

THE 1782 CHARTER OF
WASHINGTON COLLEGE
OF
CHESTERTOWN, MARYLAND

AS REPEALED AND RE-ENACTED BY THE GENERAL ASSEMBLY OF MARYLAND AS
CHAPTER 594 OF THE LAWS OF MARYLAND
EFFECTIVE JULY 1, 1986

AN ACT concerning Washington College - Charter

FOR the purpose of altering certain provisions of the Charter of Washington College relating to meetings of the Board of Visitors and Governors; redefining what constitutes a quorum; specifying what members of the Board may sign diplomas; making certain stylistic and technical changes; and generally relating to the Charter of Washington College.

WHEREAS, Institutions for the liberal education of youth in the principles of virtue, knowledge and useful literature, are of the highest benefit to society, in order to raise up and perpetuate a succession of honest men and women, for discharging the various offices and duties of the community, both civil and religious, with usefulness and reputation, and such institutions of learning have accordingly merited and received the attention and encouragement of the wisest and best regulated states; and

WHEREAS, The Visitors of Kent County School in the town of Chester represented to the General Assembly of the year 1782, that if they were made capable in law of erecting the said school into a college or general seminary of learning for the eastern shore or peninsula between the bays of Chesapeake and Delaware (maintaining the original design of said school as a foundation not to be violated), very considerable sums of money could be raised in a few years, within the said peninsula, by free and voluntary contributions, for the establishment and support of such seminary, and prayed that a law be passed to enable them, the said Visitors, to enlarge and improve said school into a college, or place of universal learning; and

WHEREAS, It was then enacted by the General Assembly of Maryland, that the Visitors of Kent County School, and their successors, should have full power and authority to erect the said school into a college or seminary of universal learning, to bear the name of "The Visitors and Governors of Washington College in the State of Maryland", in honorable and perpetual memory of His Excellency, General Washington, the illustrious and virtuous Commander-in-Chief of the Armies of the United States; and

WHEREAS, The present Visitors and Governors of said College deem it desirable to eliminate from said original Charter, as heretofore amended, certain obsolete and unnecessary nomenclature and provisions therein contained, and to make certain other amendments thereto, consistent with present requirements and conditions, while retaining so much of the original Charter as is practical; now, therefore,

SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF MARYLAND, That the Charter of Washington College and all amendments thereto as, the same were enacted by Chapter 8 of the Acts of the April 1 Session of 1782, Chapter 121 of the Acts of 1922, Chapter 44 of the Acts of 1953, and Chapter 401 of the Acts of 1959, be and it is hereby repealed, and that a new Charter, to stand in the place and stead of the Charter so repealed be and it is hereby enacted, to read as follows:

CHARTER OF WASHINGTON COLLEGE

I. The present Visitors and Governors of Washington College in the State of Maryland, and their successors, shall have full power and authority to continue to operate, enlarge and improve the said College under the corporate name of "Washington College."

II. (a) The governing body or board of said College shall consist of not more than 37 Visitors and Governors 12 of whom shall be elected by the Alumni of the College; 12 of whom shall be appointed by the Governor of the State of Maryland; 12 (or any lesser number) of whom shall be elected by the Board of Visitors and Governors, and these 36 (or any lesser number, if the Board, in the exercise of its discretion, shall elect less than 12), or a quorum thereof, shall elect a President of the College, who shall, by virtue of his office, be a member of the Visitors and Governors.

(b) Of the twelve (12) members appointed by the Governor; and the twelve (12) members elected by the Alumni; and the twelve (12) or any lesser number, elected by the Visitors and Governors all shall be chosen without regard to their place of residence.

(c) The terms of office of the members of the Visitors and Governors shall be six (6) years, and not more than two (2) members shall be elected or reelected by either the Alumni or Board of Visitors and Governors for full terms in any college year, nor shall more than two (2) members be appointed by the Governor for full terms in any college year.

(d) Within thirty days after the occurrence of a vacancy of said members of Visitors and Governors, by death, resignation, removal, disqualification or expiration of the term of office of a member, a notice thereof shall be sent by said Visitors and Governors to the Governor or the Alumni Association, depending upon whether said vacancy is to be filled by appointment of the Governor or the election of the Alumni and should the Governor or the Alumni fail to appoint or elect, as the case may be, a successor to fill said vacancy within six months after receipt of said notice, then the Visitors and Governors shall proceed to fill said vacancy for the unexpired term; and vacancies among the members elected by the Board shall be filled for the unexpired term by election of the Board in the same manner as is provided for their original election.

(e) Any graduate of Washington College and any student who left the college in good standing after having completed sufficient work to entitle him or her to a sophomore or senior normal rating shall be qualified to participate in all elections conducted by the Alumni Association of Washington College and to serve as alumni-elected members of the Visitors and Governors of said College; provided that no ex-student shall be entitled to participate in said election until after the class to which he or she belongs shall have been graduated.

III. The said Visitors and Governors, and their successors, shall be able and capable in law to purchase, have and enjoy, to them and their successors, in fee, or for any other lesser estate or estates, any lands, tenements, rents, annuities, pensions, or other hereditaments, within this state, by gift, grant, bargain, sale, alienation, enfeoffment, release, confirmation or devise, of any person or persons, bodies politic or corporate, capable to make the same; and such lands, tenements, rents, annuities, pensions or other hereditaments, or any lesser estates, rights of interests, of or in the same, including the estate of the said Kent County School, at their pleasure to grant, alien, sell or transfer, in such manner and form as they shall think meet and convenient for the furtherance of said College and also that manner or portion, of goods and chattels, that shall be given, sold or bequeathed, to them by any person or persons, bodies politic or corporate, capable to make a gift, sale or bequest thereof, and employ the same towards erecting, setting up and maintaining, the said college, in such manner as they shall judge most necessary and convenient for the instruction, improvement and education of youth, in the vernacular and learned languages, and generally in any kind of literature, arts, and sciences, which they think proper to be taught, for training of good, useful and accomplished men and women, for the service of their country in church and state, and youth of all religious denominations and persuasions shall be freely and liberally admitted to equal privileges and advantages of education, and to all the literary honors of the college, according to their merit, and the standing rules of the seminary, without requiring or enforcing any religious or civil test whatsoever upon any student, scholar or member of the said college, in schools and seminaries of learning in general; nor shall any preference be given in the choice of any visitor and governor of the said college or of the president, administrative officers, professors or officers of instruction, on account of his religious persuasions, but merely on account of his literary and other qualifications to fill the place for which he is chosen.

IV. The said Visitors and Governors, and their successors, shall have full power and authority to have, make and use, one common and public seal, and likewise one privy seal, with devices and inscriptions as they shall think proper; and to ascertain, fix and regulate the use of both seals, by their own laws, and the same seals, or either of them, to change, break, alter, and renew, at their pleasure.

V. The said Visitors and Governors, and their successors, from time to time, shall have power and authority to constitute and appoint, in such manner as they shall think best and most convenient, a president, such administrative officers as may be deemed necessary, professors and other officers of instruction, for instructing the students and scholars of the said seminary in all the liberal arts and sciences; and the said president and professors so constituted and appointed from time to time shall be known and distinguished forever by the name of the president and faculty of Washington College, and by that name shall be capable of exercising such powers and authorities as the Visitors and Governors of said college, and their successors, shall by their ordinances think necessary to delegate to them, for the instruction, discipline and government of the said seminary and of all the students and scholars belonging to the same.

VI. The said Visitors and Governors, and their successors, shall meet at least four times a year, in stated quarterly meetings, between July 1 of each year and June 30 of the next year, to be known as the College Year, the last meeting of which shall be the Annual Meeting. Meeting dates shall be appointed by their own ordinances, and at such times as their said ordinances may direct, in order that they may hear and determine upon all matters touching the discipline of the seminary and the good and wholesome

execution of their ordinances; provided there is present a quorum consisting of a majority of the current board members.

VII. The said Visitors and Governors may appoint an executive committee consisting of not less than nine (9) members, who shall, between the meetings of the Board, possess and exercise all of the power of the Board except as limited by the general corporation laws of this State.

VIII. For animating and encouraging students of said college to a laudable diligence, industry and progress, in useful literature and science, the Visitors and Governors, and their successors, shall by a written mandate under their privy seal, and the hand of some one of the Visitors and Governors to be chosen annually as their chairman according to the ordinance to be made for that purpose, have full power and authority to direct the president and the officers of instruction to hold public commencements, either on stated annual days, or occasionally, as future ordinances of the said seminary may direct; and at such commencements to admit any of the students of the said college, or any other persons meriting the same, (whose names shall be severally inserted in the said mandate) to any degree or degrees in any of the faculties, arts and sciences, and liberal professions, to which persons are usually admitted in other colleges or universities in America or Europe; and it is hereby enacted, that the president, or in the case of his death or absence the next ranking academic officer of the college, shall make out and sign with his name, diplomas or certificates of the admission to such degree or degrees, which shall be sealed with the public or greater seal of the said corporation or college, and delivered to the graduates as honorable and perpetual testimonials of such admission; which diplomas, if thought necessary, for doing greater honor to such graduates, shall also be signed with the names of the different professors and members of the Board of Visitors and Governors, or as many of them as can conveniently sign them.

IX. No student or students within the said College shall ever be admitted to any such degree until such student or students have duly fulfilled all the requirements for such degree or degrees, as established by the faculty of the college with the approval of the Visitors and Governors.

X. The ordinances which shall be from time to time made by the Visitors and Governors of the said College, and their successors, with an account of their other proceedings, and of the management of the estate and monies committed to their trust, shall, when required be laid before the General Assembly of Maryland, for inspection and examination, but in case at any time hereafter, through oversight, or otherwise through misapprehensions and mistakes, constructions of the powers, liberties, franchises, in this charter or act of incorporation granted or intended to be granted, any ordinance should be made by the said Visitors and Governors of said corporation, or matters done and transacted by the corporation, contrary to the tenor hereof, it is enacted, that although all such ordinances, acts and doings, shall be null and void, yet they shall not however, in any court or by the General Assembly, be deemed, taken, interpreted or adjudged into an avoidance or forfeiture of this charter and act of incorporation, but the same shall be and remain unhurt inviolate and entire, unto the said corporation in perpetual succession; and all its acts conformable to the powers, true intent and meaning hereof shall be and remain in full force and validity, the nullity and avoidance of such illegal acts to the contrary notwithstanding.

XI. The said Visitors and Governors, and their successors, shall have all the general powers granted to corporations under the Public General Laws of the State of Maryland, and this charter and act of incorporation and all ordinances adopted by the Visitors and Governors, and every part thereof, shall be good and available in all things in the law, according to the true intent and meaning thereof, and shall be construed, reputed and adjudged, in all cases, most favorably on the behalf and for the best benefit and behoof of said Visitors and Governors, and their successors, so as most effectually to answer the valuable ends of this act of incorporation, towards the general advancement and promotion of useful knowledge, science and virtue.

SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effective July 1, 1986.

Approved May 13, 1986.

Note: There have been no further amendments as of July 1, 1998.