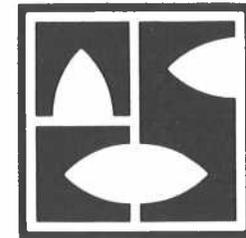


# Agnes Scott College

## BYLAWS

September 6, 1974



BOARD OF TRUSTEES  
AGNES SCOTT COLLEGE  
DECATUR, GEORGIA

# BYLAWS

## Article I

### BOARD OF TRUSTEES

#### OFFICERS OF THE BOARD OF TRUSTEES

**Section 1.** *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.*

**Section 2.** *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.*

**Section 3.** *The Vice-Chairman shall discharge the duties of the Chairman whenever the latter is absent.*

**Section 4.** *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 the office or are properly required by the President or the Board.*

#### COMMITTEES OF THE BOARD

**Section 5.** *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.

**Section 6.** *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.

**Section 7.** *Buildings and Grounds Committee.* 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 responsibility for recommending to the Executive Committee a program of adequate insurance coverage.

**Section 8.** *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 members about the curriculum, and such other matters as are committed to the Faculty by Article III, paragraph 3, of these Bylaws.

**Section 9.** *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.

**Section 10.** *Personnel Committee.* The Personnel Committee shall advise with the President about all important problems concerning the Faculty, officers, and other employees of the College, and their general welfare.

**Section 11.** *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.

**Section 12.** *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.

**Section 13.** Other committees may be appointed from time to time as the Chairman of the Board may determine appropriate to carry out such responsibilities as may be assigned by the Board or by the Chairman of the Board.

#### GENERAL PROCEDURES OF THE BOARD

**Section 14.** 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.

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 two weeks prior to the meeting.

All committees of the Board shall meet on call of the Chairman or on that of the President of the College.

## Article II

### ORGANIZATION OF THE COLLEGE

#### OFFICERS

**Section 1.** *The officers of the College shall be the President, Dean of the Faculty, Dean of Students, Vice-President for Business Affairs, and such others officers as may from time to time be authorized by the Board of Trustees and appointed by the President.*

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

**Section 2.** *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.

**Section 3.** *The Dean of the Faculty*, under the President, 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, 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.

**Section 4.** *The Dean of Students*, assisted by the Dean's staff and the officers of Student Government, shall have general oversight, under the President, of the student life of the campus, including student discipline, the social and religious welfare of students, and their extra-curricular 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.

**Section 5.** *The Vice-President for Business Affairs* shall be the chief business and financial officer of the College, being directly responsible to the President. Under the President, he shall exercise budget control and be responsible for the books and accounts of the College, receiving and paying out on proper vouchers all monies for the current expenses of the College. Under the President, he shall supervise the purchasing activities of the College, the maintenance of College buildings and grounds, the College food service and dormitory operation, and general College security. The Vice-President for Business Affairs 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 thereto. He shall make frequent reports of the financial status of the College to the President, to the Chairman of the Board, and to the Executive Committee. The Vice-President for Business Affairs, and his appropriate subordinates, shall be bonded for amounts and in a manner acceptable to the Executive Committee. He shall employ and supervise through his staff the non-professional employees of the College and shall perform such other duties as the President may request.

## Article III

### THE FACULTY

**Section 1.** *Composition.* The Faculty shall consist of the President, the Deans, the Librarian, the Director of Admissions, the Registrar, and members of the academic departments holding the rank of Professor, Associate Professor, Assistant Professor, or Instructor. Other members of the teaching and administrative staffs of the College whose work is directly related to the academic program of the College may be appointed by the President. Persons holding the rank of Instructor shall have the power to vote only after their first year of service.

**Section 2.** *Appointment.* Appointments to the Faculty, reappointments, and promotions in rank shall be made by the Board of Trustees on nomination by the President.

**Section 3.** *Functions.* Under the authority of the Board of Trustees and the President, the Faculty shall determine the academic policy of the College, establish standards for admission, fix requirements for the degree, approve the courses of instruction offered by the various departments, and administer the curriculum. The Faculty shall have general charge of instruction, attendance of students, examinations, and the academic discipline of the College. The Faculty may make rules for its organization and conduct of business and may organize councils and committees for the proper discharge of its responsibilities.

The Faculty is concerned with the College as a whole and may advise in matters affecting the general welfare of the College, including faculty functions and policies, student life and discipline, the social and religious life of the College, and such other matters as the President may lay before it.