

CHARTER  
OF  
WEST TENNESSEE LEGAL SERVICES, INCORPORATED

THE UNDERSIGNED NATURAL PERSON OR PERSONS, HAVING CAPACITY TO CONTRACT AND ACTING AS THE INCORPORATOR OR INCORPORATORS OF A CORPORATION UNDER THE TENNESSEE GENERAL CORPORATION ACT, ADOPT THE FOLLOWING CHARTER FOR SUCH CORPORATION:

1. THE NAME OF THE CORPORATION IS WEST TENNESSEE LEGAL SERVICES, INCORPORATED.
2. THE DURATION OF THE CORPORATION IS PERPETUAL.
3. THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE WATKINS TOWERS, P. O. Box 2385, JACKSON, MADISON COUNTY, TENNESSEE.
4. THE CORPORATION IS NOT FOR PROFIT.
5. THE CORPORATION WILL NOT HAVE MEMBERS.
6. THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE AS FOLLOWS:

A. To employ attorneys, paralegals, and other personnel to provide legal and paralegal representation, counseling and other services for the indigent of West Tennessee through advocacy of all types with funds provided by both public and private sources, and through voluntary services. Such assistance shall at all times comply with the statutes of Tennessee, the Code of Professional Responsibility for Attorneys, and the Legal Services Corporation Act.

B. To accumulate knowledge towards ascertaining the most effective method of bringing the aid of the law and the assistance of lawyers to the economically disadvantaged people of West Tennessee.

C. To sponsor education and research in the areas of procedural and substantive law which affect the causes and problems of poverty.

D. To acquaint the practicing Bar of West Tennessee with its important role in combating poverty and to inspire the members of the Bar to become involved in the rendition of legal services to the poor through this corporation.

E. To conduct programs to teach the poor and those who work with them to recognize problems which can be resolved best by the law and lawyers.

F. To cooperate with all other public and private agencies whose services relate to the rendition of legal services to the poor.

G. To do any and all other things necessary to accomplish the purposes listed above.

APR 15 AM 8 19

7. THE CORPORATION'S SERVICE AREA SHALL CONSIST OF ALL TENNESSEE COUNTIES WEST OF THE TENNESSEE RIVER WITH THE EXCEPTION OF THE FOLLOWING COUNTIES: FAYETTE, LAUDERDALE, SHELBY, AND TIPTON. THE INITIAL SERVICE AREA SHALL BE LIMITED TO THE FOLLOWING COUNTIES: CHESTER, CROCKETT, GIBSON, HARDEMAN, HAYWOOD, HENDERSON, AND MADISON. THIS INITIAL SERVICE AREA MAY BE EXPANDED TO INCLUDE OTHER SERVICE AREA COUNTIES AS PROVIDED IN THE BY-LAWS.

8. PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION, EXCEPT AS PROVIDED IN THIS CHARTER, SHALL BE AS DETERMINED BY THE BY-LAWS ADOPTED BY THE BOARD OF DIRECTORS. NO PROXY VOTING SHALL BE ALLOWED.

AT ALL TIMES, NOTWITHSTANDING ANY CHANGE OF NAME, MERGER, CONSOLIDATION, REORGANIZATION, TERMINATION, DISSOLUTION, OR WINDING UP OF THIS CORPORATION, VOLUNTARY OR INVOLUNTARY OR BY OPERATION OF LAW, OR ANY OTHER PROVISIONS HEREOF:

A. The corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, (hereinafter referred to as "the Code"), contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

B. No part of the assets or net earnings of the corporation shall be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of Section 501 (c) (3) of the Code.

C. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation as these prohibited activities are defined by law; nor shall it participate in a political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

E. At no time shall the corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Tennessee, or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Code.

APR 13 AM 8 20

F. No compensation, loan, or other payment shall be paid or made to any officer, board member, creator, or organizer of the corporation, or substantial contributor to it, except as reasonable compensation for services authorized and rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and no part of the assets of net earnings, current or accumulated, of the corporation shall ever be distributed to or divided among such persons, or inure to, be used for, accrue to, or benefit any such person or private individual (under the prohibition contained in Section 501 (c) (3) of the Code).

G. No solicitation of contributions to the corporation shall be made, and no gift, bequest, or devise to the corporation shall be made, and no gift, bequest, or devise to the corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its federal income tax exemption.

H. The corporation shall distribute its income for each taxable year at such time, and in such manner as not to subject the corporation to tax under Section 4942 (a) of the Code.

I. The corporation shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the Code.

J. The corporation shall not retain any excess business holdings, as defined in Section 4943 (c) of the Code.

K. The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code.

L. The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Code.

9. IN THE EVENT OF TERMINATION, DISSOLUTION OR WINDING UP OF THE CORPORATION IN ANY MANNER FOR ANY REASON WHATSOEVER, THE DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL THE LIABILITIES OF THE CORPORATION, DISPOSE OF THE REMAINING ASSETS OF THE CORPORATION TO SUCH ORGANIZATION OR ORGANIZATIONS AS SHALL BE DESIGNATED BY THE BOARD OF DIRECTORS OF THE CORPORATION WHICH ARE EXEMPT ORGANIZATIONS UNDER 501 (c) (3) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED, (OR THE CORRESPONDING PROVISIONS OF ANY FUTURE INTERNAL REVENUE LAW), TO BE USED FOR CHARITABLE AND PUBLIC PURPOSES. IF THE BOARD OF DIRECTORS SHALL FAIL TO MAKE SUCH DESIGNATION, ALL OF THE REMAINING ASSETS SHALL BE DISPOSED OF TO ANY PRIVATE OR PUBLIC NON-PROFIT ORGANIZATION TO BE USED FOR PUBLIC AND CHARITABLE PURPOSES.

APR 15 1977

APRIL 13, 1977

VOLUME O-31, PAGE 2133

10. OTHER PROVISIONS: NONE

DATED: April 6, 1977

*James Gerald Woodall*  
\_\_\_\_\_  
*John H. Low Beech*  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

STATE OF TENNESSEE :  
COUNTY OF MADISON: I, BEN RUSHING, Register of said County, do hereby  
certify that the foregoing instrument with Proper  
Signature thereon, was filed in my office for registration on the 10  
day of May, 1977, at 2:40 P.M. and so noted in Note Book  
No. 44 on page 130 and was duly registered this day.

WITNESS MY HAND at Office this 10 day of May, 1977

BEN RUSHING, Register

By *Ma Ben Rushing D.R.*

WEST TENNESSEE LEGAL SERVICES, INC.

BY-LAWS

ARTICLE I

DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by the Board of Directors, and all of the powers of the Corporation shall be vested in said Board. It shall have the power to appoint an Executive Director of the Corporation, to delegate responsibilities and functions to him or her and other subordinate officials and employees and to fix their compensations limited, however, to the exercise of such powers within the guidelines of the Legal Services Corporation or any other funding agencies. In addition to the foregoing, the Board of Directors shall have all of the powers granted to it by the Tennessee Corporation Act except as hereinabove limited and the powers specifically herein stated shall be exercised in the manner provided by said Tennessee Corporation Act unless otherwise herein stated.

Section 2. Number. The Board of Directors shall consist of eleven persons. The number of Directors may be changed by amendment to these by-laws at any time.

Section 3. Composition of the Board of Directors. (a) At least 60% of the members of the Board of Directors shall be licensed attorneys. There shall be seven (7) such attorney representatives on an eleven member Board. Three attorneys shall be elected or appointed by the organized Bar Association in Madison County. One each shall be elected or appointed by the organized Bar Associations or informal associations of attorneys in Chester, Hardeman, Haywood and Henderson counties. (b) One member of the Board of Directors shall be a representative of the client community in Haywood County to be selected by the Douglass Community Health Council or some other successor client organization, to be selected by the Board of Directors. (c) One member of the

Board of Directors shall be a representative of the client community in Hardeman County to be selected by the Mt. Zion Temple Home for Senior Citizens or some other successor client organization selected by the Board of Directors. (d) One member of the Board of Directors shall be a representative of the client community in Madison County to be selected by the Salvation Army or some other successor client organization selected by the Board of Directors. (e) One member of the Board of Directors shall be a representative of the client community in Chester and Henderson Counties to be selected by the Chickasaw Community Action Agency or some other successor client organization selected by the Board of Directors. (f) At least one member of the Board of Directors shall be, when selected, an eligible client, and at least one-third of the members shall be either eligible clients, or representatives of associations, groups, or organizations of eligible clients.

Section 4. Terms of Directors. The terms of the attorney Directors shall be of two years' duration. In the initial selection of attorney Directors, three shall be given one year's terms and then two years' upon the expiration of the initial terms. The terms of the client representative Directors shall be on one year's duration. Each director shall hold office until his or her successor is selected and qualified, and shall be eligible for reelection or reappointment.

Section 5. Removal of Directors. Any Director may be removed from the Board by the affirmative vote of two-thirds of the full Board of Directors at any regular or special meeting called for that purpose, whenever in the Board's judgment the best interests of the corporation would be served thereby. Any such Director proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting, at which time he or she may present such witnesses and make such defense as he or she shall deem advisable. Failure to attend three consecutive meetings without valid excuse shall constitute cause for removal of a Director.

Section 6. Vacancies. Upon the resignation or removal of a Director, such Director shall be replaced on the Board of Directors by a person designated by the organization or authority which designated the removed or resigned Director. If a Board organization or agency under Article I, Section 3, hereof without good cause fails to designate a representative within 30 days from the commencement of a new term, the Board may designate a temporary representative to serve in the place of such representative until the Board organization or agency makes its designation. The Board in making the temporary designation shall consider the purpose and structure of the agency or organization. If a Board organization or agency designated in Article I, Section 3, hereof ceases to function or is dissolved, then the Board may designate successors or individuals, organizations, or agencies by amendment to these by-laws.

Section 7. Meetings of the Directors. Regular meetings of the Board of Directors shall be held at least six times annually, the time and date determined by the Board of Directors. Special meetings of the Board may be called by the President or Secretary upon the written request of three Directors.

Section 8. Notice of Meetings. Notice of all meetings of the Board of Directors shall be given by regular mail to each director at least five days before the date therein designated for such meeting. The notice shall specify the time and place of such meeting, and the business to be brought before the meeting.

Section 9. Quorum. The presence of six directors shall be necessary at any meeting of the Board to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 10. Voting. Proxy voting is not permitted as a way of voting at meetings of the Board of Directors. At all meetings or acts of the Board of Directors, each Director is to have one vote.

Section 11. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken,

shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof or by all of the members of the Board as the case may be. Signing such consent shall constitute waiver of notice.

Section 12. Employees and Agents. The Board of Directors may employ and discharge such employees and agents of the corporation as it may deem necessary. Authority to hire and discharge may be delegated in whole or in part by the Board of Directors to such person or persons as it may designate. In the event that the Board of Directors shall cause to be hired one or more fulltime employees, it shall adopt a formal Personnel Policy establishing the terms of employment.

Section 13. Executive Director. The Executive Director of the Corporation shall be an ex-officio member of the Board of Directors.

## ARTICLE II

### OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer and may include one or more Vice-Presidents and such other officers and assistant officers as may be deemed necessary by the Board. All officers shall be elected annually by the Board of Directors and shall hold office until their successors are elected. No two offices may be held by the same person. Officers need not be Directors.

Section 2. President. The President shall preside at all meetings of the Board of Directors. He or she shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him or her by the Board.

Section 3. Vice-President. When such office exists, at the request of the President, or in his or her absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President.

Section 4. Secretary. The Secretary shall keep a complete record of



all meetings of the Corporation and of the Board and shall have general charge and supervision of the books and records of the Corporation. The Secretary shall sign such papers pertaining to the Corporation as he or she may be authorized or directed to sign by the Board. The Secretary shall serve all notices required by law and these by-laws and shall make a full report of all matters and business pertaining to his or her office to the Board on an annual basis. When the office of Vice-President does not exist, at the request of the President, or in his or her absence or disability, the Secretary shall perform the duties and possess and exercise the powers of the President.

Section 5. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of his or her duties, in such sum and with such surety as the Board of Directors may require. When necessary or proper he or she may endorse on behalf of the Corporation for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board may designate. The Treasurer shall sign all receipts and vouchers and together with such other officer or officers, if any, as shall be designated by the Board, he or she shall sign all checks of the Corporation and bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board or by these by-laws to some other officer, employee, or agent of the Corporation. The Treasurer shall make such payments as shall be necessary or proper to be made on behalf of the Corporation. He or she shall enter regularly on the books of the Corporation to be kept by him or her for the purpose, full and accurate account of all monies and obligations received and paid by him or her for or on account of the Corporation, and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. The Treasurer shall, in general, perform all the duties incident to the Office of the Treasurer, subject to the control of the Board of Directors. The Treasurer may delegate any of his or her duties of a

routine or bookkeeping nature to any employee, or agent of the Corporation without approval of the Board. The Board may direct the delegation of any duty of the Treasurer to an employee or agent.

Section 6. Removal. Any Officer may be removed from office by the affirmative vote of two-thirds of the full Board of Directors, at any regular or special meeting called for that purpose, whenever in the Board's judgment the best interests of the Corporation would be served thereby. Any such Officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting, at which time he or she may present such witnesses and make such defense as he or she shall deem advisable. Unless so stated in the notice to the Officer, a Director who is an Officer shall not be removed as Director upon removal from Office.

Section 7. Vacancies. Vacancies may be filled at any meeting of The Board of Directors.

### ARTICLE III

#### COMMITTEES

Section 1. Executive Committee. The Board of Directors shall have the power to appoint an Executive Committee by a resolution adopted by a majority of the number of Directors fixed by the by-laws. Such Executive Committee shall consist of three or more Directors, at least one of which is a client representative. The President shall be an ex-officio member of the Executive Committee.

Section 2. Powers of the Executive Committee. The Executive Committee shall have and exercise all authority of the Board of Directors except as provided otherwise by law. The Executive Committee shall report at the next meeting of the Board of Directors all actions which the Executive Committee has taken since the last meeting of the Board.

Section 3. Other Committees. Other Committees with limited authority may be designated by a resolution adopted by a majority of the Directors.

present at a meeting at which a quorum is present. The Board may also create committees which include non-board members to serve in an advisory capacity.

Section 4. Proxy Voting. Proxy voting shall not be allowed as a way of voting at any committee meeting.

#### ARTICLE IV

#### OTHER PROVISIONS

Section 1. Seal. The Corporation shall not have a corporate seal.

Section 2. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of October and end on the last day of September.

Section 3. Procedure. "Robert's Rules of Order Revised" shall be the parliamentary authority for all meetings and matters of procedure not specifically covered by these by-laws.

Section 4. Amendments to By-Laws. The Board of Directors may make, amend, revise, alter or rescind these by-laws, from time to time, in whole or in part, by a vote of a majority of the number of Directors fixed by these by-laws present at any meeting of the Directors duly called and convened provided that a reasonable advance notice thereof shall have been given in writing to each Director prior to such meeting.

ADOPTED: July 20, 1977 4:30 p:m.

WEST TENNESSEE LEGAL SERVICES, INC.

AMENDMENTS TO BY-LAWS

AMENDMENTS PROPOSED TO ARTICLE I:

Delete Section 3 in its entirety and substitute the following:

Section 3. Composition of the Board of Directors. (a) At least 60% of the members of the Board of Directors shall be licensed attorneys. There shall be seven (7) such attorney representatives on an eleven member Board. Three attorneys shall be selected from the organized Bar Association in Madison County. One each shall be selected from the organized Bar Associations or informal associations of attorneys in Chester, Hardeman, Haywood and Henderson counties. In the event that no attorney can be selected to represent a count, after the exercise of reasonable diligence, an attorney from anywhere in the service area may be selected to serve on the Board. (b) At least one-third of the members of the Board of Directors shall be eligible clients under the guidelines established by the Legal Services Corporation. There shall be four (4) such client representatives on an eleven member Board. Eligible client representatives shall be selected after consultation with community organizations, including but not limited to the following: Douglass Community Health Council, Mt. Zion Temple Home for Senior Citizens, Salvation Army, and the Chickasaw Community Action Agency.

Delete Section 6 in its entirety and substitute the following:

Section 6. Vacancies. Upon the resignation, removal, or disqualification of a Director, such Director shall be replaced by the Board of Directors as provided in Article I, Section 3.

Delete Section 7 in its entirety and substitute the following:

Section 7. Meetings of Directors. Regular meetings of the Board of Directors shall be held at least four times annually, the time and date determined by the Board of Directors. Special meetings of the Board may be called by the President at any time, and shall be called by the President or Secretary upon the written request of three Directors.

ADOPTED: March 30, 1978 6:30 p.m.