

Agnes Scott College

BYLAWS



**BOARD OF TRUSTEES
AGNES SCOTT COLLEGE
DECATUR, GEORGIA**



October 12, 1965

BYLAWS

I

OFFICERS OF THE BOARD OF TRUSTEES

The officers of the Board of Trustees 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

The Chairman shall preside at Board meetings, shall give guidance and leadership to all Board plans and activities, and, in the absence of the President, shall sign all contracts, conveyances, and other instruments for the College.

THE VICE-CHAIRMAN

The Vice-chairman shall discharge the duties of the Chairman whenever the latter is absent.

THE SECRETARY

The Secretary shall issue notices for all meetings when directed to do so either by the Chairman or by any three members of the Board, shall keep accurate minutes of the proceedings of the Board, shall have charge of the seal and corporate records, and shall perform such other duties as are incident to his office or are properly required of him by the President or the Board.

II

ORGANIZATION OF THE COLLEGE

Officers

The officers of the College shall be the President, Dean of the Faculty, Dean of Students, Treasurer, Business Manager, Registrar-Director of Admissions, and such other officers as may from time to time be authorized by the Board of Trustees.

The officers shall hold their positions at the pleasure of the Board of Trustees. All major officers, except himself, shall be appointed by the President, subject to confirmation by the Board.

The President

The President shall be elected by the Board of Trustees and his salary fixed by the Board. His tenure of service shall be the same as for other major officers. 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 sign all contracts, conveyances, and other instruments for the College. 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.

In the event of the extended absence or disability of the President, the Executive Committee of the Board shall designate an acting President until the next meeting of the Board.

Dean of the Faculty

Under the President, the Dean of the Faculty shall have general charge of the academic work of the College, working closely with the President in the selection of faculty members and in decisions relative to promotion, tenure, leaves, etc., 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, the Dean of Students shall have general oversight of the student life of the campus, including extracurricular and social activities. This officer, assisted by the members of the Dean's staff, shall be available to counsel with students and to assist them with their personal problems.

Treasurer

The Treasurer is the chief fiscal officer of the College, being directly responsible to the President. He shall keep the books and accounts of the College and shall receive and pay out on proper vouchers all monies for the current expenses of the College. In all financial matters, the Treasurer shall exercise budget control and shall offer guidance to the Business Manager who is the purchasing agent of the College. The Treasurer shall work closely with the Investment Committee of the Board of Trustees in all matters having to do with the permanent invested funds of the College, carrying out the directions of this Committee with respect to the purchase and sale of securities, etc. The Treasurer will make frequent reports of the financial status of the College to the President, to the Chairman of the Board, and to the Executive Committee. He shall make periodical reports in writing to other members of the Board. The Treasurer shall be bonded for an amount and in a manner acceptable to the Executive Committee.

Business Manager

Under the President, the Business Manager shall

serve as purchasing agent for the College. In discharging this responsibility, he shall work closely with the Treasurer, who is primarily responsible for exercising budget control. The Business Manager shall supervise repairs and the general maintenance of the College plant. He shall employ and supervise such labor as may be needed and shall perform such other duties as the President may request.

Registrar-Director of Admissions

Under the general supervision of the President, the Registrar-Director of Admissions shall have charge of the processes of evaluating applications and admitting students, keeping academic records, furnishing reports of academic progress to students and their parents, issuing transcripts of academic records to other institutions, and handling other matters relative to the academic status of students.

FACULTY

(1) **Constitution.** The Faculty shall consist of the President, the Deans, the Registrar-Director of Admissions, the Librarian, and members of academic departments holding the rank of instructor or higher. Certain staff members whose work is definitely related to the academic program of the College may be granted academic rank and faculty status. Persons holding the rank of instructor shall have the privilege of attending faculty meetings and of engaging in discussion but shall have the power to vote only after their first year of service.

(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.** The Faculty shall have general charge of instruction, attendance of students, examinations, matters involving the social and religious welfare of the institution, and the discipline of the College. The Faculty may delegate its powers in discipline to Student Government and to the Administrative Committee composed of faculty representatives and members of the Administration.

THE ACADEMIC COUNCIL

(1) **Constitution.** The Academic Council shall consist of the President, the Deans, the Registrar-Director of Admissions, and the chairmen of academic 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, to approve the courses of instruction offered by the various departments, and to administer the curriculum.

III

COMMITTEES OF THE BOARD OF TRUSTEES

The Permanent Committees of the Board of Trustees are:

(1) **Executive Committee.** 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. The Executive Committee shall consider and approve an annual operating budget submitted by the President and shall receive frequent reports of the financial condition of the College. The Executive Committee shall have oversight of all financial matters that are not specifically allocated to the Investment Committee, the Buildings and Grounds Committee, or some special ad interim committee of the Board. The Executive Committee 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) **Investment Committee.** The Investment Committee 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 Investment Committee shall have the power to authorize the execution, in the name of 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 stocks, 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 Trustees and any other member of the Investment Committee, when so empowered by the Investment 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) **Buildings and Grounds Committee.** The Buildings and Grounds Committee shall have general supervision of the grounds and buildings (except new construction) owned by the College and of all important repairs, changes, and improvements in the same. It shall also have responsibility for recommending to the Executive Committee a program of adequate insurance coverage.

(4) **Academic Affairs Committee.** The Academic Affairs Committee shall review periodically the academic condition of the College, consulting with the President, the Dean of the Faculty, and faculty mem-

bers about matters of curriculum, etc. Matters of academic policy requiring consideration of the Board shall ordinarily be referred to the Academic Affairs Committee by the Academic Council of the Faculty.

(5) **Student Affairs Committee.** The Student Affairs Committee shall report to the Board from time to time concerning the general welfare and health of students at Agnes Scott. This Committee may consult periodically with the President, the Dean of Students and members of the Dean's staff, and with student leaders regarding student life on the campus.

(6) **Personnel Committee.** The Personnel Committee shall advise with the President about all important problems concerning the Faculty and officers and their general welfare.

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

(8) **Development Committee.** The Development Committee shall conduct studies and shall periodically recommend to the Board long-range plans relative to the progress of the College.

IV

GENERAL PROCEDURES OF THE BOARD

There shall be an annual meeting of the Board of Trustees, ordinarily on the second Friday of May, but at the discretion of the Chairman of the Board and of the President of the College. A fall meeting of the Board, less formal in nature and planned primarily to enable members of the Board to visit with faculty and student leaders, shall ordinarily be scheduled in October, the date to be determined by the Chairman of the Board and the President of the College. Other meetings may be called by the Chairman and the President, with at least one week's notice, at a time and place specifically designated in the call.

Nine members shall constitute a quorum for meetings of the Board, provided such meetings are called in accordance with the provisions stated above.

Committees of the Board shall be appointed by the Chairman. The Chairman of the Board of Trustees and the President of the College are ex officio members of all Permanent Committees.

The quorum for the Executive Committee shall be a majority of the members. The quorum for all other committees shall be three members.

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

The Bylaws may be amended by a two-thirds vote of the Trustees present, providing notice of the proposed amendment is given to all members of the Board in writing at least one week prior to the meeting.