

1922

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Charter Amendment

Agnes Scott College

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APPLICATION FOR AMENDMENT  
CHARTER AGNES SCOTT  
COLLEGE.

GEORGIA, DEKALB COUNTY:

*To the Superior Court of Said County:*

The petition of Agnes Scott College, a corporation created by and existing under the laws of said State and having its principal office and place of business in said county, respectfully shows:

FIRST: That under and by virtue of an order of said Court, granted on the 27th day of August, 1889, petitioner was duly incorporated under the name of "Decatur Female Seminary" with all the rights, privileges and liabilities set forth in the application for incorporation, which is of record in said Court.

SECOND: That thereafter, to-wit: on the 4th day of November, 1890, the Charter of said corporation was duly amended by another order of said Court by which the name was changed to "The Agnes Scott Institute," and the number of Trustees increased from five to six.

THIRD: That thereafter, to-wit: On the 10th day of April, 1897, said Charter was further amended by changing the number of Trustees from six to not less than eight and not more than thirteen, and making pro-

vision for their election and term of service; by annulling stockholding in said corporation, and vesting all corporate powers in the said Board of Trustees, and empowering said Board to accept donations; and revoking and annulling all provisions of the original charter or former amendment in conflict with said enacted amendment and extending the charter for twenty years.

FOURTH: That thereafter, to-wit: On the 12th day of May, 1906, said original Charter, amended as aforesaid, was further amended so as to change the name of the corporation to "The Agnes Scott College."

FIFTH: That thereafter, to-wit: On the 14th day of March, 1914, said Charter was further amended so as to increase the number of Trustees from a minimum of eight and maximum of thirteen to a minimum of twelve and a maximum of twenty-five, and making certain provisions as to the qualifications and selection of said Trustees, and the number necessary to constitute a quorum, and providing further that said Charter as therein amended should be continued for a period of twenty years from the date of the order of amendment, all of the provisions of said amendments being more fully set out in the application therefor, all of which are of record in this Court.

SIXTH: That thereafter, to-wit: On the 1st day of August, 1917, said Charter was further amended so as to change certain pro-

visions as to the qualification and selection of said Trustees, all of the provisions of said amendment being more fully set out in the application therefor, all of which are of record in this Court.

SEVENTH: That on the 26th day of May, 1922, at a regular annual meeting of said Board of Trustees, at which a quorum was present, the following resolution was unanimously adopted, to-wit:

RESOLVED, That the Board of Trustees of Agnes Scott College make application to the Superior Court of DeKalb County, Georgia, for amendment to the Charter of said College, as follows, to-wit:

By striking all of Paragraph Six (6) of the amended Charter of 1917 relating, inter alia, to the election of the Board of Trustees, and substituting the following as Paragraph Six (6):

*"Said corporation is constituted for the purpose of establishing, perpetuating and conducting a College for the Higher Education of women under auspices distinctly favorable to the maintenance of the faith and practice of the Christian Religion, but all departments of the College shall be open alike to students of any religion or sect, and no denominational or sectarian test shall be imposed in the admission of students."*

The corporation shall be constituted of the Board of Trustees of Agnes Scott College now in office and their successors chosen and elected as hereinafter provided.

The Board of Trustees shall consist of not exceeding twenty-seven (27) members, who shall be members of the Presbyterian Church in the United States, except that the two Trustees hereinafter designated as "Alumæ Trustees" may be members of any evangelical church. The President of the College shall be, ex-officio, a member of the Board and counted as a Corporate Trustee.

Fourteen (14) of the total number of twenty-seven (27) Trustees shall be designated as "Corporate Trustees" and shall be chosen and elected by the Board in office as and when vacancies occur in said designated class.

Four (4) of the remaining thirteen (13) Trustees shall be chosen by the Board from the bounds of the Synod of Georgia and their names submitted to said Synod for ratification or confirmation, their election to become effective only when and after they shall have been ratified or confirmed by the said Synod.

Four (4) of the remaining nine (9) Trustees shall be chosen by the Board from the bounds of the Synod of Alabama and their names submitted to said Synod for ratification or confirmation, their election to become effective only when and after they have been ratified or confirmed by the said Synod.

Three (3) of the remaining five (5) Trustees, when and as the Board in office deems advisable, and after agreement with the Synods of Tennessee and of Florida, or either of them, for representation upon the

Board on like terms as the Synod of Georgia and Alabama, shall be chosen by the Board from the bounds of said Synod or either of them as the number may be fixed in such agreement subsequent hereto, and their names shall be submitted to said Synod, or either of them, as the said agreement may provide, for ratification or confirmation, their election to become effective only when and after they shall have been confirmed or ratified by the said Synod.

Should either of said Synods decline to ratify or confirm the nomination of any trustee submitted as above provided for, the Board of Trustees shall submit to the next meeting of such Synod another nomination in lieu thereof, and so on until a nomination is ratified or confirmed. Provided, that if either of said Synods neglects or fails for one year after a nomination is submitted to take any action thereon, the nomination made in pursuance hereof shall become effective notwithstanding such non action by the Synod. The eleven (11) Trustees chosen and elected in the manner above provided shall be designated as "Synodical Trustees."

The two (2) remaining Trustees shall be chosen by the Board from the duly accredited membership of the General Alumæ Association of Agnes Scott College, and their names submitted to said Association for ratification or confirmation, their election to become effective only when and after they shall have

been ratified or confirmed by the said Association at a regular annual meeting thereof.

Should the Association decline, neglect or fail to ratify or confirm any such nomination, the same manner of procedure prescribed herein as to the choice and confirmation of "Synodical Trustees" shall thereafter be followed.

The terms of office of the "Corporate Trustees" and of the "Synodical Trustees" shall be four years.

The Board shall, in such manner as it sees fit, so arrange or rearrange the terms of office of the "Corporate Trustees" now in office as that of the terms of two shall expire in one year from such action by the Board, four in two years, four in three years and four in four years, their successors to be elected for terms of four years, except as this provision may be necessarily modified as to trustees chosen from the bounds of the Synods of Tennessee and Florida, or either of them, in order to avoid more than one annual expiration.

The terms of office of the "Alumnæ Trustees" shall likewise be so arranged as that one shall expire in one year and one in two years, their successors to be chosen and elected for terms of two years.

In the event of vacancies arising in either class of Trustees by resignation, death or otherwise, the Trustees chosen and elected to fill such vacancy shall serve only for the unexpired term.

All Trustees shall be eligible for re-election. The Board of Trustees shall be the exclusive and ultimate source of authority in all matters pertaining to the College, its government and conduct, and may act through the President of the College and such other officers, agents or committees as it may elect or appoint. These shall have such powers, functions and duties as may be prescribed by the Board in by-laws or by resolution. The Board shall have power to adopt by-laws for its government and for that of the College, not in conflict with this Charter.

This Charter may be hereafter amended only upon application approved by not less than fifteen (15) members of the Board.

No proposed amendment shall be voted on unless it is proposed in writing, and lies over for one meeting, and it shall be the duty of the Secretary of the Board to mail a copy of any proposed amendment and the time and place of the meeting at which it is to be voted upon, to each member of the Board.

WHEREFORE, Petitioner prays that its present Charter as heretofore amended, be further amended, so as to conform to the resolution of its Board of Trustees, as set out in the Seventh Paragraph of this petition, and that its Charter, as heretofore amended, and as herein prayed for, be extended for a period of twenty (20) years from the date of this amendment.

SCOTT CANDLER,  
Attorney for Agnes Scott College.

GEORGIA, DEKALB COUNTY:

I, B. F. Burgess, Clerk of the Superior Court of DeKalb County, Georgia, do hereby certify that the foregoing is a true and correct copy of the application for amendment to the Charter of Agnes Scott College, as the same appears on file in this office.

Witness my official signature and the seal of said Court this, August 23, 1922.

B. F. BURGESS,

Clerk of the Superior Court, DeKalb County,  
Georgia. (Seal of the Court.)

This, August 23, 1922.

(Seal of the Court.)

GEORGIA, DEKALB COUNTY:

*In the Superior Court of Said County:*

Whereas, the AGNES SCOTT COLLEGE have heretofore filed in the office of the Clerk of the Superior Court of DeKalb County, Georgia, their petition seeking certain amendments to their charter heretofore granted;

And it appearing to the Court that said AGNES SCOTT COLLEGE has complied with the statutes in such cases made and provided, and that all other requirements of the Laws of the State of Georgia as provided have been fully met, upon hearing said petition, the Court being satisfied that said petition is legitimately within the purview and

intention of the laws of this State; it is ordered and declared that all of the prayers of said petition be granted and that the Charter of said AGNES SCOTT COLLEGE is hereby amended as prayed for, and it is further ordered that the period of time for which said Charter is granted is hereby extended to cover a period of twenty years from this date.

This September 23rd, 1922.

JOHN B. HUTCHESON,

Judge of the Superior Court Stone Mountain Ct.