

**BYLAWS
OF
ALL STAR I**

ARTICLE I

Name

The name of this Corporation, a New Hampshire non-profit corporation, shall be All Star I (“ASI”).

ARTICLE II

Location

Section 2.1. Principal Office. The principal office of ASI for the transaction of its business is located at 413 Broad Cove Road, Contoocook, New Hampshire 03229.

Section 2.2. Other Offices. ASI may also have offices at such other places, within or without the State of New Hampshire, where it is qualified to do business, as its business may require and as the Governing Council may from time to time designate.

ARTICLE III

Purposes and Powers

Section 3.1. Purpose. ASI shall be organized and operated exclusively for charitable, religious, and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. ASI shall conduct and govern the All Star I Family Conference, a family-oriented religious and educational conference held annually on Star Island in the Isles of Shoals, New Hampshire (the “Conference”), in a responsible, accountable and effective manner.

Section 3.2. Powers. ASI shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

Section 3.3. Limitations.

(a) ASI shall not discriminate on the basis of age, race, color, creed, sex, sexual orientation, disabilities, financial status, or national origin (i) in the persons serviced, or in the manner of service; (ii) in the selection of Members; or (iii) in the membership of its Executive Committee.

(b) ASI shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from

federal income taxation as an organization described in Section 501(c) of the Internal Revenue Code of 1986, or any successor provision.

(c) ASI is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any Member or officer of ASI, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

(d) On dissolution, after provision is made for payment of debts, all property of ASI, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of Section 501(c) of the Internal Revenue Code of 1986, or any successor provision, and as the Governing Council shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

(e) No substantial part of the activities of ASI shall be carrying on propaganda, or otherwise attempting, to influence legislation, and ASI shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IV

Members and Governing Council

Section 4.1. Members and Governing Council. ASI shall have members (the "Members"). The Members collectively shall be referred to as and shall comprise the Governing Council.

Section 4.2. Lifetime Members. The following individuals shall be lifetime Members: a) the former chairpersons of the Conference, the chairpersons elected for the upcoming or current Conference ("Acting Chairs") and the Chairs-Elect (as defined in Section 4.7) (collectively, "the Chairs," and individually, a "Chair"); and b) non-Chair attendees of the Conference of long-standing commitment who have been nominated by the Nominating Committee and approved by majority vote of the Governing Council.

Section 4.3. Elected Members. At any given time, up to five other individuals may be elected by majority vote of the Governing Council to be Members ("Elected Members"). Elected Members will be Members for staggered terms (initially, one to three years) for a maximum of two, three-year terms.

Section 4.4. Powers. The Governing Council shall supervise and control the business, property and affairs of ASI, except as otherwise provided by law, the Articles of Agreement of ASI, or these Bylaws.

Section 4.5. Compensation. Members shall not receive salaries for their services.

Section 4.6. Annual Meeting of Governing Council. An annual meeting of the Governing Council shall take place each year at such time, date and place as shall be designated

by the Executive Committee, provided that the meeting is not held during the Conference (the “Governing Council Annual Meeting”). The purpose of the Governing Council Annual Meeting shall be to elect the Executive Committee Members, to elect officers of ASI and to transact such other business as may properly come before the meeting.

Section 4.7. Regular On-Island Meeting of Governing Council. A regular meeting of the Governing Council shall take place annually on Star Island during the Conference (“the On-Island Meeting”), at such time, date and place as shall be designated by the Executive Committee. The purpose of the On-Island Meeting shall be to elect the Chairs for the Conference to be held approximately two years thereafter and to transact such other business as may properly come before the meeting. The individuals elected by the Governing Council to be Chairs of a future Conference shall be referred to as a “Chairs-Elect.”

Section 4.8. Additional Meetings of Governing Council; Notice. Additional meetings of the Governing Council may be called by a majority of Members on five (5) days’ notice to be held at such time, day and place as shall be designated in the notice of the meeting. The time, day and place of any special meeting of the Governing Council shall be specified in the notice of the meeting, but no such specification is required in a waiver of notice of such meeting. Notice shall be given as provided in Section 6.1.

Section 4.9. Quorum of Governing Council. The quorum for any meeting of the Governing Council shall be twenty (20) Members.

Section 4.10. Telephone Meetings. Any one or more Members may participate in any meeting of the Governing Council by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present.

Section 4.11. Recording of Meetings. The Secretary or, in the absence of the Secretary, one of the Executive Committee Members designated by the Executive Committee and participating in the meeting, shall keep a record of the meeting.

Section 4.12. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Governing Council may be taken without a meeting if:

- a. Consents in writing, setting forth the action so taken, shall be signed by all of the Members and filed by the Secretary with the minutes of the meetings of the Governing Council. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.
- b. Consents by electronic mail, setting forth the action so taken, are submitted by all the Members, received by ASI and filed by the Secretary with the minutes of the meetings of the Governing Council.

ARTICLE V

Executive Committee

Section 5.1. Executive Committee. The Governing Council shall establish an Executive Committee, consisting of at least nine (9) Members, and in addition to the nine (9) Members, ex-officio, the Treasurer and the Registrar. The signers of the Articles of Agreement, and the Treasurer and Registrar, shall constitute the initial Executive Committee. Thereafter, the Executive Committee shall be elected at the Governing Council Annual Meeting. At least two of the elected Executive Committee Members shall, at all times, be Members who are not former Chairs.

Section 5.2. Powers. The Executive Committee shall conduct the business of ASI between meetings of the Governing Council and shall have the specific authority granted to it in these Bylaws. In extraordinary circumstances, there may be the need to act very quickly in the name of the Governing Council. In these circumstances, the Executive Committee is empowered to act in the name of the Governing Council. These circumstances would be limited to those that relate to the upcoming Conference and which are short-term decisions that the Acting Chairs have stated that they do not wish to make themselves.

Section 5.3. Election Term. Executive Committee Members shall be elected at the Governing Council Annual Meetings to serve staggered terms of three (3) years for maximum of two consecutive three (3) year terms, or until their successors are elected and qualified.

Section 5.4. Vacancies and Newly Created Positions. Any newly created positions on the Executive Committee and any vacancies on the Executive Committee arising at any time and from any cause may be filled by election at any meeting of the Governing Council. An Executive Committee Member elected to fill a vacancy shall be elected for the unexpired term of the Executive Committee Member's predecessor in office.

Section 5.5. Removal. Any Executive Committee Member may at any time be removed from office for any cause deemed sufficient by the Governing Council by the affirmative vote of two-thirds of the Members present at a meeting of the Governing Council, the notice of which has specified the proposed removal.

Section 5.6. Compensation. Executive Committee Members shall not receive salaries for their services.

Section 5.7. Annual and Regular Meetings of the Executive Committee. An annual meeting of the Executive Committee shall take place each year at such time, date and place as shall be designated by the Executive Committee. Regular meetings of the Executive Committee shall be held at least six (6) times per year upon call of the Convener.

Section 5.8. Special Meetings. Special meetings of the Executive Committee may be called by the Convener, or by any five Executive Committee Members, on five (5) days' notice to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 5.9. Notice of Meetings. The time, day and place of any regular or special meeting of the Executive Committee shall be specified in the notice of the meeting, but no such

specification is required in a waiver of notice of such meeting. Notice shall be given as provided in Section 6.1.

Section 5.10. Telephone Meetings. Any one or more Executive Committee Members may participate in a meeting of the Executive Committee by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present.

Section 5.11. Record of Meetings. One of the Executive Committee Members designated by the Executive Committee and participating in the meeting, shall keep a record of the meeting. This person shall be known as the Recorder.

Section 5.12. Quorum; Vote Required. A majority of Executive Committee Members then in office shall constitute a quorum for the transaction of business at any meeting of Executive Committee, and, unless otherwise provided for by law or these Bylaws, the act of the majority of the Executive Committee Members present and voting at any meeting at which a quorum is present shall be the act of the Executive Committee. If a quorum shall not be present at any meeting of the Executive Committee, the Executive Committee Members present at the meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5.13. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if:

- a. Consents in writing, setting forth the action so taken, shall be signed by all of the Executive Committee Members and filed by the Recorder with the minutes of the meetings of the Executive Committee. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.
- b. Consents by electronic mail, setting forth the action so taken, are submitted by all the Executive Committee Members, received by ASI and filed by the Recorder with the minutes of the meetings of the Executive Committee.

ARTICLE VI

Notice

Section 6.1. General. Whenever under the provisions of law or these Bylaws, notice is required to be given to any person, such notice may be given via U.S. mail or overnight delivery service with postage prepaid, and shall be deemed given when deposited in the mail or the delivery service addressed to such person at such person's address as it appears on the records of ASI. Notice may also be given by electronic mail, facsimile, or hand delivery, and such notice will be deemed given when received.

Section 6.2. Waiver. Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the giving of such notice. Attendance at a meeting either in person, or if applicable, by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends solely for the purpose of objecting at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

ARTICLE VII

Officers and Agents

Section 7.1. Officers. The officers of ASI shall minimally consist of: a Convener, a Secretary, a Registrar, and a Treasurer. One person shall not hold two offices with the permissible exception of a Secretary-Treasurer. The Convener shall be a member of the Executive Committee.

Section 7.2. Other Officers and Agents. The Governing Council may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Governing Council.

Section 7.3. Election; Term of Officers; Resignation; Removal; Vacancies. With the exception of Convener, the Governing Council shall elect the officers of ASI at the Governing Council Annual Meetings. The Convener shall be elected by the Executive Committee at their annual meeting. Nominations for officers, other than the Convener, shall be made by the Nominating Committee and additional nominations may come from the Members during the Governing Council Annual Meeting. The officers of ASI shall hold office for terms of three (3) years, for no more than two consecutive terms, or until their successors are elected and qualified. Any officer may resign at any time by giving written notice to the Convener. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Any officer may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Governing Council at any regular or special meeting of the Governing Council called expressly for that purpose. The Executive Committee shall temporarily fill any vacancy occurring in any office of ASI. If the vacated office is one elected by the Governing Council pursuant to this Section, at its next meeting the Governing Council shall elect a replacement to serve the remaining term of the vacated office.

Section 7.4. Convener. The Convener shall preside at meetings of the Executive Committee, and shall perform such other duties and have such other powers as the Executive Committee may from time to time prescribe.

Section 7.5. The Registrar. The Registrar shall work in conjunction with the staff of Star Island Corporation to collect registrations from potential Conference attendees, will work with the Chairs to accept, waitlist or decline applicants, and shall perform such other duties and have such other powers as the Executive Committee or the Governing Council may from time to time prescribe.

Section 7.6. Secretary. The Secretary shall keep the minutes of all meetings of the Governing Council and perform all other duties usually incident to the office, and such other duties as may be assigned by the Governing Council.

Section 7.7. Treasurer. The Treasurer shall cause regular books of account to be kept, and shall render to the Executive Committee and the Governing Council, from time to time as may be required, an account of the financial condition of ASI, shall deliver an annual report at the annual meeting of the Governing Council, and shall perform all other duties properly required of the Treasurer by the Executive Committee or the Governing Council. In the absence or disability of the Convener, the Treasurer shall perform the duties and exercise the powers of the Convener and shall perform such other duties and have such other powers as the Executive Committee may from time to time prescribe.

ARTICLE VIII

Committees

Section 8.1. Committees. In addition to the Executive Committee set forth in Article V and the Nominating Committee set forth in Section 8.2, committees may be established by the Governing Council. All members of such additionally established committees will serve staggered terms of up to three years for a maximum of two consecutive terms. Committee members need not be Members unless otherwise specified by the Governing Council.

Section 8.2. Nominating Committee. The Nominating Committee shall consist of five Members and shall be elected by a majority the Governing Council. The Nominating Committee will be comprised of three Members and two non-Members. The Nominating Committee shall choose its own chairperson. The Nominating Committee will be formed for the purpose of identifying and nominating non-Chair individuals to serve as Elected Members and both Chair and non-Chair individuals to serve on the Executive Committee. In addition, this body shall nominate officer candidates and Members for other positions and opportunities related to the governing of the ASI as may arise.

ARTICLE IX

Conflict of Interest and Pecuniary Benefits Transactions

Section 9.1. Policy Governing Conflict of Interest and Pecuniary Benefits Transactions. ASI shall adopt, implement, enforce and regularly review a policy that governs conflicts of interest and pecuniary benefits transactions (the "Conflicts Policy"). The Conflicts Policy shall, at a minimum, meet the requirements of New Hampshire law as then in effect, and comply with guidelines established by the Office of the NH Attorney General, Charitable Trust Unit. Each Member, Officer, Executive Committee Member or committee member shall have an affirmative duty to disclose to ASI each transaction with ASI that would be a Pecuniary Benefit Transaction (as defined by RSA 7:19-a) as to that Officer, Member, Executive Committee Member, or committee member, and shall be prohibited from participating in the discussion or voting on the

transaction. ASI shall enter into Pecuniary Benefit Transactions only in accordance with the applicable provisions of RSA 7:19-a, as they may exist from time to time.

Section 9.2. Policy on Pecuniary Benefits Transactions. Transactions that provide a direct or indirect pecuniary benefit to any Officer, Member or Executive Committee Member, his or her immediate family; his or her employer; or, any person or organization of which he or she is a proprietor, partner, officer, director, or trustee, are prohibited unless they (1) satisfy RSA 7:19-a; (2) are in ASI's best interest; and (3) all of the following conditions are met:

(a) The transaction is made in the ordinary course of ASI's business or operation and the transaction is fair to ASI. Any transaction with any one Officer, Member, or Executive Committee Member that exceeds \$500.00 must be approved by the greater of a quorum of the Executive Committee, or 2/3 of the members of the Executive Committee who have not had a pecuniary benefit transaction with ASI during the fiscal year.

(b) ASI shall list in its records each transaction with any one Officer, Member, or Executive Committee Member, which exceeds \$500.00 in any one fiscal year and report them to the NH Director of Charitable Trusts annually as part of its annual report required under RSA 7:28, including the names of those benefiting from each transaction and the amount of the benefit. This list shall be available for inspection by Officers, Members, Executive Committee Members and all contributors;

(c) ASI shall publish a notice of any transactions with any one Officer, Member, or Executive Committee Member which alone or in the aggregate exceeds \$5,000.00 in any one fiscal year, in the newspaper of general circulation in Concord, NH and give a copy of the notice to the NH Director of Charitable Trusts before the transaction takes place. The name of the Officer, Member, or Executive Committee Member, the amount of the transaction and any other information required by RSA 7:19-a II (d) must be stated in the notice;

(d) ASI shall receive the prior approval and requisite finding of the Probate Court as to any transactions involving the sale, lease for a term of greater than 5 years, purchase or conveyance of any interest in real estate to or from any Officer, Member, or Executive Committee Member; and,

(e) The transaction does not involve a loan of money or property to an Officer, Member, or Executive Committee Member.

ARTICLE X

Contributions and Depositories

Section 10.1. Voluntary Contributions. ASI may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.

Section 10.2. Depositories. The Executive Committee shall determine what depositories shall be used by ASI as long as such depositories are located within the State of New Hampshire and are authorized to transact business by the State of New Hampshire and are federally insured.

All checks and orders for the payment of money from said depository shall be signed by such signatories as have been authorized and required in advance by the Executive Committee.

ARTICLE XI

Dissolution

ASI may be dissolved upon the affirmative vote of two-thirds (2/3) of the Members, taken at a meeting of the Governing Council called for that purpose, or upon the unanimous written consent of all Members. No Member, officer or person connected with ASI shall be entitled to share in the distribution of any of ASI assets upon its dissolution. The assets of ASI shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII

General

Section 12.1. Fiscal year. ASI shall operate on a fiscal year ending September 30th. Alteration of the fiscal year by the Governing Council shall not require amendments of these Bylaws.

Section 12.2. Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the Governing Council or Executive Committee.

ARTICLE XIII

Amendments

These Bylaws may be amended or repealed or new Bylaws adopted by the Governing Council at any meeting by the affirmative vote of not less than two-thirds of Members present.