

BYLAWS
OF
VALLIVUE SUMMER RECREATION PROGRAM, INC.
AN IDAHO NON-PROFIT CORPORATION

PURPOSES

Vallivue Summer Recreation Program, Inc., (“Non-Profit Corporation”) is a non-profit organization whose purpose is to develop and operate a recreation program for young people of the Vallivue District. In conjunction with such purposes, the objective of the Non-Profit Corporation is that through the medium of a supervised, competitive recreation program, this organization will seek to implant in the youth of the community ideals of good sportsmanship, honesty, loyalty, courage, and reverences, so that they may be finer, stronger, and happier youth who will grow to be good, clean, healthy adults.

The organization exists exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the Non-Profit Corporation, shall operate exclusively as a nonprofit educational organization providing a supervised program of competitive programs. No part of the net earnings shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

Article I. OFFICES

Section 1.01 PRINCIPAL OFFICE.

The principal office of the Non- Corporation is hereby fixed and located at _____, County of Canyon, State of Idaho. The Board of Directors is hereby

granted full power and authority to change said principal office from one location to another in said County.

Section 1.02 BRANCH OFFICES.

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places within or without the State of Idaho.

Article II. BOARD OF DIRECTORS

Section 2.01 GENERAL POWERS.

All corporate powers of the Non-Profit Corporation shall be exercised by, or under the authority of, and the affairs of the Non-Profit Corporation shall be controlled by, the Board of Directors; subject, however, to such limitations as imposed by law and the Articles of Incorporation. The Board of Directors may give general, limited or special power and authority to the officers and employees of the Non-Profit Corporation to transact the business and affairs of the Non-Profit Corporation, and may give powers of attorney to agents of the Non-Profit Corporation to transact any special business requiring such authorization.

Section 2.02 COMMITTEES.

Without prejudice to the general powers of the Board of Directors, it is expressly declared that the Board may appoint an Executive Committee and other committees, and may delegate to the Executive Committee any of the power and authority of the Board in the management of the business and affairs of the Non-Profit Corporation, except the power to declare dividends and to adopt, amend, or repeal Bylaws. The Board of Directors shall have the power to prescribe the manner in which the proceedings of the Executive Committee and other committees shall be conducted.

Section 2.03 NUMBER AND QUALIFICATIONS.

The authorized number of Directors of the corporation shall be eight (8), unless changed by resolution duly adopted by the Directors.

The Board of Directors shall consist of (1) the Non-Profit Corporation's President, (2) the Non-Profit Corporation's Vice President, (3) the Non-Profit Corporation's secretary, (4) the Non-Profit Corporation's Treasurer, (5) the Non-Profit Corporation's Media Director, (6) the Non-Profit Corporation's Fundraising Director, (7) the Non-Profit Corporation's Equipment Manager, and (8) the Non-Profit Corporation's Player Agent. If any of the officer positions are vacant at any time, the director position assigned to such officer position shall also be vacant.

Section 2.04 ELECTION AND TERM OF OFFICE.

The Directors shall be elected annually by the directors entitled to vote, and shall hold office until their respective successors are elected or until their death, resignation or removal.

Section 2.05 VACANCIES.

Vacancies in the Board of Directors shall exist in the case of any of the following events: (1) the death, resignation, or removal of any director; (2) the authorized number of Directors is increased; (3) an officer serving as a director has vacated the officer's position, or (4) at any annual, regular or special meeting of Board of Directors at which any director is elected, the Board of Directors fail to elect the full authorized number of directors to be voted for at that meeting.

Section 2.06 FILLING VACANCIES.

Vacancies on the Board of Directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. A

reduction of the authorized number of director does not remove any director prior to the expiration of his term of office.

Section 2.07 REMOVAL OF DIRECTORS.

Any individual director, may be removed from office by a vote or the written consent of directors entitled to exercise a majority of the voting power of the Board of Directors. If any or all directors are so removed, new directors may be elected at the same meeting.

Section 2.08 REGULAR MEETINGS.

The Board of Directors shall meet for the purpose of Non-Profit Corporation, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with. Other regular meetings of the Board of Directors shall be held at any place within or without the State of Idaho at such times and on such dates as authorized and provided from time to time by resolution of the Board of Directors, or by written consent of all directors. In the absence of such designation, other regular meetings of the Board of Directors shall be held at the principal office of the Non-Profit Corporation. Should any meeting date fall on a legal holiday, then the meeting shall be held on the next business day that is not a legal holiday. Notice of other regular meetings is hereby dispensed with.

Section 2.09 SPECIAL MEETINGS.

Special meetings of the Board of Directors for any purpose may be called at any times by the President or, if the President is absent or unable or refuses to act, by any Vice President or any two directors. Written notice of special meetings stating the time, place, and in general terms, the purpose or purposes thereof, shall be mailed or e-mailed or personally delivered to each director not later than two (2) days before the meeting. If the address of a director is not readily ascertainable, notice shall be addressed to him at the place in which meetings of the Board are regularly held.

Section 2.10 ADJOURNED MEETINGS.

A quorum of the directors may adjourn any Board of Director's meeting, to meet again at a stated time and place; provided, however, that, in the absence of a quorum, a majority of the directors present at any Board of Director's meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors. Notice of the time and place of holding an adjourned meeting need not be given to absent directors, if the time and place be fixed at the adjourned meeting. Otherwise notice of the time and place shall be given before the time of the adjourned meeting, in the manner specified in Section 2.9 of this Article, to the directors who are not present at the time of the adjournment.

Section 2.11 QUORUM.

At all meetings of the Board of Directors, a majority of the serving directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation. Directors may attend any Board of Directors meeting by telephone and vote by telephone or by email.

Section 2.12 ACTION WITHOUT MEETING.

Any action required or permitted by law to be taken by the Board of Directors may be taken without a meeting, if each member of the Board signs a written consent to such action and such consents are filed with the corporate records. Such action by written consent shall have the same force and effect as a unanimous vote as such directors or committee members. Any certificate or other document which relates to action so taken shall state that the action was taken by unanimous written consent of the board or committee without meeting, and with the Bylaws

authorize the directors so to act; and such statement shall be prima facie evidence of such authority.

Section 2.13 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 Non-Profit Corporation in any other capacity and receiving additional compensation therefore.

Section 2.14 INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Board of Directors may authorize the Non- Profit Corporation to pay expenses, including attorneys' fees, incurred by, or to satisfy a judgment or fine a rendered or levied against a present or former director, officer, or employee of the Non-Profit Corporation in an action brought by a third party against such person, whether or not the Non-Profit Corporation is joined as a party defendant, to impose a liability or penalty on such a person for an act alleged to have been committed by such a person while a director, officer, or employee or by the Non-Profit Corporation, or by both; provided, the Board of Directors determines in good faith that such a director, officer, or employee was action in good faith within what he reasonably believed to be in the best interest of the Non-Profit Corporation and its shareholders and that such indemnification is allowed under the Idaho Nonprofit Corporation Act. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action. The provision of this section shall apply to the estate, executor, administrator, heirs, legatees or devisees of a director, officer, or employee, and the term "person" where used in the foregoing section, shall include the estate, executor, administrator, heirs, legatees, or devisees of such person.

Section 2.15 MANIFESTATION OF DISSENT.

A director of the Non-Profit Corporation who is present at meeting of the Board of Directors at which action on any no-profit matter is taken shall be presumed to have assented to the action taken, unless the director's dissent shall be entered in the minutes of the meeting, or unless the director shall file the director's written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Non-Profit Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 2.16 DIRECTOR CONFLICTS OF INTEREST.

Except as may otherwise be provided by the Act or the Articles, no contract or other transaction between the Non-Profit Corporation and one or more of its directors or any other corporation, firm, association or entity in which a director of the Non-Profit Corporation has an interest or in which one or more of its directors or officers are also directors of the Non-Profit 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 contract or transaction is fair to the Non-Profit 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 Non-Profit Corporation; and

(c) 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 2.17 NO LOANS TO DIRECTORS.

The Non-Profit Corporation shall not lend money to or uses its credit to assist its directors or officers.

Section 2.18 LIABILITY OF DIRECTORS FOR WRONGFUL DISTRIBUTION OF ASSETS.

In addition to any other liabilities imposed by law upon the directors of the Non-Profit Corporation, the directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Non-Profit Corporation is insolvent or when such distribution would render the Non-Profit Corporation insolvent, or during the liquidation of the Non-Profit Corporation without the payment and discharge of or making adequate provision for all known debts, obligation, and liabilities of the Non-Profit Corporation, shall be jointly and severally liable to the Non-Profit Corporation for the value of such assets which are thus distributed, to the extent that such debts, obligation, and liabilities of the Non-Profit 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 Non-Profit Corporation represented to such director to be correct by the President or by the officer of the Non-Profit Corporation having charge of its books of account, or certified by an independent licensed or certified public account or firm of such accountants to reflect fairly the financial condition of the Non-Profit 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 written opinion of an attorney for the Non-Profit 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 person who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amount received by them respectively.

Article III. OFFICERS

Section 3.01 TITLES AND APPOINTMENT:

The officers of the Non-Profit Corporation shall be a President, Vice President, Secretary, Treasurer, Equipment Manager, Media Director, Player Agent, and Fundraising Director, who shall be chosen by the Board of Directors. The Non-Profit Corporation may also have, in the discretion of the Board of Directors, a Chairman of the Board, and such other officers as may be appointed in accordance with the provisions of Section 3.03 of this Article. Any two offices, except President and Secretary, may be held by one person; and any office, except President and Secretary, may be left unfilled for any period in the discretion of the Board of Directors.

Section 3.02 ELECTION.

The officers of the Non-Profit Corporation, except such officers as may be appointed in accordance with the provision of Section 3.03 and 3.05 of this Article, shall be chosen annually by the Board of Directors, and each shall hold her office until she resigns or shall be removed or otherwise disqualified to serve, or until her successor shall be elected and qualified.

Section 3.03 SUBORDINATE OFFICERS.

The Board of Directors may appoint such other officers or agent as the business of the Non-Profit Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 3.04 REMOVAL AND RESIGNATION.

Any officer may be removed, either with or without cause, by a majority of the Board of Directors, at any regular or special meeting of the Board of Directors. Any officer may resign at any time, by giving written notice to the Board or to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05 VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualifications, or any other cause shall be filled in the manner prescribed in Section 3.02 and 3.03 of this Article for regular appointments to such office.

Section 3.06 CHAIRMAN OF THE BOARD.

The Chairman of the Board, if there shall be such officer, shall, if present, preside at all meetings of the Board of Directors and shall exercise and perform such other duties as may from time to time to be assigned to him by the Board of Directors or prescribed by the Bylaws.

Section 3.07 PRESIDENT.

Subject to such supervisory powers, as may be given by the Board of Directors to the Chairman of the Board, if there be one, the President shall be the chief executive officer of the Non-Profit Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the Non-Profit Corporation. In

the absence of the Chairman of the Board, he shall preside at all meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of President of a Non-Profit Corporation, and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or prescribed by the Bylaws.

Section 3.08 VICE PRESIDENT.

The Vice President, may assume and perform the duties of the President, in the absence or disability of the President or whenever the office of the President is vacant; and shall perform such other duties and have such other powers as may from time to time be assigned to the Vice President by the Board of Directors or by the President, or are prescribed by the Bylaws.

Section 3.09 SECRETARY.

The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, shall keep, or cause to be kept, the minutes of all proceedings and shall perform such other duties as are incident to his office or as many from time to time be assigned to the Secretary by the Board of Directors or by the President, or are prescribed by the Bylaws.

Section 3.10 TREASURER.

The Treasurer, also known in as the Chief Financial Officer, shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Non-Profit Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall Prepare an annual budget, under the President's direction) for submission to the Board of Directors. The Treasure shall disburse the funds of the Non-Profit Corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all her transactions as Treasurer and of the financial condition of the

Non-Profit Corporation, and shall have such other powers and perform such other duties as may from time to time be assigned to Treasure by the Board of Directors or by the President, or are prescribed by the Bylaws.

Section 3.11 EQUIPMENT MANAGER.

The Equipment Manager shall be responsible for the compilation and review of all equipment, fields, and facilities. The Equipment Manager shall inform the Board of Directors of the quality of equipment, fields, and facilities throughout the year. The Equipment Manager shall be responsible for the distribution of the equipment and uniforms to the proper parties. The Equipment Manager shall perform such other duties as are incident to his office or as many from time to time be assigned to the Equipment Manager by the Board of Directors or by the President, or are prescribed by the Bylaws.

Section 3.12 FUNDRAISING DIRECTOR.

The Fundraising Director shall work to secure local sponsorships to support league operations; organize league fundraising activities, and shall perform such other duties as are incident to his office or as many from time to time be assigned to the Fundraising Director by the Board of Directors or by the President, or are prescribed by the Bylaws.

Section 3.13 PLAYERS AGENT.

The Players Agent shall manage the player and team registration process, review player candidates, manage drafts and tryouts, maintain accurate rosters, and shall perform such other duties as are incident to his office or as many from time to time be assigned to the Players Agent by the Board of Directors or by the President, or are prescribed by the Bylaws.

Section 3.14 MEDIA DIRECTOR.

The Media Director, under the director of the Board of Directors, shall manage all of the Non-Profit Corporation's social media pages, website, handle media communications, and shall

perform such other duties as are incident to his office or as many from time to time be assigned to the Media Director by the Board of Directors or by the President, or are prescribed by the Bylaws.

Section 3.15 SALARIES OF OFFICERS.

The salaries of the officers, if any, for their services and any reimbursement for authorized expenses, shall be fixed and determined from time to time by the Board of Directors; and no officer shall be prevented from receiving any salary or reimbursement for expenses by reason of the fact that she is also a director of the Non-Profit Corporation.

Article IV. ADVISORY BOARD

Section 4.01 COMPOSITION OF THE ADVISORY BOARD.

The Board of Directors may from time to time appoint persons to act singly or as a committee or committees to provide expert advice to or to assist it in other ways. Each such advisor shall serve at the pleasure of the Board of Directors for a period designated by the Board of Directors, and shall have only such authority or obligations as the Board of Directors may from time to time determine.

Section 4.02 COMPENSATION.

No member of the Advisory Board shall receive compensation for services rendered, unless approved by a resolution.

Article V. MISCELLANEOUS

Section 5.01 INDEMNIFICATION.

The Non-Profit Corporation may, in accordance with the Idaho Nonprofit Corporation Act, indemnify any director, officer, former director or officer, or employees of the Non-Profit 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 the relation to matter as to which such person is adjudged to be liable for willful misconduct in the performance of such person's duties to the non-Profit Corporation.

Section 5.02 BOOKS AND RECORDS.

At its registered office or principal place of business, the Non-Profit 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 Non-Profit Corporation is required to maintain pursuant to the Idaho Nonprofit Corporation Act. Any books, records, and minutes may be in written form or any other form capable of being converted into written form within reasonable time.

Section 5.03 LOANS.

No loans shall be contracted on behalf of the Non-Profit 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 5.04 CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, note or other evidences of indebtedness issues in the name of the Non-Profit Corporation, shall be signed by such officer or officers, agent or agents of the Non-Profit Corporation as provided in these Bylaws or in such manner as shall form time to time be determined by the Board of Directors.

Section 5.05 DEPOSITS.

All funds of the Non-profit Corporation not otherwise employed shall be deposited from time to time to the credit of the Non-Profit Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5.06 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 5.07 FISCAL YEAR.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year, except that the first fiscal year shall begin on the date of incorporation.

Section 5.08 CORPORATE SEAL.

The Board of Directors may provide for a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Non-Profit Corporation, the state of incorporation and the words "Corporate Seal".

Section 5.09 AMENDMENTS.

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

Article VI. MEMBERS.

The Non-Profit Corporation shall have no members, voting or otherwise.


Article VII. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Non-Profit Corporation, the Board of Directors, shall, after paying or making provision for the payment of all liabilities of the Non-Profit Corporation, distribute all of the assets of the Non-Profit Corporation consistent with the purposes of the Non-Profit Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such a manner as the Board of Directors shall determine. Any such assets not so

distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Non-Profit Corporation.

THESE BYLAWS ARE HEREBY ENACTED BY THE UNDERSIGNED DIRECTORS OF THE NON-PROFIT CORPORATION (AT THE TIME OF SIGNING ONLY 7 DIRECTORS WERE APPOINTED AS NOTED BELOW).

The 27 day of October, 2019


DARR ANDERSON, Director and President


The 27 day of October, 2019


CANDICE DELGADO, Director and Vice President

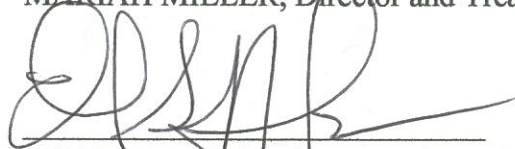
The 27th day of October, 2019


ALYSA GLUCH, Director and Secretary

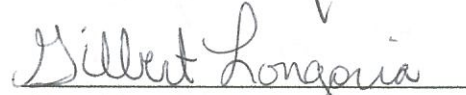
The 27 day of October, 2019


MARIAH MILLER, Director and Treasurer

The 27 day of October, 2019


MIKE SAFFORD, Director and Media Director

The 27 day of October, 2019


GILBERT LONGORIA, Director and Fundraising Director

The 27 day of October, 2019


CHRIS HARDING, Director and Equipment Manager

The ___ day of October, 2019

CURRENTLY VACANT, Director and Player Agent