

Welcome to the Carver Center Board of Directors



An Orientation Manual for New Directors

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INTRODUCTION

Welcome to the Carver Center Board of Directors! We appreciate your willingness to serve. The Carver Center fills an important need in our community, and we believe that you will find serving on the Board a rich and rewarding experience.

As a director, you and your fellow board members are responsible for overseeing Carver's operations, while maintaining our commitment to the organization's mission. This involves establishing our strategic direction, ensuring our compliance with all applicable legal requirements, and keeping Carver financially healthy. This manual will help you understand your rights and responsibilities as a director so that you can effectively carry out these duties. We encourage you to refer to it whenever you have questions about your board service.

Over the past several years, many groups and organizations have placed a great emphasis on nonprofit governance. Watchdog groups such as the Better Business Bureau's Wise Giving Alliance and Charity Navigator regularly rate charities based in large part on the organization's governance structure. The IRS has redesigned the Form 990, the reporting form that most charities must file with the IRS on an annual basis, asking for information that is much more detailed about every nonprofit organization's governance practices and policies. Donors, foundations and the press have also placed a greater emphasis on nonprofit governance.

We strive to maintain a Board that promotes a culture and structure to meet the new generation of nonprofit standards. We see meeting these new standards as the best way to practice our mission and keep Carver healthy. Before you begin reviewing this manual, you should remember that you are not alone. When exercising your responsibilities, you may draw from the expertise of your fellow directors and management.

In addition, you may rely on the expertise of individuals retained by Carver to assist. These individuals include our legal counsel, independent auditors and insurance brokers.

In addition, there are several resources available to help you carry out your work. These include:

Stay Exempt— The IRS has a website designed to help nonprofit officers and directors maintain the organization’s exempt status by reviewing the ongoing requirements for tax-exempt organizations. The website is www.stayexempt.org

Board Source— Board Source provides resources for nonprofit leaders through assessment tools, membership programs, training, an extensive website, and workshops. It also provides governance consultants who work directly with nonprofit leaders to design specialized solutions to meet an organization’s needs. www.boardsource.org

Thank you again for your willingness to serve our great mission! Welcome aboard!

Our Mission

“To Build Brighter Futures by serving, educating, and empowering families in our community”

Named for the renowned scientist George Washington Carver, The Port Chester Carver Center started as a small storefront afterschool program for children whose parents worked in wartime defense plants in 1943. The Carver Center evolved into a small food pantry and childcare program that operated out of a rented synagogue basement for over 50 years. Today, the Port Chester Carver Center’s is the primary community-based organization in Port Chester, NY. The organization’s mission is to “build brighter futures by serving, educating, and empowering families in our community”, that is, provide individuals and families with the resources and support needed to lead productive, healthy, and independent lives.

CHAPTER 1

FIDUCIARY RESPONSIBILITY OF A MEMBER OF THE BOARD OF DIRECTORS

As a director, you have certain legal responsibilities that you must follow. This section is designed to give you some of the information you need to carry out those responsibilities. Please note that this material only provides general information; it cannot answer every situation that may arise and should not be construed as legal advice. Therefore, if the Board has a specific situation requiring further guidance, it should consult with legal counsel to determine what is appropriate on a case-by-case basis. In addition, if you have questions about any potential legal liability you may have as a director, you should consult Section 6 of this manual, Risk Management and Directors' and Officers' Insurance.

A. The Tone at the Top

The “tone at the top” refers to the ethical climate created in an organization by its leadership. You are an essential part of this. Through your leadership on the Board, you can foster a climate whereby the directors, employees, and volunteers act in a manner that upholds the highest ethical standards, while carrying out necessary duties. It is important to create this expectation for the Board and others. If you and your fellow directors appear unconcerned with maintaining high standards, this may influence the behavior of employees and volunteers. The Board should make clear that, in making decisions, it is doing what it believes is in the best interests of Carver to help carry out its mission. It is also the Board's responsibility to ensure that Carver fully complies with all applicable federal, state and local laws and regulations. You are expected to comply fully with our code of ethics, which includes the Conflict of Interest Policy. The Board is also responsible for implementing the Whistleblower Policy and ensuring that any claims of wrongdoing by a director, officer, employee, or volunteer are investigated fully and fairly, and that there is no retaliation against anyone bringing a claim in good faith.

B. Duty of Care

As a director, you must perform your responsibilities with the same care an ordinarily prudent businessperson would use in managing his or her own affairs. This means that you should act in good faith, stay informed and active, disclose to other directors material information that is not already known to them unless you are obligated to keep the information confidential, and exercise independent judgment when making decisions on behalf of Carver. The Board may delegate certain core Board functions to committees of the Board. The duties that may be delegated to committees of the Board are typically specified in the organization's by-laws.

The Board should delegate day-to-day duties to Carver's senior management, subject to the Board's review and oversight.

The Board may also appoint advisory committees, which are designed to advise the Board when carrying out its Board functions.

As a director, you may rely upon:

- Information provided by employees as part of their jobs;
- Professional advice of attorneys, independent public accountants, and other experts in their field;
- Information provided by a Board committee in the course of its assigned work.

However, you may not delegate your personal responsibilities as a member of the Board to others. At the end of the day, you and your fellow directors are responsible for determining what is best for the organization.

C. Duty of Loyalty

As a director, you must act in the best interests of Carver and not for your personal benefit. To avoid impropriety or the appearance of impropriety, you must disclose to the Board any potential conflict of interest and refrain from participating in any decision of the Board in which you have such a conflict.

You cannot take advantage of business opportunities that would be of interest to Carver without first offering it to Carver. For example, if you see office space available for leasing at a favorable price, and you know that Carver is looking to lease office space, you should not lease the space without first disclosing the fact that the space is available and allowing Carver an opportunity to try and rent the space.

In addition, under New York state laws, you cannot borrow money from Carver nor can you authorize Carver to loan money to any officer or other director of the organization, except under limited circumstances such as to provide an advance to pay reimbursable expenses that the director may incur.

The Board has adopted a Conflict of Interest Policy that applies to all directors and senior managers. Every year, you should fill out the Conflict of Interest Questionnaire. Familiarize yourself with the Conflict of Interest Policy and ensure that you and your fellow directors follow it.

D. Duty of Obedience

All directors must act in a manner consistent with the provisions of the articles of incorporation, by-laws, and tax-exempt status of Carver. You should be familiar with our mission and take it into account with every decision you make for Carver. In addition, you should help Carver comply with all federal, state and local laws as they apply to the Organization.

E. Duty to Inform

Officers have a duty to provide the Board of Directors with the information that the officer has learned while performing his or her duties that is material to the Board in carrying out its responsibilities to Carver.

An officer also has an obligation to inform a superior officer, the Board of Directors or other appropriate person if the officer believes that another person has engaged or is likely to engage in a material breach of duty to Carver or in a material violation of the law involving Carver. If you also serve as an officer of Carver as well as a director, you must comply with the duty to inform. If you only serve as a director, you too must inform your fellow directors of any wrongdoing.

F. Confidentiality

You should not disclose information about Carver's activities unless the Board decides to make the information public, or unless the information is a matter of public record.

G. Attendance

You should demonstrate your commitment to Carver by regularly attending Board meetings and meetings of the committees to which you have been assigned. This will allow you to stay informed of activities and, in turn, Carver will benefit from the skills you bring to the Board.

There are ways you can attend meetings without being physically present. For example, you may participate via conference call, provided you can hear all the other participants in the meeting and they can hear you. Serving as a member of the Board of Directors is a personal responsibility, and you cannot delegate this responsibility to others. Therefore, under the law you cannot give someone else the authority to attend a Board meeting or vote on your behalf. Specifically, you cannot vote by proxy.

H. Director's Rights

A director's legal rights are designed to assist you in carrying out your fiduciary duties as a member of the Board. For example, it is important that you stay informed about Carver's business affairs. Consequently, as a director, you have a right to have reasonable contact with Carver's senior managers to discuss Carver's business affairs. You also have the right to inspect the books and records of Carver and to request additional information from management.

At the same time, you should remember that while the Board retains the ultimate responsibility for operations, the senior managers are responsible for the day-to-day management of Carver. Your duty as a director is to ensure that they exercise their management responsibilities in a manner that best serves Carver. It is not in Carver's best interests if the Board attempts to review and approve day-to-day management decisions, or substitutes its judgment for that of the senior managers.

Therefore, when you request information from management, it is important that you are reasonable in the frequency and scope of your requests. You want to take care that your requests are suited to what you need to perform your job as a director, and not the day-to-day management of Carver.

Another important way to stay informed about Carver's activities is to review the Board and committee minutes. The Board will be provided with the meeting minutes in a timely manner. The Board secretary should prepare the minutes of any Board meeting promptly after the meeting, but at least in time to be approved before the next Board meeting. If, for some reason, you do not receive the minutes of a Board or committee meeting, you have the right to ask for a copy of the minutes.

You will be given advance notice of each meeting so that you can prepare for the meeting and plan to attend. The amount of advance notice for each type of meeting is specified in the by-laws. If you do not receive the proper amount of advance notice, you can still attend the meeting and participate.

There may be situations where the fact that you did not receive proper advance notice is detrimental to Carver. In such case, you have the right to object to the fact that you did not receive proper notice of the meeting. However, your participation at the meeting must be limited to making your objection. If you participate in the substance of the meeting, you will be considered to have waived your right to make an objection.

Finally, Carver encourages open and informed debate among the Board directors, which helps ensure the best possible decisions are made. If you disagree with any action the Board proposes to take, you have the right to vote against the action. In addition, you have the right to have the Board secretary record your objection, by name, in the minutes of the meeting. This is important if you believe that the actions of the Board are not only unwise, but also improper. In such case, if you object to the actions and have your objection recorded in the minutes, you may escape liability if the action is later challenged.

I. Private Inurement and Private Benefit

The Internal Revenue Code gives tax-free status to charitable organizations because they provide important benefits to the public. However, the Internal Revenue Code also provides that a tax-exempt organization must be operated for the benefit of the public and not for the benefit of “insiders.” This is called the private inurement rule. As a director, you must ensure that insiders do not receive favorable treatment; otherwise, Carver risks losing its tax-exempt status. Some examples of favorable treatment may include paying more than fair market value for goods or services provided by an insider, or creating a job for someone just because he or she is related to an insider.

By insiders, the Internal Revenue Service (IRS) refers to anyone with a unique position with Carver that allows him or her to control or influence Carver and the application of its funds or assets. Insiders would include the following individuals:

- Founders;
- Officers;
- Members of the Board of Directors;
- Senior staff members, and any of the above individuals’ relatives such as a spouse, parent, siblings and their spouses, children and their spouses, and great grandparents, grandparents, grandchildren, and great grandchildren and their spouses.

It is permissible to give a benefit to any individual, even a director that qualifies under Carver’s normal charitable guidelines.

In addition, as a director you must make sure that Carver’s activities further the public good. Therefore, you should make sure all of Carver’s business transactions are in its best interests and help it carry out the mission. Carver’s assets should not be used to serve a private good.

- *Example: Carver wants to buy a building and it cannot use all of the space immediately. Therefore, the Board decides to rent*

out the unused space. As a director, you should try to maximize the value of the building to Carver. Carver should not charge any tenant less than market rent simply because the tenant is a friend of a director, or has some other connection to the nonprofit, such as a business relationship. If it does so Carver may be in violation of the private benefit rule.

One exception to the example above may be if the tenant is another tax-exempt organization. In such case, it may be acceptable to charge a lower rent or no rent at all to provide assistance to the other charitable organization because it also helps Carver carry out its tax-exempt mission.

J. Board Compensation

As a director, you will not be compensated for your services. Moreover, you cannot claim a deduction for the value of your donated services to Carver. You may be reimbursed for any reasonable out-of-pocket expenses you incur on behalf of Carver, in accordance with our expense reimbursement policy. Carver will not, however, reimburse a member of the Board of Directors for the cost of his or her spouse's or other dependent's travel to Carver events. If you elect not to be reimbursed for your out-of-pocket expenses, you may be able to deduct them as a charitable contribution to Carver.

In addition to your Board service, from time to time it may be in the best interests of Carver for you to provide some other goods or services to the organization, such as legal or accounting work. If you provide goods or services to Carver in addition to serving on the Board, Carver is allowed to pay you for your goods or services, provided that:

- The Board approves the transaction in accordance with the Conflict of Interest Policy before you provide the goods or services;
- You receive only fair market value for your goods or services; and,
- The Organization properly documents and reports the transaction.

In the event that you are paid more than fair market value for any goods or services you provide, or the Organization fails to properly document or report the transaction, the transaction may be considered an “excess benefit transaction.” Under the Internal Revenue Code, you may be subject to penalties if you receive an excess benefit. Therefore, before you enter into any financial transaction with the Organization, you should consult with our legal counsel to ensure that all proper procedures are followed.

K. Political Activity and Lobbying

Lobbying:

As a tax-exempt entity, Carver may engage in limited lobbying activities. For this purpose, Carver will be regarded as lobbying if it attempts to influence legislation. Attempting to influence legislation includes contacting or urging the public to contact members or employees of a legislative body for the purpose of supporting or opposing legislation, or advocating for the adoption or rejection of legislation.

Legislation includes actions by Congress, the city council, state legislatures, or any other elected body, such as a school committee, with respect to acts, bills, or resolutions. It applies to such actions as confirming an individual for office, such as a judge or cabinet member. It also applies to ballot initiatives or similar procedures to be voted upon by the public. The definition of legislation does not include actions taken by the courts or government agencies.

As noted above, there are limits on the amount of lobbying in which Carver may engage. The Internal Revenue Code provides that a nonprofit that is exempt under Section 501(c)(3) cannot expend a “substantial” part of its activities in lobbying. If Carver engages in excessive lobbying, it will be subject to an excise tax and will be at risk of losing its tax-exempt status.

As a director, you should ensure that Carver complies with the rules against excessive lobbying. In addition, certain lobbying activities may require Carver to register as a lobbyist with various federal, state and local government authorities. If Carver wishes to engage in any lobbying activity, the Board should work with legal counsel and senior management to ensure that

procedures are put in place to comply with these regulations and the IRS limitations on lobbying activities.

Rules Prohibiting Political Activities:

Under the Internal Revenue Code, Carver, like all tax-exempt charities, is strictly prohibited from intervening on behalf of, or in opposition to, candidates for local, state, or national office. If Carver violates this rule, it is subject to an excise tax on the amount expended on the campaign activity and faces the risk of losing its tax-exempt status.

This does not mean that, just because you are a director, you cannot be involved in political activity as a private individual. However, you may not use Carver's property or other assets, including Carver's name, on behalf of or against any candidate for office. You should also make clear that any political statements you make, such as an endorsement of a candidate, are made in your personal capacity and not in your capacity as a director of Carver, and that the statements should not be made at an event sponsored or hosted by Carver or in any of its publications.

If you are in any doubt as to whether your activities would be considered improper political activities on behalf of our Organization, you should consult with the Board officers and legal counsel before engaging in those activities.

L. Summing Up

While all these responsibilities may seem like a lot to keep straight, you can broadly summarize your fiduciary duties by answering the following questions:

- Do you put Carver's interests before your own?
- Do you ensure that others do as well?
- Do you regularly attend Board and committee meetings?
(see **Ch. 10 for specifics regarding BOD attendance and committee participation policies**)
- Do you read the information provided to you as a director or otherwise stay informed?

- Do you exercise your independent business judgment as best as you can?
- Do you do your best to make sure that Carver follows the law, including the special rules applicable to nonprofits?
- Do you rely on the advice of legal counsel and independent accountants to assist you in your work?
- Do you financially support the organization to the best of your abilities? **(see Ch. 10 for specifics regarding BOD financial support)**
- Do you attend and promote Carver events? **(see Ch.10 for specific regarding BOD attendance of Carver special events)**

If you follow these steps, you will go a long way towards faithfully carrying out your fiduciary duties as a director and establishing the proper ethical tone for Carver.

CHAPTER 2

FUNDRAISING

A. Fundraising Strategy

These days, it is not enough to have a good purpose and programs. There are many nonprofits with important missions to fulfill, and there is a limited amount of money to support all their worthy causes. At the same time, without proper funding, Carver cannot serve the critical needs of the community it has identified.

Therefore, one of the most important roles of our Board is to define and establish a successful fundraising strategy to sustain Carver's goals. The role of the Board in raising revenue is unique, and it is one of the critical differences between nonprofit and for-profit businesses.

The Board has a responsibility to attract resources to sustain Carver's programs and fulfill its mission. The Board must select and support senior management, put the budget in place, and oversee and evaluate the Carver's fundraising and financial performance.

Even though the Board is ultimately responsible for the Organization's fundraising strategy, the fundraising activities will not succeed without a close partnership with management. There has to be a close collaboration between the Board and management, as well as clearly defined goals for management to execute. Therefore, it is key for the Board to specify the responsibilities of both management and the Board in the fundraising effort. Implementing the fundraising plan is a responsibility shared by the Board and not be left only to management.

B. Fundraising Practices

The Board should ensure that Carver follows ethical fundraising practices and that its fundraising efforts are cost effective. It is the Board's responsibility to ensure that Carver's fundraising programs reflect well on Carver and its mission. Therefore, the Board must exercise the following responsibilities:

1. Designated Donations

Frequently, a donor will contribute to Carver and place restrictions on how such funds may be used. For example, the donor may want to fund a specific initiative or activity. In addition, Carver may solicit funds with the promise that the donations will be used for a particular purpose. These are called restricted funds. As a member of the Board, you are responsible for ensuring that these funds are used for the purpose the donor specified, and not for other expenses such as overhead or other program activities. You should ask that any financial reports you receive specify whether the income is restricted or unrestricted, so that you can ensure that the donor's wishes are being carried out.

2. Gift Acceptance Policy

From time to time, Carver may be offered donations that would compromise Carver's ethics, financial circumstances, program focus, or other interests. For example, the source of the funds may be one that is inconsistent with the mission we are trying to serve. Therefore, it is important that the Board have clear standards and procedures for determining when it will not accept a donation. These standards and procedures must be discussed in advance and not after a questionable gift is being offered; otherwise, financial and time pressures on Carver may cause the Board and management to make a wrong decision about whether to accept the gift.

3. Fundraising Techniques

Carver's most valuable asset is its good name. One way Carver may forfeit its good name is if it engages in inappropriate fundraising practices. In the past few years, newspapers have published several stories of otherwise legitimate charities that have employed questionable fundraising methods. Therefore, it is important that the Board ensure there is appropriate training and supervision of the people soliciting funds on Carver's behalf. The individuals conducting the solicitations should not employ techniques that are coercive, intimidating, or intended to harass potential donors.

4. Compensation for Fundraisers

The amount Carver pays for fundraising activities should reflect the skill, effort, and time expended by the individual or firm on our behalf. Basing compensation on a percentage of the money raised can encourage fundraisers to put their own interests ahead of those of Carver or the donor, and may lead to inappropriate techniques that jeopardize Carver's values and reputation, as well as the donor's trust in Carver. Certain professional fundraising associations prohibit their members from accepting payment for fundraising activities based on a percentage of the amount of charitable income raised or expected to be raised. As a matter of best practice, Carver should avoid compensating internal or external fundraisers based on a commission or a percentage of the amount raised.

5. Charitable Solicitation Laws

Most states regulate the solicitation of contributions by charitable organizations. To solicit funds in New York and various states, Carver must register with the local government. Therefore, unless it qualifies for an exemption, Carver is required to register with the district government and with each state, such as New York and Connecticut, where it solicits funds from individuals, foundations, or businesses located in that state. The Board is responsible for ensuring that Carver complies with the various charitable solicitation laws.

6. Privacy Policy

Carver respects the privacy of individual donors and, except where disclosure is required by law, will not sell or otherwise make available the names and contact information of donors without providing them an opportunity at least once a year to opt out of the use of their name.

C. Board Participation

In addition to the preceding tasks, each member of the Board should show his or her personal financial support for Carver. Directors may contribute to Carver in ways other than financial, such as having an understanding of the community in need or having prior nonprofit experience. Directors also offer specialized skills

such as human resources or financial expertise. Carver **cannot** succeed without those contributions.

However, we cannot expect others to financially support Carver if the Board does not. Your personal participation is essential to a successful fundraising campaign. Carver does not expect its directors to donate a minimum dollar amount to the Organization. However, we do ask you to contribute as generously as possible. Carver's goal is to have 100 percent participation by the Board.

In addition, you should help management identify and evaluate prospective donors, including individuals, corporations, and foundations. As a director, you should also assist in cultivating prospective donors by stimulating interest in Carver and its work.

CHAPTER 3

BOARD'S RESPONSIBILITY FOR FINANCIAL OVERSIGHT

Because Carver is fortunate that so many people support us by giving their time and money—often at great sacrifice to themselves—it is important that we exercise good stewardship in managing the donations of our supporters.

The senior management plays a key role in managing the financial affairs of Carver, but the Board has ultimate responsibility for ensuring that its funds are properly utilized. Indeed, because the oversight responsibility involves a review of the financial decisions made by officers, the Board must pursue certain conversations and actions independently of senior management's influence.

Over the past several years, the IRS has increased its financial oversight of nonprofit organizations. Several states also have started extending these governance principles, previously applicable only to public companies, to cover nonprofit organizations. Moreover, grant makers and other donors expect nonprofit organizations to exercise robust financial oversight. Therefore, the Board should establish clear policies and procedures to protect Carver's financial assets and ensure that Carver is following best practices.

As a director, you can call on Carver's resources, including senior management and the independent auditors responsible for conducting Carver's annual audit, to help you perform your duties. In particular, the Board, or a designated committee of the Board, should meet with the auditors before the annual audit and after a draft audit is prepared to discuss the auditors' findings and to determine what steps, if any, the Board should take to improve the financial oversight of Carver. The following is a summary of the key financial responsibilities of the Board:

a) Policies and Procedures

While it is management's responsibility to oversee the day-to-day accounting and financial management of Carver, the Board is responsible for ensuring that proper financial systems and controls are in place. For

example, the Board should make sure there is a policy in place to require that at least two unrelated people bear the responsibility for receiving, depositing, and spending Carver's funds. The Board is also responsible for reviewing practices and reports to ensure that staff members are complying with Board-approved policies.

b) Budget and Expenses

The Board is responsible for reviewing and approving our annual budget. The Board should also receive financial reports on a regular basis several times a year. The reports should show budgeted and actual expenditures as well as budgeted and actual revenues. By carefully reviewing the regular financial reports, the Board will be able to determine whether adjustments must be made in spending to accommodate changes in revenues.

However, prudent financial oversight requires that the Board look beyond periodic financial reports to consider how Carver's current financial performance compares with that of previous years, and how its financial future appears. If Carver's net assets ever decline over a period of years, or if future funding seems likely to decrease significantly, the Board may need to take proper steps to achieve or maintain the financial stability of Carver.

c) Prudent Investment of Financial Assets

You also have the obligation to establish policies and procedures to ensure that Carver manages and invests its funds responsibly and in compliance with the legal requirements. The Board is responsible for establishing policies that govern how the funds will be invested, ensuring that donor-restricted funds are used in a manner that complies with the donor's restrictions, and allocating the returns from investments among the various programs. For example, the Board's considerations include the following:

- Will Carver maintain an endowment where the donor may place restrictions on funds that may be used to serve our purpose?
- How much of an operating reserve should we have (i.e., three months of operating expenses)? Under what circumstances can

Carver use the operating reserve? Who makes the decision to use the operating reserve?

- Are there any restrictions in how we will invest our funds? For example, does Carver wish to invest in the stock of companies that manufacture armaments or alcohol, maintain gaming establishments, etc.?

We are expected to carry out our responsibility to manage the funds of Carver in good faith, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. As a director, you should keep in mind several factors, including:

- The needs of Carver and the general economic conditions, including the possible effects of inflation and deflation;
- The expected total return for an investment, including appreciation, and how that plays within the overall investment portfolio;
- The need to preserve capital versus the need to generate income;
- The other resources available;
- An asset's special value, if any, to Carver; and
- Any expected tax consequences with respect to an investment.

In managing the funds, the Board may incur appropriate costs that are reasonable in relation to the amount of assets being invested and the purposes of Carver. By following these steps, we will succeed as good stewards of Carver's funds in a manner that helps carry out the mission.

CHAPTER 4

STRATEGIC PLANNING

With senior management, the Board takes the lead in mapping out the strategic direction of Carver. The Board takes time every three to five years to develop a long-term plan for the Organization, to ensure its future sustainability and growth.

The starting point of any strategic plan is the mission statement. Both the Board and senior management must have a good understanding of the mission and how current activities serve that mission.

Next, the Board must have a good understanding of the interests and concerns of our various stakeholders. What resources exist to meet the needs of the community we intend to serve, and what needs have not been met? The Board determines whether the activities Carver engages in, or may want to engage in for the future, are:

- Consistent with its mission; and
- Designed to meet its client community's current needs.

Secondly, the Board determines whether existing programs are also effective in carrying out the mission. Is Carver meeting the goals it set out to achieve? Are there more effective ways to achieve the mission? Does the nonprofit have to shift the focus of its mission to meet current or future stakeholder needs?

Finally, the Board evaluates what resources are available that would allow an undertaking of activities the Board has identified to help meet the needs of its stakeholders or expand its services.

Once the Board has evaluated current activities against the mission statement, taken stock of the needs of its stakeholders, and determined what resources are available to assist Carver in carrying out its mission, the Board and senior management are ready to develop a strategic plan. The plan will guide activities and initiatives from year to year. It will help the Board and management evaluate new opportunities as they arise, to see if they are consistent with the direction in which the Board and management want to take Carver.

Senior management is responsible for developing an annual work plan that implements the goals in the strategic plan. The Board will then measure the progress toward the strategic plan's goals on an annual basis.

CHAPTER 5

OVERSEEING THE PERFORMANCE AND COMPENSATION OF MANAGEMENT

The chief executive of Carver is hired and supervised by the Board. The Board also has the authority to terminate the chief executive if he or she is not meeting the performance standards set by the Board.

The Board reviews the performance of the chief executive annually. By giving feedback at least annually, the Board assists the chief executive in performing to the best of his or her abilities.

The Board is also responsible for setting the compensation for the chief executive and other members of senior management. The Internal Revenue Code sets forth the criteria for determining who is a member of senior management, and provides that a nonprofit organization cannot pay more than “reasonable” compensation to its senior managers. Moreover, the Internal Revenue Code imposes penalties if excess compensation is paid.

The good news is that the Board can significantly reduce the risk of paying compensation to senior management that will be considered excessive compensation. The Internal Revenue Code provides a three-step process that, if followed, will result in the IRS presuming that the compensation is reasonable. The three steps are:

1. The Board (or a committee of the Board authorized to set compensation) must approve the compensation level;
2. The Board (or committee) must make use of data showing how much similar organizations are paying their employees to determine that the compensation is reasonable; and
3. The decision-making process must be properly documented.

A. Prior Approval by Authorized Body:

To satisfy the first requirement, either the Board (or Executive Committee) must approve the compensation package in advance.

To participate in the compensation approval process, a director cannot have a conflict of interest. If you, as a director, have a conflict of interest, you must disclose your conflict to the other members of the Board, and you may not participate in the vote or discussions of management compensation.

The following are the principal rules for determining whether a conflict of interest exists:

- A conflict of interest exists if you are participating in or economically benefiting from the compensation arrangement being voted on, or you have a family member benefiting from the compensation arrangement.
- A conflict of interest exists if you are an employee subject to the direction or control of a member of management whose compensation is being voted on.
- A conflict of interest exists if you receive compensation or other payments that must be approved by a member of management whose compensation is being voted on.
- A conflict of interest exists if you have a material financial interest that would be affected by the compensation package being voted on.
 - Example: The chief executive owes you money and is having trouble paying it back. You may not vote on the chief executive's compensation package because your vote may be influenced by your desire to recover the amount you are owed by the chief executive.
- A conflict of interest exists if you vote on a compensation package for a member of management, and that member of management has approved, or will approve, a transaction providing economic benefits to you.
 - Example: The chief executive sits on the Board of a nonprofit that employs your spouse. As a member of that board, the chief executive would be expected to vote on your spouse's compensation package. Therefore, as a member of our Board, you may not vote on the chief executive's compensation package because your vote may be influenced by your desire to increase your spouse's compensation, which will provide an economic benefit to you as well.

Family members include your spouse, parents, siblings and their spouses, children and their spouses, and grandparents, great grandparents, grandchildren, and great grandchildren and their spouses.

B. Use of Appropriate Comparability Data

Prior to voting on senior management's compensation, the Board (or Board committee) must determine how the proposed compensation package compares to compensation paid by similar organizations for similar services. Comparability data is appropriate if it provides the Board with sufficient information to determine if the compensation arrangement, in its entirety, is reasonable when compared to what other organizations pay.

The information that may be used to make the comparability determination includes:

- The actual compensation paid by similarly situated for-profit and nonprofit organizations for comparable positions;
- Whether or not there is a ready supply of people to perform similar services in the area;
- Current compensation surveys compiled by independent firms; and
- Actual written offers from similar institutions competing for the services of the senior manager.

There are a number of ways to obtain comparability data. Carver may hire a compensation consultant to review Carver's compensation structure. The Board can also purchase compensation comparability data from organizations that provide technical assistance to other nonprofits or from human resource companies that compile that information for a fee. As a third alternative, Carver can use publicly available information on websites such as [payscale.org](https://payscale.com) to determine what comparable organizations are paying their employees.

As a starting point, the Board must have a clear understanding of what organizations qualify as our "peers" for purposes of making comparisons. The peer organizations may be different for different positions. For example, if Carver were hiring a director of information technology, it may want to look at comparably

sized for-profit businesses as well as nonprofit organizations to determine the appropriate level of compensation.

C. Proper Documentation of the Decision-Making Process

The third part of the IRS procedure for setting management compensation is to ensure that the decision-making process is properly documented. The documentation may be written or electronic such as written minutes or an e-mail summary of the meeting. The documentation must note:

- The terms of the compensation package and the date it was approved;
- The members of the Board (or committee) who were present when the compensation package was debated, and those who voted on it;
- The comparability data obtained and relied on by the members of the Board and information on how the data was obtained; and
- Any actions taken by a regular member of the authorized body who had a conflict of interest with respect to the transaction (e.g., did the member leave the meeting and refrain from taking part in the decision?).

The documentation must be completed in a timely manner. This means that Carver must prepare the records before the later of:

- The next meeting of the Board or committee, or
- Sixty days after the final action or actions are taken.

In addition, the Board or committee must review the documentation and make any needed corrections to the documentation within a reasonable amount of time.

Carver has to comply with all three steps to establish the rebuttable presumption of reasonableness. We will not enjoy the protections the safe harbor affords if our organization fails to meet any one of these three requirements. Establishing the rebuttable presumption of reasonableness is also considered to be a “best practice” in terms of nonprofit governance. The IRS will ask our organization to disclose the method used to set management’s compensation when we complete the annual IRS Form 990. In addition, in order to avoid an excess benefit transaction, the organization must report the compensation on the IRS Form W-2 issued to the

recipient of the compensation (if he or she is an employee) or IRS Form 1099 (if he or she is an independent contractor), as well as the IRS Form 990.

CHAPTER 6

RISK MANAGEMENT

A. Liability of the Organization

Our Board protects the assets of the organization, ensuring those assets are available to serve the mission. To do so, the Board implements a risk management plan.

The three basic steps in any risk management plan are:

1. Identify the risk;
2. Mitigate the risk; and
3. Insure against the risk

The Board works with management to identify activities that create risks for our organization. The next step is to see if there are any procedures that will lessen the risk that a bad event will occur such as better employee training or the purchase of safety equipment. The final step is to work with our insurance broker to see if there is any way the organization can insure against the risk that such a bad event occurs.

B. Liability as a Director

As a director, you may be subject to a lawsuit if someone alleges that you failed to carry out your duties appropriately, or you were guilty of discrimination in connection with someone's employment or the provision of nonprofit services. To protect yourself from liability, consider these three steps:

1. Prevention: Exercise your duties as a director with due care and ensure our organization acts in accordance with legal requirements. This is the best way to avoid liability. If you carry out your duties as a director diligently and with due care, you will be much less likely to encounter legal problems.
2. Indemnification: One way to protect yourself against liability is to seek an indemnification if a claim is made against you as a director. An

indemnification means that the organization will pay the attorney's fees you incur and any legal damages you have to pay in connection with any acts you commit while serving on the Board. An indemnification may be authorized once the Board has met to review the matter and vote on whether you acted in accordance with the relevant standard of conduct. In general, you will be eligible for indemnification as long as you acted in good faith and in the best interests of the organization. In the event that you successfully defend or dismiss a claim brought against you as a director, the organization will be required to indemnify you. Indemnification provisions are found in the governing documents. You should consult the organization's attorney to determine the extent to which the articles of incorporation and bylaws permits indemnification.

Directors' and Officers' Insurance

To protect its Directors and Officers, Carver Center has purchased Directors' and Officers' Liability Insurance (D&O insurance). A summary of the policy is located on pages 63-64 in this manual and a full copy for your review may be requested at any time. Under most D&O insurance, you will be insured for your legal defense costs if you are sued, and the insurance will pay any settlement for claims covered by the policy, subject to any exclusions in the policy.

CHAPTER 7

BOARD EVALUATION

The final task the Board must undertake is to periodically evaluate its own performance. It is important for the Board to meet annually to discuss how it can improve its performance. The Board should determine what skills the Board may be lacking, and whether it can recruit a new member with those skills. For example, there is continuous need for members with a background in finance, human resources, or the law.

Moreover, each director must be engaged in the work of the Board. If the directors are not fully engaged in the Board's work, the Board should discuss what steps it should take to re-engage its members. Without a fully engaged Board, there is a likelihood that the work will fall on a few individuals. This will not only result in many tasks not being done, but will also put members of the Board who are most engaged at risk of becoming burned out.

If efforts to re-engage a director do not work, the President of Board in conjunction with the Governance committee, should be willing to ask the director with poor performance to resign from the Board, or to leave the Board at the end of his or her term. While evaluating the performance of individual members can be hard, it is important to remember that the Board's first duty is to serve the best interests of Carver and not those of other members of the Board. Building a strong Board makes the workload more manageable and improves the performance of each member of the Board of Directors.

CHAPTER 8

CONCLUSION

Again, we want to express our appreciation of your willingness to serve as a director of the Carver Center. There are many exciting challenges ahead, and we are grateful that you have accepted the responsibility of being a member of the Board. As an Organization, we are committed to giving you the resources you need to succeed. If there is anything we can do to assist you in your Board service, please speak to the officers of the Board or senior management. We serve an important mission, and we believe that you will find serving on the Board a rich and rewarding experience.

Thank you so much for joining us!

CHAPTER 9

BY-LAWS

Approved by Board Vote March 22, 2016

BY-LAWS
OF
PORT CHESTER CARVER CENTER INCORPORATED
A New York Not-for-Profit Corporation

ARTICLE I

NAME

Section 1. Name. The name of this organization is Port Chester Carver Center Incorporated (“the Corporation”).

Section 2. Primary Service Area. The primary service area covered by the operations of the Corporation shall be the Village of Port Chester, the Village of Rye Brook, and the Town of Rye, County of Westchester, State of New York (“Primary Service Area”).

Section 3. Mission. The mission of the Corporation is to “Build brighter futures by serving, empowering and educating the families in our community”.

ARTICLE II

MEMBERS

The Corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers. The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors (the “Board”). The Board may assign, refer or delegate authority to any employee or independent contractor, but no such assignment, referral or delegation of authority shall relieve the Board of its responsibility for the Corporation. The Board shall retain the right to rescind any such delegation of authority.

Section 2. Composition. The composition of the Board will be determined through a needs assessment and board evaluation process. Board membership should consist of a diverse group of individuals that have a commitment to the mission and ideals of the Corporation.

The Regular Board Members (as hereinafter defined) will consist of not less than fifteen (15) and not more than twenty-five (25) persons. The number of Regular Board Members shall be fixed from time to time within such limits by vote of the Board, at a meeting of which prior notice has been given that a change in the number of Board Members will be an order of business, or by election of a slate of Board Members.

Section 3. Election and Term of Office.

(a) Subject to Section 2 of this Article, the Board Members shall be recommended for election by the Nominating/Governance Committee and shall be elected by a majority vote of the Board at the June Board meeting.

(b) The Board shall be divided into three classes (the “Regular Board”). At each June meeting, approximately one-third (1/3) of the Regular Board Members shall be elected for terms of office of two (2) years to succeed the class whose term then expires. No person shall be eligible for election as a Regular Board Member after having served three consecutive terms. They shall be entitled to serve on

the Board as a member at large for one additional year, without voting rights. Any increases or decreases in the number of Regular Board Members shall be apportioned among the classes so as to keep them as equal in number as possible. Except in the case of resignation or removal, Board Members shall hold office until the expiration of their terms and the election of their successors.

(c) As part of its ongoing search for Regular Board Members, at least once a year the Nominating/Governance Committee shall request that the Board Members recommend suitable persons to serve as Board Members. Not less than (25) twenty-five days before the June Meeting, the Nominating/Governance Committee shall nominate suitable persons to the Board. If any vacancy in the membership of the Board shall occur for any reason whatsoever, the Nominating/Governance Committee may nominate for election a suitable person to fill the vacant position.

(d) The Board may also elect Directors Emeritus, who shall be entitled to attend the June meetings of the Board of Directors, or as otherwise invited by the Board. They shall not be entitled to vote or serve as an officer, member of the Executive Committee, or Committee Chairperson. The designation of Director Emeritus is reserved for those that have served at least nine (9) years on the Board of Directors, actively participated on Committees and have been deemed to have performed outstanding service to the Corporation. Emeritus Directors shall be inducted at the June meeting of the Board.

(e) Lifetime Board Membership was granted on a one-time only basis to Board Members as of June 2008: Betty Brown, John Condon, Robert Izard, Robert Kaplan, David Moore and Rosemary Sheehan. The number of Board Members may be increased or decreased from 25 by the actual number of Lifetime Board Members. Lifetime Board Members, with the exception of John Condon shall not be entitled to participate and vote in meetings of the Board of Directors and Committees, and shall not be entitled to serve as an Officer or Chairperson of a Committee.

Section 4. Time and Place of Meetings. Regular Meetings of the Board shall be held at least four (4) times per year at the office of the Corporation as stated in the notices thereof. Special Meetings of the Board may be called at any time by the President and shall be called by the Secretary upon the written request of three (3) Board Members specifying the business to be transacted at the meeting. Robert's Rules of Order shall govern the conduct of all meetings of the Board. Any one or more Board Members may participate in a meeting of the Board of Directors, or any committee thereof, by means of conference telephone, electronic video screen or similar communications as long as all persons participating in the meeting can hear each other at the same time and each Board Member can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or Committee. Participation by such means shall constitute presence in person at a meeting.

Section 5. Notice of Meetings. Except as otherwise required by these By-Laws, notice of Regular Meetings of the Board shall be given to each Board Member at least three (3) days prior to such meeting and notice of Special Meetings shall be given to each Board Member at least two (2) days prior to such meeting. Notice of a meeting need not be given to any Board Member who submits a signed, written waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice.

Section 6. Quorum. At all meetings of the Board, one-half of the Regular Board Members then in office shall constitute a quorum for the transaction of business. Except as otherwise required by law, at any meeting of the Board at which a quorum is present, a vote of a majority of the voting Board Members present at the time of the vote shall be the act of the Board. Notwithstanding the foregoing, less than a quorum shall have the right to adjourn a meeting without further notice.

Section 7. Minutes and Reports. The Board shall keep minutes of all its proceedings. The minutes shall reflect attendance and all business conducted, including findings, conclusions and recommendations made or taken and as otherwise required by law. The minutes shall be available for inspection by Board Members upon reasonable request.

Section 8. Action Without A Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Board Members entitled to vote thereon consent in writing to the adoption of the resolution authorizing the action. The resolution, and the written consents thereto, shall be filed by the Secretary with the minutes of the Board.

Section 9. Attendance. Any Board Member who shall be absent from three (3) meetings during one fiscal year without establishing reasonable cause therefore to the satisfaction of the Board shall be deemed to have resigned.

Section 10. Resignation. A Board Member may resign at any time by giving written notice of such resignation to the President. Unless otherwise specified therein, such resignation shall take effect upon receipt of such notice.

Section 11. Removal. Any Board Member may be removed for cause as determined by the Board, including but not limited to attendance, or violations of the Code of Conduct or Conflict of Interest policies. A vote of a majority of the Regular Board Members present at a meeting, of which prior notice has been given that the removal of a Board Member will be an order of business, shall be an act of the

Board.

Section 12. Vacancies. The Board, by a vote of a majority of the Regular Board Members then in office, may elect Board Members to fill all vacancies occurring in the Board. Except in the case of resignation or removal, such Board Members so elected, shall serve until the next meeting of the Board, at which point an election of Board Members of their class is in the regular order of business and their successors shall be elected.

Section 13. Board Self-Evaluation. The Board shall evaluate its own performance at least on an annual basis. As part of its self-evaluation, the Board shall approve goals and objectives for the upcoming year and at the same time review its performance against goals and objectives of the previous year.

Section 14. Duties, Liabilities and Restrictions of Board Members. The Board shall be responsible for the management of all properties belonging to Corporation. The Board shall make such rules and regulations consistent with these By-Laws, as they may deem advisable, for the proper conduct of its meetings and for the furtherance of the general purposes of Corporation, including but not limited to the Roles and Responsibilities Agreement, Conflict of Interest Policy, Whistleblower Policy and Code of Conduct Statements.

Section 15. Compensation. No Board Member shall receive any compensation for any services performed by him or her in his or her capacity as a Board Member.

Section 16. Delivery of Writing.

(a) Any writing under these By-laws, whether it be notice, waiver, consent or otherwise, may be delivered by any of the following means: (i) in person, in which case such writing shall be effective upon delivery; (ii) by regular or certified mail, in which case such writing shall be sent to the addressee's last known street address, and shall be deemed effective three days after mailing; (iii) by courier service, in which case such writing shall be sent to a location where the addressee is reasonably expected to be able to accept delivery, and shall be deemed effective upon first attempted delivery; (iv) by facsimile; or (v) by electronic mail.

(b) If sent by facsimile or mailed electronically, such writing must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Board Member, and is deemed given when directed to the Board Member's facsimile number or electronic mailing address as it appears on the record of Board Members, or, to such facsimile number or other electronic mailing address as filed with the Secretary of the Corporation. Notwithstanding the foregoing, such writing shall not be deemed to have been given electronically (1) if the Corporation is unable to deliver two consecutive writings to the Board Member by facsimile or electronic mail; or (2) the Corporation otherwise becomes aware that the writing cannot be delivered to the Board Member by facsimile or electronic mail.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. No person may hold the offices of both President and Secretary. No employee of the Corporation may serve as President of the Board or hold any other title with similar responsibilities. The officers shall be recommended for election by the Nominating/Governance Committee.

Section 2. Election and Term of Officers. Officers shall be elected by a majority vote of the Regular Board Members present at the June meeting for a term of two (2) years and, except in the case of resignation or removal, shall continue in office until his or her successor is elected. No officer shall hold the same office for more than two (2) terms.

Section 3. President. The President shall preside at meetings of the Board and of the Executive Committee, and shall not be the chief executive officer of the Corporation. The President shall perform the usual duties incident to such office, and such other duties as may from time to time be assigned by the Board. The President shall be an ex-officio member of all Committees, except the Nominating/Governance Committee.

Section 4. Vice Presidents. The Vice Presidents shall, in the absence or disability of the President, perform the duties of the President, in such order of precedence as the Board may designate from time to time. They shall share in an appropriate division of labor of the President's tasks, and perform such duties as may from time to time be assigned to them by the Board.

Section 5. Secretary. The Secretary shall keep a record of the proceedings of all meetings of the Board, and of all other matters of which a record shall be requested by the Board. These records shall be available for reference upon reasonable notice by any authorized person. The Secretary shall perform the usual duties incident to such office and such other duties as may from time to time be assigned by the Board.

Section 6. Treasurer. The Treasurer provides counsel and guidance to the fiscal staff, provides reports to the Board, and ensures that all regulatory filings are completed and submitted in a timely fashion. The Treasurer shall perform the usual duties assigned to such office and such other duties as may be assigned by the Board.

Section 7. Securities. Without limiting the authority of any officer by reason of law or these By-laws, each of the President, Board Members as designated, the Treasurer, the Executive Director and certain employees of the Corporation as designated by the Board, individually, shall have specific authority to sell on behalf of the Corporation stocks, bonds and other securities which are the property of the Corporation.

ARTICLE V

EXECUTIVE DIRECTOR

Section 1. Appointment. The Board may appoint an Executive Director to serve full or part-time at the pleasure of the Board. The Executive Director shall be in charge of day-to-day operations of the Corporation, subject to the supervision of the President and the Board.

Section 2. Compensation and Performance Review. Annually, the Executive Director shall prepare, subject to Executive Committee and Board review and approval, goals and performance objectives ("Goals and Objectives") for the coming fiscal year. On an annual basis, the Executive Committee shall review the Executive Director's prior year's performance ("Performance Review") against such prior year's approved Goals and Objectives. The Executive Committee shall make a recommendation to the Board as to the Executive Director's annual compensation, which shall be approved by vote of the Board. The Performance Review shall be documented in writing, discussed in person with the Executive Director, and maintained in the employee file.

Section 3. Duties. The Executive Director shall devote his or her best efforts to the performance of his or her duties; shall carry out programs and activities as directed by the Board; shall initiate and carry out programs and activities consistent with the purposes of the Corporation; shall act as advisor to all Committees; and shall be available for attendance at all Board meetings.

ARTICLE VI

COMMITTEES

Section 1. Designation. There shall be the following Committees each of which must consist of at least three (3)–Board Members: Executive, Development, Finance/Investments, Programs, Facilities, Nominating/Governance, Public Relations and Marketing, and Audit. The Board may establish other Committees as the need arises.

Section 2. Advisory Council. The Board may establish Advisory Council(s) to serve in advisory, advocacy and fundraising capacity to the organization. These Advisory Council(s) may be comprised of community members, former board members and others that can be called upon to exert opinion for special circumstances, advocate for the organization, and participate in fundraising for the organization.

Section 3. Membership to Committees. Committee members shall be appointed by the Board following the June Meeting and Regular Board Members shall serve on at least one Board Committee. Except in the case of resignation or removal, Committee appointments are effective for one year until the next June Meeting. Membership on all Committees, with the exception of Nominating/Governance, is open to persons who are Regular Board Members, including Director Emeritus and Lifetime Board Members, and community volunteers. The number of non-Board Members on Committees must not exceed the number of Regular Board Members.

Section 4. Appointment of Committee Chairs. At the June Meeting, or as soon as practicable thereafter, the President shall designate the Chair of each of the Committees. Except in the case of resignation or removal, such appointees shall hold office until the next June Meeting.

Section 5. Resignation and Removal. Any member of a Committee may resign at any time by giving written notice of such resignation to the Chairman of such Committee, to the President, or to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt of written notice. Any member of a Committee may be removed at any time by the Board whenever, in its judgment, the best interests of the Corporation shall be served thereby.

Section 6. Meeting. Except as otherwise set forth in this Article, each Committee shall meet upon the call of the Chair thereof, or upon the call of the President or the Secretary, which call shall indicate the time and place of the meeting. If duly recorded in the minutes of the meeting, notice thereof may be waived by the members in attendance.

Section 7. Quorum and Voting Requirements. Unless otherwise provided by these By-laws or the law, the presence at any meeting of a Committee or a majority of the members of such Committee shall be sufficient to constitute a quorum for the transaction of business, and an action by a majority vote of the members so present shall constitute an action of the Committee.

Section 8. Annual Goals and Objectives. At the first Committee meeting of the year, each Committee shall prepare for Executive Committee and Board approval, annual goals and objectives consistent with the Board's goals for the upcoming year and shall evaluate Committee performance as against Committee goals and objectives of the previous year.

Section 9. Reports to the Board. The Chair of each committee shall prepare a summary of each committee meeting and circulate it to all committee members.

Section 10. Procedures. Each Committee shall make such Committee descriptions, rules and regulations as from time to time it may deem proper for its own governance and for the transaction of its business. No Committee shall enter into any contract or incur any indebtedness or financial obligation of any kind in the name of the Corporation, except on the authority of the Board.

Section 11. Nominating/Governance Committee. There shall be a Nominating/Governance Committee composed of not less than four (4) Regular Board Members appointed by the Board at the June Meeting. All members of the Nominating/Governance Committee shall be Board Members and may not include the Board President.

Section 12. Executive Committee. The Board may appoint an Executive Committee to serve at the pleasure of the Board. Such Committee shall consist of The President of the Board, the Vice-Presidents, the Secretary, the Treasurer and such other Board Members as the President may designate. The President shall preside as the Chair. The Executive Committee is responsible for working in support of, or in case of emergency, in place of, the full Board. The work of the Executive Committee shall be to provide policy recommendations to the Board, act as liaison to the Executive Director, monitor progress versus the strategic plan and recommend updates, conduct executive searches and handle urgent (emergency or organizational crisis) issues, provided, however, in the case of emergency repairs,

spending may be authorized up to a limit of \$50,000. Interim decisions shall be made only when timing is urgent, following which the entire Board must be advised immediately. The Executive Committee may exercise the powers of the Board during intervals between Board meetings, except that the Executive Committee shall not have the power to:

- a. amend the By-laws,
- b. remove or elect a Board Member,
- c. amend or repeal any resolution of the Board,
- d. hire or fire the Executive Director except in cases of gross or criminal misconduct,
- e. make any major structural organization changes, or
- f. approve or change the operating budget, except for emergency repairs.

Section 13. Audit Committee. The members of the Audit Committee shall consist solely of independent Board Members who are not compensated by the Corporation in any capacity, and who have no material relationships with any entity transacting significant business with the Corporation except that the Treasurer of the Corporation shall not be on the Audit Committee. The Audit Committee shall annually retain, oversee and review the performance and independence of the Corporation's independent auditor; review with the independent auditor the scope and planning of the audit prior to its commencement; review and discuss with the independent auditor any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditors' activities or access to requested information, any significant disagreements between the auditor and management and the adequacy of the Corporation's accounting and financial reporting practices; report and recommend approval of the annual audit report to the full Board; approve any non-audit services performed by the auditing firm; and provide guidance to the Board of Directors regarding adoption and implementation of internal financial controls recommended by the auditor.

The Audit Committee shall advise the Board of Directors on ethics policies and concerns as well as fostering awareness on ethical issues. The Audit Committee shall make recommendations for policies and/or educational programs to promote the ethical behavior of Board Members and Corporation staff, and shall consider instituting proceedings related to matters of member and officer discipline and requests for support.

ARTICLE VII

SOLICITATION OF FUNDS

Required Approvals. No person, society, organization, agency or corporation shall be permitted to solicit funds in the name of, or on behalf of the Corporation, or arrange for any performance, show exhibition, charity affair, or drive of money for the Corporation, or for any purpose wherein the name of the Corporation is used without first having obtained approval of their goals and plans by the

Development Committee on behalf of the Board.

ARTICLE VIII

OFFICE AND BOOKS

Section 1. Office. The office of the Corporation shall be at the location set forth in the certificate of incorporation or at another location selected by the Board.

Section 2. Books. There shall be kept at the office of the Corporation or another location selected by the Board, records of the activities and transactions of the Corporation, including a copy of the certificate of incorporation, a copy of the By-laws, minutes of the meetings of the Board, and all records maintained by or under the supervision of the Treasurer.

ARTICLE IX

POLICIES

Section 1. Conflict of Interest.

(a) The Board of Directors shall adopt a policy on conflicts of interest and shall review that policy from time to time to ensure that it provides appropriate guidance and protections. The policy shall include, at a minimum, (i) a definition of the circumstances that constitute a conflict of interest; (ii) procedures for disclosing a conflict of interest to the Audit Committee, or other Committee of independent Board Members or, if there are no such Committees, to the Board; (iii) a requirement that the person with the conflict of interest not be present at or participate in Board or Committee deliberation or vote on the matter giving rise to such conflict; (iv) a prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to such conflict; (v) a requirement that the existence and resolution of the conflict be documented in the Corporation's

records, including in the minutes of any meeting at which the conflict was discussed or voted upon; and (vi) procedures for disclosing, addressing, and documenting related party transactions in accordance with §715 of the New York Not-For-Profit Corporation Law.

(b) The conflict of interest policy shall require that prior to the initial election of any Board Member, and annually thereafter, such Board Member shall complete, sign and submit to the Secretary of the Corporation a written statement identifying, to the best of the Board Member's knowledge, any entity of which such Board Member is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Board Member might have a conflicting interest. The policy shall require that each Board Member annually resubmit such written statement. The Secretary of the Corporation shall provide a copy of all completed statements to the Chair of the Audit Committee, or other Committee of independent Board Members or, if there are no such Committees, to the Board.

Section 2. Whistleblower Protection. The Board of Directors shall adopt a policy that encourages individuals to come forward with credible information on illegal practices or violations of policies of the Corporation, and shall review that policy from time to time to ensure that it provides appropriate guidance and protections. The whistleblower policy shall include the following provisions: (i) procedures for the reporting of violations or suspected violations of laws or corporate policies, including procedures for preserving the confidentiality of reported information; (ii) a requirement that an employee, officer or director of the Corporation be designated to administer the whistleblower policy and to report to the Audit Committee or other Committee of independent Board Members or, if there are no such Committees, to the Board; and (iii) a requirement that a copy of the policy be distributed to all Board Members, officers, employees and to volunteers who provide substantial services to the Corporation, including contact information for the designated administrator.

ARTICLE X

AMENDMENTS

These By-Laws may be amended or repealed by a two-thirds (2/3) vote of the Board Members at a Regular or Special meeting of the Board, upon ten (10) days written notice of the meeting setting forth the proposed amendment. The proposed amendment shall be filed with the Secretary in sufficient time to permit such notice to be given.

CHAPTER 10

BOARD POLICIES AND SUPPLEMENTAL INFORMATION

Port Chester Carver Center Board Member Responsibilities 2018-2019

As a member of the Board of Directors of the Port Chester Carver Center, I am fully committed to the work of the Carver Center and dedicated to carrying out its mission. By initialing and signing where indicated, I am agreeing to abide by and meet the responsibilities listed on this document.

I. Commitment of Time and Talent

1. I will serve a term of two years, with the opportunity to be re-elected for two additional two-year terms (for a total maximum term of 6 years)._____ **(initials)**
2. I will serve on at least one committee each year and volunteer my services in my areas of expertise._____ **(initials)**
3. I will perform my assigned duties in a professional and timely manner pursuant to the Board of Director's direction and oversight. This will include **actively participating** in all Board meetings and special events, and engaging in Board communications outside of meetings. According to the By-laws, **a member's absence from 3 meetings without cause is deemed as resignation.**_____ **(initials)**
4. I will abide by the Carver Center's rules and regulations, including the Certificate of Incorporation, By-Laws, Conflict of Interest Policy and Whistleblower Policy._____ **(initials)**
5. I will attend the annual fundraiser event or, if unable to do so, support the event financially._____ **(initials)**
6. I will attend at least one Carver Center non-fundraiser event (e.g. Black History Month Celebration, After School Program Exhibitions, Senior Breakfasts, etc.)._____ **(initials)**

II. Fundraising; Volunteer and Staff Development

1. I will give to the Carver Center annually what for me is as significant a financial donation as possible. _____ **(initials)**
2. I will actively engage in fundraising and volunteer development to the best of my abilities. _____ **(initials)**
3. I will exercise proper authority and good judgment in my dealings with Carver Center staff, and will respond to their needs in a responsible, respectful and professional manner. I will do all I can to support the staff to meet the goals of the Carver Center, and I will

respect and encourage them to grow professionally and personally. _____
(initials)

_____	_____	_____
Board Member Signature	Print Name	Date
_____	_____	_____
Approved By	Title	Date

**Port Chester Carver Center
Code of Conduct
2018-19**

As a member of the Board of Directors of the Port Chester Carver Center, I am fully committed to the work of the Carver Center and dedicated to carrying out its mission. By initialing and signing where indicated, I am agreeing to abide by and meet the responsibilities listed on this document.

I. Confidential Information; Resources

1. Except as the Board of Directors may otherwise require or as otherwise required by law, I will not share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Carver Center, and will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors._____(initials)
2. I will not take advantage of or knowingly benefit from any information provided by the Carver Center or obtained in the course of my official duties as a Board member. I will not misuse Carver Center property or resources and will at all times keep Carver Center property that is in my trust secure and not allow any person not authorized by the Board of Directors to have or use such property._____(initials)
3. I will request reimbursement only for legitimate, reasonable and justifiable expenses incurred by me for the sake of Carver Center._____(initials)

II. Representing the Carver Center

1. I will be an enthusiastic messenger and a positive advocate for the Carver Center in our communities._____(initials)
2. I will conduct the business affairs of the Carver Center in good faith and with honesty, integrity, due diligence and reasonable competence, and will represent the Carver Center to other associations, societies, government officials and business representatives in such a way as to leave others with a positive impression of the organization. I will avoid behavior that might damage the image or reputation of the Carver Center._____(initials)
3. Among the other volunteer organizations I support, I shall consider my work for the Carver Center to be one of my most important priorities._____(initials)

Board Member Signature

Print Name

Date

Approved By

Title

Date

CONFLICT OF INTEREST DISCLOSURE FORM
Fiscal Year 2018-19

To be completed by Officers, Directors and Director-Level Employees

Name: _____

Position: _____

The purpose of this Disclosure Form is to disclose where you or your Family Members have certain affiliations, interests or relationships, and/or have taken part in transactions that, in light of your relationship to the Carver Center, might possibly give rise to an actual, apparent or potential conflict of interest. Please note that “Family Member” is defined broadly to include your or your spouse’s brother, sister, parent, grandparent, child, grandchild or great grandchild (by whole or half-blood), or their spouses.

In responding to these questions, please keep in mind that it is not uncommon to have the interests described below, and a “yes” answer does not imply that the relationship or transaction is necessarily inappropriate. It is, however, important to make these interests known to the Carver Center.

1. Are you or any Family Member an officer, director, trustee, shareholder or principal of any entity that does or may do business with, or that competes with, the Carver Center?

Yes _____ No _____

If the answer is “yes” please list the names of each such entity, you or your Family Member’s affiliation with the entity, and if relevant the approximate dollar amount of business of the entity involved with Carver Center in the past year:

2. Do you or any Family Member have a financial interest in, or receive any remuneration or income (including compensation for employment or independent contractor services, consulting fees, board stipends or fees, advisory committee fees, etc.) from, any entity that does or may do business with, or competes with, the Carver Center? (Note that shareholdings in publicly traded companies need not be disclosed unless you or your Family Members hold a controlling interest.)

Yes _____ No _____

If the answer is “yes”, please supply the name of each entity in which an interest is held or from which remuneration/income is received, the person(s) who holds such interest or receives such remuneration/income and the nature and amount of each such interest or remuneration/income:

3. Have you or any Family Member received gifts of more than \$100 in value, including any entertainment, benefits, discounts or services, from any customer or supplier who does or may do business with the Carver Center, or from any other entity with which Carver Center has a significant business relationship?

Yes _____ No _____

If the answer is “yes”, list each such item as follows:

<u>Name of Source</u>	<u>Item</u>	<u>Approximate Value</u>
-----------------------	-------------	--------------------------

_____	_____	_____
_____	_____	_____

4. Have you or any Family Member received any loans, advances or other borrowing from, or have any indebtedness to, any customer or supplier who does or may do business with the Carver Center, or from any other entity with which Carver Center has a significant business relationship? (You may exclude credit cards, charge cards, and personal or mortgage loans at market rates at financial institutions such as banks, finance companies, insurance companies and savings and loan associations.)

Yes _____

No _____

If the answer is “yes”, list each such item as follows:

<u>Name of Source</u>	<u>Item</u>	<u>Approximate Value</u>
-----------------------	-------------	--------------------------

_____	_____	_____
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5. Do you or any Family Member compete directly or indirectly with the Carver Center in the purchase or sale of property rights, interests or services, or provide directive, managerial, consultative or other services to or on behalf of any other entity, whether or not for compensation, that does or may do business with or that competes with, the services of the Carver Center?

Yes _____

No _____

If “yes”, please describe:

6. Do you or any Family Member hold an elected or appointed office or other position of public responsibility that serves residents in the Carver Center’s service area?

Yes _____

No _____

If “yes”, please describe:

7. In the space below, please disclose any other interest, activities, investments or involvement that you think might be relevant for full disclosure of all actual, apparent or possible conflicts of interest. If none, indicate “none.” (Use additional pages as necessary.)

I certify that the foregoing information is true and complete to the best of my knowledge, and should any of my responses to this questionnaire change at any time, I will promptly notify the Executive Director or Chairperson of the Governance Committee of the Board of Directors of Carver Center.

Signed: _____ Date: _____

Print Name: _____

The Port Chester Carver Center Record Retention Policy

As adopted by the Board of Directors June 14, 2011

Policy

The corporate records of the Port Chester Carver Center (hereafter the “Carver Center”) are important assets. Corporate records include essentially all records produced as an employee or officer, whether paper or electronic. A record may be as obvious as a memorandum, an e-mail, a contract or billing invoice, or, something not as obvious, such as a computerized desk calendar, an appointment book, or an expense record.

The Carver Center maintains a “Record Retention Policy” outlining guidelines for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. All Carver Center employees and officers of the Board are expected to fully comply with any published records retention or destruction policies and schedules.

The Port Chester Carver Center takes seriously its obligations to preserve information related to its operations and to possible litigation, audits, and investigations. The Sarbanes-Oxley Act makes it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding. Failure on the part of employees or officers to follow this policy can result in possible civil and criminal sanctions against the Carver Center and its employees and possible disciplinary action against responsible individuals, up to and including termination of employment. Each employee has an obligation to contact the Executive Director, Finance Director or President of the Board of Directors of a potential offence against the Carver Center.

From time to time, the Executive Director may issue a notice, known as a “legal hold,” suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the Executive Director.

The information listed in the retention schedule below is intended as a guideline and may not contain all the records Carver Center may be required to keep in the future. Questions regarding the retention of documents not listed in this chart should be directed to the Executive Director and Finance Director.

Required Record Retention Guidelines

File Category	Item	Retention Period
Corporate Records	Bylaws and Articles of Incorporation	Permanent
	Corporate resolutions	Permanent
	Board and committee meeting agendas and minutes	Permanent
	Conflict-of-interest disclosure forms	5 years
Finance and Administration	Financial statements (audited)	Permanent
	Auditor management letters	Permanent
	Payroll records	Permanent
	Journal entries	Permanent
	Check register and checks	[7 years/ Permanent]
	Bank deposits and statements	7 years
	Charitable organizations registration statements (filed with [State] Attorney General)	7 years
	Chart of accounts	7 years
	Expense reports	7 years
	General ledgers and journals (includes bank reconciliations, accounting by month, payouts allocation, securities lending, single fund allocation, trust statements)	7 years
	Accounts payable ledger	7 years
	Investment performance reports	7 years
	Investment consultant reports	7 years
	Investment manager correspondence	7 years
	Equipment files and maintenance records	7 years after

File Category	Item	Retention Period
		disposition
	Contracts and agreements	7 years after all obligations end
	Investment manager contracts	7 years after all obligations end
	Correspondence — general	3 years
Insurance Records	Policies — occurrence type	Permanent
	Policies — claims-made type	Permanent
	Accident reports	7 years
	Fire inspection reports	7 years
	Safety (OSHA) reports	7 years
	Claims (after settlement)	7 years
	Group disability records	7 years after end of benefits
Real Estate	Deeds	Permanent
	Leases (expired)	7 years after all obligations end
	Mortgages, security agreements	7 years after all obligations end
	Purchase agreements	7 years after disposition requirement
Tax	IRS exemption determination and related correspondence, including Form 1023	Permanent
	IRS Form 990s and 990-Ts	Permanent
	Withholding tax statements	7 years
	Correspondence with legal counsel or accountants, not otherwise listed	7 years after return is filed

File Category	Item	Retention Period
	Timecards	3 years
Communications	One set of all communication documents kept on-site and one set kept off-site	
	Press releases	Permanent
	Annual reports	Permanent (5 copies)
	Other publications	7 years
	Photos	7 years
	Press clippings	7 years
Donor Services	Fund agreements (paper and digital copies)	Permanent
	Correspondence — acknowledgment of gifts and grant requests	Permanent
	Donor fund statements	Permanent
Consulting Services	Consulting contracts/filed	7 years after all obligations end
Human Resources	Employee personnel files	Permanent
	Retirement plan benefits (plan descriptions, plan documents)	Permanent
	Employee medical records	Permanent
	Employee handbooks	Permanent
	Workers comp claims (after settlement)	7 years
	Employee orientation and training materials	7 years after use ends

File Category	Item	Retention Period
	Employment offer letter	7 years after all obligations end
	Employment applications	3 years
	IRS Form I-9 (store separate from personnel file)	Greater of 1 year after end of service, or 3 years
	Résumés	1 year
Technology	Software licenses and support agreements	7 years after all obligations end
Library	Other annual reports	2 years
	Directories and periodicals	2 years
General Administration	Correspondence — chief executive and general	7 years
	Appointment calendars — chief executive	7 years

Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

Emergency Planning

The Carver Center records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the Carver Center operating in an emergency will be duplicated or backed up at least every week and maintained off-site.

Document Destruction

The Finance Director is responsible for carrying out the ongoing process of identifying the records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Compliance

Annually, the finance committee shall review the document retention and destruction process to ensure correct processes and procedures are maintained. The Finance Director, Treasurer and Governance Committee Chairperson shall annually review these policies and procedures with legal counsel or the organization's certified public accountant to ensure that they are in compliance with new or revised regulations.

RECORD RETENTION POLICY ACKNOWLEDGEMENT

It is the responsibility of every employee and member of the Board of Directors to be aware of and adhere to this Record Retention policy particularly regarding documents and records related to the employee's job. Failure on the part of employees and officers to follow this policy can result in possible civil and criminal sanctions against the Carver Center and its employees and possible disciplinary action against responsible individuals.

I have received a copy of the Record Retention Policy. I have read and understood the policy requirements and I agree to uphold this policy:

_____ Signature

_____ Date

Note: This acknowledgement is to be signed by each employee upon employment and by each member of the Board of Directors upon first election to the Board.

Port Chester Carver Center WHISTLEBLOWER POLICY

As adopted and approved by the Board of Directors January 6, 2015

I. PURPOSES

Port Chester Carver Center Incorporated (the “Organization”) is committed to honest, ethical and lawful conduct, full, fair, accurate, timely and transparent disclosure in all public communications, and compliance with applicable laws, rules and regulations. In furtherance of these commitments, all directors, officers, employees and volunteers of the Organization (each, a “Covered Person” or “you”) must act in accordance with all applicable laws and regulations, and with the policies of the Organization at all times, and assist in ensuring that the Organization conducts its business and affairs accordingly.

This Whistleblower Policy (this “Policy”) (a) establishes procedures for the reporting and handling of concerns regarding action or suspected action taken by or within the Organization that is or may be illegal, fraudulent or in violation of any policy of the Organization, as well as any other matter that could cause serious damage to the Organization’s reputation (each, a “Concern”), and (b) prohibits retaliation against any Covered Person who reports a Concern in good faith.

By appropriately responding to Concerns, we can better support an environment where compliance is valued and ensure that the Organization is meeting its ethical and legal obligations.

II. WHEN TO RAISE A CONCERN

You have an affirmative duty to disclose to and seek guidance from an appropriate supervisor or manager if you believe any Covered Person or other person associated or doing business with the Organization has engaged, is engaging, or may engage in any illegal or unethical behavior or has violated, or may violate any law, rule, regulation or policy of the Organization. Such reportable activity may include, for example, financial wrongdoing (including circumvention of internal controls or violation of the accounting policies of the Organization), fraud, harassment, or any other illegal, unethical, or proscribed conduct. While Concerns may be submitted at any time, you should endeavor to report a Concern as soon as reasonably possible after becoming aware of the matter.

III. HOW TO RAISE A CONCERN

Concerns may be submitted either in writing or orally. No form is required to submit a Concern, but you are encouraged to provide as much information and detail as possible so that the Concern can be properly investigated. A Concern may be submitted:

- to the administrator of this Policy (the “Policy Administrator”), **JOHN CONDON** at *jicondon@optonline.net*;
- by discussing it with a supervisor or manager, who will in turn forward the Concern to the Policy Administrator for review where appropriate; or
- in writing to any member of the Board of Directors of the Organization (the “Board”) at [***INSERT NAME AND CONTACT INFORMATION***], who will in turn forward the Concern to the Policy Administrator for review where appropriate.

Concerns may be raised anonymously. Anonymous complaints should be detailed to the greatest extent possible because follow up questions will not be possible, making the investigation and resolution of such complaints difficult. Any individual reporting his or her own violation shall not satisfy his or her obligation hereunder with a Concern raised anonymously.

IV. PROCEDURES FOR RECEIVING AND REVIEWING CONCERNS

Any supervisor, manager, or other person receiving a Concern should contact the Policy Administrator, who will coordinate further action.

The Policy Administrator will assess each Concern on a preliminary basis to determine to what extent an investigation into the Concern is required, and will direct all aspects of the investigation of any Concern. All investigations will be conducted in a confidential and sensitive manner, so that information will be disclosed only as needed to facilitate review of the investigation materials or otherwise as required by law. You must cooperate as necessary in connection with any such investigation. In the event a Concern involves or implicates the Policy Administrator, the Policy Administrator will promptly recuse himself or herself from the investigation and inform the Board in writing. The Board may investigate such Concern or appoint impartial attorneys to investigate the Concern.

V. RECORDS OF CONCERNS AND INVESTIGATION REPORTS

The Policy Administrator will maintain a written record of all Concerns summarizing in reasonable detail for each Concern: the nature of the Concern (including any specific allegations made and the persons involved); the date of receipt of the Concern; the current status of any investigation into the Concern and information about such investigation (including the steps taken in the investigation, any factual findings, and the recommendations for corrective action); and any final resolution of the Concern. The Policy Administrator will distribute an update of this record to the President of the Board in advance of each regularly scheduled meeting.

VI. CONFIDENTIALITY

All Concerns received will be treated confidentially or anonymously, as applicable, to the extent reasonable and practicable under the circumstances.

VII. NO RETALIATION AGAINST WHISTLEBLOWERS

It is the Organization's policy to encourage the communication of bona fide Concerns relating to the lawful and ethical conduct of the Organization's business. It is also the policy of the Organization to protect those who communicate bona fide Concerns from any retaliation for such reporting. **No adverse employment action may be taken and retaliation is strictly prohibited, including, without limitation, intimidation, harassment, discrimination, coercion, or otherwise, whether express or implied, against any director, officer, employee or volunteer of the Organization who in good faith reports any Concern or assists in an investigation of, or the fashioning or implementation of any corrective action or response made in connection with, any Concern.** Any person who violates this prohibition against retaliation will be subject to appropriate disciplinary action, which may include termination of employment or other relationship with the Organization.

VIII. POLICY DISTRIBUTION

A copy of this Policy will be distributed to each Covered Person promptly following the adoption of or amendments to this Policy, and at such time as a person becomes a Covered Person.

IX. POLICY ADOPTION AND OVERSIGHT

The Board is responsible for providing oversight of the adoption and implementation of, and compliance with this Policy. Only independent directors of the Board are permitted to participate in any deliberations or vote on matters relating to this Policy. An “independent director” is defined to mean a member of the Board who:

1. is not and has not been within the last three years, an employee of the Organization or an affiliate of the Organization, and does not have a relative who is, or has been within the last three years, a key employee of the Organization or an affiliate of the Organization;
2. has not received and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the Organization or an affiliate of the Organization (not including reasonable compensation or reimbursement for services as a director); and
3. is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to or received payments from, the Organization or an affiliate of the Organization for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of: (a) \$25,000 or (b) 2% of such entity’s consolidated gross revenue (which payments do not include charitable contributions).

An “affiliate” is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, in control of, or under common control with the Organization.

A “key employee” is a person who is in a position to exercise substantial influence over the Organization and, other than directors and officers, may include, without limitation, a person who: (i) founded the Organization, (ii) is a substantial contributor, (iii) has authority to control a substantial portion of the Organization’s capital expenditures, operating budget or employee compensation, (iv) manages a discrete segment or activity of the Organization that represents a substantial portion of the activities, assets, income or expenses of the Organization (as compared to the Organization as a whole); (v) receives compensation primarily based on revenues derived from the Organization’s activities; or (vi) is highly-compensated by the Organization (for example, receiving annual compensation greater than \$150,000.)

A “relative” is a (i) spouse, domestic partner (as defined below), ancestor (parent, grandparent, great-grandparent, including step-parent, step-grandparent, step-great-grandparent) (whether natural or adopted), child (whether natural or adopted), step-child (whether whole- or half-blood, whether natural or adopted), grandchild (whether whole- or half-blood, whether natural or adopted), step-grandchild (whether whole- or half-blood, whether natural or adopted), great-grandchild (whether whole- or half-blood, whether natural or adopted), step-great-grandchild (whether whole- or half-blood, whether natural or adopted), sibling (whether whole- or half-blood, whether natural or adopted), step-sibling (whether whole- or half-blood, whether natural or adopted), cousin, other relative, person living in the same household, (ii) spouse or domestic partner of any of the foregoing persons, (iii) in-laws and (iv) any of the foregoing by marriage.

A “domestic partner” is a person who, with respect to another person: (i) is formally in a domestic partnership or similar relationship pursuant to any federal, state or local law or law of a foreign

jurisdiction or registered as the domestic partner of the other person under any employer registry or registry of any state, municipality or foreign jurisdiction; (ii) is formally recognized as a beneficiary under the other person's employment benefits or health insurance, or under whose employment benefits or health insurance the other person is recognized as a beneficiary; or (iii) is dependent or mutually interdependent on the other person for support or upon whom the other person is dependent or mutually interdependent for support as evidenced by the totality of the circumstances indicating a mutual intent to be domestic partners.

PORT CHESTER CARVER CENTER WHISTLEBLOWER POLICY ACKNOWLEDGEMENT

This certificate must be signed and delivered pursuant to the Port Chester Carver Center Whistleblower Policy (the "**Policy**") adopted by the Board of Directors as of January 6, 2015, at such times as specified in the Policy.

____ (initial) I have received a copy of the Policy;

____ (initial) I have read and understand the Policy; and

____ (initial) I agree to comply with the Policy;

The undersigned, by his or her signature, certifies as indicated above and acknowledges his or her understanding of the implications of the Policy.

Signature

Printed Name

Position

Date



Chubb Group of Insurance Companies
15 Mountain View Road
Warren, New Jersey 07059

ForeFront PortfolioSM
For Not-for-Profit Organizations
General Terms and Conditions Section

DECLARATIONS

FEDERAL INSURANCE COMPANY

A stock insurance company, incorporated
under the laws of Indiana, herein called the Company

Capital Center, 251 North Illinois, Suite 1100
Indianapolis, IN 46204-1927

Policy Number: 8125-9545

THE DIRECTORS AND OFFICERS LIABILITY AND ENTITY LIABILITY, FIDUCIARY LIABILITY AND EMPLOYMENT PRACTICES LIABILITY COVERAGE SECTIONS (WHICHEVER ARE PURCHASED) PROVIDE CLAIMS MADE COVERAGE, WHICH APPLIES ONLY TO "CLAIMS" FIRST MADE DURING THE "POLICY PERIOD", OR DURING AN APPLICABLE EXTENDED REPORTING PERIOD. THE LIMIT OF LIABILITY TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED AND MAY BE EXHAUSTED UNLESS OTHERWISE PROVIDED HEREIN, BY "DEFENSE COSTS," AND "DEFENSE COSTS" WILL BE APPLIED AGAINST THE RETENTION. IN NO EVENT WILL THE COMPANY BE LIABLE FOR "DEFENSE COSTS" OR THE AMOUNT OF ANY JUDGMENT OR SETTLEMENT IN EXCESS OF THE APPLICABLE LIMIT OF LIABILITY. READ THE ENTIRE POLICY CAREFULLY.

Item 1. **Organization:** PORT CHESTER CARVER CENTER, INC.

Principal Address: 400 Westchester Avenue
Port Chester, NY 10573

Item 2. **Policy Period:** (A) From: 12:01 A.M. on March 7, 2016
(B) To: 12:01 A.M. on March 7, 2017
Local time at the address shown in Item 1.

Item 3. **A Combined Maximum Aggregate Limit of Liability is applicable:**

☒ Yes ☐ No The Combined Maximum Aggregate Limit of Liability for all **Claims** under all **Liability Coverage Sections** each **Policy Year** shall be: \$3,000,000.00

Item 4. **Coverage is available for the following only:**

☒ Yes ☐ No Directors & Officers Liability and Entity Liability Coverage Section

☒ Yes ☐ No Employment Practices Liability Coverage Section

☒ Yes ☐ No Fiduciary Liability Coverage Section

☐ Yes ☒ No Crime Non-Liability Coverage Section

☐ Yes ☒ No Kidnap/Ransom and Extortion Non-Liability Coverage Section



Item 5. Extended Reporting Period:

(A) Additional Period:
3 year

(B) Additional Premium:
75% of Annual Premium

Item 6. Termination of prior policies: 8125-9545 (Jan 1, 2015 - Jan 1, 2016)

In witness whereof, the Company issuing this Policy has caused this Policy to be signed by its authorized officers, but it shall not be valid unless also signed by a duly authorized representative of the Company.

FEDERAL INSURANCE COMPANY

Maureen A. Brundage

Secretary

Paul I. Krump

President

12/23/2015

Date

[Signature]

Authorized Representative

CHAPTER 11

BOARD MEMBER ADDITIONAL INFORMATION

Board Meeting Dates 2018-19

Thursday	September 20th	7:00 pm
Thursday	November 15th	7:00 pm
Thursday	February 7th	7:00 pm
Thursday	March 21st	7:00 pm
Thursday	May 9th	7:00 pm
Thursday	June 6th	7:00 pm

All board meeting official business will begin promptly at 7 p.m. However, arriving at 6:30 p.m. to socialize with other board members is encouraged! Drinks and snacks will be served!

Attendance at board meetings is critical to your success as a board member. However, there may be a time when there is an unavoidable conflict with a board meeting. Please ensure that you notify the board President via email with the reason for your absence as soon as you are aware of the conflict.

PORT CHESTER CARVER CENTER

BOARD OFFICERS

President of the Board

Claire Steinberg

Vice President

Julie Souza

Vice President

Brian Stern

Treasurer

Rob Kost

Secretary

Michael Flynn

BOARD MEMBERS BY CLASS			
	Class of 2020	Term	1st Year of Election
1	Stephanie Barrett	Third	June 2014
2	Rob Kost	Third	June 2014
3	Sam Ortiz	Third	June 2014
	Class of 2021		
4	Derek Mahoney	Second	June 2015
	Class of 2022		
5	Sonia Alcantarilla	Second	June 2016
6	Michael Flynn	Second	June 2016
7	Richard Lawrence	Second	June 2016
8	Jennifer Prather	Second	June 2016
9	Chris Pye	Second	June 2016
10	Julie Souza	Second	June 2016
	Class of 2023		
11	Judy Diaz	First	June 2017
12	Brendan Goodhouse	First	June 2017
13	Maida Robinson	First	June 2017
14	Claire Steinberg	First	June 2017
15	Brian Stern	First	June 2017
16	Holly Zimmerman	First	June 2017

	Class of 2024	Term	1st Year of Election
17	Ciara Dilley	First	June 2018
18	Amy Fisch	First	June 2018
19	Erica Fritsche	First	June 2018
20	Jim Howland	First	June 2018
21	Shaker Khayatt	First	June 2018
	Lifetime Board Members		
22	Betty Brown		
23	John Condon**		
24	Robert Kaplan		

**Only lifetime board member with voting privileges.

PORT CHESTER CARVER CENTER
BOARD MEMBER DIRECTORY
2016-17

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Chief Executive Officer
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*Lifetime Board Member

CHAPTER 12

BOARD COMMITTEE DESCRIPTIONS

PORT CHESTER CARVER CENTER

STANDING COMMITTEES

Executive Committee

Appointments and Composition

1. The board appoints the Executive Committee to serve at the pleasure of the board.
2. The committee shall consist of The President of the Board, Vice President(s), the Secretary, the Treasurer and such other board members as the President designates.

DUTIES AND RESPONSIBILITIES

1. Exercise the power of the board between meetings on time-sensitive matters, within the exceptions defined in the By-Laws.
2. Serve as the liaison and sounding board for the Chief Executive and his leadership team on emerging issues, problems and initiatives.
3. Annually review the performance of the Chief Executive's prior year performance against the goals and objectives. Review the proposed bonus. Review the proposed goals and objectives and the compensation plan for the coming year.

DEVELOPMENT COMMITTEE

PURPOSE

Support the staff in planning and implementing development strategies and initiatives and in evaluating their effectiveness. Assist and guide board members in their fundraising efforts.

DUTIES AND RESPONSIBILITIES

(must be consistent with those outlined in the By-Laws)

1. Propose annual committee goals consistent with the board's goals and the input of the staff.
2. Assist the staff in developing the annual development goals and the strategy to achieve these goals. Formally review the goals and plan and provide suggestions. Obtain board approval.
3. Assist staff in planning and executing fundraising events. Solicit board members to volunteer.
4. Measure progress of initiatives utilizing metrics on a scheduled basis. Identify and discuss issues with staff. Recommend changes as required.
5. Keep board informed of development plans and progress. Solicit board input on issues.
7. Develop a strategy to engage the board in fundraising and support the fundraising efforts of individual board members.
8. In coordination with the President, monitor individual board members' progress towards his or her individual pledge to ensure 100% board giving.

FINANCE COMMITTEE

PURPOSE

The finance committee is commissioned by and responsible to the Board of Directors. It has the responsibility for working with the CEO and Controller to create the upcoming fiscal year budget; presenting budget recommendations to the board; monitoring implementation of the approved budget on a regular basis and recommending proposed budget revisions; recommending to the board appropriate policies for the management of the charter organization's assets. The finance committee shall be assisted by the CEO and Controller.

Appointments and Composition

1. The members of the finance committee shall be the treasurer of the Board who shall serve as chair, the Board President, who shall serve as an ex-officio member, and other board members appointed by the Chair with the advice and consent of the Board in accordance with the bylaws.
2. Both the CEO and the Controller will be members of the finance committee.
3. Additional committee members may be appointed and need not be members of the Board of Directors.

Responsibilities

1. Prepare an annual budget for the organization in collaboration with the CEO and Controller.
2. Also in collaboration with the CEO and Controller, develop and annually revise a long-range financial plan based on the forecast.
3. Arrange for an annual audit to be provided to the Board of Directors.
4. Review monthly financial statements and variances from budget, and recommend action to the Board, as appropriate.
5. Create specific measurable board-level goals for the year as part of the full board planning process.
6. Develop and implement a board-level training program to ensure that all board members (especially those without a financial background) can be effective stewards of the organization's financial resources.
7. Report to the Board of Directors at regular meetings of the Board in a manner determined by the Board.
8. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Directors.

NOMINATING COMMITTEE

PURPOSE

Recruit, select, nominate and orient new board members based on specific agreed-upon requirements and qualifications.

DUTIES AND RESPONSIBILITIES

1. Annually in coordination with the President and committee chairs create a gap analysis to identify what skills and backgrounds to recruit for in the coming year.
2. Annually with the President review the need to recruit candidates for future positions of officers and committee chairs in the coming year.
3. Annually create a list of board members to recruit for in the coming year with the corresponding agreed-upon desired qualifications.
4. Create, update and implement a standard recruiting and vetting process including the required documentation.
5. Create a standard promotional package to attract candidates.
6. Solicit potential nominees. Explore their interest and availability.
7. Consult informally with the President, CEO and appropriate committee chair prior to submitting names for election.
8. Provide slate of candidates for election with documentation.
9. Design, update and manage an introduction and orientation program for new members.

GOVERNANCE COMMITTEE

PURPOSE

Review the ongoing effectiveness of the board of directors. Make recommendations to improve its impact consistent with the mission and the strategic plan.

DUTIES AND RESPONSIBILITIES

1. Every two years review the role and responsibilities of the board and what is expected of each board member based on the mission and strategic plan.
2. Annually in coordination with the President assess the future desired composition of the board. Provide this input to the preparation of the board gap analysis.
3. Annually in coordination with the President drive the board and committees' goal setting process.
4. In cooperation and coordination with the President, contact each board member prior to the termination of term of service regarding continuing interest in board service and committee membership.
5. Initiate periodically a formal assessment of board performance. Propose appropriate changes. Create plans to affect the changes.
6. Create and update a Board Member Manual.
7. Design and implement an ongoing program of board information and training.
8. Take the lead in succession planning of board officers and committee chairs.
9. Consult with President about nomination of officers and appointment of committee chairs.
10. Recommend officers for election by the board.
11. Periodically formally review and update all board and each committee policy guidelines and practices including the By-Laws. Design, document and implement appropriate changes.

PROGRAM COMMITTEE

PURPOSE

Ensure programs deliver on mission. Monitor and assess existing programs. Oversee new program development and implementation. Keep board informed and engaged in discussion and decisions regarding program challenges and priorities.

Annually review the proposed goals, highlights, and alignment with mission of existing programs. Review the progress of each on a scheduled basis. Review the feasibility of new programs. Propose new programs.

DUTIES AND RESPONSIBILITIES

For Existing Programs

1. Ensure that all programs deliver on the mission.
2. Ensure that performance metrics provide clear indication on the performance of each program.
3. Annually review the proposed goals, program highlights, budget and performance metrics for all programs. Assess continued value. Recommend changes to staff as required.
4. Measure progress of programs utilizing metrics on a scheduled basis. Identify and discuss issues. Recommend changes as required to staff.
5. Provide advice and support to staff.
6. Report progress of key programs to the board at established intervals.
7. Be informed and review promptly major client/funder driven changes and/or challenges to a program. Make recommendations to the board promptly. Make recommendations to the staff after receiving the board's input.

PROGRAM COMMITTEE (CONT.)

For Proposed New Programs

1. Review proposed new program ideas for alignment with mission. Evaluate the plans, metrics, budget and funding sources. Recommend next steps to the board and then to the staff.
2. Review proposed implementation plan and schedule. Recommend to the board. Discuss proposed changes with staff as required.
3. Monitor the implementation progress of approved new key programs at scheduled intervals. Make recommendations to staff as required. Update the board.
4. Provide advice and support to staff.
5. Propose new program ideas to the CEO and staff for consideration.

AUDIT COMMITTEE

PURPOSE

Responsible for recommending the selection and retention of external auditors to the board of directors to ensure that Carver's yearly independent audit is conducted in a timely manner each year.

Annually, oversee the audit process (pre and post) and ensure that the recommendations the auditors convey in their management letter are communicated to the Board, discussed and implemented.

DUTIES AND RESPONSIBILITIES

1. Annually recommend to the Board the retention of Carver's external auditors.
2. In conjunction with CEO and COO, establish an annual audit and financial plan and filing calendar.
3. Annually review Carver's audited financial statements, and if conforming to requisite standards, approve the same for submission to the Board for a vote of approval.
4. Annually review Carver's financial statements to the IRS on form 990, and if appropriate, approve the same for submission to the Board for approval.
5. Secure Board approval of annual audit report and 990 filing.
6. Review the auditor's management letter; accept or reject any proposed non-audit services recommended by the auditors.
7. Periodically assess Carver's system of internal controls and make recommendations for improvement to the Board if necessary.

MARKETING COMMITTEE

PURPOSE

Support the staff in planning and implementing marketing strategies and initiatives and in evaluating their effectiveness.

Appointments and Composition

1. Appointments of the chair and members of the marketing committee shall be made annually by the President of the Board with the advice and consent of the Board in accordance with the By-laws.
2. The chair of this committee shall be a member of the Board of Directors.
3. Members of this committee shall be members of the Board of Directors, subject to the conditions stated in the By-laws. Additional committee members may be appointed and need not be members of the Board of Directors.

DUTIES AND RESPONSIBILITIES

1. Propose annual committee goals consistent with the board's goals and the input of the staff.
2. Assist the staff in developing annual and long-term marketing goals. Formally review the goals and provide suggestions. Obtain board approval.
3. Assist the staff in developing an annual and long-term Marketing Plan. Review the plan. Provide suggestions to the staff. Obtain board approval.
4. Prepare committee plans consistent with the goals of the committee and the goals and plans of the staff.
5. Assist staff in prioritizing and executing marketing initiatives including Carver brand building, public relations, website, social media communications, newsletters, annual report and events.
6. Solicit board members and non-board members to volunteer.
7. Ensure that performance metrics provide clear indication on the performance of each category of marketing initiative.
8. Measure progress of initiatives utilizing metrics on a scheduled basis. Identify and discuss issues with staff. Recommend changes as required.
9. Keep board informed of major marketing strategies and progress. Obtain board input on issues.

BOARD MEMBER COMMITTEE ASSIGNMENTS

	Finance Committee	
1	Rob Kost	Chair
2	John Condon	Board Member
3	Derek Mahoney	Board Member
4	Brian Stern	Board Member
5	Holly Zimmerman	Board Member
	Program Committee	
6	Jennifer Prather	Chair
7	Sonia Alcantarilla	Board Member
8	Stephanie Barrett	Board Member
9	Judy Diaz	Board Member
10	Sam Ortiz	Board Member
	Maureen Gomez	Volunteer
	Development Committee	
11	Julie Souza	Chair
12	Erica Fritsche*	Board Member
13	Jim Howland*	Board Member
14	Shaker Khayatt*	Board Member
15	Maida Robinson	Board Member
	Marketing Committee¹	
16	Chris Pye	Board Member
17	Ciara Dilley*	Board Member
18	Amy Fisch*	Board Member
	Julie Souza	Board Member
	Taryn Grimes-Herbert	Volunteer

	Nominations	
19	Michael Flynn	Chair
	Erica Fritsche*	Board Member
	Jim Howland*	Board Member
	Julie Souza	Board Member
	Governance	
	Michael Flynn	Chair
20	Brendan Goodhouse	Board Member
	Audit Committee	
21	Rich Lawrence	Chair
	John Condon	Board Member
	Executive Search/ Transition Committee	
	Rich Lawrence	Chair
	Michael Flynn	Board Member
	Brendan Goodhouse	Board Member
	Rob Kost	Board Member
	Julie Souza	Board Member
	Brian Stern	Board Member
	Maureen Gomez	Volunteer
	Executive Committee	
22	Claire Steinberg	President
	Julie Souza	Vice President
	Brian Stern	Vice President
	Rob Kost	Treasurer
	Michael Flynn	Secretary
	Life Time Board Members	
23	Betty Brown	
	John Condon	
24	Robert Kaplan	

* Denotes new board member-Class of 2018

¹ Committee Chair TBD

CHAPTER 13

CARVER CENTER PROGRAM DESCRIPTIONS

After School Program

Our After School Program (CAP) provides extended day learning services for over 500 children, aimed at helping to maximize their potential for growth and self-sufficiency, and to provide resources for families and individuals in need. CAP is based on a holistic model for youth development that focuses on four core areas: Academic Support, Enrichment, Nutrition and Wellness/Recreation. CAP operates Monday through Friday during the hours of 3PM-5:30PM and follows the school district calendar. The daily program includes a healthy meal prepared by our own chef, homework help and other academic support, recreation, enrichment projects, mindfulness, and arts; wherever possible, activities align with the particular needs of each school site. CAP provides at-risk children with innovative and high-quality extended day learning and development opportunities fostering the skills necessary to succeed at all levels of schooling and beyond the classroom. Though focused on academics and literacy, CAP also values the holistic focus, which targets the whole child. Activities focus on meaningful project-based learning initiatives. There is an emphasis on social-emotional learning each year in which we model Responsive Classroom techniques and Mindful Schools curricular elements to encourage positive social skills in children. Our CAP classes are taught by certified teachers and individuals who have demonstrated highly successful experience working with youth in a variety of environments.

Summer Camp

Carver Center's Summer Program is a school-aged childcare program that runs 5 days a week for 6 weeks in the summer and provides Port Chester children and their families with quality summer day care. The program allows parents to work and children to spend their summer in an environment that is fun, educational, healthy, and productive. We serve approximately 140 campers from 4 to 13 years of age. The camp hires well-qualified teens, many of who have their first employment opportunity with us. These students are comprised primarily of our own Teen Center members who serve as assistant counselors and are given appropriate responsibilities as a way of preparing them to be employed in other settings. Like the After School Program, the Summer Program focuses on four core areas, Academic Maintenance, Enrichment, Social Development, and Health/Wellness.

Saturday Programs

Our Saturday programs provide a variety of classes throughout the school year offering enrichment activities to children in our community. Offerings have included: dance, karate, theater, coding, chess, yoga, arts and crafts and literacy/numeracy support. Each class is taught

by a qualified instructor and is offered once a week for one hour. Classes are competitively priced, allowing parents a viable option to introduce their children to new activities and hone in on hobbies through experiences they enjoy.

Adult Learning Opportunities

As a Community Learning Center, Carver strives to support adult learners through classes, which serve as opportunities for growth and advancement, such as: computer classes and English classes. In addition, responding to the need in recent years of the high immigrant population in Port Chester, we offer United States Citizenship classes, an ongoing program providing reading and writing support for the citizenship exam and interview. Last year, we helped more than 50 individuals achieve US citizenship. We believe through our attention to the client voice that we will add to the list of adult offerings at Carver in the coming months.

Mental Health and Wellness

Mental Health and Wellness provides children, teens and adults in our community with the social-emotional learning opportunities to improve emotionally and physiologically. With a high immigrant population and high levels of poverty, this initiative is especially important. Those living in poverty face difficult social dynamics that can result in stress and trauma. Mental Health and Wellness provides individuals with an opportunity to understand these feelings and introduces them to the appropriate ways to manage and express them. Carver's one-on-one mental health consultations, the Teen Program's Girl's Circle & Boy's Unity group, and our Mindfulness sessions for elementary and middle school children introduce our community to mindful breathing, meditation, and the science behind our feelings.

Teen Center

The Teen Center is a safe and positive place where teens can participate in after-school activities, build new skills, find support for life issues, and prepare for the future. All activities offered in the Teen Center have a common objective – promoting the positive academic, social, emotional, and physical development of teens. The intention is that each teen's experience here will influence their behaviors and choices outside of Carver Center, and lead them to make positive, constructive choices. Carver Center seeks to keep teens engaged in healthy activities that deter them from becoming involved in high-risk activities that have negative consequences – i.e. activities involving alcohol, drugs, and unsafe sex. Research from many sources indicates that teens who are involved in extra-curricular activities of any nature are less likely to experiment in high-risk behaviors.

The Teen Center is open from September through June with many teens serving as counselors in our summer programming. Hours during the school year are typically from 2pm through 8pm, with transportation available to those participating in late activities. Teens have the option to join activities including leadership groups, arts workshops, college tours, résumé writing, tutoring and numerous recreational activities. During the summer months, teens have also typically

participated in assorted workshops that help them stay stay and healthy while school is out of session.

Fitness and Aquatics

Carver Center's Fitness and Aquatics program offers low-cost, high-quality gym and fitness center memberships to the Port Chester community and houses the only public pool in Port Chester. Our goal is to introduce our community to swimming safety and skills through quality instruction in a safe space in order to build a community of safer, knowledgeable individuals and diminish the rate of tragic aquatic accidents. Drowning is the 3rd leading cause of unintentional injury related deaths worldwide, disproportionately affecting low income and minority populations, those seen in Port Chester. Carver's Aquatics and Fitness program has remained a driving force behind aquatic education and safety in our community. CAP students enjoy weekly swimming lessons, and low cost swimming classes are available to swimmers of all ages and all levels. Teen Center members enjoy full use of the fitness center and pool during allotted times as a part of their membership and are encouraged to take full advantage of the fitness opportunities available to them including boxing classes, lifeguard training, and CPR training. Our fully equipped fitness center, boxing ring and pool are available to the public for a small fee of just \$5 for drop in use, or can be purchased as a monthly membership for those who use it more often.

Senior Programming

Carver has historically held a Senior Breakfast on the first Friday of the month that brings senior together for a lovely meal, enrichment activity, games and most importantly, a sense of community. Loneliness can affect many seniors and in response to their requests for more opportunities, Carver has initiated Senior Connections. We now host weekly events for Seniors which include opportunities for socialization, enrichment, physical activities like yoga, computer classes, and service projects. We are thrilled by the regular and growing attendance of Seniors in our offerings.

Makerspace

With an increased emphasis on Science, Technology, Engineering, Arts, and Math (STEAM), Carver had formally introduced our Makerspace program. The goal is to cultivate curiosity and innovation through facilitated activities and open-ended exploration with a variety of materials in a workshop setting. We had a soft-opening of this space for Camp Carver over the summer, but the formal facility upgrades and installation of learning stations will occur this fall. The Makerspace, also considered our Innovation Lab, is available to CAP students, Teens, Adults and Seniors and is facilitated by our own Lead Tinker who has worked tirelessly to bring the program to fruition. We look forward to a formal ribbon cutting on the space sometime in the Fall of 2018.

CHAPTER 14

Carver Center Staff Directory List

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Michael Acerbo, Controller (M Group)	6037	mja@mgrouppusa.com
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Lucia, Camp Nurse	6032	
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Emilio Vargas, Teen Assistant	6044	evargas@carvercenter.org
Kaylynn Richardson, Teen Assistant	6044	krichardson@carvercenter.org

<u>Business</u>		
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Kitchen	6015	
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Josie Monis – Welcome Center Rep (4:30-9pm)		jmonis@carvercenter.org
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Pool Deck (Lifeguards)		
<u>Maintenance</u>		
Rolando Rodriguez, Facility Manager 7am – 3pm	Sarbelio Cifuentes, Custodian	
Rosa Perez, Custodian	Eucebio Chavarria, Custodian PM Week	
Emilio Quinones, Weekend Custodian PM	Roberto Cordova, Weekend Custodian AM	
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Araceli – Extension 110		
Bertha – Extension 111		
Kelsy, Nurse – Extension 112		
Danielle – Extension 113		
<u>Fax #s</u>		
Main Fax	939-3761	
Gina Fax	690-0234	

<u>Room Extensions</u>		
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Conference Room – Ext 6021		
Room 202 – Ext 6022		
Room 203 – Ext 6028		
Room 1 – Ext 6039/ Room 2 – Ext 6029		
<u>Private Swim</u>		
Eliana Ortiz – (347) 296-9557	Filmar – (914) 522-6389	
Joshua Sam – (914) 233-6273	Darien – (914) 565-1906	