

SUMMIT TO SUCCESS, INC.

With opportunity comes obligation. Together, we climb. One child, one community, one nation at a time.

BYLAWS

Article I – Name and Purpose

Section 1. Name.

The name of the corporation shall be Summit To Success, Inc.

Section 2. Purpose.

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings shall inure to the benefit of any private individual, and the corporation shall not carry on activities not permitted to organizations exempt under Section 501(c)(3).

Article II – Offices

Section 1. Principal Office.

The principal office shall be located in the Commonwealth of Massachusetts.

Section 2. Other Offices.

The corporation may establish additional offices as determined by the Board of Directors.

Article III – Nonprofit Status & Restrictions

Section 1. Nonprofit Status.

The corporation shall be a nonprofit public charity. No dividends or pecuniary profits shall be paid to any director or officer.

Section 2. Political Activity.

No substantial part of activities shall be carrying on propaganda or attempting to influence

legislation, and the corporation shall not participate in or intervene in any political campaign.

Section 3. Dissolution.

Upon dissolution, the assets of the corporation shall be distributed to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code, with priority given to those organizations that directly serve underserved students and disadvantaged communities. If no such organizations are available, remaining assets shall be distributed to another 501(c)(3) organization or to a government entity, exclusively for charitable purposes.

Article IV – Membership

Section 1. Members.

The corporation shall have no voting members. All corporate powers shall be exercised by or under the authority of the Board of Directors.

Article V – Board of Directors

Section 1. Authority.

The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number & Qualifications.

The Board shall consist of not fewer than three (3) and not more than fifteen (15) directors, each at least eighteen (18) years old.

Section 3. Independence.

A majority (at least 51%) of directors shall be independent (not related by blood, marriage, or business relationship). No more than 49% of voting directors may be related.

Section 4. Election of Directors.

The incorporator shall appoint the initial directors. Thereafter, directors shall be elected by majority vote of the Board.

Section 5. Terms.

Directors shall serve three (3) year terms and may be re-elected.

Section 6. Resignation & Removal.

A director may resign at any time by written notice. Any director may be removed with or without cause by a two-thirds (2/3) vote of the Board then in office.

Section 7. Vacancies.

Vacancies may be filled by majority vote of the remaining directors.

Section 8. Compensation & Reimbursement.

Directors serve without compensation, but may be reimbursed for reasonable, documented expenses incurred on behalf of the corporation, consistent with policy.

Section 9. Conflict of Interest.

All directors shall annually disclose potential conflicts and comply with the corporation's Conflict of Interest Policy.

Section 10. Advisory Consultants.**a. Purpose.**

The corporation may appoint Advisory Consultants to provide mentorship, institutional memory, and advisory support to current student leaders serving in Board or Committee roles.

b. Eligibility.

Advisory Consultants shall be individuals who previously served as student members of the Board of Directors or committees and who have graduated from their educational institution.

c. Role and Status.

Advisory Consultants are volunteer-based and serve in a non-voting capacity. They do not hold fiduciary duties or board member responsibilities but may attend meetings and provide advice when invited. Advisory Consultants may be formally recognized as "Consulting Advisors" for professional and resume purposes.

d. Appointment and Term.

Appointments shall be made by the Board of Directors upon recommendation of the Chair or relevant Committee. Terms are one year, renewable annually at the discretion of the Board.

e. Responsibilities.

Advisory Consultants are expected to mentor the incoming student leader in the same role they previously held; provide guidance, share best practices, and assist with leadership transitions; and participate in committee meetings or planning discussions as requested.

f. Oversight.

The Secretary shall maintain a roster of Advisory Consultants. The Board may remove any Advisory Consultant by majority vote if inactive or failing to meet expectations.

Section 11. Temporary Family Board Clause.

The initial Board of Directors may consist of related individuals serving in temporary capacities for the purpose of incorporation and organizational setup. These directors shall serve no longer than twelve (12) months from the date of incorporation. During this period, the organization shall recruit and appoint independent directors such that a majority of the Board is unrelated by blood, marriage, or business. Temporary related directors agree to resign or transition to advisory or non-voting roles once independent directors are appointed.

Article VI – Meetings of the Board

Section 1. Annual & Regular Meetings.

The Board shall hold an annual meeting and such regular meetings as it determines.

Section 2. Special Meetings.

May be called by the President, Secretary, or any two directors.

Section 3. Notice.

Written or electronic notice shall be provided at least seven (7) days in advance, unless waived.

Section 4. Quorum.

A majority of directors then in office constitutes a quorum.

Section 5. Voting.

Each director shall have one vote. Unless otherwise required, actions are approved by majority vote of directors present.

Section 6. Electronic Participation.

Meetings may be held by telephone or video conference, and participation by such means shall constitute presence in person.

Section 7. Action Without Meeting.

Any action may be taken without a meeting if all directors consent in writing or by electronic transmission.

Section 8. Minutes.

The Secretary shall keep minutes of all meetings and actions.

Article VII – Officers**Section 1. Officers.**

The officers shall be a President (or Chair), a Secretary, and a Treasurer. The Board may create additional officer roles.

Section 2. Election & Term.

Officers are elected by the Board and serve one (1) year terms; they may be re-elected.

Section 3. Duties.

- a. **President.** Presides at meetings and provides leadership.
- b. **Secretary.** Maintains records and minutes, gives notices.
- c. **Treasurer.** Oversees finances, maintains accounts, prepares reports, and ensures compliance with IRS and state filings.

Section 4. Removal & Vacancies.

Any officer may be removed with or without cause by majority (2/3) vote of the Board; vacancies are filled by the Board.

Article VIII – Committees

Section 1. Establishment.

The Board may establish standing or ad hoc committees (e.g., Finance & Audit; Fundraising & Development; Programs & Education; Marketing & Outreach).

Section 2. Authority.

Committees shall have only the authority delegated by the Board and shall not exercise powers reserved to the Board by law.

Section 3. Composition.

Committee members may include non-directors, as determined by the Board.

Section 4. Program Committees.

In addition to standing committees, the Board may establish program-specific committees, including but not limited to U.S. Programs, International Programs, or other focus areas, to support the expansion of the corporation's activities in alignment with its mission.

Section 5. Chapters and Affiliates.

The Board of Directors may authorize the creation of local or international chapters, affiliates, or partner organizations to carry out the purposes of the corporation, provided such entities operate under policies consistent with these bylaws and remain accountable to the Board.

Article IX – Fiscal Year

Section 1.

The fiscal year shall be January 1 to December 31 unless otherwise determined by the Board.

Article X – Indemnification

Section 1.

To the fullest extent permitted by Massachusetts law, the corporation shall indemnify its directors, officers, employees, and agents against liabilities and expenses incurred in connection with their service to the corporation.

Article XI – Books & Records; Public Disclosure

Section 1. Books & Records.

The corporation shall keep correct and complete books and records of account and minutes of the proceedings of its Board and committees.

Section 2. Public Disclosure.

The corporation shall make its Form 1023 and annual Form 990 returns available for public inspection to the extent required by law.

Article XII – Amendments

Section 1.

These bylaws may be amended or repealed by a two-thirds (2/3) vote of the directors then in office at any regular or special meeting, provided at least seven (7) days' prior notice of the proposed amendment is given.

Article XIII – Compensation

Section 1.

The corporation may pay reasonable compensation to officers, employees, and contractors for services rendered, as determined by the Board of Directors.

Section 2.

No part of the net earnings of the corporation shall inure to the benefit of any director or officer except as reasonable compensation for services rendered.

Section 3.

All compensation decisions shall be made in accordance with the corporation's Conflict of Interest Policy and applicable state and federal laws.

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