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Huachung  
Admin.  
Constitutions + By-Laws  
Board of Trustees  
Board of Directors

1943

Adopted June 25, 1931  
Amended Oct. 22, 1943

CONSTITUTION OF THE BOARD OF TRUSTEES  
KNOWN AS THE BOARD OF FOUNDERS OF  
HUA CHUNG COLLEGE,  
WUCHANG, CHINA

I. Preamble

The Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America, the Board of Foreign Missions of the Reformed Church in the United States, the Wesleyan Methodist Missionary Society of London, the London Missionary Society of London, and the Yale Foreign Missionary Society of New Haven, having agreed to affiliate at one center the work of higher learning, at least of senior college grade, maintained by them in Wuchang, Hankow, Yochow and Changsha, hereby join in setting forth the following constitution which outlines the basis of their affiliation in a Board of Trustees for the Hua Chung College, this board to be known as the Board of Founders.

II. Purpose of Hua Chung College

The purpose of the Hua Chung College shall be: to provide a college education of high standard, for the youth of China with a view to developing character and intellectual capacity in its students, in order that they may become loyal and useful citizens of China, and may be prepared to aid in building up and strengthening their respective communities along moral, intellectual and humanitarian lines; and to promote the general purposes had in mind by each of the several missionary societies named in Article I hereof in establishing its educational work in China.

III. Title to and Control of Property

1. The Board of Founders shall hold, either in the name of one or more of the members of the said Board, or as a corporate body, if incorporated, on behalf of the Hua Chung College, all deeds of trust, endowments and other properties of the college not otherwise provided for.

2. Each of the affiliating bodies shall retain title to and legal control of whatever land, buildings or equipment it may place at the service of the affiliated institution.

IV. Membership of the Board of Founders

1. The first Board of Founders shall consist of fifteen to eighteen (15-18) members, of whom seven (7) shall be appointed by the Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America; three (3) by the Yale-in-China Association; two (2) by the English Methodist Missionary Society; two (2) by the Evangelical and Reformed Church in the United States; one (1) by the London Missionary Society. The Board may elect one to three (1-3) members-at-large.

2. After a preliminary two-year period the basis of representation shall be determined by mutual agreement, in accordance with the number of faculty members, the amount of property, and the annual contribution by each affiliating body to the budget of the Hua Chung College.

### V. Tenure of Office

Members of the Board of Founders, representing each affiliating body shall be appointed by such body. The membership of the Board of Founders, when completed, shall be divided into three groups, equal in number; the members of Group One shall hold office for one year; the members of Group Two shall hold office for two years; the members of Group Three shall hold office for three years. All subsequent appointments shall be for periods of three years each, save in the case of the filling of a vacancy when the appointment shall be for the remainder of the unexpired term. Members-at-large shall be elected to serve for one year.

The terms of office of the first members of the Board of Founders shall be considered as beginning on the first day of July, 1931 - whether the affiliating bodies shall have made their appointments before or after that date.

### VI. Duties of Board of Founders

It shall be the duty of the Board of Founders to take action upon the following matters:

1. Approval of nominations submitted by the Board of Directors for President, Vice-President, Secretary and Treasurer of Hua Chung College; such officers to be elected by the Directors from nominees who shall have been approved by the Board of Founders.
2. Final action upon the annual budget of the college as submitted by the Board of Directors.
3. Final action upon plans for maintenance and development of the College, involving any financial obligations on the part of the Board of Founders, whether such plans originate with the Directors or with the Board of Founders.
4. Final action upon anything affecting the Christian character of the Hua Chung College.
5. Final action upon all proposed changes in the Constitution of the Board of Directors, as well as exclusive action in regard to proposed changes in the Constitution of the Board of Founders.
6. Final action in the appointment of members of the faculty of Hua Chung College on appointments for two or more years.
7. The Board of Founders shall also review the detailed report received annually from the Board of Directors and the report made by the President of the College, taking such action upon them as circumstances may require.

### VII. Meetings

The Board of Founders shall meet at least twice a year, to act on reports and recommendations of the Board of Directors and to transact such other business as may be necessary. Special meetings may be called upon the request of five members of the Board of Founders, or upon the request of any one of the affiliating bodies.

### VIII. Executive Committee

The Board of Founders may elect an Executive Committee, with representation of the affiliating bodies on approximately the same proportionate basis as in the Board of Founders, and with such power as the Board of Founders may determine.

### IX. By-Laws

The Board of Founders may adopt By-Laws for its government in discharging the functions committed to it by this Constitution, and not inconsistent therewith.

### X. Approval of Acts.

All of the Acts of the Board of Founders passed at a duly called meeting by a majority of the total number of Founders, shall be duly transmitted by the Secretary, promptly after the meeting, to each of the cooperating societies.

### XI. Other Societies

Bodies other than those named in the foregoing preamble may join in the work of Hua Chung College by unanimous vote of the organizations sharing in the maintenance thereof at the time the vote is taken.

### XII. Withdrawal

Although this agreement is entered into, and this Constitution is adopted, with the expectation that the affiliation herein provided for will continue, yet any affiliating body may withdraw from Hua Chung College upon giving to the Board of Founders one year's formal notice of its intention so to do. Upon withdrawal, the withdrawing body shall receive such just and proper compensation for any land, buildings and equipment it may transfer to the Board of Founders as may be mutually agreed upon between the withdrawing body and the remaining affiliating bodies. In case of disagreement with regard to such compensation, the question shall be referred to three referees, one chosen by the body withdrawing, one by the Board of Founders or Trustees of the College and one by these two. A decision by a majority of these referees shall be final.

### XIII. The Board of Directors

(a) There shall be a Board of Directors of Hua Chung College with headquarters in the City where the College is located which shall consist of twenty-one members, together with the President and Treasurer of the College without vote.

(b) All Directors shall be residents of China, sympathetic with Christian education, and two-thirds of the voting members shall be of Chinese nationality. At least two-thirds of the Chinese Directors shall be members in good standing of some Christian Communion.

(c) Fifteen Directors shall be appointed by the Board of Founders upon nominations by the several affiliating bodies, after consultation with their respective representatives in China, and shall be apportioned among the affiliating bodies in the same proportion as obtains in the membership of the Board of Founders.

(d) Three Directors shall be chosen at large by the Board of Founders on nominations by the Board of Directors.

(e) Three Directors shall be chosen by the graduate alumni of university grade of the original affiliating colleges, together with the graduate alumni of Hua Chung College; such choices to be made according to procedure prescribed by the Board of Directors.

(f) The terms of all members of the first Board of Directors shall be considered as beginning on the first day of July, 1931 - whether the appointments are actually made before or after that date.

(g) The three classes of Directors provided for in paragraphs (c), (d), and (e) hereof, shall, when first appointed, be each divided by the Board of Founders into three equal groups to hold office respectively for one, two and three years from July 1, 1931; subsequent appointments to the Board of Directors shall be for three years each, save that in the case of the filling of a vacancy the appointment shall be for the remainder of the unexpired term.

(h) When the Board of Directors transmits to the Board of Founders nominations for members at large of the Board of Directors in the class provided for in paragraph (d) hereof, and reports the choice of Alumni Directors in the class provided for in paragraph (e) hereof, they shall send such information concerning each such nominee and alumnus as will enable the Board of Founders to determine whether the provisions of paragraph (b) hereof, as to qualifications of Directors, are complied with.

XIV. Agreement between Founders and Directors: Constitution of Directors: By-Laws.

There shall be an agreement between the Board of Founders or Trustees and the Board of Directors, defining the duties of the Board of Directors and the mutual relations between the Founders and Directors; a Constitution shall be adopted by the Board of Founders for the Board of Directors, which latter Board shall adopt by-laws for themselves and for Hua Chung College - copy of which by-laws, or any changes made therein from time to time, shall be promptly sent to the Board of Founders.

Copies of the Constitution of the Board of Directors and of the by-laws adopted for Hua Chung College are to be filed with the proper Chinese authorities if and when Hua Chung College applies for registration.

XV. Amendments

This Constitution of the Board of Founders or Trustees, and the Constitution of the Board of Directors may be amended at any time by two-thirds vote of the Board of Founders or Trustees: Provided that before any such amendment is voted upon, thirty days notice thereof in writing shall have been given to each member of the Board; and provided that in cases of proposed amendments to the Constitution of the Board of Directors, reasonable notice of the proposed amendments shall have been given to the Board of Directors, and an opportunity given them to submit their views on the proposed amendments, which views shall be considered by the Board of Founders in passing upon the proposed amendments.

BY-LAWS  
of the  
Board of Trustees Known as the  
Board of Founders of  
HUA CHUNG COLLEGE  
(CENTRAL CHINA COLLEGE)  
Wuchang, China.

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(1)

Officers

(a) The officers of the Board of Trustees of Hua Chung College (Central China College) shall consist of a President, a Vice-President, a Secretary and a Treasurer, who shall severally perform the duties imposed upon them by the Constitution of this Board and by these By-Laws, as well as the other duties usually incident to their respective offices. Not more than two of the officers shall be members of the same affiliated body.

(b) The officers shall be elected annually at the February meeting of the Board and shall hold office for a period of one year from the adjournment of such February meeting, and until their successors shall have been elected and assumed the duties of their offices, respectively. The temporary officers elected at the organization meeting of the Board held on June 25, 1931, shall hold office until the adjournment of the regular meeting in February, 1932.

(c) The Board may from time to time appoint such assistants to the Secretary and/or Treasurer as may be deemed expedient.

(d) A vacancy arising in any office may be filled by the Executive Committee, such officer to serve until the next meeting of the Board, when the Board shall elect some one to fill such vacancy for the remainder of the term.

(2)

Members

The terms of office of the members of this Board who at the organization meeting were assigned to the First or One Year Class will expire on September 30, 1932, the terms of those who were assigned to the Second or Two Year Class will expire on September 30, 1933, and the term of those who were assigned to the Third or Three Year Class will expire on September 30, 1934. As soon as practicable after each February meeting of the Board, the Secretary shall notify each affiliated body of the names of the members of this Board representing such body whose terms will expire on the ensuing 30th day of September and request that he be promptly notified of the appointment of the respective successors to such members for the three year term beginning on the ensuing first day of October.

The Secretary shall transmit the names of such appointees to the President for his information and shall report same to the next meeting of the Board for formal record.

In case a vacancy occurs in the membership of the Board, the affiliated body which appointed the member whose place has become vacant, shall be notified to appoint a successor for the remainder of the unexpired term.

(3)

Meetings

Regular meetings of the Board shall be held twice a year, that is, on:

- (1) The Thursday immediately following the second Wednesday in February;
- (2) The Thursday immediately following the second Wednesday in October;

unless otherwise determined by action of the Board or of its Executive Committee.

Such meetings shall be held in the City of New York at an hour and place to be designated by the President or the Executive Committee, unless otherwise determined by resolution of the Board itself. Such a meeting may be held in a place other than the City of New York when so directed by resolution of the Board. Special meetings of the Board may be called at any time by the President with the advice and consent of the Executive Committee, and such meeting shall be called by the President upon the written request of five members of the Board or upon the request of any one of the affiliated bodies. At least fourteen days written notice of any special meeting shall be given to each member of the Board (which notice shall be deemed to have been sufficiently given if deposited in the United States mail postage paid and addressed to each member, respectively, at his last known post office address) and such notice shall contain a statement of the special business to come before such meeting and shall state at whose request such special meeting is called - Provided that such notice may be waived in writing by any member of the Board, such waiver to be made a part of the minutes of the meeting. Special meetings of the Board shall be held in the City of New York unless those asking for the meeting request some other place of meeting and such request is approved by the Executive Committee.

(4)

Quorum

A quorum of this Board shall consist of representatives from a majority of the affiliated bodies, provided that the number of individuals present be not less than seven.

(5)

Executive Committee

There shall be an Executive Committee which shall consist of the officers and of three additional members to be elected by the Board at its February meeting and to hold office until the adjournment of the next ensuing February meeting. Such additional members shall be so chosen as to carry out so far as practicable the principle of proportionate representation as laid down in Article VIII of the Constitution of the Board. The Executive Committee shall have authority to approve calls for special meetings of the Board, and to fix the place of meetings of the Board - subject to the provisions of By-Laws in Section #3 hereof. The Executive Committee shall act for the Board between meetings. The Executive Committee shall perform such other duties as may be required by these By-Laws and such as may be from time to time placed upon it by the Board.

Four members of the Executive Committee shall constitute a quorum provided these members represent at least three of the constituent bodies.

The Executive Committee shall meet at the call of the President, or at such times and places as it may determine.

At each meeting of the Board the Executive Committee shall report its actions since the last meeting.

The Executive Committee shall have power to fill vacancies in its own membership and in any office of the Board - until the next meeting of the Board.

(6)

Other Committees

The Board, or the President when directed by the Board, shall have authority to appoint from time to time special committees to perform such duties as may be committed to them by the Board.

(7)

Miscellaneous Provisions

(1) Until otherwise ordered by the Board each affiliated body shall forward to its representatives in China its financial contributions for the support of Hua Chung College (Central China College).

(2) Any member of the Board shall be at liberty to invite to any meeting any person, who in his judgment, is especially qualified to assist in discussing, or to give information concerning, any question or business to come before the Board.

(3) The Board shall from time to time prescribe the conditions under which funds belonging to the Board may be disbursed, the method of approving of accounts, and of signing of checks, and the officers, if any, in addition to the Treasurer, who shall sign or countersign checks.

(4) The fiscal year of the Board shall run from September 1 to August 31.

(8)

Order of Business at Meetings

- (1) Call to order and Prayer.
- (2) Roll Call.
- (3) Reading of Minutes.
- (4) Report of President.
- (5) Report of Treasurer.
- (6) Report of Executive Committee.
- (7) Report of Special Committees.
- (8) Receipt of, and action upon, reports and recommendations of the Board of Directors of Hua Chung College (Central China College) and all other matters set forth in Article VI of the Constitution of the Board of Founders.
- (9) Unfinished Business.
- (10) New and Miscellaneous Business.

(9)

Amendments

These By-Laws may be amended at any regular or special meeting of the



By-Laws, Bd. of Trustees  
Hua Chung College

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Board - provided that in case of a special meeting the call for the meeting shall have stated the amendment to be proposed.

The affirmative votes of a majority of the members present, provided that such affirmative votes represent a majority of the affiliated bodies, shall be required to adopt an amendment to these By-Laws.

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# CONSTITUTION OF THE BOARD OF DIRECTORS OF HUA CHUNG COLLEGE,

Wuchang, China.

## I Name

The College established in Central China, for the time being at Wuchang, by the several societies hereinafter named, shall be called Hua Chung College.

Hua Chung College is established by the Domestic and Foreign Missionary Society of the Protestant Episcopal Church in the United States of America, the Board of Foreign Missions of the Reformed Church in the United States, the Wesleyan Methodist Foreign Missionary Society of London, the London Missionary Society of London, and the Yale Foreign Missionary Society of New Haven, which societies have agreed to affiliate in carrying on at one center, the work of higher education, at least of senior college grade, hitherto maintained by them at Wuchang, Hankow, Tochow and Changsha, and have appointed for the local managements of such college a Board of Directors who shall have headquarters in that city in China in which the college is located (for the time being, Wuchang).

This constitution is set forth to define the purposes of the Board of Directors; to define the methods of appointment, the tenure of office and duties of said Board and its officers.

## II Purpose

The purpose of this Board of Directors through Hua Chung College shall be: to provide a college education of high standard, for the youth of China, with a view to developing character and intellectual capacity in its students, in order that they may become loyal and useful citizens of China, and may be prepared to aid in building up and strengthening their respective communities along moral, intellectual and humanitarian lines; and to promote the general purposes had in mind by each of the several Missionary Societies named in Article I hereof in establishing its educational work in China.

## III Membership

The Board of Directors of Hua Chung College shall have headquarters in the city where the college is located, and shall consist of twenty-one members, together with the President and Treasurer of the College without vote. All Directors shall be residents of China, sympathetic with the purposes set forth in Article II hereof, and two-thirds of the voting members shall be of Chinese Nationality.

Fifteen directors shall be appointed by the Board of Founders of Hua Chung College upon nominations by the several affiliating bodies after consultation with their respective representatives in China, and shall be apportioned among such affiliating bodies, in the same proportion as obtains in the membership of the Board of Founders or Trustees.

Three directors shall be chosen at large by the Board of Founders on nominations by the Board of Directors, and three directors shall be chosen by the graduate alumni, of university grade, of the original affiliating colleges, together with the graduate alumni of the Hua Chung College; such choices to be made according to procedure to be prescribed by this Board of Directors.

The Board of Directors shall transmit to the Board of Founders before the first day of May each year nominations for any director at large, whose term is to expire on the ensuing first day of July, and shall promptly report to the Board of Founders the choice of Alumni Directors, and shall at the same time send such information concerning each such nominee and alumnus as will enable the Board of Founders to determine whether the requirements as to qualifications of directors are complied with. Nomination for appointments to fill vacancies on the Board shall be transmitted or reported as soon as practicable after the occurring of such vacancy.

#### IV Tenure of Office

Each of the three classes of the Board of Directors provided for in Article III hereof shall, when first appointed, be divided by the Board of Founders into three groups of equal numbers; the members of Group One shall hold office for one year; the members of Group Two shall hold office for two years; the members of Group Three shall hold office for three years. All subsequent appointments shall be for periods of three years each, save in case of an appointment to fill a vacancy, which shall be for the balance of the unexpired term. The terms of office of all directors first appointed shall be considered as beginning on the first day of July, 1931, regardless of the actual time of appointment.

#### V Officers

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 office, and who shall be elected by ballot at the annual meeting of the Board.

#### VI Duties of the Board of Directors

The duties of the Board of Directors shall be as follows:

1. They shall plan for the maintenance and development of the College.
2. They shall prepare the annual budget to be submitted to the Board of Founders for adoption and shall administer the finances of the College in accordance with decision of the Board of Founders.
3. They shall devise and carry out plans for increasing the income and resources of the College from sources in Asia.
4. They shall from time to time nominate to the Board of Founders a candidate or candidates for President, Vice-President, Secretary and Treasurer, respectively, of Hua Chung College and shall elect such officers from nominees who shall have been approved by the Board of Founders.
5. They shall nominate to the Board of Founders members of the Faculty of Hua Chung College for appointments for two or more years, and with the express approval of such Board of Founders shall make such appointments.
6. They shall approve the conferring of degrees on students who are recommended by the college council or senate.

7. They shall report in detail at each annual meeting of the Board of Founders on the work and condition of the college. This report shall be accompanied by the reports of the President and other executive officers.

#### VII Meeting

- (1) The Board of Directors shall meet at least twice a year. At the annual meeting the report of the Board of Directors for the preceding academic year shall be presented and considered.
- (2) At the annual meeting the President shall present a report of the condition of the college.
- (3) Special meetings shall be called upon the request of the President or of five members of the Board of Directors.

#### VIII Executive Committee

The Board of Directors may annually elect an Executive Committee of which the President and Treasurer of Hua Chung College shall be ex-officio members. On this Executive Committee the principle of proportionate representation as provided for in members of the Board of Directors shall be observed as far as possible. The Executive Committee shall deal with such matters as may be referred to it 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 that Board.

#### IX By-Laws

The Board of Directors may from time to time adopt By-Laws for their governance in discharging the functions committed to them by this Constitution, and also By-Laws for the governance of the internal affairs of Hua Chung College - no such By-Laws to be inconsistent with any provision of this Constitution, and the adoption of all such By-Laws, and any amendments thereto, shall be reported immediately to the Board of Founders.

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Passed Feb. 18, 1937  
Amended April 30, 1943

BY-LAWS OF CENTRAL CHINA COLLEGE FOUNDATION

ARTICLE I

NAME

The name of this Corporation is "CENTRAL CHINA COLLEGE FOUNDATION."

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation shall be at 281 Fourth Avenue, New York, N. Y.

ARTICLE III

MEMBERSHIP

The membership of this corporation shall consist of those individuals who, for the time being, are members and alternates of the body known as "the Board of Trustees," known as the Board of Founders, of Hua Chung College, Wuchang, China.

ARTICLE IV

PURPOSE

The purpose of this corporation is to receive, hold and dispose of real and personal property and the income therefrom for the sole use and benefit of Hua Chung College, located at Wuchang, China.

ARTICLE V

BOARD OF DIRECTORS

The management of the business and affairs generally of this corporation shall be conducted by its Board of Directors which shall be composed of 15 members of whom 8 shall be a Quorum - to be elected by the members at its next annual meeting after the meeting at which these By-Laws are adopted and who shall hold office until their successors are elected and qualified. In the event of a vacancy in the Board of Directors during the intervals between the annual meetings such vacancy may be filled by the remaining members of the Board until the next annual meeting of members thereafter,

ARTICLE VI

OFFICERS

The officers of this corporation shall be a President, Vice President, Treasurer and Secretary, who shall be elected by the members at each annual meeting and shall hold office for one year until their successors are elected and qualify. In the event of a vacancy in either of said offices during the intervals between the annual meetings of members such vacancy shall be filled by the Board of Directors until the next annual meeting.

ARTICLE VII

MEETINGS

1 - The annual meeting of the members of this corporation shall be held in the office of the corporation in the month of February. At least fourteen days' written notice of such a meeting of the corporation shall be sent to all members. A quorum of such meeting shall be seven members.

2 - A special meeting of members may be called by the President at any time upon ten days' notice in writing, mailed to the last known address of each member.

3 - The Board of Directors shall meet regularly on the days of the regular meeting of the members of the corporation.

4 - A special meeting of the Board of Directors may be held at any time on ten days' notice by the President or upon written consent of all of the members of the Board at such time and place as may be designated in the notice of such meeting.

ARTICLE VIII

EXECUTIVE AND FINANCE COMMITTEE

There shall be an Executive and Finance Committee composed of five (5) members to be elected by the Board of Directors, who shall hold office until their successors are elected and qualified. This committee shall manage the affairs of the corporation during the recess of the Board of Directors and perform any acts not inconsistent with the action of the Board of Directors. It shall have charge of all of the funds of the corporation and may invest and re-invest the same, subject to the general instructions of the Board of Directors.

ARTICLE IX

DEPOSITORY OF FUNDS

All funds of the corporation shall be deposited with such banks as may be determined by the Board of Directors and shall be withdrawn only by checks signed in accordance with the general instructions of the Board of Directors.

ARTICLE X

CORPORATE SEAL

The corporation shall have a seal and adopts as its seal, the form impressed on the margin of this sheet.

ARTICLE XI

PRESIDENT AND VICE PRESIDENT

1 - The President shall be the Executive officer of the corporation and shall preside at all meetings of the Board of Directors. He shall exercise, subject

to the control of the Board of Directors, a general supervision of the affairs of the corporation and shall perform such other duties as may be assigned from time to time by the Board of Directors. He shall also be designated a member of all standing committees.

2 - In the absence of the President, the Vice President shall be vested with all the powers and shall perform all the duties of the President.

ARTICLE XII

SECRETARY

The Secretary shall keep the minutes of all meetings of the Board of Directors and all meetings of the members and shall give or cause to be given, all notices required by these by-laws or by the general law. He shall have custody of the seal of the corporation and shall perform all the duties usually incident to the office of Secretary, subject to the control of the Board of Directors.

ARTICLE XIII

TREASURER

The Treasurer shall have the custody of the funds and securities of the Corporation which may come into his hands, and shall deposit same with the custodian designated for such purpose. When necessary or proper, he may endorse on behalf of the Corporation for collection, checks, notes and other obligations and may give receipts in the name of the Corporation for any funds or securities which he may receive. He shall submit to the annual meeting of the Corporation, a statement of the financial condition of the Corporation and whenever required by the Board of Directors or the Executive and Finance Committee, shall make and render a statement of his accounts and such other statements as may be required. He shall keep in the books of the Corporation, full and accurate account of all moneys received and paid by him for the account of the Corporation. He shall perform such other duties as may from time to time be assigned to him by the Board of Directors.

ARTICLE XIV

SIGNATURES

All instruments of writing requiring execution in the name of the Central China College Foundation shall be signed either by the President, or the Vice-President, or by the Treasurer, and in addition, when necessary, by the Secretary or an assistant Secretary, who shall affix and attest the corporate seal - unless otherwise ordered by resolution of the Board of Directors of the said Foundation.

ARTICLE XV

AMENDMENTS

These By-Laws may be amended at any meeting of the members of the Corporation or by unanimous vote of the Board of Directors at any meeting, provided a majority of said Board shall be present and vote therefor, and provided that in the latter case, a notice in writing of the proposed amendment shall be given to all members of the Board of Directors at least ten days before the amendment is voted upon.

AGREEMENT BETWEEN THE BOARD OF TRUSTEES KNOWN AS THE BOARD  
OF FOUNDERS AND THE BOARD OF DIRECTORS OF HUA CHUNG  
COLLEGE, WUCHANG, CHINA.

I - Preamble

The Board of Trustees known as the Board of Founders and the Board of Directors of Hua Chung College enter upon the following agreement in order to define more completely their respective fields of action and in order to have on record their mutual understanding of the task jointly undertaken by the two Boards.

II. The Board of Founders Agrees:

1 - As to Purpose:

The Purpose of Hua Chung College shall be to provide a college education of high standard for the youth of China, with a view to developing character and intellectual capacity in its students, in order that they may become loyal and useful citizens of China, and may be prepared to aid in building up and strengthening their respective communities along moral, intellectual and humanitarian lines; and to promote the general purposes had in mind by each of the several Missionary Societies affiliating in the conduct in Hua Chung College, in establishing its educational work in China.

2 - As to title and control of property:

a - The Board of Founders shall hold, either in the name of one or more of the members of the said Board, or as a corporate body, if incorporated, on behalf of the Hua Chung College, all deeds of trust, endowments and other properties of the college not otherwise provided for.

b - Each of the affiliating bodies shall retain title to and legal control of whatever land, buildings or equipment it may place at the service of the affiliated institution.

3 - As to Withdrawal.

Although entering this agreement with the expectation that the affiliation will continue, any affiliating body may withdraw from Hua Chung College upon giving one year's formal notice of its intention so to do. Upon withdrawal it shall receive such just and proper compensation for any land, buildings, or equipment it may transfer to the Board of Trustees as may be mutually agreed upon between the withdrawing body and the remaining affiliating bodies. In case of disagreement with regard to compensation the question shall be referred to three referees, one chosen by the body withdrawing, one by the Board of Trustees of the college and one by these two. The majority decision of these shall be final.

4. As to Certain Duties:

That the Board of Founders will assume final responsibility for the following:

- (a) Approval of the nominations of persons to be elected President, Vice-President, Secretary and Treasurer of the college, to be elected, after approval by the Board of Founders, by the Board of Directors.
- (b) Approval of the annual budget for the college.



- (c) Approval of the plans for the maintenance and development of Hua Chung College involving any financial obligations on the part of the Founders.
- (d) Approval of anything affecting the Christian character of Hua Chung College.
- (e) Approval of all proposed changes in the several constitutions, viz. the Constitution of the Board of Founders, the Constitution of the Board of Directors.
- (f) Approval of the appointments of members of the faculty of Hua Chung College on appointments for two or more years.

### III - The Board of Directors Agrees:

#### 1 - As to Purpose:

The purpose of Hua Chung College shall be to provide a college education of high standard for the youth of China, with a view to developing character and intellectual capacity in its students, in order that they may become loyal and useful citizens of China, and may be prepared to aid in building up and strengthening their respective communities along moral, intellectual and humanitarian lines; and to promote the general purposes had in mind by each of the several Missionary Societies, affiliating in the conduct of Hua Chung College, in establishing its educational work in China.

#### 2 - As to Membership:

That all directors shall be residents of China, sympathetic with Christian education. At least two-thirds of the directors shall be of Chinese nationality. Of the Chinese directors, at least two-thirds shall be members in good standing of some Christian Communion.

#### 3 - As to the Officers of Hua Chung College:

That the Board of Directors shall from time to time nominate to the Board of Founders, a candidate or candidates for President, Vice-President, Secretary and Treasurer, respectively, of the Hua Chung College and elect such officers from nominees who shall have been approved by the Board of Founders. In case any person so nominated shall fail in this approval, the Board of Directors shall make further nominations and the same procedure shall be followed until an election has been accomplished.

The Board of Directors shall, with the expressed approval of the Board of Founders, appoint members of the Faculty of Hua Chung College, provided, that the names of such appointees whose appointments are for less than two years need not be submitted to the Board of Founders for approval.

#### 4 - As to Withdrawals:

Although entering this agreement with the expectation that the affiliation will continue, any affiliating body may withdraw from Hua Chung College upon giving one year's formal notice of its intention so to do. Upon withdrawal it shall

receive such just and proper compensation for any land, buildings or equipment it may transfer to the Board of Founders as may be mutually agreed upon between the withdrawing body and the remaining affiliating bodies. In case of disagreement with regard to compensation the question shall be referred to three referees, one chosen by the body withdrawing, one by the Board of Trustees of the College and one by these two. The majority decision of these shall be final.

5 - As to Relationship with Appointing Bodies:

That the members of the college staff and faculty, supported by the cooperating units as members of their respective missions or churches, shall be in the same relation to the Bishop of the Diocese or other corresponding authority of the area, and to the several Missionary Societies, as other members of the mission concerned.

6 - As to Amendments:

That the Board of Directors is controlled by the Constitution of the Board of Founders or Trustees, as it now is, or as it may hereafter be amended, as well as by this agreement and by the Constitution of the Directors, which latter Constitution may be amended by two-thirds vote of the Board of Founders after reasonable notice has been given to the Directors of the proposed amendments and an opportunity given them to express their views thereupon, which views shall be considered by the Board of Founders in passing upon the proposed amendments.

7 - As to By-Laws:

The Board of Directors is to adopt By-Laws for their own governance and for the governance of Hua Chung College. Copies of such By-Laws and of any amendment thereto shall be sent to the Board of Founders immediately upon their adoption.

8 - As to Alumni Directors and Directors at Large:

The Board of Directors shall prescribe the procedure whereby the Alumni Directors are chosen, and shall report to the Board of Founders the names of the Directors so chosen; and shall transmit to the Board of Founders, by the first day of May of each year, nominations for Directors at large to be appointed in conformity with the provisions of Articles III and IV of the Constitution of the Board of Directors; and in so doing shall give such information concerning each nominee and alumnus as will enable the Board of Founders to determine whether the qualifications prescribed for members of the Board of Directors are being met.

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