N. E. Cooper et als
To
Bar Association of
State of Tennessee

See certificate of Secy. of State of page 479 this book

Registered Dec. 20. 1881

State of Tennessee — Charter of Incorporation — Be it Known: That N. E. Cooper, B. M. Estes, J. D. Richardson, N. Smithson and J. C. Bradford, and the other persons whose names are signed hereto, are hereby constituted a body politic and corporate by the name and style of the "Bar Association of the State of Tennessee", under and by virtue of the Act of the General Assembly of the State of Tennessee, approved by the Governor on the 23d of April, 1875, and designated as Chapter 112, in the printed Acts of the Thirty Ninth General Assembly, with all powers conferred thereby, or by the laws of the land, upon Corporations for the purposes for which this corporation is organized, and especially with the following powers; The general powers of said corporation shall be, to sue and be sued by the corporate name; 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: to purchase and hold, or receive by gift, bequest or devise in addition to the personal property owned by the corporation real estate necessary for the transaction of the corporate business, and also to purchase or accept any real estate in payment or in part payment of any debt due the corporation and sell the same, to establish by-laws, and make all rules & regulations not inconsistent with the laws and constitution, deemed expedient for the management of corporate affairs: and to appoint such subordinate officers and agents, in addition to a President and Secretary, or Treasurer, as the business of the corporation may require: to designate the name of the office, and fix the compensation of the officer. The said five or more corporators shall within a convenient time after the registration of this Charter in the office of the Secretary of State, elect from their number a President, Secretary & Treasurer or the last two offices may be combined into one; said officers and the other corporators to constitute the first Board of Directors. 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 six months preceding the election. 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 Board of Directors may have the power to increase the number of Directors to seven or ten, if they deem the interest of the corporation requires such increase, and the first or any subsequent Board of Directors may have the power to elect other members, who, on acceptance of membership, shall become corporators equally with the original

corporators. The Board of Directors shall have the right to determine what amount of money paid into the treasury shall be a prerequisite for membership, or if necessary, what amount shall be thus annually paid, and a failure thus to pay shall in the discretion of the Directors justify the expulsion of said defaulting member. If said corporation is organized as a literary or educational institution, under the patronage of any Christian or Jewish denomination, the corporation shall have the power to increase the number of Directors or Trustees, to regulate the mode and manner of appointment of the same on expiration of terms of service; to regulate the number, duties and manner of election of officers, either actual or ex officio, to appoint executive agencies, and to pass all other by-laws for the government of said institution as may be required by the denomination establishing the same, provided said by laws are not inconsistent with the constitution & laws of this State. The term of all officers may be fixed by the by-laws, the said term not, however, to exceed three years, all officers hold over until their successors are duly elected & qualified. The general welfare of society, not individual profit, is the object for which this Charter is granted, and hence the members are not stockholders in the legal sense of the term, and no dividends or profits shall be divided among the members. The members may at any time voluntarily dissolve the corporation by a conveyance of its assets and property to any other corporation holding a charter from the State, for purposes not of individual profit, first providing for corporate debts. A violation of any of the provisions of the Charter shall subject the corporation to dissolution, at the instance of the State. This Charter is subject to modification or 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, specially 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 or construction shall it possess the power to issue notes or currency, deal in currency, notes or coin, buy or sell products, or engage in any kind of trading operation, nor hold any more real estate than is necessary for its legitimate purposes. Exclusive shall