

Attachment P

**CHANGES PROPOSED BY THE ALL STAR ONE GOVERNANCE TASK FORCE
(October 2012)**

**The All Star I
BY-LAWS**

ARTICLE I. Name

The name of this organization shall be THE ALL STAR I CHAIRS (hereinafter, "ASIC").

Proposed Change: "The name of this organization shall be THE ALL STAR ONE GOVERNING COUNCIL (hereinafter, "Council").

ARTICLE II. Purpose

The purpose of the ASIC is to govern the annual ALL STAR I Family Conference in a responsible, accountable and effective manner.

Proposed Change: The purpose of the Council is to govern the annual ALL STAR One Family Conference in a responsible, accountable and effective manner.

ARTICLE III. Members

The members of this organization shall be the former Chairs, the present Chairs, and the Chairs-Elect of the ALL STAR I Family Conference which is held annually at Star Island, Isles of Shoals, New Hampshire.

Proposed Change: Lifetime members of this organization shall include the former Chairs, the present Chairs, the Chairs-Elect (hereafter "Chairs"). In addition up to five other members as chosen by election of the Council serving staggered terms

of no more than three years. In addition the Nominating Committee may nominate All Star One conferees of long standing commitment (typically 20 years of conference attendance) for membership on the Council. Up to six individuals per year may be elected by a simple majority of the Council, and enjoy life tenure with full member privileges.

ARTICLE IV. Officers

The officers shall be a Recording Secretary, Registrar and Treasurer, selected by a majority of the ASIC members present at the off-island meeting.

Proposed Change: The officers shall be a Convener, Recording Secretary, Registrar and Treasurer. The officers elected by a majority of the Council shall be the Recording Secretary, Registrar and Treasurer. The Convener's express responsibility shall be to chair the Executive Committee, and this individual will be selected by the members of the Executive Committee.

ARTICLE V. Meetings

Regular meetings shall be held twice during the year. One such meeting shall be held during the Conference week on Star Island and the second at a location, time, and date voted by the Chairs. Additional meetings shall be determined by a majority of the members.

Proposed Change: "Regular meetings shall be held twice during the year. One such meeting shall be held during the Conference week on Star Island, and the second at a location, time, and date voted by the Council. Additional meetings shall be determined by a majority of the members of the Council. The Quorum for

regular meetings and special meetings shall be at least twenty (20) members present.”

ARTICLE VI. Nominating Committee

The nominating committee shall consist of five members, and shall be elected by a majority of members of the governing council. The nominating committee will be comprised of three members of the governing council and two non-members of the governing council. The committee shall choose its own chair.

The Committee will be formed for the purpose of identifying and nominating non-chair individuals to serve on the conference’s governing council and both chair and non-chair individuals to the Executive Committee. In addition, this body shall nominate members for other positions and opportunities related to the governance of the All Star One conference as may arise.

ARTICLE VII. Executive Committee

The Executive Committee shall be elected by a majority of the members at the annual off-island meeting. The Executive Committee shall consist of nine members serving staggered terms of 3 years, and shall conduct the business of the organization between meetings of the members.

Proposed Change:

The Executive Committee shall be elected by a majority of the members at the annual off-island meeting. The Executive Committee shall consist of nine members serving staggered terms of three (3) years, and a Treasurer and Registrar, as ex-officio, voting members, each serving terms of three (3) years. The Executive Committee shall conduct the business of the organization between meetings of the members. At least two members

shall be members of the governing council who are other than former chairs. In extraordinary circumstances, there may be the need to act very quickly in the name of the Council. In these circumstances, the Executive Committee is empowered to act in the name of the All Star One Governing Council. These circumstances would be limited to those that relate to that summer's conference and are short-term decisions that the current chairs have stated that they do not wish to make themselves.

ARTICLE VIII. Committees

Committees may be established by the Executive Committee or by the members as deemed necessary by the Executive Committee or the ASIC.

Proposed Change: Committees may be established by the Executive Committee or by the Council.

ARTICLE IX. Financial

The Treasurer shall prepare the financial reports to be approved by a majority of the members.

ARTICLE X. Amendments

The By-Laws may be amended at any meeting of the full governing council. An amendment shall require a two-thirds (2/3) vote of the members present and voting.

ARTICLE XI. Dissolution of the Council

On the dissolution of the Council, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 © 3 of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose.