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Hwa Nan
Administrative
Constitution

1941

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CONSTITUTION OF HWA NAN COLLEGE

As Revised By Board Of Directors and Adopted July 2, 1927, and
As Revised By Board of Trustees
May, 1928, Oct., 1930, May, 1931
Final Revision - June 1941

ARTICLE I, NAME

The name of this college shall be the Woman's College of South China (Hwa Nan) and it shall be located at Foochow, Fukien Province, China.

ARTICLE II, PURPOSE AND CHARACTER

The Purpose of Hwa Nan College shall be to, give to young women of China under Christian auspices a literary, scientific and professional higher education, and, in particular, to develop the highest type of character expressed in self-sacrifice and service.

ARTICLE III, DIRECTORS

SECTION 1. There shall be a board of directors of the Woman's College, resident in China, which shall consist of at least fifteen members, two-thirds of whom shall be Chinese. At least three-fourths of the Chinese body shall be Christians. Election as follows:

a. One each to be elected from their own membership by the Foochow, Hinghwa, Yenping and South Fukien Annual Conferences of the Methodist Church.

b. Three each to be elected from their own membership by the Foochow Woman's Conference and two each from Hinghwa and Yenping Woman's Conferences.

c. At least three and not more than five additional members-at-large shall be elected by the Board of Directors.

d. No member of the faculty shall be a member of the Board of Directors.

e. The Bishop of the Methodist Church assigned to the area and the President of the College shall be ex-officio members of the Board of Directors.

SECTION 2. The members-at-large shall be elected for a period of two years. The others shall be elected for four years and divided into four classes so that approximately one-fourth shall be elected each year, and the electing organizations shall be notified of the relation of the elected members to the time schedule. Ad-interim vacancies shall be filled from and by the organizations in which the vacancies occur.

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SECTION 3. Officers of the Board of Directors. The officers of the Board of Directors shall be a chairman and vice-chairman and a secretary, whose duties shall be those unusually attached to their respective offices. They shall be elected by ballot at the annual meeting of the Board.

SECTION 4. EXECUTIVE COMMITTEE. The Officers of the Board of Directors and two members elected annually by the Board shall constitute the Executive Committee of the Board of Directors with the President of the College and the Bishop of the area as ex-officio members. This Executive Committee shall have power to take action upon such matters as require attention in the interim ^{between} the meetings of the Board of Directors.

SECTION 5. Meetings. The Board of Directors shall hold at least one meeting annually at which a full report of the operation and condition of the college and a complete annual report from the treasurer of the college, properly audited, shall be presented.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum. All matters shall be decided by majority vote of those present voting.

SECTION 7. BY-LAWS. The Board of Directors shall have the authority to enact by-laws not inconsistent with this Constitution. Said by-laws to become effective when sanctioned by the Board of Trustees.

ARTICLE IV. DUTIES OF THE BOARD OF DIRECTORS.

SECTION 1.

It shall be the duty of the Board of Directors:-

- a. To exercise a general control over the policies of the College.
- b. To decide the general courses of study.
- c. To submit a budget annually for the approval of the Board of Trustees.
- d. To control the finances of the College within the limits of the budget sanctioned by the Board of Trustees.
- e. To hold special meetings in addition to the regular meetings provided for in Article 3, Section 5, when five or more members request such a meeting. At least 21 days' notice of such special meetings shall be sent to each member of the Board of Directors, together with a statement of the special business to be transacted.
- f. To elect the President and Treasurer of the College, subject to the approval of the Board of Trustees.

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- g. To appoint officers and staff members except the foreign members of the faculty.
- h. To determine salaries and conditions of service of the Chinese members of the faculty and staff.
- i. Upon nomination of the Board of Trustees, after consultation with the president of the College, to elect the foreign members of the faculty. Salaries and conditions of service of foreign members of the staff shall be determined by the same rulings as those which apply to other missionaries of the Foreign Department of the Woman's Division of Christian Service of the Board of Missions and Church Extension of the Methodist Church.

SECTION 2. - All funds shall be used exclusively for the purpose and object for which they were originally contributed. Funds for the purchase of real estate, for the erection of buildings, for endowments, etc., as well as for current expenses, shall be raised from time to time in the manner decided upon by the Board of Directors and the Board of Trustees. The Boards shall not assume liabilities on account of the College, in excess of the approved budget except by affirmative vote of both the Board of Trustees and the Board of Directors, voting separately.

ARTICLE V. FINANCE

The Board of Directors shall elect a Finance Committee of three members which shall work under and be responsible to the Executive Committee. The President and Treasurer of the College shall be ex-officio non-voting members.

ARTICLE VI. TRUSTEES.

SECTION I There shall be a Board of Trustees of the Woman's College of South China, (Hwa Nan), not to exceed twenty-five in number, composed of the following:

- a. A chairman, a vice-chairman, a recording secretary, a treasurer, the president of the Woman's Division of Christian Service, the chairman of work in Foreign Fields of the Woman's Division of Christian Service, the Executive Secretary for China of the Department of Work in Foreign Fields of the Woman's Division of Christian Service, and such other members as shall be elected by the Board of Trustees.
- b. Co-opted members not to exceed in number one-fifth of the other members of the Board.

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SECTION 2. Powers and Duties. The Board of Trustees shall exercise such powers and duties as are approved by the Woman's Division of Christian Service of the Board of Missions and Church Extension of the Methodist Church.

ARTICLE VII. PROPERTY

The land, buildings, endowments, library and all equipment of the College are owned by the Woman's Division of Christian Service of the Board of Missions and Church Extension of the Methodist Church.

The Woman's Division of Christian Service will lease the above described property to the Board of Directors solely for the purposes of the College so long as in the judgment of said Woman's Division of Christian Service, the Board of Trustees and the Board of Directors operate the College in accordance with the purposes and character prescribed in Article II of this Constitution.

ARTICLE VIII. AMENDMENTS

Amendments to this Constitution, which do not conflict with Article II and Article VII, may be made at any meeting of the Board of Directors or the Board of Trustees, provided that notice of such proposed amendment shall have been given in writing to each member of both Boards, three months previous to the meeting at which it is to be voted upon, and the approval by both Boards of the proposed amendment or amendments shall be necessary to make the same effective.

BY-LAWS OF THE BOARD OF TRUSTEES
OF HWA NAN COLLEGE
REVISED - June 1941

ARTICLE I. DUTIES

SECTION 1. By authority conferred by the Woman's Division of Christian Service of the Board of Missions and Church Extension of the Methodist Church, the Board of Trustees shall be responsible for securing such portion of the maintenance funds of the college as may be provided on the basis of an approved annual budget, and such capital funds as are agreed upon by the Board of Trustees and the board of Directors.

Section 2. The Board of Trustees shall, upon request of the Board of Directors, secure the appointment and maintenance of foreign members of the staff of the college.

SECTION 3. The Board of Trustees shall have authority to employ such agents and adopt such means as are necessary for the execution of its

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responsibility to the college under the Woman's Division of Christian Service of the Board of Missions and Church Extension of the Methodist Church and in harmony with Article II of the Constitution.

SECTION 4. The Board of Trustees shall perform such other duties as may be assigned to it.

ARTICLE II. OFFICERS

SECTION 1. Personnel. The officers of the Board of Trustees shall be a Chairman, a vice-chairman, a Recording Secretary and a Treasurer. These officers shall be elected annually by the Board.

SECTION 2. Duties.

a. The Chairman of the Board shall preside at the meetings of the Board, and perform such other duties as shall be delegated to her by the board.

b. The Vice-Chairman of the board, in the absence or disability of the Chairman, shall perform all the duties of the Chairman of the board.

c. The Recording Secretary of the Board shall keep full and true minutes of all meetings of the Board and such special meetings as shall be requested of her, and shall transmit promptly to each trustee a copy of the minutes of the meetings.

ARTICLE III. COMMITTEES

SECTION 1. There shall be an Executive Committee, a Promotional Committee, a Nominating Committee and such other committees as the Board of Trustees may from time to time provide for.

SECTION 2. The Committees shall be made up as follows:

a. The Executive Committee shall consist of seven members which shall include the officers of the Board of Trustees, the Executive Secretary for China, and two additional members whose names shall be presented by the Nominating Committee and elected by the Board of Trustees at their annual meeting.

b. A promotional Committee consisting of five members shall be appointed by the chairman of the Board of Trustees at their annual meeting.

c. A Nominating Committee consisting of three members shall be appointed by the chairman of the Board of Trustees six months before the annual meeting.

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d. Other committees, as provided for by the Board, may be appointed in such ways as the Board may choose.

SECTION 3. The duties of the Committees shall be as follows:

a. The Executive Committee shall:

- 1) Have general care of matters pertaining to the college during the interim between the meetings of the Board of Trustees.
- 2) Make recommendations to the Board of Trustees regarding the general financial policy of the college, its property and equipment.
- 3) Consider the Budget and faculty askings and make recommendations to the Board of Trustees.
- 4) Make formal report of ad-interim actions to the Board of Trustees at the stated meetings of the board.
- 5) Elect its own chairman.
- 6) Discharge such other duties as the board of Trustees shall assign to it from time to time.
- 7) Propose amendments.

b. The Promotional Committee shall:

- 1) Be concerned with the making of friends for Hwa Nan by publicizing as widely as possible the work and achievements of the College.
- 2) Devise means when requested by the Board of Trustees to secure funds for the college from sources outside of appropriations of the Woman's Division of Christian Service of the Board of Missions and Church Extension of the Methodist Church.

c. The nominating committee shall at each annual meeting present nominations for the following officers of the Board of Trustees; Chairman, Vice-Chairman, Recording Secretary, and Treasurer; and the two additional members of the Executive Committee.

ARTICLE IV. MEETINGS

The annual meeting of the Board of Trustees shall be held in March, date and place of meeting to be determined by the Executive Committee of the Board of Trustees two months in advance of the meeting.

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ARTICLE V. QUORUM .

A majority of the members of the Board of Trustees shall constitute a quorum.

ARTICLE VI. AMENDMENTS

These By-laws may be amended by a three-fourths vote of the Board of Trustees present and voting at any regular meeting of the Board of Trustees, provided a majority of the trustees shall be present. A written notice of the nature of the proposed amendment shall be sent to each member of the Board of Trustees at least thirty days in advance of the meeting.