

Special Meeting of  
The Board of Governors of  
THE YOUNGSTOWN COLLEGE

Tuesday, January 11, 1944

Pursuant to the foregoing notice, a special meeting of the Board of Governors of The Youngstown College was held in the Manchester Room of the Y. M. C. A. building, 17 North Champion Street, on Tuesday, January 11, 1944, at 5:00 P.M., which was immediately following the adjournment of the special meeting of members of The Youngstown College.

The following members of the Board of Governors were present:

J. C. Argetsinger  
J. C. Barrett  
J. E. Bennett  
W. E. Bliss  
S. J. Collins  
Paul B. Davies  
Oscar F. Gayton  
R. L. Leventry  
William F. Maag  
H. W. Manchester  
W. C. McKain

Russell McKay  
T. Murray, Jr.  
Franklin E. Powers  
Frank Purnell  
C. S. Robinson  
J. R. Rowland  
Dr. J. E. Smith  
James L. Wick, Jr.  
V. J. Wilson  
Knowles Wyatt

President Howard Jones was also present.

Mr. James L. Wick, Jr., Chairman of the Board of Governors presided and informed the Board of Governors that the members of The Youngstown College had amended paragraphs 5 and 6 of the Articles of Incorporation of The Youngstown College and had amended the regulations and By-Laws of The Youngstown College and that an approval and ratification of such amendments would be in order.

Thereupon, Mr. Walter McKain moved the adoption of the following resolution:

"RESOLVED that the Amendments to Paragraphs 5 and 6 of the Articles of Incorporation and the amendments to the Regulations and By-Laws of The Youngstown College, adopted this day by vote of the members of Youngstown College, be and they are hereby ratified and approved."

The motion was seconded by Mr. V. J. Wilson and was carried by the unanimous vote of the members present at the meeting.

Mr. Wick informed the Board that the terms of the proposed conveyance of real estate had been approved by the Board of Trustees of The Young Men's Christian Association and that such proposed terms should be considered by this Board prior to seeking approval thereof by the Common Pleas Court of Mahoning County.

Thereupon, Mr. Walter McKain moved the adoption of the following Resolution:

"RESOLVED that the terms and conditions of the proposed conveyance of real estate from the Young Men's Christian Association to the Youngstown College, as set forth in the proposed deed, a copy of which is hereto attached, and which has been approved by resolution of the Trustees of the Young Men's Christian Association of Youngstown, be and the same are hereby approved; and be it further resolved that the officers of the Youngstown College be and they hereby are authorized and directed to accept conveyance of title to the real estate described in such deed upon the terms and conditions proposed."

The motion was seconded by Mr. C. S. Robinson and after discussion of the deed referred to was carried by unanimous vote of all members of the board who were present.

Mr. Wick stated that complete control had now passed to this board and that he felt very humble, and he offered the following prayer:

"Our Father - God:- We humbly thank you for what has come to pass in the corporate set up of our Youngstown College.

"We recognize the responsibilities and difficulties that lie ahead and while we humbly acknowledge our limitations we commit our way unto you and look to you for guidance.

"We trust that the accomplishments of our College and of those related to it will be to thine honor and glory and to the enrichment of the lives of our young people.

"In thy name we ask this. Amen."

The minutes of the meetings of the Executive Committee held on December 22, 1943, and on January 7, 1944, were reviewed by the Secretary.

Mr. Wick stated that about \$156,000.00 was held by Mr. Carl Ullman, in "The Youngstown College Expansion Fund" and that Mr. Ullman had suggested the advisability of investing such fund in interest bearing securities. Upon motion by Mr. Gayton, seconded by Mr. Wilson, and unanimously carried, it was

"RESOLVED that the Chairman of the Board, The two Vice Chairmen and the President of the College be and they are hereby appointed as a committee with discretionary authority to determine in what securities the Youngstown College Expansion Fund should be invested; and that the Treasurer of such fund be and he is hereby authorized and directed to make such investments or reinvestments of said fund as are approved by said committee."

Upon motion by Mr. Wilson, seconded by Mr. Maag and unanimously carried,  
it was,

"RESOLVED that the President be authorized to open one or more checking accounts in the name of 'The Youngstown College', to endorse checks and to deposit funds in such checking account and further that the banks in which such funds are deposited be and they are hereby authorized to honor checks and drafts drawn upon such accounts when signed by the President and countersigned by the Chairman of the Board, or a Vice Chairman of the Board."

Upon motion by Mr. Argetsinger, seconded by Mr. Gayton and unanimously carried, the appreciation of this Board for the cooperation of the officers of the Young Men's Christian Association, especially that of Mr. McKay and Mr. Davies, was expressed. Mr. McKay and Mr. Davies each expressed their appreciation of such action by the board.

There being no further business to come before the meeting, it was duly adjourned.

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Hugh W. Manchester, Secretary

APPROVED:

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James L. Wick, Jr., Chairman  
Board of Governors

CODE OF REGULATIONS AND BY-LAWS OF

THE YOUNGSTOWN COLLEGE

I. The annual meeting of the trustees of the corporation for the election of officers and the transaction of such other business as may be lawfully before the meeting shall be held on the third Monday of March of each year.

II. SPECIAL MEETINGS. Special meetings of the trustees of the corporation may be held on the call of the Chairman of the Board of Trustees, or upon the written request of five of the trustees of the corporation. At least three (3) days previous to a meeting of the trustees of the corporation, written notice shall be mailed or delivered to each trustee. At any meeting of the trustees of the corporation, ten (10) shall constitute a quorum.

III. BOARD OF TRUSTEES. The powers and affairs of the corporation shall be exercised and administered by the board of trustees. Said board, on which there are now 32 trustees serving, shall be reduced to 29 trustees in the year 1944, to 27 trustees in the year 1945, and to 25 trustees in the year 1946, after which time it shall consist of 25 trustees. At all times hereafter at least a majority of the trustees shall be persons who are also acting at the time of their election as trustees of the Youngstown College either as trustees or as general secretary of the Young Men's Christian Association of Youngstown, Ohio. The general secretary of the Young Men's Christian Association of Youngstown, Ohio, during his term as such general secretary shall be ex-officio a member of the board of trustees of Youngstown College. In 1944, eight trustees shall be elected, four for terms of three years each and four for terms of four years each; in 1945, eight trustees shall be elected, four for terms of four years each and four for terms of five years each; in 1946, eight trustees shall be elected, four for terms of five years each and four for terms of six years each. Thereafter four trustees shall be elected annually for terms of six years each. Any vacancy in the board of trustees caused by death, resignations, or otherwise, shall be filled by the trustees of the corporation.

IV. MEETINGS OF TRUSTEES. Regular meetings of the Board of Trustees shall be held on the third Monday of March and the first Monday of June and the third Monday of October of each year. Special Meetings of the Board of Trustees may be held on the call of the Chairman of the Board or of five of the Trustees. At least three days previous to a meeting of the Board written notice shall be mailed or delivered to each member thereof.

V. OFFICERS. The officers of the corporation shall be a Chairman of the Board of Trustees, one or more Vice Chairmen, a President, a Secretary, a Treasurer and such other officers as the Trustees may from time to time elect. All officers shall be chosen by the Trustees, annually, at their regular annual meeting and shall hold office until their successors are elected. The Chairman and Vice Chairmen shall be elected from the Trustees of the corporation.

The President of the College shall be elected by the Board of Trustees. He shall be the chief administrative officer of the College and shall have general supervision and direction of all divisions and departments within the

College. He shall be the official medium of communication between the Board of Trustees and the officers of administration, the faculties and the students.

The Chairman of the Board of Trustees shall preside at meetings of the corporation, of the Board of Trustees, and of the Executive Committee, and shall perform the duties usually incident to such office. The Chairman shall appoint annually such committees as may be established by the Board of Trustees, and shall also appoint such special committees as may be deemed necessary.

The Treasurer shall receive and have charge of all moneys and funds of Youngstown College and shall perform all duties usually incident to the office of Treasurer.

The Secretary shall make and preserve minutes of all meetings of the corporation and of the Board of Trustees, shall be custodian of all records of the corporation, and shall send out all notices required by the regulations or by-laws of the corporation or of the Board.

VI. EXECUTIVE COMMITTEE. The Chairman of Board of Trustees shall appoint from the Board of Trustees an Executive Committee of not less than 7 nor more than 12 members, one of whom shall be the person who is serving as general secretary of the Young Men's Christian Association of Youngstown, and another of whom shall be the President of the Young Men's Christian Association of Youngstown, if such person is then serving as a trustee of Youngstown College. To the Executive Committee shall be delegated the general power of administration of all matters occurring between meetings of the Board of Trustees.

VII. AMENDMENTS. These regulations or the Articles of Incorporation may be amended, repealed, or supplemented by the assent of a majority of the Trustees of the corporation, notice of the proposed change having been incorporated in the notice of the meeting.

Said motion was seconded by Mr. J. C. Argetsinger and was carried by the unanimous vote of all members present at the meeting.

The Chairman declared that the Articles of Incorporation and Code of Regulations and By-Laws were duly amended.

There being no further business to come before the meeting of members, the same was duly adjourned upon motion by Mr. Johnson, seconded by Mr. Leventy and duly carried.

Hugh W. Manchester, Secretary

APPROVED:

James L. Wick, Jr., Chairman  
Board of Governors