

Bylaws

Name

1.1 Name

The name of this corporation is Goodwill Industries of South Mississippi Inc. ("Goodwill")

Membership

2.1 Members

"Member" means any person who, pursuant to a specific provision of a corporation's articles or bylaws, has the right to vote for the election of a director or directors or on a disposition of all or substantially all of the assets of a corporation or on a merger or on a dissolution. "Member" also means any person who is designated in the articles or bylaws as a member and, pursuant to a specific provision of a corporation's articles or bylaws, has the right to vote on changes to the articles or bylaws.

Board of Directors

3.1 Powers

Subject to the Articles of Incorporation and these Bylaws, Goodwill's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors of Goodwill (the "Board"). Directors shall have no power as individual directors and shall act only as members of the Board.

3.2 Number of Directors

The number of authorized directors of Goodwill shall be not less than twelve (11) and no more than twenty (19) with the exact number of authorized directors to be fixed by resolution of the Board from time to time.

3.3 Qualification of Directors

No more than forty-nine percent (49%) of the directors serving on the Board may be interested persons. However, any violation of this Section 3.3 shall not affect the validity or enforceability of any transaction entered into by Goodwill.

3.4 Election and Term of Office

The Board shall elect directors to serve two (3) year terms. An in-office director shall hold office until a successor has been elected and qualified. No director shall serve more than two (2) consecutive terms, except the current Chair or incoming Chair who may serve three (3) consecutive terms if the Chair's second term expires while holding office or while standing for election to the office. Any former director shall again be eligible for election as a director after not serving as a director for at least one (1) year.

3.5 Director Emeritus

The Board may elect as Director Emeritus, former Directors, to recognize their long-term service, and retain the continued benefit of their experience and counsel. A Director Emeritus shall be nominated by the Executive Committee and shall be elected by a majority vote of the Board. A Director Emeritus shall be elected with no term limits and shall hold office until his/her death, resignation, or removal. A Director Emeritus may participate in Board and committee meetings but shall have no vote and shall not be considered a director for establishing a quorum or for any other purpose.

3.6 Vacancies

A vacancy or vacancies on the Board shall exist in the event that the actual number of directors is less than the authorized number for any reason. In addition, the Board may declare by resolution, a vacancy in the office of any director who has been declared of unsound mind by an order of court, convicted of a felony.

3.7 Filling Vacancies

The Board Development Committee shall present candidates for director to the Board for approval. If the number of directors then in office is less than quorum, Directors can be approved by, a vote of a majority of the directors then in office at a meeting held with notice or a sole remaining Director.

3.8 Resignation

Except as provided below, any director or Director Emeritus, may resign at any time by giving written notice to the Chair, the CEO, the Secretary (as each are defined in Section 6.1) or the Board. The resignation shall take effect upon receipt of notice or at any later time specified in the notice, the resignation need not be accepted to be effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of Mississippi, no director may resign if Goodwill would be left without a duly elected director or directors.

3.9 Attendance and Removal

The Board, by affirmative vote of a majority of the directors then in office, may remove any director or Director Emeritus with or without cause at any regular or special meeting at which a quorum is present; provided that the director to be removed has been notified in writing that such action would be considered at the meeting. Directors are encouraged to attend every Regular and Committee meeting but are expected to maintain at least a seven-five percent (75%) attendance ratio of all regular meetings and meetings of those committees or task forces on which the director is appointed. Compliance with this requirement will be assessed on an annual basis.

Directors may obtain excused absence by contacting the Chair of the Board for regular meetings or the Committee Chair for committee meetings. Directors receiving excused absences shall review the business of the meeting prior to the next regular or committee meeting, as applicable, to be able to stay familiar with all issues pending before the Board and assigned committees.

Any director may request a leave of absence for a period of up to six months due to health, work or other reason that prevent full participation during his/her current term. Requests for leave must be submitted in writing to the Board Chair. Following a review of the written request, the Board Chair may grant a director's leave of absence.

No reduction in the authorized number of director shall have the effect of removing any director before that Director's term of office expires unless the reduction also provides for the removal of that specified director in accordance with these Bylaws.

3.10 Compensation and Reimbursement

Directors and members of committees shall not receive any compensation for their services as directors or members of a committee. The Board must preapprove the advancement or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director.

3.11 Conflict of Interest Policy

The Board shall adopt a policy that requires directors and officers to disclose interests that constitute or could result in a conflict of interest (the "Conflict of Interest Policy"). The Conflict of Interest Policy shall also specify the procedures the Board will follow in reviewing transactions that constitutes a self-dealing transaction or could otherwise involve a conflict of interest. The Board shall monitor compliance with the Conflict of Interest Policy

Board Meetings

4.1 Annual Meeting

An annual meeting of the Board shall be held each year on a date to be specified by the Board and shall coincide with one of the regular meetings.

4.2 Regular Meetings

Regular meetings of the Board shall be held at such dates, times and places as determined by the Board.

4.3 Committee, Task Force and Special Meetings

Committee and Task Force meetings may be called by the Committee or Task Force Chair. Special meetings of the Board, for any purpose, may be called at any time by the Chair, any Vice-Chair, the CEO, the Secretary, or any two (2) directors. Such meetings shall be held at a place within or outside of Mississippi, as designated by the person or persons calling the meeting and in the absence of such designation at the principal office of Goodwill.

4.4 Telephone and Electronic Meetings

Any meeting may be held by the conference telephone, electronic video screen, or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such participating directors shall be deemed to be present in person at such a meeting.

4.5 Notice

Regular meetings may be held without notice if the date, time and place of the regular meetings are fixed by action of the Board. Notice of the date, time and place of a special meeting, or of a regular meeting if not designated by the Board, shall be given to each director by one of the following methods: (a) upon four (4) days' notice if by first-class mail; or (b) forty-eight (48) hours before the meeting if (i) by personal delivery of written notice; (ii) by telephone, whether directly to the director, to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director, or by voice messaging system; (iii) by facsimile transmission; or (iv) by e-mail. All such notice shall be given or sent to the director's address, e-mail address, or telephone number as shown on the records of Goodwill. The notice shall state the date and time of the meeting, and the place if other than the principal office of Goodwill. It need not specify the purpose of the meeting.

4.6 Voting

Each director present and voting at a meet shall have one vote on each matter presented to the Board for action at that meeting. No director may vote at any meeting by proxy.

4.7 Waiver of Notice

Notice of a meeting need not be given to any director who signs a waiver of notice, a written consent to the holding of the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or attends the meeting without protesting the lack of notice, either before or at the commencement of the meeting. The wavier of notice or consent need not specify the purpose of the meeting. All such waivers consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

4.8 Quorum

One third of the total number of directors, excluding any on leave of absence then in office, shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. An action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, except as elsewhere provided in these Bylaws. No business shall be considered by the board at any meeting at which a quorum is not present. The directors at a duly held meeting at which a quorum is initially present may continue to transact business, despite the departure of directors, if any action take or decision made is approved by at least a majority of the required quorum for that meeting.

4.9 Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment to another time or place need not be given unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

4.10 Action without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if directors, individually or collectively, consent in writing to the action; provided, that the consent of any "interested director" shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a vote of the directors. All such consents shall be filed with the minutes of the proceedings of the Board.

4.11 Organization

The Chair of the Board shall preside at every meeting of the Board of Directors, if present. If there is no Chair of the Board or if the Chair is not present, any Vice-Chair, or if there is no Vice-Chair, any director selected by the Chair and Vice-Chair shall act as Chair of the meeting. The Secretary of the corporation or, in absence of the Secretary, any person appointed by the Chair or acting Chair shall act as Secretary of the meeting.

Board Committees

5.1 Board Committees

The Board may, by resolution of a majority of Directors then in office, provided that a quorum is present, create one (1) or more committees (“Board Committees”), Each consisting of two (2) or more directors, to serve at the pleasure of the Board. Any such Board Committee, to the extent provided in the Board resolution, shall have all the authority of the Board.

5.2 Executive Committee

There shall be an Executive Committee of the Board of Directors which shall consist of a minimum of the Chair of the Board, the Vice-Chair, the Secretary and, the Treasurer, CEO to be elected for a term of one year by the Board of Directors at its annual meeting. The Committee may invite Board Committee Chairs who have action items to present to the Board at the next Board meeting. Meetings may be telephonic. Subject to the limitations imposed on all Committees pursuant to the provisions of Section 5.4 of the Bylaws, the Executive Committee shall carry out all responsibilities of the Board of Directors in accordance with the Executive Committee Charter. The Executive Committee shall be responsible to the full Board of Directors and shall report at each meeting of the full Board of Directors.

5.3 Other Board Committees

The Board Chair will recommend each Committee Chair and with the proposed Committee Chair recommend two (2) or more members of the committee, each to serve for two year term, to the Board for approval, unless provided otherwise in the Committee Charter.

5.4 Authority of Board Committees

Any committee shall have authority to act in the manner and to the extent provided in the resolution of the Board of Director, and may have all the authority of the Board of Directors in the management of the activities and affairs of Goodwill or provide otherwise in the resolution of the Board of Directors pursuant to which such committee was established, the actions of each committee (other than the Executive Committee) shall be effective only if ratified by the Executive Committee or the Board of Directors.

Notwithstanding, the preceding provisions of this section, authority with respect to the following matter may not be delegated by the Board of Directors to the Executive Committee or any other Board Committee:

- 1 the filing of vacancies on the Board of Directors;
- 2 the amendment or repeal of these Bylaws or the adoption of new Bylaws;
- 3 amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- 4 the appointment of other committees and task forces of the Board of Directors;
- 5 the approval of any “self-dealing” transaction;
- 6 the purchase or sale of any real property by Goodwill.

5.5 Action of Board Committees

Meetings and actions of Board Committee shall be governed by, held, and taken in accordance with the provisions of these Bylaws and other Board Committee actions. Minutes of each meeting of any Board Committee shall be kept and filed with the Corporate records.

5.6 Advisory Committees

The Board may create and appoint individuals to one or more advisory committees (Advisory Committee'), each consisting of one (1) or more directors, non-director, or a combination of directors and non-directors. Former directors are eligible to serve as a member of any Advisory Committee. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of Goodwill. Advisory Committees shall be restricted to making recommendation to the Board and implementing Board decisions and policies under the supervision and control of the Board. The Board may, at any time, revoke or modify any or all of the authority delegated to the Advisory Committee.

5.7 Advisory Board

The Board may create and appoint individuals to one or more advisory Boards (each, an "Advisory Board"), consisting of persons who are not officers or directors of Goodwill, to serve at the pleasure of the Board and to report its finding and recommendations on subjects of interest to the Board. Any such Advisory Board shall act only in an advisory capacity to the Board, shall have no legal authority to act for Goodwill, and shall clearly be held out as an "Advisory Board". The Board may, at any time, revoke or modify any or all of the authority delegated to the Advisory Board.

5.8 Task Force

Any Board Committee may create and appoint individuals to one or more temporary task forces (each, a "Task Force") to focus on a particular subject. The Task Force may consist of persons who are not officers or directors of Goodwill to serve such Task Force, and to report its findings and recommendations on the subject to the Board Committee. Any such Task Force shall act only in an advisory capacity to the Board Committee, and shall have no legal authority to act for Goodwill or the Board Committee and shall clearly be held out as a "Task Force."

Officers

6.1 Officers

The officers of Goodwill shall be a Chairman of the Board (the "Chair"), a Vice-Chair (the "Vice-Chair"), a President who shall be called the Chief Executive Officer (the "CEO"), a Secretary (the "Secretary"), a Treasurer (the "Treasurer"), and such other officers as the Board may determine. The Chair, Vice-Chair, Secretary and Treasurer each must be a director. The CEO shall be an employee of Goodwill.

6.2 Election and Term of the Chair of the Board

The Chair of Goodwill Board of Directors shall be elected by the Board by a confidential vote of all directors for a term of one year. The term will commence at beginning of the Goodwill fiscal year. There are no term limitations outside of the two three-year term limitations. The board chair is elected each year. If the Chair is replaced during the term, then the Vice-Chair shall serve as interim Chair. A new election will be held before the next fiscal year and the newly elected Chair will serve two years, regardless if s/he was the previous interim Chair. Any director with more than two years of service on the Board may be nominated for the position of Chair. The Board Development Committee will be responsible for nominating at least one director for Chair. Any director can nominate him/herself or another. If there are more than two directors nominated and none receives a majority, another vote will be held between the top two nominees. Nominations will be held at the annual meeting.

6.3 Other Officers

The Chair of the Board shall put forth the slate of officers for Vice-Chair, Treasurer and Secretary for ratification via email, within two weeks following the election of the Chair. Each officer so appointed shall have the title, hold office for two years, have the authority and perform the duties specified in these Bylaws or determined by the Board.

6.4 Inability to Act

In case of absence or inability to act of any officer of the corporation, or of any person authorized by these Bylaws to act in such officer's place, the Board may from time to time delegate the powers or duties of such officer to any other officer, or any director or other person whom it may select, for such period of time as the Board deem necessary.

6.5 Resignation

Any officer may resign at any time by giving written notice to the Chair, the CEO, or the Secretary. The resignation shall take effect upon receipt of notice or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of Goodwill under any contract to which the officer is a party.

6.6 Removal

Any officer may be removed with or without cause by vote at a duly held meeting at which a quorum is present without prejudice to any rights of an officer under any contract of employment.

6.7 Vacancies

A vacancy in any office, for any reason, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office. Vacancies need not be filled at the annual meeting.

6.8 Chair

The Chair of the Board shall preside at all meetings of the Board and of the Executive Committee, if present. The Chair shall represent Goodwill as Chair of the Board of Directors, and exercise such other powers and perform such other duties as may be authorized or delegated by the Board of Directors. The Chair of the Board shall, by virtue of his/her office, be a member, ex officio, of all committees and task forces.

6.9 Vice-Chair

The Vice-Chair shall have such powers and perform such duties as may be prescribed by these Bylaws or by the Board. In the absence of the Chair, a Vice-Chair shall preside at Board meetings.

6.10 President and Chief Executive Officer

The CEO of Goodwill shall be an employee of Goodwill, who shall serve as President & Chief Executive Officer at the pleasure of the Board of Directors subject to his or her rights, if any, under any employment agreement. The President & Chief Executive Officer shall be responsible for the general management of Goodwill—its activities, programs, personnel and finances—in accord with general policies and practices established by the Board of Directors, and shall perform such other duties as may be assigned by the Board. The President & Chief Executive Officer shall report and be responsible to the Board of Directors. Except as otherwise directed by the Board or Board Committees, the CEO shall attend all Board and Board Committee meetings. However, he or she is not a voting member of the Board. The CEO shall have such other powers and perform such other duties as may be prescribed by these Bylaws or by the Board. The CEO is the only Goodwill employee that falls under the responsibility of the Board of Directors.

6.11 Secretary

The Secretary shall supervise the Board's maintenance of Goodwill's Articles of Incorporation, Bylaws, and minutes and records of the proceedings of the Board and its committees, and the giving of notices as may be proper or necessary. The Secretary shall give, or cause to be given, notice of all meetings of directors, committees, and task forces of the Board, as required by law or these Bylaws. The Secretary of the corporation, or any person appointed by the Chair, or the acting Chair if the Secretary is absent, shall act as Secretary during meetings. The Secretary shall have such other powers and duties as may be prescribed by these Bylaws, or by the Board.

6.12 Treasurer

The Treasurer shall participate in the Board's oversight of Goodwill's budgeting and planning processes, financial performance and financial condition, as well as investment performance and decisions. The Treasurer shall have other such powers and duties, as may be prescribed by these Bylaws or by the Board.

6.13 Compensation Review Policy

The Board shall adopt a policy that sets forth guidelines for the determination, review and approval of the compensation of the CEO. Neither the Chair of the Board, any Vice-Chair nor the Secretary or Treasurer, nor any director, shall receive compensation for services to Goodwill. The CEO that is employed by Goodwill shall receive compensation for services as an employee of Goodwill, according to terms determined by the Board of Directors or an employment agreement, if such exists.

**Indemnification
and Insurance****7.1 Definitions**

For purposes of this Article, "Agent" means any person who is or was a director, officer, employee, or other agent of Goodwill, or is or was serving at the request of Goodwill as a director, officer, employee, or other agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a predecessor corporation of Goodwill or another enterprise at the request of such predecessor corporation; "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "Expenses" includes, without limitation, attorneys' fees and any expenses incurred in establishing a right to indemnification under Section 7.2.

7.2 Right of Indemnity

To the fullest extent permitted by law and as provided by these Bylaws, Goodwill may indemnify any person who was or is a party, or is threatened to be made a party, by reason of the fact that such person is or was an Agent of Goodwill, against all Expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred in connection with the Proceeding.

7.3 Approval of Indemnity

On written request to the Board by any Agent seeking indemnification, to the extent that the Agent has been successful on the merits, the Board shall promptly authorize indemnification. Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the Proceeding, whether the applicable standard of conduct has been met and, if so, may authorize indemnification.

7.4 Advancement of Expenses

The Board may authorize the advance of Expenses incurred by or on behalf of an Agent in defending any Proceeding, before final disposition of the Proceeding, if (i) the Board finds that the requested advances are reasonable in amount under the circumstances, and (ii) the Agent submits a written undertaking to repay the advance unless it is ultimately determined that the Agent is entitled to be indemnified by Goodwill for those Expenses. In the discretion of the Board, the undertaking may be unsecured and no interest need be charged on the obligation created thereby.

7.5 Insurance

Goodwill shall have the right to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not Goodwill would have the power to indemnify the Agent against such liability under this Article, provided that Goodwill shall not have the power to purchase and maintain such insurance to indemnify any Agent of Goodwill.

Records, Reports and Communications

8.1 Inspection by Directors

Every director shall have the right at any reasonable time to inspect Goodwill's books, records, documents, and physical properties. The inspection may be made in person, or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts.

8.2 Financial Reporting

Goodwill shall produce and distribute the financial and other reports including, without limitation, the annual report and the statement of transactions or indemnification, and if required, produce and make publicly available financial statements.

8.3 Fiscal Year

The Board shall determine the fiscal year of Goodwill.

8.4 Electronic Transmissions

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws (including, without limitation, the written consents contemplated by Section 4.10) include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or e-mail; provided that (i) Goodwill has obtained a valid written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to Goodwill, Goodwill has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed and rendered into clearly legible tangible form.

Contracts and Funds**9.1 Contracts**

The Board may authorize any officer(s) or agent(s), in the name of and on behalf of Goodwill, to enter into any contract or execute any instrument. Any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board to the contrary, the Chair, the CEO, and the Treasurer are each authorized to execute such instruments on behalf of Goodwill. Except as so authorized or otherwise expressly provided in these Bylaws, no officer, agent or employee shall have any power or authority to bind Goodwill by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

9.2 Loans

No loans shall be contracted on behalf of the corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors or its duly appointed and authorized committee or task force. Such authorization may be general or confined to specific instances. Except as provided by law and these Bylaws, this corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

9.3 Bank Accounts

The Board of Directors or its duly appointed and authorized committee or tasks force from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board of Directors, its duly appointed and authorized committee or tasks force or by any officer or officers, agent or agents, of the corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors or its duly appointed and authorized committee or task force may make such rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as are deemed advisable.

9.4 Payment of Money

Except as otherwise specifically determined by resolution of the board or as otherwise required by law, checks, drafts, orders for the payment of money and other evidence of indebtedness of Goodwill may be signed by each of the Chair, the CEO, the CFO or the Treasurer.

9.5 Gifts

The Board or its designee may accept on behalf of Goodwill any contribution, gift, bequest or devise, for the charitable or purposes of Goodwill.

9.6 Deposits

All funds of Goodwill shall be deposited to the credit of Goodwill in such banks, trust companies, or other depositories or agency organizations as the Board may authorize.

Office

10.1 Principal Office

The principal office of Goodwill, for the transaction of its business, shall be located at 2407 31st Street in Gulfport, Mississippi, 39501, or in such other place as may be specified by resolution of the Board.

10.2 Other Offices

Goodwill may also have branch or subordinate offices at other places, within or outside Mississippi, as the Board may determine.