marcia Wiseman of Los Angeles, California
- ① Mary Ann Wheeler and The Urban Affairs Group of Grand Rapids, Michigan
- ① Herbert and Dorothy Vogel of New York
- ② Burton Tremaine of New York
- ① Sidney Lewis of Richmond, Virginia

GROUP II

- ① Stanley Marsh of Amarillo, Texas
- ② DeMenil Collection of Houston, Texas
- The Sohm Archive of Germany
- Dr. Peter Ludwig of Germany
- ① Max Kaufman of Chicago, Illinois
- ② Victor Ganz of New York
- ② Charles Gilman of New York
- ① Roger Davidson of Canada
- ① Milton Brutton and Helen Herrick of Philadelphia Pennsylvania
- ② Cy Newhouse

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16 December 1976

COLLECTORS OF THE 70's

New York - Vogels

Andy Mann \$250.00  
Doug Davis \$200.00

Toronto

\*Peggy Gale \$200.00

Los Angeles - Weisman Interview

\*Peter Kirby \$100.00  
\*Hildegarde Duane \$100.00

Chicago

\* blank check for \$100.00  
\* Matt Quinlan \$100.00  
\* blank check for \$100.00

\* Send all these checks to David Ross at his home address. He will take them with him to Toronto and Chicago and deliver the L.A. checks himself. Also include a check for \$123.00 made out to DAVID ROSS to cover his airfare Chicago-Toronto-Chicago which he has already paid himself. His reimbursable expenses he will send after his trip. Send these checks to him no later than tomorrow, Dec. 17, 1976 SPECIAL DELIVERY.

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JERALD ORDOVER  
ATTORNEY AT LAW  
540 MADISON AVENUE  
NEW YORK, N. Y. 10022

(212) 371-9555

August 26, 1976

Mr. Douglas Davis  
80 Wooster Street  
New York, New York

Dear Doug:

Since I have been unable to talk to Michael Bennett or to you about the proposed revisions I have gone ahead on the basis of Steve's earlier summary of your position and I have prepared the enclosed.

It tries to meet your desires and our concerns regarding early cancellation. Please read it over and call me either at home or at the office to let me have your reaction and suggestions leading to a favorable conclusion of this matter.

Sincerely yours,

  
Jerald Ordover

JO:by: enc.  
cc: Alanna Heiss

*P.S. I marked the  
"new" material in the margin.*



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BY-LAWS  
of  
INSTITUTE FOR ART & URBAN RESOURCES, INC.

ARTICLE I  
Definitions, etc.

Section 1. In these By-Laws, and for all purposes hereof, unless there be something in the subject or context inconsistent therewith:

(a) "Charter" shall mean the Certificate of Incorporation of the Corporation as from time to time amended.

(b) "Member" or "members" shall mean a member or members of the Corporation who have become such in accordance with the provisions of these By-Laws.

(c) "Board" shall mean the Board of Directors of the Corporation.

(d) Whenever reference is made to a member or members attending or being present at a meeting, such reference shall be deemed to include a member or members present or attending in person or by proxy appointed by instrument in writing and sub-

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scribed by such member or members or by his or their attorney or attorneys thereunto authorized; and, whenever reference is made to voting or other action by any member at or in connection with any such meeting, such reference shall be deemed to include voting or taking such action in person or by such proxy. No proxy shall be valid after the expiration of 11 months from the date of its execution, unless the member executing it shall have specified therein its duration.

(e) All references herein to Articles and Sections are to the corresponding Articles and Sections of these By-Laws; and the words "herein", "hereof", "hereby" and "hereunder" and other equivalent words, refer to these By-Laws and not to any particular Article, Section or subdivision hereof.

## ARTICLE II

### Members

Section 1. Members. The members shall consist of the 5 subscribers to the Charter and the members of the Board of Directors whose names are set forth in the

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Charter, together with such other persons as they may from time to time associate with themselves and their successors. Each member shall continue as such until his death, resignation or removal.

Section 2. Election. Any person may become a member upon election by a majority vote of the whole Board or by procedures hereinafter established by a majority vote of the whole Board.

Section 3. Resignations. Any member may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any member may be removed for refusal or failure to comply with the By-Laws or for other good and sufficient cause, at any time, by the affirmative vote of a majority of the members, at any meeting of the Corporation called for that purpose or by the affirmative vote of a majority of the whole Board.

Section 5. Classes of Membership. The Board may establish various classes of membership by a majority vote of the whole Board.

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ARTICLE III

Meetings of the Corporation

Section 1. Annual Meeting. The annual meeting of the Corporation for the election of directors and for the transaction of such other business as may properly come before said meeting shall be held on the 3rd Tuesday of September in each year at three o'clock in the afternoon, if not a legal holiday, but if such day be a legal holiday under the laws of the state where such meeting is held, then at the same hour on the next succeeding day not a holiday under the laws of said state. If the election of directors shall not be held on the day designated herein therefor, the Board shall call a meeting forthwith for the election of directors.

Section 2. Special Meetings. A special meeting of the Corporation may be called at any time by the Secretary, upon the request of the President or by resolution of the Board.

Section 3. Place of Meetings. All meetings of the Corporation shall be held at the principal office of the Corporation in the State of New York or at such other place within or without the State of New York as may from time to time be fixed by the Board or as may be

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designated in the respective notices thereof or in the respective waivers of notice thereof and consents thereto signed by all of the members.

Section 4. Notice of Meetings. Notice of each meeting shall be in writing and signed by the President or a Vice-President or the Secretary or an Assistant Secretary and shall state the purpose or purposes for which the meeting is called and the time when and the place where it is to be held. A copy thereof shall be served either personally or by mail upon each member not less than 7 nor more than 40 days before the meeting. If mailed, it shall be directed to the member at his address as it appears on the books of the Corporation, unless he shall have filed with the Secretary a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request. Except as otherwise expressly provided by law, no publication of any notice of a meeting of the Corporation shall be required. No notice of an adjourned meeting of the Corporation need be given unless expressly required by law.

Section 5. Quorum. At each meeting of the Corporation a majority of the members shall be present to con-

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stitute a quorum for the transaction of business.

Whether or not there is a quorum at any meeting, the members present and entitled to cast a majority of the votes thereat may adjourn the meeting from time to time.

At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Organization. At each meeting of the Corporation, the President, or, in his absence, a Vice-President designated by the President or, in the absence of such designation, a chairman chosen by the members present and entitled to cast a majority of the votes thereat, shall act as chairman. The Secretary of the Corporation shall act as secretary of each meeting of the Corporation. In the absence of the Secretary from any such meeting, the Chairman of such meeting shall appoint an Assistant Secretary or, if none is present, some other person to act as secretary of the meeting.

Section 7. Voting. At each meeting of the Corporation each member shall be entitled to one vote.

Except as otherwise provided by law, or by the Charter, or by Section 4 of Article II or by Section 2, 9

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or 10 of Article IV, all matters which shall properly come before any meeting of the Corporation shall be decided by the affirmative vote of the members present and entitled to cast a majority of the votes thereat, a quorum being present.

ARTICLE IV

Board of Directors

Section 1. General Powers. The business of the Corporation, except as otherwise expressly provided by law or by the Charter, shall be managed by the Board.

Section 2. Number, Election and Term of Office.  
A Board of not less than 3 directors shall be elected by a plurality of the votes cast at the annual meeting of the Corporation, and each director shall hold office until the next annual meeting and until his successor shall have been elected and qualified, or until his death, resignation, or removal. The number of directors shall be fixed at each annual meeting of the Corporation at which a Board is elected, but the number so fixed may be increased within the limit, if any, prescribed by the Charter, or may be diminished to not less than 3 at any special meeting of the Corporation called for the purpose. Directors need not be members.

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Section 3. Meetings. The Board shall hold its first regular meeting each year immediately after the meeting of the Corporation at which such Board shall have been elected, at the place where such meeting of the Corporation was held, for the purpose of organization and the election of officers, and for the transaction of such other business as may be required by law or by these By-Laws or designated by the Board. In case such meeting is not held, the President shall call the first meeting of the Board within 2 weeks after such meeting of the Corporation. In case the President shall fail to call such meeting, it may be called by any director.

The Board by resolution may provide for the holding of other regular meetings and may fix the time and place of holding such meetings.

Special meetings shall be held whenever called by the President or by any 2 directors.

Section 4. Place of Meetings. The Board may hold its meetings at such place or places, within or without the State of New York as the Board from time to time may determine, or as may be designated in the respective notices thereof or in the respective waivers of notice



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thereof and consents thereto signed by all the directors; except that the first meeting of each Board shall be held as provided in the preceding Section.

Section 5. Notice of Meetings. Notice need not be given of the first regular meeting, or of any other regular meeting of the Board, if the time and place of holding such regular meeting is specified in a resolution of the Board, adopted and incorporated in the minutes of a meeting of the Board at least 20 days prior to the holding of such regular meeting and if notice of the adoption of such resolution is given, in the manner herein provided for giving notice of meetings, to each director who was absent from the meeting at which such resolution was adopted. Except as otherwise required by law, notice of the time and place of each other meeting of the Board shall be mailed to each director, postage prepaid, addressed to him at his residence or usual place of business, or at such other address as he may have designated in a written request filed with the Secretary, at least 2 days before the day on which the meeting is to be held, or shall be sent to him at such address by telegram or cablegram or given personally or by telephone, at least 24 hours before the time at which such meeting is to be held. Except as otherwise provided by law

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or by Section 1 of Article X, notice of a meeting of the Board need not state the purposes thereof.

Section 6. Quorum and Manner of Acting.

At each meeting of the Board a majority of the whole Board shall be present in person to constitute a quorum for the transaction of business thereat, and the act of a majority of the whole Board at any such meeting at which a quorum is present shall be the act of the Board. Whether or not there is a quorum at any meeting, a majority of the directors who are present may adjourn the meeting from time to time to a day certain. No notice of an adjourned meeting need be given. The directors shall act only as a Board, and the individual directors shall have no power as such.

Section 7. Organization. At each meeting of the Board, the President or, in his absence, a Vice-President designated by the President or, in the absence of such designation, a chairman chosen by a majority of the directors present, shall act as chairman. The Secretary of the Corporation shall act as secretary of each meeting of the Board. In the absence of the Secretary from any such meeting, the chairman of such meeting shall appoint as Assistant Secretary or, if none is present, some other per-

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son to act as secretary of the meeting.

Section 8. Resignations. Any director may resign at any time by giving written notice to the President or to the Secretary of the Corporation or to the Board. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Removal. Any director may be removed, either with or without cause, at any time, by the affirmative vote of a majority of the members, at any special meeting of the Corporation called for that purpose or by the affirmative vote of a majority of the whole Board of Directors at a meeting called for that purpose.

Section 10. Vacancies. Except as otherwise provided by law or by the Charter, any vacancy in the Board arising at any time from any cause, including the failure of the members to elect a full Board or an increase in the number of directors, may be filled by the vote of a majority of the directors remaining in office; or any such vacancy may be filled by the members at the next annual meeting held or at the special meeting of the Corporation

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at which such vacancy was created, or at a special meeting of the Corporation called for the purpose of filling such vacancy. The directors so appointed or elected shall hold office until the next annual election and until their successors have been duly elected and qualified.

ARTICLE V

Executive and Other Committees

Section 1. Executive Committee. General Powers and Membership. The Board may, by resolution adopted by a majority of the whole Board, elect an Executive Committee consisting of two or more directors and such other committees as from time to time, the Board may deem necessary or advisable. Unless otherwise expressly provided by law or by the Charter or by resolution of the Board, the Executive Committee shall have and may exercise all the powers of the Board (except the power to fill vacancies in the Board, the power to appoint or remove a member of the Executive Committee or other committee, the power to remove an officer appointed by the Board, and the power to amend or repeal these By-Laws) when the latter is not in session, and each other committee shall have and may exercise, when the Board is not in session, such powers

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only as a committee, and the individual members of such committee shall have no power as such.

Section 5. Removal. Any member of any committee may be removed from such committee, either with or without cause, at any time, by resolution adopted by a majority of the whole Board, at any meeting of the Board called for that purpose.

Section 6. Vacancies. Any vacancy in any committee shall be filled by the Board in the manner prescribed by these By-Laws for the original appointment of the members of such committee.

#### ARTICLE VI

##### Officers

Section 1. Appointment, Term of Office and Qualifications. The Board shall choose annually from its membership the President of the Corporation and shall also choose annually one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the Board may deem necessary or advisable. Each of such officers shall hold office until the next annual election and until his successor is chosen and qualified. One person may hold, and perform the duties of, any 2 of said offices except those of President

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and Vice-President. No person may hold more than 2 of said offices. No instrument required to be signed by more than one officer shall be signed by the same individual in more than one capacity.

Section 2. Removal. Any officer may be removed either with or without cause, at any time, by resolution adopted by a majority of the whole Board, at any meeting of the Board.

Section 3. Resignations. Any officer may resign at any time by giving written notice to the President or to the Secretary or to the Board. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for regular appointment to such office.

Section 5. President. The President shall be the chief executive officer of the Corporation and shall have general supervision of the business of the Cor-

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poration, and over its several officers, subject, however, to the control of the Board. The President, when present, shall preside at all meetings of the Corporation and of the Board; and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him by the Board or by any committee thereunto authorized.

Section 6. Vice-Presidents. At the request of the President, or in his absence or disability, the Vice-President designated by him or in the absence of such designation the senior Vice-President present shall perform all the duties of the President, and, when so acting, shall have all the powers of the President; and each Vice-President shall perform such other duties as from time to time may be assigned to him by the Board or by any committee thereunto authorized.

Section 7. Secretary. The Secretary shall:

(a) Keep the minutes of all meetings of the Corporation and of the Board, and of any committee of which a Secretary shall not have been appointed, in books to be kept for the purpose;

(b) see that all notices are duly given.

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in accordance with these By-Laws or as required by law;

(c) be custodian of the records (other than financial) and have charge of the seal of the Corporation and see that it is used upon all papers or documents whose execution in behalf of the Corporation under its seal is required by law or duly authorized in accordance with these By-Laws;

(d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board or by the President or by any committee thereunto authorized.

Section 8. Assistant Secretaries. At the request of the Secretary, or in his absence or disability, an Assistant Secretary designated by the President or by the Secretary shall perform all the duties of the Secretary and, when so acting, shall have all the powers of the Secretary. Each Assistant Secretary shall perform such other duties as from time to time may be assigned to him by the President or the Secretary or by the Board or by any committee thereunto



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authorized.

Section 9. Treasurer. The Treasurer, if required by the Board, shall give a bond for the faithful discharge of his duty, in such sum and with such surety or sureties as the Board shall require. The Treasurer shall:

(a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as shall be designated by the Board;

(b) exhibit at all reasonable times his books of account and records to any of the directors of the Corporation upon application during business hours at the office of the Corporation where such books and records are kept;

(c) render a statement of the condition of the finances of the Corporation at all regular meetings of the Board and a full financial report at the annual meeting of the Corporation;

(d) receive, and give receipt for, moneys due and payable to the Corporation from

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any source whatsoever and, subject to the direction of the Board or of any committee thereunto authorized or of the President, pay out and supervise the disbursement of moneys of the Corporation;

(e) in general, perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the President or by the Board or by any committee thereunto authorized;

(f) where no Secretary or Assistant Secretary is in office, to perform the duties of Secretary of the Corporation.

Section 10. Assistant Treasurers. Each Assistant Treasurer, if required so to do by the Board, shall give bond for the faithful discharge of his duty, in such sum and with such surety or sureties as the Board shall require. At the request of the Treasurer, or in his absence or disability, an Assistant Treasurer designated by the President or by the Treasurer shall perform all the duties of the Treasurer, and, when so acting, shall have all the powers of the Treasurer. Each Assistant Treasurer shall perform such other duties as from time to time may be assigned to him by the President or Treasurer

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or by the Board or by any committee thereunto authorized.

## ARTICLE VII

### Execution of Instruments, Etc.

#### Section 1. Contracts, etc., How Executed.

The Board or any committee thereunto authorized, subject to the provisions of Section 1 or Article VI, may authorize any officer or officers, agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Deposits. Funds of the Corporation may be deposited from time to time to the credit of the Corporation with such depositaries as may be selected by the Board.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board. Unless otherwise provided by resolution of the Board, endorsements for deposit to the

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credit of the Corporation in any of its duly authorized depositaries may be made, without countersignature, by the President or any Vice-President or the Treasurer, or by any other officer or agent of the Corporation to whom such power shall have been delegated by the Board, or may be made by hand-stamped impression in the name of the Corporation.

Section 4. Sale or Transfer of Securities.

Stock certificates, notes, bonds or other securities held or owned by the Corporation may be sold, transferred or otherwise disposed of when endorsed for transfer by such officer or officers, agent or agents of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board, or of any committee to whom the power to authorize such sale, transfer or other disposal shall have been delegated.

ARTICLE VIII

Notice

Section 1. Waiver of Notice. No notice of the time, place or purpose of any meeting of the Corporation or of any meeting of the Board, or of any committee, or

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any publication thereof, whether prescribed by law, by the Charter or by these By-Laws, need be given to any person who attends such meeting, or who, in writing, executed either before or after the holding thereof, waives such notice, and such attendance or waiver shall be deemed equivalent to notice.

#### ARTICLE IX

##### Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from August through July.

Section 2. Annual Reports. At each annual meeting of the Corporation the Board shall present a report, verified by the President and the Treasurer or by a majority of the directors, showing the whole amount of real and personal property owned by the Corporation, where located and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names

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and places or residence of the persons who have been admitted to membership in the Corporation during such year, which report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting of the Corporation.

Section 3. Seal. The Board shall prescribe a corporate seal, which shall be a device containing the name of the Corporation, the year of its organization and the words "Corporate Seal" and "New York".

Section 4. Offices. The principal office of the Corporation shall be located in the City of New York, County of New York.

#### ARTICLE X

##### Amendments

Section 1. The By-Laws of the Corporation may be adopted, amended or repealed at any meeting of the members of the Corporation by a vote of a majority of all members of the Corporation or at a meeting of the Board by a vote of a majority of all of the directors then in office, provided in either case that notice of the proposed amendment or amendments shall have been given in the notice or such meeting; provided, however, that if any By-Laws regulating

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an impending election of the directors is adopted, amended or repealed by the Board there shall be set forth in the notice of the next meeting of the members of the Corporation for the election of Directors the By-Law so directed, amended or repealed together with a concise statement of the changes made.

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Lane Bell  
I can  
have → SAN FRAN  
San Francisco's cable car  
of residents and visitors  
Amund 15 8/1

Dear  
CAL  
An off  
Cynthia  
+ lets  
particula  
Yea n  
Mon. -  
Can pass

431-6585

DOUGLAS DAVIS  
80 WOOSTER STREET  
NEW YORK CITY 10012

7/25 Saturday

Dear Alanna--

The deal seems OK. I passed it on to Andy and will hear from him when we get back on Tuesday. A lot depends on what you mean by "nothing formal" until Steve returns on Aug. 14. If he writes up a really stiff contract, that might cause yet more trouble--deadlines have to be loose and reasonable advance should be paid (reasonable is usually 50%). But assuming that is worked out, and Andy is willing, it seems right at last. I take it no money gets paid before Aug. 14? We need bread for the Marsh tape but I go back & forth to Texas a lot & could do it later.

Doug

Post card

ation,

OLYMPICS 1976

USA

FORWARD ST.

James Heiss

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Jane Bell

80 Wooster Street • New York City 10012 • 212-431-6585



San Francisco's Cable Car

Photo Courtesy Pan American Airways

Best,  
*Jane*  
Jane

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Jane Bell

80 Wooster Street • New York City 10012 • 212-431-6585

7/18  
Dear Alanna —

CALL! Make an offer that is comfortable for you + let's get this particular issue resolved yea or nay. I'm away Mon. - Wed. but Jane can pass on the info.

VOTE for J.C.,  
Doug

I am here → SAN FRANCISCO, CALIFORNIA  
CABLE CARS  
San Francisco's cable cars retain their place in the affections of residents and visitors alike.  
Amanito is 8/2

pub. by Smith Novelty Co., 460-9th St., San Francisco, Calif. 94103

USA 35 OLYMPICS 2004

post card

Ms. Alanna Heiss  
The Clocktower  
108 LEONARD ST.  
~~108 LEONARD ST.~~  
N.Y.C.

MADE BY DEXTER PRESS, INC. WEST HAVEN, NEW YORK

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Jane Bell

80 Wooster Street • New York City 10012 • 212-431-6585

August 4, 1976

Dear Alanna/Linda:

You see, I have lost my faith in the telephone. I can't reach you; you can't reach us. We could make this the next piece at PS 1--a string of phone messages straggling on to the floor.

In response to the Institute letter re the PS 1 catalogue. Douglas is sure he will do one of two things (just to keep you informed): either a recent statement from Belamid and Komar about the line or excerpts from our mysteriously blocked phone call to Moscow on July 4th, possibly in the form of a letter to you both, and referring to other artists in the show. We'll mail it off to you as soon as possible--as you know we've been charging around like madpersons.

And yes, yes, Douglas would very much like to see the photographs before the catalogue goes to press. Could he do this the week that Steve returns, around the 15th or 16th? Please have someone call us if it must be done before then.

I will call back too to check on this--it really is crucial to see the photographs of the installation, as I am sure you are aware.

Best,

*Jane*  
Jane