

BYLAWS
OF
NEW PLYMOUTH BOOSTER CLUB, INC.

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of New Plymouth Booster Club, Inc., an Idaho non-profit corporation ("Corporation"), shall be located at 207 South Plymouth Avenue, New Plymouth, Idaho. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. Registered Office. The registered office of the Corporation required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), to be maintained in the State of Idaho, shall be located at 207 South Plymouth Avenue, New Plymouth, Idaho, and may be changed from time to time by the Board of Directors.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers and Standard of Care. All corporate powers and business affairs of the Corporation shall be exercised and managed by or under the authority of the Board of Directors, except as may be otherwise provided in the Act or the Articles.

A Director shall perform his or her duties, including duties as a member of any committee upon which a Director may serve, in good faith; in a manner such Director reasonably believes to be in the best interests of the Corporation; and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other person as to matters that the Director reasonably believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director who performs such duties shall have no liability by reason of being or having been a Director of the Corporation.

Section 2. Number, Election and Qualification of Directors. The Board shall consist of seven members. The number of Directors may be decreased from time to time by resolution adopted at a regular or special meeting of the Board of Directors, but shall not be less than five, nor more than seven. Each Director shall serve a term of two years. The names and addresses of the members of the initial Board of Directors are stated in the Articles. The initial board, plus one additional member to be named (for a total of seven) shall hold office until the second annual meeting of the Board of Directors and until their successors shall have been elected and qualified. At such time, the positions for which Directors are to be elected shall be divided into two classes, to be as nearly equal in number as possible, and Directors shall be elected by the existing Directors. The Directors elected to the first class shall hold office until the third annual meeting of the Board of Directors, and until their successors have been elected and qualified. The Directors elected to the second class shall hold office until the Fourth annual meeting of the Board of Directors, and until their successors have been elected and qualified. At each annual meeting of the Board of Directors thereafter, the number of Directors equal to the number in the class whose term expires at the time of such meeting shall be elected to hold office until the second succeeding annual meeting of the Board of Directors following such election. Each Director shall hold office until such Director's successor shall have been elected and qualified. Directors need not be residents of the State of Idaho, but preference should be given to local community members.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next regular election of Directors.

Section 4. Removal of Directors. At a meeting of the Board of Directors called expressly for that purpose, any Director may be removed with cause by a vote of a majority of the Directors then in office. Any Director may be removed at such a meeting without cause by a vote of two-thirds of the Directors then in office.

Section 5. Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one (1) or more committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation to the full extent permitted under the Act. Each such committee shall consist of one or more Directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or such Director by law. Nothing in this bylaw shall be deemed to prohibit the Board of Directors from establishing committees, some or all of whose members may be non-directors, provided that such committees shall not have and may not exercise any of the powers of the Board of Directors.

Section 6. Directors' and Committee Meetings. Meetings of the Board of Directors, regular or special, or meetings of any committee designated thereby, may be held either within or without the State of Idaho.

Except as otherwise provided in this section, special meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the President, any Director or the chair of a committee, as the case may be, upon written, verbal, telephonic, facsimile or electronic notice (or any other means of notice authorized by the Act) given to all other Directors or committee members, as the case may be, at least two (2) days before the meeting. Unless the Articles or the Act provide otherwise, regular meetings of the Board of Directors may be held without notice at the principal office of the Corporation or at such other location as may from time to time be designated as the location for such meetings. The regular annual meeting of the Board of Directors shall be held on the second Tuesday in June or on such other date as may from time to time be specified by resolution of the Board of Directors.

Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or such committee by conference telephone, or similar communications equipment (provided participation is possible), and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors and/or committee members.

The attendance at or participation of a Director or committee member in any meeting shall constitute a waiver of notice of such meeting, except where a Director or committee member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated thereby need be specified in the notice or waiver of notice for such meeting.

Section 7. Waiver of Notice. Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 8. Quorum and Voting Requirements. A quorum of the Board of Directors consists of a majority of the Directors immediately before a meeting begins. The act of the majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors or the President, as the case may be, shall constitute a quorum for the transaction of business at a meeting of such committee. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Action without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

Section 10. Compensation. No Director or committee member shall receive a salary or other compensation for service in that capacity but may be reimbursed for actual expenses incurred in the performance of such service. This provision shall not preclude any Director from serving the Corporation in any other capacity and receiving additional compensation therefore.

Section 11. Director Conflicts of Interest. Except as may otherwise be provided by the Act or the Articles, no contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which a Director of the Corporation has an interest or in which one or more of its directors or officers are also Directors of the Corporation, shall be either void or voidable because of such relationship or interest or because such Director or Directors or a committee thereof that authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

(a) The material facts of such relationship or interest are disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such action without counting the vote or consent of such interested Directors;

(b) The material facts of such relationship or interest are disclosed or known to the member entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, in which vote or consent such interested Directors may participate to the extent that they are also members; or

(c) The contract or transaction is fair to the Corporation at the time it is entered into and the material facts of such relationship or interest are fully and fairly disclosed or known to the Corporation.

If a majority of the Directors then in office, who have no interest in the contract or transaction vote to authorize, approve or ratify the contract or transaction, a quorum is present for purposes of this Bylaw.

Section 12. Loans to Directors. The Corporation shall not lend money to or use its credit to assist its Directors or officers.

Section 13. Liability of Directors for Wrongful Distribution of Assets. In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of such assets which are thus distributed, to the extent that such debts, obligations and liabilities of the Corporation are not thereafter paid and discharged.

A Director shall not be liable under this section if, in the exercise of ordinary care, such Director relied and acted in good faith upon written financial statements of the Corporation represented to such Director to be correct by the President or by the officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants to reflect fairly the financial condition of the Corporation, nor shall such Director be so liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be equal to their book value.

A Director shall not be liable under this section, if, in the exercise of ordinary care, such Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

A Director against whom a claim shall be asserted under this section and who shall be held liable thereon shall be entitled to contribution from persons who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amounts received by them respectively.

ARTICLE III. OFFICERS

Section 1. Number. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected at the annual meeting of the Board of Directors to serve a term of one (1) year. Provided, however, the Officers elected by the initial Board shall hold office until the Second Annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, until such officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the members of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any promissory notes, deeds, leases, contracts, or other instruments that the Board of Directors had authorized to be executed, except in the case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President is responsible for coordinating staffing at the New Plymouth Booster Club table at games and other events. The President also is responsible for working with Board members to create a sponsorship development program. The President shall co-sign all checks or other deposit account withdrawals in excess of fifty dollars (\$50.00) and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of the President's, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors. To the extent the New Plymouth Booster Club produces newsletters or publications, the Vice President will oversee the publication and disbursement of the same.

Section 7. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall prepare and maintain proper minutes of those meetings. The Secretary shall have the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The Secretary will be responsible for maintaining and attendance sheet at all general and special meetings of the Board. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary of the President or the Board of Directors.

Section 8. Treasurer. The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of and be responsible for all funds of the

Corporation. The Treasurer shall sign all checks and promissory notes of the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these Bylaws. The Treasurer shall keep or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit to the Board of Directors and the President, when required, statements of the financial affairs of the Corporation. The Treasurer shall in general perform all the financial duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

Additionally, the Treasurer shall:

- Disburse funds only when properly authorized by the Board.
- Report the financial status of the New Plymouth Booster Club at each meeting and prepare a written quarterly report to be made available following the end of each quarter.
- Provide a detailed, proposed annual budget to be voted on by the Board at the June meeting.
- Have responsibility for collection of dues and maintaining a record of the organization's sponsorship, which shall be available at all meetings.

Section 9. Compensation. No Officer shall receive a salary or other compensation for service in that capacity but may be reimbursed for actual expenses incurred in the performance of such service.

ARTICLE IV. MISCELLANEOUS

Section 1. Indemnification. The Corporation may, in accordance with section 30-3-88 of the Act, indemnify any Director, officer, former Director or officer, or employee of the Corporation against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person is made a party, or is threatened to be made a party, by reason of being or having been a Director or officer, except in relation to matters as to which such person is adjudged to be liable for willful misconduct in the performance of such person's duties to the Corporation.

Section 2. Books and Records. At its registered office or principal place of business, the Corporation shall keep: (i) correct and complete books and records of account; (ii) minutes of the proceedings of its Board of Directors, and (iii) such other books and records that the Corporation is required to maintain pursuant to the Act. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, note or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation as provided in these Bylaws or in such manner as shall from time to time be determined by the Board of Directors. All checks must be signed by at least two Board members.

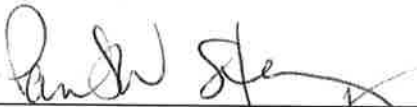
Section 5. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. Deposits shall be made within three days of the date funds are received by the Corporation.

Section 6. Annual Financial Statements. The Board of Directors shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented at the annual meeting of the Board of Directors.


Section 7. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year, except that the first fiscal year shall begin on the date of incorporation.

Section 8. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation at any regular or special meeting.

We, the undersigned, being the initial members of the Board of Directors and the duly elected Secretary of the Corporation do hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Corporation by unanimous consent of the Directors of the Corporation on the 7 day of March, 2008.



Pam Sternberg



Jeff Howe

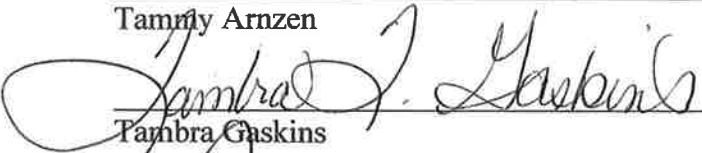


Julie Fischer



Sanya Allmaras

Tammy Arnzen



Tambra Gaskins



Ron Ford

