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Constitution 1909, 1928, 1935

1909

PROPOSED CONSTITUTION
OF THE
UNIVERSITY OF NANKING

We, the members of the Central China Mission of the Methodist Episcopal Church, of the Central China Mission of the Disciples of Christ, and of the Kiangnan Mission of the Presbyterian Church in the United States of America, with the approval and coöperation of our several Missionary Societies and Boards, in order to educate men with a view of preparing them for the gospel ministry; to train men who shall become earnest, efficient Christian teachers, evangelists, physicians, or other Christian leaders; to provide educational advantages for the children of our Christian constituencies; to bring under Christian influences the unconverted and lead them to Christ; and to promote higher education in China under Christian influences and in harmony with the teachings of the Bible as the infallible Word of God, do found and establish

THE UNIVERSITY OF NANKING,
which shall be located in the city of Nanking; and shall be governed by the provisions of this Constitution.

ARTICLE I.—NAME

The name of this institution shall be, in English, "The University of Nanking." The Chinese name shall be a translation of the same, and at the inception of the union it shall be plainly indicated that it is a union of the Nanking University and the Union Christian College.

ARTICLE II.—PROPERTY

SECTION I. *Kinds of property and title to the same.*—The property of the University shall consist of such lands, buildings, etc., as shall be loaned to the institution by the coöpera-

ting Missions, together with all land, buildings, and endowment given to or acquired by the University after its inauguration. Property loaned to the University shall be turned over to the Board of Trustees or their representatives for control and administration; but each society entering the union shall, so long as it desires, retain its title to the said property.

SEC. 2. *Unification of present property.*—The present properties of the Nanking University, and of the Union Christian College, owned by the Foreign Christian and Presbyterian Missions, shall be placed at the disposal of the new union institution; the Board of Managers hereinafter provided for to decide on the use to which the various properties shall be put; *provided*, that either the Foreign Christian or the Presbyterian Mission, if it shall prefer, may retain its property for other uses and place its value in money into the union. For the sake of economy, the Nanking University Plant, as being the largest, shall be made the central plant of the new institution.

ARTICLE III.—THE BOARD OF TRUSTEES

SECTION 1. *How constituted.*—The several Mission Boards above named shall each, at the time of its formal approval of this Constitution, appoint three persons as its legal representatives in forming the corporation. One of the persons so appointed shall be expected to serve for one year from the first of January, 1910; another for two years, and the third for three years. Thereafter each of the coöperating Boards shall at its last regular meeting preceding the close of each calendar year appoint some one to fill the vacancy occasioned by the expiration of the term of service. Vacancies in the corporation occasioned by death or resignation may be filled at any regular meeting of the Mission Board whose representative has died or resigned. The above nine persons shall, as soon as possible after their appointment, incorporate under the laws of the state of New York, or such other state as the Mission Boards concerned may advise, to be known as "The Board of Trustees of the University of Nanking." Their articles of incorporation shall be framed in harmony with the spirit of this Constitution.

SEC. 2. *Duties and powers.*—It shall be the duty of the Board of Trustees:

(a) To hold all property owned by or loaned to the University, in trust for the use of the institution; to invest and control all endowment funds; to transmit to the Board of Managers hereinafter provided for, at stated times and in such manner as may be hereafter agreed upon by these two Boards, the income from all property in its possession, the interest of the

endowment fund, and such other funds in whole or in part as the trustees may deem expedient or as may have been donated for special purposes; *provided*, that the Board of Trustees shall have power to withhold the payment of any aforementioned funds in case there shall be a departure on the part of the Board of Managers from the principles enunciated in the preamble of this Constitution; and if such departure shall continue, after written notification by the Board of Trustees, for more than one complete academic year, such funds, including principal and the undistributed interest, shall revert to such Mission Board or Boards as shall have provided the same.

(b) To approve or disapprove elections to membership on the Board of Managers.

(c) Upon the nomination of the Board of Managers, to appoint the President of the University.

(d) To take appropriate steps for increasing the endowment and equipment of the University.

(e) If the President of the University, whether on account of inefficiency, maladministration, or for disseminating, either publicly or privately, views out of harmony with the spirit of the preamble to this Constitution, be impeached by either the Board of Trustees or the Board of Managers, these two Boards shall have power, by concurrent vote, to declare his place vacant, and to proceed in the ordinary manner to fill the vacancy so caused.

SEC. 3. *Additions to the Corporation.*—Any other Mission hereafter desiring to join the Corporation may, with the approval of the above-named founders, and upon complying with the provisions of this Constitution, be added to the Corporation, and have the right to appoint members on the above-named Board of Trustees, and shall enjoy all the rights and immunities of the original incorporators. The representation upon this Board of Trustees shall be upon the basis of three members for each coöperating Missionary Society.

ARTICLE IV.—THE BOARD OF MANAGERS

SECTION 1. *How Constituted.*—Each of the coöperating Missions shall, upon meeting the conditions of representation described in Section 2 of this article, be entitled to appoint, from among its regular missionaries, four members of the Board of Managers. In the first instance one shall be appointed for four years, one for three years, one for two years, and one for one year; and the Missions shall annually appoint a person to fill the place of the retiring members and shall fill vacancies whenever they occur. The persons so appointed, the maximum representation of the three Missions combined being

twelve, together with representatives of such other Missions as may enter the union under the provisions of this Constitution, shall form the Board of Managers of the University of Nanking.

SEC. 2. *Basis of Representation.*—A. Each Mission entering the union shall be entitled to full representation (*i. e.*, by four members) on the Board of Managers, upon meeting the following conditions:

(1) Funds or property shall be provided of a minimum value of \$40,000, gold.

(2) Three regularly appointed missionaries who may become members of the faculty upon appointment by the Board of Managers.

(3) An annual cash guarantee, toward current expenses, of not less than \$2,400, gold, until such time as these expenses together with those arising from development, etc., are so amply covered by endowment that those funds are no longer required for the maintenance and proper development of the University.

B. Any Mission which cannot meet all of the conditions for full representation as stated in Clause A of this section may secure partial representation as follows: By providing \$10,000, gold, in money or available property, one instructor, and \$600, gold, for current expenses a Mission may secure one representative on the Board of Managers. For \$20,000, gold, two instructors, and \$1,200, gold, for current expenses, a Mission may have two representatives. For \$30,000, gold, three instructors, and \$1,800, gold, for current expenses, a Mission may have three representatives.

NOTE.—This basis of representation is fixed upon both as being equitable, and as insuring the speedy enlargement and growing efficiency of the institution, which is the great incentive to this union.

SEC. 3. *Chairman.*—The President of the University shall be *ex officio* chairman of the Board of Managers, without vote, except in case of a tie vote.

SEC. 4. *Accountability.*—The Board of Managers shall be accountable to the Board of Trustees for the safe-keeping and disposition of all funds received by them from whatever source.

SEC. 5. *Duties.*—The Board of Managers shall administer all funds received from the Board of Trustees; shall establish departments and approve courses of study; except in the case of the President, shall appoint officers and instructors and determine the salaries of those who are not regular missionaries under appointment of the several Boards; shall in the first instance, and whenever a vacancy occurs, nominate a suitable

person for President of the University; shall provide suitable buildings and appliances; shall, through the administrative officers of the University, fix, collect, and disburse all tuition fees; shall confer degrees, and perform all other duties necessary to the general administration of the University.

SEC. 6. The Board of Managers shall annually appoint an Executive Committee from among its members to assist and advise the President. The President shall be chairman of this committee, but shall have no vote. In emergencies the committee shall have power to take immediate action in matters affecting the policy of the institution, such as the temporary employment of teachers, or other matters connected with administration, but shall report such action at the next regular meeting of the Board of Managers.

SEC. 7. *Meetings.*—The Board of Managers shall hold at least one meeting each year, at which a full report of the operation and condition of the University, and a statement properly audited of all receipts and disbursements during the year shall be presented, a copy of which report and statement shall be forwarded, with the minutes of the Board of Managers, to the Board of Trustees.

SEC. 8. *Quorum.*—Two thirds of the Board of Managers, at least three Missions being represented, shall constitute a quorum. All matters shall be decided by a majority vote,¹ which shall in no case be less than half of all the members of the Board.

SEC. 9. *Compensation.*—No member of the Board of Managers shall receive compensation for his services.

ARTICLE V.—AFFILIATED SCHOOLS

The University will entertain proposals for the affiliation of professional or other schools under Missionary auspices, giving credits for work done and receiving their students in available courses. The enrollment of affiliated schools shall be made at the discretion of the Board of Managers in consultation with the University Council. (See Art. VI.)

¹It is understood by the contracting Missions that no sudden or revolutionary change of policy shall be made upon inauguration of the union, by a technical majority in which representatives of two Missions outvote the representatives of the third; hence, in such questions there must be practical unanimity among the representatives of all the Missions. While there will be expansion in all departments, the aim shall be to follow out present policies in a wise and conservative way: *e. g.*, differences as to view as to the use of English in teaching Western branches will for the present be waived, and present experiments along these lines will be given time to prove their utility or the reverse; while at the same time courses in Chinese upon the same subjects shall be provided for the students. The contracting Missions expect, however, that all questions of policy, curriculum, and management shall be actually under the control of the Board of Managers, when properly constituted under the provisions of the Constitution.

ARTICLE VI.—ADMINISTRATION OF THE UNIVERSITY

SECTION 1. *Constitution and Duties of Council.*

(a) The University Council shall consist of the President of the University and the Deans of all departments.

(b) It shall decide upon all matters of government or discipline referred to it by a Dean or Faculty.

(c) It shall pass upon the estimates of expenses presented by each department, and make its recommendations regarding the same to the Board of Managers.

(d) It shall have under its consideration and control all of the various departments of the University, may plan for their development and expansion, and may make recommendations to the Board of Managers regarding existing departments, or in regard to the establishment of new departments.

SEC. 2. *Duties of the President.*—The duties of the President shall be:

(a) To superintend and guard the interests of all departments of the University.

(b) To be the official representative of the University.

(c) To exercise a general oversight of all the property and business of the University.

(d) To appoint and, for sufficient cause, discharge all employees not otherwise provided for.

(e) To make an annual report of the University to the Board of Managers.

SEC. 3. *Duties of a Dean.*—The duties of a Dean of a department shall be:

(a) In the absence of the President to preside at meetings of the Faculty of his department.

(b) To superintend the teaching of his department.

(c) To receive and, upon consultation with the faculty, dismiss the students of his department.

(d) To maintain discipline and order.

(e) To inform the President of the University of all important matters relating to his department.

SEC. 4. *The Faculty.*

(a) The Faculty of a department shall consist of the President of the University, the Dean of the department, and all teachers regularly appointed by the Board of Managers.

(b) The Faculty of a department shall be under the direction of the Board of Managers, and shall be responsible to that body for the faithful discharge of its duties.

(c) The Faculty of a department shall suggest the course of study for its department, and submit the same to the Board of Managers for its approval.

(d) The Faculty of a department shall prepare annually a

list of estimates of expenses and present it to the University Council for its approval.

(e) Any member of the Faculty may, for sufficient cause and after due notice, be dismissed by the Board of Managers.

(The above Constitution, in its original form, was unanimously approved by the Central China Mission of the Methodist Episcopal Church, the Central China Mission of the Disciples of Christ, and the Kiangnan Mission of the Presbyterian Church in the United States of America, at their annual mission meetings of 1906. Subsequent conferences have resulted in a number of changes being made in the provisions of the Constitution, and it is believed by the representatives of the Missions in Nanking that any difficulties which seemed to our friends and advisors to lie in the way of union have been successfully overcome. It remains now for our Boards and our friends at home to make the union immediately effective, and, as we earnestly believe, thus to confer untold benefit upon this great people now turning to us for knowledge.)

Presented to the three Missions for adoption and transmission to their respective Boards. It is highly desirable that by prompt action the union may be made effective February, 1910.

J. C. GARRITT,
Presbyterian Mission.

A. W. MARTIN,
Methodist Mission.

CHARLES S. SETTLEMYER,
Foreign Christian Mission.
Nanking Sub-Committee.

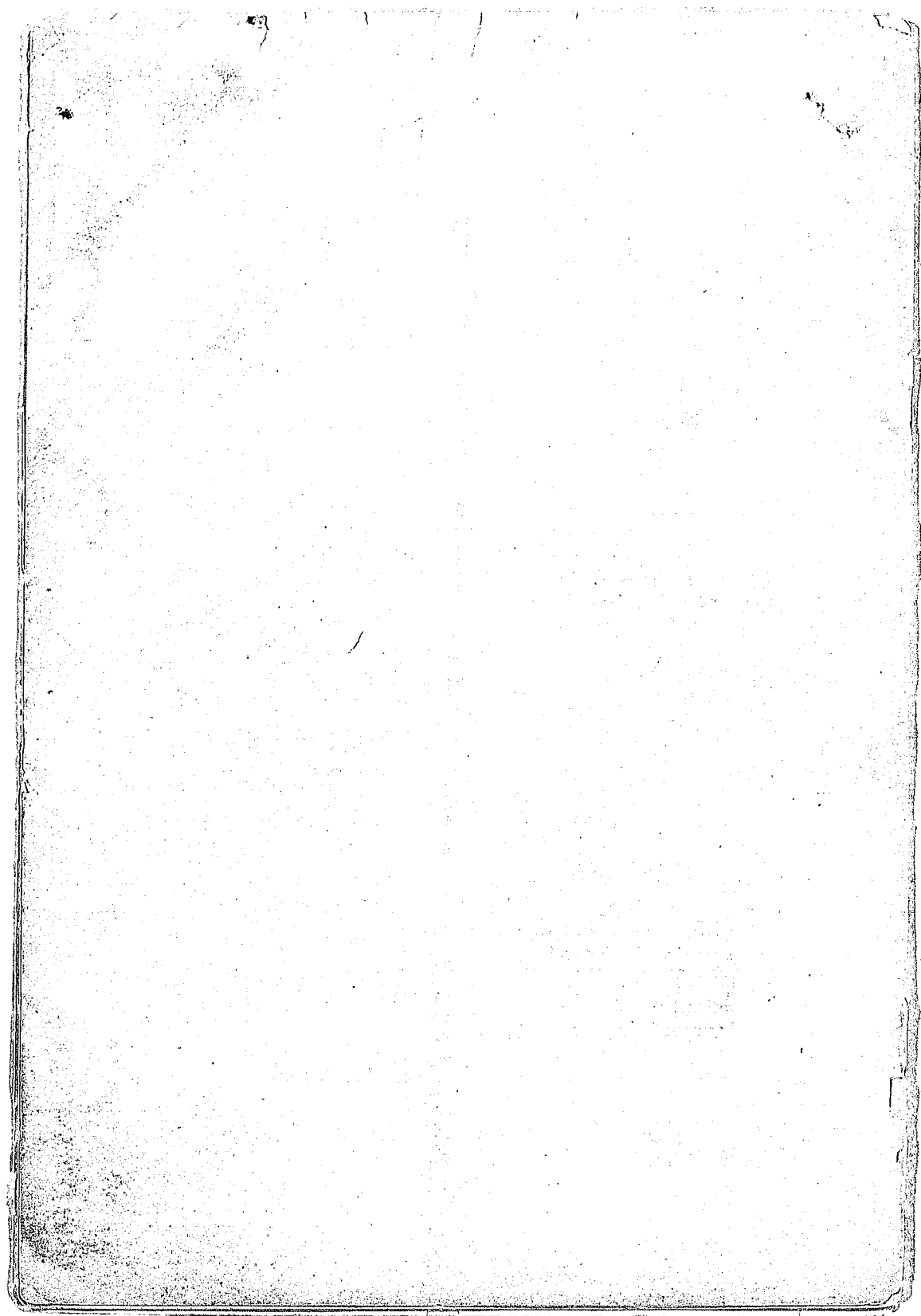
ACTION OF THE CHINA CENTENARY CONFERENCE ON UNION SCHOOLS

The Centenary Conference adopted the following resolution upon the subject of denominational union in school work:

"*Resolved*, That the attention of the different Missions be called to the necessity of union and coöperation between the colleges of different churches at the same centers, and that every effort should be made to avoid overlapping and reduplication in the further extension of the educational work."

Approved August 21, 1909.

J. W. BASHFORD,
W. S. LEWIS.



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CONSTITUTION OF THE UNIVERSITY OF NANKING
with complete By-laws of Board of Directors and
Board of Founders

(Proposed at meeting of Board of Directors on November 9, 1928, and forwarded to Board of Founders after meeting.)

*Indorsement draft attached to Founders minutes of June 28, 1928.
Revised draft attached to Founders minutes of Dec. 12, 1912, which approved.*

CONSTITUTION OF THE UNIVERSITY OF NANKING

Article I. NAME.

The name of this institution shall be the University of Nanking - SSu Lih Ginling Ta Hsioh Hsiao.

Article II. OBJECT.

The object of the University is to maintain an institution of learning under evangelical Christian auspices with full religious liberty, which shall conform to the highest standards of educational efficiency, prepare Christian leaders, promote social welfare and high ideals of citizenship and service, and develop character in accordance with the Christian ideals of the institution.

Article III. BOARD OF FOUNDERS.

1. Membership. The Board of Founders⁺ shall be chosen as specified in the charter and its amendments, as follows:

A. Nine trustees to be at first the persons named as incorporators, to hold in the order of their naming, the first three for the year 1911, the second three for the year 1912, and the last three for the year 1913, and their successors to hold for terms of three years, to be chosen three each year - one by the Board of Foreign Missions of the Methodist Episcopal Church, one by the Foreign Christian Missionary Society, and one by the Board of Foreign Missions of the Presbyterian Church in the United States of America. (Charter Amendment, May 2, 1912.)

B. Other incorporated missionary organizations may, at any time, be affiliated with and made constituent trustee - electing members of the corporation of the University, by the favoring vote of the managing boards of all of its then existing such constituent bodies; and each such so added constituent body shall be entitled to choose, as its representative, or representatives, to hold for a term of three years, an additional associate member, or members, not exceeding three, as the vote of affiliation shall provide, of the Board of Founders of the University, and to choose, each three years, a successor, or successors, to such representative trustee, or trustees, to hold for a like term. (Charter Amendment, Dec. 12, 1912.)

C. The above trustees may elect additional trustees to such a number that the total membership of the board shall not exceed twenty-four. The terms of office of one-third of the number of trustees thus elected shall expire each year and their successors shall be elected for terms of three years each. After the first election of said trustees, their successors shall be elected by the entire Board of Founders. (Charter Amendment, Oct. 18, 1923)

NOTE: The American Baptist Foreign Mission Society having undertaken cooperation on a partial basis, became a participating organization on January 1, 1914, entitled to elect two representatives trustees. (Minutes, p. 119.)

D. The President of the University shall be ex officio a member of the Board of Founders.

2. Basis of Co-operation or Affiliation.

A. Full Co-operation.

Each mission entering into full co-operation in the University shall provide:

1. Property or funds to a minimum value of \$45,000 gold.
2. Five missionary teachers, who may become members of the faculty upon appointment by the Board of Directors.
3. An annual appropriation toward current expenses of not less than \$3,300 gold.

(These conditions for full co-operation shall be regarded as the present minimum, but in case of an increase of departments the trustees shall have power to determine what additional requirements shall be made as a new basis for full co-operation.)

B. Partial Co-operation.

Any mission which cannot meet all of the conditions for full co-operation may enter into partial co-operation in the University on either of the following bases:

1. One representative on the Board of Directors; one representative on the Board of Founders; the provision of \$10,000 gold in money or accepted property; two missionary teachers; and \$1,000 gold annual appropriation;
2. Two representatives on the Board of Directors; two representatives on the Board of Founders; the provision of \$20,000 gold in money or accepted property; three missionary teachers; and \$2,000 gold annual appropriation.

In the case of missions which are prepared to co-operate in one or more Graduate or Professional Schools or Departments of the University, the Trustees shall determine what the conditions of entrance, representation, and responsibility shall be.

C. Affiliated Schools.

Middle Schools, Colleges, or Professional Schools under Christian auspices may become affiliated with the University at the discretion of the Board of Directors, provided that the plant and equipment of such schools together with all current expenses shall be furnished by the Board of organization responsible for the affiliated institution, and further provided that their administration be in the hands of their own local Board of Management, and provided its standards of work shall conform to those of the University. The Founders shall not have power to alienate the funds or property of such an affiliated school to any other uses.

3. Basis of Organization. The University shall be composed of such preparatory schools as may be necessary; college of liberal arts, with affiliated colleges at such places as may be approved by the Board of Directors; such professional schools of medicine, normal training, agriculture, and other professional schools as may be later established; and such graduate schools as may be required.

4. Powers of Founders.

A. Holding of Property.

1. The University shall have power to acquire by grant, gift, purchase, devise, or bequest, and hold and dispose of such real and personal property as the purposes of the corporation require.
2. The property of the University shall consist of such land, buildings, and equipment as shall be loaned or deeded to the institution by the cooperating Mission Boards; together with all lands, buildings, endowments or other funds acquired by the University.
3. All property, whether loaned to the University or owned by the institution, shall be administered by the Board of Founders or their successors. The titles of all owned property shall be vested in the University, except that nothing in the foregoing shall be interpreted as preventing the Board of Directors from holding and administering endowment funds raised in China.

B. Administration.

1. The Board of Founders shall, upon the request of the Board of Directors, appoint and maintain the foreign permanent staff of the University.
2. The Board of Founders from time to time may delegate during its pleasure and in so far as may be permitted by law, to the Board of Directors of the University, constituted as hereinafter provided, such matters of university administration as it may determine.
3. It shall be the duty of the Founders to transmit to the Board of Directors at such times, in such manner and in such amounts as may be mutually agreed upon, or may be deemed expedient by the Founders, the interest on any permanent endowments and the whole or part of other funds in their hands. The Founders shall have power to withhold the payment of the above funds (a) when, in their judgment, there shall be a departure on the part of the Board of Directors in the control or instruction of the University from strictly Christian and evangelical principles, (b) in case of political or local changes rendering it desirable or necessary to reduce the number of instructors or students, to alter the location of the University, or to suspend operation for a period or permanently, (c) in case the University shall become self-supporting, or (d) whenever from any cause the Founders shall come to the conclusion that the University is not answering its original design.
4. The Founders shall have authority to employ such agents and to adopt such other means as may be necessary for the execution of their trust.

5. The Founders shall be trustees of Ginling College but the Ginling College Committee shall be their agency in caring for the interests of the College in such a manner as may be directed in this constitution.

Article IV. BOARD OF DIRECTORS.

1. Name. This Board shall be known as the Board of Directors of the University of Nanking - *Esu Lih Ginling Ta Hsioh Hsiao Tung Hwei.*

2. Office. The office of the Board is located at Nanking in the province of Kiangsu.

3. Declaration of Purpose. ^{*in China*} This Board of Directors accepts full power of control of the private institution known as the University of Nanking, founded by the Board of Foreign Missions of the Methodist Episcopal Church, the United Christian Missionary Society, and the Board of Foreign Missions of the Presbyterian Church in the United States of America, with the purpose of maintaining their spirit of love, sacrifice and service; of cultivating the highest type of character; of providing professional training; of promoting higher learning; and of meeting the needs of society.

4. Composition of the Board of Directors. The Board of Directors shall consist of members elected as follows:

(a) By the several cooperating and mission bodies:
19 members.

(b) By the Alumni of the University:
4 members.

(c) Coopted:

5 members at large chosen in the first instance by the Board of Directors as above elected. (The powers of the coopted members shall be the same as those of other members.)

(d) The President of the University, ex officio, without vote.

(e) The Adviser to the President, ex officio, without vote.

A majority of the total membership of the Board of Directors as well as a majority of the coopted members must be citizens of the Republic of China.

No member of the faculty or other person in the employ of the University or student shall be a member of the Board of Directors. All members shall be in cordial sympathy with the above stated purpose of the University. +

All the members of the initial Board shall be arranged in three groups, approximately equal in number, the first group to serve for one year, the second group to serve for two years, the third group to serve for three years. If a vacancy occurs in any group prior to the expiration of the stated term, the same may be filled by electing a substitute in accordance with the foregoing provisions, to serve for the balance of said term.

After the first election, all subsequent terms of service shall be for three years, and on the expiration of his term of service any member shall be eligible for re-election.

5. Duties of the Board of Directors. The Board of Directors shall direct the policies and have control of the management of the said University of Nanking in accordance with its declared purpose to maintain in Nanking a private institution of learning with the purpose of maintaining the spirit of love, sacrifice and service of the Founders; of cultivating the highest type of character; of providing professional training; of promoting higher learning; and of meeting the needs of society.

The Board of Directors shall authorize the establishment of departments; shall ratify courses of study; shall elect the President and the Treasurer; shall appoint officers and instructors; and shall determine salaries except in the case of those who are supported by the Board of Founders; shall provide suitable buildings and appliances; shall, through the administrative offices of the University, fix, collect, and disburse, under the budget, all student fees; shall have full responsibility for providing adequate staff and financial support for the institution; and shall perform all other duties necessary to the efficient administration of the University.

The Board of Directors shall have power to enter into agreements with the Board of Founders, including the negotiations for a lease of the property. Upon recommendation of the President and faculty, it may confer degrees in accordance with the regulations of the Republic of China, and recommend to the Board of Founders candidates for American degrees. It shall have power to acquire and hold property, including endowment funds raised in China.

6. Meetings of the Board of Directors. The Board of Directors shall hold two stated meetings each year, one of which shall be the Annual Meeting of the Board, notice of which shall be sent out one month in advance. At the Annual Meeting the President shall present a report of the condition of the University, officers and teachers shall be appointed, reports of committees shall be considered, and the budget for the following year shall be fixed.

Special meetings of the Board of Directors may be called by the Chairman or by the President of the University, or at the request of five members. Notice of any special meeting shall be in writing, mailed or telegraphed to each member not less than ten days in advance of the proposed meeting, and shall state the business to be presented.

A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

7. Officers of the Board of Directors. The officers of the Board of Directors shall consist of a Chairman, Vice-chairman, Treasurer, and Secretary, who shall exercise the duties usually attached to their respective offices. The officers shall be elected by ballot at the annual meeting of the Board.

8. Executive-Finance Committee. The Board of Directors shall elect annually from their own members an Executive-Finance Committee of seven, which shall deal with all ad interim matters ordinarily handled by the Board of Directors, with the exception of changes of policy and matters of unusual importance, the different actions becoming effective only on approval by four members. The Executive-Finance Committee shall not, however, reverse the action of the Board of Directors upon any matter which has been presented to and acted upon by the Board of Directors. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The actions of the Executive-Finance Committee shall be reported to the next meeting of the Board of Directors and shall be subject to review by the Board of Directors.

9. By-laws. The Board of Directors shall have power to make or amend By-laws by a vote of two-thirds of the Board of Directors at an annual meeting or a meeting regularly called for this purpose, with full notice of the proposed amendments having been given one month in advance of the meeting.

10. Amendments. This Constitution may be amended at a regular meeting of the Board of Directors or at a special meeting called for this purpose, provided that full notice of the exact wording of the proposed amendments shall have been given three months in advance of the meeting.

Article V. GINLING COLLEGE COMMITTEE.

(NOTE: This article is presented with the understanding that the Ginling College Committee may during the next year propose further changes after the completion of the reorganization of the College now in process.)

1. Membership. The women trustees representing the incorporated missionary organizations cooperating in Ginling College, not to exceed seven members, shall, with two other members of the Board of Founders, constitute a committee to be known as the Ginling College Committee of the Board of Founders of the University of Nanking. This Committee shall care for the interests of the College on behalf of the Board of Founders.

2. Additional members of the Ginling College Committee may be provided for as follows:-

- (a) three members may be coopted;
- (b) one advisory member representing each institution undertaking cooperation with Ginling College on the minimum basis.

Members added to the Committee under these provisions shall not be members of the Board of Founders.

2. Powers. (1) The Committee shall appoint its own officers and subcommittees and determine the method of correspondence between itself and the college, and shall recommend the method of transmission of college funds.

(2) Whatever responsibility pertains to the Board of Founders for the appointment or the approval and the removal of members of the staff of the College shall be delegated to the Ginling College Committee.

(3) It shall be the duty of the Committee to counsel and advise with the President and the Board of Control and to promote interest in the College both among possible financial supporters, and among persons who may be eligible for service on its staff.

(4) Appropriations of funds, the authorization of the budget and other expenditures, and the major problems of property, policy, and relationship shall be first considered and passed upon by the Committee before action by the Board of Founders.

(5) The Minutes of the Committee meetings shall be referred to, and the actions shall be subject to ratification by the Board of Founders.

(6) The Ginling College Committee shall not incur financial responsibilities for the Board of Founders beyond funds in the treasury without the consent of the Board of Founders.

3. Board of Control of Ginling College. (1) The Board of Control of Ginling College shall consist of the duly elected or appointed representatives of the local missions of the Mission Boards cooperating in Ginling College and of the alumnae, and the President of Ginling College, together with such coopted members as may be approved by the Ginling College Committee.

(2) The Board of Control shall be responsible for the local administration of the College in Nanking and shall be accountable to the Ginling College Committee for the condition, custody, and use of all funds received by them from whatever source.

(3) The By-laws shall be subject to the approval of the Ginling College Committee.

Article VI. LOYALTY TO EVANGELICAL FAITH.

1. All the members of the faculty of every rank, shall be Christians of evangelical faith.

2. The Board of Directors, in exceptional cases involving particular qualifications for a specialized position, when no qualified evangelical Christian is available, may by formal vote and record, waive this requirement.

Article VII. AMENDMENTS.

The Constitution may be amended by a vote of two-thirds of the trustees present and voting at semi-annual meeting, or it may be amended at a meeting regularly called for this purpose, full note of the proposed amendment having been given at a previous meeting or the substance of the exact wording of the proposed changes having been furnished each member of the Board one month in advance of the meeting at which action thereon is contemplated, provided (1) that amendments to Article II, Article III, Section 1, Article IV Sections 1 and 2, Article VI, and Article VII, shall be effective only on concurrence of a majority of the fully cooperating Mission Boards; and (2) that no amendment to paragraph 6 of Article III Section 4B or Article V shall be made without concurrence of the Ginling College Committee.

November 28, 1928.

Mr. B. A. Garside,
New York.

My dear Mr. Garside:

Executive-Finance Committee Minutes

In accordance with the request of the Executive-Finance Committee, I wish to make an explanation of Action DEF-160 in regard to the constitution.

If you decide to follow our suggestion and incorporate the entire constitution of the Board of Directors under Article IV of the Constitution of the University of Nanking, this point will be covered and the explanation unnecessary, but inasmuch as we are not in a position to know the final decision, it seems best to anticipate the matter with this letter.

Under Article IV, section 5 of the Constitution as proposed by the Board of Founders is this paragraph:

"An essential and the sole religious qualification for membership shall be profession of evangelical faith in Jesus Christ. All members shall be in cordial sympathy with the above stated purpose of the University."

This matter was very thoroughly discussed, and it was felt that while all of our graduates are not Christians, we are counting upon our Alumni members for their interest and support. They have shown a very excellent spirit and have been very keenly sympathetic with the religious activities of the University even although all are not professing Christians themselves. The Board of Directors have in mind a few people who are non-Christians, but who have been helping the University financially and in carrying forward the promotional program.

The Board of Directors and especially the Executive-Finance Committee feel that our religious interest has been so well safeguarded by the electing bodies who will be responsible for the majority members that we are sure of an exceptionally large majority of professing Christians on the Board and there is likelihood of having very few non-Christians. We feel very sure that the non-professing Christians who may be elected will be in cordial sympathy with the Christian ideals of the University. At the present time we have only one member of the Directors who is not a Christian. He is in the coopted group but he has been from the very beginning of the University greatly interested and has been constantly helping us in many ways. He received the largest number of votes for a coopted member of the directors.

We feel by insisting on too rigid qualifications for membership of the Board of Directors that the result may mean disappointment in the minds of many of the Board of Directors and among the graduates. You know "He that is not with me is against me" in carrying out the enterprise.

We hope, therefore, that the Board of Founders will allow our statement to stand as the only restricting qualification for members of the Board of Directors.

Very sincerely yours,

(Signed) Y. G. Chen.

November 29, 1928.

Mr. B. A. Garside,
New York City.

My dear Mr. Garside:-

Constitution

The proposed Constitution of the University of Nanking as presented by the Board of Founders to the Board of Directors was carefully discussed at the last meeting of the Board of Directors, held November 9th and 10th, 1928. As a result of the discussion, we have made copies of the proposed constitution which incorporates the complete constitutions of the Founders and the Directors. There are a few items that need special mention.

"Article II - Object"

It has been suggested that the word "evangelical" has no definite meaning in the work in China and it would be better to delete it, leaving the sentence ... "under Christian auspices" ... which would carry just as much weight here as the former wording. The word "evangelical" has been used in a number of places throughout the constitution, and some of our directors questioned the wisdom of using the term at all. If the Board of Founders feel that by using the word "evangelical", that the object is more effective, the Board of Directors are very willing to accept the wording as it stands in the proposed form.

"Article IV - Board of Directors"

We suggest that the whole constitution of the Board of Directors as submitted to the Board of Founders in the amended form proposed at the June meeting shall be inserted here instead of only the brief form as proposed by the Board of Founders. This makes provision for the people at home and on the field to know the complete constitution of the University of Nanking, and it seemed to the members of the Board of Directors that this was the correct form, and that the constitution of the Board of Directors should be considered a part of the whole constitution.

Board of Directors' Constitution - Article IV, 3.

The declaration of purpose as stated in the constitution has been approved by the Board of Directors at the June 28th meeting and has been approved also by the Council of Higher Education for the Universities and Colleges in East China at their meeting held in July. We have registered the University under this statement of purpose. Both the former and the present Minister of Education have repeatedly expressed their opinion that the Ministry of Education is a secular organization, and being the highest authority in Education, they wish to have the purpose a general educational statement, leaving the internal readjustment to the individual institutions rather than for the Government to approve individual needs and conditions. It is understood that religious liberty is allowed in all parts of China.

We feel that registration means a great deal to our University as we are in the capital, and know that we would be placed in a most difficult situation if the University did not register. Registration means respect of Chinese laws and regulations on the one hand, and recognition of a mission institution by the Chinese Government on the other hand. It has been very generally felt that Christian institutions have been maintained through the authority of treaties rather than by public sanction.

We shall be very glad to insert the words "in China" so that the first sentence of the purpose will read - "This Board of Directors accepts full power of control in China of the private..."

"Amendment to the Constitution"

As we understood that the Board of Founders were to have a meeting very soon, the proposed amendment has been postponed to a later meeting of the Board of Directors, and we hope to have your favorable opinion before we make such an amendment to the constitution of the Board of Directors.

"By-laws of the University"

It seems to us that in order to be consistent and to make the document complete that the entire by-laws should be included. We are, therefore, suggesting that instead of the brief statement under Article IV which appears in the by-laws proposed by the Board of Founders that our entire Board of Directors' by-laws shall be incorporated.

Administration of the University

We feel that the section in the by-laws of the Board of Directors under Article IV of the suggested new by-laws of the whole University provides for the administration of the University, and shall be very glad to hear from you if you feel that it is necessary to duplicate the section again. In case you prefer to keep the section as listed under your Article V in addition to the section provided for in the Article IV - section IV, may we call to your attention the fact that the Board of Directors do not provide for a vice-president of the University. By providing for an acting president, they feel that the matter has been taken care of to guard against any need. As a matter of information, it is rather exceptional to have a vice-president in any of the public institutions in China at the present time.

"Composition of the Board of Directors"

You mentioned in your letter that it was your purpose to allow for changes in the list of the Chinese Christian Churches and Mission Boards and for alterations in the number of representatives allowed each, without the necessity of revising the Constitution of the University. It was also the feeling of the Committee on Registration and Reorganization that a more general statement in regard to the composition of the Board of Directors would also be necessary to

simplify the process of registration, and the committee recommended that the following should be inserted instead of the paragraph which now appears in the Constitution of the Board of Directors:

"Article 4, Composition of the Board of Directors.

"The Board of Directors shall consist of members elected as follows:

- (a) By the several cooperating and mission bodies:
19 members.
- (b) By the Alumni of the University:
4 members.
- (c) Coopted:
5 members at large chosen in the first instance by the Board of Directors as ~~stated~~ above elected. (The powers of the coopted members shall be the same as those of other members.)
- (d) The President of the University, ex officio, without vote.
- (e) The Adviser to the President, ex officio, without vote.

"A majority of the total membership of the Board of Directors as well as a majority of the coopted members must be citizens of the Republic of China.

"No member of the faculty or other person in the employ of the University or student shall be a member of the Board of Directors. All members shall be in cordial sympathy with the above stated purpose of the University.

"All the members of the initial Board shall be arranged in three groups, approximately equal in number, the first group to serve for one year, the second group to serve for two years, the third group to serve for three years. If a vacancy occurs in any group prior to the expiration of the stated term, the same may be filled by electing a substitute in accordance with the foregoing provisions, to serve for the balance of said term.

"After the first election, all subsequent terms of service shall be for three years, and on the expiration of his term of service any member shall be eligible for re-election."

You will please note that we have suggested that the constitution shall be changed as above stated.

I am in receipt of your letter informing me of the meeting of the Board of Founders to be held November 14th and asking me to cable our reaction as to the proposed amendment and purpose of the University, but the word reached me the day after your meeting was scheduled, and so seeing no advantage in sending a cable the best I could do was to acknowledge your letter. The matter of the purpose and proposed amendment has been covered in this letter to you. I hope that we may hear from you promptly in regard to these several matters, and trust that we have been able to make it clear to you.

Sincerely yours,

(Signed) Y. G. Chen.

CONSTITUTION OF THE UNIVERSITY OF NANKINGARTICLE I. NAME

The name of this institution shall be the University of Nanking - Ssu lih Ginling Ta Hsioh Hsiao.

ARTICLE II. OBJECT

The object of the University is to maintain an institution of learning under evangelical Christian auspices with full religious liberty, which shall conform to the highest standards of educational efficiency, prepare Christian leaders, promote social welfare and high ideals of citizenship and service, and develop character in accordance with the Christian ideals of the institution.

ARTICLE III. BOARD OF FOUNDERS1. Membership

The Board of Founders (incorporated under the name of Board of Trustees of the University of Nanking by charter granted by the Regents of the University of the State of New York on April 19, 1911, and amended May 2, 1912, December 12, 1912, and October 18, 1923) shall be chosen as specified in the charter and its amendments as follows:

A. Nine trustees to be at first the persons named as incorporators, to hold in the order of their naming, the first three for the year 1911, the second three for the year 1912, and the last three for the year 1913, and their successors to hold for terms of three years, to be chosen three each year - one by the Board of Foreign Missions of the Methodist Episcopal Church, one by the United Christian Missionary Society (formerly the Foreign Christian Missionary Society), and one by the Board of Foreign Missions of the Presbyterian Church in the United States of America.

B. Other incorporated missionary organizations may, at any time, be affiliated with and made constituent, trustee - electing members of the corporation of the University, by the favoring vote of the managing boards of all of its then existing such constituent bodies; and each such so added constituent body shall be entitled to choose, as its representative, or representatives, to hold for a term of three years, an additional associate member, or members, not exceeding three, as the vote of affiliation shall provide, of the Board of Founders of the University, and to choose, each three years, a successor, or successors, to such representative trustee, or trustees, to hold for a like term.

Note: The American Baptist Foreign Mission Society having undertaken cooperation on a partial basis, became a participating organization on January 1, 1914, entitled to elect two representative trustees.

C. Each of the constituent trustee - electing members of this corporation may appoint alternates to exercise all the powers of the principal representatives in their absence at any and all meetings or parts of meetings of the Board of Founders.

D. The above trustees may elect additional trustees to such a number that the total membership of the Board shall not exceed twenty-four. Two of these elected trustees shall be chosen from among the members of the Board of Founders of Ginling College. The terms of office of one-third of the number of trustees

thus elected shall expire each year and their successors shall be elected for terms of three years each. After the first election of said trustees, their successors shall be elected by the entire Board of Founders.

D. The President of the University shall be ex-officio a member of the Board of Founders.

2. Basis of Co-operation or Affiliation.

A. Full Co-operation

Each mission entering into full co-operation in the University shall provide:

1. property or funds to a minimum value of \$45,000 gold;
2. five missionary teachers, who may become members of the faculty upon appointment by the Board of Directors;
3. an annual appropriation toward current expenses of not less than \$3,300 gold.

(These conditions for full co-operation shall be regarded as the present minimum, but in case of an increase of departments the trustees shall have power to determine what additional requirements shall be made as a new basis for full co-operation.)

B. Partial co-operation.

Any mission which cannot meet all the conditions for full cooperation may enter into partial cooperation in the University on either of the following bases:

1. one representative on the Board of Directors; one representative on the Board of Founders; the provision of \$10,000 gold in money or accepted property, two missionary teachers, and \$1,000 gold annual appropriation;
2. two representatives on the Board of Directors; two representatives on the Board of Founders; the provision of \$20,000 gold in money or accepted property, three missionary teachers, and \$2,000 gold annual appropriation.

In the case of Missions which are prepared to co-operate in one or more Graduate or Professional Schools or Departments of the University, the Board of Founders shall determine what the conditions of entrance, representation, and responsibility shall be.

C. Affiliated Schools.

Middle Schools, Colleges, or Professional Schools under Christian auspices may become affiliated with the University at the discretion of the Board of Directors, provided that the plant and equipment of such schools together with all current expenses shall be furnished by the Board or organization responsible for the affiliated institution, and further provided that their administration be in the hands of their own local Board of Management, and provided its standards of work shall conform to those of the University. The Founders shall not have power to alienate the funds or property of such an affiliated school to any other uses.

3. Basis of Organization.

The University shall be composed of such preparatory schools as may be necessary; college of liberal arts, with affiliated colleges at such places as may be approved by the Board of Directors; such professional schools of medicine, normal training, agriculture, and other professional schools as may be later established; and such graduate schools as may be required.

4. Powers of Founders.

A. Holding of Property

1. The University shall have power to acquire by grant, gift, purchase, devise or bequest, and hold and dispose of such real and personal property as the purposes of the corporation shall require.
2. The property of the University shall consist of such land, buildings, and equipment as shall be loaned or deeded to the institution by the cooperating Mission Boards; together with all lands, buildings, endowments or other funds acquired by the University.
3. All property, whether loaned to the University or owned by the institution, shall be administered by the Board of Founders or their successors. The titles of all owned property shall be vested in the University, except that nothing in the foregoing shall be interpreted as preventing the Board of Directors from holding and administering endowment funds raised in China.

B. Administration.

1. The Board of Founders shall, upon the request of the Board of Directors, appoint and maintain the foreign permanent staff of the University.
2. The Board of Founders from time to time may delegate during its pleasure and in so far as may be permitted by law, to the Board of Directors of the University, constituted as hereinafter provided, such matters of University administration as it may determine.
3. It shall be the duty of the Founders to transmit to the Board of Directors at such times, in such manner and in such amounts as may be mutually agreed upon, or may be deemed expedient by the Founders, the interest on any permanent endowments and the whole or part of other funds in their hands. The Founders shall have power to withhold the payment of the above funds (a) when, in their judgment, there shall be a departure on the part of the Board of Directors in the control or instruction of the University from strictly Christian and evangelical principles, (b) in case of political or local changes rendering it desirable or necessary to reduce the number of instructors or students, to alter the location of the University, or to suspend operation for a period or permanently, (c) in case the University shall become self-supporting, or (d) whenever from any cause the Founders shall come to the conclusion that the University is not answering its original design.

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BY-LAWS OF THE BOARD OF FOUNDERS
UNIVERSITY OF NANKING

ARTICLE I. MEETINGS

1. Stated Meetings. The stated meetings of the Board of Founders shall be held semi-annually, in December and in April or May.
2. Special Meetings. Special meetings of the Board may be called by the President, or in his absence, by the Secretary, upon a written request of two members of the Board, or of the President of the University.
3. Call for Meetings. Notice of all meetings shall be mailed to each member of the Board at least five days prior to the date of such meeting.
4. Quorum. Five members of the Board shall constitute a quorum for the transaction of any business except the election of officers and the amendment of the Constitution and the By-laws, when a quorum shall consist of a majority of the Board. When, however, a regularly called meeting of the Board is found to have less than a quorum as above defined, the Board shall be empowered to proceed with the transaction of the regular business for which it was called, all actions taken by the meeting to be thereafter transmitted in writing to all absent members of the Board for their approval or, disapproval in writing, such actions to be come valid only when approved by a majority of the total vote cast in the meeting and by correspondence, these votes being not fewer than the legal quorum defined above.
5. Rules of Order. General parliamentary rules, as modified by the rules and regulations of the Board, shall be observed in conducting the business of the Board.
6. Fiscal Year. The fiscal year of the University shall be July 1st to June 30th.

ARTICLE II. OFFICERS

1. Election. The officers of the Board to be elected at the meeting in April or May, by ballot, if demanded by any member, shall be a President, one or more Vice-presidents, a Secretary and a Treasurer, to serve for one year or until their successors have qualified. There shall also be an Assistant Secretary and a Second Assistant Treasurer.
2. Special Elections. In the event of a failure for any reason so to elect any or all of said officers, or in case any vacancy occurs in said offices from any cause, then an election may be held at any regular or special meeting, a majority of all the trustees being present and notice of such election having been given in the notice of the call for the meeting.
3. Duties of President. The President of the Board shall preside at the meetings of the Board and shall discharge the duties which ordinarily pertain to that office. He shall sign, and shall execute, with the Secretary attesting, contracts and instruments authorized or issued by authority of the Board requiring his signature.

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4. Duties of Vice-Presidents. The Vice-presidents of the Board in the absence or disability of the President shall perform all the duties of the President of the Board. In the absence or disability of the President and the Vice-presidents of the Board, the Chairman, or the Acting-chairman, of the Committee on Finance, Property and Investment shall act as President of the Board.

5. Duties of the Treasurer. The Treasurer of the Board of Founders shall be the custodian of the funds and securities belonging to the University, and shall administer this custodianship as described in Article II, Section 10 of these By-laws.

The Treasurer shall file with the Secretary a bond for the faithful performance of his duties in such sum as may be fixed by the Board, with some responsible surety company approved by the Board, the premium on said bond to be paid by the Board of Founders. He shall be ex-officio a member of the Committee on Finance, Property and Investment. In case of the absence of the Treasurer, or of his inability to act, or in case the office becomes vacant, his duties shall be performed by the Chairman or Acting Chairman of the Committee on Finance, Property and Investment.

6. Duties of Secretary. The Secretary shall perform the usual duties pertaining to this office. He shall keep full and true minutes of all meetings of the Board and the meetings of all standing committees of the Board, and of such special meetings as shall be requested of him. He shall be the custodian of all documents committed to his care. He shall transmit promptly to each trustee a copy of the minutes of the meetings of the Board and of its committees, and he shall notify the President of the University, the Board of Directors, and all other persons concerned of the actions taken by the Board with respect to appointments, promotions, terms of service, and appropriations for their work and departments, and of any other matter.

He shall see that all bonds required by officers and employees of the University in the United States for the faithful performance of their duties are filed in his office. He shall have the custody of the corporate seal and shall with it attest all documents requiring a seal.

7. Duties of Assistant Secretary. Whenever an Assistant Secretary is elected he shall perform such duties as the Board of Founders may determine.

8. Duties of Assistant Treasurer. The Assistant Treasurer shall be the chief business officer of the Board of Founders. He shall see that the rules and regulations prescribed by the Board of Founders for the government of the business affairs of the University are faithfully observed. He shall take the initiative in seeking investments for the funds of the University and shall report promptly thereon to the Treasurer and the Committee on Finance, Property and Investment. He shall be responsible for the economical purchase of all supplies and materials bought by the University in the United States, and shall see that all contracts made by the Board are faithfully executed.

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The Assistant Treasurer shall collect and receive all moneys arising from gifts, bequests, or otherwise, for the benefit of the University, and all fees and money from any source due to the Board of Founders. He shall deposit promptly all such moneys received to the credit of the University in the appropriate bank accounts in such state or national banks as may be determined by the Board of Founders.

He shall keep proper books of accounts, fully setting forth the financial conditions and transactions of the University, and shall exercise a general supervision over all accounts of officers and employees of the University which have to do with the receipt or disbursement of funds and securities, and he shall obtain true and full reports of all such receipts and disbursements from the officers and employees aforesaid, who shall keep their accounts, in such manner and render to him such statements as may be from time to time required by him or as may be needed to show correctly the financial condition of the University or of any of its departments. He shall supply the Board, the Treasurer, and the Committees and the President of the University with such statements as may be required of him, or as may be needed to show correctly the financial conditions of the University or any of its departments.

He shall examine all accounts, claims, and demands presented in the United States against the University, and no money shall be drawn from the treasury of the Board of Founders unless the amount thereof be adjusted and settled by him or by the Treasurer and found to be within the budget appropriation, or provision, therefor. If he shall, upon the examination of any account, doubt its correctness or find the appropriation or provision insufficient he shall submit the account to the Committee on Finance, Property and Investment for its decision.

No money shall be drawn from the treasury except by voucher checks, indicating the particular account to which the payments are chargeable and the person to whom payable and signed by any two of the following persons: the Treasurer, the Assistant Treasurer, the Second Assistant Treasurer, two members of the Board of Founders to be named by the Board.

The Assistant Treasurer shall give a bond to favor of the University for the faithful performance of his duties in such sum as may be fixed by the Board, and if not so fixed, then in the sum of Twenty-five Thousand Dollars (\$25,000), with some responsible surety company approved by the Board, the compensation of such surety company to be paid by the University.

The Assistant Treasurer shall also perform such other duties as the President of the University or the Board of Founders may from time to time designate.

In the case of vacancy in the office of Assistant Treasurer or of his absence or inability to act, his duties shall be performed by the Second Assistant Treasurer, or the Chairman or Vice-chairman of the Executive Committee.

9. Duties of Second Assistant Treasurer. Whenever a Second Assistant Treasurer is elected he shall perform such duties as the Board of Founders may determine.

10. Custody, Purchase and Sale of Securities.

(a) The endowment funds and other permanent capital funds shall be invested and/or reinvested under the direction of the Committee on Finance, Property and Investment as directed in Article III, Section 7 of these By-Laws.

(b) The securities belonging to the University shall be placed in the custody of a responsible trust company to be designated by the Board and/or in a safety deposit vault to be designated by the Board.

(c) Instructions to such a designated Trust Company to sell or to deliver securities belonging to the University must bear the signature of two of the following officers of the Board:- President, Treasurer, Assistant Treasurer, Second Assistant Treasurer, Chairman of Committee on Finance, Property and Investment, with the understanding that one of the two shall be either the President, Treasurer, or Chairman of the Committee on Finance, Property and Investment.

(d) Access to securities of the University deposited in a safety deposit vault shall require the presence of two of the officers of the Board as provided in paragraph (c) as above. This provision shall not be held to exclude the presence of other persons at the same time, provided access has been obtained as aforesaid.

(e) Where sales of securities belonging to the University have been directed by the Committee on Finance, Property and Investment as provided under Article III, Section 7, of these By-Laws, the execution of any documents transferring legal title to such securities shall require the signature of two of the officers of the Board as provided in paragraph (c) above.

ARTICLE III. COMMITTEES OF THE BOARD.

1. Standing Committees. There shall be six standing committees of the Board of Founders, namely:

- (a) Executive Committee with seven members,
- (b) Committee on Finance, Property and Investment with five members,
- (c) Committee on Instruction with five members,
- (d) Committee on Budget composed of the Chairmen of the other committees,
- (e) Joint Committee on Cooperation with Ginling College.

2. Appointment of Committees. The standing committees, other than the Committee on Budget, and the Joint Committee on Cooperation with Ginling College, shall be appointed by the President of the Board, with the concurrence of the Board, at the meeting in April or May or as soon thereafter as possible, to serve until their successors are appointed. In making these appointments the President shall designate the chairman and vice-chairman of each committee, except for the Executive Committee.

3. Personnel of Committees. Each committee, appointed as aforesaid, in addition to the members indicated above, shall include the President of the Board and the President of the University as members ex-officio.

4. Minutes of Committees. Records of the actions of each committee shall be kept by the Secretary of the Board, and shall be reported in writing to the Board at its next meeting for approval. A copy of the minutes of each committee meeting shall be sent promptly to every member of the Board.

5. Quorum of Committees. A majority of the members of any of the foregoing committees shall constitute a quorum. Meetings of any committee shall be called by the Secretary whenever requested to do so by the Chairman of the committee, by the President of the Board, or by the President of the University. The place of meeting shall be indicated in the notice.

6. Duties of Executive Committee. The Executive Committee shall, when the Board is not in session arrange for the execution of orders and resolutions not otherwise specifically committed or provided for.

It may fill vacancies in the faculty occurring during the recess of the Board, and, in accordance with the general policy of the Board, shall have the care and direction of matters pertaining to the welfare of the University, and especially shall discharge such duties as the Board may assign to it from time to time. It shall make formal report of its actions to the Board at its next regular meeting. The President of the Board shall be Chairman of the Executive Committee unless he finds it inconvenient or inexpedient for him to act. In that case the committee shall elect its own Chairman. In cases of necessity the committee shall act on matters which are ordinarily handled by one of the other committees.

7. Duties of Committee on Finance, Property and Investment. The Committee on Finance, Property and Investment, acting in accordance with the general policy and under the instructions of the Board, shall make or cause to be made investments of all University funds available for investment. This committee, during the intervals between the meetings of the Board of Founders and of the Executive Committee, shall have authority to change the form of investments in amounts aggregating, but not exceeding, One Hundred Thousand Dollars (\$100,000) without the previous approval of the Board and the committee shall make formal report of all such transactions to the Board at its meeting next following. No investment, purchase, or sale for the account of endowment funds of the University, nor any contract concerning the same, shall be made by the Treasurer or the Assistant Treasurer without the formal approval of this committee, which shall have supervision of the funds of the University, nor any contract concerning the same, shall be made by the Treasurer or the Assistant Treasurer without the formal approval of this committee, which shall have supervision of the funds of the University.

The Committee shall investigate and determine the need for new buildings and shall report to the Board with full recommendations. It shall recommend plans and specifications of such new buildings and pass upon plans and specifications transmitted by the Board of Directors.

The funds of the University shall be grouped as follows:

- (a) Endowment funds,
- (b) Funds for special purposes,
- (c) Building funds,
- (d) Current funds.

The endowment funds shall neither be expended nor hypothecated for current expenses, but shall be retained and preserved inviolate.

Investments of endowment funds shall be made as heretofore provided by the Committee on Finance, Property and Investment. In no case shall the amount loaned on mortgages exceed 50 per cent of a fair valuation.

No loan shall be made to any trustee, officer, or employee of the University nor to any religious, fraternal, or charitable organization.

Funds for special purposes shall consist of all gifts, grants, donations, and bequests for special purposes, whose principal and income may be used, and shall be expended or invested in accordance with the terms of the gift.

Building funds shall consist of all gifts, grants, donations, and bequests for the erection and equipment of buildings, and of other moneys and properties appropriated or assigned by the Board of Founders for that purpose.

The current funds shall consist of income on endowments, tuition receipts and other fees, gifts, grants, or bequests for current purposes, receipts from business and commercial operations of the University and all other receipts for current use.

The Committee on Finance, Property and Investment shall arrange for and supervise the annual audit of the books and securities of the University by a firm of public accountants. A written report by said committee of its examination shall be made at the next regular meeting of the Board.

8. Duties of Committee on Budget. The Committee on Budget shall consist of the Chairmen of the four committees first above mentioned, together with the President of the University, the President and the Treasurer of the Board, and the Secretary and Assistant Treasurer, and shall have supervision over the bookkeeping and the financial records of the University, and shall submit to the Board at the meeting in April or May for its consideration the budget for the year commencing on the first day of the following July, as adopted by the Board of Directors. The budget submitted shall include an itemized statement of the probable income of the University available for its expenses, and shall indicate the sources from which the income is to be derived. It shall also give an itemized list of the estimated expenses for the year, showing in detail the salaries to be paid and the persons to whom payable, and separating other current expenses and expenses for books and equipment by departments and separating home base from field expenses. The president of the Board shall be Chairman of this committee.

The Treasurer of the Board of Directors shall be authorized to draw, for the items included in the budget, upon the Board of Founders for such part of the budgeted income as the Board of Founders appropriate to the Board of Directors, under such regulations as the Committee on Budget may prescribe. It shall be the duty of the Chairman of the Committee on Budget and the Assistant Treasurer to make distribution of such budget appropriations for the home base expenses as are general by authorizing expenditures within the limits of such appropriations.

The Assistant Treasurer shall be authorized to pay bills for supplies and equipment ordered by departments of the University only on certification signed by the Treasurer of the Board of Directors (or the Controller or Assistant Treasurer of the Board of Directors) that the amount of the bill is within the appropriation available for the department, and such payments shall be charged against the authorized appropriations of the Board of Founders to the Board of Directors.

No requisition shall be approved which exceeds the amount of the appropriation available without reference to the Committee on Finance, Property and Investment.

9. Duties of the Committee on Instruction. The Committee on Instruction shall consider all changes in the instructional staff proposed by the President of the University and for the Board of Directors upon which action of the Board of Founders is required, and all missionary candidates for appointment to the University, and shall make recommendations to the Board of Founders regarding such members of the instructional staff specifying the terms of their employment in accordance with the approved budget. In cases requiring action between meetings of the Board, the committee shall have power to act, but shall not take action increasing expenditures without approval of the Committee on Finance.

10. Duties of Joint Committee on Cooperation with Ginling College. The membership of this committee shall consist of the two members of the Board of Founders of the University of Nanking elected to membership on the Board of Founders of Ginling College, and the two members of the Board of Founders of Ginling College elected to membership on the Board of Founders of the University of Nanking. It shall be the duty of this committee to give consideration to matters of mutual concern, and to ways and means whereby cooperation can be maintained between the University of Nanking and Ginling College.

ARTICLE IV. AMENDMENTS

These By-Laws may be amended by a three-fourths (3/4) vote of the Trustees present and voting at any regular meeting of the Board of Founders, provided a majority of the trustees shall be present. A written notice of the nature of the proposed amendments shall be sent each member of the Board at least thirty days in advance.

4. The Founders shall have authority to employ such agents and to adopt such other means as may be necessary for the execution of their trust.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Name

This Board shall be known as the Board of Directors of the University of Nanking - ^Ssu Lih Ginling Ta Hsioh Hsiao Tung Hwei.

Section 2. Office

The office of the Board is located at Nanking in the province of Kiangsu.

Section 3. Declaration of Purpose

This Board of Directors accepts full power of control in China of the private institution known as the University of Nanking, founded by the Board of Foreign Missions of the Methodist Episcopal Church, the United Christian Missionary Society, and the Board of Foreign Missions of the Presbyterian Church in the United States of America, with the purpose of maintaining their spirit of love, sacrifice and service; of cultivating the highest type of character; of providing professional training; of promoting higher learning; and of meeting the needs of society.

Section 4. Composition of the Board of Directors.

The Board of Directors shall consist of members elected as follows :

- (a) By the several cooperating and mission bodies;
19 members.
- (b) By the Alumni of the University:
4 members.
- (c) Coopted:
5 members at large chosen in the first instance by the Board of Directors as above elected. (The powers of the coopted members shall be the same as those of other members.)
- (d) The President of the University, ex officio, without vote.
- (e) The Adviser to the President, ex officio, without vote.

A majority of the total membership of the Board of Directors as well as a majority of the coopted members must be citizens of the Republic of China.

No member of the faculty, or other person in the employ of the University or student, shall be a member of the Board of Directors. All members shall be in cordial sympathy with the object of the University and the declaration of purpose of the Board of Directors, and at least three-fourths of the members shall be professed Christians of the evangelical faith.

All the members of the initial Board shall be arranged in three groups, approximately equal in number, the first group to serve for one year, the second group to serve for two years, the third group to serve for three years.

If a vacancy occurs in any group prior to the expiration of the stated term, the same may be filled by electing a substitute in accordance with the foregoing provisions, to serve for the balance of said term.

After the first election, all subsequent terms of service shall be for three years, and on the expiration of his term of service any member shall be eligible for re-election.

Section 5. Duties of the Board of Directors.

The Board of Directors shall direct the policies and have control of the management in China of the said University of Nanking in accordance with the object of the University and its declared purpose to maintain in Nanking a private institution of learning with the purpose of maintaining the spirit of love, sacrifice and service of the Founders; of cultivating the highest type of character; of providing professional training; of promoting higher learning; and of meeting the needs of society.

The Board of Directors shall authorize the establishment of departments; shall ratify courses of study; shall elect the President and the Treasurer; shall appoint officers and instructors; and shall determine salaries except in the case of those who are supported by the Board of Founders; shall provide suitable buildings and appliances; shall, through the administrative offices of the University, fix, collect, and disburse, under the budget, all student fees; shall have full responsibility for providing adequate staff and financial support for the institution; shall report to the Board of Founders on the expenditure of all funds received from the Founders; and shall perform all other duties necessary to the efficient administration of the University.

The Board of Directors shall have power to enter into agreements with the Board of Founders, including the negotiations for a lease of the property. Upon recommendation of the President and the faculty it may recommend to the Board of Founders candidates for degrees granted by the University of the State of New York. Insofar as may be in accordance with law, upon recommendation of the President and the faculty, it may confer degrees in accordance with the regulations of the Republic of China. It shall have power to acquire and hold property, including endowment funds raised in China.

The Board of Directors shall present an annual report to the Board of Founders concerning the administration of the University, and shall include in such report a full statement of the expenditure of all funds received from the Board of Founders.

Section 6. Meetings of Board of Directors

The Board of Directors shall hold an annual meeting, and such other meetings as they may provide in their by-laws. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Full minutes of all meetings shall be transmitted to the Board of Founders.

Section 7. Officers and Committees

The Board of Directors shall provide for the election and/or appointment from time to time at their discretion of such officers and such committees as may be authorized in their By-Laws.

Section 8. By-Laws.

The Board of Directors shall have power to make or amend such By-Laws as they may deem necessary, provided such By-Laws in no way conflict with the provisions of the Constitution of the University.

Section 9. Amendments.

This Article IV, which is the Constitution of the Board of Directors, may, with concurrent action of the Board of Founders, be amended at a regular meeting of the Board of Directors, or at a special meeting of the Board of Directors called for this purpose, provided that full notice of the exact wording of the proposed amendments shall have been given three months in advance of the meeting.

ARTICLE V. LOYALTY TO EVANGELICAL FAITH

1. All the members of the faculty of every rank, shall be Christians of evangelical faith.
2. The Board of Directors, in exceptional cases involving particular qualifications for a specialized position, when no qualified evangelical Christian is available, may by formal vote and record, waive this requirement.

ARTICLE VII. AMENDMENTS

The Constitution may be amended by a vote of two-thirds of the trustees present and voting at semi-annual meeting, or it may be amended at a meeting regularly called for this purpose, full note of the proposed amendment having been given at a previous meeting or the substance or the exact wording of the proposed changes having been furnished each member of the Board one month in advance of the meeting at which action thereon is contemplated, provided (1) that amendments to Article II, Article III Section 1, Article IV Section 4, Article V, and Article VI, shall be effective only on concurrence of a majority of the fully cooperating Mission Boards.