

HISTORY, CHARTER  
and BY-LAWS

SOUTHWESTERN  
AT MEMPHIS



MEMPHIS, TENNESSEE

1940

# History, Charter and By-Laws

## SOUTHWESTERN At Memphis



Since Southwestern was founded in 1848, the institution has been designated by four different titles.

Montgomery Masonic College.....	1848-1855
Stewart College.....	1855-1875
Southwestern Presbyterian University.....	1875-1925
Southwestern at Memphis.....	1925-

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## PART I

### THE HISTORY OF SOUTHWESTERN

Southwestern at Memphis is a college of arts and sciences under the joint control of four Synods of the Presbyterian Church in the United States, popularly known as the Southern Presbyterian Church—the Synods of Alabama, Louisiana, Mississippi, and Tennessee.

The college was founded in 1848 at Clarksville, Tennessee, by the Masonic Grand Lodge of the State of Tennessee, which, in connection with the Masonic Fraternity of Montgomery County, Tennessee, determined to establish a first class institution of learning in Clarksville. Funds were obtained for the erection of a suitable college edifice, many persons not members of the Fraternity making generous gifts to aid in this undertaking.

The institution was known as *Montgomery Masonic College*, and the large and imposing building, which was erected at that time and which is still in use, was known as the Castle. In 1849, however, before this building was fully equipped, the Grand Lodge of Tennessee directed the appropriations made for the support of the college into an entirely different channel. The support of the institution, therefore, fell upon the Lodges of Montgomery County, and the sum of \$6,000.00 had to be borrowed to complete the Castle. After conducting Montgomery Masonic College for a few years, the Trustees, finding themselves hopelessly involved, offered to transfer the college to any responsible association of persons, approved by the Lodges, who would pay the liabilities of the college, amounting to about \$9,000.00, and who would agree to sustain a first class college and academy for men in Clarksville.

The Synod of Nashville of the Presbyterian Church at that time was made up of Middle and East Tennessee and North Alabama, and comprised the five Presbyteries of Nashville, Maury, Knoxville, Holston and Tusculumbia. The Presbyterian Church of Clarksville and the Presbytery of Nashville learned of this offer from the Trustees of Montgomery Masonic College through President W. M. Stewart, the President of the college, a man who was both a prominent Mason

and a prominent Presbyterian. In consequence, the Synod of Nashville became interested, and in 1855 accepted the offer of the Trustees of the Montgomery Masonic College upon the terms stated above. The Synod of Nashville elected a board of directors of sixteen prominent Presbyterians, including President W. M. Stewart, who was continued as president of the new college and *ex officio* chairman of the Board of Directors.

The following resolution of appreciation is found upon the minutes of the Board of Directors:

That in consequence of the munificent donations, of the long continued and disinterested services, of the ardent and untiring devotion to science, and of the high Christian and moral character of William M. Stewart, the president of said institution, that it be called in honor of him—STEWART COLLEGE.

Thus, in 1855 Stewart College came into being as a Synodical institution, the Synod of Nashville assuming the debts of the old institution and providing for the securing of additional funds. The Synod of Nashville commended the institution to the confidence and patronage of its churches and of people generally and pledged itself to use all its influence to sustain the institution as a Synodical college worthy of the Presbyterian Church.

It should be remembered that at this time the Presbyterian Church was undivided as between the North and the South, and that there was a well defined policy of higher education for this territory, calling for one first class college for each Synod. There were at that time, as at present, four Synods, but the boundary lines were slightly different. The Synod of Nashville embraced East Tennessee, Middle Tennessee, and North Alabama; the Synod of Alabama embraced the remainder of that State; the Synod of Memphis embraced West Tennessee, North Mississippi, and East Arkansas; the Synod of Mississippi was composed of South Mississippi and the State of Louisiana. Each of these Synods had a college or the nucleus of a college. The Synod of Alabama had as a nucleus of its college Alabama Academy. The Synod of Memphis had La Grange College, founded in 1856 at La Grange, Tennessee. The Synod of Mississippi had Oakland College, in the neighborhood of Vicksburg. The Synod of Nashville

had Stewart College. All of these institutions were growing in endowment, in equipment, in patronage, and in prestige. Three years after the Presbyterians assumed control of Stewart College, President Stewart resigned and was succeeded by the Reverend R. B. McMullen, D.D. The need of a dormitory was soon felt, and in 1860 Robb Hall was erected. It was named in honor of Colonel Albert Robb, one of the Directors of Stewart College, who had made a gift of land and who had urged the construction of the dormitory.

The effect of the War Between the States upon the institutions of the South was utterly destructive. The colleges in the other Synods of this section suffered even more than did Stewart College. The college exercises were suspended, and part of the time the grounds and buildings were occupied by Federal troops. The library was used as fuel, and the astronomical, chemical, and physical apparatus were destroyed. Smallpox afflicted the soldiers. President R. B. McMullen, though expelled from his house, appointed himself as chaplain to the sick soldiers and himself died of the disease.\* Before the troops vacated the college buildings, the floors, doors, windows, window facings, baseboards, and every piece of wood about the buildings were burned, and there was left to the Synod of Nashville nothing but the brick walls. It required some thousands of dollars to make the buildings again habitable.

The Presbyterians of this section had a pitiful sight to behold when they looked upon their educational institutions after the War was over and the orgy of the reconstruction age was going on. Desolation and poverty were everywhere, but they did not despair. They determined to rebuild their schools along with their homes, their churches, and their fortunes.

In view of the vast amount of money which would be needed to re-establish all of the educational institutions owned by the Presby-

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\*Upon the death of President McMullen, Professor W. M. Stewart again assumed the duties of the presidency. In 1870 he was succeeded by Dr. J. B. Shearer, under whose administration occurred the incorporation of Southwestern Presbyterian University.

terian Church before the War, and in view of the poverty of the South, prominent leaders of the Church felt that it would be wise to change the ante-bellum program. Their proposal was that all the Synods should unite and build one university for the whole territory.

It soon became evident that it was not feasible for the entire Church to cooperate in this plan, but the Presbyterian Church in the Southwest determined to undertake the enterprise. The project was agitated and discussed for several years. Finally the Synods of Nashville, Memphis, Arkansas, Alabama, Mississippi, and Texas decided to pool their educational interests and concentrate upon a single university which should serve the needs of all.

A Plan of Union was proposed at a conference of commissioners from the several Synods meeting in Memphis May 8, 9, 10, 1873. This Plan of Union was promptly adopted by the Synods and each Synod elected two directors.

The personnel of this first Board of Directors was as follows:

Synod of Alabama—Colonel T. A. Hamilton, Mobile, Alabama

The Reverend C. A. Stillman, Tuscaloosa, Alabama

Synod of Arkansas—The Reverend E. McNair, Pine Bluff, Arkansas

The Reverend T. R. Welch, D.D., Little Rock, Arkansas

Synod of Memphis—Honorable B. M. Estes, Memphis, Tennessee

The Reverend J. N. Waddel, D.D., Memphis, Tennessee

Synod of Mississippi—The Reverend B. M. Palmer, D.D., LL.D.,

New Orleans, Louisiana

The Reverend J. B. Stratton, D.D.,

Natchez, Mississippi

Synod of Nashville—Honorable D. N. Kennedy, Clarksville, Tennessee

The Reverend J. B. Shearer, D.D., Clarksville, Tennessee

Synod of Texas—The Reverend D. MacGregor, Houston, Texas

The Reverend W. K. Marshall, D.D., Shreveport, Louisiana

This Board of Directors held its first meeting in Memphis in January, 1874.† At this meeting the general scheme of the proposed

†In 1916, the representation for each Synod was increased to three, and in 1924 provision was made for four directors from each Synod, the fourth director, it was provided, must be a resident of Memphis and a member of the Presbyterian Church.



university was determined, and the by-laws were adopted. It was stated that the object of the institution "shall be to furnish to the Church and to the world an intellectual training of the highest standard and a moral training on a scriptural basis."

On May 24, 1874, the Directors again met in Memphis to consider the question of the location of the university as a preliminary to securing a charter. Bids for location had been solicited, and representatives were present from a number of places. Clarksville, Tennessee, was selected as the location for the new university for three reasons:

First, because the climate of the city was considered as nearly ideal as could be found.

Second, because at Clarksville there was already a nucleus for the institution in Stewart College, which for twenty years had been operating and gathering funds. The Synod of Nashville, through the board of directors of Stewart College, tendered all the grounds, buildings, endowments, apparatus, and franchises, including five acres of land, two buildings, the Castle and Robb Hall, the college furniture and apparatus, and about \$69,000 in productive endowment.

Third, because the city of Clarksville supplemented the offer of the Synod of Nashville by a pledge of approximately \$50,000, upon condition that the university be located there, and that there should be at all times ten tuition scholarships given to the graduates of the Clarksville schools.

Steps taken in 1874 to secure a charter were futile because of a recent decision of the Supreme Court of Tennessee which had invalidated the then prevailing method of securing corporation charters in the State. During the winter of 1875, however, the Legislature enacted a General Law of Corporations entitled, "An Act to Provide for the Organization of Corporations." In the light of this new act the new Board of Directors, meeting at St. Louis, Missouri, on May 18, 1875, took steps to secure a proper charter under the new name of *Southwestern Presbyterian University*. Definite reorganization of the college under the new charter was effected at an adjourned meeting of the Directors in Clarksville, Tennessee, June 1, 1875.

When Stewart College, therefore, became *Southwestern Presbyterian University*, it was owned and controlled by the same branch

of the Presbyterian Church, but served the needs of a larger territory. The faculty of Stewart College was retained, and the work of the institution proceeded without a break. Nineteen acres of additional ground were purchased, and the institution entered upon a period of greater usefulness.

President J. B. Shearer of Stewart College continued as acting head of the new institution. The chancellorship was offered to the Reverend B. M. Palmer, D.D., of New Orleans, but the reluctance of his congregation to submit to his withdrawal caused him to decline the call. In 1879 the Reverend J. N. Waddel, D.D., became the first chancellor of the university. Dr. Waddel had long been connected with educational work in the Southwest, having been a professor of ancient languages in the University of Mississippi, the president of LaGrange College, and the chancellor of the University of Mississippi. At the time of his election to the chancellorship he was serving as secretary of education of the Southern Presbyterian Church.

Shortly before Chancellor Waddel assumed his duties, an addition had been made to the university property in the form of Stewart Building, erected in 1878, and named in honor of Professor Stewart, who had died in the previous year.

As the years passed, the boundary lines of the Synods were changed. The Synods of Texas and Arkansas withdrew from the group of controlling bodies after the foundation of separate Presbyterian colleges within the bounds of those Synods. The university continued under the control of the Synods of Alabama, Louisiana, Mississippi, and Tennessee.

In 1885, the School of Divinity was added to the academic department of the university. With funds contributed chiefly in New Orleans and Memphis, the Palmer Professorship of Theology was founded. Later came the Waddel Professorship of Biblical Languages and Literature and the McComb Professorship of History, including ecclesiastical history. Owing to the elevated standards and the consequent increased cost of maintenance, the theological department of the institution was indefinitely suspended in June, 1917,

and the entire strength of the institution was centered upon its collegiate work.

In 1888, Dr. Waddel retired from the chancellorship on account of advancing age. The office was then held in succession by Drs. C. C. Hersman, J. M. Rawlings, George Summey, N. M. Woods, and William Dinwiddie. In 1914, the executive title was changed to president, and Dr. John R. Dobyns, of Jackson, Mississippi, was the first elected to fill this office. Upon his withdrawal in January, 1917, Dr. George Lang, then professor of history and economics, was temporarily appointed acting head. At the close of that session, Dr. Charles E. Diehl, the present head of the institution, was elected president, and entered upon his official duties in August, 1917.

During the administration of Chancellor Summey, the endowment was largely increased, and Waddel Hall, a memorial to the first chancellor, was erected. In 1918 there was erected an attractive dining hall, known as the Commons, funds for the erection of which were contributed largely by the citizens of Clarksville. The largest individual gifts received by the institution before its removal to Memphis were the two donations totaling \$100,000 by J. J. McComb, of New York, formerly of New Orleans, and the gift of \$50,000 presented by E. S. Hilliard, of Arkansas, in 1919.

About 1900 the Church began to realize that the college, being located on the northernmost border of the territory of the four co-operating Synods, was badly situated with reference to the territory it was presumed to serve, and there was an agitation in some quarters to relocate the institution in a more central position.

In March, 1903, the Board of Directors at its meeting took cognizance of the fact that there was an attempt being made to move the institution to Atlanta. This movement was popular throughout the Synods, but the Board of Directors, feeling that this institution was established to foster the interests of Christian education of the Presbyterian Church in the Mississippi Valley, and believing that the interests of that great section would be jeopardized by locating the institution in Atlanta, vigorously opposed this movement on the part of the Synods. The matter was settled by a decision of the Supreme

Court of Tennessee in December, 1904 (*Southwestern Presbyterian University vs. Synods decided December, 1904 term, unreported*), which forbade the removal of the institution from Clarksville to Atlanta, and decreed that the institution must be maintained at Clarksville, Tennessee.

In obedience to this mandate the college was continued at Clarksville, and efforts were made to increase its resources. It became evident, however, that the enthusiasm of many of the alumni and leaders in the Synods had waned. They still felt that the institution was inconveniently located, and that it was legally possible to move the institution to some other city in Tennessee. Since the majority of the students enrolled at Southwestern Presbyterian University came from Mississippi and West Tennessee, and since Memphis, the leading city of the state, had no college of arts and sciences in or near it, the eyes of the Church turned to that city as the central and strategic location of the institution.

At the meeting of the Board of Directors in May, 1919, a communication was received from the Reverend M. E. Melvin, D.D., a prominent alumnus and former member of the Board of Directors, suggesting the wisdom of moving the institution to Memphis, and offering his assistance in securing needed funds for this undertaking. After a full and careful discussion, the Board of Directors appointed Dr. James I. Vance of Nashville and Dr. William Crowe, then of Memphis, to consult with attorneys and to determine what was legally possible. It was further determined that, if it were proper to move the institution, steps would be taken for the removal, provided that Memphis furnished five hundred thousand dollars and an adequate site, and provided, further, that the four cooperating Synods furnished an additional one million dollars.

At the meeting of the Board in January, 1920, the committee reported that the removal could be effected, and that the Chamber of Commerce of Memphis pledged itself to raise five hundred thousand dollars for the college, provided that it came to Memphis with one million dollars of additional assets. The Board engaged as attorneys Mr. John Bell Keeble and Mr. Currell Vance, both of Nashville,

and directed them to file a bill in the courts with a view to effecting the transfer of the institution with its present assets to Memphis. A campaign committee, consisting of President Charles E. Diehl, Dr. James I. Vance, and Dr. Joseph Rennie, was appointed to cooperate with Dr. M. E. Melvin to raise as speedily as possible the funds for the removal of the institution. Later the Board requested the Reverend Henry H. Sweets, D.D., the Executive Secretary of the General Assembly's Executive Committee of Christian Education, to take charge of the financial campaign in Memphis and the four cooperating Synods. Dr. Sweets accepted this obligation, and with the assistance of his field secretaries, Dr. M. E. Melvin and Dr. S. W. McGill, brought the campaign for one million five hundred thousand dollars to a successful conclusion on May 31, 1922.

In the meantime, the campaign committee, with the efficient cooperation of Mr. E. B. LeMaster and Mr. R. B. Snowden, of Memphis, secured a beautiful campus of one hundred acres on North Parkway, opposite Overton Park, and a quarry at Bald Knob, Arkansas, as a permanent source of stone for the buildings. The Board of Directors determined to build in the Collegiate Gothic type of architecture, and engaged Mr. Henry C. Hibbs of Nashville as the architect-in-chief, retaining also the firm of Day & Klauder of Philadelphia as consulting architects, and the firm of Jones & Furbringer of Memphis as supervising architects.

The building committee of the Board of Directors was composed of President Charles E. Diehl, chairman, Drs. James I. Vance and Joseph Rennie, Mr. W. E. Holt, and Mr. B. A. Patch. The contract for Palmer Hall was let in the spring of 1923, contracts for the residential group, consisting of two dormitories, a dining hall, and a kitchen, were let in August, 1924, and the contract for the science building was let about the same time.

The legal difficulties in the way of removal were finally settled on March 8, 1924, by a decision of the Supreme Court of Tennessee (*Vol. 149 Tennessee, Page 256*), which permitted the college to move to Memphis, but which required the college to return to the City of Clarksville the gift which had been made as an inducement to locate the institution there in 1875.

In November, 1924, an additional sum of approximately \$300,000 was subscribed, chiefly by the citizens of Memphis. As a result, the college was enabled to open in Memphis, in September, 1925. Since that time a group of leading citizens of Memphis has cooperated earnestly and faithfully to secure funds to meet the deficit in current expenses.

In 1923 the Legislature of Tennessee passed an act (Chapter 98), amending Chapter 142 of the Act of 1875, "An Act to Provide for the Organization of Corporations." In March, 1924, the Board of Directors of Southwestern Presbyterian University, availing itself of this provision, revised and amended the charter of 1875 in accordance with this new legislation. This amended charter changed the name of the college from Southwestern Presbyterian University to *Southwestern*, and the situs from Clarksville, Tennessee, to Memphis, Tennessee. In the fall of 1924 the four cooperating Synods, by the adoption of a concurrent resolution, provided for increasing from three to four the number of directors from each Synod, the fourth director in each case to be a resident of Memphis and a member of the Presbyterian Church.

By reason of the unfavorable economic conditions which in 1920 began to prevail in this section, many subscribers were unable to pay their pledges, and it was necessary in order to complete the buildings, equip them properly, and open the institution in Memphis in 1925, to borrow a large sum of money and thus put a mortgage indebtedness on the plant. The interest charges on this loan of \$700,000 were oppressive, and it was essential that the debt be paid.

In 1927, Mrs. Hugh M. Neely, of Memphis, determined to perpetuate her husband's memory by giving \$100,000 to Southwestern, in consideration of which the already erected dining hall was dedicated as the *Hugh M. Neely Hall*.

Mr. Wm. R. Craig, an alumnus, of New York City, offered to give \$100,000, on condition that the entire indebtedness be wiped out. Mr. Robert E. Craig, an alumnus, of New Orleans, agreed to match his brother's offer, upon the same conditions. Mr. J. T. Lupton of Chattanooga, pledged \$50,000 for the same cause.

Encouraged by these large gifts, the Presbyterians of Memphis and the four Synods rallied to the work, and in July, 1930, the entire mortgage indebtedness was paid in full. The college now has assets of \$2,000,000, consisting of approximately \$1,500,000 in plant and equipment, and \$500,000 in income producing endowment.

In 1938 the college received a bequest from Mrs. Nannie P. Harris, and the Gate Lodge, which was erected in 1926, was designated as the Frank M. Harris Memorial Building in memory of her son, Frank M. Harris.

Though proposals to admit women students were made in 1849 and in 1873, the first steps in this direction were not taken until 1894 when daughters of faculty members were permitted to attend certain classes, but without the privilege of matriculating, or receiving college credit. In 1916 women students were allowed to matriculate subject to the restriction that not more than ten per cent of the total enrollment should be women. The first degree conferred by Southwestern upon a woman was in 1921. Since the removal of the college to Memphis the number of women students has materially increased.

The relocation at Memphis brought an increase in enrollment from approximately 125, which was the average when the college was at Clarksville, to approximately 500, the figure at which the enrollment has been limited in recent years.

The building of the new plant in Memphis, the organization of the enlarged faculty and curriculum, and the entire program since 1925 has followed the educational policy which was formulated by President Charles E. Diehl and adopted by the Board of Directors on February 8, 1922. The principles were expressed as follows at that time:

While every proper economy will be observed in the planning for and the administration of SOUTHWESTERN, the fundamental principle upon which all our planning shall proceed is the welfare, and especially the moral welfare, of the students, for whom the institution exists, even though the application of this principle prove to be more costly in dollars and cents.

Inasmuch as the English system of higher education is, in our judgment, incomparably better for the moral welfare of the student than the Continental sys-

tem, we purpose, as nearly as we can, to follow the English system, with such modifications and adaptations as seem wise.

We believe that from 150 to 200 students is about the maximum number that should be grouped together as a unit; that such a group is about the ideal size for the helpful development of a common life; and we believe, further, that this number should be broken up into smaller groups for more intimate fellowship.

We favor, therefore, a dormitory arrangement providing for a unit quadrangle for 175 men, with a common dining room for this group, and a common athletic field and tennis courts.

We favor also the plan of dividing this quadrangle into five separate groups or halls, each to provide for 34 men and an instructor, and each of these five halls to have a separate living room equipped for each group of 34 students, thus preserving the family idea.

We are in favor of the policy of having fraternity houses which shall be merely club houses, and not dormitories or residential houses.

We believe that we can best serve the Church and the nation by adequately providing for and equipping a comparatively few select men, in accordance with our means, rather than by accepting all who desire to come, and then doing the best we can for them with the limited means at our disposal.

We, therefore, favor the policy of selecting carefully all students, this selection to be made on the basis of moral character, intellectual fitness and preparation, qualities of leadership, and potentialities of usefulness to church and state, and to limit the number of students accepted by our ability to give them the best advantages, such advantages as they have a right to expect from the standard college of a church which enthrones honesty, and which worships the God of righteousness.

We believe that there should be, in order to give students the best advantages, an income-producing endowment of not less than \$5,000 per student, and it will be our policy to endeavor to measure our student capacity by the income-producing endowment. As our endowment increases and we can provide properly for others, we shall accept more students, all of whom, however, are to be carefully selected.

We believe, further, that it is for the best interests of the work to have a comparatively small faculty of well-paid full professors rather than to have a larger faculty composed mainly of assistant professors and instructors who are serving on a lower salary scale.

These ideals of genuineness and excellence were officially reaffirmed by the unanimous action of the Board of Directors at its annual meeting in Memphis on February 4, 1930, and have been kept steadily in mind during the years of expansion and growth in Memphis. The statement in general terms which the president formulated in 1922 stressed the importance of maintaining high academic standards and of considering at all times the well-rounded development of the individual student. Out of these principles have grown



three of the most important and progressive policies that the college has adopted.

In 1928 the opportunity of reading for honors was provided for those students who, prior to their senior year, had shown a high degree of excellence and who wished to round out their college course with a year of more specialized study than the regular curriculum offers. Reading for honors is a privilege that enables a student to concentrate on a field of learning in which he does intensive work and takes a comprehensive examination, which is usually read and graded by examiners in other institutions of learning. In making the curriculum flexible enough to allow full sway to the interests and abilities of the best students, and to provide an excellent training for graduate studies by giving this freedom, SOUTHWESTERN has followed her traditional policy of considering the development of the individual excellent student as of supreme importance.

In 1930 it was decided that a sharper distinction should be drawn between the underclass and the upperclass years, and that admission to the junior class would be made contingent upon the quality of work done during the first two years of study. This policy makes it possible to weed out the weaker students, and to guarantee that only those students shall proceed to a degree who have done academic work of a high quality.

In 1931, the tutorial plan for students above the freshman year was inaugurated, and in 1935 there was introduced another type of the bachelor's degree, the degree "with distinction." Both of these developments met with increasing popularity and remarkable success. The tutorial plan as carried out provides that each student taking such a course shall do both intensive and extensive reading and study in some field of knowledge, and that he shall meet weekly with his tutor for individual conference and direction. Great freedom is allowed the student both in the choice of fields and in the selection of topics within the field chosen by him. This plan is the consummation of SOUTHWESTERN's efforts to give the individual student as much attention as is consistent with its equipment and as much freedom as is possible within the spacious limits of the sciences and liberal arts.

## PART II

The "Plan of Union" was a series of resolutions formulated in 1873 and adopted by the Synods of Nashville, Memphis, Alabama, Arkansas, Mississippi, and Texas as a basis of cooperation in the reorganization of Stewart College after the Reconstruction Era as the single Presbyterian college for these six Synods. The Synods of Arkansas and Texas subsequently withdrew to maintain colleges within their own boundaries.

## PLAN OF UNION—1873

The Commissioners of the Synods of Nashville, Memphis, Arkansas, Mississippi, and Alabama, (all of them being represented) appointed to confer with reference to their mutual wants in the matter of education, and to mature, if possible, a plan for their cooperation, met in Memphis, on May 8, 1873, and after a harmonious conference, unanimously resolved to present to their respective Synods the following plan for their consideration and adoption:

*Resolved 1.* That the proposed union of Synods for the furtherance of our educational interests is in every way desirable, and that it is practicable to unite in the founding, endowment, support and government, of an institution common to them all.

*Resolved 2.* The object and scope of the institution shall be not only to train our youth to enter upon one of the learned professions, but also to fit them for the ordinary vocations of life.

To this end it shall be a university in two senses. 1st. It shall offer the largest facilities for thorough culture and for a high standard of graduation; and 2nd. The organization shall be made on the plan of separate and co-ordinate schools, and elective courses.

In connection with every course there shall be a faithful and comprehensive Biblical training, so as to make an intelligent, Scriptural faith the controlling principle in the institution.

*Resolved 3.* In realizing the proposed object and scope of the institution, the order of development shall be: *First*, the various liberal studies usually embraced in a college curriculum, and *then* the special scientific and polytechnic schools necessary.

*Resolved 4.* The sole government of the institution shall be in the hands of a directory, consisting of two members from each Synod, one elected each year after the first, of whom one-half shall constitute a quorum.

With a view to securing the necessary confidential relations between the directory and the faculty, the presiding officer of the institution shall be *ex-officio*, the presiding officer of the Board of Directors.

*Resolved 5.* This directory shall, with other duties, have power to elect all members of the faculty or remove for cause, and shall have in charge the raising, preservation and administration of all monies, either directly or by such executive agency as may seem to them best, and shall be incorporated in the State in which the institution may be located.

*Resolved 6.* The Board shall proceed at once to secure subscriptions to the amount of \$500,000, payable one-fifth down when subscribed, and the remainder in four annual installments; and shall locate, organize and develop the institution as soon as in their judgment it can be done with safety, and to such extent as the means in hand will justify without incurring debt.

*Resolved 7.* The Synods agreeing to this plan shall at once elect Directors as herein provided, who shall hold their first meeting in the city of Memphis, on the second Tuesday of January, 1874, at 7 o'clock. p.m., and take in hand the matters committed to their charge.

(Signed)

C. A. STILLMAN,  
*Chairman.*

B. M. PALMER,

T. R. WELCH,

J. L. WITHERSPOON,

J. B. SHEARER,

D. N. KENNEDY,

D. H. CUMMINS,

B. M. ESTES,

*Commissioners.*

(The Reverend A. P. Smith, D.D., and the Reverend E. McNair, Commissioners from Mississippi and Arkansas, not being present, subsequently approved the plan.)  
W. E. BOGGS, *Clerk.*

In 1875, after the Legislature of Tennessee passed "An Act to Provide for the Organization of Corporations", Stewart College secured a charter under the new name of Southwestern Presbyterian University.

## CHARTER OF SOUTHWESTERN PRESBYTERIAN UNIVERSITY—1875

### *State of Tennessee—Charter of Incorporation*

Be it known, that Thomas R. Welch, B. M. Palmer, John N. Waddel, Donald MacGregor, Evander McNair, John B. Shearer, D. N. Kennedy, W. K. Marshall, C. A. Stillman, Thomas A. Hamilton, James A. Lyon, and B. M. Estes are hereby constituted a body politic and corporate, by the name and style of the Southwestern Presbyterian University, for the purpose of establishing and maintaining in the City of Clarksville, County of Montgomery, State of Tennessee, a university with power to confer degrees. The object and scope of the institution proposed shall be to found a school of instruction in the various liberal and professional studies, and in such special and polytechnic arts and studies as may be deemed necessary, and to be under the patronage of the Presbyterian Church in the United States.

This corporation is organized under and pursuant to an act of the General Assembly of the State of Tennessee, enacted March 23, 1875, Chapter 142; and in compliance with the terms of said act, which is as follows: "The support of any literary or scientific institution, as a College or University with power to confer degrees, an academy, debating society, lyceum, the establishment of a library, the support of a historical society, the promotion of painting, music or the fine arts, the support of Boards of Trade, or Chambers of Commerce, or other objects of like nature."

We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land, for a charter of incorporation for the pur-

pose and with the powers declared in the foregoing instrument.

St. Louis, May 20, 1875.

THOS. R. WELCH (Seal)

B. M. PALMER (Seal)

I witness these six signatures,

JNO. N. WADDEL (Seal)

D. N. KENNEDY

D. MACGREGOR (Seal)

J. W. HOYTE

JNO. B. SHEARER (Seal)

EVANDER MCNAIR (Seal)

Filed for registration with C. N. Gibbs, Secretary of State of the State of Tennessee, and recorded in Corporation Record Book A, pages 34 and 35, May 31, 1875.

Registered in Register's Trust Deed Book No. 2, page 575, Clarksville, Tennessee.

In 1923 the "General Law of Corporation" enacted by the Legislature of Tennessee in 1875 was amended to provide specifically for the organization and incorporation of the educational institutions such as colleges. Pursuant to the amended law, the Charter of Southwestern Presbyterian University of 1875 was amended and the name changed to *Southwestern*.

AMENDMENT TO CHARTER, SOUTHWESTERN PRESBYTERIAN  
UNIVERSITY, MARCH 25, 1924

"We, the undersigned, comprising the Board of Directors of the Southwestern Presbyterian University, incorporated under Chapter 142, Acts of Tennessee of 1875, apply to the State of Tennessee, by virtue of the general laws of the land, for an amendment to said Charter of Incorporation for the purpose of investing said corporation with powers as follows:

"1. To change the name of said corporation from

'SOUTHWESTERN PRESBYTERIAN UNIVERSITY'  
to  
'SOUTHWESTERN'

and the corporate name of this corporation is hereby so changed and the same shall hereafter be called 'SOUTHWESTERN.'

"2. This corporation shall have power to establish, maintain, operate and conduct a college for the purpose of the education of the youth in any lines of education, whether academic, that is in the arts, sciences or literature, or whether professional, religious, theological or otherwise; to determine the requirements for the admission of students to said institution, to prescribe courses and the requirements of graduation. It shall have the power to confer degrees upon its graduates, and such honorary degrees upon others as the Board of Directors of such institution may determine. It shall have full power and authority to employ all necessary teachers, instructors, and such subordinate employees as may be necessary for the proper conduct of the institution, and to do any and all things necessary or

proper in carrying out the purposes of the establishment of such institution.

"The said College shall be located in or near Memphis, Shelby County, Tennessee, but with power and authority to conduct, maintain or operate the educational institution now being conducted, operated or maintained by it at its present location in Clarksville, Tennessee, temporarily, or so long as it be deemed advisable by its Board of Directors so to do in order to effectuate and carry out the plans and purposes of this corporation.

"3. The Board of Directors of this corporation may be increased to any number, not to exceed fifty, to be determined by the Synods of Tennessee, Louisiana, Mississippi, and Alabama of the Presbyterian Church in the United States, or, as it is called sometimes, the Southern Presbyterian Church, which Synods of such church or denomination shall have the power to elect and to prescribe the terms of office of the corporate Directors and to elect the successor or successors of a member or members of the said Board of Directors as their terms may expire, and to provide by resolution, motion or By-Laws for the filling of a vacancy or vacancies in the interim, provided, however, that the administration of the affairs of this institution shall be supremely and solely in the hands of its said Board of Directors.

"And provided, further, that said Synods of Tennessee, Louisiana, Mississippi and Alabama shall have equal representation, numerically, upon said Board of Directors, and shall each have the right to elect its own representatives upon said Board and to fill vacancies as may be created in the membership of those whom it has elected.

"And provided, further, that the President of the institution, when chosen as the By-Laws of the corporation may determine, shall be ex-officio an additional member and presiding officer of the said Board of Directors.

"4. The general powers of this corporation shall be to sue and be sued by its corporate name; to have and use a common seal,

which it may alter at pleasure, and if no common seal is adopted or provided for, then the signature of the corporation by any duly authorized officer shall be legal and binding; to purchase and hold, and to receive by gift or bequest, personal property in any amount and in addition to the personal property held or received by the corporation, it may purchase and hold real estate necessary for the purpose of the corporation and may own or hold any real estate or personal estate which may be given, devised or bequeathed to the corporation, the same to be held and used for carrying out the corporate purposes; to sell and dispose of any of the corporate property, real or personal, which is not needed in carrying out the purposes of the charter and to apply the funds realized from such sales or conveyances to the corporate purposes; to purchase or accept real estate in payment or part payment of any debt due the corporation and sell the same; to borrow money to be used in payment for property bought by the corporation and for erecting buildings and making improvements and for other purposes germane to the objects of the corporation, and to secure the repayment of money borrowed, by mortgage, pledge, or deed of trust, upon property owned by it; to accept, hold and manage, as Trustee, any property purchased, bequeathed or devised to it for any special purpose germane to the objects of the corporation; to make, amend, alter or repeal by and through its Directors all By-Laws and regulations necessary to the objects of the corporation; to make, amend, alter or repeal and deemed expedient for the management of its corporate affairs, and not inconsistent with the laws of the United States and the State of Tennessee, \* (and not contrary to the constitution, rules and regulations of the Presbyterian Church in the United States, or the Synods of Tennessee, Louisiana, Mississippi and Alabama.)

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\*The Legislature of Tennessee in enacting the Code of 1932 omitted from the codification of Chapter 98, Public Acts of 1923 (Code 1932, Sections 4168-4176) the provision which is indicated by the words in parenthesis.



"This corporation further shall have and be vested with all the general powers conferred by the laws of the State of Tennessee upon corporations organized for general welfare purposes and upon all incorporated colleges and universities, not inconsistent with the provisions of this Charter and the Acts of the Legislature under which it is granted.

"Witness our hands, this 25th day of March, 1924.

(Signed)	CHAS. E. DIEHL	JOHN GLASSELL
	JAMES I. VANCE	C. T. THOMSON
	W. MCF. ALEXANDER	J. D. DUNCAN
	B. A. PATCH	J. I. BURGETT
	W. E. HOLT	S. F. HOBBS
	D. M. PIPES	W. R. DOBYNS"
	A. A. LITTLE	

Registered for Record and recorded in Charter Book No. 2, page 369, at Clarksville, Montgomery County, Tennessee, April 1, 1924.

Registered and certified to by the Secretary of State of the State of Tennessee April 3, 1924.

Recorded in Record Book No. 30, page 548, at Memphis, Shelby County, Tennessee, December 9, 1924.

**AMENDMENT TO THE CHARTER OF SOUTHWESTERN,  
OCTOBER 4, 1927**

We, the undersigned, comprising the Board of Directors of SOUTHWESTERN, incorporated under Chapter 142, Acts of Tennessee of 1875, whose charter was amended March 25, 1924, pursuant to Chapter 98, Acts of Tennessee of 1923, apply to the State of Tennessee, by virtue of the general laws of the land, for a further amendment to said Charter of Incorporation for the purpose of investing said corporation with powers as follows:

So as to authorize and empower said corporation to select as presiding officer of the Board of Directors any member of the Board of Directors, whether said member is the President of the institution or not, and that the President of the institution shall be *ex officio* a member of the Board, but shall not be *ex officio* the presiding officer of the Board of Directors as provided in Section 4 of Chapter 98 of the Acts of the General Assembly of 1923.

And the charter of said corporation is hereby so amended.

Witness our hands, this 4th day of October, 1927.

(Signed)

JAMES I. VANCE  
GEO. G. TAYLOR  
E. B. LEMASTER  
FRED R. GRAVES  
J. D. DUNCAN  
D. K. BROWN  
JEROME T. FULLER  
J. V. ARNOLD

MOORE MOORE  
W. MCF. ALEXANDER  
GRAYSON L. TUCKER  
DUNBAR H. OGDEN  
A. B. CURRY  
B. A. PATCH  
S. M. NICKEY

Filed for registration and recorded in Record Book No. 35, page 79, at Memphis, Shelby County, Tennessee, November 28, 1927.

Filed and recorded by Secretary of State of the State of Tennessee in Corporation Record Book P-19, page 247, November 29, 1927.

PART III  
BY-LAWS OF THE BOARD OF DIRECTORS OF  
SOUTHWESTERN\*

*Article I*

*Board of Directors*

NAME

As provided in the Charter, the corporate name of this college is Southwestern; the principal office of the corporation is at Memphis, Shelby County, Tennessee; and the name of its governing board is the "Directors of Southwestern."

PURPOSE

This institution was founded for the glory of God and is dedicated to the service of the Lord Jesus Christ. It is to be an ideal liberal arts college where knowledge shall be exact and complete, character robust and gracious, and Christianity not only a welcome guest, but the ruling spirit within its walls. It is a cooperative undertaking on the part of several Synods of the Presbyterian Church in the United States, their agency for advancing the Kingdom of God through educational processes. The purpose of the institution is the promotion of Christian higher education. To this end, it is essential that the members both of the Board of Directors and of the Faculty be in manifest sympathy with the religious spirit and aim in which the college was founded.

MEMBERSHIP

In accordance with the provisions of the Charter, the Board shall consist of seventeen members, one of whom shall be the President of the college. The other sixteen Directors shall be elected by

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\*These By-Laws were adopted at the annual meeting of the Board of Directors on September 10, 1940.

the Synods of Tennessee, Louisiana, Mississippi, and Alabama, of the Presbyterian Church in the United States, each Synod having equal numerical representation upon said Board of Directors, and each Synod having the right to elect its own representatives upon the Board and to fill vacancies as may be created in the membership of those whom it has elected. Each Synod shall elect a member each year for a term of four years, thus preserving a four-year rotation in office of the members of the Board. Of the four members elected by each of the four Synods, at least one shall be a resident of Memphis and a member of the Presbyterian Church. While it is recognized that the Synods are not bound by the recommendations of the Board, in order to aid the Synods in electing the most valuable Memphis Presbyterian for this responsible office, the Board may make recommendations with the consent of the respective Synods. As provided by the Charter, the administration of the affairs of this institution shall be supremely and solely in the hands of its said Board of Directors.

#### MEETINGS

There shall be two regular meetings of the Board each year, one of which shall be known as the annual meeting, which shall be held on the second Tuesday in September. The second regular meeting shall be held on the first Tuesday in February.

At each annual meeting of the Board a report shall be made by the President of the college on the general conduct of the college, incorporating statistical and other information required from the faculty; by the Treasurer upon the financial condition of the college, and by such others as the President of the college or the Executive Committee may designate.

All regular meetings shall be held in the Directors' Room at the college unless otherwise designated by the Chairman of the Board and signified in the notice of the Secretary.

Special meetings may be held at the call of the Chairman of the Board at such place in or out of Tennessee as may be designated by him. It shall be the duty of the Chairman to call such special

meetings whenever requested in writing by the Executive Committee or by any five members of the Board. The Secretary shall notify the Directors of each special meeting by mailing a notice at least five days before the meetings, or by telephoning or telegraphing the same at least three days before the meeting; but such notice may be waived by any Director. At any regular or special meeting an adjourned meeting may be ordered at such time and place as the Board shall fix. No person not a Director or an official shall be allowed to be present without the invitation of the Board of Directors.

#### QUORUM

Nine members shall constitute a quorum for the transaction of business. If at any meeting there be less than a quorum present, those present may adjourn the meeting to some definite time, and notice of such adjourned meeting shall be given as in the case of special meetings. The Board shall make provision for the necessary traveling expenses incurred by the members in attending its meetings.

### *Article II*

#### *Officers*

The officers of the Board shall be a Chairman, a First and Second Vice-Chairman, a Secretary, and a Treasurer. These officers shall be elected by ballot at the annual meeting of the Board, and shall hold their respective offices for one year, or until their successors are elected and qualify. Vacancies for the unexpired term in these offices may be filled at any meeting of the Board, or by the Executive Committee ad interim.

#### *Duties of Officers*

##### CHAIRMAN

The Chairman shall preside at all meetings of the Board, enforcing the ordinary rules of parliamentary law, and shall require the strict observance and fulfillment of the By-Laws of the Board. At

his own option or discretion he shall have a right to vote on all questions. He shall appoint all committees, the members of which are not directly nominated and elected by the Board itself.

#### VICE-CHAIRMAN

In the absence of the Chairman, the First Vice-Chairman shall preside; and in the absence of the Chairman and the First Vice-Chairman, the Second Vice-Chairman shall preside, and shall be vested with all powers and perform all duties of the Chairman.

#### SECRETARY

The Secretary, with such assistants as he may need, shall keep the minutes of all meetings of the Board; shall give notices of all meetings; shall see that all bonds required of officers and employees of the college for the faithful performance of their duties are filed with him, and shall report on this matter at the annual meeting of the Board.

The Secretary shall have custody of the official records and the seal of the corporation; shall attest all legal documents and instruments authorized by the Board; shall sign and attest all diplomas; shall in general perform all the duties incident to the office of the Secretary, and shall perform such other duties as the Board may from time to time prescribe or require. The minutes of the Board shall at all reasonable times be subject to the inspection of any member of the Board.

#### TREASURER

The Treasurer shall have the custody of the funds and securities of the corporation. He shall give bond with sufficient surety in such amount as the Board may determine. The premium for this bond, as for all other required bonds, shall be paid by the corporation. This bond shall be deposited with the Secretary of the Board. The Treasurer shall, with the approval of the Board or its Executive Committee, designate the depositories of the corporation. He may, by written appointment to be filed with the Secretary of the Board, designate some person who shall represent him in obtaining access

to the securities of the college as provided for in these By-Laws, but the Treasurer shall be responsible for all acts of his representative. He shall keep accurate accounts of all receipts and disbursements which shall at all reasonable times be subject to the inspection of any member of the Board. He shall present annually to the Board in writing a summary of his receipts and disbursements and an exhibit showing all the liabilities of the corporation. He shall pay out no money except as authorized by the Board, or by the Executive Committee. The acts of the Board fixing the annual salary of the members of the faculty and other budget items shall be considered sufficient warrants for the payment of these items without any order from the Executive Committee, but emergency or extra-budget expenditures must be authorized by the Executive Committee. He shall sign all notes or other obligations, and when necessary or proper he shall endorse on behalf of the corporation for the collection of checks, notes and other obligations, and shall in general perform all acts necessary to the position of Treasurer.

#### ACCESS TO SECURITIES

Access to the securities of the college shall be had by no fewer than two persons jointly in the following manner, and never otherwise: by the Treasurer, or by his designated representative, never alone, but always in company with one other person. This second person shall be either the President of the college, or the Chairman of the Executive Committee, or some individual designated by either of these, for all of whose acts the designator shall be responsible. The President of the college or the Chairman of the Executive Committee, as in the case of the Treasurer, shall file with the Secretary of the Board a written statement, designating the person who shall represent him in obtaining access to the securities of the college.

#### *Article III*

#### *Committees*

In addition to such special committees as the Board or the Chairman of the Board may from time to time appoint for the discharge

of particular duties, there shall be the following six committees of the Board:

Two standing committees, executive in function, the Executive Committee and the Investment Committee, which shall be nominated by the Nominating Committee and elected by the Board at the annual meeting;

Three regular standing committees, the Finance Committee, the House Committee, and the Committee on Honorary Degrees, which shall be appointed by the Chairman of the Board at the annual meeting;

One special committee, the Nominating Committee, which shall be appointed by the Chairman of the Board at the annual meeting, and which shall make its final report at that meeting.

The members of these six committees, except the Nominating Committee, shall hold office for one year or until their successors are appointed. Each of these five standing committees shall have a chairman and a secretary, but the secretary need not be a member of the committee. The secretary shall give notice of meetings of any committee when requested to do so by the chairman of the committee, or the President of the college. Committee meetings shall ordinarily be held in the Directors' Room at the college, but the place of the meeting shall be indicated in the notice.

The President of the college shall be ex-officio a member of all of the above named six committees, in addition to the number of members hereinafter provided for.

#### THE EXECUTIVE COMMITTEE

The Executive Committee shall consist of not less than four nor more than seven members, including the Chairman of the Board, the President of the college, the Secretary of the Board and the Treasurer of the Board. The Executive Committee shall not transact any business without holding a regularly organized meeting, nor unless a quorum of four be present. Its meetings may be held whenever and wherever deemed necessary, but shall ordinarily be held in the Directors' Room. The Secretary of the Executive Committee shall



send each member of the Board a copy or a synopsis of the minutes of the Committee promptly after each of its meetings. The Executive Committee shall, subject to the approval of the Board, have full authority to execute the orders of the Board and transact such business as may be necessary to carry on the operation of the college in the interim of the meetings of the Board. It shall keep full minutes of its proceedings, make report thereof to the Board at its next ensuing meeting, and, when approved, its action shall be recorded as that of the Board. The Executive Committee shall have an annual audit made of the books of the college, which, when received, shall be reported to the Finance Committee. The Executive Committee shall enforce standing rules governing the payment by students of tuition, fees, fines, and dues of all kinds.

#### THE INVESTMENT COMMITTEE

The Investment Committee shall consist of the Chairman of the Executive Committee, the Treasurer of the Board and the President of the college, and not less than three nor more than five non-Board members, of which a majority shall constitute a quorum. In appointing non-Board members to serve on this Committee, the Board shall select men who are outstanding in the fields of business, banking and finance, and who are known for their integrity and sound judgment in matters of investment. The Board shall not choose all of the non-Board members of this Committee from the same business, banking, or financial institution.

This Committee, subject to the control of the Board, shall have charge of the investment of the college endowment funds, and no investment, sale, transfer or conveyance of securities or other investment shall be made without the vote of this Committee or the written approval of a majority of its members. It shall have the power to direct the sale, transfer and conveyance of any stocks, bonds, or other securities owned by the college, and the sale and conveyance of any real estate owned by the college, which is not used for college purposes, but no investment, disbursement, sale or transfer of investments authorized or approved by the Board shall require the further approval of this Committee.

No loans shall be made to any Director, officer, member of the teaching staff, or to any employee of the college. No loans shall be made upon promissory notes or obligations without adequate security, nor to any religious, fraternal, or charitable organization.

#### CLASSIFICATION OF FUNDS

The funds of the college shall be grouped as follows:

- (a) Endowment funds
- (b) Annuity funds
- (c) Funds for special purposes
- (d) Plant funds
- (e) Current funds

The corpus of 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 Investment Committee.

Endowment funds, annuity funds, funds for special purposes and plant funds shall not be deposited with or combined in any way with the current funds of the college.

#### FINANCE COMMITTEE

The Finance Committee shall consist of not more than four members of the Board, of whom the Treasurer shall be one. It shall exercise general oversight of the receipts and disbursements of all operating funds of the college, shall examine into and report to the Board the financial condition of the college, shall consider the budget proposals of the administrative officers of the college, and shall make recommendations for the approval of the Board concerning the financial operations of the college for the ensuing year. In addition to these supervisory duties, this Committee shall be charged with the duty of studying the financial needs of the college, and of supplementing, in every way practicable, the financial resources of the college.

#### HOUSE COMMITTEE

The House Committee shall consist of four members of the Board, and shall consider matters pertaining to the academic work

of the college, its physical plant, and such other affairs as are not financial in nature. To this Committee shall be referred the report of the President, and the reports of the other administrative officers which are of an academic, social, or religious nature, or which otherwise deal with the welfare and well-rounded development of the students.

#### THE COMMITTEE ON HONORARY DEGREES

The Committee on Honorary Degrees shall consist of five members, three Directors and two representatives from the faculty, appointed by the Chairman of the Board. It shall consider and recommend to the Board candidates for honorary degrees to be bestowed by the college. Nominations of candidates for honorary degrees shall be in writing, shall be signed by the person making the nomination, and shall be referred to the Committee on Honorary Degrees. These recommendations shall set forth in each case the special qualifications possessed by the prospective candidate which seem to entitle him to the honor. Generally speaking, the practice shall be:

(a) that not more than two honorary degrees of one type shall be authorized in any one year;

(b) that the candidate shall not be under forty years of age;

(c) that the nominations shall lie on the table until a subsequent meeting of the Board. However, immediate consideration of this matter may be given by a three-fourths vote of the members present.

Voting for nominees for honorary degrees shall be by ballot, and shall ordinarily take place at the February meeting of the Board. It shall require the affirmative vote of a majority of the members present at the February meeting for those candidates who have been recommended for a degree by the Committee on Honorary Degrees at some previous regular meeting of the Board. For others not thus previously recommended, it shall require a two-thirds vote of the members present, or at least nine members.

In a special case, upon written recommendation of the Executive Committee, a vote for not more than one nominee in any one year may be taken by mail, but the affirmative vote of at least nine members shall be required to authorize the granting of a degree by this method.

Except in extraordinary cases, no honorary degree shall be conferred save upon the candidate present in person at the annual commencement, and a public statement shall then be made of the reasons for which the degree is given.

#### NOMINATING COMMITTEE

At each annual meeting of the Board the Chairman shall appoint a Nominating Committee of three whose duty it shall be to nominate officers for the corporation, members of the Executive Committee, members of the Investment Committee, and, when occasion requires, the Memphis Presbyterians whom the Board shall recommend to the respective cooperating Synods as the fourth Director for each of these Synods.

### THE COLLEGE

#### *Article IV*

#### *Executive Officers*

##### PRESIDENT

The President of the college shall be elected by the Board of Directors, shall hold office at the pleasure of the Board, and shall be responsible to the Board. He shall be the executive officer of the Board of Directors, shall have general supervision and direction of all other officers and agents of the college, shall see that all orders and regulations of the Board are carried into effect, and shall exercise such supervision and direction as will promote the usefulness and development of the college. He shall be ex-officio a member of the Board of Directors and of the six committees of the Board provided for in Article III of these By-Laws.

He shall be the official medium of communication between the Board of Directors and the faculty, between the Board and the college officers, and between the Board and the students. He shall recommend to the Board candidates for appointment as members of the faculty. To him shall be especially committed the religious interests of the college, and he shall conduct the exercises of public

worship or make such provision therefor as he may deem best adapted to the spiritual welfare of the college.

He shall preside on public occasions and shall represent the college before the public. He shall announce and confer degrees authorized by the Board, shall approve or countersign checks as hereinafter provided, shall sign all obligations and contracts entered into by or on behalf of the Board, unless otherwise provided for by these By-Laws, and he shall sign all diplomas. He shall be responsible for the granting of scholarships in accordance with such rules as the Board may prescribe. He shall submit the annual budget to the Board, and shall be responsible for carrying out its provisions. He shall prepare and present at the annual meeting of the Board a report upon the work of the year and the needs of the college, which shall include reports to him by such members of the faculty and college officers as may in the judgment of the Board be desirable.

He shall preside at the meetings of the faculty, shall appoint the standing committees of the faculty, act as a consulting member of each, and supervise in general the work of the faculty and the college officers and the conduct and character of the student body and its organizations. He shall have power to call the faculty together whenever he deems it necessary, or upon the request of two professors. He may vote as a member of the faculty, and he shall be the final authority in cases of discipline.

#### OTHER EXECUTIVE OFFICERS

The Board may appoint a Vice-President, who shall hold office at the will of the Board. In the absence of the President, or in his inability to act, the Vice-President shall be vested with the powers and perform the duties of the President, subject to the provisions made below for countersigning checks. He shall perform such other specific duties as may be assigned to him by the President.

Likewise, upon the recommendation of the President, the Board may appoint an Assistant to the President, who shall hold office at the will of the Board and shall be responsible to the President. He shall cooperate closely with the President in strengthening and

developing the college on every side. He shall be charged with the work of maintaining and enlarging the friendly and supporting constituency of the college, and of increasing its material resources. He shall seek to establish and maintain close and helpful relations between the college and its alumni and former students, shall aid in every proper way in fostering friendly relations and in securing the maximum church support, and shall perform such other duties as the President of the college or the Board may from time to time designate.

As conditions arise, or circumstances warrant, the President may, with the approval of the Board, secure such other administrative assistants as are needed.

The Vice-President, the Assistant to the President, and other administrative assistants may or may not hold faculty status, as determined by the Board.

### *Article V*

#### *Officers of Instruction*

##### RANK AND TENURE

Officers of Instruction shall be classified and shall rank as follows:

- (1) Professors
- (2) Associate Professors
- (3) Assistant Professors
- (4) Lecturers
- (5) Instructors
- (6) Tutors

Student assistants may be appointed by the President, upon the recommendation of the departments concerned.

All officers of instruction shall be appointed by the Board upon the recommendation of the President.

Unless otherwise stated, all new officers of instruction shall be elected for one year, subject, if relations are mutually satisfactory, to election by the Board for a definite period or for continuous tenure. Whether or not "relations are mutually satisfactory" shall, if

possible, be determined by March first of the incumbent's probationary year.

Ordinarily, an officer of instruction shall not, during the first five years of his service, be regarded as on continuous tenure. If, after the first year of this five year period, an officer of instruction is not to be retained for the next year, he must be given notice of this fact not later than March first of the year in which his service is to end.

Any officer of instruction desiring to resign his position shall send his resignation to the President at least three months before it is designed to take effect.

If a resignation is requested from one who has served on the faculty for at least five years, a year's notice must be given to that individual, unless an emergency arises which necessitates such an immediate reduction in faculty personnel as to require a modification of this provision. However, any financial reasons for the termination of an appointment under these circumstances must be patently *bona fide*, and every possible consideration shall be shown to the officer of instruction.

The Board may for adequate cause, other than economic reasons, terminate the appointment of any officer of instruction, but even in such cases three months' notice shall be given.

#### DUTIES

All officers of instruction shall be present at the college for the first faculty meeting before the session opens, and shall continue on duty throughout the academic year, including the commencement exercises. Applications for leave of absence of not more than seven days shall be made to the President; for more than seven days to the Board or the Executive Committee. An officer of instruction, in accepting an appointment from the Board, thereby agrees to conform to all regulations adopted by the faculty or by the Board.

An officer of instruction shall not substitute nor appoint any one to perform his college duties without the approval, in each case, of the President of the college; nor shall he engage, without the

express permission of the Board, in any undertaking, pursuit, or occupation, with or without compensation, which shall interfere with the thorough and efficient performance of his duty to the college, or with his punctual attendance upon the meetings of the faculty, the religious services and other public exercises of the college, or with such miscellaneous duties as are involved in his relations to the students as college officer. No stated engagement shall be made for giving instruction in another institution without permission of the Board of Directors.

It shall be the duty of each officer of instruction, in addition to the maintenance of the highest personal standards of character and conduct, to keep abreast of the developments in his field of scholarship by study and by participation, when possible, in the activities of learned societies; to ascertain, and if possible to remove, the causes of failure on the part of students whose work is unsatisfactory; to report promptly on student absences, failures and neglect.

It shall be the duty of each member of the faculty to bear an active part in the immediate government of the college and to discharge the particular duties of the chair which he occupies subject to the arrangements of the faculty. Each officer of instruction is expected to maintain an attitude of loyalty to the fundamental principles and the government of the college, to promote its religious life, to bear a share in the general work of the institution, to attend the public exercises, and to render such other services on behalf of the college as may be assigned to him by the President or the faculty. The welfare of the students is especially commended to the officers of instruction; not merely the intellectual, but also the moral and spiritual welfare. Each officer of instruction is required to take a part in the discipline of the college, to report delinquencies and violations of the college regulations. He shall strive to promote, by precept and example, morals and manners, and to foster the spirit of reverence in the college.



*The Faculty*

## MEMBERSHIP, POWERS, MEETINGS AND DUTIES

The faculty shall consist of the President of the college, the officers of instruction, and such other officers as the Board or the faculty may designate.

To the faculty shall be committed the administration of the discipline of the college, the immediate government of the students and all student organizations, the selection, supervision and control of the various courses of study, and the adoption and administration, subject to the approval of the Board of Directors, of such rules and regulations as may be found necessary for the performance of these duties and obligations. The faculty shall certify and recommend to the Board those students who have fulfilled the degree requirements and upon whom degrees in course should be conferred. It shall be the duty of the faculty, in addition to the work of instruction, to maintain a constant, sympathetic, and effective oversight and control of the conduct, character, and work of the students under their care, and to keep their parents or guardians informed of their progress.

The faculty shall meet regularly at least once a month during the academic year, and shall meet in special session at the call of the President. A majority of the members shall constitute a quorum, and all questions at issue shall be decided by a majority of the votes cast.

It shall be the duty of every member of the faculty to attend the stated meetings unless formally excused from attendance by the President. No change in the policy of the college in respect to the requirements for admission, the course of study, the conditions of graduation or the religious exercises shall be made without the concurrence of the President. At meetings of the faculty, in the absence of the President or the Vice-President, the Dean of the college shall preside; and in the absence of the Dean, the senior professor.

The faculty shall keep a permanent record of its proceedings, which shall be laid before the Board whenever called for by it. The

Clerk of the Faculty shall submit to the President annually tabulated, statistical reports with regard to each officer of instruction, giving the number of his class hours, the number and the names of the classes taught, the number of students in each class or section, and other pertinent data concerning the academic work of the faculty of the college.

The faculty shall publish annually a catalogue of the college. It shall also make such arrangements for the keeping of the academic records, the making of reports and the carrying on of such other faculty matters as may be necessary and proper.

The faculty shall appoint, with the concurrence of the President, the following officers, whose duties shall be as hereinafter set forth: (1) A Clerk, who shall keep a record of the minutes of the faculty meetings and such other records of the students as the faculty shall determine, and perform such other duties appropriate to the office as the faculty shall from time to time designate and appoint. (2) Faculty advisers to students, who shall at frequent intervals counsel and advise the students assigned to them. (3) A Marshal, who shall be responsible for processions, for the seating of the audience, and for other arrangements, at the public exercises of the college.

## *Article VI*

### *Other Officers*

#### DEANS

There shall be a Dean of the college, and such other Deans as may be necessary, who shall be appointed by the President, subject to the approval of the Board, and who shall hold office at the pleasure of the Board. The Dean of the college shall be responsible to the President, and his special function shall be the detailed oversight of the individual student, his habits, attendance, diligence, attitude and development, and of the conduct and character of the various student organizations. He shall keep the President informed of such matters, especially bringing to him for joint conference and disposi-

tion all important cases of neglect, misconduct, or needed discipline.

He shall, in conjunction with the President, exercise general supervision of instruction and discipline. He shall supervise the conduct of the students of the college and have a care for their general moral, intellectual, and physical welfare. He shall be charged with the correspondence relating to the conduct and progress of the students. He shall furnish annually a written report on the work of his office, and such other reports as the President may from time to time request.

#### REGISTRAR

There shall be a Registrar who shall be appointed by the President, subject to the approval of the Board, who shall hold office at the pleasure of the Board. He shall be responsible to the President, shall have charge of the entrance requirements and examinations, the credits, and certificates of new students, shall have general supervision of the registering of students, the keeping of the academic records and statistics of the college, the preparation and mailing of the regular reports to the parents and guardians. He shall keep a record of all degrees conferred, and shall perform such other duties as the President may assign. He shall present an annual report to the President, and such other reports and information from time to time as the President may require.

#### BURSAR

There shall be a Bursar who shall be appointed by the President, subject to the approval of the Board. He shall be responsible to the President of the college, and shall hold office at the pleasure of the Board. He may, with the approval of the Board, also serve in the capacity of Registrar. The Bursar shall collect all fees from the students in accordance with the schedule and terms approved by the Board and announced in the bulletins of the college. The Bursar shall have no power to modify the regulations of the Board regarding fees. He shall make monthly reports to the Board, and an annual report to the Treasurer. He shall collect rents and all charges for the use of the property of the college, and all fines and

penalties imposed by the proper authorities. He shall also exercise general supervision over the purchase of supplies. He shall pay on account of the college, into such depositories as the Treasurer may designate, all moneys collected by him, and keep adequate records and accounts of the same. The Bursar, and all assistants charged with the collection of moneys, shall be bonded by a reputable bonding company in such amounts as the Board may determine. Such bonds shall be filed with the Secretary of the Board, and the Bursar shall furnish the Secretary a list of all officers and employees who should be bonded. The Bursar may act as assistant to the Treasurer, and perform such additional duties as the President of the college or the Board may from time to time designate.

The Bursar shall prepare and sign all checks drawn from the treasury as follows:

(1) Checks on current funds for salaries and wages, authorized by the Board.

(2) Voucher checks on current funds in payment for materials, supplies, equipment, and expenses other than salaries and wages, provision for which has been made by the Board.

All checks and voucher checks on current funds issued by the Bursar shall be countersigned by the President.

Voucher checks on endowment funds, on annuity funds, on funds for special purposes, and on plant funds, for payments authorized by the Board shall be drawn by the Bursar, but these checks must bear the signature of the President and the Treasurer.

In the absence of one or both of the above designated officers, the Board of Directors or the Executive Committee shall authorize the Vice-President or some member of the Executive Committee to sign in his place or in their places.

All voucher checks shall indicate the particular account to which the payments are chargeable and the person to whom payable.

The Bursar shall require all officers of the college, faculty members and others, who, from time to time, order or purchase supplies for the payment of which the college is to be responsible, to secure from him, before the order or purchase may be made, an approved

purchase order which shall describe the nature and amount of the proposed expenditure. No officer, faculty member or other representative of the college shall make any purchase of supplies without the authorization of such an approved purchase order.

#### SUPERVISOR OF PROPERTY

There shall be a Supervisor of Property who shall be appointed by the President, subject to the approval of the Board. He shall be responsible to the President of the college, and shall hold office at the pleasure of the Board. He shall be charged with the general oversight of all buildings and grounds of the college so far as relates to their maintenance, repair, cleaning and heating, and the purchasing of necessary supplies. The use to be made of grounds and buildings or portions thereof shall be determined by the Board, or its administrative officers. All engineers and all employees charged with the heating, cleaning, or repair of buildings shall be responsible to the Supervisor, who shall be responsible for the condition of the property in his charge, for any unauthorized use of the same, and for the exercise of a fair discretion in meeting the requirements of officers and students of the college entitled to the use of the property.

### *Article VII*

#### *Degrees*

##### DEGREES IN COURSE AND HONORARY DEGREES

In accordance with the provisions of the Charter, the Board of Directors may grant degrees to students of this college and to others who, by their proficiency in learning or other meritorious distinction, are adjudged by the Board to be entitled to them. Degrees granted shall be either degrees in course or honorary degrees. The former shall be limited to the degrees of Bachelor of Arts and Bachelor of Science.

The President shall be authorized, with the approval of the Board or the Executive Committee, to confer at the annual com-

mencement degrees in course on those candidates who shall have been certified by the faculty as having satisfactorily completed the published requirements for the respective degrees.

The requirements for all degrees in course must include at least twelve semester hours of Bible.

No one shall be eligible for a degree in course who shall not have paid in full all his college accounts, including the graduation fee, and no degree shall be conferred upon a candidate, or announced, who is not present in person, unless permission for such absence has been previously secured from the Executive Committee.

The President shall be authorized also to confer at the annual commencement honorary degrees on those candidates who shall have been elected by the Board and who are present in person to receive the degree.

It shall be the duty of all the students, as well as the officers of instruction and other college officers to attend the annual commencement exercises.

#### ACADEMIC COSTUME

Academic costume shall ordinarily be worn by the Directors and officers of instruction on public occasions of an academic nature. The regalia shall conform to the rules concerning academic costume recommended by a conference of representatives of universities and colleges held May 16, 1895.

### *Article VIII*

#### *Finances*

#### TUITION AND FEES

The Board of Directors shall from time to time fix the charges for tuition and fees, fines and other necessary and contingent charges in the college, and in its several departments. Dues of all kinds shall be payable each semester in advance. Students shall not be received for a shorter period than an entire semester. Matriculation in the college shall be a definite acceptance of the above condi-

tions. No student shall be advanced in class standing or transferred to another institution or be eligible for a degree until he shall have settled in full all his indebtedness to the college.

#### STUDENT AID

High character, need, scholastic achievement and promise of future usefulness shall be the determining factors in granting all student aid, and the continuance of such aid shall depend upon the conduct, grades and general attitude of the beneficiary.

In certain cases hereinafter described, and with the approval of the Executive Committee, there may be a partial remission of tuition, but in no case shall there be a remission of what is technically known as fees.

Where scholarships cannot be provided, partial remission of tuition may be granted to the children of members of the faculty and staff of the college; the children of ministers and foreign missionaries in active service or who have been retired on account of physical disability; and the children of deceased ministers and foreign missionaries; candidates for the ministry or the mission field who are recommended by competent ecclesiastical authority.

All scholarships, remission of tuition and other grants-in-aid awarded by the college shall be conditioned upon satisfactory conduct and scholastic achievement, and shall be subject to withdrawal upon failure of the holder to make a satisfactory showing in his studies; or for failure to show proper economy or for failure to evidence a sympathetic attitude and regard for the principles and traditions of the college.

There shall be no automatic remission of tuition, and all applications for scholarships and student aid shall be addressed in writing to the President of the college, and shall give such detailed information concerning the applicant as may be required.

## Article IX

### General

#### THE SEAL

The amended seal of the corporation which was officially adopted September 30, 1924, is as follows:

It is circular in form with two enclosing circles, displaying upon the enclosed field a black shield, representing the shield of faith, having on it a cardinal St. Andrew's cross, representing the Cross of Christ, at the intersection in the center of the shield there is shown the Bible, which is at the heart of the work of this institution. The cardinal and black represent the official college colors. This shield thus divided into four parts contains in each of these four sections a symbol representing a distinct period in the history of this institution.

In the upper section there is a right arm bent at an acute angle, the hand grasping the handle of a mallet, a Masonic emblem which was carved on a tablet on the first building, known as "The Castle," representing the fact that this institution had its beginnings in Clarksville, Tennessee, in 1848, in a Masonic college, fostered by the Grand Lodge of Tennessee, which was known as "Montgomery Masonic College."

In the second section, on the left, there is an owl, the Greek symbol of wisdom, typifying the fact that from 1855 to 1875 this institution was known as "Stewart College," named for President W. M. Stewart, having become a Presbyterian college under the control of the Synod of Nashville, which at that time was made up of the Presbyterian churches of Middle and East Tennessee, and North Alabama, comprising the five Presbyteries of Nashville, Maury, Knoxville, Holston and Tuscumbia.

In the third section, on the right, there is the bush that was burned but was not consumed, the Hebrew symbol, sacred to the Presbyterian Church as representing the presence of God, and emblematic of the fact that from 1875 to 1925 the institution was



known as "Southwestern Presbyterian University," under the control of the Synods of Alabama, Louisiana, Mississippi and Tennessee, of the Presbyterian Church in the United States.

In the fourth section, at the bottom, is the lotus flower, the Egyptian symbol of immortality, prophetic of the old institution under the same control, but with the new name "Southwestern" and the new location, Memphis.

Under the shield there are intertwined sprigs of oak and laurel, emblematic of strength and victory. Surrounding the shield on the left, the top, and the right sides are the three words, comprising the legend of the old seal, "Truth, Loyalty, Service."

Between the two concentric circles is a dark blue field, a color traditionally associated with Presbyterianism, and the following lettering in gold, "The Seal of Southwestern at Memphis, 1848." The date indicates the year when the institution had its beginnings as Montgomery Masonic College in Clarksville, Tennessee.

A copy of the seal is herewith shown.



#### COLORS

The official colors of the college are cardinal and black.

#### FISCAL YEAR

The fiscal year of the college shall close on the thirtieth (30) of June.

#### ACADEMIC YEAR

The Opening Convocation of the academic year shall be held on the second Saturday in September, and the Commencement exercises on the second Tuesday in June.

## RULES OF PROCEDURE

The meetings of the Board shall be conducted in accordance with the parliamentary procedure prescribed in the manual known as Roberts' "Rules of Order."

*Article X**Order of Business for Annual Meeting*

1. Opening Prayer
  2. Roll Call
  3. Reading for information minutes of previous meeting
  4. Presentation of minutes of Executive Committee meetings
  5. Appointment of Nominating Committee
  6. Report of Officers:
    - The President of the college
    - The Treasurer
    - Other Officers, as occasion arises
  7. Reports of Committees:
    - The Finance Committee
    - The House Committee
    - The Honorary Degrees Committee
    - The Nominating Committee
  8. Election of officers, nomination of Directors, when necessary, and the appointment of the Executive and Investment Committees.
  9. Reports of Special Committees
  10. Unfinished business
  11. New business
  12. Appointment of Standing Committees
  13. Reading and approval of minutes
  14. Adjournment with prayer
- Other matters may be placed upon the docket as they arise, or by special order of the Board.
- No resolution shall be considered by the Board, unless it be first put in writing and delivered to the Secretary.

*Article XI**Amendments*

These By-Laws, adopted September 10, 1940, shall supersede all other By-Laws heretofore adopted by this corporation, the same being hereby repealed.

These By-Laws may be amended or repealed at a stated meeting by a two-thirds vote of the entire Board, provided notice of the proposed amendment or repeal has been submitted in writing at a previous stated or special meeting.