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BY-LAWS OF THE BOARD OF GOVERNORS

WEST CHINA UNION UNIVERSITY

ARTICLE I. MEETINGS

Section 1. Annual Meeting

There shall be an annual meeting of the Board of Governors in each calendar year at such time and place as may be appointed by the Board or by the Executive Committee. Unless otherwise ordered by the Board or by the Executive Committee, in each period of four years, two annual meetings shall be held in the United States, one in Canada, and one in England.

Section 2. Special Meetings

Special meetings of the Board may be called by order of the Executive Committee or upon request of the Chairman of the Board, the President of the University or three members of the Board.

Section 3. Call of Meetings

Notice of all meetings shall be mailed to each member of the Board by the Secretary at least ten days prior to the date of such meetings. The place of meeting shall be indicated in the notice of the meetings. As far as practicable the nature of the business to be considered shall be stated in the call for the meeting.

Section 4. Quorum.

A quorum of the Board of Governors shall consist of seven members, including representatives of three missionary organizations.

Section 5. Representation of Absentees.

In case of the inability of any representative of one of the constituent organizations to attend a meeting of the Board of Governors, the organization which he represents shall have power to appoint a substitute.

In case of the absence of any representative or representatives of one of the constituent organizations, the representative or representatives present shall have power to cast the full number of votes to which the organization is entitled.

Section 6. 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.

ARTICLE II. OFFICERS

Section 1. Election of Officers

The Board of Governors shall elect by ballot at their annual meeting a Chairman, a First Vice-Chairman, a Second Vice-Chairman, a Secretary, a Treasurer and one or more Assistant Treasurers. If desired, an Assistant Secretary may

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also be elected.

Section 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 quorum being present and notice of such election having been given in the notice of the call for the meeting.

Section 3. Duties of Chairman

The Chairman 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.

Section 4. Duties of Vice-Chairmen

In the absence or disability of the Chairman, the First Vice-Chairman, or in his absence the Second Vice-Chairman, shall perform all the duties of the Chairman of the Board. In the absence or disability of the Chairman and the Vice-Chairmen of the Board, the Chairman, or the Acting-Chairman, of the Committee on Finance, Property and Investment, shall act as Chairman of the Board.

Section 5. Duties of the Treasurer (Alternative Proposals)

a. The Treasurer of the Board of Governors shall have general supervision of the funds and securities belonging to the University, and of its financial affairs.

b. He shall file with the Secretary a bond 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 \$25,000, with some responsible surety company approved by the Board; and the premium on said bond shall be paid by the Board of Governors.

c. He shall be ex-officio a member of the Committee on Finance, Property and Investment.

d. In case of the absence of the Treasurer or of his disability 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.

a. The Treasurer of the Board of Governors shall be the custodian of the funds and securities belonging to the University and shall keep these securities in a safety deposit vault to be designated by the Board.

b. He shall file with the Secretary a bond 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 \$25,000.00 with some responsible surety company approved by the Board; and the premium on said bond shall be paid by the Board of Governors.

c. He shall be ex-officio a member of the Committee on Finance Property and Investment.

d. In case of the absence of the Treasurer or of his disability 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.

e. Access to the securities of the University shall be had by any two of the following named; jointly:- Treasurer, First Assistant Treasurer, Second Assistant Treasurer, Third Assistant Treasurer.

f. 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 Governors 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.

Section 6. Duties of the First Assistant Treasurer (Alternative Proposals)

a. The First Assistant Treasurer shall be the chief business officer of the Board of Governors. He shall see that the instructions of the Board of Governors as to the financial administration of the University shall be faithfully carried out. He shall be responsible for the economical purchase of all supplies and materials bought by the University in the United States.

b. He shall take the initiative in seeking investments for the funds of the University and shall report promptly thereon to the Treasurer and the Committee on Finance, Property and Investment. He shall see that all securities are deposited in a safety deposit vault to be designated by the Board.

c. The First Assistant Treasurer

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

(i) By the Treasurer (or his representative) jointly with one of the Assistant Treasurers.

(ii) By the Treasurer (or his representative) jointly with the Chairman or Acting Chairman of the Committee on Finance, Property and Investment.

(iii) By the Treasurer (or his representative) jointly with the Chairman or Acting Chairman of the Board.

f. 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 Governors 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.

a. The First Assistant Treasurer, subject to the advice and direction of the Treasurer, shall have charge of the financial and business affairs of the Board of Governors. He shall see that the instructions of the Board of Governors as to the financial administration of the University shall be faithfully carried out. He shall take the initiative in seeking investments for the funds of the University and shall report promptly thereon to the Treasurer and the Committee on Finance, Property and Investment. He shall be responsible for the economical purchase of all supplies and materials bought by the University in the United States.

b. The First Assistant Treasurer shall

shall collect and receive all moneys arising from gifts, bequests, or otherwise for the benefit of the University, and all fees and moneys from any source due to the Board of Governors. 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 Governors.

d. 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 any of its departments. He shall supply the Board, the Treasurer, and the Committees and the President of the University with such statements as may be required of him, or as may be needed to show correctly the financial conditions of the University or any of its departments.

e. 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 Governors 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 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.

collect and receive, and give receipts for, in the name of the Treasurer, all moneys arising from gifts, bequests, or otherwise for the benefit of the University, and all fees and moneys from any source due to the Board of Governors. 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 Governors.

c. 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 any of its departments. He shall supply the Board, the Treasurer, and the Committees and the President of the University with such statements as may be required of him, or as may be needed to show correctly the financial conditions of the University or any of its departments.

d. 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 Governors 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 and the Treasurer shall, upon the examination of any account doubt its correctness or find the appropriation or provision insufficient they shall submit the account to the Committee on Finance, Property and Investment for its decision.

f. 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, First Assistant Treasurer, Second Assistant Treasurer, the Third Assistant Treasurer.

g. The First Assistant Treasurer shall give a bond in 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

h. The First Assistant Treasurer shall also perform such other duties as the Board of Governors may from time to time designate.

i. In the case of vacancy in the office of the First Assistant Treasurer or of his absence or inability to act, his duties shall be performed by the Second Assistant Treasurer, or the Third Assistant Treasurer.

e. 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 First Assistant Treasurer, Second Assistant Treasurer, and Third Assistant Treasurer.

f. The First Assistant Treasurer shall give a bond in 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.

g. The First Assistant Treasurer shall also perform such other duties as the Board of Governors may from time to time designate.

h. In the case of vacancy in the office of the First Assistant Treasurer, or of his absence or inability to act, his duties shall be performed by the Second Assistant Treasurer, or the Third Assistant Treasurer.

#### Section 7. Duties of Other Assistant Treasurers.

When a Second Assistant Treasurer and a Third Assistant Treasurer are elected by the Board they shall have such duties as may be assigned to them by the Board, or by the Treasurer and/or the First Assistant Treasurer. They shall give bonds in favor of the University for the faithful performance of their duties in such sums 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.

#### Section 8. 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 the Executive Committee and 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 Senate, 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 matters.

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

Section 9. Duties of Assistant Secretary

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

ARTICLE III. COMMITTEES OF THE BOARD

Section 1. Executive Committee

The Board of Governors shall elect at the annual meeting an Executive Committee consisting of the Chairman, the Secretary, the Treasurer, and two other members of the Board. Meetings of the Executive Committee may be called by the Chairman of the Committee or by the Chairman or the Secretary of the Board. This Committee shall have power to act in the intervals between the meetings of the Board on all questions requiring immediate action. The actions of the Executive Committee shall be reported to the Board at its next meeting, to be ratified or rescinded. In meetings of the Executive Committee, three members shall constitute a quorum, but any action shall require a vote of a majority of the entire membership of the Committee.

Section 2. Standing Committees.

There shall be three standing committees of the Board of Governors, namely:

Committee on Finance, Property and Investment, with five members.  
Committee on Budget, with six members.  
Committee on Audit, with three members.

Section 3. Appointment of Standing Committees

The standing committees other than the Committee on Budget shall be appointed by the Chairman of the Board, with the concurrence of the Board, at the annual meeting, to serve until their successors are appointed. The Chairman of the Board shall designate the Chairman and the Vice-Chairman of the Committee on Finance, Property and Investment, and the Committee on Audit.

Section 4. Personnel of Standing Committees

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

Section 5. Minutes of Standing Committees

Records of the actions of each standing committee shall be kept by the Secretary or by the Assistant Secretary of the Board and shall be reported in

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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.

Section 6. Quorum of Standing Committees.

A majority of the members of any of these standing committees shall constitute a quorum. Meetings of any standing 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 the President of the University. The place of meeting shall be indicated in the notice.

Section 7. Duties of Committee on Finance, Property and Investment.

The Committee on Finance, Property and Investment, acting in accordance with the general policy and under the instructions of the Board, shall make or cause to be made investments of all University funds available for investment. This committee, during the intervals between the meetings of the Board of Governors and of the Executive Committee, shall have authority to change the form of investments in amounts aggregating, but not exceeding, One Hundred Thousand Dollars (\$100,000.00) 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 or any contract concerning same shall be made by the Treasurer or the Assistant Treasurer without formal approval of this committee, which shall have oversight of the funds of the University.

The Committee on Finance Property and Investment shall exercise supervision over the property of the University, and shall receive and examine the annual report from the Senate on the condition of grounds, buildings, 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 60 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 Governors for that purpose.

The current funds shall consist of income on endowments, tuitions 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.

Section 8. Duties of Committee on Budget.

The Committee on Budget shall consist of the Chairman of the Executive Committee, Chairman of the Finance Committee, Chairman of the Committee on Audit, the Secretary of the Board, the Treasurer, and the First Assistant Treasurer. It shall submit to the Board at the annual meeting for its consideration the budget for the year commencing on the first day of the following January, as adopted by the Senate. 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 Bursar of the University shall be authorized to draw, for the items included in the budget, upon the Board of Governors for such part of the budgeted income as the Board of Governors appropriate to the University, under such regulations as the Committee on Budget may prescribe. It shall be the duty of the Treasurer and the First 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 First Assistant Treasurer shall be authorized to pay bills for supplies and equipment ordered by the departments of the University only on certification signed by the Bursar of the University that the amount of the bill is within the appropriation available for the department, and such payments shall be charged against the authorized appropriations of the Board of Founders to the University.

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

Section 9. 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, Property and Investment, 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 as soon thereafter as possible to the Board or the Executive Committee.

ARTICLE IV. FISCAL YEAR

The fiscal year of the University shall be from January first to December thirty-first.

ARTICLE V. AMENDMENTS

These By-Laws may be amended by a two-thirds ( $2/3$ ) vote at any meeting or by a majority vote at two consecutive meetings.

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