

BYLAWS OF GOODWILL INDUSTRIES OF WESTERN CONNECTICUT, INC  
165 Ocean Terrace, Bridgeport, CT 06605

**ARTICLE I**

**Name**

The name of said Corporation shall be Goodwill Industries of Western Connecticut, Inc.

**ARTICLE II**

**Purposes**

The purposes for which said Corporation is formed are the following, to wit:

(a) to provide such vocational, educational and physical rehabilitation services as may be deemed appropriate and necessary to all sorts and conditions of persons and to promote such other lines of community service as may seem wise and necessary to the incorporators and other persons as shall hereafter become associated with them or become their successors.

(b) to purchase, hold, and convey any property, real or personal, when necessary or proper to carry out the above purposes; to adopt suitable Bylaws, and generally to exercise all the usual power of the Corporation not prohibited by applicable Statutes.

**ARTICLE III**

**Territory**

The territory assigned to this Corporation by Goodwill Industries International, Inc. should be the territory served by this Corporation. The territory includes:

Fairfield County (All);

Litchfield County (the townships of Bethlehem, Bridgewater, Canaan, Colebrook, Cornwall, Derby, Goshen, Kent, Litchfield, Morris, New Milford, Norfolk, North Canaan, Roxbury, Salisbury, Sharon, Thomaston, Torrington City, Warren, Washington, Watertown, Winchester, Winsted City and Woodbury); New Haven County (the townships of Ansonia City, Beacon Falls, Middlebury, Milford, Naugatuck, Oxford, Seymour, Southbury and Waterbury City); and Windham County (the townships of Woodstock, Thompson, Ashford, Eastford, Pomfret, Putnam, Killingly, Brooklyn, Hampton, and Chaplin).

Also, the "Retail Operations" in the "Territory", as such terms are defined and used in that certain Asset Purchase and License Agreement, dated March 18, 2003, between this Corporation and Goodwill Industries of the Springfield/Hartford Area, and to the extent therein provided.

Any territorial dispute by Goodwill Industries of Western Connecticut, Inc. and any other Goodwill Industries is to be submitted to Goodwill Industries International, Inc for arbitration.

## ARTICLE IV

### Membership

The membership of said Corporation shall consist of the Board of Directors.

## ARTICLE V

### Board of Directors

Section 1. Number. This organization shall be governed by a Board of Directors, to the number of a minimum of 15 and a maximum of 24, to be selected from the service territory at large.

Section 2. Nominating Committee. At least one (1) month prior to the annual meeting of the Corporation, The Chairperson of the Board shall appoint a nominating committee consisting of at least 3 members of the Board of Directors or Board of Trustees to make nominations for Directors to be voted on at the annual meeting. Nominations may also be made for membership to the Advisory Board.

Section 3. Election and Term of Office. The election of Directors shall be by vote at the annual meeting of the Corporation, five (5) to eight (8) Directors being elected to serve for three (3) years each, with privilege of re-election for one more three-year term and may not be re-elected for another term for one (1) year after the expiration of their term of office.

Section 4. Officers. The Directors, at their first meeting after the annual meeting, shall choose by vote from their own number: a Chairperson of the Board, Vice Chairperson, Treasurer, and Secretary. The Officers shall hold office for a one-year term and are eligible for re-election.

Section 5. Power of the Board. The Board of Directors shall have and exercise for the Corporation all the necessary powers conferred by the Articles of Incorporation and the general laws of the State of Connecticut.

### Section 6. Duties of Officers and President

A. Chairperson of the Board. The Chairperson shall preside at all meetings of members, Directors and The Executive Committee. The Chairperson shall be a member, ex-officio, of all committees with voting privileges.

B. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson.

C. 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 Directors may elect. The Treasurer shall be subject to such conditions and restrictions as may be made by the Board of Directors and shall perform such duties as the Directors may from time to time require. The Treasurer's accounts shall be audited annually by a certified public accountant employed by the Board of Directors.

D. Secretary. The Secretary shall attend the meetings of the Board of Directors and shall record upon the books of records of the Corporation and the proceedings of their respective meetings. The Secretary shall notify all members and Directors of all meetings and shall perform such other duties as the Directors and members of the Corporation shall from time to time prescribe.

E. President. The President is appointed by the Board of Directors. The Board of Directors will seek and accept nominations from Goodwill Industries International, Inc. to fill the office of the President in the case of a vacancy, but the hiring decision rests exclusively with the Board of Directors. The President is responsible to the Board of Directors and works closely with the Chairperson of the Board. The President is the Chief Executive Officer of the agency. The President administers the agency's programs within the broad policies set by the Board and acts as the principal agent of the agency. The President shall be a member, ex-officio, of all committees without voting privileges except when the personal status of the President is under consideration. The President's personal status will be reviewed yearly on the anniversary date of his employment by a committee selected by the Chairperson.

Section 7. Vacancies. Whenever a vacancy shall occur in any office or on the Board of Directors, the same may be filled by the Directors at a meeting called for that purpose. The newly appointed member shall serve until the next annual meeting.

Section 8. Meeting and Quorum. Regular meetings of the Board of Directors shall be held at least quarterly. Special meetings may be called at any time by the Chairperson of the Board and shall be called upon written request of three (3) or more Directors; one third (1/3) of the members of the Board shall constitute a quorum for purposes of any meeting.

Section 9. Attendance. Any Director who shall fail to attend three (3) successive meetings of the Board shall forfeit membership unless the absence shall have been excused by the Board or the Board Chairperson.

Section 10. Remuneration. The Directors will serve this Corporation without remuneration.

Section 11. Proceedings. 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 the provisions of these bylaws.

## **ARTICLE VI**

### **Committees**

Section 1. Executive-Finance Committee -The Executive Committee shall consist of the Chairperson of the Board, Vice Chairperson, Treasurer, Secretary and (up to six) other Directors or Trustees to be elected by the Board of Directors for a term of one year. This Executive Committee shall meet between Board meetings and shall carry out the decisions of the Board of Directors and perform all duties of the Board of Directors. Actions of the Executive Committee shall be ratified at subsequent Board of Directors' meetings.

Section 2. Standing and Special Committees. The Chairperson shall create such committees as are deemed necessary for the successful operation of the Corporation and define their duties. The members of such committees shall be appointed by the Chairperson for a term of one year.

Section 3. Advisory Board. The Board of Directors may authorize the organization of an Advisory Board to be elected at the annual meeting to be made up of an unlimited number of persons whose capacity shall be only to advise the Board of Directors on appropriate matters. Said members shall not be made up of Directors or Trustees nor shall they have any authority in the affairs of the organization but shall be advisory only. Their term shall be for one (1) year and they may be re-appointed.

## **ARTICLE VII**

### **Annual Meeting**

Section 1. The annual meeting of the Corporation shall be held within 90 days after the first day of the new fiscal year, and notice of the meeting shall be sent to all members of the Corporation. At the annual meeting, the reports of the Chairperson of the Board, Treasurer, and President shall be presented. The report of the Nominating Committee and election of Directors shall take place.

Section 2. One-third (1/3) of the members of the Board shall constitute a quorum at the annual meeting. The fiscal year of the Corporation shall be from January 1 through December 31.

## **ARTICLE VIII**

### **Board of Trustees**

Section 1. There shall be a Board of Trustees consisting of five (5) persons whose term of office shall commence with the annual meeting.

Section 2. At the annual meeting, one (1) Trustee shall be elected for a term of five (5) years, one member of the Board of Trustees being replaced at each annual meeting.

Section 3. The Board of Trustees shall serve on the Board of the Goodwill Industries of Western Connecticut Foundation, Inc. (" Foundation ") in the role specified in the Bylaws of the Foundation.

Section 4. The Treasurer shall be a member of the Board of Trustees, ex-officio.

## **ARTICLE IX**

### **Relationship 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., monthly a fee determined by that organization of which Goodwill Industries of Western Connecticut, 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 the Goodwill Industries International Inc., as trustee for the purpose of reestablishing Goodwill Industries in the territory of Western Connecticut.

Section 3. In case this Corporation 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 Directors of Goodwill Industries International Inc.

## **ARTICLE X**

### **Amendments**

These Bylaws may be altered or amended - consistent with the Articles of Incorporation - by a vote of two-thirds (2/3) of the members present at a meeting of the Corporation called for that purpose provided such alteration or amendment shall have been approved by a majority of the Directors present at any regular meeting at least one (1) month previous.

## **ARTICLE XI**

### **Conflict of Interest**

Members of the Board of Directors shall not conduct private business in a manner which places them at a special advantage because of their association with Goodwill Industries.

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 any governing Board member should be disclosed to the other members of the Board and made a matter of record, either through 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 his/her personal influence on the matter, and 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 a position in the matter, nor from answering pertinent questions of other board members, since his/her knowledge may be of great assistance.