

**BYLAWS of GW Business Solutions, LLC,
An Ohio Limited Liability Company**

ARTICLE I

Name and Organization

- 1.1 Name: The name of this organization shall be: GW Business Solutions, LLC (hereinafter referred to as "GW".)
- 1.2 Organization: This Company shall be organized as a non-profit, non-stock, limited liability company under the general corporation laws of Ohio. It shall be in existence in perpetuity or until formally dissolved by the action of competent authority.
- 1.3 Forming and Maintaining Company as Non-profit: It is the intent and desire of GW that it, and its bylaws, complies with the requirements of the United States government in the forming and maintaining of this Company as a non-profit entity.

ARTICLE II

Purpose

- 2.1 Purpose: It is the purpose of GW to support Licking/Knox Goodwill Industries, Inc., and its charitable proposes; to affiliate with Licking/Knox Goodwill Industries, Inc., and to carry out the objectives of Licking/Knox Goodwill Industries, Inc., according to principles, policies, standards and procedures as set forth in the governing documents of Licking/Knox Goodwill Industries, Inc. This Company shall be subordinate to and subject to the authority of Licking/Knox Goodwill Industries, Inc.

ARTICLE III

Membership

- 3.1 Membership: Licking/Knox Goodwill Industries, Inc. shall be the sole Member of the Company.

ARTICLE IV

Board of Trustees

- 4.1 Powers: Property and assets of GW shall be managed and controlled by the Board of Trustees of Licking/Knox Goodwill Industries, Inc. All decisions and actions of the GW Board of Trustees shall be subordinate to and subject to the authority of Licking/Knox Goodwill Industries, Inc.
- 4.2 Board of Trustees: The Board of Trustees shall consist of not more than four (4) Trustees and shall consist of the Licking/Knox Goodwill Industries, Inc. Board of Trustees Executive Committee.

4.3 Officers: The officers of the Board of Trustees shall be elected at the first meeting and consist of a President, Vice President, Secretary, and Treasurer. Officers shall serve a term concurrent with the individual's term on the Licking/Knox Goodwill Industries, Inc. Executive Committee.

4.4 Compensation: The Board of Trustees shall serve without compensation.

4.5 Conflict of Interest: Any duality of interest or possible conflict of interest on the part of any Board of Trustees member shall be disclosed to the other members of the Board, made a matter of record, and reported to the Licking/Knox Goodwill Industries, Inc. Board of Trustees. Any Trustee having a duality of interest or possible conflict of interest regarding any matter shall not vote, or otherwise try to influence the outcome of said vote.

ARTICLE V

Meetings

5.1 Meetings: The Board of Trustees of GW Business Solutions, LLC shall meet immediately after a regularly scheduled meeting of the Licking/Knox Goodwill Industries, Inc. Board of Trustees Executive Committee or, at the special request of the President or, upon written request of two GW Business Solutions, LLC Board of Trustees members.

5.2 Quorum: A quorum shall consist of at least 3 trustees.

5.3 Rules of Order: The rules contained in Robert's Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable.

ARTICLE VI

Amendments

6.1 Amendments: Amendments to the bylaws may be made at any of the Board of Trustees meetings by a two-thirds majority vote of the trustees present.

ARTICLE VII

Dissolution

9.1 Dissolution: GW Business Solutions, LLC may not be dissolved without the consent and authorization of Licking/Knox Goodwill Industries, Inc. Upon dissolution and after paying or making provision for the payment of all the liabilities of GW, all assets shall be transferred to Licking/Knox Goodwill, Industries, Inc., or to other such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)3 of the United States Internal Revenue Code or to such other organization with purposes similar to this company. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas in the County in which the principal office of this company is then located, exclusively for such purposes

and to such organizations, as such determined by the Court, which are organized and operated exclusively for such purposes.

ARTICLE X

Equal Opportunity

10.1 Equal Opportunity: GW Business Solutions, LLC is an equal opportunity organization and will not practice, permit, nor condone discrimination of any type based on race, color, religion, spiritual belief, sex, national origin, age, pregnancy, disability, socio-economic factors, military status, or any other characteristic protected by law.

These Bylaws were approved by _____ on this
_____ day of _____, 2014.