

**THE CHARTER OF THE UNIVERSITY  
OF THE SOUTH ADOPTED BY THE  
GENERAL ASSEMBLY OF THE STATE OF TENNESSEE  
IN 1858 AND AMENDED IN 1860, 2000, AND 2002**

WHEREAS, Sundry citizens of the States of Tennessee, Arkansas, Georgia, North Carolina, South Carolina, Alabama, Louisiana, Texas, Mississippi, and Florida, contemplate establishing a University, to be located in the State of Tennessee, at a place which shall be conveniently accessible to the citizens of said State, which University is to be under the control and government of the Protestant Episcopal Church, subject to such rules, regulations, and restrictions as are hereinafter set forth: and *whereas*, the security of society, the supremacy of the law, the preservation of liberty, regulated by law, the perpetuity of our institutions and of the Union — all are, at least, dependent upon the prevalence of intelligence of the people and sound moral sense among them: and *whereas*, it is the interest of the State, and indeed of every State, to encourage the erection of Seminaries of learning, therefore,

SECTION 1. *Be it enacted by the General Assembly of the State of Tennessee*, That James H. Otey, David Pise, Francis B. Fogg, John Armfield, Thomas Atkinson, M. Ashby Curtis, Thomas Ruffin, Thomas D. Warren, Thomas F. Davis, Alexander Gregg, J. L. Manning, Wm. Allston Pringle, W. H. Cobbs, Henry C. Lay, C. T. Pollard, L. H. Anderson, Wm. M. Green, W. W. Lord, Geo. S. Serger, Eugene Hinton, Leonidas Polk, W. T. Leacock, Geo. S. Guion, Wm. M. Mercer, J. W. Dunn, E. B. Nichols, J. E. Nicholson, Francis H. Rutledge, G. E. Fairbanks, Whitfield J. J. Scott, and such other person or persons as may hereafter be appointed Trustees of said University, in pursuance of the Constitution and By-Laws thereof, be and they and their successors are hereby constituted a body corporate and politic, in fact and in name, by the name of “The University of the South,” and by that name shall have perpetual succession and a common seal, and shall be capable in law of suing and being sued, and shall have power to purchase, receive by donation or otherwise, and to possess, hold, alien and dispose of property of all kinds and descriptions, to be held in fee simple or otherwise, subject, nevertheless, to such restrictions and conditions as are contained in this charter.

SEC. 2. That said Trustees shall have power to assemble at such time and place as may be designated by the President of the Board, for the purpose of organizing said Institution, and of forming a Constitution for the government of said University. A majority of said Trustees shall constitute a quorum for such purpose. Said Trustees shall have power in and by said Constitution to designate *how*, by *whom*, and in what way said University shall be governed; and said Constitution when adopted, may be altered or amended in such manner as may be provided for in said Constitution. Said Board shall keep a minute of their proceedings.

SEC. 3. That said Board shall meet at least once a year at the University, when the buildings are erected — but they may be called together, in extra session, in such manner as may be provided for in said Constitution, or by the By-Laws of said Institution.

SEC. 4. That said Trustees shall have power to appoint Committees (all the members of which shall not be required to belong to the Board of Trustees) to perform duties which may be delegated to them by said Trustees.

SEC. 5. That all subscriptions, donations, devises, or bequests, made upon the faith of the terms, conditions or stipulations set forth in the Constitution of said University, shall be governed thereby, and the subsequent change or alteration of said Constitution, shall not have the effect to alter the terms, conditions, or stipulations of said subscription, donation, bequest or devise.

SEC. 6. That said Trustees shall appoint a President, and shall have power, from time to time, to make by laws and ordinances for the government of said University, not inconsistent with the Constitution thereof; and for the appointment of Professors and for other officers; and for regulating the duties and conduct of the officers, Professors and students, fixing the salaries of officers, &c., &c.; *Provided*, the same be not inconsistent with the Constitution and laws of this State or of the United States.

SEC. 7. That upon the death, resignation, or removal of any of said Trustees, the vacancy occasioned thereby shall be supplied in the mode provided by the Constitution.

SEC. 8. That said University shall have full power to establish Literary and Scientific Departments, and those of Law, Theology, and Medical Science, and such other departments as said University may see proper, and to confer upon students, or any other person, the Degrees of Bachelor of Arts, Master of Arts, or any degree known and used in any College or University; and shall enjoy all other powers and immunities incident to corporations of this description.

SEC. 9. That said University shall be established and located at Sewanee, on the Cumberland Mountain, in or near Franklin county, or at any other point that the Board of Trustees may hereafter designate in the State of Tennessee; the site to be selected by said Trustees, or by such person or persons as they may appoint, which site shall continue until changed by the Trustees according to the provisions of the Constitution.

SEC. 10. That said University may hold and possess as much land as may be necessary for the building, and to such an extent as may be sufficient to protect said Institution and the students thereof, from intrusion of evil-minded persons who may settle near said Institution<sup>1</sup>, one thousand acres of which, including buildings and other effects and property of said Corporation, shall be exempt from taxation, so long as said land belongs to said University.

SEC. 11. That no misnomer or misdescription of said Corporation in any deed, will, gift, grant, devise, or other instrument of contract or conveyance, shall abate or defeat the same, but that the same shall take effect in like manner as if the said Corporation were regularly named; *Provided*, it be sufficiently described to ascertain the intention of the parties.<sup>2</sup>

SEC. 12. Stephen Elliott, Wm. N. Hawks, Daniel Griffin and J. Hamilton Cowper, be, and they are hereby appointed additional trustees to said University of the South.

SEC. 13. The said University of the South shall have power and authority to receive donations and grants of lands.<sup>3</sup>

SEC. 14. The said University of the South shall have a right to establish such police and municipal regulations as may be necessary for the preservation of order and the enforcement of the by-laws of said University, the same to be consistent with the laws and constitution of the United States and this State. That the foregoing shall be the amendment of the charter of said University.<sup>4</sup>

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<sup>1</sup> The words "Said land, however, not to exceed ten thousand acres," were deleted by action of the Board of Trustees on May 5, 2000.

<sup>2</sup> The preface and Sections 1 through 11 are the charter adopted as Chapter 29 of the Public Acts of 1857-1858 by the General Assembly of the State of Tennessee on January 6, 1858

<sup>3</sup> The words "in addition to the number of acres specified in the 10th section of the charter: *Provided*, That if said additional donations or grants are of lands in this State, that such lands be sold and disposed of by the University, and converted into personal securities or State bonds." were deleted by action of the Board of Trustees on May 5, 2000.

<sup>4</sup> Sections 12, 13, and 14 are amendments to the charter of 1858 adopted as Chapter 36 of the Private Acts of 1859-1860 by the General Assembly of the State of Tennessee on January 19, 1860.

SEC. 15. To the same and to the fullest extent permitted by the Tennessee Nonprofit Corporation Act for corporations to which the act applies, all members of the governing bodies of the University, including the Board of Trustees and the Board of Regents, or an officer shall not be liable for monetary damages for breach of fiduciary duty as a director or officer, and the provisions of Title 48, Chapter 58, Parts 5 and 6 shall be applicable to the University. If the Tennessee Nonprofit Corporation Act is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, governing board members, or officers, then the liability of a member of the Board of Trustees, of a member of the Board of Regents, or of an officer shall be eliminated or limited to the same and fullest extent permitted by the Tennessee Nonprofit Corporation Act, as so amended from time to time. Any repeal or modification of this paragraph shall not adversely affect any right or protection of a member of the Board of Trustees, of the Board of Regents, or of an officer existing at the time of such repeal or modification or with respect to events occurring prior to such time.<sup>5</sup>

SEC. 16. This Charter may be amended only upon affirmative vote by orders, clerical and lay trustees voting as an order and Episcopal trustees voting as an order, upon thirty (30) days notice of such proposed amendment. A majority of those members present and voting in each order shall be required for a proposed amendment to be adopted.<sup>6</sup>

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<sup>5</sup> Section 15 was adopted by the Board of Trustees as an amendment to the Charter on May 5, 2000.

<sup>6</sup> Section 16 was adopted by the Board of Trustees as an amendment to the Charter on May 3, 2002.