

CHARTER OF

The Technical Society of Knoxville

The undersigned, acting as the Incorporator of a Non-profit Corporation being filed pursuant to the Tennessee NONPROFIT CORPORATION ACT, compiled in Chapters 51-68 of T.C.A. Title 48, adopts the following Articles of Incorporation.

ARTICLE I- NAME

The name of the corporation is The Technical Society of Knoxville (“TSK” or “Corporation”).

ARTICLE II- PUBLIC BENEFIT CORPORATION

This Corporation is a public benefit Corporation.

ARTICLE III- NONRELIGIOUS CORPORATION

This Corporation is not a religious corporation.

ARTICLE IV- MEMBERS

The Corporation will have members.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The Corporation’s registered agent shall be Robert Scott and registered office shall be
{Address not published on the Web, but available upon request}

ARTICLE VI- INCORPORATORS

The initial incorporator is Dr. Wolf Naegeli.
[Address not published on the Web, but available upon request]

ARTICLE VII- PRINCIPAL OFFICE

The street address of the principal office shall be 2216 Delta Way Knoxville TN 37919.

ARTICLE VIII- NOT FOR PROFIT STATUS

The Corporation shall not be for profit.

ARTICLE IX-

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

ARTICLE X- ACTIVITIES

Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activity not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any future Internal Revenue law.

ARTICLE XI- DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event of dissolution, the residual assets of the organization shall be turned over to one or more organizations which themselves are recognized as exempt under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusively public purposes.

ARTICLE XII -PURPOSES

The purpose of this Corporation shall be (a) to promote the advancement of the technical and allied arts and sciences or their branches, (b) to unite, in an educational manner for their mutual welfare, the engineers, scientists and other persons engaged or interested in the technical professions, arts and sciences within the City of Knoxville and vicinity, (c) to aid in an educational manner, the public in the solution of civic programs involving engineering or scientific matters, and to encourage research in and investigations of such problems of public interest; to provide means of service, publications, and instructions on subjects tending to improve or increase the technical skill and social usefulness of persons engaged in technical or scientific pursuits or other allied activities; and to promote facilities for mutual contact and discussion, and (d) to do all things incidental to the foregoing or for the professional improvement, social intercourse, and maintenance of high professional standards of its members.

ARTICLE XIII- POWERS

The corporation shall, in addition, be empowered to carry out any activities authorized by the Tennessee Nonprofit Corporation Act and that may be carried out by organizations that are exempt under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code.

ARTICLE XIV- BOARD OF DIRECTORS

Governance- Any action permitted by law to be taken by the board of directors may be taken without holding a meeting, if all directors consent to taking such action without a meeting, and the affirmative vote of the number of directors necessary to take such action is obtained. Such

action taken without a meeting must be evidenced by the written consent(s) describing the action(s) taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.

Compensation- The Corporation shall make or pay no compensation, loan or other payment to any officer, board member, creator or organizer of the corporation, or substantial contributor to it, except as reasonable compensation for goods or services rendered or as reasonable reimbursement for authorized expenditures incurred on behalf of the corporation. No part of the corporation's assets or net earnings, current or accumulated, shall ever be distributed to or divided among such persons or private individuals, pursuant to the provisions of Section 501(c)(3).

Liability of Directors- Under the authority of Section 48-52-102(b)(3) of the Tennessee Nonprofit Corporation Act, a director shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except that this provision shall not eliminate or limit the liability of a director for:

- a. Any breach of the director's duty of loyalty to the corporation or its members; or
- b. Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- c. Any unlawful distribution of assets in violation of Section 48-58-304 of the Tennessee Nonprofit Corporation Act.

No amendment or repeal of this Section 16 shall apply to or have any effect on the liability or alleged liability of any directors of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Immunity from Suit- With respect to claims or liabilities arising out of service as a director or officer of the corporation, the corporation shall indemnify and advance expenses to each present and future director and officer (and his or her estate, heirs and personal representatives) to the fullest extent provided in Chapter 58 of the Tennessee Nonprofit Corporation Act, both as now in effect and as hereafter adopted or amended.

ARTICLE XV- NON-DISCRIMINATORY POLICY

The corporation shall not discriminate against any person on the basis of race, color, sex, national origin, religion, handicapping condition, age and any other basis prohibited by law. This policy of nondiscrimination applies to the hiring of personnel, election of board members, providing of services to the public, contracting for and purchasing of services and all other activities of the corporation. This policy of nondiscrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the

Rehabilitation Act of 1973, the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

XVI- OTHER

Otherwise, the activities and governance of the corporation shall be in accordance with its By-Laws.

Dated this 1st day of April, 2015.

W N Naegel

Incorporator