

**BRIEN McMAHON
HIGH SCHOOL
SENATORS'
SUCCESS
FUND
NORWALK
MISSION
STATEMENT
&
BYLAWS**

Article I—Name

The name of this organization is the Brien McMahon High School Senators' Success Fund, Inc (BMHS SSF).

Article II—Mission Statement

Section 1 The missions of the BMHS SSF are

- a. To promote through an advocacy and educational organization the welfare and united front between students, parents, teachers, and the community;
- b. To raise money to fund projects, scholarships, and student activities that will enhance and support the mission of the school administration and faculty in providing the highest level of learning experiences for all students and strengthen the school's ties to the community.

Section 2

BMHS SSF is organized exclusively for the charitable or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter referred to as "Internal Revenue Code").

Article III—Membership and Dues

Section 1 Every individual who is a member of BMHS SSF shall pay annual dues to said organization.

Section 2 Membership in BMHS SSF shall be open, without discrimination, to anyone who believes in and supports the Mission and Purposes.

Section 3 BMHS SSF shall conduct an annual enrollment of members, but may admit persons to membership at any time.

Article IV—Officers

Section 1 The officers of BMHS SSF shall be President(s), Liette Bechervaise & Melissa Fano Dropick, Secretary(s) Christine Miller, and Treasurer(s) Almee Ableman & Darrin Pisani.

Section 2 Officers shall be elected in the month of May at the Annual Meeting.

Section 3 The vote shall be conducted by ballot if more than one person wants the position and a majority vote shall elect. When there is only one candidate for any office, that election may be held by voice vote.

Section 4 The following provisions shall govern the eligibility of individuals to be officers of the BMHS SSF:

- a. Each officer shall be a member of BMHS SSF;
- b. No officer may be eligible to serve more than two consecutive terms in the same office unless no one wants the position.
- c. A person who has served in an office for more than one half of a full term shall be deemed to have served a full term in such office.

Section 5 A vacancy occurring in the office of President shall be filled for the remainder of the unexpired term by the Co-President or Vice President. If the Co-President or Vice President is unable to serve, the remainder of the unexpired term shall be filled by one (1) of the remaining board members. If the Co-President or Vice President or any of the remaining board members are not able to fill the position then the board members shall bring forward the name of a nominee(s) to fill the President(s) position. A vacancy in the office of Co-President or Vice President may be filled by an election held at the next general membership meeting. The position of President in the latter case would have to be put on the ballot at the next regularly scheduled election.

Article V—Duties of Officers

Section 1 The President shall:

- a. Preside at all meetings of BMHS SSF,
- b. Sign all contracts,
- c. Coordinate the work of the officers and committees of BMHS SSF in order that the purposes may be promoted,
- d. Perform such other duties as may be provided for by these bylaws or prescribed by the parliamentary authority.

Section 2 The Co-President or Vice President shall:

- a. Act as aide(s) to the President,
- b. In their designated order, perform the duties of the President in the President's absence or inability to serve,
- c. Perform such other duties as may be provided for by these bylaws or prescribed by the parliamentary authority.

Section 3 The Secretary shall:

- a. Record the minutes and attendance of all meetings of the BMHS SSF;

- b. Be prepared to read the records of any previous meetings,
- c. File all records,
- d. Have a current copy of the bylaws,
- e. Maintain a membership list,
- f. Perform such other duties as may be provided for by these bylaws or prescribed by the parliamentary authority.

Section 4 The Treasurer shall:

- a. Have custody of the funds of BMHS SSF, and maintain a full account of the funds. Present account balances at every meeting BMHS SSF,
- b. Make disbursements as authorized by the President, in accordance with the budget adopted by BMHS SSF,
- c. Have monetary requests over the amount of \$500.00 signed by two unrelated people: the Treasurer and the President or designated alternate board members.
- d. Keep a full and accurate account of the receipts and disbursements in the books belonging to the BMHS SSF,
- e. Maintain a list of members,
- f. Send a copy to the state office of your completed IRS form 990;
- g. Perform such other duties as may be provided for by these bylaws or prescribed by the parliamentary authority.

Section 5 Terms of Office:

- a. The term of office for President/Co-President and Treasurer shall be 24 months (two school years) on opposite term years.
- b. The term of office for Secretary/Co-Secretary shall be 12 months (one school year).
- c. The transition of duties for all officers will begin immediately after election in May and continue through July with the new officers to assume full responsibility on August 1.
- d. Offices not renewing their terms must make it known to the Board in writing no later than February of the election year.

Article VI—Committees

Section 1 Only members of BMHS SSF shall be eligible to serve in any elective or appointive positions.

Section 2 The standing committees of BMHS SSF shall be Post Grad Party, Teacher Appreciation, School Enhancement.

Section 3 BMHS SSF may create such special committees, as it may deem necessary to promote the purposes of BMHS SSF and carry on the work.

Section 4 The term of office of a committee chair shall be one year or until the selection of a successor.

Section 5 The chair of each committee shall present a plan of work for approval. No committee work shall be undertaken without the consent of BMHS SSF.

Article VII—General Membership Meetings

Section 1 Regular meetings of BMHS SSF shall be held with the date and time to be fixed by board members. Notice shall be given to the membership of any change of date (no less than 48 hours in advance).

Section 2 Special meetings of BMHS SSF may be called by the President, at least 24 hours notice having been given.

Section 3 The annual meeting shall be held in May.

Section 4 Members shall constitute a quorum for the transaction of business in any meeting of this Constituent Association.

Article VIII—Fiscal Year.

The fiscal year of the BMHS SSF shall begin on July 1st and end on the following June 30th.

Article X - Finances

Section 1. All funds raised by BMHS SSF shall be placed in an account designated by the Executive Board.

- a. All funds including cash shall be deposited through the designated account.

Section 2. Any check written from the BMHS SSF account must have supporting documentation such as receipts when requesting reimbursement. Failure to supply this documentation may result in denial of reimbursement.

- a. Committees are required to stay within allocated budgets. If additional funds are necessary, prior Executive Board approval is required.
- b. The Executive Board will have the authority to approve up to \$500.00 expenditure by a simple majority of the Executive Board and anything \$500.01 or above shall be approved by a simple majority of the membership if the Executive Board does not agree.

Section 3. An amount of money will be left in the treasury at the end of each year to cover any unpaid bills and obligations plus a reserve amount of at least \$5,000.00 to begin the next school year. This will be re-evaluated at each Executive Board meeting.

Section 4. No loans shall be made by the organization to its officers and/or members.

Section 5. Upon a majority vote of the Executive Board, any officer or officers may enter into contracts or agreements for the purchase of materials or services over \$500.00 on behalf of the organization.

Section 6. Senator Success Fund, Inc is a state tax-exempt status organization and a not-for-profit 501(c)(3) classification with the Internal Revenue Code.

Article IX—Amendments/ Revision

Section 1 These bylaws may be amended/revised at any regular general membership meeting of BMHS SSF by a two-thirds vote of those present and voting, provided the amendments/revision have been approved by board members and notice of proposed amendments/revision has been provided to the membership thirty (30) days prior to the meeting.

Article X - Conflict of Interest

Article I **Purpose**

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, BMHS SSF, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II **Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with any entity with which the Organization has a transaction or arrangement, or
- c. A proposed ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or

arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III **Procedures for Conflict of Interest**

- a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.
- d. An interested person may make a presentation at the governing board or committee meeting, but after presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.

Article XI: Whistle Blower Policy

Section 1. BMHS SSF requires Board members, all officers, committee chairs and members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As affiliates and representatives of the BMHS SSF we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Section 2. This Whistleblower is intended to encourage and enable volunteers to raise serious concerns internally so that BMHS SSF can address and correct inappropriate conduct and actions. It is the responsibility of all Board members, officers, and volunteers to report concerns about violations of BMHS SSF's code of ethics or suspected violations of law or regulations that govern BMHS SSF's operations.

Section 3. It is contrary to the values of BMHS SSF for anyone to retaliate against any Board member, officer, and volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of BMHS SSF. A volunteer who retaliates against someone who has reported a violation in good faith is subject to rescission of membership rights.

Section 4. BMHS SSF has an open door policy and suggests that all Board members, officers, committee chairs and staff share their questions, concerns, suggestions or complaints with their President. If you are not comfortable speaking with your President or you are not satisfied with your President's response, you are encouraged to speak with the Treasurer of BMHS SSF. Board Members or officers are required to report complaints or concerns about suspected ethical and legal violations in writing to the BMHS SSF's President or Treasurer.

Section 5. The BMHS SSF's Treasurer is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Treasurer will advise the BMHS SSF President of all complaints and their resolution and will report at least annually on compliance activity relating to accounting or alleged financial improprieties.

Section 6. The BMHS SSF's Treasurer shall immediately notify the Audit Committee/Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

Section 7. Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Section 8. Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 9. The BMHS SSF's President will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Article XII: Code of Conduct

I. Introduction

What is a Code of Conduct? A code of conduct is a set of guiding principles that act as a benchmark for professional behavior.

It is not a legal document based on enforcement and punishment. Instead, it's a promise to adhere to the values we all share as BMHS SSF members such as:

- * Honesty
- * Respect
- * Responsibility
- * Fairness and
- * Compassion

II. Associational values

As a BMHS SSF Board member, I promise to abide by the fundamental values that underpin all the activities of this association. I will never forget that it is always about the children.

These are:

A. Integrity and honesty

These will be the hallmarks of all conduct when dealing with colleagues within BMHS SSF and equally when dealing with individuals and institutions outside it. As a Board Member, I will treat others with the same courtesy and consideration I expect from them.

B. Accountability

The activities I perform for the board will be able to stand the test of scrutiny by the members, the general public and I.R.S. and other nonprofit regulators if applicable.

C. Transparency

BMHS SSF strives to maintain an atmosphere of openness throughout the association. Our members decide the course of our association and we keep them informed at all times.

D. Law, mission, policies

- I will not break the law or go against charity regulations in any aspect of my role as a board member.
- I will support the mission of BMHS SSF and consider myself its guardian.
- I will abide by the BMHS SSF policies as outlined in our bylaws.

III. Conflicts of interest

- I will always strive to act in the best interests of the BMHS SSF.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- If I am uncertain whether or not a conflict exists I will consult with the executive board and abide by their decision.

IV. Person to person

- I will not break the law, go against nonprofit regulations or act in disregard of associational policies in my relationships with fellow board members, school staff, volunteers, fellow BMHS SSF members or anyone I come into contact with in my role as BMHS SSF Board member.
- I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as a BMHS SSF Board member.

- I will agree to disagree when necessary without anger or rancor.

V. Protecting the association's reputation

- I will not speak as a Board member of this BMHS SSF to the media or in a public forum without the prior knowledge and approval of the President. However, I still maintain all rights to speak as a private citizen in such forums.
- When prior consent has not been obtained, I will inform the President at once when I have spoken as a BMHS SSF Board member to the media or in a public forum.
- When I am speaking as a BMHS SSF board member, my comments will reflect current associational policy and positions even when these do not agree with my personal views.
- When speaking as a private citizen I will strive to uphold the reputation of the BMHS SSF and those who work in it.
- I will respect BMHS SSF, board and individual confidentiality.
- I will not share working copies of documents or other associational information until those materials have been finalized and are available for release to the general public.

VI. Personal gain

- I will not personally gain materially or financially from my role as board member, nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to procedure.
- I will not accept substantial gifts or hospitality intended for my personal use.
- I will use BMHS SSF resources responsibly, when authorized, in accordance with procedure.

VII. In the boardroom

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by the BMHS SSF membership.
- I will abide by board governance procedures and practices.
- I will strive to attend all board meetings, giving apologies ahead of time to the President (Chair) if unable to attend.

- I will study the agenda and other information sent to me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- I will honor the authority of the President (Chair) and respect his or her role as meeting leader.
- I will engage in debate and voting in meetings according to Robert's Rules, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority board vote on an issue as decisive and final.
- I will maintain confidentiality about what goes on in the boardroom unless authorized by the President (Chair) or board to speak of it.
- I will participate in induction, training and development activities for Board members.

VIII. Leaving the board

- I understand that substantial breach of any part of this code may result in my removal from the board.
- Should I resign from the board I will inform the President (Chair) in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.

Note: This Code of Conduct was adapted primarily from the National Council for Voluntary Associations' (NCVO) sample trustee code of conduct.