

# BY-LAWS

## Ben and Jerry's of the Southern Rivers, Inc.

### Article I

**Name and Object:** Section 1. The name of the Corporation shall be Ben and Jerry's of the Southern Rivers, Inc., This corporation is organized to be operated exclusively as a nonprofit public benefit corporation to provide certain public benefit and charitable services in the State of Georgia, and in such other states and jurisdictions as the Board of Directors deems appropriate.

**General Purpose:** Section 2. The corporation is organized exclusively for charitable, educational, religious or scientific purposes including for such purposes (i) the operation of a Ben & Jerry's Ice Cream Shop under the PartnerShop Program for the purpose of employing individuals with barriers to employment and providing them with job skills and (ii) the making of distributions to organizations that qualify as exempt organizations within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future federal tax code), specifically including Goodwill Industries of the Southern Rivers, Inc.

**Charitable Purposes:** Section 3. The Corporation is a voluntary association of individuals the purposes of which, as set forth in the Articles of Incorporation, are exclusively charitable within the meaning of Section 501(c) (3) of the Internal Revenue Code. In furtherance of such purposes, the Corporation shall have full power and authority:

- a. To make distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code;
- b. To make distributions for other charitable purposes;
- c. To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same shall be amended from time to time; and
- d. To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation and these By-Laws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501(c) (3) of the Internal Revenue Code).

**Governing Instruments:** Section 4. The Corporation shall be governed by its Articles of Incorporation and its By-Laws.

### ARTICLE II

**Principal Office:** Section 1. The principal office for the transaction of the activities of the Corporation shall be located in Muscogee County, Georgia, at such place within said county as may be fixed from time to time by the Board of Directors.

**Control of Corporation:** Section 2. The affairs of the Corporation shall be managed, controlled, and administered by the Board of Directors, or by agents designated by action of the Board.

### ARTICLE III

**Membership:** Any community member, individual or organization interested in the purpose and work of **Ben**

**and Jerry's of the Southern Rivers, Inc.**, may be considered to become a member of **Ben and Jerry's of the Southern Rivers, Inc.** Each member shall be entitled to receive the regular publications and be invited to various events and meetings held from time to time by the organization. The Board of Directors shall consist of not fewer than seven (7) and not more than fifteen (15) members. The number may vary between the said minimum and maximum, and within the said limits. Each member of the Executive Committee of Goodwill Industries of the Southern Rivers, Inc. shall automatically be a member of the Board of the Corporation. A member of the Board shall continue to be a member of the Board until his removal from the Executive Committee of Goodwill Industries of the Southern Rivers, Inc.

#### **ARTICLE IV**

**Officers:** The officers of **Ben and Jerry's of the Southern Rivers, Inc.** shall be the Chairman, Vice-Chairman, Secretary and Treasurer. All Officers shall be elected by the Board of Directors generally at the Annual Meeting of **Ben and Jerry's of the Southern Rivers, Inc.**, for a term of two (2) years and shall hold Office until a successor is chosen and qualified in their stead.

#### **ARTICLE V**

**Board of Directors:** Section 1. The Board shall consist of the Officers, President and Chief Executive Officer and not more than ten (10) directors who shall be elected by members of the Board of Directors in accordance with provisions in Section 2 of this Article.

Section 2. A minimum of one-third of the directors shall be elected by the members of the Board of Directors at each Annual Meeting to fill the vacancies of the directors whose terms expire in that year. All aforesaid directors shall hold their office until others are chosen and qualified in their stead.

Section 3. Board members are elected to serve a four (4) year term and may be re-elected by the Board of Directors as needed. The term may be extended as needed for a member who is an Officer of the Board of Directors and has not completed the two-year (2) term as elected.

Section 4. In case of a vacancy or temporary absence of any officer or director, the Board Committee may appoint a member to perform the duties of such officer or director during such vacancy or absence.

Section 5. The Chairman of the Board shall establish an Attendance and Participation Policy for Board Members attendance at Board and Committee meetings. Pursuant to this Policy, the Chairman is authorized to remove Board members for failing to abide by said Policy.

#### **ARTICLE VI**

**Duties:** Section 1. The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the corporation, except those specified, granted or reserved to the members by law, the Articles of Incorporation, or these by-laws, shall be vested in the directors.

Section 2. They shall require adequate bonds and insurance for the Officers, President and CEO, his/her direct reports, all accountants and anyone processing transactions that involve cash and credit and such other employees and servants of **Ben and Jerry's of the Southern Rivers, Inc.**, as they deem necessary.

Section 3. They shall appoint or remove all committees and prescribe their duties, but no committee, shall have the power to obligate **Ben and Jerry's of the Southern Rivers, Inc.**, to any financial outlay unless authorized by the Board of Directors.

Section 4. With the exception of the President and Chief Executive Officer and any other Board appointed staff member who are voting members of the Board of Directors and all committees, generally no compensation shall be paid to directors and a director may not be an employee of the corporation.

Section 5. "Newly Revised Robert's Rules of Order" shall be followed in conducting all business of **Ben and Jerry's of the Southern Rivers, Inc.**

Section 6. **Ben and Jerry's of the Southern Rivers, Inc.**, seeks to have a Board in which all Directors will qualify as independent at all times. Any member of the Board of Directors who is aware of a potential or perceived conflict of interest with respect to any matter coming before the Board shall not vote in connection with the matter.

## ARTICLE VII

**Executive Committee:** Section 1. The Executive Committee shall consist of the Chairman, Vice-Chairman, Secretary, Treasurer and President and Chief Executive Officer as elected by the Board of Directors for a term of two (2) years. Each member of the Executive Committee of Goodwill Industries of the Southern Rivers, Inc. shall automatically be a member of the Board of the Corporation. A member of the Board shall continue to be a member of the Board until his removal from the Executive Committee of Goodwill Industries of the Southern Rivers, Inc.

Section 2. The Executive Committee shall meet at the call of the Chairman, and shall carry out the decisions of the Board of Directors and perform all work assigned by the Board of Directors.

Section 3. The Executive Committee shall have ample power to purchase, lease, pledge, and sell all such personal and real property, and to make all such contracts and agreements or delegate authority to act on behalf of the said **Ben and Jerry's of the Southern Rivers, Inc.**, as they may deem needful or convenient for the successful prosecution of its purposes and operations. They shall administer any financial contributions and bequests.

## ARTICLE VIII

**Standing and Special Committees:** Section 1. The Chairman shall appoint and the Board shall approve such standing committees as are deemed necessary for the successful prosecution of the work of the organization and define the duties of those committees. Members of standing committees shall serve for a term of two (2) years or until their successors are elected. Standing and special committees shall meet at the call of the Chairman of the respective committees.

**Board Development Committee:** Section 2. There shall be a Board Development Committee, which shall present a slate of proposed officers, board members and any advisory committee members for the upcoming term. The Board Development Committee shall be composed of at least three (3) members to include the Chairman and two additional members selected by the Chairman and President and CEO. Each member of the Board Development Committee of Goodwill Industries of the Southern Rivers, Inc. shall automatically be a member of the Board Development Committee for **Ben and Jerry's of the Southern Rivers, Inc.** A member of the Committee shall continue to be a member of the Committee until his removal from the Board Development Committee of Goodwill Industries of the Southern Rivers, Inc.

**Audit Committee:** Section 3. There shall be an Audit Committee, which shall consist of the Treasurer

and two additional committee members, which may or may not be a member of the Board of Directors, as appointed by the Executive Committee to serve a two-year term. Each member of the Audit Committee of Goodwill Industries of the Southern Rivers, Inc. shall automatically be a member of the Audit Committee of **Ben and Jerry's of the Southern Rivers, Inc.** A member of the Committee shall continue to be a member of the Committee until his removal from the Audit Committee of Goodwill Industries of the Southern Rivers, Inc. The committee will report to the Board. Voting members of the committee must be independent meaning they are not employees or are not employed by an organization affiliated with **Ben and Jerry's of the Southern Rivers, Inc.**, and will not accept compensation from the organization. The committee will supervise the hiring, compensation and provide oversight of the work of the outside auditing firm in coordination with the President and Chief Executive Officer, Chief Financial Officer and/or Chief Administrative Officer. The audit committee will have at least one member who is a financial expert meaning having performed financial duties in a professional manner and in a financial field at some recent point in his/her work related experience. The audit committee will meet at least once per year and more frequently as needed or as called by the Chairperson of the committee.

**Compensation Committee:** Section 4. The Compensation Committee shall have the responsibility of oversight and evaluation of the compensated Officers of the Corporation, including the President and the Chief Executive Officer and any other positions deemed necessary by the Committee to remain in compliance with IRS regulations. Such periodic evaluations shall be conducted on at least an annual basis. The results of such evaluations shall be generally reported to the Board of Directors. The Committee shall be comprised of no fewer than three (3) members, which may or may not be a member of the Board of Directors, and are appointed by the Executive Committee for a two year term. Each member of the Compensation Committee of Goodwill Industries of the Southern Rivers, Inc. shall automatically be a member of the Compensation Committee of Ben and Jerry's of the Southern Rivers, Inc. A member of the Committee shall continue to be a member of the Committee until his removal from the Compensation Committee of Goodwill Industries of the Southern Rivers, Inc. At least two of the Committee members will have substantial Human Resources experience and knowledge. The Committee will meet as needed.

## ARTICLE IX

**Duties of Officers:** Section 1. The Chairman shall preside at all meetings of the Board of Directors and the Executive Committee. He shall, by virtue of his office be a member, ex-officio of all committees.

Section 2. The Vice-Chairman shall perform the duties of the Chairman in the absence of the Chairman.

Section 3. The Treasurer shall have the coordination of care and oversight of the funds and securities of the corporation along with the appropriate staff in the Accounting Services Department. He shall be subject to such conditions as may be made by the Board of Directors. He shall coordinate the activities of the Audit Committee. The corporate accounts shall be audited annually by a Certified Public Accountant selected in accordance with the guidelines of the Audit Committee.

Section 4. The Secretary shall attend the meetings of the Board of Directors and Executive Committee, and shall record upon the books of records of the corporation, the proceedings of their respective meetings. He shall notify all directors of all meetings and shall perform such other duties as the Executive Committee of the corporation shall from time to time prescribe. The Executive Committee shall have the right to annually appoint Administrative support to perform, coordinate and support these duties.

Section 5. The President and CEO shall be nominated by the Chairman of the Board of Directors of **Ben and Jerry's of the Southern Rivers, Inc.**, in consultation with Goodwill Industries of the Southern Rivers, Inc.,

and elected by the Board of Directors of **Ben and Jerry's of the Southern Rivers, Inc.** The President and CEO shall not be dismissed without consultation with Goodwill Industries of the Southern Rivers, Inc... The Board of Directors through delegation to the Compensations Committee shall negotiate with the President and CEO a contract for services, responsibilities and compensation that will be reviewed and renewed on an annual basis. The President and Chief Executive Officer shall be the Executive Agent of the Board of Directors and Executive Committee of **Ben and Jerry's of the Southern Rivers, Inc.**, and be a member of all committees. The President and Chief Executive Officer will abstain from voting on all matters regarding Executive Review and Compensation. He shall have active direction and management of the business and affairs of the corporation, and shall perform such duties as may be assigned him from time to time by the board. He shall sign or cause to be signed all financial drafts and checks as well as contracts and other necessary obligations to continue day to day operations. He shall be responsible to the Board of Directors and shall report to them at regular intervals. Generally, an annual plan and budget are approved, the President and Chief Executive Officer shall be completely empowered to execute within discretion the objectives contained within the plan. The President and Chief Executive Officer shall meet at a minimum on a bi-monthly basis with the Board for consultation and oversight with regard to the President's adherence to the plan objectives and budget requirements.

## **ARTICLE X**

**Meetings:** Section 1. The annual meeting shall be held prior to the first day of January, at a time and place established by the Board of Directors. Special meetings of the members can be called at any time by the Chairman or on written request of Five (5) members stating the object of the meeting. Business shall be on a calendar year basis. Five (5) voting Board members shall constitute a quorum.

Section 2. The Board of Directors shall meet at least bi-monthly as Scheduled at a minimum 6 times annually. Special meetings may be called by the Chairman or upon the written request of two (2) Executive Committee members. Three (3) members of the Executive Committee shall constitute a quorum.

Section 3. The Executive Committee shall meet as needed and at the call of the Chairman.

Section 4. Notices of Board meetings shall be in writing, mailed or communicated electronically at least forty-eight (48) hours before the meeting, addressed to each director at his usual place of business or abode, or delivered to him in hand, by fax or electronic mail, provided however that notices of directors' meetings at which bylaws are to be changed shall be in writing ten (10) days before the meeting. Notices of Executive Committee meetings shall be by telephone, fax or electronic mail at least 24 hours in advance of the meeting.

Section 5. All Committees of the Board are encouraged to adjourn as needed to Executive Session which is comprised of volunteer Board members and any invited guests. A Board member serving on the Committee will be designated to take minutes and formally retain them so at the appropriate time they become part of the Corporate record book.

Section 6. Adjournment. All meetings of Directors or Executive Committee may be adjourned to such other time and place as may be decided by those present and represented.

## **ARTICLE XI**

**Corporate Seal:** The corporation shall have a common seal, being a circular seal of the following description, **Ben and Jerry's of the Southern Rivers, Inc.**, around the circle and date of organization in inner circle. The seal shall be in the custody of the organization, fully secured and protected and may be administered

by the President and CEO, his or her designees, Board Chairman and/or secretary as needed.

## **ARTICLE XII**

**Relation to Goodwill Industries of the Southern Rivers, Inc.:** Section 1. In return for the general supervision and cooperative helpfulness afforded by Goodwill Industries of the Southern Rivers, Inc., this corporation shall pay Goodwill Industries of the Southern Rivers, Inc., monthly, a fee or calculation of a fee determined by that organization. The fee is to be used in providing supervision and increasing efficiency of **Ben and Jerry's of the Southern Rivers, Inc.**, and in the potential expansion of new work centers.

Section 2. In case the work of this corporation should be abandoned, all titles to real estate and personal property of this corporation remaining after the debts of this corporation have been paid shall immediately be vested in Goodwill Industries of the Southern Rivers, Inc

## **ARTICLE XIII**

**Change of Bylaws:** Section 1. These by-laws may be amended, changed or repealed only by a majority vote of the members of the Board present at any meeting of members of the Board of **Ben and Jerry's of the Southern Rivers, Inc.**, and following the consultation with Goodwill Industries of the Southern Rivers, Inc., 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 of the Southern Rivers, Inc. Notices to members of the Board, advising them of the proposed amendment, change or repeal and the meeting date such may be acted upon, shall be communicated not less than ten (10) days prior to the date of the meeting. A certified copy of changes in said by-laws shall be recorded with said Goodwill Industries of the Southern Rivers Inc., the State registering agency and additional regulatory required locations along with posted for public access.

**Amended December 10, 2008**