

Agnes Scott College

CHARTER



BOARD OF TRUSTEES
AGNES SCOTT COLLEGE
DECATUR, GEORGIA

June 5, 1970

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.

In 1941 an amendment was approved which allows one-fourth of the Trustees to be members of some other church or churches besides the Presbyterian.

In 1959 the number of Trustees was increased from twenty-seven to thirty-two.

The charter now in force, as amended from time to time, is perpetual.

As there have been a number of changes, and as all these, as well as the terms of the original charter, are still in force unless contradictory of later provisions, the whole charter as it is now in effect is summarized below.

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 thirty-two members, of whom at least three-fourths shall be members of the Presbyterian Church in the United States, but all of whom shall be members of some evangelical church and sympathetic with the fundamental principles of the Christian religion. The President of the College shall be, ex officio, a member of the Board and counted as a Corporate Trustee.

Not more than nineteen (19) of the total number of thirty-two (32) 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 the 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 any 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 "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.

Effective at the annual meeting of the Board of Trustees in the Spring of 1971, and at each annual meeting thereafter, all Trustees who shall have attained the age of 75 years on or before the first day of January preceding the annual meeting shall be retired as Trustees notwithstanding the terms for which elected a Trustee, provided, however, that such mandatory retirement shall not be applicable to any Trustee who had attained 75 years of age on or before the 1971 Spring meeting of the Trustees.

Upon the nomination of the Chairman of the Board of Trustees, any Trustee as he is retired by reason of attaining 75 years of age may be elected a Trustee-Emeritus by the affirmative vote of three-fourths of the Trustees, whereupon he or she shall retain such status for life. Trustees-Emeritus shall be invited to and shall be entitled to attend all meetings of the Board of Trustees and may participate in discussions thereat but shall not have the power to vote and shall not be counted for the purpose of ascertaining the presence of a quorum. Such Trustees-Emeritus shall be available for consultation

with and advice to the Board of Trustees but shall not be members of the Board of Trustees for any purpose.

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 interest 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 bylaws or by resolution.

The Board shall have power to adopt bylaws 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.