

**BYLAWS
OF
WORK SERVICES CORPORATION**

(Adopted November 11, 1988)
(Amended April 1, 1993)
(Amended November 21, 1988)

(Amended March 22, 2001)
(Amended September 29, 2005)
(Amended August 31, 2006)

ARTICLE I – NAME

The name of the organization is the Work Services Corporation, hereafter referred to as WSC.

ARTICLE II – PURPOSE, GOALS AND POWERS

Article II, Section 1. Purpose

The mission of WSC is to develop and maintain a community rehabilitation program (CRP) whose primary purpose is to create employment opportunities for people with disabilities. This will be accomplished through vocational evaluation, training, placement, and employment of people with disabilities. A secondary purpose, which enhances our primary employment activities, is to support programs which enable people with disabilities to reach their full potential as employees, citizens, and participants in the mainstream of society, with respect to the needs, desires and abilities of each person with a disability served.

Article II, Section 2. Goals

- (a) WSC Operational Divisions provide numerous diverse employment opportunities for people with disabilities, many of whom are heads of households. WSC must ensure that these jobs are preserved. The jobs will be maintained through uncompromising commitment to quality goods and services, sustained customer satisfaction, efficient and effective allocation of corporate resources, and responsible and accountable management.
- (b) WSC will pursue new ventures in a deliberate and analytical manner. The responsibility to identify and propose new ventures is not confined to any individual or group within the corporation. Nonetheless, management must be especially alert to any opportunities to create additional jobs for people with disabilities through new ventures. Proposals for new ventures will contain thorough cost/benefit analysis and pro-forma financial statements. In no case will new ventures be undertaken if they constitute a risk which would threaten existing jobs.
- (c) WSC will pursue vocational and community support programs for people with disabilities to the extent that these activities do not interfere with WSC's primary job preserving [(a) above] and job creating [(b) above] goals.
- (d) Maintain a vocational development system which nurtures and develops the vocational desires and abilities of each individual.

(e) Maintain an open-ended system that allows not only progression into community employment but stands alert and able to cope with individual limits as long as vocational support is sought and needed.

(f) Aid each individual served in obtaining necessary community support which will enhance their chosen vocational goals.

(g) WSC will initiate and support community service projects which support people with disabilities. The Community Relations Committee will research and submit community support programs to the Board for approval. The Community Relations Committee Charter is attached to these Bylaws.

Article II, Section 3. Powers

(a) To develop an industrial base to be used for the vocational evaluation, training and employment of disabled persons.

(b) To solicit, accept, and collect pledges, donations and contributions, in cash or property.

(c) To take by will, bequest, devise, grant or gift, in trust or absolute, for unrestricted or restricted purposes, cash and real or personal property or interests therein.

(d) To own, hold, sell, convey, lease and otherwise manage, operate or dispose of all or any part of its assets on any lawful terms and conditions without liability for any losses which may result from acts done in good faith.

(e) To borrow money, execute notes and debentures, and other instruments evidencing obligations for the payment of monies; to execute mortgages and pledges; to enter into any type of contracts, agreements, or guarantees relative to items of real or personal property owned by it or in which it may have a contractual interest; and to do all other things incidental to such borrowings, mortgages, pledges and guarantees as may appear advisable to this corporation and which are permitted to nonprofit corporations by law.

(f) To do all things and exercise all powers which a nonprofit vocational rehabilitation corporation, such as this, is not prohibited by general law from doing or exercising in carrying out the stated purposes of the corporation, however, that notwithstanding the foregoing powers, no substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation nor shall any part of its net earnings or capital expenditures and distribution inure or be paid to or for the benefit of any individual, private contributor, officer, director, or member as such, except that compensation may be paid in reasonable amounts for services actually performed; and provided further that this corporation may not exercise any power, express or implied, which would disqualify it from tax-exempt status under Section 501c(3) of the Internal Revenue Service Code of the United States as in force at the time of the adoption hereof or as amended after the adoption hereof.

ARTICLE III – ORGANIZATION OF WSC

Article III, Section 1. Units of Organization

The primary organization of WSC is as follows:

- (a) Board of Directors
- (b) Chief Executive Officer
- (c) Staff and Divisions

Article III, Section 2. Functional and Organizational Charts

The functional and organizational charts of WSC will be approved by the Board of Directors and made an attachment to the Bylaws. Changes of functional and organizational charts do not constitute a change in the Bylaws.

Article III, Section 3. Committees

Each standing committee will be established by a charter, which is attached to these Bylaws. Each ad hoc committee will be established as needed.

ARTICLE IV – BOARD OF DIRECTORS

Article IV, Section 1. Composition of the Board

The Work Services Corporation Board shall consist of the following:

- (a) Chairperson
- (b) Vice Chairperson
- (c) Past Chairperson
- (d) Secretary/Treasurer
- (e) Directors
- (f) Chief Executive Officer – (Non Voting) – Ex-Officio

Article IV, Section 2. Duties of Officers

The duties of elected officers shall be those usually pertaining to their positions and shall include the following specific duties assigned to each office:

- (a) Chairperson
 - (1) Calling all meetings of the Board of Directors.
 - (2) Presiding over all meetings of the Board of Directors.
 - (3) Appointing chairpersons of all committees.
 - (4) Appointing members of all committees.
 - (5) Serving as ex-officio member of all committees.
 - (6) Serving as the corporation's official representative during the term of office.

(b) Vice Chairperson

The Vice-Chairperson, shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson, and shall perform such other duties as the Board of Directors shall prescribe.

(c) Past Chairperson

The past chairperson will be the member who has most recently held the office of chairperson. The past chairperson will assist the chairperson and vice chairperson in the discharge of duties.

(d) Secretary/Treasurer

The Secretary/Treasurer is the Board Officer responsible for the official administrative and financial records of the corporation. The Secretary/Treasurer is a voting member of the Audit and Finance Committees. The Secretary/Treasurer will insure that minutes of Board Meetings are prepared, signed, distributed, and retained as an official record of the corporation. The Secretary/Treasurer will maintain a list of current Board Members, and shall, at the direction of the Chairperson, issue notices of meetings of the Board of Directors. The Secretary/Treasurer will perform other duties as directed by the Board or the Chairperson, or as required by the Bylaws of the corporation.

(e) Chief Executive Officer

The Chief Executive Officer (CEO) is responsible to the Board of Directors for operation of the corporation in accordance with policies established by the Board. The CEO shall serve as an ex-officio member on all committees except the Audit Committee.

(f) If any office becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

(g) Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate.

(h) Director Emeritus

The title of Director Emeritus may be conferred upon former members of the Board of Directors who have distinguished themselves in service to WSC and to people with disabilities. Candidates may be nominated by current members of the Board and are elected by unanimous vote of the Board. Director Emeritus duties include consultation with the Chairperson or CEO as needed on matters of importance to WSC, management of special projects as deemed appropriate by the Chairperson or CEO, and participation in WSC Board Meetings at the request of the Chairperson or CEO.

Article IV, Section 3. Election of Officers

The officers, other than the Chief Executive, will be elected yearly at the annual Board meeting. Each officer may be reappointed each following year.

Article IV, Section 4. Quorum

Four members constitute a quorum which must include the Chairperson, Past Chairperson or Vice Chairperson.

Article IV, Section 5. Composition of the Board

The Board of Directors will have a maximum of fifteen members.

Article IV, Section 6. Term of Office

- (a) Board members will serve a three (3) year term.
- (b) Board members may be reappointed on completion of their term.
- (c) Term of office will expire if a Board member has more than fifty (50) percent unexcused absences of called meetings in a given year.

Article IV, Section 7. Powers of the Board of Directors

The Board of Directors shall have all corporate powers to conduct and control the affairs of WSC subject to the limitations established by these Bylaws.

- (a) Adoption of fiscal year (FY) of WSC.
- (b) Adoption of operating budget and authorization to its officers to carry out the activities authorized by the budget.
- (c) Designation of person or persons to sign and countersign all checks, drafts, and orders for payment of money, or obligate the corporation by signing of notes, orders, or promises to pay. The Board will arrange for necessary bonding of all persons who are required to handle WSC funds.
- (d) Designation of banks at which WSC funds shall be deposited and authorize opening of bank accounts.
- (e) Employ a Chief Executive Officer, describe his duties and fix his salary.
- (f) Adoption of procedures for the establishment of divisions.
- (g) The Board may adopt such rules and regulations as may be necessary to carry out its responsibilities and effectively administer the affairs of WSC.

Article IV, Section 8. Meetings of the Board of Directors

- (a) There shall be a minimum of four (4) meetings per year.

- (b) Special meetings may be called by the Chairperson or by written request of four (4) Board members.
- (c) Annual Meeting – The annual meeting shall be the first scheduled meeting of the calendar year.

Article IV, Section 9. Indemnification

The Work Services Corporation shall indemnify its Directors, Officers and Employees against any and all expense, including attorney’s fees, or liability for such expense sustained by them or any of them in connection with any suit or suits which may be brought against such Directors, Officers, or Employees, involving or pertaining to any of their official acts or duties and in which suit or suits on which personal liability is finally established or which may be compromised.

ARTICLE V – AMENDMENTS

These Bylaws may be revised or amended at any meeting of the Board of Directors of the corporation at which a quorum is present by a two-thirds (2/3) vote of the members present, provided the proposed revision or amendment shall have been submitted in writing at the previous meeting of the active membership of the Board and with other proposals made at the meeting in accordance with Robert’s Rules of Order. In the interim, such membership shall be notified of the proposed amendment.

ARTICLE VI – RULES OF ORDER

Robert’s Rules of Order, revised, or any other recognized set of parliamentary rules shall govern meetings of the Board of Directors when not in conflict with these Bylaws, or rules adopted by the Board.