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Nanking  
Administrative  
Board of Managers 1927 Jul

TRANScribed

TWENTY-FIFTH MEETING OF THE BOARD OF MANAGERS OF  
THE UNIVERSITY OF NANKING - July 12, 1927.

*Complete*

The twenty-fifth meeting of the Board of Managers of the University of Nanking was held on June 12, 1927, beginning at 9.45 A. M., in room 305 of The Missions Building, Shanghai.

Members of the Board

Chairman	*Sanford C. C. Chen
Vice Chairman	*E. H. Cressy
Executive Secretary	*John H. Reisner
Treasurer	L. J. Owen
Secretary	*Miss M. H. Purcell

Elected by the Board of Managers:

- \*Sanford C. C. Chen
- Hsu Yuan
- Tao Chi-hsing
- King Chu
- Sie Kia-shen

Elected by the Alumni:

- \*Han Ngan
- Hwang Yung-liang

Life Member - R. C. Beebe, M. D.

	<u>1927</u>	<u>1928</u>	<u>1929</u>	<u>1930</u>
Baptist	*T. C. Wu	*F. C. Wilcox (proxy for J. T. Proctor)	*E. H. Cressy	
Disciples	*C.A. Burch	*E. Marx (proxy for F. Garrett)	*Li Yao-tung	*Li Ming-fu
Methodist	*Li Yu-yung	*L.L. Hale (proxy for J. C. Ferguson)	*L. J. Birney	*Tsu Yu-ho
N. Presby.	*C.S. Smith (proxy for F.S. Niles, alternate for G. C. Hood)	*R. F. Fitch (proxy for E. C. Lobenstein)	*Wan Shih-tsen	*Chen Yu-gwan

The members whose names are starred were present. In addition there were present Messrs. T. S. Kuo, Li Hou-fu, C. F. Liu, Tang Chi-yu, president of the Nanking branch of the Alumni Association, Tsu Tseh-ling, and T. C. Woo, president of the Shanghai branch of the Alumni Association.

The meeting was opened with prayer by Bishop Birney.

Report of Chairman

The Chairman reported on correspondence received from the University Administrative Committee urging the necessity of taking immediate steps to register the University before August 1, 1927. He also reported receipt of a letter from the Alumni Association, pointing out the necessity of registering the University immediately according to the regulations of the Central Government, since it is comparatively better for the University to conform to these regulations than to wait until the terms perhaps will be more difficult to comply with. The Chairman, in addition, reported that, in accordance with action MEF-298, he had written a letter to the Administrative Committees asking them to inform the staff that, owing to the financial difficulties in which the University finds itself, it is impossible to make the regular increases in salaries for the year 1927-1928. He had written urging the staff to be loyal to the institution.

Report from Alumni Association

Mr. Tang Chi-yu, now serving in the Municipal Propaganda Bureau of the Nationalist Government at Nanking, and who was elected president of the Nanking branch of the Alumni Association on June 18, reported the following resolutions passed at recent meetings by the Alumni Association:

1. That the Alumni Association request the Board of Managers to register the University before August, according to the regulations issued by the People's Government.

2. That the Alumni Association request that a new Board of Managers be organized, to be known as the Board of Directors, and that the Board of Trustees be known in future as the Board of Founders; that the new Board of Directors consist of nineteen members - six foreigners and thirteen Chinese, elected as follows:- four foreigners and two Chinese elected by the Board of Founders; six members elected by the Alumni Association; and four Chinese and two foreigners elected jointly by the Board of Founders and the Alumni Association; and the nineteenth member to be the president.

3. That the Alumni Association request the Board of Managers during this time of emergency to act for the Board of Trustees in electing six members (four foreigners and two Chinese), since if it be necessary to wait in order to secure action by the Board of Trustees in New York it may be too late to register the University. If the Board of Managers could elect these six members, the the Board, together with the Alumni Association, could proceed to elect six other members (four Chinese and two foreigners), and thus, with the election of a president, the new Board of Directors would be formed.

Annual Reports

Mr. Reisner announced that the Report of the President and the Treasurer for the Year 1925-1926, and the Twelfth Annual Report of the College of Agriculture and Forestry and Experiment Station 1925-1926 were now ready for distribution. Their publication had been delayed on account of the disturbed conditions.

Report of Committee on Reorganization and Registration

Mr. Cressy presented the report of the Committee on Reorganization and Registration. Owing to the limited time the Committee had in which to prepare the report, it had not been possible to have it translated into Chinese. The report consisted of the following documents:

- A. Proposed Constitution for Board of Directors (Managers).
- B. Proposed Agreement between the Board of Directors (Managers) and the Board of Founders (Trustees).
- C. Charter, Constitution and By-laws of Trustees.
- D. Proposed Amendments to Constitution of Trustees.
- E. Proposed By-laws of Board of Directors.

The Committee suggested the following procedure in the reorganization of the University:

1. The adoption of the above documents, excluding C.
2. Cabling to the Trustees asking whether they are prepared to
  - (1) turn over the conduct of the University to the Board of Directors;
  - (2) lease the property.
3. Petitioning the educational authorities to extend the time for registration.
4. Preparation of the documents necessary for registering:
  - (1) the Board of Directors;
  - (2) the University.

The Committee also suggested that when a Chinese president of the University was elected he have the following qualifications:

1. that he be a Christian;
2. that he have the confidence of the founders;
3. that he have scholastic standing such as will command the respect of faculty and students;
4. that he have the standing in society necessary to handle the University in the present changing situation.

After discussion of the proposed constitution, it was taken up article by article and the following actions were taken:

M-343 VOTED that we adopt Article I (Name) of the Proposed Constitution of the Board of Directors.

- M-344 VOTED that we adopt Article II (Office) of the Proposed Constitution of the Board of Directors.
- M-345 VOTED that we adopt Article III (Declaration of Purpose) of the proposed Constitution of the Board of Directors, with the following amendments: (1) adding 'with full religious liberty' after the clause 'maintain in Nanking a private institution of learning under Christian auspices;' (2) adding 'and service' after the clause 'promote social welfare and high ideals of citizenship;' and omitting the word 'Christian' and changing 'original purpose' to 'ideals' in the last clause, so that it will read 'develop character in accordance with the ideals of the founders.'
- M-346 VOTED that we adopt Article III with the amendments indicated.
- M-347 VOTED that we accept Article IV (Composition of the Board of Directors) of the Proposed Constitution of the Board of Directors with the reservation that technical matters that cannot be decided now as to Chinese church bodies by whom members should be elected be referred to the various denominations; that a note be added to the article stating that during the process of transition it will be necessary to have the election made by certain committees but that eventually election will be by the main church bodies; and that the clause 'All members shall be Christians' be eliminated.
- M-348 VOTED that we accept Article IV as amended.
- M-349 VOTED that we adopt Article V (Duties of the Board of Directors) of the Proposed Constitution of the Board of Directors, with changes in the first paragraph to conform with the changes made in Article III,
- M-350 VOTED that we adopt Article VI (Meetings of the Board of Directors) of the Proposed Constitution of the Board of Directors.
- M-351 VOTED that Article VII (Officers of the Board of Directors) of the Proposed Constitution of the Board of Directors be amended by deleting the first part of the second sentence, 'The president of the University shall be ex officio chairman of the Board, and,' so that the sentence will read, 'The officers shall be elected by ballot at the annual meeting of the Board.'
- M-352 VOTED that we adopt Article VII as amended.
- M-353 VOTED that we adopt Article VIII (Executive Committee) of the Proposed Constitution of the Board of Directors.

M-354 VOTED that we adopt Article IX (By-laws) of the Proposed Constitution of the Board of Directors, after changing 'three months' to 'one month.'

M-355 VOTED that we adopt Article X (Amendments) of the Proposed Constitution of the Board of Directors.

M-356 VOTED that we adopt as a whole, as amended, the Proposed Constitution of the Board of Directors.

Document B of the report of the Committee on Reorganization and Registration was also taken up section by section. Section 1, the Historical Statement, is to be worked out later and will indicate the time of founding of the University, the purpose of the founders, and the various steps taken in the development of the institution since it was first organized.

M-357 VOTED that we adopt Section 2 of the Proposed Agreement with the Board of Founders (Trustees), namely, the Constitution of the Board of Directors as amended by this meeting of the Board of Managers.

M-358 VOTED that we adopt Section 3 (Property Lease), as a whole, of the Proposed Agreement with the Board of Founders.

(It was pointed out that the rental was placed at \$120,000 because that is about ten per cent. of what the property is actually worth.)

M-359 VOTED that Section 4 (Staff) of the Proposed Agreement with the Board of Founders be adopted, with the deletion of paragraph 4.

M-360 VOTED that Section 5 (Representative of the Board of Founders) of the Proposed Agreement with The Board of Founders be adopted.

M-361 VOTED that we adopt Section 6 (Finance) of the Proposed Agreement with the Board of Founders.

There was a good deal of discussion as to whether or not a cablegram should be sent to the Board of Trustees asking for their cabled approval of taking immediate steps to register the University. The University Administrative Committee feels that this is the most important matter for consideration at the present time. It was pointed out that many of the Christian members of the faculty might feel it necessary to leave the University, as they felt they could not be loyal Chinese citizens and Christians at the same time in an institution that was not registered, and to this extent the Christian character of the institution would suffer; so it was felt that prompt action in getting the University registered would help in maintaining the Christian programme of the University. Since Nanking is the capital, there is a strong tendency to make it more nationalistic than

any other city in China, so the University has a problem to face that is somewhat different from that of any other Christian institution in China.

The general feeling of the Board was that nothing could be gained by cabling to the Trustees, as it would be difficult for them to take action without having all the facts in the situation before them. The Trustees could, however, cable their reply, and in the meantime the Board of Managers could approach the Ministry of Education for an extension of the time limit (August 1, 1927) to enable them to get a reply from the Trustees. It was pointed out that the educational authorities felt that the Christian institutions were deliberately putting off registration in the hope of securing better terms, so it would be necessary to reassure the authorities that steps were actually being taken to register.

M/ 362 VOTED that we appoint a committee to go over the whole set of documents presented by the Committee on Reorganization and Registration, with authority to secure the assistance and advice of Mr. Chu Yang-chu in making a careful translation of the documents into Chinese, with due regard to Chinese idiom; that this committee go in person to the highest educational authority with a letter from the Board of Managers indicating that the Board is preparing the necessary documents required for registration, which have already been sent to the Board of Trustees for their approval; and that because of the distance and the length of time required to secure the approval of the Board of Trustees the educational authorities be requested to extend the time limit for registration for several months.

M-363 VOTED that a committee of three with the two deans ex officio be appointed on this committee to prepare for translation the documents presented by the Committee on Reorganization and Registration and to present them to the educational authorities.

(Messrs. Sanford C. C. Chen, Cressy, and T. C. Woo were appointed on this committee, with Deans Kuo and Chen ex officio members.)

M-364 VOTED that we place officially on record our intention to register the University as soon as the formal consent of the Board of Trustees can be obtained and legal arrangements can be completed.

M-365 VOTED that a committee be authorized to approach the government, and to prepare the documents necessary to register the Board of Directors on the basis of the regulations reported, and to submit these to the Board of Managers at its next meeting before actually registering the Board.

M-366 VOTED that Document D (Proposed Amendments to Constitution of Board of Trustees) of the report of the Committee on Reorganization and Registration be submitted to the Trustees for their consideration.

Owing to lack of time the Board was unable to consider Document E of thereport of the Committee on Reorganization and Registration (Proposed By-laws of the Board of Directors), These by-laws were based on the standard by-laws in Arnett: College and University Finance, published by the General Education Board.

M-367 VOTED that a nominating committee of five be appointed to bring in nominations for a man with the necessary qualifications for President of the University and that definite approaches be made to such a man.

The following were appointed on this committee: Messrs. Li Yao-tung, Li Yu-yung, Cressy, C. Stanley Smith, and T. C. Woo.

(It was felt that it would hardly be fair to elect the man who is nominated until the approval of the Board of Trustees has been secured. It was also felt that it would be wise to delay the inauguration of the new president until registration had been effected, so that he would feel secure in his position.)

#### Other Items on Agenda

M-368 VOTED that the following items on the agenda be referred to a meeting of the Executive-Finance Committee to be held at 9.30 A. M. on July 13, in room 307 of The Missions Building:

Repairs and opening of the Middle School,  
Taking over of the Hospital by government agents,  
Rental of Language School buildings,  
Balancing of budgets for 1927-1928.

#### Adjournment

The meeting adjourned at 6.30 P. M.

Respectfully submitted,

Minnie H. Purcell, Secretary.



## REPORT OF THE COMMITTEE ON REORGANIZATION

The Committee has met twice, and presents the following documents:

- A. Proposed Constitution for Board of Directors (Managers)
- B. Proposed Agreement between Board of Directors (Managers) and Board of Founders (Trustees)
- C. Charter Constitution and By-Laws of Trustees
- D. Proposed Amendments to Constitution of Trustees
- E. Proposed By-Laws of Board of Directors

The Committee suggests the following procedure:

1. The adoption of the above documents, excluding C.
2. A cable to the Trustees asking whether they are prepared to
  1. Turn over the conduct of the University to the Board of Directors
  2. Lease the property.
3. Petition the educational authorities to extend the time for registration.
4. To prepare the documents for registering:
  1. The Board of Directors
  2. The University

The Committee also suggests the following qualifications for the President of the University:

1. He shall be a Christian
2. He shall have the confidence of the founders
3. He shall have scholastic standing such as will command the respect of faculty and students
4. He shall have the social standing necessary to handle the University in the present changing situation.

Document A

UNIVERSITY OF NANKING

PROPOSED CONSTITUTION OF THE BOARD OF DIRECTORS

Article I

Name

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

Article II

Office

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

Article III

The Declaration of Purpose

The purpose of the Board of Directors of the University of Nanking is to maintain in Nanking a private institution of learning under Christian auspices, which shall conform to the highest standards of educational efficiency, promote social welfare and high ideals of citizenship, and develop <sup>service</sup> Christian character in accordance with the <sup>ideals</sup> original purpose of the founders <sup>with full religious liberty</sup>

Article IV

Composition of the Board of Directors

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

Chinese members

- 2 Members elected by the Chekiang-Shanghai Baptist Convention
  - 3 Members elected by the Central China Conference of the Methodist Episcopal Church
  - 3 Members elected by the China Christian Mission
  - 2 Members elected by the <sup>Chinese</sup> Cooperative Executive Committee of the Kiangnan Presbyterian Mission
  - 1 Member elected by the Central China Presbytery of the Presbyterian Church in the U. S. A.
  - 4 Members elected by the alumni of the University
  - 5 Members elected by the Board of Directors
- The President of the University, ex officio, without vote.

American members:

- 2 Members elected by the Central China Conference of the Methodist Episcopal Church
- 2 Members elected by the Kiangnan Mission of the Presbyterian Church in the U.S.A.
- 2 Members elected by the China Christian Mission
- 2 Members elected by the East China Mission of the American Baptist Foreign Mission Society.

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 Christians.~~

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, approximately elected 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.

Article V

Duties of Board of Directors

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The Board of Directors shall direct the policies and have control of the conduct of the said University of Nanking in accordance with its declared purpose, to maintain in Nanking a private institution of learning under Christian auspices, which shall conform to the highest standards of educational efficiency, promote social welfare and high ideals of citizenship, and develop Christian character in accordance with the original purpose of the founders. *with full religious liberty*

The Board of Directors shall authorize the establishing 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 administration offices of the University, fix, collect, and disburse, under the budget, all student fees; and shall perform all other duties necessary to the efficient administration of the University. *ideals*

It shall have power to enter into an agreement with the Board of Founders as may be mutually satisfactory, including the lease of the property. Upon recommendation by the President and faculty, it may confer degrees in accordance with the regulations of the Chinese educational authorities, 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.

## Article VI

### Meetings of the Board of Directors

The Board shall hold two stated meetings each year, one of which shall be the Annual Meeting of the Board, notice of which shall be sent one month in advance and at which the election of officers, action on budget and staff appointments shall take place, and the annual report of the President, and the reports of committees shall be considered.

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 (5) members. Notice of any special meeting shall be in writing, mailed or telegraphed to each member not less than ten (10) days in advance of the proposed meeting, and stating 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.

## Article VII

### Officers of the Board of Directors

The officers of the Board of Directors shall consist of a Chairman, Vice-Chairman, and Secretary, who shall exercise the duties usually attached to their respective offices. ~~The President of the University shall be ex-officio chairman of the board, and the other officers shall be elected by ballot at the annual meeting of the Board.~~

## Article VIII

### Executive Committee

The Board of Directors shall elect annually an Executive Committee of five, which shall deal with all matters ordinarily handled by the Board of Directors, with the exception of changes of policy and matters of unusual importance. The Executive 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. The actions of the Executive Committee shall be reported to the next meeting of the Board of Directors, and shall be subject to review by the Board of Directors.

## Article IX

### 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, full notice of the proposed amendments having been given ~~three~~ <sup>one</sup> months in advance of the meeting.

## Article X

### 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.

Document B

Proposed Agreement with Board of Founders (Trustees)

Section 1

Historical Statement

Historical Statement to be worked out and included later.

Section 2

Constitution of the Board of Directors (Managers)

The Constitution of the Board of Directors constitutes a part of the legal agreement between the Board of Directors and the Board of Founders (see Document A).

Section 3

Property Lease

That the grounds, buildings and equipment be leased to the Board of Directors by the Board of Founders for a period of five years beginning July 1, 1928, at an annual rental of one hundred and twenty thousand dollars Chinese currency. This lease may be renewed by mutual consent as from July 1, 1933, for a period and on terms which shall be determined on or before that date by mutual agreement between the Board of Directors and the Board of Founders, said lease to be subject always to the following conditions:

1. If for any reason the present Board of Directors should cease function as the responsible administrators of the University of Nanking in accordance with the foregoing constitution of the Board of Directors which is made a part of this agreement, the Board of Founders shall have the right of immediate entry to repossess the property.
2. Should the property so leased or any substantial part of it cease to be used for the proper purpose of the University of Nanking to maintain in Nanking a private institution of learning under christian auspices, which shall conform to the highest standards of educational efficiency, promote social welfare and high ideals of citizenship, and, develop christian character in accordance with the original purpose of the founders, the lease shall be subject to cancellation at the end of any scholastic year by either the Board of Directors or the Board of Founders but only on one year's notice.
3. The Board of Founders may increase its investment at the University of Nanking in land, buildings or equipment on the written request or with the written consent of the Board of Directors.
4. The Board of Directors shall maintain the property so leased in as good condition for operation and use as the seat of the University of Nanking as at the date of the lease. For this purpose they shall set a side out of the general income of the institution each year not less than 2% of the cost of buildings and 5% of the cost of equipment, amounting to about \$12,000 Chinese

currency, to be used for repairs, replacements and insurance.  
(Note: The exact percentages and amount of money will be worked out later on the basis of present conditions and included in the final lease.)

5. The Board of Directors may improve the property by the erection of additional buildings or other physical facilities or planting, with the written consent of the Board of Founders, subject to the conditions that the same shall be in conformity with general plan and type of architecture already adopted, and that the cost of such improvements shall be defrayed by the Board of Directors except as provided for in advance by special appropriation from the Board of Founders on the request of the Board of Directors. It is mutually agreed that the final judgment as to the location and external form and appearance of proposed additions to the physical plant of the university shall rest with the Board of Founders.

6. All residences shall be rented by the Board of Directors to the members of the staff according to the attached rent schedule and on the understanding that previous occupants shall have first claim and also that rank and length of service shall be the basis of determining priority of choice should a conflict of choices arise between members of the staff.

In the event of a cancellation of the lease or of other disposition of the property, a settlement of conflicting interests shall be secured through conference between the Board of Directors and the Board of Founders, and if need be by arbitration.

#### Section 4

##### Staff

The Board of Founders shall continue to support missionaries as members of the staff of the University of Nanking subject to request of the Board of Directors.

Six months before the furlough of missionary members of the staff, the Board of Directors shall make written communication to the Board of Founders and to the mission with which the staff member is connected concerning his reappointment, and in case his reappointment is desired, or in case of a new appointee, shall specify position to be filled, with courses and hours of teaching required, name of officer of administration under whom the appointee is to work, and residence quarters to be offered the appointee.

It is understood that when a teacher has been appointed by the Board of Founders to fill a designated position, he shall not be required by the Board of Directors or any officer of administration to undertake work of instruction outside of his designated field except upon his own consent so to do freely given in advance.

~~When necessary, the Board of Founders shall have the right to rent residence accommodation off the campus for members of the staff contributed by them.~~

Section 5

Representative of the Board of Founders

The Board of Directors shall elect one of the missionary members of the staff as the Representative of the Board of Founders subject to approval by the Board of Founders.

His duties shall be to assist the President in matters concerning the staff maintained by the Board of Founders, and in all other matters where interests of the Board of Founders are concerned.

Section 6

Finance

The Board of Founders shall be responsible for the support of the missionary staff contributed by them.

The Board of Founders shall continue to make an annual cash appropriation on approximately the same scale as at present so far as they may find it possible to do so, which shall be applied by the Board of Directors as follows: first, to provide for upkeep, repairs and insurance as provided in the section concerning property as above; second, to cover rent of such residences as shall be required to house the staff contributed by the Board of Founders, as provided in the section concerning staff as above, and third, the remainder to be used for the general expenses of the college, as the Board of Directors may decide. In addition to the foregoing, the Board of Founders shall contribute annually an amount equal to the rental charged on the property as provided in the section on Property as above.

The Board of Founders shall be responsible only for the support of the missionary staff contributed by them, and for the payment in any year of the appropriation which they shall have made for that year, including an amount equal to the rental charged on the property, and shall not be in any wise responsible for any deficit or indebtedness which may arise in connection with the current operation of the university.

Rent Schedule

The residences on the college campus shall be rented to teachers and staff members at the following annual rates:

(To be worked out later.)



*Document "C"*

UNIVERSITY OF NANKING

CHARTER

CONSTITUTION

BY-LAWS OF THE BOARD OF TRUSTEES



UNIVERSITY OF THE STATE OF NEW YORK  
CHARTER OF  
THE UNIVERSITY OF NANKING

THIS INSTRUMENT WITNESSETH: That the Regents of the University of the State of New York have granted this charter incorporating Ralph E. Diffendorfer, Eben B. Cobb, Stephen J. Corey, F. Watson Hannan, Louis H. Severance, Archibald McLean, Frank A. Horne, Robert E. Speer, Joab H. Banton and their associates and successors, under the corporate name of The University of Nanking, to be located in the city of Nanking, in the Province of Kiangsu, in the ~~Empire~~ Republic of China, with 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.

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, on the board of trustees 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.

The trustees elected in accordance with the provisions of the charter granted April 19, 1911, and under the amendment to said charter granted December 12, 1912, 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 additional trustees, their successors shall be elected by the entire Board of Trustees.

Charter  
University of Nanking

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. It may have departments of elementary, secondary and higher education, and may affiliate with its work other schools giving instructions in either of the said departments; but it shall not have power to confer degrees, except as shall be hereafter authorized or approved by the Regents of the University of the State of New York.

- |         |   |  |
|---------|---|--|
| S E A L | St Clair McKelway<br>Vice Chancellor<br>A.S. Draper<br>Commissioner of<br>Education.  | Granted April 19, 1911, by the Regents of the University of the State of New York, executed under their seal and recorded in their office. Number 2132.    |
| S E A L | St Clair McKelway<br>Vice Chancellor  | Amended May 2, 1912, by the Regents of the University of the State of New York, executed under their seal and recorded in their office. Number 2257.       |
| S E A L | St. Clair McKelway<br>Vice Chancellor<br>A.S. Draper<br>Commissioner of<br>Education. | Amended December 12, 1912, by the Regents of the University of the State of New York, executed under their seal and recorded in their office. Number 2309. |
| S E A L | Chester D. Lord<br>Chancellor<br>Frank P. Graves<br>President of the<br>University    | Amended October 18, 1923, by the Regents of the University of the State of New York, executed under their seal and recorded in their office. Number 3301.  |

Nanking

CONSTITUTION OF THE UNIVERSITY OF NANKING

(Adopted June 11, 1924, except Article V,  
adopted February 25, 1925)

Article I. Name.

The name of this institution shall be the  
University of Nanking - Ginling Ta Hsieh Hsiao.

SSO LI

Article II. Object.

The object of the University is to prepare  
Christian leaders, to provide educational ad-  
vantages for the children of our Christian con-  
stituencies, and to promote higher education in  
China under Christian influences and in harmony  
with the Word of God.

see Article  
VII, Document  
A

Article III. Board of Trustees.

1. Membership

The ~~institution shall be governed by a Board~~  
of Trustees chosen as specified in the charter  
and its amendments as follows:-

Founders  
shall be

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 con-

Constitution  
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stituent 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 Trustees 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)

*Founders*

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 Trustees. (Charter Amendment, Oct. 18, 1923)

*Founders*

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. (Minutes p.119)

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

*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 ~~Managers~~,
- (3) an annual appropriation toward current expenses of not less than \$3,300 gold.

*Directors*

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(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 Managers, one representative on the Board of ~~Trustees~~, the provision of \$10,000 gold in money or accepted property, two missionary teachers, and \$1,000 gold annual appropriation;

*Founders*

*Directors* (2) two representatives on the Board of ~~Managers~~, two representatives on the Board of ~~Trustees~~, the provision of \$20,000 gold in money or accepted property, three missionary teachers, and \$2,000 gold annual appropriation.

*Founders*

*Founders* 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.

*Director* Middle Schools, Colleges, or Professional Schools of any Mission Board may become affiliated with the University at the discretion of the Board of ~~Managers~~ ~~on approval of the Board of Trustees~~, 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

*Trustees*  
of work shall conform to those of the University.  
The Trustees 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 Trustees and~~ Board of Managers; 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.

*Directors*

4. Powers of Trustees.

*Trustees*

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 co-operating Mission Boards; together with all lands, buildings, endowments or other funds acquired by the University.

*Trustees*  
3. All property, whether loaned to the University or owned by the institution, shall be administered by the Board of ~~Trustees~~ or their successors. The titles of all owned property shall be vested in the University, *except that nothing in the foregoing*

B. Administration.

*Trustees*

1. The Board of ~~Trustees~~ have under the charter full responsibility for the administration of the University. They shall, upon nomination of the Board of Managers, elect the President of the University, shall ratify elections to membership on the Board of Managers, and shall appoint in the first instance all foreign permanent teachers going

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out from the homeland, and at their discretion may appoint or remove any member of the staff, and shall perform all other duties, not assigned to the Board of Managers, which are usually performed by trustees of such institutions.

2. If the President of the University, for any reason whatsoever, shall be requested by the Board of Managers to resign, it shall be the duty of the Board of Trustees to receive the action of the Board of Managers and if it is sustained by the Trustees to declare the office of the President vacant and to proceed in the ordinary manner to fill the vacancy.

3. Any field matters lying within the jurisdiction of the Board of Managers, when referred to the Board of Trustees, must be sent by the Board of Managers, accompanied by an expression of their judgment upon the question involved.

4. It shall be the duty of the Trustees to transmit to the Board of Managers at such times, in such manner and in such amounts as may be mutually agreed upon, or may be deemed expedient by the Trustees, the interest on any permanent endowments and the whole or part of other funds in their hands.

The Trustees 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 Managers, 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 Trustees shall come to the conclusion that the University is not answering its original design.

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

6. The Trustees 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 manner as may be directed in this constitution.

Article IV. Board of Managers.

1. Composition.

(1) Each fully co-operating Mission shall appoint four representatives, either Chinese or foreign, on the Board of Managers. Missions with partial co-operation shall be entitled to appoint representatives as stated in Article III, Section 2. These persons, duly appointed by the Missions, shall upon ratification by the Board of Trustees, form the Board of Managers of the University of Nanking, and shall serve a term of three years, one third to be elected each year.

~~\*(2) The Board of Managers shall co-opt five prominent Chinese as full members of the Board of Managers. Two of these five shall be elected by the Alumni Association of the University of Nanking.~~

\*The preceding paragraph 1 (2) is in process of amendment (June, 1925) to read substantially as follows:-

(2) Four members of the Board of Managers may be elected by the Alumni of the University; their terms shall be for four years.

(3) The Board of Managers may elect five additional members each to serve a term of four years.

14.2. ( 2. Elections.

All elections to the Board of Managers shall be subject to approval by the Board of Trustees. All members of the said Board of Managers shall be Christians of evangelical faith.



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17.3 / 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.

16-4 / 4. Accountability and Duties.

The Board of Managers shall be accountable to the Board of Trustees for the legitimate expenditure of all funds committed to them for expenditure; shall represent the Trustees in the acquisition, control, and administration of all funds or property in China; and shall submit an annual budget to the Trustees for approval. Their By-laws shall be subject to approval by the Trustees.

The Board of Managers shall recommend to the Trustees the establishing of departments; shall ratify courses of study; except in the case of the President, shall appoint officers and instructors; and shall determine the salaries of those who are regularly appointed missionaries; shall nominate to the Trustees a President; shall provide suitable buildings and appliances; shall through the administration offices of the University, fix, collect, and disburse, under the budget, all student fees; shall recommend to the Trustees candidates for degrees; and shall perform all other duties necessary to the efficient administration of the University.

5. Professional Schools.

Each professional school or department of the University may, at the discretion of the Board of Managers, have a special committee to take more immediate control over the administration and work of that school or department, and in such matters as may be delegated to it. This special committee, of which the Dean of the school shall be chairman, shall have the authority to make representations concerning the school to the Board of Managers through the Council, but shall not be authorized to make expenditures other than those provided for in the budget or otherwise authorized by the Board of Managers.

6. Affiliated Schools.

The President or any other duly appointed representative of any affiliated school shall have the right to sit in the regular Board of Managers' meeting, and to make such representations and recommendations to the Board of Managers as he may see fit. He shall be given all the privileges and the courtesies of regular members except that of voting. Schools entering into terms of affiliation shall do so on such terms as are approved by the Board of Managers and Board of Trustees of the University.

Article V. Ginling College Committee

1. Membership.

1. The women trustees representing the incorporated missionary organizations cooperating in the Ginling College, not to exceed seven members, shall with two other members of the Board of Trustees constitute a committee to be known as the Ginling College Committee of the Trustees of the University of Nanking. This committee shall care for the interests of the College in behalf of the Board of Trustees.
  
2. Additional members of the Ginling College Committee may be provided for as follows:-
  - (a) three members may be co-opted;
  - (b) one advisory member representing each institution undertaking cooperation with Ginling on the minimum basis.

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

2. Powers.

1. The committee shall appoint its own officers and sub-committees 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 Trustees 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.
5. The Minutes of the Committee meetings shall be referred to, and the actions shall be subject to ratification by, the Board of Trustees.
6. The Ginling College Committee shall not incur financial responsibilities for the Board of Trustees beyond funds in the treasury without the consent of the Board of Trustees.

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

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Mission Boards cooperating in Ginling College and of the alumnae, and the President of Ginling College, together with such co-opted 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 Trustees, in exceptional cases involving particular qualifications for a specialized position, when no qualified evangelical Christian is available, upon nomination by the Board of Managers, may waive this requirement.

Article VII. Amendments.

This 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 notice 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 Sections 1 and 2, Article VI, and Article VII, shall be effective only on concurrence of a majority of the fully co-operating Mission Boards; and provided (2) that no amendment to paragraph 6 of Article III, Section 4 B or Article V shall be made without concurrence of the Ginling College Committee.

BY-LAWS OF THE BOARD OF TRUSTEES  
ADOPTED FEBRUARY 25, 1925.

(Based on the standard by-laws in Arnett,  
College and University Finance, published  
by the General Education Board)

Article I. Meetings.

1. Stated Meetings. The stated meetings of the Board of Trustees 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 By-Laws, when a quorum shall consist of a majority of the Board.
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 may also be an 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.
  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 Treasurer. The Treasurer of the Board of Trustees shall be the custodian of the funds and securities belonging to the University, and shall keep the securities in a safety deposit vault to be designated by the Board.
- Access to the securities of the University shall be had by not fewer than two persons jointly in the following manner, and never otherwise.

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(a) By the Treasurer (or his representative) jointly with the Assistant Treasurer.

(b) By the Treasurer (or his representative) jointly with the chairman or acting chairman of the Committee on Finance and Investment.

(c) By the Treasurer (or his representative) jointly with the President or Acting President of the Board.

This provision, however, shall not be held to exclude the presence of other persons at the same time, provided access has been obtained as aforesaid, nor shall the provisions of this article be held to prevent the Board of Trustees from contracting with a responsible trust company to act as custodian in holding and keeping safely said securities, and to make deliveries on the order of any two persons entitled to access to said securities under this section.

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 Trustees. 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 Managers, 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 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 Treasurer. The Assistant Treasurer shall be the chief business officer of the Board of Trustees. He shall see that the rules and regulations prescribed by the Board of Trustees 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 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.

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 Trustees. 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 Trustees.

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 em-



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ployees 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 condition 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 Trustees 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, two members of the Board of Trustees to be named by the Board.

The Assistant Treasurer shall give a bond to favor of the University <sup>for</sup> 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 Trustees 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 chairman or vice-chairman of the Executive Committee.

Article III. Committees of the Board.

1. Standing Committees. There shall be six standing committees of the Board of Trustees, 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 Audit with three members;
- (e) Committee on Budget composed of the chairmen of the other committees.
- (f) The Ginling College Committee.

2. Appointment of Committees. The standing committees, other than the committee on Budget, 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 the appointments the President shall designate the chairman and vice-chairman of each committee, except for the Executive Committee and the Committee on Budget.

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 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 Trustees 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.

The Committee on Finance, Property, and Investment shall exercise supervision over the property of the

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University and shall receive and examine an annual report from the Board of Managers on the condition of grounds, building, and equipment and the measures necessary to keep them in good condition. It shall also carry out such provisions for the insurance of the building and property of the University as the Board may direct.

The Committee shall investigate and determine the need for new buildings and shall report to the Board with full recommendations. It shall be responsible for the preparation of plans and specifications of such new buildings as the Board may determine upon, shall recommend to the Board the agencies to be employed for the erection of the buildings, and shall in behalf of the Board supervise the design and erection of the buildings.

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 Trustees 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.

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 and approval a budget for the year commencing on the first day of the following July. 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 budget when approved by the Board, shall be the authority for incurring expenditures for the departments included therein. The Treasurer of the Board of Managers shall be authorized to draw, for the items included in the approved budget, upon the Board of Trustees for such part of the budgeted income as the Board of Trustees appropriate to the Board of Managers, 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 Managers (or the Controller or Assistant Treasurer of the Board of Managers) 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 Trustees to the Board of Managers.

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 Managers upon which action of the Board of Trustees is required, and all missionary candidates for appointment to the University, and shall make recommendations to the Board of Trustees 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.

It shall also be the duty of the committee to examine the system of instruction, educational management, rules, discipline, and all other matters pertaining to the educational problems of the University, and to report and make recommendations thereon to the Board.

10. Duties of the Committee on Audit. The Committee on Audit shall consist of three members of the Board, not including the Treasurer and members of the Committee on Finance and Investments, and 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 regular meeting of the Board in December.

Article IV. Board of Managers.

1. The Board of Managers shall be organized in the manner specified in their By-Laws, these By-Laws to be subject to the approval of the Board of Trustees.

Article V. Administration of the University.

1. Duties of the President of the University.

The President of the University shall be a member of the Board of Trustees ex-officio, and ex-officio President of the Board of Managers, and shall be the head of all educational departments of the University, exercising such supervision and direction as will promote their efficiency. He shall preside at the meetings of the faculty and shall be the official medium of communication between the faculty, the Board of Managers and the Board of Trustees, and between the students and the Board of Managers.

He shall recommend to the Board of Managers and the Board of Trustees through their Committees on Instruction all promotions and appointments for the faculty.

He shall be responsible for the discipline of the University and for carrying out all measures officially agreed upon by the faculty, concerning matters committed to them by the Board, and for executing such measures concerning the internal administration of the University as the Board of Managers and the Board of Trustees may enact.

2. Annual Report of President. He shall make an annual report to the Board of Managers and the Board of Trustees of the work and condition of the University, and from time to time shall give to the Board reports upon the condition of the University and shall present for their consideration such measures as he shall deem necessary or expedient for its welfare.

3. Vice-President. There shall be a Vice-President with such duties as may be assigned to him by the President and the Board of Managers.

4. Acting President. In case of vacancy in the office of the President of the University, or of the absence of the President, or of his inability to serve, the Board may appoint an Acting President of the University.

5. Duties of Dean. The Dean of any Department in the University shall preside at meetings of the faculty of his department; shall superintend the

teaching and administration of his department; shall maintain discipline and order; shall receive, and upon consultation with the faculty, dismiss, students of his department; and shall keep the President informed upon all important matters relating to his department.

6. The Faculty. The faculty shall consist of the President of the University, the Deans of all departments, and all teachers of all departments regularly appointed by the Board of Managers.

The faculty of all departments shall be under the direction of the Board of Managers and shall be responsible to that body for the faithful performance of its duties.

The faculty of a department shall suggest the course of study for its department and submit the same to the Executive Committee of the Board of Managers for recommendation to the Board of Managers.

All those who are appointed on the faculty of any department are responsible only to the administration for the use of their time. Any one who shall be called upon to do any outside work shall do so only by permission of the administration, and only upon conditions determined by it.

Any member of the faculty may for sufficient cause and after due notice, be dismissed by the Board of Managers.

#### Article VI. 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, 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.



Document D

Proposed Amendments to Constitution  
of Board of Trustees

Change "Board of Trustees" to "Board of Founders".

Charter. No amendment necessary except to change "Empire" to "Republic".

1. Ginling Ta Hsich Hsiao to Ssu Lih Ginling Ta Hsich.
2. Object: Change to conform with the constitution of the Board of Directors, Article 3
3. Change "the institution shall be governed &c." to read "the Board of Trustees shall be chosen, &c."
4. Delete "on approval of the Board of Trustees."
5. Delete "by the Board of Trustees and".
6. Add "except that nothing in the foregoing shall be interpreted as preventing the Board of Directors from holding and administering endowment funds raised in China."
7. Change paragraph 1 to read as follows, "The Board of Trustees shall, upon the request of the Board of Directors, appoint and maintain the necessary staff of the University."
8. Delete paragraph 2.
9. Delete paragraph 3.
10. Composition: Change to conform with the constitution of the Board of Directors, Article IV.
11. Elections: Change to conform with the constitution of the Board of Directors as follows: "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 Christians."
12. Delete "except in case of a tie vote."
13. Accountability and Duties: Delete and substitute section in constitution of Board of Directors.
14. Add "other portions of constitution of Board of Directors not included in the above."

DETAILS OF AMENDMENTS TO CONSTITUTION OF BOARD OF TRUSTEES

Note:- Throughout the Constitution, "Board of Trustees" should be changed to "Board of Founders"; and "Board of Managers" to "Board of Directors".

Below are indicated in parallel columns the essential changes proposed.

Present Constitution

Proposed Amendment

Article I. Name (Page 1)

The name of this institution shall be the University of Nanking - Ginling Ta Hsieh Hsiao.

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

Article II. Object (Page 1)

The object of the University is to prepare Christian leaders, to provide educational advantages for the children of our Christian constituencies, and to promote higher education in China under Christian influences and in harmony with the Word of God.

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

Article III. Board of Trustees - 1. Membership (Page 1)

The institution shall be governed by a Board of Trustees chosen as specified in the charter and its amendments as follows:-

The Board of Founders shall be chosen as specified in the charter and its amendments as follows:-

Article III - 2 - C. Affiliated Schools (Page 3)

Middle Schools, Colleges, or Professional Schools of any Mission Board may become affiliated with the University at the discretion of the Board of Managers on approval of the Board of Trustees, provided that - - etc.

Middle schools, Colleges, or Professional Schools of any Mission Board may become affiliated with the University at the discretion of the Board of Directors, provided that - - etc.

Article III - 4 - A. Holding of Property (Page 4)

3. All property, whether loaned to the University or owned by the institution, shall be administered by the Board of Trustees or their successors. The titles

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

Present Constitution

of all owned property shall be vested in the University,

Proposed Amendment

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.

Article III - 4 - B. Administration (Pages 4, 5)

1. The Board of Trustees have under the charter full responsibility for the administration of the University. They shall, upon nomination of the Board of Managers, elect the President of the University, shall ratify elections to membership on the Board of Managers, and shall appoint in the first instance all foreign permanent teachers going out from the homeland, and at their discretion may appoint or remove any member of the staff, and shall perform all other duties, not assigned to the Board of Managers, which are usually performed by trustees of such institutions.

2. If the President of the University, for any reason whatsoever, shall be requested by the Board of Managers to resign, it shall be the duty of the Board of Trustees to receive the action of the Board of Managers and if it is sustained by the Trustees to declare the office of the President vacant and to proceed in the ordinary manner to fill the vacancy.

(Delete entire paragraph)

3. Any field matters lying within the jurisdiction of the Board of Managers, when referred to the Board of Trustees, must be sent by the Board of Managers, accompanied by an expression of their judgment upon the question involved.

(Delete entire paragraph)

Article IV, Board of Managers - 1, Composition (Page 6)

1. Each fully co-operating Mission shall appoint four representatives, either Chinese or foreign, on the Board of Managers. Missions with partial co-operation shall be entitled to appoint representatives as stated in Article III, Section 2. These persons, duly appointed by the Missions,

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

Chinese Members

- 2 Members elected by the Chekiang-Shanghai Baptist Convention.
- 3 Members elected by the Central

Present Constitution

shall upon ratification by the Board of Trustees, form the Board of Managers of the University of Nanking, and shall serve a term of three years, one-third to be elected each year.

2. Four members of the Board of Managers may be elected by the Alumni of the University; their terms shall be for four years,

3. The Board of Managers may elect five additional members each to serve a term of four years,

Proposed Amendment

China Conference of the Methodist Episcopal Church.

3 Members elected by the China Christian Mission.

2 Members elected by the Chinese Co-operative Executive Committee of the Kiangan Presbyterian Mission.

1 Member elected by the Central China Presbytery of the Presbyterian Church in the U.S.A.

4 Members elected by the alumni of the University.

3 Members elected by the Board of Directors.

The President of the University, ex officio, without vote,

American Members:

2 Members elected by the Central China Conference of the Methodist Episcopal Church,

2 Members elected by the Kiangan Mission of the Presbyterian Church in the U.S.A,

2 Members elected by the China Christian Mission.

2 Members elected by the East China Mission of the American Baptist Foreign Mission Society

These members of the Board of Directors shall serve three years, one-third to be elected each year,

Article IV. Board of Managers - 2, Elections (Page 6)

All elections to the Board of Managers shall be subject to approval by the Board of Trustees. All members of the said Board of Managers shall be Christians of evangelical faith. 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,

Article IV. Board of Managers - 3. Chairman (Page 7)

The President of the University shall be ex-officio Chairman of the Board of Managers, without vote except in case of tie vote,

(Delete entire paragraph)

Article IV. Board of Managers - 4. Accountability and Duties (P. 7)

The Board of Managers shall be accountable to the Board of Trustees for the leg- The Board of Directors shall direct the policies and have control of the

Present Constitution

itimate expenditure of all funds committed to them for expenditure; shall represent the Trustees in the acquisition, control, and administration of all funds or property in China; and shall submit an annual budget to the Trustees for approval. Their By-laws shall be subject to approval by the Trustees.

The Board of Managers shall recommend to the Trustees the establishing of departments; shall ratify courses of study; except in the case of the President, shall appoint officers and instructors; and shall determine the salaries of those who are regularly appointed missionaries; shall nominate to the Trustees a President; 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 recommend to the Trustees candidates for degrees; and shall perform all other duties necessary to the efficient administration of the University.

Proposed Amendment

conduct of the said University of Nanking in accordance with its declared purpose, to maintain in Nanking a private institution of learning under Christian auspices, with full religious liberty, which shall conform to the highest standards of educational efficiency, promote social welfare and high ideals of citizenship and service, and develop character in accordance with the ideals of the founders.

The Board of Directors shall authorize the establishing 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; and shall perform all other duties necessary to the efficient administration of the University.

It shall have power to enter into an agreement with the Board of Founders as may be mutually satisfactory, including the lease of the property. Upon recommendation by the President and faculty, it may confer degrees in accordance with the regulations of the Chinese educational authorities, 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.

DOCUMENT E

PROPOSED BY-LAWS OF THE BOARD OF DIRECTORS.

(Based on the standard by-laws in Arnett, College and University Finance, published by the General Education Board.)

Article I. Meetings.

1. 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.
2. 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.
3. Fiscal Year. The fiscal year of the University shall be July 1st to June 30th.

Article II. Officers.

1. 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.
2. 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.
3. 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.
4. Duties of Treasurer. The Treasurer shall be the custodian of the funds and securities for which the Board of Directors is responsible and shall keep the securities in a safety deposit vault to be designated by the Board.

Access to the securities of the University shall be had by not fewer than two persons jointly in the following manner, and never otherwise.

(a) By the Treasurer (or his representative) jointly with the Assistant Treasurer.

(b) By the Treasurer (or his representative) jointly with the chairman or acting chairman of the Committee on Finance and Investment.

(c) By the Treasurer (or his representative) jointly with the President or Acting President of the Board.

This provision, however, shall not be held to exclude the presence of other persons at the same time, provided access has been obtained as aforesaid, nor shall the provisions of this article be held to prevent the Board of Directors from contracting with a responsible trust company to act as custodian in holding and keeping safely said securities, and to make deliveries on the order of any two persons entitled to access to said securities under this section.

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 Directors. 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.

5. 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 director 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 Founders, 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 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.

6. Duties of Assistant Treasurer. The Assistant Treasurer shall be the chief business officer of the Board of Directors. He shall see that the rules and regulations prescribed by the Board of Directors 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 raised in China and shall report promptly thereon to the Treasurer and the Committee on Finance and Investment. He shall be responsible for the economical purchase of all supplies and materials bought by the University and shall see that all contracts made by the Board are faithfully executed.

The Assistant Treasurer shall collect and receive all moneys arising from gifts, bequests, or otherwise in China, for the benefit of the University, and all fees and money from any source due to the Board

of Directors. 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 Directors.

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 condition of the University or any of its departments.

He shall examine all accounts, claims, and demands presented against the University, and no money shall be drawn from the treasury of the Board of Directors 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 two persons: the Assistant Treasurer, and a member of the Board of Directors to be named by the Board, except in the case of items within the budget for the current year, the President of the University may sign with the Assistant Treasurer.

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 Directors 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 chairman or vice-chairman of the Executive Committee..

#### SUMMARY AS TO CONTROL OF FINANCE.

##### I. Control of the Budget.



1. The budget shall be adopted by the Board of Directors.
2. The budget shall be subject to revision by the Board of Directors through its Executive Committee at least twice a year, with the proviso that any revision which calls for extra funds from the Board of Founders shall be subject to their approval.
3. The treasurer shall be held responsible for not exceeding the budget or any item thereof.
4. The treasurer shall decide questions as to classification of accounts. In case of dispute the matter shall be referred to the Board of Directors or the Executive Committee for definition.

## II. Control of Expenditure:

1. Upon adoption of the budget by the Board of Directors a statement of the amount of its appropriation shall be made by the Treasurer to each department and every month thereafter a statement of the balance of appropriation.
2. Each department shall be required to keep its expenditures within the limit of its appropriations.
3. Each department shall make requisition for proposed expenditures giving details and estimates of cost based on catalogue prices or certified to by the purchasing agent, which requisitions shall be approved by the Treasurer before the expense is incurred.
4. Requisitions shall not be approved if the appropriations for them are insufficient.
5. Expenditures for salaries for the entire year may be covered by one requisition.
6. A blanket requisition may be made by each department covering its sundry small expenses for an entire month.

## III. The adoption of Arnett's "College and University Finance" as a basis for the conduct of the financial operations of the University.

(It is understood that this action is not to be so interpreted as to hinder the University from making such changes and additions as may be desirable, or as may be suggested by the Advisory Council of Christian Colleges and Universities in East China.)

### Article III. Committees of the Board.

1. Standing Committees. There shall be six standing committees of the Board of Directors, 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 Audit with three members;
  - (e) Committee on Budget composed of the chairmen of the other committees.
2. Appointment of Committees. The standing committees, other than the Committee on Budget, 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 the appointments the President shall designate the chairman and vice-chairman of each committee, except for the Executive Committee and the Committee on Budget.

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 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 raised in China available for investment. This committee, during the intervals between the meetings of the Board of Directors 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, not 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 raised in China.

The Committee on Finance, Property and Investment shall exercise supervision over the property of the University and shall make an annual report on the condition of grounds, building, and equipment and the measures necessary to keep them in good condition. It shall also carry out such provisions for the insurance of the building and property of the University as the Board may direct.

The Committee shall investigate and determine the need for new buildings and shall report to the Board with full recommendations. It shall be responsible for the preparation of plans and specifications of such new buildings as the Board may determine upon, shall recommend to the Board the agencies to be employed for the erection of the buildings, and shall in behalf of the Board supervise the design and erection of the buildings.

The title to all lands and buildings added by the Board of Directors shall, until further arrangement, be vested in the Board of Founders.

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 be 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 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, and receipts from the Board of Founders.

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 of the Board, and the Treasurer of the Board, and the Secretary and Assistant Treasurer, and the Representative of the Board of Founders, and shall have supervision over the bookkeeping and the financial record of the University, and shall submit to the Board at the meeting in

the fall for its consideration and approval a budget for the year commencing on the first day of the following July. 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 budget when approved by the Board, shall be the authority for incurring expenditures for the departments included therein. The Treasurer shall be authorized to draw, for the items included in the approved budget.

No requisition shall be approved which exceeds the amount of the appropriation available without ~~its~~ 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 all missionary candidates for appointment to the University, and shall make recommendations to the Board 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.

It shall also be the duty of the committee to examine the system of instruction, educational management, rules, discipline, and all other matters pertaining to the educational problems of the University, and to report and make recommendations thereon to the Board.

10. Duties of the Committee on Audit. The Committee on Audit shall consist of three members of the Board, not including the Treasurer and members of the Committee on Finance and Investments, and shall arrange for an 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 regular meeting of the Board in December.

#### Article IV. Administration of the University.

1. Duties of the President of the University. The President of the University shall be a member of the Board of Founders, ex-officio, and ex-officio President of the Board of Directors, and shall be the head of all educational departments of the University, exercising such supervision and direction as will promote their efficiency. He shall preside at the meetings of the faculty and shall be the official medium of communication between the faculty, the Board of Directors and the Board of Founders, and between the students and the Board of Directors.

He shall recommend to the Board of Directors and the Board of Founders through their Committees on Instruction all promotions and appointments for the faculty.

He shall be responsible for the discipline of the University and for carrying out all measures officially agreed upon by the faculty, concerning matters committed to them by the Board, and for executing such measures concerning the internal administration of the University as the Board of Directors may enact.

2. Annual Report of President. He shall make an annual report to the Board of Directors and the Board of Founders of the work and condition of the University, and from time to time shall give to the Board reports upon the condition of the University and shall present for their consideration such measures as he shall deem necessary ~~for~~ or expedient for its welfare.

3. Representative of the Founders. The Board of Directors shall elect one of the missionary members of the staff as the Representative of the Board of Founders subject to approval by the Board of Founders.

His duties shall be to assist the President in matters concerning the staff maintained by the Board of Founders, and in all other matters where interests of the Board of Founders are concerned.

He shall be ex-officio a member of the Board of Directors and of the Executive Committee without vote.

4. Acting President. In case of vacancy in the office of President of the University, or of the absence of the President, or of his inability to serve, the Board may appoint an Acting President of the University.

5. Duties of Dean. The Dean of any Department in the University shall preside at meetings of the faculty of his department; shall superintend the teaching and administration of his department; shall maintain discipline and order; shall receive, and upon consultation with the faculty, dismiss, students of his department; and shall keep the President informed upon all important matters relating to his department.

6. The Faculty. The faculty shall consist of the President of the University, the Deans of all departments, and all teachers of all departments regularly appointed by the Board of Directors.

The faculty of all departments shall be under the direction of the Board of Directors and shall be responsible to that body for the faithful performance of its duties.

The faculty of a department shall suggest the course of study for its department and submit the same to the Executive Committee of the Board of Directors for recommendation to the Board of Directors.

All those who are appointed on the faculty of any department are responsible only to the administration for the use of their time.

Any one who shall be called upon to do any outside work shall do so only by permission of the administration, and only upon conditions determined by it.

Any member of the faculty may for sufficient cause and after due notice, be dismissed by the Board of Directors.

Article V. Amendments.

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

MEETING OF THE EXECUTIVE-FINANCE COMMITTEE OF THE  
BOARD OF MANAGERS OF THE UNIVERSITY OF  
NANKING, July 13, 1927.

The Executive-Finance Committee of the Board of Managers of the University of Nanking met on July 13, 1927, at 9.30 A. M. in room 307 of The Missions Building, Shanghai. There were present Messrs. Sanford C. C. Chen, chairman, E. H. Cressy, vice chairman, J. H. Reisner, executive secretary, C. A. Burch, Wen Pei-shan (proxy for Chang Fang), Li Yao-tung (proxy for Li Ming-fu), and Woo Tung-choh (proxy for Li Yu-yung). Deans T. S. Kuo and Y. C. Chen; and Mr. C. F. Liu were present by invitation.

University Hospital

When it became known that the University Hospital was being taken over by the Surgeon-General of the Nationalist Army, a lunch meeting was call on June 28, 1927, of representatives of all the missions cooperating in the Hospital, as follows: Messrs. Sanford C. C. Chen, L. J. Birney, C. A. Burch, Hwa Peh-hsiung, E. Marx, J. H. Reisner, C. Stanley Smith, H. C. Tsao, and Woo Tung-choh. After a long discussion it was the consensus of opinion that an immediate protest should be made against the occupation of the University Hospital, as indicated in the public advertisement quoted below, and that the form and method of the protest should be referred to the Committee on Reorganization and Registration at its meeting on June 29. The notice regarding the University Hospital appeared in the Republican Daily News of June 27, 1927, as follows:

'The Kuleo Hospital was registered as a result of a union meeting of representatives of the Nanking Municipality, the Commissioner of Foreign Affairs, the Medical Department of the Headquarters of the Nationalist Army, the Nanking Police Office, together with the Chinese members of the Hospital Board, who petitioned the Nationalist Government through the Headquarters of the Nationalist Army. Regarding the debts and obligations incurred by the former American administration the present administration is not responsible hereafter.'

'(Signed) Kuleo Hospital,  
June 16, 1927.'

The matter was discussed on June 29 by the Committee on Reorganization and Registration and referred to the full meeting of the Board of Managers set for July 12, 1927, but, because of lack of time on July 12, 1927, it was referred by the Board of Managers to the Executive-Finance Committee on July 13, when the following action was taken:

MEF-369 VOTED (unanimously) that formal protest be made to the Ministry of Foreign Affairs through regular official channels against the occupancy of the University Hospital by government agents, as per advertisements which had appeared in the daily papers.

Rental of Language School Buildings

After a long discussion it was

MEF-370 VOTED that we approve the renting of the Language School buildings in general line with the terms mentioned in Mr. Gee's letter of July 11, 1927, quoted below; that Mr. Gee and the Building and Property Committee work out a detailed agreement to be submitted to the Executive-Finance Committee for approval; that the final agreement be approved by and a copy recorded with the Ministry of Foreign Affairs. It is understood that the buildings are to be rented for the use of individuals and not for official bureaux. The rent is not to run longer than July 31, 1928, and at a rate to cover the entire cost of repairs. The repairs are to be made under the direction of the University Superintendent of Buildings.

'Dear Mr. Reisner:

Language School: Mr. Chang and I had a conference this morning. He came to agree to pay rent of \$350 per month and the repairs are limited to \$5,200 for all buildings. We can get back from rent for one year \$4,200. This seems to me a good term and I want your action on this problem. One thing is sure that we will have a difficult time to get the Whampoa cadets out of there.

The buildings are used for offices and residences. No soldiers will be quartered with the exception of policemen at the gate and servants for the families and offices of the Ministry of Justice.

Residences Nos. 3, 4, and 22: Mr. Chang also would like to rent on the schedule we worked out. Those three residences are in one compound north of the hospital. The repairs for those three residences come together to about \$2,800 and we can get back from rent for one year \$2,160. The reason for renting out all those houses is so that the property may not be taken by the present hospital head. I wish you would give me a definite answer at your earliest convenience.

Yours sincerely,  
(Signed) C. T. Gee.'

Balancing Budget

A meeting of the Executive-Finance Committee was held at lunch on June 12, 1927, to consider the problem of balancing the budget in view of the following cablegram received July 2 from the Trustees: 'Trustees accept responsibility emergency deficit. Will send field same amount as before. Board of Managers must balance budget entirely; staff should be included.' In view of the apparent certainty that there would be six resignations from the personnel quota of the various boards, and that we had previously budgeted money equivalent to only three of these, it was

MEF-371 VOTED that we add the money equivalent of a fourth board-supported member of the staff, reduce the library budget by \$500, and that we ask the College of Arts



Executive-Finance Committee, July 13, 1927 (3)

and Science and the College of Agriculture and Forestry to share equally between them the cut still to be made in order to balance the budget.

(Note: Dean Kuo, Dean Chen, and Mr. Reisner got together the afternoon of July 13 and made the necessary cuts in order to balance the budget for 1927-1928)

Middle School Budget

After discussion concerning the budget for the Middle School it was

MEF-372 VOTED that twenty students be added to the estimated enrolment of the Middle School in the 1927-1928 budget, consideration having been taken of the fact that should the Middle School be able to open at all there is every reason to believe a large number of students will apply for admission and there will be no difficulty in securing even more than 320 students for the last two years of higher primary and the four years of middle school. Indications are that the estimated enrolment can be easily met.

Mr. Liu stated very clearly that he desired to keep the enrolment as low as possible in order to ward off the possibility of trouble through too large numbers and the difficulty of making a careful selection of students.

Opening of Middle School

A statement was made concerning building and equipment repairs in the Middle School. A first estimate of losses had been made totaling \$15,000. The Middle School was asked to revise this list on a minimum basis. The second estimates were for \$10,000. This sum is nowhere in sight. The question arose as to ways and means of opening the Middle School on whatever satisfactory basis might be devised. After further discussion it was

MEF-373 VOTED that a committee be appointed to consult with Mr. C. F. Liu as to plans for keeping the Middle School open and to submit its report to the next meeting of the Executive-Finance Committee.

(The Committee appointed is as follows: Messrs. T. C. Woo, C. A. Burch, E. H. Cressy, and C. F. Liu.)

Respectfully submitted,

John H. Reisner,  
Secretary pro tem.

## Minutes of the Meeting of the Nominating Committee

The University of Nanking

July 21, 1927

Present:

Mr. T.C. Woo  
 Rev. Handel Li  
 Rev. Li Yao-tung  
 Rev. Stanley Smith  
 Rev. E.H. Cressy

1. Rev. Handel Li was elected chairman and Mr. Cressy secretary
2. VOTED to nominate Dr. Y.G. Chen as president of the University
3. VOTED to recommend to the Board of Managers that, as an emergency measure, an honorary president be elected for a term of two years, whose duty shall be in cooperation with the president to represent the University in all dealings with the authorities, to raise funds, and to make contacts with the alumni.
4. VOTED to appoint Mr. Handel Li and Mr. Li Yao-tung as a committee to formally notify Dr. Y.G. Chen of his nomination as president of the University, and to put before him the considerations upon which the committee acted in making this nomination.
5. VOTED to assure Dr. Y.G. Chen of the hearty cooperation of the Board of Managers in all matters of administration if he accepts the presidency.
6. VOTED to recommend to the Board of Managers that the Chinese president assume office this coming Fall upon the opening of the University.
7. VOTED to instruct the above committee to notify Dr. Chen of his nomination, to consult with him as to the desirability of having an honorary president.

E.H. Cressy

Secretary of Committee on  
 Nominations

EHC/W

Copy for Mr. Reisner

July 22, 1927

Dr. Y.G. Chen,  
University of Nanking,  
Nanking.

Dear Dr. Chen,

I take great pleasure in informing you that at a meeting on July 21, the Nominating Committee, appointed by the Board of Managers, took the following actions:

"VOTED to nominate Dr. Y.G. Chen as president of the University.

"VOTED to appoint Mr. Handel Li and Mr. Li Yao-tung as a committee to formally notify Dr. Y.G. Chen of his nomination as president of the University, and to put before him the considerations upon which the committee acted in making this nomination.

"VOTED to assure Dr. Y.G. Chen of the hearty cooperation of the Board of Managers in all matters of administration if he accepts the presidency.

"VOTED to recommend to the Board of Managers that the Chinese president assume office this coming Fall upon the opening of the University.

"VOTED to instruct the above committee to notify Dr. Chen of his nomination, to consult with him as to the desirability of having an honorary president."

All of these actions were unanimous. You are the first choice of the committee, and I am speaking for all of us when I say that we most earnestly hope that you will accept.

We have felt it the duty of the nominating committee to ascertain the point of view of all of the groups concerned, such as the different church bodies in China, the several missions, the alumni and the faculty. We feel that you have the full confidence of all of these groups, ~~both~~ as an administrator, a scholar and a Christian. We believe that the University has before it a great

opportunity of usefulness and influence, and that it will be safe under your leadership, and that you can work out the things that we hope to see accomplished.

The committee realizes fully the difficulties of the present situation, and that we are asking you to undertake a hard task. We were unanimous in pledging you the full support of the Board, and feel that we can speak for it. What we want is a man as president in whom we have full confidence, and who we believe has the ability needed. We are determined that once having elected such a man, to ask him to take full responsibility and to give him the fullest authority under the direction of the Board.

I hope that you will feel led to accept. The University needs you, and it means a great opportunity to serve China and the cause of Christ.

On behalf of the Committee,

Very sincerely,

Secretary of Committee

EHC/W

TRANSFER

REPORT OF AN INFORMAL MEETING OF THE SPECIAL COMMITTEE  
APPOINTED BY THE BOARD OF MANAGERS OF THE UNIVERSITY OF NANKING  
TO CONSIDER MEANS FOR SPECIAL REPAIRS TO  
THE UNIVERSITY MIDDLE SCHOOL

July 28, 1927.



*Filed under what?*

Mr. C. A. Burch having returned from a trip to Nanking, where he paid a visit of inspection to the University Middle School, and Mr. C. T. Gee, University engineer, being in town, an effort was made to get the committee (appointed July 13, 1927, consisting of Messrs. T. C. Woo, C. A. Burch, E. H. Cressy, and C. F. Liu) together for a regular meeting. It was found impossible to do this so Messrs. Burch, Liu, and Gee met with Mr. Reisner and went over the situation, after which Mr. Cressy spent a few minutes with the committee and concurred in its general decisions.

After reports from Mr. Burch and Mr. Gee regarding the situation in Nanking and the occupancy of our Middle School property by Nationalist troops, the following conclusions were reached:

1. That in view of the situation now obtaining in Nanking it would be unwise to appropriate money for immediate repairs to the Middle School.

2. That public announcement regarding opening be deferred until August 10 and after another meeting of the special committee.

3. That Mr. Liu Ching-fu be asked to approach the Nanking military authorities and request that our property be evacuated by troops and that a guard be set at the gate so that we may be able to plan for necessary repairs to the buildings with the hope of being able to open this fall.

4. That the staff of the Middle School be notified that it may be impossible for us to open this fall.

5. That if it proves possible to secure the evacuation of troops before August 10 and assurance from the Nanking Government that the Middle School property will not again be occupied, we are in favor of asking the Executive-Finance Committee of the Board of Managers to appropriate up to \$5,000 if it can be found for the minimum of repairs and equipment if the school is to open at all and ask Mr. Gee to cooperate with Mr. Liu in getting the buildings ready so that the school may open on September 10.

6. That a regular meeting of this committee be called to take further formal action before August 10, 1927.

Respectfully submitted,

C. A. Burch,

Convener of the Committee.