



Fight poverty with jobs.

AMENDED AND RESTATED BYLAWS

Goodwill Industries of Southern Nevada, Inc.

Approved and Adopted by the Board of Directors and Effective on December 3, 2018.

Article 1: Statutory Authority, Name, Logo and Territory

- A. Statutory Authority: These Bylaws have been adopted pursuant to authority evidenced by the Articles of Incorporation of the State of Nevada and our affiliation with Goodwill Industries International, Inc. (“GII”)
- B. Name: This corporation has been authorized by GII to use the name Goodwill Industries of Southern Nevada, Inc. (“GSN”).
- C. Logo: The Goodwill logo (emblem of the national organization) shall be displayed in prominent places.
- D. Territory: The territory assigned to this corporation by GII shall be the counties of Clark, Nye, Lincoln, and Esmeralda, in the State of Nevada. Any territorial dispute between GSN and any other Goodwill Industries organization is to be submitted to GII for arbitration.

Article 2: Non-Profit Purpose, Mission, and Powers

- A. Nonprofit: GSN 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 members or individuals.
- B. Mission: GSN shall provide education, employment, training and workforce development services that increase the likelihood clients will be placed into employment and to maximize clients’ economic independence.
- C. People Served: It is the goal of the organization to serve people with disabilities and other barriers to finding employment, with the Board of Directors choosing the methods to achieve the Mission.
- D. Powers: The general powers of the organization are:
 - 1. To buy, lease, rent, or otherwise acquire, hold, use, own, enjoy, sell, exchange, encumber, transfer on trust, or otherwise dispose of all kinds of property, whether real, personal, or mixed;
 - 2. To receive property by gift, devise, or bequest;
 - 3. To borrow money and to contract debts through the issue bonds, notes, or other evidence of indebtedness, and to secure them by any and all of the property of this corporation, or to issue them unsecured;
 - 4. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose and without limit on amount with any person, firm, or corporation; and
 - 5. To have and to exercise all the powers conferred by the Nevada Nonprofit Corporation law on nonprofit corporations as that law is now in effect or may at any time hereafter be amended.
- E. Limitations: Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in this Article 2 and nothing contained in the foregoing statement of

purposes shall be construed to authorize this corporation to carry on any business for profit of its members as such.

- F. Non-discrimination: The corporation shall not discriminate against persons on the basis of race, color, gender, religion, national origin, age, disability, sexual orientation, or any other legally protected characteristics.

Article 3: Intentionally Omitted.

Article 4: Officers

- A. Officers: The officers of GSN shall be the Board Chair, Board Vice-Chair, Board Secretary, Board Treasurer, and President/Chief Executive Officer (“President/CEO”).
- B. Chair: The Board Chair shall preside at all meetings of the Board of Directors and the Executive Committee. The Board Chair shall, by virtue of the office, be a member ex-officio of all Committees.
- C. Vice-Chair: The Board Vice-Chair shall perform the duties of the Board Chair in the absence of the Board Chair.
- D. Treasurer: The Board Treasurer shall be responsible for the coordination, care, and oversight of the assets of the corporation, with appropriate support from the organization's Accounting Department. The Board Treasurer shall be subject to such conditions as may be established by the Board of Directors and shall execute the Board's directives. The Board Treasurer shall coordinate the activities of the Audit Committee. The Board Treasurer ensures corporate accounts are audited annually by a Certified Public Accountant selected in accordance with the guidelines of the Audit Committee.
- E. Secretary: The Board Secretary shall attend the meetings of the Board of Directors and the Executive Committee and shall record upon the books of records of the corporation the proceedings of their respective meetings. The Board Secretary shall, with or without the assistance of the organization's staff, notify the Directors of all meetings and shall perform such other duties as the Executive Committee of the corporation shall from time to time prescribe.
- F. Officer Terms: Officers shall serve a two (2) year term beginning January 1st of the first year and ending on December 31st of the following year.
- G. Officer Term Limits: Officers may be re-elected for two (2) additional terms of two (2) years for a total of six (6) consecutive years in one officer role, but shall be ineligible for additional terms in the same office until one full year has elapsed after the expiration of their third term. A term-limited officer shall be permitted to immediately seek a different officer role.
- H. Elections: All Officers, except the President/CEO, shall be elected by the Board of Directors at the Annual Meeting each December.
- I. Nominations: Any sitting Director may nominate any eligible Director for an officer position. Self-nominations shall be permitted.

- J. Short-Term Vacancy: In case of a vacancy or temporary absence (less than six (6) months) of any officer, the Executive Committee may appoint a Director to perform the duties of such officer during the vacancy or absence.
- K. Long-Term Vacancy or Permanent Absence: The Board Development and Governance Committee shall conduct a special election if an absence/vacancy is to last longer than six (6) months or is to be permanent. An officer elected through a special election shall complete the term in which the vacancy arose and will be eligible for reelection to the office unless that officer was term-limited from the same position at the end of the term immediately preceding the term in which the vacancy arose (in which case the term limit would apply to prevent the specially elected officer from seeking that role for the next term).

Article 5: Directors

- A. Number: The Board shall consist of the four (4) Officers listed above, the President/CEO, and not more than twenty-two (22) additional Directors for a maximum possible Board size of twenty-six (26) voting members.
- B. Director Terms: Directors shall serve a three (3) year term. Director terms shall begin on January 1st of the first year and end on December 31st of the second year following.
- C. Director Term Limits: Directors may be reelected for three (3) additional terms of three (3) years for a total of twelve (12) consecutive years. No Director shall be permitted to serve more than four (4) consecutive terms or twelve (12) consecutive years, including any years served as an Officer. A term-limited Director is eligible to rejoin the Board with a clean slate after one full year off the Board.
- D. Elections: The Board Development and Governance Committee shall conduct Director elections each December at the Annual meeting. A majority affirmative vote of sitting Directors is required to elect or reelect a Director.
- E. New Members: The Board Development and Governance Committee shall receive nominations of candidates for new Directors and shall conduct new Director elections at intervals appropriate to the maintenance of an effective and functioning Board. The official term of a newly elected Director shall be deemed to begin on January 1st of the year in which the new Director is elected unless the Director is elected in December, in which case the new Director's term is deemed to begin on January 1st of the following year.
- F. Resignation: Any Director or Officer may resign their position at any time by providing written notice of their intent to resign directly to the Chairman of the Board of Directors.
- G. Removal: Any Director or Officer may be removed prior to the expiration of their term by a two-thirds majority vote of sitting Directors, through a vote conducted by the Board Development and Governance Committee, at the request of the Executive Committee. Grounds for removal are:
 - 1. Violation of any of the organization's Board-approved "Zero Tolerance Policies"
 - 2. Disregard for the organization's "Core Values"

3. Malfeasance, including the execution of reckless actions with the real potential to damage the organization's reputation
4. Violation of any other Board-adopted rules and regulation, policies and/or guidelines applicable to the Board of Directors
5. Non-participation as defined by the Board approved "Board Member Minimum Participation Guidelines," or,
6. Failure to disclose information concerning a conflict of interest.

Article 6: Board Duties

- A. Administration of Affairs: 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 others by law, the Articles of Incorporation, or these Bylaws, shall be vested in the Board of Directors.
- B. Bonds & Insurance: The Board of Directors shall require adequate bonds and insurance for the Officers, President/CEO, his/her direct reports, all accountants, and anyone processing transactions that involve cash and credit and such other employees and servants of GSN, as they deem necessary and/or appropriate.
- C. Compensation: No compensation shall be paid to Directors and a Director shall not be an employee of the corporation with the exception of the President/CEO.
- D. Independence: Directors shall remain 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:
 - a. shall fully disclose the details of the potential conflict; and
 - b. shall not vote or participate in discussions in connection with the matter.
- E. Business Transactions: Directors may conduct business transactions with the organization provided they;
 - a. Fully and properly disclose their relationship to the transaction to the Board prior to entering into the transaction and provide sufficient documentation for GSN to properly report the transaction in its annual tax and other filings;
 - b. Recuse themselves from discussing or voting on the transaction;
 - c. The Board makes a specific finding that the transaction provides a cost-savings or a service not otherwise available to the corporation; and
 - d. The Board concludes the transaction is in the best interest of the organization, despite the conflict or appearance thereof.
- F. Intent: The intent of this section is to allow Directors to contribute value to GSN in the form of goods and services below current market costs and other benefits not generally available in the open market.

Article 7: Board Meetings & Voting

- A. Board Meetings: The Board of Directors shall meet a minimum of three (3) times annually. Additional meetings may be called by the Board Chair as deemed necessary.
- B. Quorum: One-half (1/2) of the sitting members of the Board of Directors shall constitute a quorum. If the total sitting Board of Directors is an odd number, the Quorum requirement is the result of one-half (1/2), rounded up.
- C. Annual Meeting: An Annual Meeting of the Board of Directors shall be held in December at a time and place established by the Executive Committee.
- D. Special Meetings: Special meetings of the Board of Directors can be called at any time by the Board Chair or on written request of seven (7) Directors stating the object of the meeting.
- E. Notice of Board Meetings: Notices of Board meetings shall be in writing, mailed or communicated electronically (electronic mail, etc.), at least forty-eight (48) hours before the meeting, addressed to each director at his/her usual place of business or abode, or delivered to him/her in hand, by fax, or electronic mail.
- F. Voting: Except as otherwise required by these Bylaws, after a quorum has been established as indicated above, a majority vote is required for the transaction of business.
- G. Electronic Voting: Board of Directors and Executive Committee voting shall be permitted to take place electronically, via e-mail, when authorized by the Board Chair, and shall be construed to have occurred during a duly authorized meeting. For electronic voting, a quorum shall be considered the receipt of votes (including abstentions) by one-half (1/2) of the Directors or Executive Committee members.
- H. Proxy Voting: Proxy voting shall be permitted only on specific issues. The Director granting his/her proxy to another Director must do so in writing (including electronic mail, fax, text message, etc.) and specify the issue(s) for which proxy is granted. The writing in which a Director grants another Director a proxy must be forwarded to the Board Secretary for verification before the proxy may be exercised. Directors shall not be permitted to grant non-specific or blanket proxy authority to another Director.
- I. Secret Ballots: While open voting is preferred, matters deemed sensitive may be voted on by secret ballot, at the request of any five (5) Directors to the Board Chair. In the case of a secret ballot, the Board Chair shall appoint two (2) Directors to tally the ballots and convey the results to the Board Chair, who shall announce the outcome to the Board.
- J. Adjournment: All meetings of Directors or Executive Committee may be adjourned to such other time and place as may be decided by those present.

Article 8: Executive Committee

- A. Members: The Executive Committee shall consist of the Board Chair, Board Vice-Chair, Board Secretary, Board Treasurer, President/CEO, and the Chairs of each GSN standing committee (see below).

- B. Meetings: The Executive Committee shall meet at a minimum four (4) times per year, or on the call of the Board Chair, or on written request of three (3) Executive Committee members stating the object of the meeting.
- C. Quorum: Three (3) members of the Executive Committee shall constitute a quorum.
- D. Power & Purposes: The Executive Committee shall have the power to execute the decisions and directives of the Board of Directors. In that capacity, the Executive Committee shall have the authority to act on behalf of GSN, or to delegate authority to act on behalf of GSN, as they may deem needful or convenient for the successful prosecution of its purposes and operations.
- E. Voting: All Directors are encouraged to attend and participate in Executive Committee meetings, but only Executive Committee members shall have voting privileges.
- F. Executive Session: Under certain circumstances, such as the discussion of a personnel issue, the Executive Committee may adjourn to Executive Session, where attendance and participation is limited to Executive Committee members.

Article 9: Advisory Board

- A. Members: The Advisory Board shall be elected by the Board of Directors, based on nominations submitted by the President/CEO or Board Chair. There shall be no minimum or maximum number of Advisory Board members prescribed by these Bylaws.
- B. Advisory Board Term: Advisory Board Members shall serve a three (3) year term. Director terms shall begin on January 1st of the first year and end on December 31st of the second year following.
- C. Advisory Board Term Limit: There shall be no limit on the number of terms an Advisory Board member may serve.
- D. Meetings: The Advisory Board shall meet at a minimum one (1) time per year at the Annual Meeting in December.
- E. Powers & Purposes: The Advisory Board shall serve as a resource to the President/CEO and/or Board of Directors.
- F. Non-Voting: Advisory Board members shall not be empowered to bind the organization in any way and shall have no voting power.
- G. Resignation: Advisory Board Members may resign their position at any time by providing written notice of their intent to resign directly to the Chairman of the Board of Directors.
- H. Removal: Advisory Board Member may be removed by a two-thirds majority vote of sitting Directors. Grounds for removal are:
 - 1. Violation of any of the organization's Board-approved "Zero Tolerance Policies"
 - 2. Disregard for the organization's "Core Values"
 - 3. Malfeasance, including the execution of reckless actions with the real potential to damage the organization's reputation
 - 4. Failure to disclose information concerning a conflict of interest.

Article 10: Standing Committees

- A. Standing Committees: There shall be two (2) Standing Committees of the Board of Directors:
1. The Board Development and Governance Committee, and
 2. The Audit Committee.
- The Standing Committees identified in this Article are mandatory and no additional Standing Committees shall be established without the approval of a majority of the Board of Directors.
- B. Board Development and Governance Committee: The Board Development and Governance Committee shall:
1. Manage and authenticate all Board Officer and Director elections, and shall announce election results to all Directors and nominees;
 2. Review and make recommendations to the Board regarding any revision to the Bylaws; and
 3. Review and make recommendations to the Board regarding any candidate for Board Director.
- C. Audit Committee: The Audit Committee shall:
1. Supervise the hiring and compensation of an outside accounting firm;
 2. Provide oversight of the work of the outside auditing firm in coordination with GSN Staff;
 3. Review the audited financial statements of GSN each year and, if the Audit Committee is satisfied with the financial statements, make a formal recommendation of approval to the Executive Committee; and
 4. Consist of 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.
- D. Terms: Standing Committee members shall serve two (2) year terms beginning January 1st and ending on December 31st of each year.
- E. Chairs: The Chairs of Standing Committees must be sitting Directors. The Chairs of each of the two GSN Standing Committees are members of the Executive Committee with full voting rights, but it shall be permissible for a Board Officer to also serve as the Chair of a Standing Committee (e.g. the Board Treasurer may serve as the Chair of the Audit Committee).
- F. Members: Standing Committees shall be composed of at least three (3) Directors approved by the Executive Committee.
- G. Meetings: Standing Committees will meet at least once per year and more frequently as needed or as called by the Standing Committee Chair.
- H. Removal: Standing Committee members may be removed by vote of the Executive Committee.

Article 11: Special Committees

- A. Creation: The Board Chair of GSN may establish, with Executive Committee approval, Special Committees, as may be required or desirable for the efficient operation of the organization. Any

Director may recommend the creation of a Special Committee to the Board Chair. There shall be no limit to the number of Special Committees.

- B. Dissolution of Special Committees: With Executive Committee approval, the Board Chair may dissolve any Special Committee.
- C. Charters: The Chair of any Special Committee shall submit a Committee Charter to the Board at the next Board meeting following the creation of the Committee for the Board to approve. The Charter of each new Special Committee shall set forth the Committee's purpose, goals, limitations, expected duration, and other relevant parameters.

Article 12: President/CEO

- A. Contract: The Board of Directors, through delegation to the Executive Committee, shall negotiate with the President/CEO a contract for services, responsibilities, and compensation that will be reviewed and may be renewed on an annual basis.
- B. Executive Agent: The President/CEO shall be the Executive Agent of the Board of Directors and Executive Committee of GSN and shall be an ex-officio member of all Committees, except the Audit Committee.
- C. Non-Voting: The President/CEO shall have no voting rights on any Committee or in actions by the Board of Directors.
- D. Duties: The President/CEO shall be responsible for active direction and management of the business and affairs of the corporation and shall perform such duties as may be assigned from time to time by the Board. The President/CEO 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.
- E. Reporting: The President/CEO shall be responsible to the Board of Directors and shall report to them at regular intervals. The President/CEO shall provide accurate, appropriate, and timely information to the Board on organization performance results and key issues.
- F. Annual Plan & Budget: At the Annual Meeting of the Board of Directors, each December, the President/CEO shall submit an annual plan and budget for Board Approval.
- G. Limitation of President/CEO Powers: Other than specific limitations approved and adopted by the Board of Directors and provided to the President/CEO in writing, the President/CEO shall be empowered to execute, within his/her discretion, the objectives contained within the Board-approved annual plan and budget.
- H. Executive Committee Meetings: The President/CEO shall meet at a minimum four (4) times annually with the Executive Committee for consultation and oversight.
- I. Removal: The President/CEO shall not be removed from office or terminated as an employee of the organization without the affirmative vote of at least 51% of entire membership of the Board of Directors.

Article 13: Corporate Seal

- A. Corporate Seal: The Corporation shall have a common seal, being a circular seal of the following description, Goodwill Industries of Southern Nevada, Inc., around the circle and date of organization in the inner circle. The seal shall be in the custody of the organization, fully secured and protected, and may be administered by the President/CEO, his/her designees, the Board Chair, and/or Board Secretary, as needed.

Article 14: Relation to Goodwill Industries International, Inc. (GII)

- A. Dues: In return for the general supervision and cooperative helpfulness afforded by GII, this corporation shall pay GII, monthly, a fee determined by GII. The fee is to be used to protect the valuable intellectual property of GII, in providing supervision and increasing efficiency of all Goodwill Territories, and in the establishment of Goodwill Industries in new centers. The fee is not in liquidation of any loans, supplies, or contributions provided by GII.
- B. Abandonment: If the work of this corporation should be abandoned, all titles to real estate, personal property, and any other assets of this corporation remaining after the debts of this corporation have been paid shall immediately be vested in GII for the purpose of re-establishing Goodwill Industries or similar work and activities in the territory assigned by GII to GSN.

Article 15: Change of Bylaws

- A. Change of Bylaws: These Bylaws may be amended, changed, or repealed only by a majority vote of the Board of Directors. A certified copy of changes in said Bylaws shall be recorded with GII and as otherwise required by State law.

These Bylaws were approved by the Goodwill Board of Directors effective _____, 2018.

Brian R. Dziminski
Board Chair

John Helderman
Interim President/CEO

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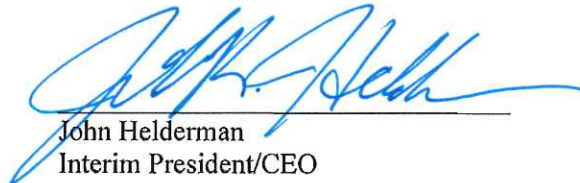
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Brian R. Dziminski
Board Chair



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