

THE LEGAL ORGANIZATION OF SOUTHWESTERN AT MEMPHIS

1. Plan of Union
2. The Charter
3. Amendments to the Charter

PLAN OF UNION - 1873

The "Plan of Union" was a series of resolutions formulated in 1873 and adopted by the Synods of Nashville, Memphis, Alabama, Arkansas, Mississippi, and Texas as a basis of cooperation in the reorganization of Stewart College after the Reconstruction Era as the single Presbyterian college for these six Synods. The Synods of Arkansas and Texas subsequently withdrew to maintain colleges within their own boundaries.

The Commissioners of the Synods of Nashville, Memphis, Arkansas, Mississippi, and Alabama (all of them being represented) appointed to confer with reference to their mutual wants in the matter of education, and to mature, if possible, a plan for their cooperation, met in Memphis, on May 8, 1873, and after a harmonious conference, unanimously resolved to present to their respective Synods the following plan for their consideration and adoption:

Resolved 1. That the proposed union of Synods for the furtherance of our educational interests is in every way desirable, and that it is practicable to unite in the founding, endowment, support and government of an institution common to them all.

Resolved 2. The object and scope of the institution shall be not only to train our youth to enter upon one of the learned professions, but also to fit them for the ordinary vocations of life.

To this end it shall be a university in two senses. 1st. It shall offer the largest facilities for thorough culture and for a high standard of graduation; and 2nd. The organization shall be made on the plan of separate and co-ordinate schools, and elective courses.

In connection with every course there shall be a faithful and comprehensive Biblical training, so as to make an intelligent, Scriptural faith the controlling

principle in the institution.

Resolved 3. In realizing the proposed object and scope of the institution, the order of development shall be: First, the various liberal studies usually embraced in a college curriculum, and then the special scientific and polytechnic schools necessary.

Resolved 4. The sole government of the institution shall be in the hands of a directory, consisting of two members from each Synod, one elected each year after the first, of whom one-half shall constitute a quorum.

With a view to securing the necessary confidential relations between the directory and the faculty, the presiding officer of the institution shall be ex-officio, the presiding officer of the Board of Directors.

Resolved 5. This directory shall, with other duties, have power to elect all members of the faculty or remove for cause, and shall have in charge the raising, preservation and administration of all monies, either directly or by such executive agency as may seem to them best, and shall be incorporated in the State in which the institution may be located.

Resolved 6. The Board shall proceed at once to secure subscriptions to the amount of \$500,000 payable one-fifth down when subscribed, and the remainder in four annual installments; and shall locate, organize and develop the institution as soon as in their judgment it can be done with safety, and to such extent as the means in hand will justify without incurring debt.

Resolved 7. The Synods agreeing to this plan shall at once elect Directors as herein provided, who shall hold their first meeting in the city of Memphis, on the second Tuesday of January, 1874, at 7 o'clock p.m., and take in hand the matters committed to their charge.

(signed) C.A. Stillman,
Chairman.
B.M.Palmer,
T.R.Welch,
J.L.Witherspoon,

J.B.Shearer,
D.N.Kennedy,
D.H.Cummins,
B.M.Estes,
Commissioners.

(The Reverend A.P. Smith, D.D., and the Reverend E. McNair, Commissioners from Mississippi and Arkansas, not being present, subsequently approved the plan.)

W.E. Boggs, Clerk

In 1875, after the Legislature of Tennessee passed "An Act to Provide for the Organization of Corporations," Stewart College secured a charter under the new name of Southwestern Presbyterian University.

CHARTER OF SOUTHWESTERN PRESBYTERIAN UNIVERSITY - 1875

State of Tennessee - Charter of Incorporation

Be it known, that Thomas R. Welch, B.M. Palmer, John N. Waddel, Donald MacGregor, Evander McNair, John B. Shearer, D.N. Kennedy, W.K. Marshall, C.A. Stillman, Thomas A. Hamilton, James A. Lyon, and B.M. Estes are hereby constituted a body politic and corporate, by the name and style of the Southwestern Presbyterian University, for the purpose of establishing and maintaining in the City of Clarksville, County of Montgomery, State of Tennessee, a university with power to confer degrees. The object and scope of the institution proposed shall be to found a school of instruction in the various liberal and professional studies, and in such special and polytechnic arts and studies as may be deemed necessary, and to be under the patronage of the Presbyterian Church in the United States.

This corporation is organized under and pursuant to an act of the General Assembly of the State of Tennessee, enacted March 23, 1875, Chapter 142; and in compliance with the terms of said act, which is as follows: "The support of any literary or scientific institution, as a College or University with power to confer degrees, an academy, debating society, lyceum, the establishment of a library, the support of a historical society, the promotion of painting, music or the fine arts, the support of Boards of Trade, or Chambers of Commerce, or other objects of like nature."

We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land, for a charter of incorporation for the purpose and with the powers declared in the foregoing instrument.

St. Louis, May 20, 1875.

I witness these six signatures,
D.N.Kennedy
J.W.Hoyte

Thos. R. Welch (Seal)
B.M.Palmer (Seal)
Jno. N. Waddel (Seal)
D.MacGregor (Seal)
Jno. B. Shearer (Seal)
Evander McNair (Seal)

Filed for registration with C.N.Gibbs, Secretary of State of the State of Tennessee, and recorded in Corporation Record Book A, pages 34 and 35, May 31, 1875.

Registered in Register's Trust Deed Book No. 2, page 575, Clarksville, Tennessee.

In 1923 the "General Law of Corporation" enacted by the Legislature of Tennessee in 1875 was amended to provide specifically for the organization and incorporation of the educational institutions such as colleges. Pursuant to the amended law, the Charter of Southwestern Presbyterian University of 1875 was amended and the name changed to Southwestern.

AMENDMENT TO CHARTER, SOUTHWESTERN PRESBYTERIAN
UNIVERSITY, MARCH 25, 1924

"We, the undersigned, comprising the Board of Directors of the Southwestern Presbyterian University, incorporated under Chapter 142, Acts of Tennessee of 1875, apply to the State of Tennessee, by virtue of the general laws of the land, for an amendment to said Charter of Incorporation for the purpose of investing said corporation with powers as follows:

"1. To change the name of said corporation from

'SOUTHWESTERN PRESBYTERIAN UNIVERSITY'

to

'SOUTHWESTERN'

and the corporate name of this corporation is hereby so changed and the same shall hereafter be called 'SOUTHWESTERN.'

"2. This corporation shall have power to establish, maintain, operate and conduct a college for the purpose of the education of the youth in any lines of education, whether academic, that is in the arts, sciences or literature, or whether professional, religious, theological or otherwise; to determine the requirements for the admission of students to said institution, to prescribe courses and the requirements of graduation. It shall have the power to confer degrees upon its graduates, and such honorary degrees upon others as the Board of Directors of such institution may determine. It shall have full power and authority to employ all necessary teachers, instructors, and such subordinate employees as may be necessary for the proper conduct of the institution, and to do any and all things necessary or proper in carrying out the purposes of the establishment of such institution.

"The said College shall be located in or near Memphis, Shelby County, Tennessee, but with power and authority to conduct, maintain or operate the educational institution now being conducted, operated or maintained by it at its present location in Clarksville, Tennessee, temporarily, or so long as it be deemed advisable by its Board of Directors so to do in order to effectuate and carry out the plans and purposes of this corporation.

"3. The Board of Directors of this corporation may be increased to any number, not to exceed fifty, to be determined by the Synods of Tennessee, Louisiana, Mississippi, and Alabama of the Presbyterian Church in the United States, or, as it is called sometimes, the Southern Presbyterian Church, which Synods of such church or denomination shall have the power to elect and to prescribe the terms of office of the corporate Directors and to elect the successor or successors of a member of members of the said Board of Directors as their terms may expire, and to provide by resolution, motion or By-Laws for

the filling of a vacancy or vacancies in the interim, provided, however, that the administration of the affairs of this institution shall be supremely and solely in the hands of its said Board of Directors, * except that no mortgage may be placed upon the property by said Board without the consent of the majority of the controlling Synods.

"And provided, further, that said Synods of Tennessee, Louisiana, Mississippi and Alabama shall have equal representation, numerically, upon said Board of Directors, and shall each have the right to elect its own representatives upon said Board and to fill vacancies as may be created in the membership of those whom it has elected.

"And provided, further, that the President of the institution, when chosen as the By-Laws of the corporation may determine, shall be ex-officio an additional member and presiding officer of the said Board of Directors.

"4. The general powers of this corporation shall be to sue and be sued by its corporate name; to have and use a common seal, which it may alter at pleasure, and if no common seal is adopted or provided for, then the signature of the corporation by any duly authorized officer shall be legal and binding; to purchase and hold, and to receive by gift or bequest, personal property in any amount and in addition to the personal property held or received by the corporation, it may purchase and hold real estate necessary for the purpose of the corporation and may own or hold any real estate or personal estate which may be given, devised or bequeathed to the corporation, the same to be held and used for carrying out the corporate purposes; to sell and dispose of any of the corporate property, real or personal, which is not needed in carrying

* This provision was rescinded in 1959 by the respective Synods - see Minutes of Synod of Alabama, page 17; Synod of Louisiana, pages 16-17; Synod of Mississippi, page 117, and Synod of Tennessee, pages 11-12.

out the purposes of the charter and to apply the funds realized from such sales or conveyances to the corporate purposes; to purchase or accept real estate in payment or part payment of any debt due the corporation and sell the same; to borrow money to be used in payment for property bought by the corporation and for erecting buildings and making improvements and for other purposes germane to the objects of the corporation, and to secure the repayment of money borrowed, by mortgage, pledge, or deed of trust, upon property owned by it; to accept, hold and manage, as Trustee, any property purchased, bequeathed or devised to it for any special purpose germane to the objects of the corporation; to make, amend, alter or repeal by and through its Directors all By-Laws and regulations necessary to the objects of the corporation; to make, amend, alter or repeal and deemed expedient for the management of its corporate affairs, and not inconsistent with the laws of the United States and the State of Tennessee, * (and not contrary to the constitution, rules and regulations of the Presbyterian Church in the United States, or the Synods of Tennessee, Louisiana, Mississippi and Alabama.)

"This corporation further shall have and be vested with all the general powers conferred by the laws of the State of Tennessee upon corporations organized for general welfare purposes and upon all incorporated colleges and universities, not inconsistent with the provisions of this Charter and the Acts of the Legislature under which it is granted.

* The Legislature of Tennessee in enacting the Code of 1932 omitted from the codification of Chapter 98, Public Acts of 1923 (Code 1932, Sections 4168-4176) the provision which is indicated by the words in parenthesis.

"Witness our hands, this 25th day of March, 1924.

(Signed)

Chas. E. Diehl

John Glassell

James I. Vance

C.T.Thomson

W. McF. Alexander

J.D.Duncan

B.A.Patch

J.I.Burgett

W.E.Holt

S.F.Hobbs

D.M.Pipes

W.R.Dobyns"

A.A.Little

Registered for Record and recorded in Charter Book No. 2, page 369, at Clarksville, Montgomery County, Tennessee, April 1, 1924.

Registered and certified to by the Secretary of State of the State of Tennessee April 3, 1924.

Recorded in Record Book No. 30, page 548, at Memphis, Shelby County, Tennessee, December 9, 1924.

AMENDMENT TO THE CHARTER OF SOUTHWESTERN

OCTOBER 4, 1927

We, the undersigned, comprising the Board of Directors of SOUTHWESTERN, incorporated under Chapter 142, Acts of Tennessee of 1875, whose charter was amended March 25, 1924, pursuant to Chapter 98, Acts of Tennessee of 1923, apply to the State of Tennessee, by virtue of the general laws of the land, for a further amendment to said Charter of Incorporation for the purpose of investing said corporation with powers as follows:

So as to authorize and empower said corporation to select as presiding officer of the Board of Directors any member of the Board of Directors, whether said member is the President of the institution or not, and that the President of the institution shall be ex officio a member of the Board, but shall not be ex officio the presiding officer of the Board of Directors as provided in Section 4 of Chapter 98 of the Acts of the General Assembly of 1923.

And the charter of said corporation is hereby so amended.

Witness our hands, this 4th day of October, 1927

(Signed)

James I. Vance
Geo. G. Tayloe
E.B.LeMaster
Fred R. Graves
J.D.Duncan
D.K.Brown
Jerome T. Fuller
J.V.Arnold

Moore Moore
W. McF. Alexander
Grayson L. Tucker
Dunbar H. Ogden
A.B.Curry
B.A.Patch
S.M.Nickey

Filed for registration and recorded in Record Book No. 35, page 79, at
Memphis, Shelby County, Tennessee, November 28, 1927.

Filed and recorded by Secretary of State of the State of Tennessee in
Corporation Record Book P-19, page 247, November 29, 1927.

AMENDMENT TO CHARTER OF INCORPORATION

February 6, 1945

We, Charles E. Diehl and Moore Moore, the President and Secretary,
respectively, of SOUTHWESTERN, incorporated under Chapter 142, Acts of Tennessee of 1875, whose charter was amended on March 25, 1924 and on October 4, 1927, hereby certify that at a meeting of the Board of Directors of said corporation, legally called and held on February 6, 1945 at the offices of of the said corporation in Memphis, Tennessee, a resolution was adopted by the unanimous vote of the Board of Directors declaring the desire of the Board of Directors to apply to the State of Tennessee, by virtue of the general laws of the land, for an amendment to said charter of incorporation for the purpose of investing said corporation with power, as follows:

To change the name of said corporation from

"SOUTHWESTERN"

to

"SOUTHWESTERN AT MEMPHIS"

and the corporate name of this corporation is hereby so changed and the same shall hereafter be called "SOUTHWESTERN AT MEMPHIS."

NOW, THEREFORE, we hereby certify to the adoption of said resolution by the Board of Directors for the purposes above set out, to the end that this certificate may be duly recorded in the office of the Secretary of State.

WITNESS our hands this the 12 day of February, 1945.

(Signed) Chas. E. Diehl
President

STATE OF TENNESSEE
COUNTY OF SHELBY

(Signed) Moore Moore
Secretary

Personally appeared before me, the undersigned Notary Public in and for the State and County aforesaid, Charles E. Diehl and Moore Moore, with whom I am personally acquainted and who upon oath acknowledged themselves to be the President and Secretary, respectively, of SOUTHWESTERN and that as such President and Secretary they acknowledged the execution of the foregoing instrument for the purposes therein contained.

Witness my hand and official seal at office this 12 day of February 1945.

My commission expires April 8, 1945.

(Signed) Erma Reese
Notary Public

Filed and recorded by Secretary of State of the State of Tennessee in Corporation Record Book P-26, page 367, February 15, 1945.

Filed for registration and recorded in Record Book No. 44, page 404, at Memphis, Shelby County, Tennessee February 21, 1945.

AMENDMENT TO CHARTER OF INCORPORATION

At a duly constituted meeting of the Board of Directors of Southwestern at Memphis held on October 19-20, 1966 in Memphis, Tennessee, the following resolution relating to the amendment to its Charter of Incorporation, as heretofore amended was adopted by said Board of Directors:

A petition from the Board be transmitted to the Synods of Alabama, Louisiana, Mississippi, and Tennessee at their next subsequent annual

meeting respectively for the revision of the Charter recorded under laws enacted by the Legislature of the State of Tennessee, which Charter was recorded in Corporation Record Book A, pages 34 and 35, May 31, 1875, and registered in the Register's Trust Deed Book No. 2, page 575, Clarksville, Tennessee, together with all amendments to that Charter: to wit, Amendment to Charter, Southwestern Presbyterian University, recorded April 1, 1924 in Charter Book No. 2, page 369, at Clarksville, Montgomery County, Tennessee, and registered and certified to by the Secretary of the State of Tennessee April 3, 1924, and recorded in Record Book No. 30, page 548, at Memphis, Shelby County, Tennessee, December 9, 1924; Amendment to Charter, filed for registration and recorded in Record Book No. 35, page 79, at Memphis, Shelby County, Tennessee, November 28, 1927, and filed and recorded by Secretary of State of the State of Tennessee in Corporation Record Book P-19, page 247, November 29, 1927; Amendment to Charter of Incorporation filed and recorded by Secretary of State of the State of Tennessee in Corporation Record Book P-26, page 367, February 15, 1945, and filed for registration and recorded in Record Book No. 44, page 404, at Memphis, Shelby County, Tennessee, February 21, 1945; together with any amendments otherwise applicable.

Such petition shall seek the consent of the Synods of Alabama, Louisiana, Mississippi, and Tennessee to revise the provisions of the Charter and its Amendments, in particular the Amendment enacted March 25, 1924, as they relate to the constitution of the Board of Directors of Southwestern At Memphis, by providing for the election by said Board of Directors of eighteen additional directors, at least three of whom shall be alumni of Southwestern At Memphis. These eighteen directors shall be elected by the Board of Directors to four-year terms, or as otherwise provided by the By-Laws of the Board of Directors.

We, David Alexander and Ross M. Lynn, President and Secretary, respectively, of Southwestern At Memphis, certify to the adoption of the aforesaid resolution by the Board of Directors for the purposes set out therein, and further certify that the Synods of Alabama, Louisiana, Mississippi and Tennessee have concurred in the recommendation of the Board of Directors to amend the Charter of the corporation, as previously amended, for the purposes set forth in said resolution, and have consented to said amendment, and the Charter of the corporation is hereby so amended.

NOW THEREFORE, we hereby certify to the adoption of the aforesaid resolution by the Board of Directors for the purposes set out and certify to the concurrence therein by the Synods of Alabama, Louisiana, Mississippi and Tennessee to the end that this certificate may be duly recorded in the Office of the Secretary of State.

WITNESS our hands this the 10th day of October, 1967.

(Signed) David Alexander
President

(Signed) Ross M. Lynn
Secretary