

AGNES SCOTT COLLEGE

**BYLAWS**  
October 11, 1985



**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 Chairperson, a Vice Chairperson, and a Secretary. These shall be elected by the Board at each annual meeting.

**Section 2.** The Chairperson 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 Chairperson shall discharge the duties of the Chairperson whenever the latter is absent.

**Section 4.** The Secretary shall issue notices for all meetings (when directed to do so either by the Chairperson 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 be composed of persons appointed by the Chairperson in such number as the Chairperson shall determine, but the members of this Committee shall include at least one person from each of the Standing Committees of the Board. A quorum shall be a majority of the members. This Committee shall have authority to consider and to decide all questions affecting the interests of the College which may be brought before it, 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 have general oversight of all personnel matters appropriate to the Board. The Executive Committee shall also transact such business as may be committed to it by the Board and shall serve as an advisory council for the President.

**Section 6.** Investment Committee. The Investment Committee shall have responsibility for the oversight of the investments of the College and shall make annually a full report to the Board of the securities held by the College and 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. This power shall be exercised by the President of the College (one signature required) or the Vice President for Business and Finance acting with either the Chairperson of the Board or the Chairperson of the Investment Committee of the Board (two signatures required). When acting pursuant to this authorization the designated persons 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 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 College, and faculty members about the curriculum and such other matters as are committed to the Faculty by Article IV, section 3, of these Bylaws.

**Section 9.** Student Affairs Committee. The Student Affairs Committee shall review periodically the condition of student life at the College, consulting with the President, the Dean of Students and members of the Dean's staff, and with student leaders.

**Section 10.** Nominations Committee. All nominations to fill vacancies on the Board shall be made by the Nominations Committee. It shall carefully investigate all names proposed. No name shall be recommended to the Board without a majority vote of the Committee. The Nominations Committee shall at each annual meeting of the Board propose a slate of officers to be elected by the Board.

**Section 11.** Development Committee. The Development Committee shall conduct studies and shall periodically recom-

mend to the Board long-range plans relative to the progress of the College. Its responsibilities shall include provisions for coordinating the annual and long-range fund-raising efforts of the College.

**Section 12.** Audit Committee. The Audit Committee shall select an auditor to be recommended to the Board for employment and shall assure that an annual audit is conducted by the auditor. The Committee shall review the audit report, submit the audit report to the Board, and make such recommendations as it shall deem appropriate as a result of the audit report.

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

## Article II

### GENERAL PROCEDURES OF THE BOARD

**Section 1.** There shall be an annual meeting of the Board in May. In addition there shall be a Fall meeting ordinarily in October and a Winter meeting ordinarily in January. The specific dates shall be determined by the Chairperson of the Board in consultation with the President of the College.

Other meetings may be called by the Chairperson, or by any three members of the Board, or by the President of the College, with at least one week's notice, at a time and place specifically designated in the call.

**Section 2.** Committees of the Board and their Chairpersons shall be appointed by the Chairperson of the Board. The Chairperson of the Board and the President of the College are ex officio members of all Standing Committees.

The quorum for all committees except the Executive Committee shall be three members, or a majority of the membership whichever is fewer.

All committees shall meet on call of the Chairperson of the Committee, or the Chairperson of the Board, or on that of the President of the College.

**Section 3.** The Bylaws may be amended by a two-thirds vote of the Trustees present, providing notice of the proposed amendment is given all members of the Board in writing at least two weeks prior to the meeting.

## Article III

### ORGANIZATION OF THE COLLEGE

#### OFFICERS

**Section 1.** The officers of the College shall be the President, Dean of the College, Dean of Students, Vice President for Business and Finance, Vice President for Development and Public Affairs, and such other 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 the President, 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 the President's compensation shall be fixed by the Board. The President's tenure shall be at the pleasure of the Board. The President shall be the Executive Officer of the Board. The President shall, under the Board of Trustees, have charge and control of the College, its policy, its officers, faculty, and students, and management and direction of the business of the corporation. The President shall, personally or through a designated agent, sign all contracts, conveyances, and other instruments for the College. The President shall also give any information concerning the College requested by the Chairperson 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 who shall serve until the next meeting of the Board.

**Section 3.** The Dean of the College, under the President, shall have general charge of the academic life of the College, working closely with the President and the Faculty.

**Section 4.** The Dean of Students, under the President, shall have general charge of the student life of the campus.

**Section 5.** The Vice President for Business and Finance, under the President, shall have general charge of the business and financial matters of the College. This officer and appropriate subordinates shall be bonded for amounts and in a manner acceptable to the Executive Committee.

**Section 6.** The Vice President for Development and Public Affairs, under the President, shall have general charge of the fund-raising and public relations of the College, including alumnae matters.

## Article IV

### 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.

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

**Section 3.** Functions. Under the authority of the Board and the President, the Faculty shall determine the academic policies 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.