

# INTERNATIONAL AFFAIRS CONFERENCE AT STAR ISLAND BYLAWS

## **Article 1. Organization and Purpose**

- 1.1. The International Affairs Conference at Star Island (“the Conference”) is a New Hampshire nonprofit corporation under Articles of Agreement filed October 28, 2011, as subsequently amended.
- 1.2. The Conference is organized for exclusively religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986.
- 1.3. The purpose of the Conference is
  - To present an annual religious and educational conference at the Star Island Conference Center in the Isles of Shoals, New Hampshire.
  - To educate conference participants on issues of interest that go beyond the borders of the United States.

## **Article 2. Conference Committee**

- 2.1. Governance of the Conference is vested in a Conference Committee consisting of a Chair and at least four (4) other members. The Conference Committee is the corporate Board of Directors and has full authority to direct the work and resources of the Conference.
- 2.2. The Conference Committee must hold an annual meeting each year between July 1 and October 31. Other regular and special meetings may be called by the Chair or any two Conference Committee members by giving all Conference Committee members at least two weeks’ notice by mail or email. If the required notice is not given, the Conference Committee may still meet and act, provided that all Conference Committee members agree to waive notice of that meeting. Attendance at a meeting amounts to a waiver of notice.
- 2.3. Each year, the Conference Committee elects a Chair to a one-year term and a Conference Committee member to a five-year term. Should a vacancy occur, the Conference Committee may elect replacement members as needed.
- 2.4. A Conference Committee member may serve no more than five (5) consecutive years, and then may serve again only after seven (7) years have passed.
- 2.5. No one may be elected to the Conference Committee who is in a close family

relationship (spouse, parent, sibling, or first cousin by blood or marriage) to another member of the Conference Committee.

2.6. A quorum for conducting business is four (4) Conference Committee members or a majority of those currently in office, whichever is greater.

2.7. Meetings of the Conference Committee may be held by telephone, videoconference, or similar means, provided that any action taken is subsequently ratified at the next in-person meeting.

2.8. Individual members may participate in Conference Committee meetings by telephone, videoconference, or other means, provided that all members can hear one another and have the opportunity to participate.

2.9. The Conference Committee must take care to protect the Conference's tax exempt status under New Hampshire and U.S. Federal law.

### **Article 3. Officers**

3.1. The Conference Chair acts as president of the corporation and presides at meetings of the Conference Committee. Subject to the control of the Conference Committee, the Conference Chair directs the work and business affairs of the Conference.

3.2. The Conference Vice-Chair acts as vice-president of the corporation and acts as Conference Chair when the Chair is temporarily unable to do so. When there is a vacancy in the Conference Chair position, the Conference Committee will elect a new Conference Chair.

3.3. The Secretary keeps minutes for Conference Committee, has custody of records, executes documents, and performs other duties as directed by the Conference Committee.

3.4. The Treasurer collects and disburses Conference funds; provides full, timely, and accurate accounts of all receipts, disbursements, and fund balances; and performs other duties as directed by the Conference Committee.

3.5. The Conference Committee may create, define, and fill additional officer positions.

### **Article 4. Conflicts of Interest**

The Conference expects all of its leaders to carry out their duties with undivided loyalty to the Conference and its purpose. A conflict of interest exists whenever a leader has interests, preferences, or relationships that may hinder or appear to hinder the fulfillment of this duty.

4.1. Conflicts of interest arise when a leader:

- Stands to gain or lose financially because of an action of the Conference.

- Faces any other situation that impairs or reasonably appears to impair independence of judgment.
- Has a close relation who has a conflict of interest as defined above. A close relation includes any person, corporation, or other business entity with which the leader has a personal, family, or business relationship.

4.2. Conference Committee members and officers must annually disclose in writing any existing or foreseeable conflicts of interest. Completed disclosure forms are filed with the Secretary, who must make them available to any member of the Conference Committee who asks to see them.

4.3. An officer or Conference Committee member who perceives a potential conflict of interest must report the matter to the full Conference Committee. Possible responses by the Conference Committee include:

- Disclosure in Conference Committee minutes of the nature of the conflict of interest.
- Recusal from discussions and votes related to the conflict of interest. The affected party must leave the room and refrain from attempting to influence others.
- Resignation from the Conference Committee or officer position.

4.4. In cases of doubt, the Conference Committee (acting without the participation of the affected parties) is the final judge of whether a conflict of interest or a close relation exists, and how to handle the situation.

### **Article 5. Compensation, Indemnification, and Removal**

5.1. Officers and Conference Committee members may not receive salaries for their Committee service. However, expenses for Conference Committee meetings, the annual Conference, and other official business may be waived or reimbursed pursuant to a policy adopted by the Conference Committee. The Conference may not provide personal loans to any officer or Conference Committee member.

5.2. The Conference indemnifies its officers and Conference Committee members against all expenses and liabilities, including counsel fees, to the extent authorized by law, and will purchase and maintain insurance to protect itself and such persons against liability. The indemnity provided by this section extends to former officers and Conference Committee members for acts performed at the request or direction of the Conference.

5.3. Any officer or Conference Committee member may be removed from office for any cause by a vote of two-thirds of the full number of Conference

Committee members then in office acting at a meeting of the Board, the notice of which has specified the proposed removal.

**Article 6. Fiscal policies**

6.1. The Conference fiscal year is the calendar year.

6.2. The Conference may not accept any restricted gift except by action of the Conference Committee. This provision applies to all gift restrictions, including those that specify purposes or require the use of income only. The Conference Committee may accept restricted gifts either one at a time or by establishing restricted funds in these bylaws.

6.3. Funds currently approved for the receipt of restricted gifts:

- The Bob Jones Memorial Fund, to be used annually to cover the room, board, and transportation costs of one speaker at the annual Conference. Principal and income may both be used.

**Article 7. Amendments**

The Conference Committee may amend these bylaws by a four-fifths vote of all currently serving Conference Committee members.

ADOPTED by the Conference Committee, acting as the Board of Directors for the International Affairs Conference at Star Island, on the 12th day of January, 2016.

\_\_\_\_\_ [signed] \_\_\_\_\_ Date: 1/12/16

Rebecca Miller, President

\_\_\_\_\_ [signed] \_\_\_\_\_ Date: 1/12/16

Lucia Green-Weiskel, Secretary