

MINUTES OF THE BOARD OF DIRECTORS  
OF SOUTHWESTERN PRESBYTERIAN UNIVERSITY  
HELD AT THE CHISCA HOTEL  
MEMPHIS, TENNESSEE  
MARCH 25th, 1924.

The Board of Directors of Southwestern Presbyterian University met in special session at the Chisca Hotel, Memphis, at nine A. M. Tuesday, March 25th, 1924. The following members were present:

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|--------------------------------------|------------------------------|
| Tennessee: Chas. E. Diehl, President | Louisiana: W. McF. Alexander |
| James I. Vance, Vice President       | John Glassell                |
| B. A. Patch, Secretary               | D. M. Pipes                  |
| Mississippi: A. A. Little            |                              |
| C. T. Thompson                       |                              |

There were present also by invitation, Drs. W. S. Lacy and John Bell Keeble and Mr. Currell Vance.

The meeting was opened with prayer by Dr. C. T. Thompson.

Excuses were presented on behalf of Dr. W. R. Dobyns, Messrs. S. F. Hobbs and J. I. Burgett, Alabama and Mr. J. D. Duncan, Mississippi. These excuses were sustained. Mr. W. E. Holt, Tennessee, arrived at eleven o'clock.

The Minutes of the last meeting were read for information:

President Diehl read a notice of the call for this special meeting, a notice which was sent to every member of the Board of Directors, and which is as follows:

"In view of the fact that the Supreme Court has rendered its decision in our case it will be necessary to attend to some business of Southwestern Presbyterian University. Therefore, I shall add to the call for the meeting of Southwestern Building Board a call for a meeting of the Directors of Southwestern Presbyterian University at the Chisca Hotel, Memphis, on Tuesday, March 25th.

" This meeting is called to consider the question of applying for an amendment of the charter so as to provide for removing Southwestern Presbyterian University to Memphis, or to provide for the consolidation of Southwestern Presbyterian University with a college incorporated for the purpose of being conducted at Memphis under the control of the four co-operating Synods. And also, in the event it becomes necessary or advisable, to consider the dissolution of the corporation of Southwestern Presbyterian University and the transfer of its properties to a college incorporated and located at Memphis under the control of the four co-operating Synods."

President Diehl reported the burning of Robb Hall on March 10th. He stated that there was \$8,000 insurance on the building and \$8,000 insurance on the contents. The insurance companies allowed the full amount of coverage on the contents which were a total loss, and they allowed a sum of about \$6,000, the estimate of our appraiser, Mr. A. F. Speight, for restoring the building. Upon motion of Dr. W. McF. Alexander, the President was directed to have Robb Hall rebuilt, the expenditure not to exceed the amount of insurance received.

President Diehl reported concerning the outcome of our litigation against the City of Clarksville, the fact that the Supreme Court of Tennessee on March 8th, 1924, rendered a clear cut decision in our favor, which is reported in Volume 149 Tennessee at page 256. By this decision Southwestern Presbyterian University is permitted to remove to Memphis with all of its assets except the gift of approximately \$50,000 which was originally made by the City of Clarksville on condition that the college should be located at Clarksville and that at all times there should be ten city scholarships. This amount of money is to be returned to the City of Clarksville when the institution ceases to function as a first class college in Clarksville. He also stated that he had been in conference with our attorneys since the decision was rendered concerning the desirability of taking advantage of this Court decision to transfer the institution to Memphis. At another conference with our attorneys, which was attended by the President and Vice President of the Board, it was decided that the best way to handle this matter was to amend our charter, and at the same time take advantage of the special legislation which we had enacted in 1923, embodying certain provisions of that legislation in the amended charter. At that conference our attorneys were asked to prepare the necessary papers, to present at this meeting and explain them, and to guide the Board in its actions, if this suggested plan were determined upon.

At this point our attorneys, Dr. John Bell Keeble and Mr. Currell Vance were asked to present the matter. They discussed various methods by which the college should be established in Memphis, and concurred with the suggestions referred to that it would be wise to amend our charter and incorporate such provisions of the 1923 legislation as were desirable. Upon motion of Dr. James I. Vance, seconded by Dr. C. T. Thomson, and after full discussion and consideration thereof, the following resolution was unanimously adopted:

"Whereas, it is the sense of the Board of Directors of Southwestern Presbyterian university that in order to <sup>carry out</sup> the purposes which the Directors have in mind for the further and continued conduct, maintenance and operation of the educational institution now and heretofore known as and called Southwestern Presbyterian university, and to definitely settle certain of the powers and duties of the Board of Directors and their manner of election and the election of the successor or successors of them, it is deemed advisable and proper to amend the Charter of Incorporation of this institution.

"Therefore, Be it Resolved, That the Board of Directors of this corporation be, and they are hereby authorized, empowered and directed to apply to the State of Tennessee for an amendment to the Charter of Southwestern Presbyterian university and to do and perform all acts and things and incur and pay all expense necessary, proper or required to legally secure and perfect said amendment of the Charter, and that said amendment shall be, substantially, as follows:

AMENDMENT OF CHARTER  
SOUTHWESTERN PRESBYTERIAN UNIVERSITY

" 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 of 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 Bylaws 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 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.

"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 Legislatures under which it is granted.

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

SIGNED Charles E. Diehl  
James I. Vance  
W. McF. Alexander  
B.A. Patch  
W.E. Holt  
D.M. Pipes  
A.A. Little

John Glassell  
C.T. Thomson  
J.D. Duncan  
J. Irwin Burgett  
S.F. Hobbs  
W.R. Dobyys

Upon motion of Mr. B. A. Patch, seconded by Dr. A. A. Little, after full discussion and consideration thereof, the following resolution was unanimously adopted:

"WHEREAS, steps have been taken looking to the removal of the location of Southwestern Presbyterian University from Clarksville, Tennessee, to the location in Shelby County, Tennessee, at or near the City of Memphis; and

"WHEREAS, the Directors of this corporation have been by resolution heretofore adopted, empowered and directed to apply to the State of Tennessee for an amendment to its Charter of Incorporation, changing the corporate name from

"SOUTHWESTERN PRESBYTERIAN UNIVERSITY" TO

" SOUTHWESTERN"

"WHEREAS, we are advised that the Southwestern Building Board has authorized and directed the transfer, assignment or conveyance of all property of every kind and character owned or held by the said Southwestern Building Board to the Southwestern Presbyterian University under such corporate name as it may have or by amendment to its Charter adopt, and directed its President and Secretary to execute the necessary conveyances and assignment in order to perfect the transfer of all said property; and

"WHEREAS, it has been made a condition that so far as any contracts which have been entered into by the said Southwestern Building Board for the erection of buildings, the purchase of material and supplies, or any other contract which calls for the payment of money or which imposes a pecuniary liability that the said Southwestern Presbyterian University shall agree to hold harmless the said Southwestern Building Board from any and all further liability under said building contracts or other contracts above mentioned.

"NOW, THEREFORE, BE IT RESOLVED, that the President and Secretary of this corporation are hereby authorized, empowered and directed to enter into such arrangements, agreements and contracts with said Southwestern Building Board as may be proper, necessary or advisable to the accomplishment of the purposes above set forth, and that they be and are hereby authorized to execute any and all contracts or instruments proper, necessary or required to this end. And said President and Secretary of this corporation are further authorized, empowered and directed to do any and all things necessary, proper or required in order to take over the property and assets of the said Southwestern Building Board, as above mentioned, and to do any and all things necessary to carry out any contract of any kind or character which may be assigned to this corporation by said Southwestern Building Board."

Upon motion of Dr. Vance it was determined that, in order to assist in locating the institution in Memphis, a Ways and Means Committee be appointed, this Committee to be constituted as follows:

"Mr. W. E. Holt, Chairman, Mr. E. B. LeMaster, Vice Chairman, Drs. Chas. E. Diehl, James I. Vance, A. B. Curry, and Messrs. L. C. Humes, J. D. McDowell, and George G. Tayloe. This Committee was given authority to increase its membership by three members, residents of Memphis and belonging to other denominations than Presbyterians."

Upon motion of Dr. C. T. Thomson, it was definitely and unanimously decided to open the institution in Memphis in September, 1925.

Upon motion of Dr. Vance it was decided that the campaign to raise additional funds in Memphis and among the alumni be referred to the Ways and Means Committee.

The Board took recess until two P. M.

The Board of Directors of Southwestern Presbyterian University was called to order at 2:15 and there were present all those members who attended the morning session, including Mr. W. E. Holt of Tennessee. There were present also by invitation the following: Dr. A. B. Curry, Mr. E. B. LeMaster and Mr. George G. Tayloe.

Upon motion of Dr. Vance the President was asked to communicate with the various Synods the resolutions adopted by the Southwestern Building Board at its meeting on February 5th, 1924 and to request that each Synod elect an additional Director, a resident of Memphis and members of the Presbyterian Church, as indicated.

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|--------------------------------|--------------------|
| Synod of Alabama . . . . .     | Dr. A. B. Curry    |
| Synod of Louisiana . . . . .   | Mr. E. B. LeMaster |
| Synod of Mississippi . . . . . | Mr. Geo. G. Tayloe |
| Synod of Tennessee . . . . .   | Mr. J. D. McDowell |

Upon motion of Dr. Thomson a rising vote of thanks was given to our attorneys for the splendid service they rendered us in the litigation against the City of Clarksville, a litigation which was contested for about five years under very difficult circumstances.

Upon motion of Mr. D. M. Pipes Mr. George G. Tayloe was requested to visit and confer with, together with the President and Vice President, the General Education Board and the Carnegie Corporation in New York on Tuesday, April 8th.

Upon motion of Mr. B. A. Patch it was unanimously ordered that the Ways and Means Committee be authorized and directed to negotiate a loan not to exceed five hundred thousand dollars (\$500,000) for the purpose of borrowing funds to be used in the construction of buildings to be contracted for, namely, the science building, three dormitories, and the dining hall group; and in order to procure this loan the President and Secretary of the Board are authorized and empowered to do or to cause to be done all things necessary to this end, and in particular to execute such evidences of indebtedness as notes or bonds, and to execute a mortgage or trust deed conveying the real estate of the corporation to secure the same; and, further, that to this end and for this purpose By-Law No. 13 be suspended.

Upon motion of Dr. Vance the following members of the Board were constituted a Committee to receive and hold and account for all funds contributed for the Memphis institution, whether received from the Southwestern Building Board or otherwise: W. E. Holt, Chairman, B. A. Patch, Chas. E. Diehl. It was further ordered that checks on this fund must bear the signatures of W. E. Holt and Chas. E. Diehl.

Upon motion of Dr. C. T. Thomson, it was ordered that we accept as our total obligation to our attorneys for their work in the suit against the city of Clarksville the following fees:

"Dr. John Bell Keeble.....\$18,000  
Mr. Currell Vance..... 12,000"

with the understanding that for this total fee of \$30,000 they will attend to all matters connected with our removal and render us whatever legal services are necessary until we are safely launched in Memphis.

Upon motion of Mr. B. A. Patch it was directed that the treasurer be notified in writing that provision must be made for the attorneys' fees and that he is authorized and directed to dispose of securities to the amount of \$26,000 the balance due on the total fees of \$30,000 by which the payment of this bill may be met as soon as possible.

The Minutes of the meeting were read and approved.

Upon motion of Mr. B. A. Patch the Board adjourned at six P. M. and the closing prayer was led by Dr. Vance.

*B. A. Patch Secy*