

**RESTATED CHARTER  
of the  
East Tennessee State University  
Foundation, Inc  
(A Corporation Not For Profit)**

Under Section 48-304 of the General Corporation Act Pursuant to the provisions of Section 48-304 of the Tennessee General Corporation Act, the undersigned Corporation not for profit adopts the following Restated Charter:

**TABLE OF CONTENTS**

| <b>Table of Contents</b>  |                                  |
|---------------------------|----------------------------------|
| ARTICLE I, Name           | ARTICLE X, Management            |
| ARTICLE II, Address       | ARTICLE XI, Officers             |
| ARTICLE III, Duration     | ARTICLE XII, Board of Directors  |
| ARTICLE IV, Profit Status | ARTICLE XIII, Title              |
| ARTICLE V, Purpose        | ARTICLE XIV, Executive Committee |
| ARTICLE VI, Earnings      | ARTICLE XV, Meetings             |
| ARTICLE VII, Powers       | ARTICLE XVI, Bylaws              |
| ARTICLE VIII, Members     | ARTICLE XVII, Amendments         |
| ARTICLE IX, Subscribers   | ARTICLE XVIII, Dissolution       |
| Charter Amendments        |                                  |

**PART I:**

**ARTICLE I**

The name of this corporation shall be EAST TENNESSEE STATE UNIVERSITY FOUNDATION.

**ARTICLE II**

The address of the principal office of the corporation in the State of Tennessee shall be Johnson City, County of Washington.

**ARTICLE III**

The duration of the corporation is perpetual.

**ARTICLE IV**

The corporation is not for profit.

## **ARTICLE V**

The purposes for which this corporation is organized and the general nature of the business to be transacted shall be to receive and hold by gift, bequest, devise, grant or purchase any real or personal property, and to invest and reinvest and to use and to dispose of the same for the purpose of supplementing the funds otherwise made available, for the designing, planning, development and operation of both the educational and physical facilities of the State University located at Johnson City, Tennessee; for the purpose of providing, maintaining and improving the various libraries of said University, its several colleges, schools and departments; for the purpose of providing said University, its several colleges, schools and departments with funds with which to acquire or purchase real or personal property and to pay for services and constructions; for the purpose of providing students attending said University with funds to pursue their collegiate training; and for the purpose of providing funds to carry on any proper activities of said University.

## **ARTICLE VI**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

## **ARTICLE VII**

The general powers of the corporation shall be as follows: (a) To have all powers provided by law for a corporation not for profit which

are consistent with an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1954.

(b) To sue and be sued by the corporate name.

(c) To have and use a common seal, which it may alter at pleasure.

(d) To act and perform the duties of trustee or to act in any other fiduciary capacity under any deed of trust, will, codicil, agreement, whether oral or written, or other instruments incidental to and for the purpose of carrying out any of the foregoing objects or matters and things kindred thereto.

(e) In general to do and perform all things necessary to accomplish the purposes set forth in *Article V* and to have all power necessary, needful or desirable to encourage, promote and provide with funds obtained as aforesaid additional advantage to all students attending the said University, with full power, however, in the [Board of Directors](#), to modify the conditions and regulations under which any funds received shall be spent, so as to secure the application of the funds in the best manner adapted to the conditions of the time and to the needs of said University, provided, however, that the objects of the Corporation shall at all times be among the foregoing and kindred thereto.

The objects and purposes specified in *Article V*, shall, except where otherwise expressed in this article, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of this *Restated Charter*, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

### **ARTICLE VIII**

The incorporators shall choose the original members of the Corporation, and additional members may be elected and accepted from time to time by action of the Board of Directors or by consent in writing of the members of the Board of Directors or by consent in writing of the members of the Board as then constituted, irrespective of the number then qualified or acting as Directors of the Corporation. The number of members shall be one hundred, but the Board of Directors may increase the number to a maximum of five hundred. All members of the Foundation shall be elected to eight-year terms with the exception of those who serve because of their position with the Foundation. Members may be elected to successive terms. Membership shall be independent of being, or not being, a graduate or student or former student of the University, college, or holding, or

not holding or having held, any office, position or membership in any other organization, public or private.

Each member shall be entitled to one vote at all meetings of the members of the Corporation, and may vote either personally or by proxy. One-fifth of the members of the Corporation, present in person or by proxy, shall constitute a quorum of the members for all purposes at any and all meetings.

Membership shall be personal and no membership or rights of a member shall be assigned or transferred in any manner. The membership of any person may be terminated by resignation or by action of the Board of Directors. All rights and interests of a member in the privileges and affairs of the Corporation shall cease on termination of membership.

#### **ARTICLE IX**

The names and post office addresses of the subscribers to these *Articles of the Incorporation* are as follows:

#### **ARTICLE X**

Subject to overall supervision of the Board of Directors of the Corporation, and to any special provisions of the [Bylaws](#) of the Corporation, the affairs of the Corporation are to be managed by the following officers who will be elected at the Annual Meeting of the said Board of Directors to be held at such time as may be determined by the Bylaws:

- President
- Vice President
- Secretary
- Treasurer

The offices of Secretary and Treasurer may be held concurrently by one Director. In addition, the chief financial officer of the University or his designee shall serve as Assistant Treasurer and ex-officio member of the Executive Committee.

#### **ARTICLE XI**

The names of the persons to serve as officers until the first election of officers are as follows:

#### **ARTICLE XII**

(a) The business of the Corporation shall be under the overall supervision of its Board of Directors.

(b) The first Board of Directors, who shall serve until their successors shall be appointed and qualified as provided in ensuing subparagraph c of this *ARTICLE XII* shall be as follows:

(c) The Board of Directors shall consist of not less than 15 and no more than 30 Directors elected from and by the membership of the Corporation. At the first Election the following terms with the number of Directors elected for each term shall prevail: Five Directors for a one-year term, five Directors for a two-year term, and five Directors for a three-year term. Any Director who has served two consecutive three-year terms will be ineligible to succeed himself until an interval of one year has elapsed. In addition to the Directors elected from the membership, the President of East Tennessee State University Alumni Association shall serve as a full voting member of the Board of Directors.

### **ARTICLE XIII**

The title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Charter and Bylaws of the Corporation. Any gift, bequest, devise, or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

### **ARTICLE XIV**

EXECUTIVE COMMITTEE. The Bylaws may provide for the appointment of an Executive Committee of not less than seven members of the Board of Directors and may authorize such committee to exercise all or part of the powers and authority of the Board of Directors.

### **ARTICLE XV**

MEETINGS. The meetings of said Board of Directors shall be at such time as shall be set forth in the Bylaws.

### **ARTICLE XVI**

THE BYLAWS of the Corporation shall be made, amended, or repealed by majority vote of those members of the Board of Directors of the Corporation present and voting at a meeting at which there is a quorum present.

### **ARTICLE XVII**

AMENDMENTS to these *Articles of Incorporation* shall be approved by a majority vote of the said Board of Directors present and voting at a meeting at which there is a quorum present, proposed by the said Board to the membership, approved and adopted by a majority vote

of the membership of the Corporation present and voting at a meeting at which there is a quorum present, and filed with and approved by the Secretary of State Tennessee as may be provided by law.

### ARTICLE XVIII

In the event of dissolution or final liquidation, all property, real or personal, then belonging to the Corporation shall be distributed, and after taking care of the claims of creditors and the cost of the proceeding, shall vest in East Tennessee State University at Johnson City, an agency of the State of Tennessee, and none of the property shall inure to the benefit of any officer or trustee of the Foundation. In the event East Tennessee State University ceases to exist or ceases to be an agency of the State, the residual assets of the corporation will be turned over to its successor if an agency of the State of Tennessee, or to one or more organizations which are exempt under sections 501 (c) (3) and 170(c) (2) of the Internal Revenue Code of 1954, or to the State of Tennessee for exclusive public educational purposes.

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### PART II:

1. The date the original Charter was filed by the Secretary of State was November 4, 1970.

2. The Restated Charter restates the text of the Charter as previously filed, and as amended as voted herein. All of the original Charter is deleted except designation of the name of the Corporation, and in lieu of the provisions of the original Charter, there are adopted the provisions of Article II through *Article XVIII* of Part I hereof, as was duly adopted at a meeting of the Board of Directors on the 24th day of August, 1977.

Voted this 24th day of August, 1977.

East Tennessee State University Foundation

By: (Allen Harris, Jr.)

IN WITNESS WHEREOF, EAST TENNESSEE STATE UNIVERSITY FOUNDATION, has caused these Restated Articles of Incorporation to be signed in its name by its President and its corporate seal to be affixed, attested by its Secretary, this 26th day of August, 1977.

East Tennessee State University

Foundation

By: (Allen Harris, Jr.)

Attest:

(Barbara J. Shulman)  
Secretary

**Resolution to Ammend Article X of Restated Charter Approved  
May 24, 1978**

"Subject to overall supervision of the Board of Directors of the Corporation, and to any special provisions of the Bylaws of the Corporation, the affairs of the Corporation are to be managed by the following officers who will be elected at the Semi-Annual Meeting of the said Board of Directors to be held at such time as may be determined by the Bylaws; The officers elected at said meeting will take office on January 1 following their election."

**Amended Article X of Restated Charter Approved  
May 24, 1978**

**Rescinded and Original Article X Amended and Approved  
May 8, 1986**

"The following officers will be elected at the Annual Meeting of the Board of Directors to be held at such time as may be determined by the Bylaws: President, Vice President, Secretary, Treasurer. The offices of Secretary and Treasurer may be held concurrently by one Director. Subject to overall supervision of the Board of Directors of the Corporation, and to any special provisions of the Bylaws of the Corporation, the affairs of the Corporation are to be managed by the above listed elected officers and the following university officers by virtue of their offices: President, the chief financial officer of the University, and the executive Director of the Foundation."

**Resolution to Amend and Rescind  
Article X of Restated Charter  
East Tennessee State University Foundation  
Adopted May 12, 2005**

"The following officers will be elected at the Annual Meeting of the Board of Directors to be held at such time as may be determined by the Bylaws: Chairman of the Board, Vice Chairman of the Board, Secretary, Treasurer. The offices of Secretary and Treasurer may be held concurrently by one Director. Subject to overall supervision of the Board of Directors of the Corporation, and to any special provisions of the [Bylaws of the Corporation](#), the affairs of the Corporation are to be managed by the above listed elected officers and the following university officers by virtue of their offices: President of the University, the Chief Financial Officer of the University, and the President/CEO of the Foundation. In addition, the President/CEO of

the Foundation and the Chief Financial Officer of the University (if a different person other than the President/CEO of the Foundation), and the Foundation Chief Financial Officer (if a different person other than the University Chief Financial Officer) shall serve as non-voting ex officio members of the Executive Committee."

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