

Bylaws

of

Five Star Connection, Inc.

Approved October 20, 2008
Revised January 7, 2009

PREAMBLE

The mission of the Five Star Connection, Inc. is to provide support and enrichment necessary to promote a healthy, social and educational environment for singles and their families. We are structured to create an atmosphere where their needs can be addressed and where they can flourish. As a diverse organization, we strive to enrich the community where we all live, work and play.

ARTICLE I OFFICES

1.01 *Principal Office.* The principal office of the Corporation shall be at such place within the state of Michigan as the Board of Directors may determine from time to time.

1.02 *Other Offices.* The Board of Directors may establish other offices in or outside the state of Michigan.

ARTICLE II MEMBERS

2.01 *Membership.* Members shall be comprised of single, divorced, widowed people, or alumni couples, 21 and older, who are current with their dues.

2.02 *Annual Meeting.* An annual meeting shall be held each year by the General Membership on the second Thursday of December. If the annual meeting is not held at that time, the Board shall cause the meeting to be held as soon as is convenient. The purpose of the meeting is to elect three (3) Members At Large, plus new Officers to the Board. The Membership may discuss, and/or vote on any other matters which the Board deems appropriate.

2.03 *Removal.* Any member may be barred from events, or removed from membership by a majority vote from the Board of Directors.

ARTICLE III BOARD

3.01 *General Powers.* The business, property, and affairs of the Corporation shall be managed by the Board of Directors.

3.02 *Qualifications.* The Board of Directors shall be comprised of Members whose dues are current.

3.03 *Number.* The Board of Directors shall be comprised of the Officers plus three (3) Members At Large.

3.04 Tenure. Each Director of the Corporation shall hold office until the Director's death, resignation, removal, or replacement by the incoming, duly elected Director.

3.05 Resignation. Any Director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 3.07 of the bylaws.

3.06 Removal. Any Director may be removed with cause by the remaining Directors on the Board.

3.07 Board Vacancies. A vacancy on the Board may be filled with a person selected by the remaining Directors of the Board.

3.08 Regular Meetings. Regular meetings of the Board may be filled with a person selected by the remaining Directors of the Board.

3.09 Special Meetings. Special meetings of the Board may be called by the President or any two Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director in any manner at least three days before the meeting.

3.10 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting.

3.11 Proxy Voting. A Director who is unable to attend a meeting in person, or by telephone, as provided in section 3.12, may vote by proxy providing said vote is in writing and signed by the Director.

3.12 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.13 Quorum. A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

3.14 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

3.15 Term. A term in office is defined as one year. The term of the three at-large members to the Board shall be limited to two (2) terms.

ARTICLE IV OFFICERS

4.01 Number. The Officers of the Corporation shall be elected by an annual vote by the membership with the exception of the Past President and President. The Officers shall be a Past President, a President, a President-Elect, a Secretary, and a Treasurer. The Past President shall be the previous President. The new President shall be the previous President-Elect. All Officers shall be voting members of the Board.

4.02 Term of Office. Each officer shall hold office for the term appointed and until a successor is elected. An Officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice. The office of Past President shall be limited to one term only. The office of President shall be limited to one term only. The Office of President-Elect shall be limited to one term only. The offices of Secretary and Treasurer shall be limited to two (2) terms each.

4.03 Removal. An Officer appointed by the Board may be removed with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment or election to an office does not of itself create contract rights.

4.04 Vacancies. A vacancy in any office for any reason may be filled by the President, with consent of a majority vote by a quorum of the Board, except the office of Past President.

4.05 Past President. The Past President shall be the person who was the President during the previous term. The Past President shall sit on the Board of Directors. The Past President shall head whatever committees are charged with elections, and see to it that elections are held on time and are conducted fairly. The Past President may be called on to perform other duties from time to time.

4.06 President. The President shall be the chief executive Officer of the Corporation and shall have authority over the general control and management of the business and affairs of the Corporation. The President shall be Chairman of the Board. The President shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The President shall sign all corporate documents and agreements on behalf of the Corporation, unless the President or the Board instructs that the signing be done with or by some other Officer, agent, or employee. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the Board to delegate any specific power to any other Officer of the Corporation. The President shall have authority to create and dismiss ad hoc Committees without consent to the Board.

4.06 President-Elect. The President-Elect shall have the power to perform duties that may be assigned by the President or the Board. If the President is absent or unable to perform his or her duties, the President-Elect shall perform the President's duties until the Board directs otherwise. The President-Elect shall perform all duties incident to the office.

4.07 Secretary. The Secretary shall (a) keep minutes of Board meetings; (b) be responsible for providing notice to each Director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each Member, Officer and Director, and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

4.08 Treasurer. The Treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

ARTICLE V COMMITTEES

5.01 General Powers. The Board, by resolution adopted by a vote of a majority of its Directors, may designate one or more Standing Committees. Each Standing Committees shall consist of a Chairman, and a Vice-Chairman. The Standing Committee may also consist of Committee members. The Chairman shall be responsible to one of the designated Members of the Board and may be called upon to report to the Board. All Standing Committees designated by the Board shall serve at the pleasure of the Board. A committee designated by the Board may exercise any powers of the Board in managing the Corporation's business and affairs, to the extent provided by resolution of the Board.

5.02 Meetings. Committees shall meet as directed by the Board.

ARTICLE VI FISCAL YEAR

The fiscal year of the Corporation shall end on December 31.

ARTICLE VII INDEMNIFICATION

7.01 Actions in the Right of the Corporation. The Corporation shall, subject to all the provisions of this article, indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director or officer of the Corporation, or, while serving as a director or officer of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees) and amounts paid in settlement actually and reasonably incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interest of the Corporation or its shareholders. However, no indemnification shall be made for a claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability, that person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, but this indemnification is limited to reasonable expenses incurred.

7.02 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

ARTICLE VIII COMPENSATION

When authorized by the Board, a person shall be reasonably compensated for services rendered to the Corporation as an Officer, Director, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE IX AMENDMENTS

The Board of Directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote or a majority of the Directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the Board.

ARTICLE X INTERMEDIATE MEMBERSHIP, BOARD, AND OFFICERS

10.01 Membership. At its inception, all members of Parents Without Partners, Rochester, Chapter 761 are automatically members of Five Star Connection, Inc.

10.02 Board of Directors. At its inception, all members of the Board of Directors of Parents Without Partners, Rochester, Chapter 761, shall also be members of the Board of Five Star Connection, Inc.

10.03 Officers. At its inception, the Officers of Five Star Connection, Inc. shall comprise of:

Past President: Vacant
President: James Blundo
President Elect: Jerry Maynard
Treasurer: Brenda Gagnon
Secretary: Marsha Moore

10.04 Term of Board and Officers. The term of the Board of Directors at the inception of Five Star Connection, Inc. shall end on July 15, 2009 when the three (3) newly elected Members At Large shall join the existing Officers as the Board of Directors, shall take office. The term of office for the new Board and Officers shall expire on December 31, 2010 when the new Board and Officers are sworn in.

10.05 Special Election. A Special Election shall be held on the Second Thursday of June, 2009, in a meeting of the Membership, to determine the Members At Large to the Board for the following term. If the meeting is not held at that time, the Board shall cause the meeting to be held as soon as is convenient.

10.06 Sunset. Article X (10) becomes obsolete January 1, 2011 and after said date shall no longer be part of these Bylaws.