

1931

Agnes Scott College
CHARTER

ALSO

BY-LAWS OF TRUSTEES
MEMBERS OF THE BOARD
TRUSTEE COMMITTEES



May 29, 1931

Charter of Agnes Scott College

HISTORY

The first Charter for the institution was granted by the Superior Court of DeKalb County, Georgia, on August 27, 1889, and the name given at that time was "Decatur Female Seminary."

On November 4, 1890, the Charter was amended by Court Order, and the name was changed to "The Agnes Scott Institute."

Minor changes and additions were made in another amendment signed by the Court on April 10, 1897.

Still another change of importance was dated May 12, 1906, and in this case the name of the institution was made "The Agnes Scott College."

Several small changes, principally concerned with the number and qualifications of Trustees, were made in amendments dated respectively March 14, 1914, and August 1, 1917; and the corporate name of "Agnes Scott College" was adopted.

The Charter now in force was given by the Superior Court on August 23, 1922, being extended for a period of twenty years from the date mentioned. As there have been a number of amendments, and as the provisions of all these as well as those of the original Charter are still in force, unless contradictory of later terms, we have summarized below the whole of the Charter as it is now in effect.

NAME

The institution is chartered under the name of AGNES SCOTT COLLEGE, with its principal office and place of business in DeKalb County, Georgia.

PURPOSE

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.

TRUSTEES

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 of the United States, except that the two Trustees hereinafter designated as "Alumnae 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 Trus-

tees" 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 Synods or either of them as the number may be fixed in such agreement subsequent hereto, and their names shall be submitted to said Synods, 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 Alumnae 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 term of office of the "Alumnae 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 presence of seven (7) members of the Board of Trustees shall be necessary to constitute a quorum.

POWERS

The Board of Trustees shall be the exclusive and ultimate source of authority in all matters pertaining to the College, its government and conduct. They are granted all the powers, rights, and privileges necessary for the support and maintenance of the institution, together with such others as are usually conferred on Boards of Trustees in this State, including the right to grant degrees, to hold and acquire property, to accept donations on any terms that they may deem proper, to sue and be sued in their corporate capacity, to sell, mortgage or otherwise dispose of property acquired as may seem for the best interests of the College, to charge and collect tuition, and employ officers and teachers.

The Trustees 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.

AMENDMENT

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.

By-Laws

I OFFICERS

The Officers of the Board shall be a Chairman, a Vice-Chairman, and a Secretary. These shall be elected by the Board to serve according to its will.

THE CHAIRMAN

Shall preside at Board meetings and shall sign all deeds, conveyances, mortgages.

THE VICE-CHAIRMAN

Shall discharge the duties of the Chairman whenever the latter is absent or disqualified.

THE SECRETARY

Shall keep accurate minutes of the proceedings of the Board and shall counter-sign all deeds authorized by the Board and to which the Chairman's signature is required.

He shall also be authorized to call special meetings of the Board when in his judgment desirable, or when requested to do so either by the Chairman or by any three (3) members of the Board.

II ORGANIZATION OF THE COLLEGE OFFICERS

The Officers of the College shall be a President, Dean, Business Manager, Treasurer, and Registrar. The President and Dean shall be elected by the Board and shall hold office at its will. Retirement may take place by request of Board or by resignation. In either case written notice shall be given six months before date of proposed retirement unless waived by both parties. The other officers shall be appointed and hold office as specified below.

The President

The President shall be the Executive Officer of the Board. He shall, under the Board of Trustees, have charge and control of the College, its policy, its officers, teachers and students, and management and direction of the business of the corporation. He shall make full reports to the Board annually. He shall also give any information concerning the College requested by the Chairman or heads of committees.

The Dean

Under the President, the Dean shall have charge of the students and shall make suitable regulations for their conduct. She shall also arrange the social calendar of the year and have charge of general details of internal management.

Business Manager

The Business Manager shall be appointed or replaced by the President with the approval of the Board. He shall receive such salary as the Board may direct. Under the President, he shall do the buying for the College, preparing suitable vouchers for purchases at

least by the 10th of each month. He shall supervise repairs and the general up-keep of the plant, employ such labor as may be needed, and perform such other duties as the President may request. He shall give bond acceptable to the Finance Committee, of not less than \$10,000, the premium to be paid by the College.

Treasurer

The Treasurer shall be appointed or replaced by the President, with the approval of the Board. He shall receive such salary as the Board may direct. He shall keep the books and accounts of the College and shall receive and pay out on proper vouchers all moneys for the current expenses of the College. He shall run the College Bank and Book-store and perform any other duties requested by the President of the College or the Finance Committee. He shall make annual reports to the Board and shall, at all times, give such information to the President, Chairman or Finance Committee as may be requested. He shall be required to give bond in a Security Company acceptable to the Finance Committee, for not less than \$25,000, the premium to be paid by the College.

The Registrar

The Registrar shall be appointed by the President and shall work under his general supervision and direction. He shall look after the securing of students, keeping of academic records, the sending of needed reports to parents, furnishing general information requested personally or through correspondence and the rendering of such other services as may be requested by the President.

FACULTY

(1) **Constitution.** The Faculty shall consist of the President, the Dean, and all officers of instruction holding rank above that of Instructor in the regular academic departments of the College. Instructors, Assistants, and all teachers in Special departments of the institution may have the privilege of sitting with the Faculty, but shall not be entitled to vote.

(2) **Appointment.** Appointments of all officers of instruction shall be made on the nomination of the President, and contracts shall be signed in duplicate.

(3) **Function.** Except as limited above, the Faculty shall have general charge of instruction, attendance of students, examinations, the administration of the curriculum as prescribed by the Academic Council, the discipline of the College, and matters involving the social and religious welfare of the institution.

THE ACADEMIC COUNCIL

(1) **Constitution.** The Academic Council shall consist of the President, the Dean, and the heads of the various College departments.

(2) **Functions.** Subject to the approval of the Board of Trustees, the Council shall have the power to determine the academic policy of the College, to fix requirements for admission and for the degree, and to approve the courses of instruction offered by the various departments.

III

COMMITTEES OF THE BOARD

The following Committees shall be appointed by the Chairman to serve until new appointments are made:

(1) **Executive.** This Committee shall have authority to consider and to decide all questions affecting the interests of the College which may be brought before it, whenever it is impracticable to secure a quorum of the Board, or between stated meetings of the Board. It shall also transact such business as may be committed to it by the Board. It shall be an advisory council for the President for such matters as he may submit to it. The Committee shall meet on the call of the Chairman or on that of the President of the College.

(2) **Finance.** It shall be the duty of this Committee to examine carefully the condition of the College from a financial standpoint at least annually. It is to be the Advisory Committee for the President on all matters of finance or business.

It shall make investments of money that may be available from time to time and make such changes in securities as may seem to it wise. It shall make annually a full report to the Board of Trustees of the securities held by the College and of their value.

(3) **The Buildings and Grounds Committee** shall have general supervision of the grounds and buildings owned by the College, and of all important repairs, changes, and improvements in the same. It shall also have supervision of the insurance carried.

(4) **The Health Committee** shall confer from time to time with the officers of the College as to the best means for securing students who are physically well fitted for the college and as to the wisest measures for conserving the health of those who are accepted.

(5) **Faculty.** This Committee will advise with the President about all important problems concerning the faculty and officers, suggesting or confirming changes in personnel, salaries, or other items involving the staff.

(6) **Scholarships.** This Committee shall assist the President in securing scholarship aid for worthy young women who are not otherwise able to come to Agnes Scott.

(7) **Nominations.** All nominations to fill vacancies on the Board of Trustees shall be made by this Committee. It shall carefully investigate all names proposed. No name shall be recommended to the Board without a formal vote of the Committee.

The President of the College is *ex-officio* a member of each of the standing Committees of the Board.

Each standing Committee shall submit to the Board an annual written report of its work.

IV

GENERAL REGULATIONS

There shall be one Annual Meeting of the Board of Trustees, on Friday before the Commencement Day. Other meetings may be held at the call of the Secretary at times and places designated in the call.

The By-Laws may be amended by a majority vote. Unless there is a unanimous vote for amendment, any proposal for change must lie over for at least one meeting.

Board of Trustees

(Listed in order of appointment)

May, 1931

Name	Type of Appointment	Term Expires
C. M. Candler	Corporate	1935
J. K. Orr	Corporate	1935
J. T. Lupton	Corporate	1933
W. C. Vereen	Synod of Georgia	1933
J. S. Lyons	Corporate	1934
F. M. Inman	Corporate	1935
Mrs. S. M. Inman	Corporate	1935
Mrs. C. E. Harman	Corporate	1934
Miss Mary Wallace Kirk	Alumnae	1933
George E. King	Corporate	1932
D. P. McGeachy	Corporate	1933
R. O. Flinn	Corporate	1934
H. T. McIntosh	Synod of Georgia	1932
J. R. McCain	Ex-officio	
J. J. Scott	Corporate	1934
W. A. Bellingrath	Synod of Alabama	1934
W. R. Dobyns	Synod of Alabama	1932
G. Scott Candler	Corporate	1932
E. D. Brownlee	Synod of Florida	1934
C. T. Paxon	Synod of Florida	1932
J. Bulow Campbell	Synod of Georgia	1934
D. A. Dunseith	Synod of Florida	1933
Miss Nannette Hopkins	Synod of Georgia	1935
John McMillan	Synod of Alabama	1933
Mrs. B. R. Adams	Alumnae	1932
W. J. Rushton	Synod of Alabama	1935
George Winship	Corporate	1933

ORGANIZATION

Chairman	J. K. Orr
Vice-Chairman	Mrs. S. M. Inman
Secretary	J. R. McCain

Committees of the Board of Trustees

May, 1931

Executive

C. M. Candler, Chairman; J. S. Lyons, W. C. Vereen, J. K. Orr, F. M. Inman, E. D. Brownlee, W. J. Rush-ton, and the President.

Finance

F. M. Inman, Chairman; J. K. Orr, J. T. Lupton, Geo. E. King, W. A. Bellingrath, J. B. Campbell, John McMillan, George Winship, and the President.

Buildings and Grounds

C. M. Candler, Chairman; J. K. Orr, J. J. Scott, Mrs. S. M. Inman, Mrs. C. E. Harman, J. B. Camp-bell, George Winship, and the President.

Faculty

J. S. Lyons, Chairman; D. P. McGeachy, Scott Can-dler, R. O. Flinn, and the President.

Nominations

J. K. Orr, Chairman; R. O. Flinn, W. R. Dobyms, H. T. McIntosh, D. A. Dunseith, J. J. Scott, and the President.

Health

Miss Nannette Hopkins, Chairman; Mrs. S. M. Inman, Mrs. B. R. Adams, Miss Mary Wallace Kirk, and the President.

Scholarships

J. R. McCain, Chairman; D. P. McGeachy, Miss Mary Wallace Kirk, John McMillan, C. T. Paxon.