

1 BYLAWS
2 OF THE
3 COUNCIL OF CALIFORNIA GOODWILL INDUSTRIES
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6 As revised by action of the Council of California Goodwill Industries on December 4, 1980, and
7 further amended by action of the same body on December 6, 1984; August 22, 1986; June 2,
8 1988, June 28, 2004, December 7, 2006 and February 21, 2012.
9

10 The Corporate Body of the Council of California Goodwill Industries does hereby resolve and
11 order that the Bylaws of the Council of California Goodwill Industries be, and the same hereby
12 are, revised so as to read as follows:
13

14
15 Original signed & filed with Secretary of State
16 Sheryl Chalupa, Secretary

17
18 February 21, 2012
19 Date
20

21 ARTICLE I

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23 Name

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25 Section 1: These Bylaws have been adopted pursuant to authority evidenced by the Articles
26 of Incorporation on file with the State of California.

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28 Section 2: This Corporation shall be known as the COUNCIL OF CALIFORNIA GOODWILL
29 INDUSTRIES, hereinafter *COUNCIL*.

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31 Section 3: The territory of this Corporation's membership is the state of California and may
32 include such other states through action by vote of the membership.

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35 ARTICLE II

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37 Object and Purpose

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39 This Corporation is organized to be operated exclusively as a non-profit mutual benefit
40 Corporation. Its purposes are to provide a vehicle through which the membership may act
41 collectively to promote the common goals, purposes and programs of Goodwill Industries in
42 the territories assigned to the members; to provide a forum for their common concerns; to
43 provide assistance to one another; and any such other matters designed to strengthen the
44 work of Goodwill Industries as the *COUNCIL* may from time to time decide.

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47 ARTICLE III

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49 Membership

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51 Section 1: A member of this Corporation, as stated in Article III, Section 2, shall have equal
52 voting rights, interests and privileges in the affairs of the *COUNCIL*.

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54 Section 2: All members of this Corporation are nonprofit Corporations. Membership shall be
55 open to all incorporated Goodwill organization's engaged in business within the State of
56 California, as well as such other states as the membership may from time to time decide, and
57 which adhere to the Articles of Incorporation of this Corporation and to its Bylaws.

58
59 Section 3: Additional members, other than those that are members in good standing at the
60 time of the adoption of these Bylaws, may be admitted to membership on approval of a
61 majority of members present at any duly held meeting of the membership at which a quorum
62 (as defined in Article VI, Section 2 hereof) is present.

64 Section 4: The membership of this Corporation, by an affirmative vote of two-thirds of the
65 members, may suspend or expel a member for cause, except that no member shall be
66 suspended or expelled without having been given written notice of the *COUNCIL's* intent and
67 an opportunity to be heard by the membership. Any member organization who is more than
68 six (6) months in default in the payment of dues, shall not be entitled to a vote and may be
69 suspended or expelled from the *COUNCIL* as the members shall decide. Any member may
70 resign by filing a written resignation with the Secretary, but such resignation shall not relieve
71 the member so resigning of the obligation to pay any dues, assessments or other charges
72 theretofore accrued and unpaid.

73
74 Section 5: In no case shall the organizational member be responsible for any debts or
75 obligations or any financial program incurred by the *COUNCIL* requiring funds in excess of the
76 member organization's share of the approved dues by the *COUNCIL* annually, unless such
77 financial program or obligation has first been approved by the Board of Directors of the
78 organizational member.

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80
81 Section 6: The members acknowledge and affirm the Territorial Policy established by the
82 Delegate Assembly of Goodwill Industries. *COUNCIL* members recognize that a local Goodwill
83 agency's territory is the assigned organization's exclusive business asset to develop.
84 Membership in the *COUNCIL* shall in no way be deemed to dilute the exclusive nature of the
85 respective member's territory. All members of the *COUNCIL* shall honor the territorial borders
86 of other *COUNCIL* members and agree not to conduct business activities in any territory to
87 which it is not assigned without the specific authority of the affected Goodwill.

88
89 Section 7: The term of each member shall be for one (1) year beginning on January 1. There
90 is no limit to the number of terms a member may serve.

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ARTICLE IV

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Officers

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97 Section 1: The officers of the Corporation shall consist of a Chair, Vice Chair, Secretary
98 and Treasurer

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100 Section 2: All officers shall be elected by the membership at the last regular meeting of the
101 calendar year for a term of one (1) year and shall hold office until a successor may be chosen
102 and qualified in their stead.

103

104 Section 3: The Chair, Vice Chair and Secretary shall be eligible to serve three (3)
105 consecutive terms, but shall be ineligible for further re-election to the same office until one (1)
106 year has elapsed.

107

108 Section 4: The Treasurer shall be eligible to serve at the pleasure of the membership
109 without restriction of eligibility for maximum consecutive terms of service. An independent
110 review of the *COUNCIL*'s financial records by an external party shall be conducted periodically
111 or at least once every three (3) years and the results shall be reported to the membership
112 upon conclusion of the review.

113
114 Section 5: At any meeting the membership may appoint such other officers as it may deem
115 expedient. Such officers shall hold office at the pleasure of the membership and shall perform
116 such duties as the membership may decide.

117
118 Section 6: The new officers shall take office on January 1 of the following year.

119
120 Section 7: In the event of a vacancy or temporary absence of any officer, the membership,
121 at any meeting, may appoint a member to perform duties of such officer during the term of
122 such absence or vacancy.

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ARTICLE V

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Duties of Officers

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129 Section 1: **Chair:** The Chair shall preside at all meetings of the *COUNCIL*. This officer shall
130 perform such duties as the membership shall from time to time require. The Chair is an ex-
131 officio member of all committees, except the Nominating Committee.

132

133 Section 2: **Vice Chair:** The Vice Chair shall be vested with all the powers of and perform
134 the duties of the Chair, in the absence or inability of the Chair. This officer shall, in addition,
135 perform such duties as the membership shall, from time to time require.

136

137 Section 3: **Secretary:** The Secretary shall attend the meetings of the *COUNCIL* and shall
138 ensure that items are recorded upon the books of record of the *COUNCIL*'s respective
139 meetings. This officer (or his or her designee) shall notify all members of all meetings and
140 shall perform such other duties as the membership shall prescribe from time to time.

141

142 Section 4: **Treasurer:** The Treasurer shall perform such duties as the members may from
143 time to time require in regard to financial records, transactions, money and securities
144 belonging to the *COUNCIL*. This officer shall have charge and custody of and be responsible
145 for all funds and securities of the *COUNCIL*. The Treasurer shall receive all moneys due and
146 payable to the *COUNCIL* and deposit them in the name of the *COUNCIL* in such banks, trust
147 companies or other depositories as the membership shall determine. This officer shall
148 disburse funds for the lawful debts of the *COUNCIL* and shall keep records of all financial
149 affairs of the *COUNCIL* and shall give periodic reports to the members at each of the *COUNCIL*
150 meetings or as required by the membership. The Treasurer will perform such other duties
151 from time to time as may be assigned by the membership, and if required by the membership,

152 shall give a bond for the faithful discharge of his or her duties in such sum and with such
153 surety as the members shall determine.

156 ARTICLE VI

158 Meetings

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160 Section 1: **Delegates and Votes:** An annual meeting of the *COUNCIL* shall be held within
161 the first ninety (90) days of each calendar year or at such other times as the members may
162 decide. Each member organizations' Board of Directors shall select two (2) delegates to
163 represent it at *COUNCIL* meetings. Member organization delegates shall consist of CEO (or
164 CEO's staff designee) and Board Chair (or other designated board member). Each agency
165 shall have 2 votes and each vote shall be cast in person or electronically. Delegates shall have
166 the full authority of members except that they may not obligate the member financially
167 beyond budgeted dues and assessments without the approval of the member's own Board of
168 Directors

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170 Section 2: **Scheduling and Quorum:** A meeting of the *COUNCIL* shall be held within the
171 first 90 days of each calendar year or at other times as the membership may decide. In
172 addition to regularly scheduled meetings, the Chair, or delegates from any 5 member
173 organizations, may call a special meeting by giving notice described in section 3, below. One
174 third of all member organizations shall constitute a quorum.

175
176 Section 3: **Notice:** Written notices of *COUNCIL* meetings shall be delivered at least ninety-
177 six (96) hours before said meetings; addressed to each member at the member agency's usual
178 place of business. Written notices of meetings at which Bylaws are to be changed shall be
179 delivered at least fifteen (15) days before the meeting. Such notice of Bylaws changes shall
180 provide information of the intended changes. Written notices shall be delivered via hand,
181 USPS, email, fax, courier or other means that are commonly used in business.

182
183 Section 4: **Adjournment:** All meetings may be adjourned to such other time and place as
184 may be decided by the members present.

185
186 Section 5: **Parliamentary Procedures:** The parliamentary procedure for conducting all
187 meetings of the *COUNCIL* and its' committees, shall be based on the latest edition of
188 Rosenberg's Rules of Order, and not inconsistent with these Bylaws.

191 ARTICLE VII

192 Powers and Duties of Administration

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195 Section 1: The membership shall have all the powers and duties necessary and appropriate
196 for the administration of the affairs of the *COUNCIL*. All powers of the *COUNCIL*, except those
197 specified, granted or reserved by law, the Articles of Incorporation or these Bylaws shall be
198 vested in the members. The voting power of each member shall be equal.

199
200 Section 2: The number of members shall be determined by the number of member
201 organizations and shall be two (2) times the number of such member organizations.

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ARTICLE VIII

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Conflict of Interest

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208 Section 1: No delegate shall derive a personal benefit, gain or advantage, nor shall a
209 member have or obtain a pecuniary interest direct or indirect from any contract or transaction
210 wherein this corporation is a party unless:

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212 a) The transaction is a matter that is open for competitive bids; and

213

214 b) The member's interest is disclosed to the membership in advance and recorded in
215 the *COUNCIL* meeting minutes; and

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217 c) The membership authorizes, approves or ratifies the transaction by the required
218 majority without counting the vote of the interested member.

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ARTICLE IX

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Committees

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225 Section 1: **Appointment:** The Chair or membership may appoint such standing or
226 advisory committees as it deems necessary and shall determine the membership of those
227 committees except that such committees shall not be empowered to financially obligate the
228 corporation except as specifically prescribed and within the limits dictated by the membership.

229

230 Section 2: **Nominating Committee:** At the regular meeting of the membership,
231 preceding the last meeting of the calendar year, the Chair shall appoint a Nominating
232 Committee which shall consist of three (3) members from the *COUNCIL* and shall be approved
233 by the membership. The Nominating Committee shall report to the membership with
234 recommendations for a complete slate of Officer Nominees to replace those whose term of
235 office is expiring and to fill any newly created vacancies. Before submitting the name of an
236 officer nominee, the committee shall have obtained the permission and consent of said officer
237 nominee and an indication of his or her willingness to serve if elected. The names of the
238 officer nominees shall be approved by the membership, at which time they may consider and

239 approve additional nominees except that additional nominees must have given prior consent to
240 serve if elected.

241
242 Section 3: **Public Policy Committee:** The Public Policy Committee is a standing
243 committee of the *COUNCIL*. Its objective is to recommend positions and strategies to the
244 membership regarding issues of Public Policy, and initiate action on behalf of the *COUNCIL*'s
245 best interest. The Committee shall be composed of a maximum of two co-chairs as elected by
246 the *COUNCIL* and shall serve for a maximum of a three-year term (ref: Public Policy
247 Committee Charter).

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ARTICLE X

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Fiscal Year

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255 The Fiscal Year of the corporation shall be determined by the membership and is currently the
256 same as the calendar year and ends on December 31st.

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ARTICLE XI

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Change of Bylaws

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264 These Bylaws can be changed, amended, or repealed only by a majority vote of the members
265 present at any meeting of the membership except that any proposed action with respect to
266 the change of Bylaws which shall be processed in accordance with Article VI, Section 3.

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ARTICLE XII

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Special Assessments

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273 Any proposed action to change the dues of the organization's membership or to make a
274 special assessment shall be reduced to writing and distributed to the organization's members
275 at least sixty (60) days prior to the regularly scheduled meeting at which the action is to be
276 considered.

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