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## Charter of Bethune-Cookman College, Inc.

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**CHARTER OF**  
**BETHUNE-COOKMAN COLLEGE, INC.**  
**DAYTONA BEACH, FLORIDA**



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DAYTONA BEACH, FLORIDA



**CHARTER OF BETHUNE-COOKMAN COLLEGE, INC.  
DAYTONA BEACH, FLORIDA**

The Charter of this corporation, effectuating a merger of COOKMAN INSTITUTE AND THE DAYTONA NORMAL AND INDUSTRIAL INSTITUTE, was adopted by resolution on March 4, 1925. The Charter was subsequently amended on March 4, 1931, March 18, 1953 and March 17, 1964.

**ARTICLE I**

The name of this corporation shall be BETHUNE-COOKMAN COLLEGE, INC.

**ARTICLE II**

**GENERAL NATURE AND OBJECT OF  
THE CORPORATION**

(A) The establishment and maintenance of an institution for the moral, physical, spiritual, industrial and intellectual education and advancement of mankind.

(B) To establish, conduct, manage, and otherwise operate an institution of higher education, or other educational facilities of any nature for moral, physical, spiritual, industrial and intellectual education and advancement of mankind.

(C) To employ, contract for, or otherwise obtain the services of educators, administrators, research specialists, and other authorities in education and administration to engage in lectures, research, teaching, demonstrations, administration, or in any other endeavor related to the general nature and object of this corporation.

(D) To grant loans and/or scholarship gifts and otherwise render assistance to students and educators

engaging in endeavors related to the general nature and object of the corporation.

(E) To construct, erect, build, maintain, manage and supervise libraries, classrooms, dormitories, athletic facilities, recreational facilities, dining facilities, administrative facilities and other facilities for the furtherance of the general nature and object of the corporation.

(F) To borrow money, to contract debts, when necessary to the transactions of its business or for the exercise of its corporate rights, privileges or franchises, or for any lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, secured or unsecured, payable at a specific time or times, or payable upon the happening of a specified event or events, for monies borrowed or in payment for property acquired, or for any of the other objects or purposes of the corporation.

(G) To have one or more offices, and to conduct its business and promote its objects within and without the State of Florida, and other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or manner.

(H) To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

(I) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises, and other assets.

(J) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests, or

obligations of, corporations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state territory, governmental district, municipality, or of any instrumentality thereof.

(K) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, in its own right, as trustee, or in any other fiduciary capacity, wheresoever situated.

(L) To lend money for its corporate purposes, to invest and reinvest in funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(M) To make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

(N) to do all and everything necessary or appropriate for the accomplishment of any of its purposes, the obtaining of any of its objects, the furtherance of any of the powers enumerated in this charter or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, trustee, or otherwise.

The foregoing paragraph shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumerating of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

The foregoing paragraphs shall be construed as enjoin nor does it have any power to issue certificates of stock or to declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations

of the corporation, of whatsoever kind and nature, shall be used and distributed exclusively for educational purposes.

### **ARTICLE III**

#### **MEMBERSHIP**

The membership of this corporation shall consist of those persons who shall have manifested their fidelity to the purposes and objects of this corporation. The said members shall comprise a Board of Trustees and the said Trustees shall be elected for three (3) years according to the discretion of the said Board of Trustees in convention assembled, provided that approximately one-third (1/3) of the Trustees elected for terms of three (3) years are to be elected each year, and shall hold office until the expiration of their respective terms, and until their successors are elected. Moreover, there may be certain Trustees elected to the Board of Trustees for terms of one (1) year, at the discretion of the Board of Trustees. Trustees elected for one (1) year terms shall otherwise be governed by the provisions applicable to Trustees elected for terms of three (3) years. The said Board of Trustees and their successors may remove any member of the Board as provided by the By-Laws of this corporation, except, however- Mary McLeod Bethune shall be and she is hereby made a life member of said Board of Trustees.

### **ARTICLE IV.**

#### **TIME OF EXISTENCE**

This corporation shall have perpetual existence.

### **ARTICLE V.**

The name and places of residence of the original subscribers to the amended charter of this corporation on March 4, 1931, are as follows:

Mary McLeod Bethune	631 Pearl Street Daytona Beach, Florida
W. S. Snead	915 North Halifax Drive Daytona Beach, Florida
Ralph Long	110 North Peninsula Drive Daytona Beach, Florida
Dr. D. H. Rutter	121 North Grandview Ave. Daytona Beach, Florida
Dr. T. A. Adams	560 Second Avenue Daytona Beach, Florida

#### ARTICLE VI.

The affairs of this corporation shall be managed by a Board of Trustees, subject to the rules and regulations of the Board of Education of the Methodist Church, a Tennessee corporation, or its successor and subject to the Discipline of the Methodist Church. The said Board of Trustees shall be composed of not less than twenty-four (24) nor more than forty-eight (48) members. All vacancies on the said Board of Trustees shall be filled on nomination and election by the Board of Trustees. The officers of the Board of Trustees shall consist of a Chairman, a First Vice-Chairman, A Second Vice-Chairman, a Secretary, a Recording Secretary and a Treasurer, to be elected by a majority vote of the members present, provided that quorum is present, at the Annual Meeting of said Board. The Secretary of the said Board of Trustees may or may not be a member of the Board. Twelve (12) members of the Board of Trustees either in person or by proxy shall be necessary to constitute a quorum.

#### ARTICLE VII.

##### BY-LAWS

The By-Laws of this corporation shall be made,



adopted, amended, altered and rescinded by a two-thirds of the membership present, provided that there is a quorum, as hereinabove set forth, present.

## **ARTICLE VIII**

### **AMENDMENT TO THE ARTICLE OF INCORPORATION**

The Article of Incorporation may be amended by a proposal of the Board of Trustees duly adopted by the majority of such Trustees and approved by a two-thirds vote of the membership present at any meeting at which a quorum, as hereinabove set forth, is present.

## **ARTICLE IX**

### **DISSOLUTION**

This corporation may be dissolved in accordance with Chapter 617 of the Florida Statutes. In the event of dissolution of the corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the properties and assets of the corporation shall be distributed to such non-profit educational and charitable organizations as may be selected by the Board of Trustees of the corporation, so that the properties and assets of the corporation shall, in that event, be used for and devoted to the purposes of the moral, physical, spiritual, industrial and intellectual education and advancement of mankind; and in no event shall any of the properties or assets of this corporation, or the proceeds of any of said properties or assets, be distributed to or inure to the benefit of any member, trustee, or individual. In the event that, upon dissolution, the Board of Trustees of the corporation is unable to agree upon the manner of distribution, or the organizations to receive, the properties and assets of the corporation, the distribution of the properties and assets and the recipients thereof, shall be determined by the Circuit Court of the Seventh Judicial Circuit of Volusia County, Florida.

**BY- LAWS OF THE CHARTER OF  
BETHUNE-COOKMAN COLLEGE**

**ARTICLE I**

**MEETINGS OF TRUSTEES**

Section 1:

The Board of Trustees shall hold two (2) regular meetings in each year, one between October 1, and December 31—the other between March 1, and June 30. The latter shall be the Annual Meeting. The precise date of each meeting shall be fixed either by the Board of Trustees, itself, at a preceding meeting, or by the Executive Committee, and a minimum of thirty (30) days advance notice in writing of the date fixed for each regular meeting shall be given to each member of the Board.

Section 2:

In the event of an emergency, a special meeting of the Board of Trustees may be called by the Executive Committee, or the Chairman of the Board of Trustees. Each member of the Board shall be notified of the special meeting by registered letters, return receipt or by telegram. Notice shall be deemed given on the day of mailing or telegraphing.

Section 3:

At all meetings, whether regular or special, not less than twelve (12) members of the Board of Trustees shall constitute a quorum, but a less number may adjourn any meeting to another day. All meetings shall be held in the City of Daytona Beach, Volusia County, Florida, except as set by the Board of Trustees, or by the Ex-

cutive Committee. Every notice of meeting shall specify the place of the meeting and the hour at which it will begin.

## ARTICLE II

### ORDER OF BUSINESS

At all meetings of the Board of Trustees, the order of business shall include the following items:

1. Devotion
2. Roll Call
3. Approval of Minutes of Preceding Meeting
4. Approval of Minutes of Preceding Meetings of Executive Committee
5. Report of the President on the State of the College
6. Report of Women's Advisory Board
7. Report of Standing Committees
8. Special Reports
9. Report of Special Committees
10. Unfinished Business
11. New Business

This order may be changed by a vote of the majority of members present: unless otherwise provided, Roberts Rules of Order (latest revision) shall be the guide and authority when applicable in all matters of parliamentary law arising at meetings of the Board of Trustees.

## ARTICLE III

### OFFICERS OF THE BOARD OF TRUSTEES

#### Section 1:

- A. The Officers of the Board shall be:
  1. Chairman
  2. Two Vice Chairmen

3. Secretary
4. Recording Secretary (who may or may not be a member of the Board)

- B. They shall be elected at each Annual Meeting of the Board
- C. The Chairman:

The Chairman shall preside at the meetings of the Board. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed; and in general shall perform all duties as may be prescribed by the Board of Trustees from time to time. The Chairman shall be ex-officio a member of all Standing Committees, with power to vote.

- D. The Vice Chairmen:

In the absence of the Chairman or in the event of his death, or inability or refusal to act, the Vice-Chairmen in the order designated at the time of their election shall perform the duties of the Chairman, and when so acting, shall have all the power of and be subject to all the restrictions upon the Chairman. The Vice-Chairmen shall perform such other duties as from time to time may be assigned to them by the Chairman or by the Board of Trustees.

- E. The Secretary:

The Secretary shall send out written notice of meetings as prescribed by these By-Laws. He shall send with the notice of each stated or special meeting, an agenda of the business which will come before the meeting.

He shall keep the Minutes of the Board and

shall transmit properly after each meeting to the appropriate officers, clerks, Chairmen of committees, etcetera, all papers, matters and resolutions that are referred to them. He shall be custodian of the Minutes and records of the Board and of such copies of Minutes of Committees as may be prescribed later. He shall arrange, with the approval of the Chairman and the President, for the maintenance and safe keeping of the corporate correspondence and records of the College.

F. The Recording Secretary:

The Recording Secretary shall have such powers and perform such duties as may be assigned to him by the Board of Trustees or by the Executive Committee or as may be delegated to him by the Secretary.

G. The Treasurer:

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as The Board of Trustees may select; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Trustees.

H. The Board of Trustees of Bethune-Cookman College shall consist of a minimum of twenty-four (24) and a maximum of forty-eight (48). Membership shall be divided into three classes—one third of whom shall be elected annually. Vacan-

cies in any class may be filled at each annual meeting.

1. Any Trustee who shall absent himself from three successive stated meetings of the Board, shall be automatically dropped.

## ARTICLE IV

### EXECUTIVE COMMITTEE

#### Section 1:

The Board of Trustees at its Annual Meeting shall elect an Executive Committee to be composed of twelve trustees, of whom the Chairman of the Board and the First Vice Chairman shall be ex-officio members. The Board at its Annual Meeting shall elect the members of the Executive Committee and its officers.

#### Section 2:

In the event of the absence of any member of the Executive Committee from any meeting, the absentee may designate one of the other trustees to act in his place, provided such trustee designated shall, upon joining the meeting, be a member of the Executive Committee for such meeting with the same effect as if he had been a member of said committee by the Board of Trustees in the first instance.

#### Section 3:

The Executive Committee shall derive its authority from the Board of Trustees and shall transact such business in intervals between meetings of the Board of trustees as delegated to it. A majority of the Executive Committee shall constitute a quorum. The Executive Committee shall keep regular minutes of its proceedings, and all actions of the Executive Committee shall be reported to the Board of Trustees by mail immediately

following such meetings, and a summary report shall be made at the general meeting of the Board.

**Section 4:**

The Executive Committee shall set its own order of business.

**Section 5:**

- A. The Executive Committee shall meet at least once each in the months of September, December, February, May and July, said meetings being called by the Chairman and in his absence the next in order.
- B. An emergency meeting may be called at the the discretion of the Chairman or by a majority of the members of the committee, or the President, with proper notice to all members.

## **ARTICLE V**

### **THE PRESIDENT**

The Board of Trustees shall select a President of the College, who shall operate the College as their representative and report to them as they may require. The President of the College shall nominate such other personnel in administration and faculty members, as may be necessary to the successful operation of the College, for approval by the Board of Trustees. He shall be ex-officio member of the Board and all committees of the institution.

## **ARTICLE VI**

### **STANDING COMMITTEES**

The Executive Committee upon the recommendation of the President shall appoint such committees as may

seem advisable from time to time under the general guidance and jurisdiction of the Board. Their function shall be such as ordinarily belongs to such committees.

## **ARTICLE VII**

### **HONORARY TRUSTEES**

The Board of Trustees may, from time to time, elect Honorary Trustees, not to exceed five (5) in number at any time, to serve with the Board. Honorary Trustees shall not be entitled to vote. Selection of Honorary Trustees shall be based upon well established interest in, or service to, the College.

## **ARTICLE VIII**

### **TRUSTEE EMERITUS**

#### Section 1:

The Trustees may from time to time elect to be Trustee Emeritus any member of the Board who has served with distinction for a period of not less than three years. A Trustee Emeritus shall be entitled to attend all meetings of the Board without vote.

## **ARTICLE IX**

### **ASSOCIATE TRUSTEES**

#### Section 1:

There shall be selected a group of men or women from among the friends and Alumni of Bethune-Cookman College, who by virtue of their great interest, evidenced by actual service in the past, shall become Associates of the College. These Associates shall meet not less than once a year as guests of the College. Upon recommendation of the Chairman of the Board, the President and three other members selected from the Board, there



shall be elected from among these Associates a Chairman, Vice Chairman and Secretary. The chief function of these Associates shall be to promote the Educational, Religious, and Financial interest of the College in every possible way.

## ARTICLE X

### WOMEN'S ADVISORY BOARD

#### Section 1:

There shall be a Women's Advisory Board of five or more members, who shall promote the interest of the College to the best of their ability, and report to the Board of Trustees annually the results of their activities. The members of this Board shall be nominated by the respective members of the present Board and elected by this Board according to their own rules and regulations.

## ARTICLE XI

### AMENDMENTS

#### Section 1:

These By-Laws may be amended or repealed at a stated meeting or special meeting by a two third vote of the Board members present, provided that there is a quorum, and provided notices of the substance of the proposed amendment or repeal has been submitted in writing to the Secretary of the Board at least thirty days in advance of a regular or special meeting and through him to the Trustees in their regular notice of meeting.

## ARTICLE XII

### REPEAL OF FORMER BY-LAWS

#### Section 1:

All former By-Laws are hereby repealed.

J. W. E. Bowen, Chairman  
Board of Trustees

John Branscomb, First Vice-Chairman  
Board of Trustees

Lee Nichols, Second Vice-Chairman  
Board of Trustees

O. Alton Murphy, Secretary  
Board of Trustees

D. H. Rutter, Treasurer  
Board of Trustees

Richard V. Moore, President  
Bethune-Cookman College

Bessie F. Bailey, Recording Secretary  
Board of Trustees



