

Goodwill

Industries of South Central California



BYLAWS

Revised February 2, 2016

**FIRST AMENDMENT TO THE AMENDED AND RESTATED
BYLAWS OF
GOODWILL INDUSTRIES OF SOUTH CENTRAL CALIFORNIA, INC.
A California non-profit public benefit corporation**

The Bylaws of Goodwill Industries of South Central California, Inc. are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME

Section 1: These Bylaws have been adopted pursuant to authority evidenced by our Articles of Incorporation in the State of California and our affiliation with Goodwill Industries International, Inc.

Section 2: This nonprofit public benefit corporation has been authorized to use the name of Goodwill Industries of South Central California by Goodwill Industries International, Inc. The emblem of the national organization shall be displayed at all times in prominent places.

Section 3: The territory of this corporation includes the following counties in California: Kern, Kings, and that portion of Tulare County south of a line that begins at the point where Avenue 264 intersects with the county line of Tulare and Kings Counties, goes eastward along Avenue 260 to Highway 99, continues along Avenue 256 to Lindsay Peak, and continues in a straight line from Lindsay Peak to the eastern side of Tulare County where it intersects with Inyo County at Olancho, and is assigned by Goodwill Industries International, Inc. Any territory dispute between Goodwill Industries of South Central California and other Goodwill Industries is to be submitted to Goodwill Industries International, Inc., for arbitration.

ARTICLE II

OBJECT AND PURPOSE

Section 1: This corporation is organized to be operated exclusively as a nonprofit public benefit corporation, upholding the dignity of all persons by providing public benefit and charitable services to Californians, concentrating primarily in the County of Kern, Southern Tulare County, and Kings County, California.

Section 2: The purpose of the human services programs at Goodwill Industries is to offer an avenue toward economic independence for people who are vocationally handicapped, disabled or disadvantaged by providing the opportunity for them to develop those work habits and skills necessary to compete at their maximum ability in the competitive labor market.

Section 3: The purpose of industrial programs at Goodwill Industries is to provide a work setting for the vocational programs in a realistic business-industrial operation that maximizes the agency's economic self-sufficiency while conserving and increasing the community's material resource as well as providing work opportunities for those individuals that the agency serves.

Section 4: The general purposes and powers are to buy, lease, rent, or otherwise acquire, hold or use, own, enjoy, sell, exchange, encumber, transfer on trust, or otherwise dispose of any and all kinds of property, whether real, personal or mixed, and to receive property by gift, devise, or bequest; to borrow money and to contract debts; to issue bonds, notes, and other evidence of indebtedness, and to secure them by any and all of the property of this corporation, or to issue them unsecured; 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 to have and to exercise all the powers conferred by the California General Nonprofit Corporation law on nonprofit corporations as that law is now in effect or may at any time hereafter be amended. 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 paragraphs (A), (B) and (C) of the Article II, and nothing contained in these Bylaws shall be construed to either authorize this corporation to carry on any business for the profit of its members as such, or to limit this corporation's power to make donations of any kind to any other nonprofit corporation.

Section 5: This corporation is organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing and distribution of statements) on behalf of any candidate for public office.

ARTICLE III

INTENTIONALLY OMITTED

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Powers.

a. The Board of Directors shall have all the powers and duties necessary and appropriate for the administration of the affairs of the corporation. All powers of the corporation, except those specified, granted or reserved by law, the Articles of Incorporation or these Bylaws, shall be vested in the Board of Directors. The voting powers of each Director shall be equal. The President is not a member of the Board of Directors, but is invited to attend all meetings of the Board of Directors.

b. Without prejudice to the general powers set forth in these bylaws, but subject to the same limitations, the directors shall have the power to:

(i) Appoint and remove, at the pleasure of the board, all the corporation's officers (including, the President/CEO as both an officer and an employee) and agents; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix the compensation of the President/CEO and require from them security for faithful performance of their duties. All employees other than the President/CEO will be appointed and removed by the President/CEO. The board has the exclusive authority to appoint and remove the President, both as an officer and an employee.

(ii) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of the board.

(iii) Adopt and use a corporate seal; and alter the forms of the seal and certificates.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

Section 2: The term of each Director shall be three (3) years, and until a successor is elected, except that Directors elected during the year to fill a vacancy shall serve during the remainder of the year during which elected. Such term shall not be calculated in the number of three (3) year terms of which the Director is eligible.

Section 3: Board members shall be eligible to serve two (2) consecutive three (3) year terms but shall be ineligible for further re-election until one (1) year has elapsed.

Section 4: The number of directors is a range between 12 and 16, with the exact number to be set by the board.

Section 5: Every member of the board must be a resident of or have a principal place of business in one of the following California counties: Kern County; Southern Tulare County; or Kings County.

Section 6: Election of Directors:

a. The Board Development Committee shall appoint qualified candidates for election to the board and present such candidates to the Board at the annual meeting. The Board may also make nominations from the floor. If the Board has not established a Board Development Committee, then the chair of the board, or the vice-chair if there is no chair, shall appoint a committee to select qualified candidates for election to the board and present such candidates to the Board at the annual meeting. The Board may also make nominations from the floor.

b. Any director present, in person, at the board meeting at which the board will be elected may present or may place names in nomination.

c. The board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate qualifications and the reasons for the nominee's candidacy, and a reasonable opportunity to choose among the nominees.

d. Without board authorization, no corporate funds may be expended to support a nominee for director after more people have been nominated for director than can be elected.

Section 7: Removal of Director:

a. Any member of the board of directors who fails to attend three (3) consecutive meetings of the board of directors without good and reasonable cause (as determined by the board in its sole and absolute discretion) and without prior notification to the board may be removed as a director by a majority of the remaining directors.

b. A director may also be removed for any reason set forth in the provisions of the California corporations code which governs non-profit public benefit corporations.

Section 8: Vacancies on Board.

a. A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) removal of a director pursuant to Section 7, immediately above, and (c) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.

b. Except as provided below, any director may resign by giving written notice to the chair of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become 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 California, no director may resign if the corporation would be left without a duly elected director or directors.

c. Vacancies on the board may be filled by a majority of the directors then in office, or if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of directors then in office at a meeting held complying with all notice or waiver requirements, or (3) by a sole remaining director.

d. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 9: Conflict of Interest/Interested Directors.

a. No member of the Board of Directors shall derive a personal benefit, gain or advantage, nor shall a member have or obtain a pecuniary interest, direct or indirect, from any contract or transaction wherein this corporation is a party unless:

- i. The transaction is a matter that is open for competitive bids; and
- ii. The Director's interest is disclosed to the Board in advance and entered in the Minutes; and
- iii. The Board authorizes, approves or ratifies the transaction by the required majority without counting the vote of the interested Director.

b. No person serving on the board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable

compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 10: Directors are not entitled to receive any compensation for their services as directors or officers (except for the President/CEO who is compensated employee and is not a member of the board). Directors are, however, entitled to such reimbursement of expenses, as the board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

ARTICLE V

OFFICERS

Section 1: The officers of the corporation shall consist of a Chairman of the Board, Vice-Chairman of the Board, Secretary, Treasurer, and President. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the President, the Chair of the Board, or the Vice-Chair.

Section 2: The Chair of the Board shall be elected by the Board of Directors at the regular annual board of Directors meeting for a term of two years from election and shall hold office for that term until a successor may be chosen and qualified in their stead. The chair of the board is eligible for one, one-year extension for a maximum service of three (3) years.

Section 3: All other officers shall be elected by the Board of Directors at the regular annual Board of Directors meeting for a term of one year from their election and shall hold office for that term until a successor may be chosen and qualified in their stead.

Section 4: The Board of Directors may also appoint such other officers as they may deem expedient. Such officers shall hold office at the pleasure of the Board.

Section 5: The Board Development Committee shall appoint qualified candidates for election as officers of the corporation and shall present such candidates to the Board at the annual meeting. The Board may also make nominations from the floor. If the Board has not established a Board Development Committee, then the chair of the board, or the vice-chair if there is no chair, shall appoint a committee to select qualified candidates for election to the board and present such candidates to the Board at the annual meeting. The Board may also make nominations from the floor.

Section 6: Except as provided in Article VI, Section 5, and without prejudice to the rights of an officer under any contract of employment, any officer may be removed with

or without cause by the board and also, if the officer was not chosen by the board, by any officer on whom the board may confer that power of removal.

Section 7: Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, 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 the corporation under any contract to which the officer is a party.

Section 8: In the event of a vacancy or temporary absence of any officer, the Board of Directors may appoint a member to perform the duties of said officer during the term of such absence or vacancy.

Section 9: The President and any other officers or employees of the corporation, designated by vote of the Board, shall provide adequate fidelity bonds for the benefit and protection of the corporation. The premium for such bonds shall be paid for by the corporation.

ARTICLE VI

DUTIES OF OFFICERS

Section 1: Chairman of the Board: The Chairman of the Board shall preside at all meetings of the Board of Directors and Executive Committee. This officer shall perform such duties as the Board of Directors shall from time to time require. The Chairman of the Board is an ex-officio member of all committees except the Nominating Committee.

Section 2: Vice-Chairman of the Board: The Vice-Chairman of the Board shall be vested with all the powers of and perform the duties of the Chairman of the Board in the absence or disability of the Chairman. This officer shall, in addition, perform such duties as the Board of Directors shall from time to time require.

Section 3: Secretary: The Secretary shall attend the meetings of the Board of Directors and the Executive Committee and shall record upon the books of record of the corporation the proceedings of respective meetings. This officer shall notify all members of the Board of Directors and the Executive Committee of all meetings and shall perform such other duties as the Board of Directors shall describe from time to time.

Section 4: Treasurer: The Treasurer shall perform such duties as the Directors may from time to time require, in regard to financial records, money and securities belonging to the corporation. This officer shall ensure that the accounts of the corporation shall be audited at least once a year by a certified public accountant approved by the Board of Directors.

Section 5: President: The President is the Chief Executive Officer of the Corporation. The President may be nominated by Goodwill Industries International, Inc. The President shall be elected by the Board of Directors and shall be responsible only to it. This officer shall not be employed or dismissed without a majority vote of the total membership of the Board of Directors, nor shall this officer be dismissed without consultation with Goodwill Industries International, Inc. In case of conduct prejudicial to the well-being of Goodwill Industries of South Central California, the President may be suspended pending investigation and recommendation by Goodwill Industries International, Inc. As the Chief Executive Officer, the President is the executive agent of the Board of Directors and an ex-officio member of all committees. This officer shall have active direction and management of the business of the corporation, and shall perform such duties as may be assigned from time to time by the Board of Directors. The President shall give to the Board of Directors periodic reports as to the operation of the corporation. This officer's accounts shall be audited at least once a year by a certified public accountant employed by the Board of Directors in accordance with Section 4 of this Article. The President is also responsible for appointing and removing all employees (other than the President) of the Corporation.

ARTICLE VII

COMMITTEES

Section 1: Executive Committee: The Executive Committee shall consist of the Chairman of the Board, Vice-Chairman of the Board, Secretary, Treasurer, and immediate past Chairman of the Board. The President will be invited to all Executive Committee meetings. This Executive Committee shall meet at the call of the Chairman of the Board or of any two (2) members and shall carry out the decisions of the Board of Directors. The Executive Committee may exercise all powers given to the Board of Directors herein except for the power to fill vacancies on the Board or any committee; the amendment, repeal or adoption of new Bylaws; the appointment of committees of the Board; the approval of any self-dealing transaction; the purchase, rental, lease, sale, exchange or hypothecation, pledge or other disposal of real property; or any other matter reserved exclusively to the Board by law. Actions taken by the Executive Committee shall be reported to the full Board of Directors.

Section 2: Standing or Advisory Committees: The Board of Directors may appoint such other standing or advisory committees as it deems necessary and shall determine the membership of those committees except that such committees shall not be empowered to financially obligate the corporation except as specifically prescribed and within the limits dictated by that Board of Directors. All standing or advisory committees shall be chaired by a Board member of the corporation.

ARTICLE VIII

MEETINGS

Section 1:

a. An annual meeting of the Board of Directors shall be held during the second quarter of each calendar year at a time and place established by the Board of Directors.

b. The Board of Directors shall have regular meetings at least quarterly on the day fixed and place determined by the Board of Directors; at the call of the Chairman of the Board; or on request of any two (2) Directors. A simple majority of the number of Directors shall constitute a quorum.

c. Special meetings of the board for any purpose may be called at any time by any officer or any two directors.

Section 2: The Executive Committee shall meet at the call of the Chairman of the Board or upon written request of two (2) members of the Executive Committee. One-half of the Executive Committee shall constitute a quorum.

Section 3: Notice: Notice of Board of Directors, ~~and~~ Executive Committee and other Committee meetings shall be in writing, either mailed at least forty-eight (48) hours before said meetings addressed to each Director or Executive Committee member at the Director's usual place of business or abode, or delivered in hand or by telephone at least twenty-four (24) hours before said meetings, provided, however, that notices of Director's meeting at which Bylaws are to be changed shall be in writing mailed at least fifteen (15) days before the meeting. Such notice of Bylaws changes shall provide information of the intended changes. Notices of special meetings of the Board shall be made at least four (4) days prior to the meeting if mailed and forty-eight (48) hours prior to the meeting if by hand delivery or telephone.

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver 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. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 4: The right to vote at any meeting authorized by these Bylaws is limited to those board members who are actually present at the time the vote is taken and proxy voting is not permitted. Any meeting may be held by video conferencing, conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

Section 5: All meetings of the Board of Directors or the Executive Committee shall be adjourned to said other time and place as may be decided by those present. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 6: Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

Section 7: The parliamentary procedure for conducting the meetings of the Board of Directors, the Executive Committee and all other committees shall be based on the latest edition of Robert's Rules of Order, when not inconsistent with these Bylaws. In the case of an inconsistency, the Bylaws will govern.

ARTICLE IX

INDEMNIFICATION

Section 1: To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in section 5238(a) of the California Corporations Code.

Section 2: On written request to the board by any person seeking indemnification under section 5238(b) or section 5238(c) of the California Corporations Code, the board shall promptly determine under section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall defer action until such time as a quorum of the board is present. At that meeting, the board shall determine under section 5238(e) of the California Corporations Code whether the

applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and, if so, the members of the board present at the meeting in person shall authorize indemnification.

Section 3: To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4: The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE X

SEAL

This corporation shall have a common seal, being a circular seal of the following description, viz: Goodwill Industries of South Central California around the circle and date of organization in the inner circle. The seal shall be in the custody of the President.

ARTICLE XI

FISCAL YEAR

The Fiscal Year of the corporation shall be determined by the Board of Directors and is currently the same as the calendar year.

ARTICLE XII

RELATION TO GOODWILL INDUSTRIES INTERNATIONAL, INC.

Section 1: This Corporation shall pay the treasurer of Goodwill Industries International, Inc., a monthly fee consistent with that paid by other Goodwills of a similar operating size, and as set by the Delegate Assembly of Goodwill Industries International, Inc. This fee is to be used in providing services and improving the program and efficiency of all Goodwill Industries, including the further expansion of vocational services in areas not now served.

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 Goodwill Industries International, Inc., as trustee for the purpose of re-establishing Goodwill Industries in Kern, Southern Tulare, and Kings Counties, California, or distributing to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes only and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code for the use for services for handicapped, disabled and disadvantaged people in the counties of Kern, Southern Tulare, and Kings in the state of California. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which this corporation's principal office is located, upon petition thereof by the Attorney General.

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. All donations or loans made to said corporation by Goodwill Industries International, Inc. shall immediately be returnable in full with interest at the rate of 5 percent (5%) from the date of such donation or loan.

ARTICLE XIII

RECORDS AND REPORTS

Section 1: The corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of its board, and committees of the board; and
- c. A record of each board member's name and address.

Section 2: The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by all parties as required by law. If the principal office of the corporation is outside California and the corporation has no principal business office in this state, the secretary shall, on the written request of any party entitled to inspect the records of the corporation, furnish to such party a copy of the articles of incorporation and bylaws, as amended to date.

Section 3: Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. 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 of documents.

Section 4: The board shall cause an annual report to be sent to the directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds.
- c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- d. The expenses or disbursements of the corporation for both general and restricted purposes.
- e. Any information required by these bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

Section 5: As part of the annual report, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each member of the board and furnish to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

- a. Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$25,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$25,000. For this purpose, an "interested person" is either of the following:
 - i. Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - ii. Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description

of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

b. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under these bylaws.

ARTICLE XIV

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XV

CHANGE OF BYLAWS

These Bylaws can be changed, amended or repealed only by a majority vote of the total membership of the Board of Directors and following consultation with Goodwill Industries International, Inc., not less than thirty days prior to the date of that meeting, in order that it may be ascertained that the proposed changes are in harmony with the Purposes and Policies of Goodwill Industries International, Inc.”