

General Welfare

STATE OF TENNESSEE

CHARTER OF INCORPORATION

BE IT KNOWN, that BLAND W. CANNON, M.D., JAMES R. GAY, M.D., NATHANIEL R. HOLLISTER, M.D., ELMER C. SCHULTZ, M.D., H. J. SVIEN, M.D., AND DONALD B. SWEENEY, M.D., all of legal age, are hereby constituted a body politic and corporate, by the name and style of CONGRESS OF NEUROLOGICAL SURGEONS for the purpose of promoting the public welfare through the advancement of neurological surgery by dissemination of advanced scientific knowledge; by the promotion and encouragement of scientific research; by elevating and sustaining the education of physicians in formal institutions of learning and particularly advanced study and training in neurological surgery; by honoring living leaders in the field of neurological surgery; by promoting mutual fellowship and good feeling among neurological surgeons; by cooperating with the other branches of the medical profession in all matters of mutual interest and advantage to the public; by directing the procedures and energies of the members of this corporation in the interest of public health and welfare.

The general powers of said corporation shall be:

(1) To sue and be sued by the corporate name. (2) 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. (3) Any corporation

chartered under the laws of Tennessee for religious, charitable, educational, missionary, or other eleemosynary purposes, and not for profit, shall have the power to receive property, real, personal or mixed, by purchase, gift, devise, or bequest, sell the same and apply the proceeds toward the promotion of the objects for which it is created, or hold any such property and apply the income and profits towards such objects. (4) Any corporation heretofore chartered for any of the foregoing purposes, desiring to avail itself of these powers, shall submit the question to its directors or trustees at any regular meeting, or special meeting called for the purpose, or to any regular or special meeting of its executive committee, and if a majority of said directors, trustees, or executive committee vote in favor of applying for the amendment, it may then proceed in usual course to file an amendment to its charter. (5) To establish by-laws, and make all rules and regulations not inconsistent with the laws and constitution, deemed expedient for the management of corporate affairs. (6) To appoint such subordinate officers and agents, in addition to a president and secretary, or treasurer, as the business of the corporation may require. (7) To designate the name of the office, and fix the compensation of the officer. (8) To borrow money to be used in payment of property bought by it, and for erecting buildings, making improvements, and for other purposes germane to the objects of its creation, and secure the repayment of the money thus borrowed by mortgage, pledge, or deed of trust, upon

such property, real, personal, or mixed, as may be owned by it; and it may, in like manner, secure by mortgage, pledge, or deed of trust, any existing indebtedness which it may have lawfully contracted.

The said six incorporators, shall within a convenient time after the registration of this charter, elect from their number a president, secretary and treasurer, or the last two officers may be combined into one, said officers and the other incorporators to constitute the first board of directors.

Any corporation not for profit may increase its directors or trustees to a number not more than twenty-five, by due and proper amendment to its by-laws unless otherwise specifically provided. 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 one month preceding the election. The term of officers may be fixed by the by-laws, the said term not, however, to exceed three years. All officers hold office until their successors are duly elected and qualified.

The general welfare of society, not individual profit, is the object for which this charter is granted, and the members are not stockholders in the legal sense of the term, and no dividends or profits shall be divided among the members.

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 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.

The charter is subject to modification and 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 especially 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 shall it engage in any kind of trading operation, nor hold any more real estate than is necessary for its legitimate purposes.

Expulsion shall be the only remedy for the non-payment of dues by the members, and there shall be no individual liability

against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

We, the undersigned, the incorporators above mentioned, hereby apply to the State of Tennessee for a Charter of Incorporation for the purposes declared in the foregoing instrument.

Witness our hands, this \_\_\_\_\_ day of

\_\_\_\_\_, 1951.

\_\_\_\_\_  
Bland W. Cannon, M.D.

\_\_\_\_\_  
James R. Gay, M.D.

\_\_\_\_\_  
Nathaniel R. Hollister, M.D.

\_\_\_\_\_  
Elmer C. Schultz, M.D.

\_\_\_\_\_  
H. J. Svien, M.D.

\_\_\_\_\_  
Donald B. Sweeney, M.D.

STATE OF TENNESSEE

COUNTY OF SHELBY

Personally appeared before me, \_\_\_\_\_  
\_\_\_\_\_, a Notary Public duly commissioned and qualified  
in and for said county and state, Bland W. Cannon, M.D., and  
Elmer C. Schultz, M.D., two of the within named incorporators,  
with whom I am personally acquainted, and who acknowledged  
that they executed the within application for a Charter of Incor-  
poration for the purposes therein contained and expressed.

Witness my hand and official seal at office in  
Memphis, Tennessee, this \_\_\_ day of \_\_\_\_\_, 1951.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF OHIO

COUNTY OF \_\_\_\_\_

Personally appeared before me, \_\_\_\_\_  
\_\_\_\_\_, a Notary Public duly commissioned and qualified  
in and for said county and state, James R. Gay, M.D., one of  
the within named incorporators, with whom I am personally ac-  
quainted, and who acknowledged that he executed the within  
application for a Charter of Incorporation for the purposes  
therein contained and expressed.

Witness my hand and official seal at office in  
\_\_\_\_\_, Ohio, this \_\_\_ day of \_\_\_\_\_, 1951.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF OHIO

COUNTY OF \_\_\_\_\_

Personally appeared before me, \_\_\_\_\_  
\_\_\_\_\_, a Notary Public duly commissioned and qualified  
in and for said county and state, Nathaniel R. Hollister, M.D.,  
one of the within named incorporators, with whom I am personally  
acquainted, and who acknowledged that he executed the within appli-  
cation for a Charter of Incorporation for the purposes therein  
contained and expressed.

Witness my hand and official seal at office in  
\_\_\_\_\_, Ohio, this \_\_\_ day of \_\_\_\_\_, 1951.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF MINNESOTA

COUNTY OF \_\_\_\_\_

Personally appeared before me, \_\_\_\_\_  
\_\_\_\_\_, a Notary Public duly commissioned and qualified  
in and for said county and state, H. J. Svien, M.D., one of the  
within named incorporators, with whom I am personally acquainted,  
and who acknowledged that he executed the within application for  
a Charter of Incorporation for the purposes therein contained  
and expressed.

Witness my hand and official seal at office in  
\_\_\_\_\_, Minnesota, this \_\_\_ day of \_\_\_\_\_, 1951.

\_\_\_\_\_  
Notary Public

My Commission expires: \_\_\_\_\_

STATE OF ALABAMA

COUNTY OF \_\_\_\_\_

Personally appeared before me, \_\_\_\_\_  
\_\_\_\_\_, a Notary Public duly commissioned and qualified  
in and for the said county and state, Donald B. Sweeney, M.D.,  
one of the within named incorporators, with whom I am personally  
acquainted, and who acknowledged that he executed the within  
application for a Charter of Incorporation for the purposes therein  
contained and expressed.

Witness my hand and official seal at office in  
\_\_\_\_\_, Alabama, this \_\_\_\_ day of \_\_\_\_\_, 1951.

\_\_\_\_\_  
Notary P<sub>u</sub>blic

My Commission expires: \_\_\_\_\_



*originals*  
The Charter of the Congress of Neurological Surgeons was filed  
in Nashville, Tennessee, in 1951.

The Charter is also registered in Shelby County, Memphis, Tennessee.