

1939

**Agnes Scott College**  
**CHARTER**

ALSO

**BY-LAWS OF TRUSTEES**  
**MEMBERS OF THE BOARD**  
**TRUSTEE COMMITTEES**



October 15, 1939

# 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 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 shall be chosen by the Board from the bounds of the Synod of Florida 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 said Synod.

Should any 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 rat-

ify 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 "Alumnae Trustees" shall serve for two years each.

In the event of a vacancy arising in either class of Trustees by resignation, death or otherwise, the Trustee 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 President, Dean of the Faculty, Dean of Students, Business Manager, Treasurer, and Registrar. The President and Deans 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.

#### *Dean of the Faculty*

Under the President, this officer shall have general charge of the academic work of the College, advising with members of the Faculty in regard to instructional methods and results, making studies of testing procedures and grades, assisting students in getting adjusted to their work, and striving to maintain sound standards in the making and administering of the curriculum.

#### *Dean of Students*

Under the President, this officer shall keep in close touch with the students and endeavor to assist them with personal, social, and other problems. She shall advise with the various organizations as to policies affecting students. She shall have general charge of the social calendar of the year and shall make out the examination schedules.

#### *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 Deans, and all officers of instruction holding rank above that of Instructor in the regular academic departments of the College. Heads of the Special departments are also members of the Faculty. Instructors, Assistants, and all teachers of Specials besides the heads, have the privilege of sitting with the Faculty and of discussion, but do not have the power 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 Deans, 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.

The Finance Committee shall have the power to au-

thorize the execution, in the name of and for and in behalf of the College, of all necessary legal papers, powers of attorney, assignments, transfers and the like, which may be necessary or desirable to transfer the title to any shares of stock, bonds, debentures, notes, mortgages, or other choses in action, which the College may own, or in which it may have an interest. The President of the College or the Chairman of the Board of Directors and any other member of the Finance Committee, when so empowered by the Finance Committee are authorized to sign any such papers and to affix the College seal to any that may be so executed. The Secretary of the Board of Trustees is authorized to certify at any time the names of those who may thus act for the College.

(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 and the Chairman of the Board are *ex officio* members of all standing committees.

Three members shall constitute a quorum for committees.

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 the order of appointment)

October 15, 1939

Name	Type of Appointment	Term Expires
Rev. J. Sprole Lyons.....	Corporate .....	1942
Frank M. Inman.....	Corporate .....	1943
Mrs. S. M. Inman.....	Corporate .....	1943
Miss Mary Wallace Kirk.....	Synod of Alabama.....	1942
Rev. D. P. McGeachy.....	Corporate .....	1941
Rev. R. O. Flinn.....	Corporate .....	1942
Henry T. McIntosh.....	Synod of Georgia.....	1940
James R. McCain.....	Ex Officio	
J. Julius Scott.....	Corporate .....	1942
G. Scott Candler.....	Corporate .....	1940
Rev. E. D. Brownlee.....	Synod of Florida.....	1942
J. Bulow Campbell.....	Synod of Georgia.....	1942
John McMillan.....	Synod of Alabama.....	1941
William J. Rushton.....	Synod of Alabama.....	1943
George Winship.....	Corporate .....	1941
Rev. Warner DuBose.....	Synod of Alabama.....	1940
Francis M. Holt.....	Synod of Florida.....	1940
John A. Sibley.....	Corporate .....	1940
T. Guy Woolford.....	Corporate .....	1943
Rev. J. A. McClure.....	Synod of Florida.....	1941
Mrs. George C. Walters.....	Alumnae .....	1941
Miss Daisy Frances Smith.....	Alumnae .....	1940
G. Lamar Westcott.....	Synod of Georgia.....	1943
George W. Woodruff.....	Corporate .....	1942
Charles F. Stone.....	Corporate .....	1943
Rev. Wm. M. Elliott, Jr.....	Synod of Georgia.....	1941

### ORGANIZATION

Chairman.....	George Winship
Vice-Chairman.....	Mrs. S. M. Inman
Secretary.....	James R. McCain

## Committees of the Board of Trustees

October 15, 1939

### Executive

Frank M. Inman, Chairman; J. S. Lyons, H. T. McIntosh, J. J. Scott, Scott Candler, F. M. Holt, Warner DuBose.

### Finance

J. Bulow Campbell, Chairman; Frank M. Inman, W. J. Rushton, John A. Sibley, T. Guy Woolford, C. F. Stone, George W. Woodruff.

### Buildings and Grounds

T. Guy Woolford, Chairman; Mrs. S. M. Inman, J. J. Scott, J. Bulow Campbell, Scott Candler, Mrs. George C. Walters, C. F. Stone, G. L. Westcott.

### Faculty

R. O. Flinn, Chairman; J. S. Lyons, D. P. McGeachy, Miss Daisy Frances Smith, Warner DuBose, J. A. McClure, H. T. McIntosh, Wm. M. Elliott, Jr.

### Nominations

Mrs. George C. Walters, Chairman; R. O. Flinn, E. D. Brownlee, John A. Sibley, Miss Mary Wallace Kirk, G. L. Westcott, Wm. M. Elliott, Jr.

### Health

Mrs. S. M. Inman, Chairman; Miss Mary Wallace Kirk, John McMillan, F. M. Holt, Miss Daisy Frances Smith, Scott Candler.

### Scholarships

D. P. McGeachy, Chairman; E. D. Brownlee, John McMillan, W. J. Rushton, J. A. McClure, George W. Woodruff.

### Campaign (Temporary)

George Winship, Chairman; John A. Sibley, J. J. Scott, T. Guy Woolford, J. R. McCain.

According to the By-Laws of the College, the Chairman and the Secretary of the Board of Trustees are ex officio members of all standing committees.