BYLAWS OF THE STAR ISLAND CORPORATION

Adopted April 22, 1979 and adoption ratified May 1, 1979
Amended April 19, 1986
Amended April 29, 1995
Amended April 27, 2002
Amended April 30, 2011
Amended May 2, 2015
Amended April 30, 2016

ARTICLE I

Name and Purpose

Section 1. The name of this corporation shall be The Star Island Corporation.

Section 2. The purpose of this corporation shall be to hold and administer Star Island, one of the Isles of Shoals off Portsmouth, New Hampshire, and such other property as the corporation may acquire, for religious, educational and kindred purposes.

Section 3. This corporation shall be conducted, managed, and operated as a non-profit corporation within the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts, as amended. No substantial part of the activities of the corporation shall be those activities prohibited by Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

Membership

Section 1. The members of the corporation shall be those persons duly elected and serving as members on April 30, 2016; and such additional persons as are nominated as hereinafter provided and elected at any annual meeting or special meeting held in lieu thereof, or who automatically become members; as elsewhere provided in these bylaws. The number of voting members of the corporation shall not exceed five hundred. In addition to voting members, the corporation shall recognize non-voting emeritus members who shall be entitled to attend corporation meetings and participate in the affairs of the corporation as the board of directors shall determine from time to time.

Section 2. The board shall publish each year and distribute a statement of the criteria and process applicable to the selection of active and emeritus members of the corporation.

Section 3. Nominating procedures. Any member may propose to the membership committee the nomination of a person or persons, the election of whom to membership would in the opinion of such a proposing member result in the addition of a member who would during her/his membership advance and promote the carrying out of the purposes of the corporation. The procedures for the application, nomination and election of new members of the corporation shall be established, and

revised from time to time, by the Board of Directors, upon the recommendation of the Membership Committee.

Section 4. Members of the corporation shall make every effort to attend the annual meeting of the corporation and make every effort to make an annual contribution of service and money or property to the corporation. Members who fail to attend, or to acknowledge in writing receipt of the notice of three successive annual meetings shall cease to be members of the corporation as of the last day of the calendar year in which a third successive annual meeting is neither attended nor acknowledged. This section shall be made part of the notice of each annual meeting or special meeting held in lieu thereof.

ARTICLE III

Officers and Directors

Section 1. The officers of the corporation shall be a president, a vice-president, a treasurer and a clerk, each of whom shall be elected~~,~~ as hereinafter provided.

Section 2. There shall be a board of directors consisting of the treasurer and the clerk, ex officiis; nine directors elected for terms of three years each, so that three thereof shall be elected each year; the president and vice-president, each of whom shall be one of the said nine directors; those persons who, from time to time, have been duly elected president of the Isles of Shoals Association, Unitarian Universalist, Inc., and president of Star Island United Church of Christ, Inc. (hereinafter referred to as "associated organizations"), who shall be known as *ex-officio* directors. All *ex-officio* members of the board shall have the right to vote at any of its meetings.

Section 3. (a) The treasurer and the clerk shall be elected by ballot at each annual meeting for a term of one year. Three of the nine directors shall be elected by ballot at each annual meeting for a term of three years.

(b) If there should be only one nominee for the offices of treasurer or clerk or only three nominees for directors~~,~~ the clerk, on vote of the meeting, may cast one ballot for each such nominee. Each person so elected shall serve in her/his elected office until adjournment of the subsequent annual meeting at which her/his term of office expires, or until her/his successor has qualified.

(c) The president and vice-president shall be board members who are elected by ballot of the board of directors for terms of one year each at the first board meeting following the final adjournment of each annual meeting. Any board member may be eligible for such election, including a new member elected to the board at the immediately preceding annual meeting. At least 15 days prior to each board meeting at which a president or vice-president is to be elected, each member of the board of directors shall be advised of the nominee to be proposed for such office by a special committee. This special committee shall be chaired by the chair of the nominating committee, and composed of the presidents of the associated organizations, the clerk of the board and an additional member of the board so designated each year by the board prior to the annual meeting.

(d) Each of the *ex-officio* directors shall serve during her/his tenure as president of her/his associated organization. Her/his eligibility so to serve shall be evidenced by a letter from the clerk or secretary of her/his organization addressed to, and received by, the clerk of this corporation stating that this individual has been duly elected president of such associated organization. Upon the receipt of such letter by the clerk of this corporation, the term of such *ex-officio* director's predecessor on this corporation's board of directors shall terminate.

Section 4. The treasurer, the clerk, and the nine three-year directors shall be members of the corporation prior to election to their respective offices. Any *ex-officio* director, not theretofore a member of the corporation, shall become a member automatically upon her/his qualifying as such *ex-officio* director as above provided, any limit on total corporation membership notwithstanding.

Section 5. Any vacancy in the board of directors may be filled until the next annual meeting by the remaining members of the board. At the next annual meeting, a person shall be nominated and elected to fill said director's unexpired term at the annual meeting, in accordance with the procedures of the nominating committee.

Section 6. No person may serve more than three consecutive three-year terms as a director. For the purposes of this section, a portion of a term (unless less than one year) shall constitute a term.

Section 7. No person may serve for more than nine consecutive years as treasurer or clerk or director or in any combination of those positions.

ARTICLE IV

Meetings

Section 1. The annual meeting of the corporation shall be held during the month of April or May in each year at a time and place to be determined from year to year by the board of directors. Written notice of such meeting shall be sent to each member by first class mail or email, at least 20 days prior to the date of such meeting. If in any year the annual meeting is not held, a special meeting may be held in lieu thereof at a later time, and any elections held or business transacted at such special meeting shall have the same effect as if held or transacted at the annual meeting.

Section 2. A special meeting of the corporation may be called by the president or the clerk and shall be called by the clerk upon the written request of a majority of the directors or upon written request of not less than twenty-five percent of the members of the corporation. Written notice of each such meeting shall be sent to each member by first class mail or email, at least 14 days prior to the date of such meeting. Any special meeting shall be held at a time and place to be determined by the executive committee.

Section 3. At all meetings of the corporation 20% or more of the voting members determined as of the date notice is given of the meeting to the membership shall constitute a quorum.

Section 4. Meetings of the board of directors shall be held at such times and places and upon such notice as the board shall determine. At any meeting of the board, seven or more members thereof shall constitute a quorum.

ARTICLE V

Powers and Duties of Officers and Directors

Section 1. The president shall preside at all meetings of the corporation and of the board of directors and shall have general supervision of all affairs of the corporation. In her/his absence or inability to act (which inability shall be declared pursuant to Section 2 below) the vice-president shall act in her/his stead.

Section 2. The vice-president shall act as president in the event and for any period that the president is unable to act as determined by a vote of at least eight (8) members of the board.

Section 3. The treasurer shall review the annual financial report of the corporation's independent auditor and shall, at least annually or at such times as the board shall direct, review the books of account of the corporation. He/she shall review and monitor the corporation's financial procedures and controls and provide financial reports to the board as he/she or the board deems necessary. He/she shall render a financial report to the membership at least annually. If so determined by the board, the treasurer shall be bonded at the corporation's expense in such manner and amount as the board shall determine.

Section 4. The clerk shall keep records of all meetings of the corporation, the board, and the executive committee. He/she shall issue notices of all meetings and shall keep an accurate list of all members, together with their addresses. He/she shall be a resident of the Commonwealth of Massachusetts unless the board duly appoints a resident agent, and shall agree to faithfully discharge the duties of her/his office.

Section 5. The board of directors shall exercise all corporate powers of the corporation. It shall have charge of the corporation's affairs and shall transact all of the business between meetings of the corporation. It may appoint from time to time such additional officers and agents as it may deem necessary or desirable and prescribe their titles, duties and responsibilities, and fix each one's compensation, if any. It may require that any one or more of such additional officers and agents be bonded at the corporation's expense in such manner and amount or amounts as it shall determine. It may constitute such committees as it considers appropriate to the carrying out of any of the corporation's activities and may appoint thereto such persons as it may select, whether or not any such person is a member of the corporation. All such committees shall report and be responsible to the board.

Section 6. In accordance with the stated purpose and mission of the corporation, the board shall determine which groups, organizations and conferences shall be authorized by the corporation as able to utilize the Star Island facilities.

Section 7. The books and records of the treasurer and the clerk shall be open to inspection by any member of the corporation at all reasonable times. The board shall make available to each member of the corporation a copy of the audited financial report for the corporation each year.

ARTICLE VI

Standing Committees

Section 1. There shall be the following standing committees of the corporation: an executive committee, a membership committee and a nominating committee.

Section 2. The executive committee shall consist of the president, the vice-president, the treasurer, and the clerk. Whenever the executive committee lacks representation from one of its historical founders whether Unitarian Universalist or United Church of Christ, the board will elect such a person from its members to act as a fifth member of the executive committee. It shall have full power to act between meetings of the board on any matter the conduct of which, in the judgment of any two or them, cannot await the next meeting of the board or the calling of a special meeting thereof. It shall carry out such duties as the board may delegate to it. The president shall act as chair. If he/she is unavailable, the vice-president shall so act.

Section 3. The membership committee shall be appointed for three-year terms by the board not later than December 15. It shall consist of seven members of the corporation, at least one of whom shall be a member of the board. It shall evaluate the qualifications of each person proposed for membership, and shall nominate for membership only those persons whose election it believes will advance and promote the carrying out of the purpose and objectives of the corporation. Members of the membership committee shall be appointed for terms of three years. No member shall serve for more than two consecutive terms as a member of the membership committee.

Section 4. (a) The nominating committee shall consist of nine members of the corporation, at least a majority of whom shall be neither present members of the board of directors nor members of the board of directors within the past three years.

(b) The board shall propose candidates for the nominating committee to be elected at each annual meeting of the corporation by the membership. Three members of the nominating committee shall be elected at each annual meeting for terms of three years. Members of the corporation can also nominate candidates for the nominating committee at the annual meeting.

(c) In the event there are more nominees than are needed for the number of vacant positions, those candidates receiving the highest number of votes at the annual meeting shall be deemed elected. No member shall serve for more than two consecutive terms as a member of the nominating committee. Vacant positions on the nominating committee may be filled by action of the board until the next annual meeting.

(d) The nominating committee shall present to each annual meeting nominations for treasurer, clerk, and directors. It shall submit its report to the clerk, together with a brief

biographical sketch of each nominee not later than February 15 of the year in which it is to report, and a copy of such report shall be sent to each member with the notice of the annual meeting.

ARTICLE VII

Fiscal Year

The fiscal year of the corporation shall be from January 1 of each year through December 31 of the year.

ARTICLE VIII

Prohibition Regarding Use of Funds and Provisions for Distribution of Assets on Dissolution

No part of the net earnings or receipts of the corporation shall inure to the benefit of any member, director or officer of the corporation or any private individual, provided that this shall not prevent the payment to any such person of reasonable compensation for services actually rendered to or for the corporation affecting one or more of its activities. No member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. All the members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of affairs of the corporation, whether voluntary or involuntary, the assets of the corporation then remaining shall be distributed, transferred, conveyed, delivered, and paid over to such religious or educational institutions or organizations, within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986 as it has been or may from time to time be amended, and shall be held upon such terms and in such amounts and proportions as the board of directors may impose and determine, to be used by such institutions or organizations receiving the same for purposes similar or kindred to the purpose which is set forth in the charter and by-laws of this corporation and any and all amendments thereof or as a court of competent jurisdiction may direct.

ARTICLE IX

Indemnification of Directors and Officers or Agents

Section 1. Indemnification. Each person who is now, has been, or hereafter becomes a director or officer or agent of the corporation, or who now or hereafter serves or has served at the request of the corporation as a director, officer, or agent of an organization in which the corporation directly or indirectly owns shares or of which it is a creditor, shall be indemnified by the corporation against all liabilities, costs, and expenses (including amounts paid in satisfaction of a judgment or in compromise of a claim, penalties, counsel fees, and legal costs) reasonably incurred or imposed upon her/him or assessed to her/him in connection or resulting from any action, suit, or proceeding (including any proceeding before any administrative or legislative body or agency) to which he/she is or may be made a party by reason of her/his being or having been such a director or officer or agent (whether or not

he/she is such a director or officer or agent at the time the liability or costs or expenses are incurred by or imposed upon or assessed to her/him) except in relation to matters as to which he/she shall have been finally adjudicated in any proceeding either to be liable for actual misconduct in the performance of her/his duties or not to have acted in good faith in the reasonable belief that her/his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by compromise payment pursuant to a consent decree or otherwise, no indemnification for such payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, by a majority of disinterested directors then in office, or, if there be no such majority of disinterested directors, by independent legal counsel to whom the question may be referred by the board of directors. A majority of the directors then in office shall authorize payment by the corporation of reasonable expenses incurred by any such person in defending any action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person so indemnified to repay such payment if he/she shall be adjudicated to be not entitled to indemnification under this section. The right to indemnification herein provided shall extend to the legal representatives of any such person but shall not be deemed to be exclusive of any other rights to which he/she or his/her legal representatives may be or become entitled as a matter of law, or by agreement, or otherwise.

Section 2. Insurance. The board of directors shall authorize the purchase and maintenance of insurance on behalf of any person who is, has been, or hereafter becomes a director or officer or agent of the corporation, or who now, or hereafter serves or has served at the request of the corporation as a director, officer, or agent of an organization in which it directly owns shares or of which it is a creditor, against any liability incurred by her/him in any such capacity, or arising out of her/his status, as such, whether or not he/she is entitled to indemnification by the corporation under Section 1 of this Article or otherwise, and whether or not the corporation would have the power to indemnify her/him against such liability.

ARTICLE X

Amendments

These bylaws may be amended at any annual or special meeting of the corporation by the affirmative vote of not less than two-thirds of the members present and voting at such a meeting; provided notice of the proposed amendment or amendments or of the substance thereof shall have been included in the call for the meeting.