COPY

BYLAWS OF
BRONCO ELITE GYMNASTICS BOOSTERS, INC.
(An Idaho Nonprofit Corporation)

ARTICLE I
Offices

1.1. Principal Offices. The principal office of Bronco Elite Gymnastics Boosters, Inc. ("Corporation") in the State of Idaho shall be located at 1187 W. River Street Boise, Idaho 83702 and may be changed from time to time by a majority vote of the Board of Directors. The Corporation may have such other offices, within the State of Idaho as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.2. Registered Office. The Corporation shall have and continuously maintain in the State of Idaho a registered office, and a registered agent whose office is identical with such registered office, as required by the Idaho General Corporation Law. The registered office may be, but need not be, identical with the principal office on the State of Idaho, and the address of the registered office may be changed from time to time by a majority vote of the Board of Directors.

ARTICLE II
Purpose

2.1. Purpose. This corporation is organized exclusively for charitable, religious educational and scientific purposes and for purposes of fostering national and international amateur sports competition, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) or section 501(j) of the Internal Revenue Code, or corresponding sections of any future federal tax code. Specifically the purpose of the corporation is to promote and foster national amateur sports competition and more specifically shall be to promote gymnastics competition in the State of Idaho.

2.2. NCAA. The corporation shall insure that all actions taken by the Corporation shall be in compliance with NCAA rules as they now exist or are amended from time to time.

ARTICLE III
Members

3.1. Qualifications and Rights of Membership. This corporation shall have 2 classes of members, designated as follows: Regular and Associate. Any person dedicated to the purposes and bylaws of this corporation and otherwise qualifies as set forth below shall be eligible for membership upon approval of the membership application by the board of directors and on timely payment of such dues and fees as the board may fix from time to time. Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to such persons associated with it as "Members." No such reference, however, shall constitute any such person a "Member" within the meaning of Idaho law, the Corporation's charter or these Bylaws. The Corporation may confer some or all of the rights of a Member as set forth in the Idaho Non-Stock Corporations Law and these Bylaws upon any such person or persons.

3.1.1. Regular Member. The parent or legal guardian of a competitive team member qualifies as a Regular member by virtue of the team member's competitive status. All parents/guardians whose qualifications are based on the same child shall constitute one member.

3.1.2. Associate Member. An Associate Member is someone who by virtue of their dedication and interest in furthering the purposes of this corporation shall be eligible for Associate Membership as set forth in Section 3.1 above.

3.2. Voting Rights. Regular members shall have the right to vote as set forth in these Bylaws, on the election of officers or directors, on the disposition of all or substantially all of the corporation's assets, the acquisition of real property and related indebtedness, the acquisition of debt of any kind, on any merger and its principal terms and any amendments to those terms and on any election to dissolve the corporation. In addition, those members shall have all rights afforded them under Idaho Corporation Law. Each voting member shall be entitled to cast one vote on each matter submitted to a vote of the members. Regular members having more than one membership by virtue of having more than one competitive team member may have one vote per fully paid membership.

3.3. Due and Fees. Each member must pay, within the time and on the conditions set by the board, the dues, fees, and in amounts to be fixed from time to time by the board. The dues and fees shall be equal for all members of each class, but the board may, in its discretion, set different dues for each class. Paid dues are not refundable.

3.4. Good Standing. Those members who have paid the required dues and fees in accordance with these Bylaws and who have not resigned or been suspended shall be members in good standing.

3.5. Termination and Suspension of Membership.

3.5.1. Causes of Termination.

3.5.1.1. Resignation. Voluntary resignation of the member upon reasonable notice to the corporation.

3.5.1.2. Expiration. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board.

3.5.1.3. Failure to pay dues. Failure of the member to pay dues and/or fees set by the board within the time set by the board after they become due and payable.

3.5.1.4. Failure to Satisfy Membership Qualifications. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.

3.5.2. Suspension of Membership. A member may be suspended based on the good faith determination of the board, or a committee authorized by the board to make such a determination, that the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

3.5.3. Procedure for Expulsion or Suspension. If grounds appear to exist for suspension or expulsion of a member, the member shall be given fifteen (15) days' notice by any method reasonably calculated to provide actual notice. The member shall be given an opportunity to be heard either orally or in writing. The hearing shall be held, or the written statement considered, by the board or by a committee authorized by the board to determine whether the suspension or expulsion should take place. If the board or committee should rule in favor of suspension or expulsion, the member shall have the right to have the case heard by the membership at large. The majority vote of the entire voting membership shall be considered final and no other appeal shall be available.

3.6. Meetings of Members.

3.6.1. Place of Meeting. Meeting of the members shall be held at any place designated by the board.

3.6.2. Annual meeting. An Annual meeting shall be held on the first Monday of June each year at 6:30p.m., unless the board fixes another date or time and so notifies members. At this meeting, directors shall be elected and any other proper business may be transacted in accordance with these Bylaws.

3.6.3. Special meetings. A special meeting shall be defined as any meeting of members other than the Annual meeting.

3.6.3.1. Persons Authorized to call. A special meeting of members may be called at any time by the President or by a majority vote of the Board of Directors or by 25% or more of the regular members.

3.6.3.2. Calling Meetings. Any special meeting called by the president or the board shall require written notice of the meeting ten (10) days in advance of the meeting. A special meeting called by any person entitled to call a meeting (other than the board) shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the board. The board shall call said meeting within ten (10) days of the notice.

3.6.3.3. Proper Business of Special Meeting. A special meeting called by the board or President shall have any items on the agenda deemed necessary by the Board or President. At any other special meeting, no business other than the business specified in writing in 3.6.3.2 shall be transacted.

3.6.4. Notice Requirements. A written notice of any meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting. A complete agenda shall accompany the notice. The member shall receive the notice at least ten (10) days before the date of the meeting. The notice of any meeting at which directors are to be elected shall include the names of the persons who are nominees when notice is given.

3.6.5. Quorum. Thirty (30%) of the voting power shall constitute a quorum for the transaction of any business at any meeting of members. Subject to other provisions of these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum.

3.6.6. Voting.

3.6.6.1. Eligibility. Members entitled to vote at any meeting of members shall be Regular members in good standing as of the date of the vote.

3.6.6.2. Manner of Casting Votes. Voting may be by voice or ballot at the discretion of the President, except that the election of any officer or director must be in writing by ballot.

3.6.6.3. Approval by Majority Vote. If a quorum is present, the affirmative vote of a simple majority of the voting power represented at the meeting shall be the act of the members.

3.6.6.4. Written Ballots. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum requirements and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting. A written ballot may not be revoked under any circumstances. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least three (3) years.

3.6.7. Proxies. Each member entitled to vote shall have the right to do so by proxy, signed by the person and filed with the secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy, whether by manual signature, typewriter telegraphic (email) transmission or by the member's attorney-in-fact. Any form of proxy shall afford an opportunity to specify a choice between approval and disapproval of each matter or group of matters. The vote shall be cast in accordance with that specification. In any election of officers or directors, any form of proxy that a member marks "withhold" or otherwise marks in a manner indicating that authority to vote for the election of officers or directors is withheld, shall not be voted either for or against the election of the officer or director. A validly executed proxy shall continue in full force and effect until revoked by the member executing it or until the next annual meeting whichever comes first.

ARTICLE IV
Officers and Directors

4.1. Election of Officers and Directors. Any regular member shall have a right to hold any officer or director position. If any member desires to hold any officer or director position, they should notify the President in writing that they desire to hold a stated office. The notice must be received by the board at least sixty (60) day prior to the annual meeting. All candidates who have expressed in writing a desire to hold an office or director position shall be on a ballot that will be sent with the notice of the annual meeting. If six (60) days prior to the annual meeting insufficient candidates have voluntarily come forth, the board shall be authorized to form a nominating committee to find candidates for any open positions. These candidates will be placed on the ballot to be mailed with the notice of the annual meeting. No individual person can hold more than one officer position. An individual person can be both an officer and a director.

4.2. General Corporate Powers. Subject to the provisions and limitations of Idaho law and any other applicable law; and subject to the limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the board of directors.

4.3. Specific Corporate Powers. The board of directors shall have the following specific corporate powers:

4.3.1. Change the principal office.

4.3.2. Adopt and use a corporate seal.

4.4. Number of Directors. The number of initial directors shall be four (4) until changed by amendment to these Bylaws. The number of directors shall never be less than three (3) or more than five (5). The qualifications for directors are that they be members in good standing.

4.5. Election, Designation and Term of Office. At each annual meeting of the members all officers and directors shall be elected by a majority vote of the members.

4.6. Vacancy. A vacancy on the board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the 2/3 majority vote of all members voting at any meeting (assuming there is a quorum) to remove any director; or (c) the automatic termination of a director who is no longer a member in good standing. All vacancies shall be filled by a majority vote of the members. The president shall notify members of the opening by any method necessary. Interested members should notify the president that they wish to serve. A special meeting shall be called and a ballot vote taken to fill the position. Said special meeting shall be held at any time within two (2) weeks after notifying the last member. No reduction of the number of directors shall have the effect of removing any director before that director's term of office expires.

4.7. Directors' Meetings. Meetings of the board shall be held at any place and time designated by resolution of the board of directors. Any meeting may be held by telephone. Immediately after each annual meeting, the board shall hold a regular meeting for purposes of organization. Special meetings of the board may be called by the president or by any two (2) directors. Notice of special meetings of the board of directors shall be by any method deemed effective by the president. A majority of directors shall constitute a quorum. Directors and officers shall receive no compensation for their services.

4.8. Committees. The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, to serve at the pleasure of the board and reporting to the board. Appointments to committees shall be by·a majority vote of the directors then in office. It is understood that any opening on any committee shall be opened to any member. The board shall notify all members of any opening on any committee and shall actively pursue the widest possible pool of volunteers for any committee. However, the board will still have final determination of the makeup of any committee. The board may appoint one or more directors as alternate members of any such committee and any board member may attend any committee meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may: (i) take any final action on any matter that, under Idaho Corporation law, also requires approval of members or approval of a majority of all members; (ii) fill vacancies on the board or on any committee that has the authority of the board; (iii) fix compensation for serving on any committee; (iv) amend or repeal bylaws or adopt new bylaws; (v) amend or repeal any resolution of the board that is not so amendable or repealable; (vi) create any other committee; (vii) approve any financial contract of any kind.

4.9. Officers. The officers of the corporation shall be a president, a vice president, a secretary and a treasurer. Said officer positions shall be specifically filled at the annual meeting of members as outlined above in these Bylaws. The qualifications for officers are that they be members in good standing.

4.9.1. President. Preside at meetings of members and meetings of the board of directors and perform such other powers and duties that the board may assign from time to time. The president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall perform any duties prescribed by these Bylaws.

4.9.2. Vice President. If the president is absent or disabled the vice president shall perform all duties of president. When so acting the vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have other powers and perform such duties as the board or the bylaws may prescribe.

4.9.3. Secretary. The secretary shall keep or cause to be kept, at the Corporation's principal office, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board and of members meetings. The minutes shall include the time and place the meeting was held, whether the meeting was annual or special and, if special, how authorized, the notice given, the names of those present at board and committee meetings, and numbers of members present or represented at members meetings. The secretary shall be responsible for keeping a current membership list, showing each member's name, address, phone number, email and class of membership, for updating all members of that list and shall be responsible for providing these Bylaws to new members. The secretary shall keep or cause to be kept, at the principal office in Idaho, a copy of the Articles of Incorporation and Bylaws as amended to date.

4.9.4. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained adequate and correct books and accounts of the Corporation's properties and transactions. The treasurer shall send or cause to be given to members and directors such financial statements and reports as are required to be given by law, by these Bylaws or by the board. The book of accounts shall be open to inspection by any member in good standing at any reasonable time. The form of record keeping may be authorized by the board by resolution of a majority of the board. Any account opened in the name of the corporation shall be at any depository authorized by resolution of the board of directors with signators as authorized by the board of directors. The treasurer shall deposit or cause to be deposited all money and other valuables in the name of the Corporation with such depositories as the board may designate, shall disperse the Corporation's funds as the board may order, shall render to the President, when requested, an account of all transactions and shall have such other powers and perform such other duties as the board or the bylaws may prescribe. If required by the board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board.

ARTICLE V
Indemnification

5.1. Indemnification of Directors and Officers. To the extent permitted or required by the Act (as defined below) and any other applicable law, if any director or officer (as defined below) of the Corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a director or officer of the Corporation, the Corporation, through its insurer (i) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigations and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding; and (ii) shall advance to such person expenses incurred in such proceeding upon receipt of an undertaking by or on behalf of the indemnified party, in form and substance satisfactory to the Corporation, to repay such amounts so advanced as shall not ultimately be determined to be payable to him under applicable Idaho law.

5.2. Employees and Agents. The Corporation, through its insurer, may at its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the Corporation, through its insurer, to the same extent as to a director or officer.

5.3. Bylaws Not Exclusive. The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its directors, in a contract or in its Articles of Incorporation.

5.4. Repeal or Modification of This Article. Any repeal or modification of the foregoing provisions of the Articles of indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part hereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

5.5. Definitions. As used in this Article V, the following terms shall have the following meanings:

A. Act. The term "act" means the Idaho General Corporation Law as it exists on the date these Bylaws are adopted, and as the Idaho General Corporation Law may be thereafter amended from time to time. In the case of any amendment of the Idaho General Corporation Law after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term "act" shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Idaho General Corporation Law permitted prior to the amendment.

B. Director or Officer. The term “director” or “officer” means (i) a director or officer of the Corporation; (ii) while an individual is a director or officer of the Corporation, the individuals serving at the Corporation's request as a director, officer, partner, employee or agent of any corporation, partnership, joint venture, trust, other enterprise or employee benefit plan; and (iii) any other position (not with the Corporation itself) in which a director or officer of the Corporation is serving at the request of the Corporation and for which indemnification by the Corporation is permitted by the act.

C. Proceeding. The term "proceeding" means any threatened, pending or complete action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

D. Code. The term "Code" means the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VI
Contracts, Checks, Deposits, Gifts and Proxies

6.1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

6.2. Checks, Drafts. Etc. Unless identified elsewhere in these Bylaws all checks, drafts or orders for the payment of money, notes 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 and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation.

6.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors may select.

6.4. Gifts. The board of directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

6.5. Proxies. The board of directors may from time to time appoint one or more agents or attorneys in fact of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may authorize such person(s) to execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as (s)he may deem necessary or proper in the circumstances.

ARTICLE VII
Books and Records

7.1. The Corporation shall keep correct and complete books and records of account, which may be audited annually by an external, impartial auditor, the results of which will be mailed to all Directors. The Corporation shall also keep minutes of the proceedings of its meetings of the board of directors and committees having any of the authority of the board of directors at its principal or registered office.

ARTICLE VIII
Corporate Seal

8.1. The corporate seal shall be in such form as shall be approved by resolution of the board of directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by the Secretary for the authentication of contracts or other papers requiring the seal.

ARTICLE IX
Waiver of Notice

9.1. Whenever any notice is required to be given under the provisions of the Idaho General Corporation Law or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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 deemed equivalent to the giving of such notice.

ARTICLE X
Amendments to Bylaws

10.1. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a fifty-one percent (51%) majority vote of the regular members, at a duly noticed and called Special or Annual Meeting.