

BY-LAWS

Goodwill Industries of the Southern Rivers, Inc.

ARTICLE I

Section 1. These by-laws have been adopted pursuant to authority evidenced by the Articles of Incorporation of the State of Georgia and the membership agreement with Goodwill Industries International.

Section 2. This corporation has been authorized to use the name **Goodwill Industries of the Southern Rivers, Inc.** The emblem of the national organization shall be displayed at all times in prominent places.

Section 3. The territory assigned to this corporation by Goodwill Industries International shall be as reflected in the attached territory map, Exhibit A, as provided by Goodwill Industries International. Any territorial disputes between **Goodwill Industries of the Southern Rivers, Inc.**, and any other Goodwill Industries, are to be submitted to Goodwill Industries International for arbitration.

ARTICLE II

Purpose: This Corporation is organized and is to be operated exclusively for charitable and educational purposes; it is not organized for profit nor shall any of its net earnings inure in whole or part to the benefit of stockholders, members or individuals.

It shall provide workforce development services including training and development opportunities for that result in placement into employment as an initial step in their journey out of poverty. It is the goal of the organization to serve anyone who needs assistance. Through the skillful use of the recognized techniques of workforce development, this corporation shall seek to assist those with disabilities and disadvantages to attain the full development of their potential.

ARTICLE III

Membership: Any community member, individual or organization interested in the purpose and work of **Goodwill Industries of the Southern Rivers, Inc.**, may be considered to become a member of **Goodwill Industries of the Southern Rivers, Inc.** Each member shall be entitled to receive the regular publications of **Goodwill Industries of the Southern Rivers, Inc.**, and be invited to various events and meetings held from time to time by the organization.

ARTICLE IV

Officers: The officers of **Goodwill Industries 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 **Goodwill Industries 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 twenty (20) 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 or Executive Committee member 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 Executive 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 **Goodwill Industries 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, except the Executive Committee shall have the power to obligate **Goodwill Industries 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 Executive Committee 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 **Goodwill Industries of the Southern Rivers, Inc.**

Section 6. **Goodwill Industries 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, President and Chief Executive Officer and three members as elected by the Board of Directors for a term of two (2) years.

Section 2. The Executive Committee shall meet at a minimum 6 times annually on a bi-monthly basis as scheduled, or on the call of the Chairman, and shall carry out the decisions of the Board of Directors and perform all work of 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 **Goodwill Industries 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

Advisory Committees: Section 1. Advisory Committees may be set up by the President and Chief Executive Officer for the purpose of promotion and general helpfulness. These Advisory Committees may be dissolved or redirected at any time at the discretion of the President and Chief Executive Officer.

Section 2. They are to be formally organized with the following officers: Chairman, Vice-Chairman, and Secretary to be approved by the Executive Committee of **Goodwill Industries of the Southern Rivers, Inc.** A representative from select Advisory Committees may be nominated by the Board Development Committee to serve on the **Goodwill Industries of the Southern Rivers, Inc.**, Board of Directors.

Section 3. The members of these committees are to be rotated on a four (4) year term similar to the Board of Directors and their term shall coincide with the corporate body. The members may be re-elected as deemed necessary.

Section 4. The Committee size shall be limited to the Officers, President and Chief Executive Officer and up to ten (10) additional members.

Section 5. The Advisory Committees are to meet at least semi-annually or upon the call of their Chairman in conjunction with the President and Chief Executive Officer.

ARTICLE IX

Standing and Special Committees: Section 1. The Chairman shall appoint and the Executive Committee 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.

Audit Committee: Section 3. There shall be an Audit Committee, which shall consist of the Treasurer and two additional committee members as appointed by the Executive Committee to serve a two-year term. The committee will report to the Executive Committee. Voting members of the committee must be independent meaning they are not employees or are not employed by an organization affiliated with Goodwill 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 and no more than five (5) and are appointed by the Executive Committee for a two year term. At least two of the Committee members will have substantial Human Resources experience and knowledge. The Committee will meet at least twice per year. One of these meetings will be to specifically review the performance of the President and CEO and set the compensation package. In the absence of a President and CEO, the Compensation Committee in conjunction with the Chairman shall form and oversee the search committee for the replacement of the position.

ARTICLE X

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 **Goodwill Industries of the Southern Rivers, Inc.**, in consultation with Goodwill Industries International and elected by the Board of Directors of **Goodwill Industries of the Southern Rivers, Inc.** The President and CEO shall not be dismissed without consultation with Goodwill Industries International. 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 Compensation Committee shall review annually the performance of the President and provide to him the findings of that review. The President and Chief Executive Officer shall be the Executive Agent of the Board of Directors and Executive Committee of **Goodwill Industries 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 to include the annual meeting of the Board of Directors, 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 Executive Committee for consultation and oversight with regard to the President's adherence to the plan objectives and budget requirements.

ARTICLE XI

Meetings: Section 1. The annual meeting shall be held prior to the first day of January, at a time and place established by the Executive Committee. Special meetings of the members can be called at any time by the Chairman or on written request of seven (7) members stating the object of the meeting. Business shall be on a calendar year basis. Two-thirds (2/3) of the voting Board shall constitute a quorum.

Section 2. The Board of Directors shall meet quarterly and at the call of the Chairman. Two-thirds (2/3) of the Board of Directors shall constitute a quorum.

Section 3. The Executive Committee 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. Five (5) members of the Executive Committee shall constitute a quorum.

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 XII

Corporate Seal: The corporation shall have a common seal, being a circular seal of the following

description, **Goodwill Industries 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 XIII

Relation to Goodwill Industries International: Section 1. In return for the general supervision and cooperative helpfulness afforded by Goodwill Industries International, this corporation shall pay Goodwill Industries International, monthly, a fee determined by that organization of which the **Goodwill Industries of the Southern Rivers, Inc.** is a member. The fee is to be used in providing supervision and increasing efficiency of all Goodwill Industries and in the establishment of Goodwill Industries in new centers. It is not in liquidation of any loans, supplies or contributions provided by Goodwill Industries International.

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 International, for the purpose of re-establishing Goodwill Industries or similar work and activities in the **territory assigned by Goodwill International to Goodwill Industries of the Southern Rivers, Inc., headquartered in Muscogee County, Georgia.**

ARTICLE XIV

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 the **Goodwill Industries of the Southern Rivers, Inc.**, and following the consultation with Goodwill Industries International, 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. 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 International, the State registering agency and additional regulatory required locations along with posted for public access.

Amended **December 10, 2008**