

1.01 Bylaws of Licking/Knox Goodwill Industries, Inc.

Article 1 – Name

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 displayed at all times in prominent places.

Section 3: The territory assigned to this corporation by Goodwill Industries International, Inc., includes Licking County and Knox County with such changes therein as may from time to time be made by Goodwill Industries International, Inc. Any territorial dispute between Licking/Knox Goodwill Industries, Inc., and any other Goodwill Industries is to 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, State of Ohio. The corporation may also have offices at other places within or without the state as the Board of Trustees may from time to time determine.

Article II - Purpose

Section 1: The purpose of this corporation is exclusively for any charitable or educational purpose within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, including the following:

to improve employment opportunities for individuals with disabilities, as provided by Ohio Revised Code Sections 4115.31 et seq., to further the sale of products made and services rendered by them and, therefore, to promote the welfare of individuals with disabilities in general and individuals with disabilities in particular in the State of Ohio.

Section 2 This organization is not organized for profit nor shall any of its net earnings inure in whole or 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: No discrimination shall ever be permitted because of race, creed, color national origin of a person, his or her sex, age, disability, or on any other basis protected by law, in connection with any of the work or activities of this corporation. This corporation shall be in compliance with all federal laws and state statutes applicable to this section.

Article III – Officers

The officers of the Licking/Knox Goodwill Industries, Inc., elected from the membership of the Board of Trustees, shall be a President, Vice President, 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.

Article IV – Board of Trustees

Section 1: The Board of Trustees shall consist of not more than fifteen (15) Trustees, who are qualified in accordance with the provisions in Section 2 of this Article.

Section 2: Trustees shall be citizens of the United States of America, at least eighteen (18) years of age, be 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: In case 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 V – Duties of Board of Trustees

Section 1: The Board of Trustees shall have the powers and duties necessary to appropriate for the administration of the affairs of the corporation. All powers of the corporation shall be vested in the Trustees.

Section 2: They shall have ample power to purchase and to lease, pledge, and sell all such personal and real property, and to make all such contracts and agreements on behalf of the said Licking/Knox Goodwill Industries, Inc., as they deem needful or convenient for the successful prosecution of its purposes and considerations. They shall administer any donations and bequests.

Section 3: They shall require adequate bonds from the Treasurer, Executive Director, Director of Administration, Director of Operations, Financial Administrator, Human Resource Administrator, Communications Administrator, Transportation and Maintenance Administrator, Financial Specialists, Division Directors, Cashiers, and such other employees and servants of the Licking/Knox Goodwill Industries, Inc., as they may deem necessary.

Section 4: They shall appoint and remove all committees and prescribe their duties, but no committee, except the Executive Committee, shall have the power to obligate the Licking/Knox Goodwill Industries, Inc., to any financial outlay or to commit it to any social program unless authorized by the Board of Trustees.

Section 5: No person who receives compensation for services rendered or commissions of any kind from Licking/Knox Goodwill Industries, Inc., shall be eligible for voting membership on its Board of Trustees.

Article VI – 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:

1. 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.

2. 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.
3. 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 VII – Executive Committee

The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and one (1) other trustee to be elected by the Board of Trustees for a term of two (2) years. The Executive Committee shall meet between Board meetings and shall carry out the decisions of the Board of Trustees, except the purchase and sale of real estate. 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 as are deemed necessary for the successful operation of the corporation and define their duties. The members of each committee shall be appointed by the President 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 President.

Article IX – Duties of Officers

Section 1: President. The President shall preside at all meetings of the Board of Trustees and the Executive Committee. The President shall, by virtue of this office, be a member, ex-officio, of all committees. The President shall sign all legal papers of the corporations together with the Secretary or any other proper officer of the corporations authorized by the Board of Trustees. The President shall, subject to the approval of the Board of Trustees, establish all committees and designate the members and chairpersons thereof. The President shall coordinate the work of the officers and committees of the corporation in order that the objectives may be promoted.

Section 2: Vice President. The Vice President shall perform the duties of the President in the absence of the President.

Section 3: Treasurer. The Treasurer shall have the care and custody of all funds and securities of the corporation and deposit the same in the name of the corporation in such bank or banks as the trustees may elect. The Treasurer shall sign all checks, drafts, and orders for the payment of money, notes, and other evidences of indebtedness issued in the name of the corporation in such manner as shall from time to time be determined by the Board of Trustees. Such instruments shall be countersigned, as determined in such resolution, by the Executive Director. The Treasurer shall be subject to all other conditions and restrictions as may be made and shall perform such duties specified by the Board of Trustees. The Treasurer's accounts shall be audited annually by a Certified Public Accountant employed 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 upon the books of records of the corporation the proceedings of the respective meetings. The Secretary shall notify all Trustees of all meetings and shall perform such other duties as the Trustees shall from time to time prescribe.

Article X – Executive Director

The Executive Director may be nominated by Goodwill Industries International, Inc., and retained by the Board of Trustees of the Licking/Knox Goodwill Industries, Inc. The Executive Director shall have active direction and management of the business and affairs of the corporation, perform such duties as may be assigned from time to time by the Board of Trustees, and be an ex-officio member of all committees. The Executive Director shall countersign such drafts and checks as designated by the Board of Trustees. The Executive Director shall be responsible to the Board of Trustees and shall report to them at regular intervals. While Goodwill Industries International may be consulted concerning the termination of the Executive Director, the final determination to terminate the Executive Director rests with the local Board of Trustees. In case of conduct alleged to be prejudicial to the well being of the Licking/Knox Goodwill Industries, Inc., the Executive Director may be suspended pending investigation and recommendation of the Board of Trustees of Licking/Knox Goodwill Industries, Inc.

Article XI – 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 at the time of the annual meeting, and on the last Wednesday of each month, to a minimum of nine (9) meetings per fiscal year, and at the call of the President or any two (2) Trustees. Forty (40%) percent of the Trustees shall constitute a quorum.

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

Section 4: Notices of meetings of Trustees and the Executive Committee shall be in writing, mailed, faxed, or e-mailed forty-eight (48) hours prior to meetings of Trustees and twenty-four (24) hours prior to Executive Committee meetings, addressed to each Trustee or Executive Committee member at his/her usual place of business or abode, delivered in hand, provided, however, that notices of meetings at which bylaws are to be changed shall be in writing fifteen (15) days before the meeting.

Section 5: Adjournment. All meetings of Trustees or the Executive Committee may be adjourned to said other time and place as may be decided by those present and represented.

Section 6: Attendance. If any Trustee shall have more than three (3) absences during any year commencing with the date of his/her election, which absences are unexcused by the Board of Trustees, they shall cease to qualify as a Trustee, and their office as Trustee shall be deemed vacant.

Section 7: Parliamentary procedures set forth in the current edition of Robert's Rules of Order Revised, shall govern the conduct of meetings when not in conflict with provisions of these bylaws.

Article XII – Relation to Goodwill Industries International, Inc.

Section 1: In return for the general supervision and cooperative helpfulness afforded by Goodwill Industries International, Inc., this corporation shall pay the Treasurer of Goodwill Industries International Inc., a monthly fee determined by that organization of which the Licking/Knox Goodwill Industries, Inc., is a member. This fee is to be used in providing services and improving the program and efficiency of all Goodwill Industries, including the further expansion of rehabilitation services in areas not now served. It is not in liquidation of any loans, supplies, or contributions provided by the Goodwill Industries International, Inc.

Section 2: In case the work of this corporation should be abandoned, all title to real and personal property of this corporation remaining after the debts of this corporation have been paid shall immediately be vested in Goodwill Industries International, Inc., as Trustee for the purpose of reestablishing Goodwill Industries or similar work in the counties of Licking and Knox served by Licking/Knox Goodwill Industries, Inc.

Section 3: In case this organization shall cease to become 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 repaint signs, symbols, and other media employed for its use and display. All donations or loans made to said corporation by the said Goodwill Industries International, Inc., shall immediately be returnable in full, with interest from the date of such donations or loans, at an interest rate set by the Board of Trustees of Goodwill Industries International, Inc.

Article XII – Change of Bylaws

These bylaws may be changed, 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., and following consultation with Goodwill Industries International, Inc., not less than thirty (30) days prior to the date of the meeting, in order that it may be ascertained that the proposed changes are in harmony with the Purposes and Policies of Goodwill Industries International, Inc. In the notice of the meeting to Trustees, it shall be stated that the amendment change or repeal may be acted upon. A certified copy of any changes in said bylaws shall be recorded with said Goodwill Industries International, Inc.

Board President

Board Secretary

Executive Director