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The
UNIVERSITY OF NANKING

HISTORICAL STATEMENT

CHARTER

BY-LAWS

**BOARD OF TRUSTEES OF THE
UNIVERSITY OF NANKING**

**Board of Foreign Missions of the Presbyterian Church in
the U. S. A.**

John L. Severance, 480 The Arcade, Cleveland, Ohio.
Eben B. Cobb, 1103 Mary Street, Elizabeth, N. J.
Robert E. Speer, 156 Fifth Avenue, New York.

**Board of Foreign Missions of the Methodist Episcopal
Church**

R. E. Diffendorfer, 156 Fifth Avenue, New York.
Frank A. Horne, 163 Chambers Street, New York.
Frank Mason North, 150 Fifth Avenue, New York.

Foreign Christian Missionary Society

A. McLean, Box 884, Cincinnati, Ohio.
J. H. Banton, 1 Liberty Street, New York.
P. F. Jerome, 124 East 28th Street, New York.

American Baptist Foreign Mission Society

J. F. Franklin, Ford Building, Boston.
E. D. Burton, University of Chicago, Chicago.

Foreign Mission Board of the Southern Baptist Convention
Joshua Levering, Eutaw Place, Baltimore.

**Board of Foreign Missions of the Methodist Episcopal
Church, South**

Ed F. Cook, 810 Broadway, Nashville, Tenn.

**Executive Committee of Foreign Missions of the Presby-
terian Church in the U. S.**

S. H. Chester, 154 North Fifth Avenue, Nashville.

President of the University

A. J. Bowen, Nanking, China.

Officers of the Board of Trustees

President, Robert E. Speer.
Vice-President, A. McLean.
Secretary, R. E. Diffendorfer.
Treasurer, Russell Carter.

HISTORICAL STATEMENT

The University of Nanking was incorporated by the Regents of the University of the State of New York on April 19, 1911, with the following charter:

**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, and 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 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.

The University was organized on the basis of the union of the educational work of the Board of Foreign Missions of the Methodist Episcopal Church, the Foreign Christian Missionary Society, and the Board of Foreign Missions of the Presbyterian Church in the U. S. A., but in order to include other missionary bodies which might desire to affiliate with the University, the trustees secured under date of December 12, 1912, an amendment to the charter as follows:

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

In accordance with the powers given in the amended charter, the Board of Trustees was enlarged in 1913 to include representatives from the following missionary societies:

The Foreign Mission Board of the Southern Baptist Convention,

The Executive Committee of Foreign Missions of the Presbyterian Church in U. S.,

The Board of Missions of the Methodist Episcopal Church, South,

which Boards participate in the support of the medical department, and

The American Baptist Foreign Missions Society, which in 1914 began to participate in the work of the University.

The Medical Department of the University was originally The East China Union Medical School, begun in March, 1911. It was consolidated with the University in the Board of Trustees on November 15, 1913.

The three original Boards co-operating in the University executed in June, 1912, the following agreement with reference to the funds and property contributed by each:

This Indenture

Made this day of June, 1912, by and between the BOARD OF FOREIGN MISSIONS OF THE METHODIST EPISCOPAL CHURCH, a corporation organized under the laws of the State of New York, whose principal office is located in the City of New York, the BOARD OF FOREIGN MISSIONS OF THE PRESBYTERIAN CHURCH IN THE UNITED STATES OF AMERICA, a corporation organized under the laws of the State of New York, whose principal office is located in the City of New York, and the FOREIGN CHRISTIAN MISSIONARY SOCIETY, a corporation organized under the laws of the State of Ohio, whose principal office is located in the City of Cincinnati, in said State of Ohio, hereinafter called the "Contributing Parties," and the UNIVERSITY OF NANKING, a corporation organized under the laws of the State of New York, hereinafter called the "University":

Whereas, The University has used in its educational work lands and buildings and the equipment thereof situated in the City of Nanking, China, the title to which is vested in one or the other of the Contributing Parties, and is still using the same: And

Whereas, The University desires to acquire the title to said lands, buildings, and equipment in order to place its work on a more stable foundation: And

Whereas, The vesting of the title to said lands, buildings, and equipment in the University will enable it to appeal more successfully to philanthropic people for contributions to its support and maintenance and to its permanent endowment, thereby augmenting its usefulness: And

Whereas, The Contributing Parties are desirous that the University shall avail itself of every advantage in securing the means for prosecuting its work with success: And

Whereas, The Contributing Parties above named have contributed in equal amounts toward the said land, buildings, and equipment so used and occupied as aforesaid by the University, that is to say, the sum of Forty Thousand Dollars (\$40,000.00) each:

This Indenture Witnesseth

That, in consideration of the premises and of the mutual covenants of the parties hereto, the Contributing Parties hereto do hereby give, grant, bargain, sell, alien, remise, release, convey, confirm, assign, transfer, and set over to the University, its successors and assigns, forever all of the said lands, buildings, and the equipment thereof situated in the City of Nanking, China, now used and occupied by the University, together with all the right, title, and interest of every kind and nature of the Contributing Parties in and to said lands, buildings, and the equipment thereof, TO HAVE AND TO HOLD the same unto the said University, its successors and assigns forever.

It is Distinctly Agreed and Understood by and between the parties hereto that, in case either of the Contributing Parties above named shall become dissatisfied and shall wish to withdraw its support from the University, the University shall, and it hereby agrees that it will, pay to such withdrawing party a sum of money equal to the various sums of money and the value of the property originally contributed by such withdrawing party for such lands, buildings, and the equipment thereof, that is to say, the sum of Forty Thousand Dollars.

It is Further Distinctly Agreed and Understood by and between the parties hereto that, in case the University shall be dissolved or in case the University shall permanently discontinue the work for which it was incorporated, all of said lands, buildings, and the equipment thereof, and all other property which may hereafter be acquired by the University shall be equitably divided among the Contributing Parties hereto and such other corporations as may hereafter contribute to the funds of the University (and which shall not have withdrawn prior to such dissolution or prior to such permanent discontinuance of the work for which the University was incorporated), in proportion to the respective amounts severally contributed by them.

In Witness Whereof, each of the parties hereto has caused these presents to be executed in its corporate name and its corporate seal to be hereunto affixed and attested the day and year first above written.

BY-LAWS

Article I—OBJECT

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.

Article II—NAME

The name of this institution shall be The University of Nanking—Kinling Ta Hsioh Hsiao.

Article III—COMPOSITION

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 the Board of Managers; PROFESSIONAL SCHOOLS of Medicine, Normal Training, Agriculture, and such other Professional schools as may be later established; and such GRADUATE SCHOOLS as may be required.

Article IV—BASIS OF UNION

Section 1, 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.

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.

Section 2, 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;
- (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.

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.

Article V—AFFILIATED SCHOOLS

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 standard of work shall conform to that of the University.

Article VI—PROPERTY

Section 1, Kinds of Property

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.

Section 2, Title of Property

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.

Article VII—THE BOARD OF TRUSTEES

Section 1, How Constituted

The Board of Trustees shall be formed and continued according to the provisions of the Charter, as follows:

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, 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.

Section 2, Powers and Duties

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 perform all other duties, not assigned to the Board of Managers, which are usually performed by trustees of such institutions.

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.

Section 3, Meetings

The stated meetings of the Board of Trustees shall be held semi-annually on the first Friday in March and in December.

Section 4

The fiscal year of the University shall correspond to the calendar year.

Section 5

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

Section 6

The officers of the Board to be elected at the meeting in November, by ballot if demanded by any member, shall be a President, Vice-President, Secretary, and Treasurer.

Section 7

There shall be an Executive Committee, a Finance Committee, and such other standing committees as the Board may determine. The Finance Committee shall consist of three members to be appointed by the President at the November meeting. The Finance Committee shall have supervision of the Treasurer and the Treasury Department. They shall have oversight of the receipts of the Board and of the expenditures of the Board's appropriations, and of matters relating to estates, property, and legal questions; their actions and recommendations shall be presented in a written report to the Board at the ensuing meeting.

The Executive Committee shall consist of the officers of the Board, together with the Chairman of the Finance Committee. The Executive Committee shall perform the functions of the Board of Trustees ad interim and its actions shall be reported to the Board of Trustees at its next meeting.

Section 8

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.

Article VIII—THE BOARD OF MANAGERS

Section 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 IV, 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.

Section 2, Officers

The officers of the Board of Managers shall be a Chairman, a Secretary, and a Treasurer, and these officers shall be charged with the usual duties pertaining to these offices. The President of the University shall be ex-officio Chairman of the Board of Managers, without vote except in case of a tie vote.

Section 3, 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.

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.

Section 4, Executive Committee

The Board of Managers shall annually appoint an Executive Committee from among its members to assist and advise the President, who shall be chairman of the committee, but without vote. This committee shall do such work and have such power as may from time to time be delegated to it by the Board of Managers, and in emergencies shall have power to take immediate action in matters not affecting the policy of the institution, but shall make full report of all actions taken at the next regular meeting of the Board of Managers.

Section 5, Meetings

The Board of Managers shall hold at least one meeting each year, at which the President shall render a full report of the work and condition and needs of the University. A Treasurer's report properly audited of all receipts and disbursements during the year shall be presented at the meeting, and a copy of the President's and Treasurer's reports, together with the Minutes of the Board of Managers' meeting, shall be sent to the Board of Trustees, together with such other reports as they may desire.

Section 6, Quorum

A majority of the Board of Managers, at least three Missions being represented, shall constitute a quorum. All matters shall be decided by a majority vote.

Section 7, 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.

Section 8, 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 IX—ADMINISTRATION OF THE UNIVERSITY

Section 1, 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.

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

Section 2, Duties of the President

The President of the University shall superintend and guard the interests of all Departments of the University, shall be its official representative, shall exercise a general oversight of the property and business of the University, shall appoint, and, for sufficient cause, discharge all employees whose appointment or discharge is not otherwise provided for, and shall make an annual report of the University, to the Board of Managers and to the Board of Trustees.

Section 3, Duties of a Dean

The Dean of any Department in the University shall in the absence of the President 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.

Article X—AMENDMENTS

These By-Laws may be amended by a three-fourths ($\frac{3}{4}$) vote of the Board of Trustees. A written notice of the proposed amendments shall be sent each member of the Board at least thirty days in advance.

