

BYLAWS
OF
POLSON YOUTH SOCCER ASSOCIATION, INC.

Article I. Offices

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The Corporation may have such other offices, either within or without the State of Montana, as the Board may designate or as the business of the Corporation may require from time to time.

Article II. Membership

The Corporation shall have no members. However, establishment of membership classes, the manner of election or appointment of each class of members and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

Article III. Board of Directors

3.1 Management Responsibility. The business and affairs of the Corporation shall be managed by a Board of Directors.

3.2 Number. The Board shall consist of not less than 5 Directors nor more than 9 Directors. It shall be large enough to remain representative of its geographical mandate as well as its key sponsors and contributors. The number of Directors may be changed from time to time by resolution of the Board, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications. Directors shall be nominated by the founding members of the Board of Directors of the Corporation. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Classes. The Corporation shall initially have one class of Directors. Additional classes of Directors, the manner of election or appointment of each class of Directors and the qualifications and rights of each class of Directors may be established by amendment to these Bylaws.

3.5 Election. Directors shall be elected each year at the annual meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office (including those Directors whose terms expire on the date of the meeting).

3.6 Term of Office. Except for certain Directors in office upon adoption of these Bylaws, each Director shall hold office for one year, or until his or her successor shall have been

elected and qualified, or until he or she resigns or is removed by the Board. A Director may be elected to serve more than one term.

3.7 Regular Meetings. Regular meetings of the Board of Directors or of any committee designated by the Board may be held at such place and such day and hour as shall from time to time be fixed by resolution of the Board or committee, without other notice than the delivery of such resolution as provided in Section 3.12.

3.8 Annual Meeting. An annual meeting of the Board of Directors shall be held during the month of September at such place and such specific day and hour as shall be fixed by resolution of the Board. In addition to such other business as may properly come before the Board, the election of Directors shall take place at the annual meeting.

3.9 Special Meetings. Special meetings of the Board or any committee designated and appointed by the Board may be called by the President or the Chairman of the Board, or, in the case of a committee meeting, by the chairman of the committee, to be held at such place and such day and hour as specified by the person or persons calling the meeting.

3.10 Meetings by Telephone. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.11 Place of Meetings. All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Montana designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.12 Notice of Meetings. Notice of Board or committee meetings shall be given to a Director in writing, email or by personal communication with the Director not less than fourteen days before the meeting. Notices in writing may be delivered, mailed or e-mailed to the Directors at his or her address shown on the records of the Corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

3.13 Waiver of Notice

3.13.1 In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation, or applicable Montana law, 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.13.2 By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.14 Quorum. A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.15 Manner of Acting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Montana law.

3.16 Presumption of Assent. A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.17 Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consent may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.18 Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.19 Removal. At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast at a meeting of the Board at which a quorum is present. Directors shall be removed singly,

with a separate vote taken for removal of each Director. A Director shall not be entitled to vote on his or her removal from the Board. Removal shall be effective immediately.

3.20 Vacancies. A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.21 Board Committees. The Board may by resolution from time to time designate from among its members an Executive Committee, a Nominating Committee and one or more other committees, each of which, to the extent provided by the Board, shall have and may exercise the authority of the Board, provided that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee; or any other matter that by law the Board may not delegate to a committee. The Executive Committee shall meet periodically between meetings of the full Board.

3.22 Compensation. The Directors shall receive no compensation for their service as Directors, but may receive reimbursement for expenditures incurred on behalf the Corporation, subject to the approval of the Board.

Article IV. Officers

4.1 Number and Qualifications. The officers of the Corporation shall be the President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided by these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board an additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office. The officers of the Corporation shall be elected each year by the Board at its first regular meeting of the year. Unless an officer dies, resigns or is removed from office, he or she shall hold office until the next year's first regular meeting of the Board or until his or her successor is elected.

4.3 Resignation. Any officer may resign at any time by delivering written notice to the President, the Secretary or the Board, or by giving oral or written notice at any meeting of the

Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal. Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President. The President shall be the chief executive and operating officer of the Corporation, and shall preside over meetings of the Board. The President, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President may sign deeds, mortgages, bonds, contracts or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.7 Secretary. The Secretary shall: (a) keep the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the name and post office address of each member, Director and officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

4.8 Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident of the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer.

4.9 Transfer of Authority. In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that officer to any other officer or to any director or employee of the corporation, provided a majority of the full Board of Directors concurs.

4.10 Salaries. The salaries, if any, of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is a Director of the Corporation.

Article V. Contracts, Etc.

5.1 Contracts. The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

5.2 Loans. The Corporation shall not borrow money 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. No loans shall be made and no credit shall be granted by the Corporation to any of its members, Directors or officers.

5.3 Guarantees. The Corporation shall not make guarantees respecting the contracts, securities or obligations of any person, including, but not limited to, any member, any affiliated or unaffiliated individual, domestic or foreign, profit or nonprofit, corporation, partnership, association, joint venture or trust unless the Board of Directors determines that the guarantee may be reasonably expected to benefit, directly or indirectly, the Corporation and approves the specific guarantee.

5.4 Checks, Drafts, Etc. All checks, drafts or other 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 or agent or agents of the Corporation and in such manner as may be determined from time to time by resolution of the Board of Directors.

5.5 Deposits. All funds of the Corporation not otherwise employed 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.

Article VI. Administrative Provisions

6.1 Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and

address and class, if applicable, of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any board member.

6.2 Accounting Year. The accounting year of the Corporation shall be twelve months ending December 31.

6.3 Rules of Procedure. The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

Article VII. Indemnification

Directors, officers and agents of the Corporation shall have rights to indemnification by the Corporation as provided in the Articles of Incorporation.

Article VIII. Resolutions

Resolutions in general meetings shall be adopted upon receiving a simple majority of votes cast. Adopted resolutions shall remain in effect until amended or rescinded by subsequent resolutions

Article IX. Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a two-thirds majority of the whole Board of Directors at any meeting of the Board. Likewise, the Articles of Incorporation may be altered and amended by the vote of a two-thirds majority of the whole Board of Directors at any meeting of the Board.

The foregoing Bylaws were adopted by the Company's Incorporator on this, the 19th day of March, 2009.



Jeffrey M. Heutmayer, Secretary