

BY - LAWS  
OF  
MOUNTAIN VIEW FOOTBALL BOOSTERS, INC.

ARTICLE I  
Corporate Powers

Section 1. The corporate powers to conduct the business and manage the property of this non-profit corporation shall be vested in and exercised and controlled by the Board of Directors, none of whom need be shareholders. The Board of Directors shall be not be less than three nor more than nine in number, to be determined by the association membership from time to time.

ARTICLE II  
Officers

Section 1. The officers of this non-profit corporation shall consist of a President, a Secretary, a Treasurer, and from time to time, if the Board of Directors so desire, there may be appointed one or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers.

Section 2. The President and the Secretary shall be Directors of the non-profit corporation.

Section 3. Officers shall be entitled to reimbursement for costs and expenses incurred in performing their duties for the corporation, provided they shall obtain the prior

approval of the board of directors. No officer shall be entitled to receive any compensation or salary for services rendered.

### ARTICLE III

#### Powers of Directors

The Board of Directors shall have power:

First - To elect and to remove at pleasure all of the officers, agents, and employees of the non-profit corporation, prescribe such duties for them as may not be inconsistent with these By-Laws and the laws of the State of Idaho; fix their compensation and alter the same from time to time and if deemed advisable to require a good and sufficient corporate surety bond for the faithful performance of their duties.

Second - To exercise, conduct, manage and control the powers, business, affairs and property of the non-profit corporation, and to make such rules and regulations therefor not inconsistent with these By-Laws and the laws of the State of Idaho as they may deem best.

Third - To fix from time to time the place of the office of the non-profit corporation and to authorize offices for such non-profit corporation at other places within or without the State of Idaho and to adopt, make and use a corporate seal and to prescribe the form of certificates of stock and to alter such form or seal and certificates from time to time as in their judgment may seem proper.

Fourth - To grant, bargain, sell, convey, assign, transfer, lease, let, mortgage, bond, pledge, hypothecate or otherwise dispose of from time to time and at any time, all, part, interest or participation, all and singular, its promissory notes, bonds, coupons, due bills,

obligations or other evidence of their debt and any and all property whatsoever belonging to such non-profit corporation and in such amounts, and upon such terms and conditions, and in such manner as may from time to time, and at any time, be deemed proper in the judgment of said Board of Directors.

Fifth - To claim and demand dues from the members in accordance with these By-Laws or as determined by the board of directors.

Sixth - The Board of Directors shall meet immediately after the annual election and elect a president, a Secretary, a Treasurer, and provide for the appointment of one or more Vice-Presidents, Assistant Secretaries and Treasurers if they deem necessary. One person may hold any two offices of Vice-President Secretary or Treasurer. In case there should be no quorum present at the meeting of the Board of Directors after the biennial meeting, the President shall adjourn the meeting from day to day until a quorum is obtained.

Seventh - To designate two or more of the Directors to constitute an executive committee, which committee shall for the time of its existence have and exercise any or all powers of the Board of Directors in the management of the business and affairs of this non-profit corporation and have power to authorize the seal of this non-profit corporation to be affixed to all papers which may require it.

Eighth - And, generally to do and perform every act and thing permitted by its Articles of Incorporation, and the laws of the State of Idaho, whether specified or not, that may pertain to the affairs of the non-profit corporation.

## ARTICLE IV

### Vacancies Among Directors

Section 1. Whenever any vacancy shall occur in the office of Director by death, resignation or otherwise, it shall be filled by appointment by the Board of Directors, and for that purpose a majority of the remaining members of the Board is a quorum, and the person so appointed shall hold office for the unexpired term and until his/her successor is elected.

## ARTICLE V

### Election of Directors

Section 1. The Directors shall be annually elected by the association membership at the annual meeting of the membership. Their terms of office shall begin immediately after election and shall continue for one year and until their successors shall be elected. All elections shall be conducted in the manner as provided by the laws of the State of Idaho. At such elections only those who have been members of record upon the books of the company for at least ten days prior to the day of election shall be entitled to vote, and the membership of the non-profit corporation shall be closed for a period of ten days prior to the date of the biennial meeting of the association members.

## ARTICLE VI

### President

Section 1. The President shall preside at all meetings of the Directors and of the association members, and may by and with the consent of the Board of Directors appoint committees.

Section 2. He/She shall sign, as President of the non-profit corporation, all certificates of stock and all contracts, deeds, leases, evidences of debt and instruments in writing, except as otherwise provided in the By-Laws.

Section 3. He/She shall call special meetings of the association membership and of the Board of Directors whenever he deems it advisable, and special meetings of the Directors upon the written request of two members of the Board.

Section 4. He/She shall attend the annual meeting of the association membership and make a full report of all the transactions of the past year, which, in addition to a general review of the business of the non-profit corporation, shall embody such exhibits from property and profit and loss accounts as to enable members to understand fully the financial condition of the non-profit corporation at the time of such report.

Section 5. If the President is not present at any meeting of the Board of Directors or of the association membership, the Vice-President shall preside at such meeting.

Section 6. The President shall have general charge of and control over the affairs of the non-profit corporation subject to the Board of Directors.

## ARTICLE VII

### Vice-Presidents

Section 1. In case of the absence, sickness or inability to act, of the President, if the office has been created, the Vice-President of the non-profit corporation shall discharge the duties of the said office of President.

## ARTICLE VIII

### Secretary and Assistant Secretaries

Section 1. The Secretary shall attend all sessions of the Board and all meetings of the association membership and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. He/She shall give, or cause to be given, notice of all meetings of the association membership and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/She shall keep in safe custody the seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it, and when so affixed it shall be attested by his/her signature or by the signature of the President.

Section 2. The Assistant Secretaries in the order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the Board of Directors shall prescribe.

## ARTICLE IX

### Treasurer and Assistant Treasurers

Section 1. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the non-profit corporation and shall deposit all monies, and other valuable effects in the name and to the credit of the non-profit corporation, in such depositories as may be designated by the Board of Directors.

Section 2. He/She shall disburse the funds of the non-profit corporation as provided in Section 3 of Article IX of these By-Laws taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the non-profit corporation.

Section 3. Corporate funds shall not be disbursed unless two (2) signatures are affixed to the instrument of disbursal and one (1) signature shall be the Treasurer or Assistant Treasurer and the other signature shall be that of any other officer.

Section 4. He/She shall give the non-profit corporation a bond, if required by the Board of Directors, in such sums, and with such sureties, as may be satisfactory to the Board, for the faithful performance of the duties of his/her office, and for the restoration to the non-profit corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the non-profit corporation.

Section 5. The Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

## ARTICLE X

### Removal of Directors

Section 1. A Director may be removed by a two-thirds vote of the association's membership at a special meeting called for that purpose or by a two-thirds vote of the Board of Directors at any meeting duly called.

## ARTICLE XI

### Meetings

Section 1. Meetings of the association shall be held at the office of the non-profit corporation at 778 East Trinidad Drive, Meridian, Idaho, or at such other place as the Directors shall determine.

Section 2. The annual meeting of the shareholders after the year 2003 shall be held on the first Tuesday in May of each year if not a legal holiday, and if a legal holiday, then on the next secular day following at any hour prescribed in the notice given. They shall elect by plurality vote by ballot, a Board of Directors and transact such other business as may properly come before the meeting.

Section 3. An association membership meeting duly called may be organized for the transaction of business whenever a quorum is present.

Section 4. The presence in person or by proxy of the holders of the majority of the voting power of all association members shall constitute a quorum.

Section 5. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine, but in case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, although less than a quorum, as fixed by law or in these By-Laws, shall nevertheless, constitute a quorum for the purpose of electing Directors.

Section 6. Whenever all parties entitled to vote at any meeting, whether of Directors or members, consent either by writing entered on the records of the meeting or filed with the Secretary, or by presence at such meeting or filed with the Secretary, or by presence at such meeting, whether of Directors or members, consent either by writing entered on the records of the meeting or filed with the Secretary or by presence at such meeting and oral consent entered on the minutes, or by taking part in the deliberations of such meeting without objections, the doings of such meeting shall be as valid as if had at a meeting regularly called and noticed, and at such meeting any business may be transacted which is not excepted from the written consent or to the consideration of which no objection for want of notice is made at the time, and if any meeting be irregular for want of notice or of such consent, provided a quorum was present at such meeting, the proceedings of said meeting may be ratified and approved and likewise rendered valid and the irregularity or defect therein waived by a writing signed by all parties having the right to vote at such meeting; such consent or approval of shareholders may be by proxy or power of attorney in writing.

Section 7. At each meeting of the association membership, every member of record shall have the right to one vote. For the purposes of determining Mountain View

Football Boosters, Inc. association membership and entitlement to all rights, privileges, and immunities therein, the Board of Directors shall proscribe such qualifications, modes of qualifying or election to membership and the terms and conditions of such memberships including fees or dues to be charged or solicited as are not inconsistent with the laws of the State of Idaho or the United States regarding private associations and memberships. In addition, the Board of Directors shall set forth rules of expulsion, suspension of such members for misconduct, non-payment of dues or fees and conditions of restoration to full membership rights.

In these regards and consistent with the purposes of Mountain View Football Boosters, Inc., the association membership shall be voluntary and open to any and all persons meeting the qualifications as set forth by the Board of Directors and the Board of Directors shall have the power and duty to establish such evidence of membership as they shall deem appropriate and proper.

Section 8. In all elections for Directors, every association member shall have the right to vote in person or by proxy for one Director or manager to be elected and such Director or manager shall not be elected in any other manner.

Section 9. Every association member shall have the right to cast his/her vote either in person or by proxy duly authorized in writing and filed with the Secretary. A proxy shall be revocable at will notwithstanding any other agreement or any provision in the proxy to the contrary. The validity of every unrevoked proxy shall cease eleven months after the date of its execution unless some other definite period of validity shall be expressly

provided therein, but in no event shall a proxy, unless coupled with an interest, be voted on after three years after the date of its execution.

The revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the corporation. A proxy need not be an association member.

Section 10. Notice of the time, place and purpose of meetings, including annual meetings, shall be given by the Secretary or other person authorized to do so, to all association membership entitled to vote at such meeting, at least ten days prior to the day named for the meeting. If such written notice is placed in the United States mail, postage pre-paid and addressed to each association member at his/her last known post office address, notice shall be deemed to have been given him/her. Notice of time, place and purpose of any meeting of association membership may be waived by the written assent of an association member entitled to notice filed with or entered upon the records of the meeting either before or after the holding thereof.

Section 11. Special meetings of the association membership may be called at any time by the Board of Directors. If more than eighteen months are allowed to elapse without the annual association membership meeting being held, any member may call such meeting at the registered office of the non-profit corporation. At any time upon written request of any Director or of any member, in the aggregate one-fifth of the voting power of all members, it shall be the duty of the Secretary to call a special meeting of member to be held at the registered office at such time as the Secretary may fix, not less than ten, nor more than thirty five days after the receipt of said request, and if the Secretary shall neglect or refuse to issue such call, the Directors or members making the request may do so.

Section 12. An adjournment, or adjournments, of any annual or special meeting may be taken without new notice being given.

## ARTICLE XI

### Inspection of Books

Section 1. The Directors shall determine from time to time whether, and if allowed, when and under what conditions and regulations the accounts and books of the non-profit corporation (except such as may by statute be specifically open to inspection) or any of them shall be open to the inspection of the association membership members' rights in this respect are and shall be restricted and limited accordingly, except as hereinafter provided in Section 3 of this Article.

Section 2. The non-profit corporation shall maintain an office at 778 E. Trinidad Dr., Meridian, Idaho 83642, to be known as its registered office. It shall keep at said office:

(a) Records of the proceedings of the association membership and of the Directors.

(b) A membership directory giving the names of the members, in alphabetical order, and showing their respective last known addresses, the date on which they attained membership and the standing of the member.

(c) The By-Laws of the non-profit corporation.

The non-profit corporation shall also keep appropriate records of accounts.

Section 3. Every association member shall have the right to examine in person or by agent or attorney, at any reasonable time, or times, for any reasonable purpose, any and all of the books and records of the non-profit corporation, and to make extracts

therefrom except, that no member not in good standing or a member for less than ten days, shall, without special permission given by the Board of Directors of the non-profit corporation, by resolution duly made and entered at a meeting of the Board, make or take any list of the names and addresses of the association members of the non-profit corporation.

## ARTICLE XII

### Checks

Section 1. All checks or demands for money and notes of the non-profit corporation shall be signed by such officer or officers as provided in these By-Laws.

## ARTICLE XIII

### Fiscal Year

The Fiscal Year shall commence on the 1st day of May and shall terminate on the 30th day of April.

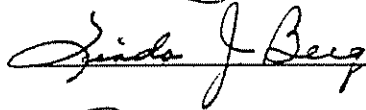
## ARTICLE XIV

### Amendments

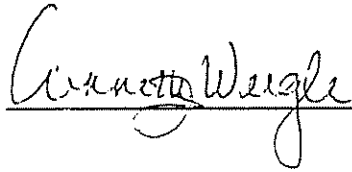
Section 1. These By-Laws may be repealed or amended, or new By-Laws may be adopted at any annual association membership meeting or at any special meeting of the members called for that purpose, by the affirmative vote representing two-thirds of the membership or by the written consent duly acknowledged in the same manner as conveyances of real estate are required by law to be acknowledged of the holders of two-thirds of the membership, which written consent may be in one or more instruments.

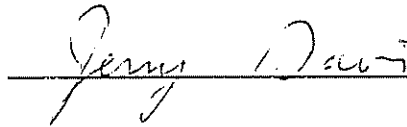
The undersigned, being all the Directors and officers of Mountain View Football Boosters, Inc., a non-profit Idaho corporation, do hereby certify that the within and foregoing By-Laws were regularly adopted by resolution of the membership at their first meeting duly and regularly held on the 1st day of May, 2003.

  
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John J. Berg

  
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