

1.01 Bylaws of Licking/Knox Goodwill Industries, Inc.

Article I – Name of Corporation

Section 1: These bylaws have been adopted pursuant to authority evidenced by the Articles of Incorporation filed with the Secretary of State of the State of Ohio and the membership agreement with Goodwill Industries International, Inc.

Section 2: This Corporation has been authorized to use the name, “Licking/Knox Goodwill Industries, Inc.” The emblem of the international organization shall be prominently displayed wherever feasible, including, but not limited to, all media.

Section 3: Goodwill Industries International, Inc. has assigned this Corporation the territories of Licking and Knox Counties. Additional territories may be assigned at a future date. Territorial disputes between Licking/Knox Goodwill Industries, Inc., and any other Goodwill Industries organization(s) must be submitted to Goodwill Industries International, Inc., for arbitration.

Section 4: The principle office of the corporation shall be located in the City of Newark, County of Licking, and State of Ohio. The Corporation may add offices in other localities within the state upon determination by the Board of Trustees.

Article II - Purpose

Section 1: The purpose of this corporation is exclusively charitable or educational within the meaning of Section 501(c) (3) of the Internal Revenue Code, including the following:

Licking/Knox Goodwill Industries, Inc. endeavors to provide training, employment, and support services to individuals with disabilities and other barriers to employment.

Section 2 This Corporation is not organized for profit nor shall any of its net earnings inure in whole or in part to the benefit of private stockholders, trustees, or other individuals. No substantial part of the activities of the corporation shall be devoted to influencing legislation, by propaganda or otherwise, nor to participating in any political campaign on behalf of any candidate for public office.

Section 3: This Corporation will not discriminate in employment or other practices on the basis of race, color, religion, spiritual belief, national origin, sex, socio-economic factors, military status, age, pregnancy, disability, or on any other characteristic protected by law. This Corporation shall at all times be in compliance with federal and state laws and regulations.

Article III – Board of Trustees

Licking/Knox Goodwill Industries, Inc. Board of Trustees is the governing body responsible for setting and administering agency policy. The Board of Trustees provides leadership, guidance and support in promoting the purpose and mission of Licking/Knox Goodwill Industries, Inc.

Section 1: The Board of Trustees shall consist of not more than fifteen (15) trustees.

Section 2: Trustees shall be citizens of the United States of America, at least eighteen (18) years of age, residents of the State of Ohio and counties of Licking, Knox, or a contiguous county, and may not be employees of the corporation. (Adopted 9/25/96)

Section 3: Trustees shall be eligible to serve two (2) consecutive, three (3) year terms but shall be ineligible for further reelection until one year has elapsed.

Section 4: Immediate past-chairpersons may hold the office of Emeritus Trustee for a period up to two years.

Section 5: A trustee elected to the position of Chairperson or Vice Chairperson under Article V below may have their second, three year term extended by no more than two years in order to fulfill the term as Chairperson or Vice-Chairperson.

Section 6: In the instance of a vacancy or temporary absence of any officer, the Board of Trustees may appoint a trustee to perform the duties of such officer during such vacancy or absence.

Article IV – Duties of Board of Trustees

Section 1: The Board of Trustees shall have the powers and duties appropriate to the administration of the Corporation. All powers of the Corporation shall be vested in the trustees.

Section 2: The Board of Trustees shall have power to purchase, lease, pledge, and sell personal and real property belonging to the Corporation, and to enter into contracts and agreements on its behalf.

Section 3: The Board of Trustees shall administer any significant donation or bequest.

Section 4: The Board of Trustees shall have the power to create and dissolve committees as defined in Article VIII.

Article V – Officers

The officers of the Licking/Knox Goodwill Industries, Inc., Board of Trustees shall be elected from the membership and shall include: Chairperson, Vice Chairperson, Secretary, and Treasurer. All officers shall be elected by the Board of Trustees at their first meeting after the annual meeting of the Licking/Knox Goodwill Industries, Inc., for a term of two (2) years and shall hold office until successors may be chosen and qualified in their stead. (Refer to Article III, Section 5 for Chairperson and Vice Chairperson exceptions.)

Article VI – Duties of Officers

Section 1: Chairperson -- The Chairperson shall preside at all meetings of the Board of Trustees and the Executive Committee. The Chairperson shall, by virtue of this office, be a member, ex-officio, of all committees. The Chairperson shall sign all documents required to be authorized by the Board of Trustees. Such documents may also require the signature of the Secretary, CEO/President, or other officer as designated by the Board of Trustees. The Chairperson shall, subject to the approval of the Board of Trustees, establish all committees and designate the members and chairpersons thereof. The Chairperson shall coordinate the work of officers and committees until objectives are achieved.

Section 2: Vice Chairperson--The Vice Chairperson shall perform the duties of the Chairperson in his or her absence.

Section 3: Treasurer -- The Treasurer shall be charged with the oversight of the Corporation's cash assets. The Treasurer shall have oversight of the annual financial audit and perform other such duties as requested by the Board of Trustees.

Section 4: Secretary -- The Secretary (or designee) shall attend the meetings of the Board of Trustees and the Executive Committee, and shall record all proceedings in the records of the corporation. The Secretary shall notify all trustees of meeting dates and times, and shall perform other duties as requested by the Board of Trustees.

Article VII – Executive Committee

The Executive Committee shall consist of the Chairperson, Vice Chairperson, Treasurer, Secretary, and one other trustee to be designated by the Board of Trustees. Board of Trustee terms shall be extended as necessary to allow each Executive Committee member at least two (2) years of service on the Executive Committee. The Executive Committee's functions shall include oversight of CEO/President, final hearing of grievance appeals, risk oversight, and other specific duties. The Executive Committee may meet between regularly scheduled Board of Trustees meetings or as needed. Actions of the Executive Committee shall be ratified at subsequent Board of Trustee meetings.

Article VIII – Standing and Special Committees

The Board of Trustees shall create such committees and define their duties as deemed necessary to the successful operation of the corporation. With the exception of Executive Committee, the members of each committee shall be appointed by the Chairperson for a term of two (2) years. The chairperson of each committee shall be a member of the Board of Trustees and appointed by the Chairperson.

Article IX – Meetings

Section 1: The annual meeting of Licking/Knox Goodwill Industries, Inc., shall be held within ninety days (90) days after the first day of January, at a time and place established by the Board of Trustees. The fiscal year shall end on the thirty-first (31) day of December.

Section 2: The Board of Trustees shall meet a minimum of nine (9) meetings per fiscal year on the last Wednesday of each month. Special meetings may be scheduled at the request of the President or any two (2) trustees. Forty (40%) percent of the trustees shall constitute a quorum.

Section 3: The Executive Committee may meet between Board meetings at a time and place determined by the committee. Special meetings may be called by the Chairperson or at the request of two (2) Executive Committee members. Three (3) members of the Executive Committee shall constitute a quorum.

Section 4: Each standing committee shall each meet quarterly at a time and place determined by the committee.

Section 5: Notices of meetings shall be mailed, faxed, hand-delivered, or e-mailed forty-eight (48) hours prior to trustee and standing committee meetings and twenty-four (24) hours prior to Executive Committee meetings. Notices shall be directed individually to each trustee or Committee member at his or her usual place of business or home. Notices of meetings for the purpose of bylaw changes shall be provided at least fifteen (15) days prior to the meeting.

Section 6: Adjournment. All Trustee or Committee meetings may be adjourned to a later date as decided by those present.

Section 7: Attendance. If a trustee shall have missed more than three (3) Trustee and Committee meetings during a fiscal year, that individual may cease to qualify as a trustee, and their board seat may be considered vacant.

Section 8: Parliamentary procedures set forth in the current edition of Robert's Rules of Order Revised, shall govern the conduct of meetings, unless in conflict with provisions of these bylaws.

Article X – Conflict of Interest

Members of the Board of Trustees shall not conduct private business in a manner which places them at special advantage because of their association with Licking/Knox Goodwill Industries, Inc.

The following guidelines shall prevail concerning duality and conflict of interest:

- Any duality of interest, or possible conflict of interest on the part of the governing Board member, should be disclosed to the other members of the Board and made a matter of record, through either an annual procedure or when the interest becomes a matter of Board action.
- Any governing Board member having a duality of interest or possible conflict of interest on any matter should not vote or use their personal influence in the matter, and they should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- The foregoing requirements should not be construed as preventing the governing Board member from stating briefly his position on the matter, nor from answering pertinent questions from other Board members since their knowledge may be of great assistance.

Article XI – CEO/President

The CEO/President shall be appointed by the Board of Trustees and approved by Goodwill Industries International, Inc. The CEO/President shall be charged with the day-to-day operation and management of the Corporation, performs particular duties as assigned by the Board of Trustees, and is an ex-officio member of all committees. The CEO/President shall be responsible to the Board of Trustees and report to them at regular intervals or during critical situations. The CEO/President may be terminated only by the Board of Trustees. Goodwill Industries International, Inc. must be notified of such termination. The Board of Trustees may suspend termination pending an investigation.

Article XII – Relation to Goodwill Industries International, Inc.

Section 1: In return for general supervision and certain benefits, Licking/Knox Goodwill Industries, Inc. shall pay monthly membership dues to Goodwill Industries International Inc. It is understood that dues paid to Goodwill Industries International, Inc. are used to provide services and Goodwill programs throughout all of Goodwill Industries, including the further expansion of rehabilitation services in underserved areas. It is further understood that monthly dues are not payment or retribution for loans, supplies, or other, tangible obligations to Goodwill Industries International, Inc.

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Section 2: Upon dissolution of Licking/Knox Goodwill Industries, Inc., all title to real and personal property of the Corporation, after payment of all outstanding debts, shall immediately be vested in Goodwill Industries International, Inc., as trustee for the express purpose of reestablishing Goodwill Industries, or a similar organization, serving the counties of Licking and Knox.

Section 3: In the event this Corporation shall cease to be a member of Goodwill Industries International, Inc., the certificate of recognition issued by Goodwill Industries International, Inc., shall become null and void. The Corporation's right to use the name "Goodwill Industries" shall terminate immediately, and it shall delete, destroy, or alter all media, both visual and audio, containing symbols or references to Goodwill Industries. Any outstanding loans granted to Licking/Knox Goodwill Industries, Inc. by Goodwill Industries International, Inc., shall immediately be paid in full, along with interest or penalties.

Article XIII – Change of Bylaws

These bylaws may be altered, amended, or repealed only by a majority vote of the members of the Board of Trustees present at any meeting of the Board of Trustees of the Licking/Knox Goodwill Industries, Inc. Not less than thirty (30) days prior to such meeting, Goodwill Industries International, Inc. will be notified of such alterations, amendments, or repeal to assure compliance with Goodwill Industries International, Inc. policies and procedures. Trustees must be notified at least fifteen (15) days prior to any meeting to alter, amend, or repeal the bylaws. Said notice must inform the trustee that bylaw changes may be acted upon. Immediately after approval by the Board of Trustees, a copy of all changes will be forwarded to Goodwill Industries International, Inc. by certified mail.


Board Chairperson


Board Secretary


CEO/President

4/30/14