

CHARTER  
OF  
WALTERS STATE COMMUNITY COLLEGE FOUNDATION

The undersigned natural person, having capacity to contract and acting as the incorporator of a corporation under the Tennessee General Corporation Act, adopts the following charter for such corporation:

1. The name of the corporation is

WALTERS STATE COMMUNITY COLLEGE FOUNDATION

2. The duration of the corporation is perpetual.

3. The address of the principal office of the corporation in the State of Tennessee shall be 500 S. Davy Crockett Parkway, Morristown, Tennessee 37813-6899, County of Hamblen. Mailing address: P. O. Box 1508, Morristown, Tennessee 37816-1508.

4. The corporation is not for profit.

5. The purpose or purposes for which the corporation is organized are:

The general purposes for which this Association is formed within the purview of the Tennessee General Corporation Act, are for the general welfare of society, and not for individual profit and for "the support of any literary or scientific undertaking as, a college or university, with powers to confer degrees; an academy; a debating society; lyceum; the establishment of a library."

More specifically the purposes are in general to promote and support literary, scientific, educational scholarship, research, charitable and developmental purposes and objects at Walters State Community College and to such ends, but not in limitation of the foregoing to loan and borrow monies; to solicit, receive, hold, invest, manage, and maintain a fund or funds; to purchase, own and to hold, manage, use, rent, lease, sell, or otherwise acquire or dispose of property of

all kinds, including equities, trusts, real estate and personal property; to use the monies, funds, credits, properties and principal or income therefrom for any one or more of the purposes or objects of this Foundation or its duly authorized successor as may hereafter be established; to receive, hold, care for, invest in, and operate real and personal property, and to use and distribute, from time to time, all the income and/or principal as well, which it shall receive in gifts, bequests, devises, purchases, or otherwise, to be applied consistent with the existing laws of the State of Tennessee and the Internal Revenue Code, and those hereinafter promulgated, for the promotion of education at Walters State Community College, Morristown, Tennessee; to solicit gifts and grants from alumni, other friends and individuals, business establishments, foundations, and organizations for financial assistance of students through loans, and for scholarships and to provide means of assistance for enriching the curriculum, program and mission of the College and for such other related projects as may be approved; and to encourage alumni and other friends of the College to make provisions for the College in their wills or other legal instruments; provided, however, that no part of said activities shall be for the purpose of carrying on propoganda or otherwise attempting to influence any legislation, or for participation in or intervention in any political campaign on behalf of any candidate for public office. In no event shall any of the assets held, controlled or contributed by the Foundation be considered as assets of Walters State Community College and if so treated shall revert to the Foundation except upon dissolution of the Foundation.

6. This corporation is to have no members.

7. Other provisions:

A. Ownership of Assets and Earnings and Profits:

It shall issue no shares of stock, shall divide no dividends or profits among its Trustees or Officers, and shall have no dues. Any profits or earnings shall be used exclusively for the purpose of the Foundation herein set forth. In the event of dissolution of the Foundation, all assets of the Foundation shall be vested in Walters State Community College immediately upon such dissolution, which assets shall be used by the College in

accordance with the herein stated purposes of this Foundation.

B. Powers:

The general powers of the Foundation shall be as follows:

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, the signature of the name of the corporation by a duly authorized officer, shall be legal and binding.
3. To 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 toward such objects.
  - (a) Gifts may be made to the Foundation:
    - (1) By cash, by single gift, or on an annual basis for a specified number of years.
    - (2) By transfer of stock or other personal or real property of value.
    - (3) By individuals making the Foundation or Association beneficiary under life insurance policies on the life or lives of interested individuals.
    - (4) By receipt of bequests to the Foundation or Association under wills of interested individuals.
    - (5) By the transfer or conveyance to the Foundation of any present or future interest in property in trust, or otherwise.
  - (b) The contributions received may be:
    - (1) Earmarked for the support of a specific project by the donors, or
    - (2) Unrestricted to any specific project or projects but given to the Foundation or Association for allocation to suitable projects in the discretion of the Board of Trustees.

- (c) The types of projects which the Foundation is authorized to foster:
- (1) To erect, acquire, maintain and operate or assist in erecting, acquiring, maintaining or operating any buildings, laboratories, teaching and training buildings and facilities, research buildings and establishments, dormitories, offices, conference buildings and facilities, and to purchase, receive, maintain, sell or otherwise dispose of and use any equipment, goods, merchandise, and services incident to, and by custom, pertinent to such buildings, establishments, and facilities.
  - (2) To secure, maintain and administer endowment funds, the income from which shall be used for the purposes and objects of the Foundation.
  - (3) In those cases or instances where any monies, funds, credits, or properties are given to this Foundation with restrictions, to follow and abide by the provisions of such restrictions, if not contrary to the stated purposes of the Foundation; otherwise, if given with no restrictions, such monies, funds, credits, or properties may be used for any other purpose deemed acceptable by the Board of Trustees in keeping with educational, religious, scientific and literary purposes for which this Foundation is organized.
  - (4) To provide funds for scholarships for worthy persons eligible for matriculation in the College and/or to provide funds for both short term and long term loans for deserving and worthy persons eligible for matriculation in the College.
  - (5) To provide funds as the means of assistance to the College for enriching the curriculum, mission and program of the College.
  - (6) Funds shall be received and accepted by the Foundation only upon the authority of its duly authorized officer or representative and shall be disbursed exclusively to Walters State Community College, or on its behalf. All disbursements shall be made only on approval of the Foundation, acting through its duly authorized officer or representative, on written requests therefor from the chief executive officer of Walters State Community College, or his designated representative.

4. To amend the Charter by a majority vote of the Trustees and proper filing of the amendment.

5. To establish By-Laws, and make all rules and regulations

not inconsistent with the laws and constitution, deemed expedient for the management of Foundation affairs.

6. To elect an executive committee annually to conduct the affairs of the Foundation.

7. 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 the mortgage, pledge, 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 lawfully contract.

C. Board of Trustees:

The corporate powers of this Association or Foundation shall be exercised by a Board of Trustees.

The Board of Trustees will be composed of the following for the terms indicated:

WSCC TRUSTEES  
Terms of Appointment

Terms Expiring 1976

William Denton  
William H. Inman, Chancellor  
Robert Pratt  
Lionel Wilde

Terms Expiring 1978

Ray Hibbard  
Tracy Prater  
Howard Westhaver  
Dwight Nelson  
Jack E. Campbell

Terms Expiring 1977

Lester Guyette  
Paul R. Capps  
John D. Wallace

C. G. Williams

A quorum at any meeting, annual or special, shall consist of one-third (1/3) of the members of the Board then in office.

The size of the Board shall be determined by majority vote of its members, and any vacancy in its membership shall be filled in the same way. All trustees shall serve a term of office not to exceed three (3) years. The loss of membership by death or otherwise shall terminate all interests of such members in the Foundation, and there shall be no individual liabilities against the members for corporate debts but the entire corporate property shall be liable for the claims of creditors.

All trustees shall serve until the expiration of their respective terms and until their respective successors are selected and qualified.

All trustees shall be indemnified from personal liability if the Board of Trustees specifically approves the indemnification on a case-by-case basis. The Board may not eliminate or limit the liability of a trustee:

- (a) For any breach of the trustee's duty of loyalty to the Foundation; or,
- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

D. Officers:

The officers of the corporation, which can be changed by the By-Laws, shall consist of a President, a Vice President, a Secretary, and a Treasurer and such offices shall be filled by a majority vote of the Board of Trustees at such time or times and for such period, and shall have such duties and powers as the Board of Trustees may fix, pursuant to law.

E. Executive Committee:

There shall be an Executive Committee of up to 15 members, consisting of the four officers of the Foundation, the president of Walters State Community College, and not more than ten other members elected by majority vote of the Trustees present at the annual meeting of the Board. The president of the Board of Trustees shall serve as Chairman of the Executive Committee. All members of the Executive Committee shall be voting members except in cases of tie votes when the vote of the President of the college shall be withdrawn.

The Executive Committee is empowered to carry on the business of the Board of Trustees in the name of the Board with all its powers and authority, with such action being subject to confirmation by a majority vote of the Board of Trustees present at its next annual or special meeting. The Executive Committee shall perform such other duties and powers as the Board of Trustees shall fix, pursuant to law.

F. Meetings of Trustees:

The annual meeting of the members of the Board of Trustees shall be held at such time as may be specified in the corporation By-Laws. Special meetings of the trustees may be held upon call of the President, or in the event of his incapacity, of the Vice President. Notice of the time and place of all such meetings shall be given to the members by mail at least five (5) days before the date of such meeting, but such notice may be waived.

G. By-Laws:

The Board of Trustees shall have the power to adopt By-Laws which shall, among other things, specify the duties of the various officers of the Corporation. Such By-Laws shall be adopted and may be amended by the favorable vote of a majority of the members of the Board of Trustees voting.

H. Function of Trustees

The function of the Trustees will be to formulate and promote a program for the identification of worthy students in need of financial assistance and for the determination of acceptable institutional projects and a program for solicitation of gifts, grants and bequests for the Association or Foundation. Until otherwise determined, the program may be administered as set forth in the By-Laws.