

# State of Tennessee



## Department of State

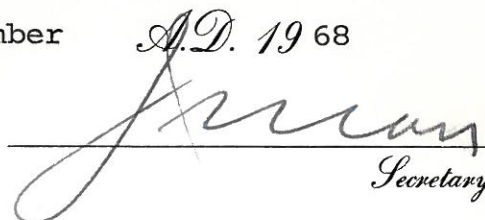
I, **Joe C. Carr**, Secretary of State of the State of Tennessee, do hereby certify that the annexed Instrument with Certificate of Acknowledgment was filed in my office and recorded on the 18th day of September 19 68

IN CORPORATION RECORD BOOK VOLUME 0-27, PAGE 1638

In Testimony Whereof, I have hereunto subscribed my Official Signature and by order of the Governor affixed the Great Seal of the State of Tennessee at the Department in the City of Nashville, this 18th day of



September A.D. 19 68

  
Secretary of State.

GENERAL WELFARE

## STATE OF TENNESSEE

*Charter of Incorporation*

Be It Known, That Whitworth Stokes, Jr., Norman Parks, Lewis Sinclair,  
Mrs. Ruby Bishop, and Thomas Baker,

are hereby constituted a body politic and corporate, by the name of and style of ACLU of  
Tennessee, Inc.

for the purpose of 1. consolidating the affairs and activities of the  
previously existing East Tennessee Civil Liberties Union, Inc. and  
Middle Tennessee Civil Liberties Union, Inc., and continuing the  
previous operations of said coporations.

2. To also absorb at a future time, if agreed to by  
the membership and/or Board of Directors of both corporations, to  
assume and continue the operations of the West Tennessee Civil  
Liberties, Inc., a Tennessee corporation.

3. To affiliate itself with the American Civil Liberties  
Union, a corporation with headquarters in New York, New York, and to  
conform to all regulations and requirements of said American Civil  
Liberties Union and to do all things impowered to do so by virtue of  
said affiliation.

4. To cooperate and work with any and all agencies or  
groups having the same or related purposes as those here instated.

5. To buy and sell property, receive and disburse  
funds, and do all things incident to the essential operation of this  
corporation.

The general powers of said corporation shall be: (1) To sue and be sued by the corporate name. (2) To have and use a common seal, which it may alter at pleasure; if no common seal, then the signature of the name of the corporation, by any duly authorized officer, shall be legal and binding. (3) Any corporation chartered under the laws of Tennessee for religious, charitable, educational, missionary, or other eleemosynary purposes, and not for profit, shall have the power to receive property, real, personal or mixed, by purchase, gift, devise, or bequest, sell the same and apply the proceeds toward the promotion of the objects for which it is created, or hold any such property and apply the income and profits towards such objects. Unless otherwise specifically directed in the trust instrument by which any real or personal property, money, or other funds, are given, granted, conveyed, bequeathed, devised to, or otherwise vested in, corporations formed for religious, educational, scientific, or other charitable purposes, the directors, the governing board, or the authorized finance committee thereof, when authorized by the corporation, shall have power to invest funds thus received, or the proceeds of any property thus received, in such investments as in the honest exercise of their judgment they may, after investigation, determine to be safe and proper investments, and to retain any investments heretofore so made. (4) Any corporation heretofore chartered for any of the foregoing purposes, desiring to avail itself of these powers, shall submit the question to its directors or trustees at any regular meeting, or special meeting, called for the purpose, or to any regular or special meeting of its executive committee, and if a majority of said directors, trustees, or executive committee vote in favor of applying for the amendment, it may then proceed in usual course to file an amendment to its charter. (5) To establish by-laws, and make all rules and regulations not inconsistent with the laws and constitution, deemed expedient for the management of corporate affairs. (6) To appoint such subordinate officers and agents, in addition to a president and secretary, or treasurer, as the business of the corporation may require. (7) To designate the name of the office, and fix the compensation of the officer. (8) To borrow money to be used in payment of property bought by it, and for erecting buildings, making improvements, and for other purposes germane to the objects of its creation, and secure the repayment of the money thus borrowed by mortgage, pledge, or deed of trust, upon such property, real, personal, or mixed, as may be owned by it; and it may, in like manner, secure by mortgage, pledge, or deed of trust, any existing indebtedness which it may have lawfully contracted.

The said five or more incorporators shall, within a convenient time after the registration of this charter, elect from their number a president, secretary, and treasurer, or the last two officers may be combined into one, said officers and the other incorporators to constitute the first board of directors. Any corporation not for profit may increase its directors or trustees to a number not more than one hundred, by due and proper amendment to its by-laws, unless otherwise specifically provided. In all elections each member to be entitled to one vote, either in person or by proxy, and the result to be determined by a majority of the votes cast. Due notice of any election must be given by advertisement in a newspaper, personal notice to the members, or a day stated on the minutes of the board one month preceding the election. The term of officers may be fixed by the by-laws, the said term not, however, to exceed three years. All officers hold office until their successors are duly elected and qualified.

The general welfare of society, not individual profit, is the object for which this charter is granted, and the members are not stockholders in the legal sense of the term, and no dividends or profits shall be divided among the members.

The board of directors shall keep a record of all their proceedings, which shall be at all times subject to the inspection of any member. The corporation may establish branches in any other County in the State.

The members may, at any time, voluntarily dissolve the corporation by a conveyance of its assets and property to the State of Tennessee, any County or municipality of the State, or to any other corporation holding a charter from the State for purposes not of individual profit, first providing for corporate debts; provided, that assets and property so conveyed shall be used by the grantee for purposes similar to those of the conveying corporation.

Whenever there has been no meeting of the members for a period of five years or more, and because of the death of members or the condition of the corporate records it is impossible to notify a sufficient number of members to constitute a quorum, notice of a meeting of the members may be made by publication in some newspaper in the County where such corporation has its principal location, at least thirty days before such meeting shall be held. The members attending such meeting shall be deemed to constitute a quorum for the purposes of electing directors or trustees, and authorizing such directors or trustees to dissolve the corporation and convey its property and assets in accordance with this section.

The charter is subject to modification and amendment; and in case said modification or amendment is not accepted, corporate business is to cease, and the assets and property, after payment of debts, are to be conveyed, as aforesaid, to some other corporation holding a charter for purposes not connected with individual profit. Acquiescence in any modification, thus declared, shall be determined in a meeting of the members especially called for that purpose, and only those voting in favor of the modification shall thereafter compose the corporation.

The means, assets, income, or other property of the corporation shall not be employed, directly or indirectly, for any other purpose whatever than to accomplish the legitimate objects of its creation, and by no implication shall it engage in any kind of trading operation, nor hold any more real estate than is necessary for its legitimate purposes.

Expulsion shall be the only remedy for the nonpayment of dues by the members, and there shall be no individual liability against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

We, the undersigned, the incorporators above mentioned, hereby apply to the State of Tennessee for a charter of incorporation for the purposes declared in the foregoing instrument.

Witness our hands this, the 4th day of September, 1968

Whitworth Stokes, Jr.  
Norman L. Parks  
Lewis S. Sinclair  
Ruby Bishop  
C. T. Baker, Jr.

SUBSCRIBING WITNESS:

STATE OF TENNESSEE, COUNTY OF Davidson

Personally appeared before me GEORGE F. ARRETT

(Clerk of the County Court or Notary Public), the within named incorporators, Whitworth Stokes, Jr., Norman L. Parks, Lewis S. Sinclair, Ruby Bishop, and C. T. Baker, Jr.

with whom I am personally acquainted, and who acknowledged that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in Madisonville, Tennessee, this 4 day of September, 1968

[Signature]  
(Signature of County Court Clerk or Notary Public)

(If Notary Public) My commission expires 1 day of June, 1970

(Official Title) Notary Public

(Certificate of Probate for Subscribing Witness if not acknowledged by all of the Incorporators)

STATE OF TENNESSEE, COUNTY OF \_\_\_\_\_

Personally appeared before me \_\_\_\_\_

of said County, the within named \_\_\_\_\_

the subscribing witness and incorporator, with whom I am personally acquainted, and who acknowledged that he executed the within application for a Charter of Incorporation for the purposes therein

contained and expressed; the said \_\_\_\_\_, subscribing witness to the signatures subscribed to the within application, being first duly sworn, deposed and said that he is personally acquainted with the within named incorporators, \_\_\_\_\_

and they did in his presence acknowledge that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in \_\_\_\_\_, Tennessee, this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_

(Signature of County Court Clerk or Notary Public)

(If Notary Public) My commission expires \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_

(Official Title) \_\_\_\_\_