
2006 AMENDED AND RESTATED

BYLAWS

OF THE

ADA COUNTY SOCCER REFEREE ASSOCIATION, INC.

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OF THE
ADA COUNTY SOCCER REFEREE ASSOCIATION, INC.**

**ARTICLE 1
PURPOSES**

1.1 General Purpose. The general purpose of the Ada County Soccer Referee Association, Inc., an Idaho non-profit corporation ("**Association**") is to promote the officiating of the sport of soccer.

1.2 Specific Purposes. Specific purposes of the Association include, but are not limited to, the following:

(a) the representation, control, promotion and teaching of soccer refereeing in Ada County and surrounding areas;

(b) the unification in one association of all persons interested in refereeing the game of soccer in Ada County and surrounding areas;

(c) the recruiting and developing of soccer referees;

(d) the maintenance and protection of interests of soccer and soccer refereeing;

(e) the provision of means for members to improve the refereeing skills of the members and the general quality of soccer refereeing; and

(f) the fostering of a spirit of pride, unity and cooperation among soccer referees.

**ARTICLE 2
OFFICES**

2.1 Principal Office. The principal office of the Association is located at 877 Main Street, Suite 1000, Boise, Idaho 83702, and may be changed from time to time by the Board of Directors. The Association may have such other offices as the Board of Directors may designate or as the business of the Association may require from time to time.

2.2 Registered Office. The registered office of the Association 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 877 Main Street, Suite 1000, Boise, Idaho 83702 and may be changed from time to time by the Board of Directors.

ARTICLE 3 MEMBERS

3.1 Admission to Membership. The Association shall admit any person as a member of the Association upon the person's satisfaction of the membership conditions for the calendar year in which such person applies for membership. Each person's membership expires at the end of the calendar year unless on or before that date such person again satisfies the membership conditions. Conditions of membership and procedures for the suspension or termination of a membership by the Association shall be established from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board of Directors.

3.2 Certificates of Membership. Certificates of membership may be issued to each member upon that member's admission to the Association. If issued, the certificates of membership are to be numbered. Each certificate of membership is to exhibit the name of the member to whom the certificate is issued. As each certificate is issued, the number and member name on that certificate are to be entered into the membership register of the Association. The President or Secretary shall sign each certificate of membership issued.

3.3 Referee Removed by Another Referee Association. A referee that for disciplinary reasons has been removed from membership in any other soccer referee association is not to be admitted to membership in the Association except by a special resolution of the Board of Directors, after an investigation and upon good cause shown. Such a decision of the Board of Directors is final.

3.4 Termination of Membership. The Board of Directors may terminate the membership of any member upon a two-thirds vote of those Directors present in accordance with the quorum requirements of Section 4.10. This termination may occur at either a regular or a special meeting. The Board of Directors cannot terminate a membership unless that member has been provided written notice thirty (30) days in advance of the meeting at which the membership is to be terminated. At that meeting, the member whose membership is to be terminated is entitled to an opportunity to respond to the stated reasons for termination.

3.5 Disciplinary Actions Against Members. The Board of Directors may take disciplinary action, short of terminating the membership, against any member upon a majority vote of those Directors present in accordance with the quorum requirements of Section 4.10. The Board of Directors has discretion to choose any method of discipline deemed appropriate, such as suspending a membership, placing a member on probation or levying fines against a member.

3.6 Annual Meeting. The annual meeting of the members is to be held on such date and at such time as the Board of Directors shall fix each year for the purpose of transacting such business as may come before the meeting.

3.7 Special Meetings. The President or the Board of Directors may call special meetings of the members for any purpose or purposes. The President shall call a special meeting of the members upon the written request of members having at least one-tenth (1/10) of the votes entitled to vote at such meeting.

3.8 Place of Meeting. Any annual or special meeting of the members shall be held at such place designated by the President or the Board of Directors.

3.9 Notice of Meetings. It shall not be necessary for notice of annual meetings to be given to each member entitled to vote at such meetings. The Secretary, the President or members of the Board of Directors shall endeavor to give notice to as many members as reasonably practicable by any one or a combination of the following: (i) e-mail; (ii) United States first-class mail; (iii) word-of-mouth; (iv) posting notice at the principal office or one or more public places in the City of Boise; or (v) publication in a newspaper of general circulation in the City of Boise. If any notice is mailed to members, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears in the records of the Association or such other last known address of which the Association may have notice, with postage thereon prepaid.

3.10 Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of the Act, the provisions of the Articles of Incorporation of the Association ("**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 of the meeting or other act stated therein, shall be deemed equivalent to the giving of such notice.

3.11 Officers of the Members' Meetings. The presiding officer at members' meetings shall be the President of the Association or, in the absence of the President, the First Vice President or, in the absence of both the President and First Vice President, a person appointed by the President or, in the absence of an appointment, a chairperson elected by the members present at the meeting. The Secretary of the Association or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a members' meeting.

3.12 Quorum and Voting Requirements. One-tenth (1/10) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. The members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the Act, the Articles or these Bylaws.

3.13 Proxies. A member may vote either in person or by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution. Every proxy shall be revocable at the pleasure of the member who executed it.

3.14 Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the members of the Association may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of members and may be stated as such in any articles or documents filed with the Idaho Secretary of State under the Act.

ARTICLE 4 BOARD OF DIRECTORS

4.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the

direction of, the Board of Directors except as may be otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent by such person or persons as is provided in the Articles.

4.2 Standard of Care. A Director shall perform such Director's duties in good faith, in a manner such Director reasonably believes to be in the best interests of the Association, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who performs such duties shall have no liability by reason of being or having been a Director of the Association. In performing such Director's 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 (1) or more officers or employees of the Association 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, or resolution of the Board of Directors, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

4.3 Presumption of Assent. A Director of the Association who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless (i) such Director's dissent shall be entered in the minutes of the meeting or (ii) unless such Director shall file such Director's written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Association within three (3) days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

4.4 Number, Election and Qualification of Directors. The Board of Directors of the Association shall consist of five (5) members who shall each serve for a term of two (2) years. The names and addresses of the members of the first Board of Directors have been stated in the Articles. Such persons shall hold office until the Board of Directors' meeting immediately following the first annual meeting of members, and until their successors shall have been elected and qualified. At the Board of Directors' meeting immediately following the first annual meeting of members, the members shall elect Directors to hold office until the Board of Directors' meeting immediately following the second succeeding annual meeting of members, and the Board of Directors shall be elected in a like manner every two years thereafter. Each Director shall hold office for the term for which such Director is elected and until such Director's successor shall have been elected and qualified. Directors shall be members of the Association but need not be residents of the State of Idaho.

4.5 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.

4.6 Removal of Directors. At a meeting of the members called expressly for that purpose, any Director or the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the members then entitled to vote.

4.7 Board 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 Association. Each such committee shall consist of two (2) or more persons, a majority of whom are Directors; the remainder need not be Directors. The designation of such committees and the delegation of authority to such committees shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or such Director by law. Any non-director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a Director who is a member of such committee.

4.8 Directors' and Committee Meetings.

4.8.1 Location. 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 at such location designated by the chair of the Board of Directors or the chair of the committee in the notice of the meeting.

4.8.2 Notice of Meeting. Except as otherwise provided in this section, regular or 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 or verbal notice thereof given to all other Directors or committee members, as the case may be, at least three (3) days before the meeting. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same location as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

4.8.3 Meeting Participation. 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 by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting.

4.8.4 Business Stated in Notice. 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.

4.8.5 Open Meetings. All meetings of the Board of Directors are to be open to members of the Association. The Board of Directors may hold executive sessions to address personnel matters, litigation matters, or other matters for which confidentiality is advisable.

4.9 Waiver of Notice. 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. 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.

4.10 Quorum and Voting Requirements. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board of Directors. 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.

4.11 Action Without a Meeting. 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 Board of 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.

4.12 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 Association in any other capacity and receiving additional compensation therefor.

4.13 Director Conflicts of Interest.

4.13.1 Certain Contracts and Transactions Not Void or Voidable. No contract or other transaction between the Association and one or more of its Directors or any other corporation, firm, association or entity in which a Director of the Association is financially interested or in which one or more of its directors or officers are also Directors of the Association, is void or voidable because of such relationship or interest or because such Director or Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which 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 fact of such relationship or interest is disclosed or known to the members 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;

(c) the contract or transaction is fair and reasonable to the Association and the fact of such relationship or interest is fully and fairly disclosed or known to the Association; or

(d) the contract is a contract for referee services that is made on the same terms and conditions as the contract would be made with any similarly situated member of the Association.

4.13.2 Quorum When Ratifying Interested Contract or Transaction.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or a committee thereof, that authorizes, approves or ratifies such contract or transaction.

4.14 Loans to Directors. The Association shall not lend money to or use its credit to assist its Directors or officers.

4.15 Wrongful Distribution of Assets.

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

4.15.2 Exception to Liability. A director shall not be liable under this section if in the exercise of ordinary care, such Director:

(a) relied and acted in good faith upon written financial statements of the Association represented to such Director to be correct by the President or by the officer of the Association having charge of its books of account, or certified by an independent certified public accountant or firm of such accountants to reflect fairly the financial condition of the Association, 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; or

(b) acted in good faith and in reliance upon the written opinion of an attorney for the Association.

4.15.3 Contribution. 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.

4.16 Annual Dues. At each regular annual meeting or at such other meeting as may be designated in a resolution adopted by the Board of Directors, the Board of Directors may by resolution designate classes of membership, if there be more than one, and set the annual dues, if any, to be paid by each class of membership for the ensuing calendar year.

ARTICLE 5 OFFICERS

5.1 Number. The officers of the Association shall consist of a President, a First Vice President (President Elect), a Second Vice President (Assignor Coordinator), a Secretary, and a 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.

5.2 Election and Term of Office. The officers of the Association are to be elected annually at the first meeting of the Board of Directors held after the annual meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon as practicable thereafter. Each officer shall hold office until a successor has been duly elected and has qualified, until such officer's death, or until such officer resigns or has been removed in the manner hereinafter provided.

5.3 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal is without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent does not of itself create contract rights.

5.4 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.

5.5 President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general manage and control all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the members and all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized to be executed, except in the cases 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 Association, or shall be required by law to be otherwise signed or executed. Unless otherwise provided by resolution of the Board of Directors, the President 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.

5.6 First Vice President (President Elect and Development Committee). The First Vice President shall chair and administer the Development Committee described in Section 6.2. In addition, in the absence of the President or in the event of the President's death, inability to act, 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.

5.7 Second Vice President (Assignor Coordinator). The Second Vice President is responsible for the coordination and oversight of assignors, in cooperation with the assignor, for all games for which the Association provides assignment services.

5.8 Secretary. The Secretary shall attend all meetings of members and the Board of Directors and shall prepare and maintain proper minutes of those meetings. The Secretary shall be the custodian of the official seal of the Association, if any, and shall affix that seal on all documents executed on behalf of the Association, pursuant to due authorization by the Board of Directors. The Secretary shall maintain at the registered office or principal place of business of the Association a register of members of the Association, showing the names and addresses of the members. The Secretary shall have the custody of and properly protect all executed contracts, deeds, leases, agreements and other legal documents and records to which the Association is a party or by which it is legally affected. 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 by the President or the Board of Directors.

5.9 Treasurer. The Treasurer shall be the principal financial officer of the Association and shall have charge and custody of and be responsible for all funds of the Association. Unless otherwise provided by resolution of the Board of Directors, the Treasurer shall receive and give receipts for moneys due and payable to the Association from any source whatsoever and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 5 of these Bylaws. The Treasurer shall keep, or cause to be kept, adequate and correct accounts of the Association, 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 Association. The Treasurer shall in general perform all of 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. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

5.10 Compensation. No officer shall receive a salary or other compensation for service as an officer of the Association but (i) may be reimbursed for actual expenses incurred in the performance of such service, and (ii) the Association shall pay the officer's dues owed to the United States Soccer Federation.

ARTICLE 6 STANDING COMMITTEES

6.1 Review Committee. The Review Committee consists of at least three (3) members appointed by the President and approved by the Board of Directors from among the members of the Association. The Review Committee shall have original jurisdiction of complaints submitted against referees. The Review Committee shall conduct an investigation of all complaints submitted to it and has the power to require the personal or telephonic appearance before it of the accused referee. The Review Committee shall render a written decision on all complaints submitted to it and has the power to take punitive action, including the levying of fines, against the accused referee. A party in interest aggrieved by a decision of the Review Committee may appeal the decision to the Board of Directors by submitting a notice of appeal within fourteen (14) days of the Committee's decision. The decision of the Board of Directors on the appeal is final. If complaints are submitted against a referee who is a member of the Review Committee, the President shall appoint a special committee with the same power as the Review Committee to act upon those charges.

6.2 Development Committee. The Development Committee under the chair of the First Vice President shall have the duties of referee development and evaluation. The Development Committee is to be comprised solely of members of the Association. The First Vice President shall appoint the members of this committee subject to the Board of Directors' approval of the appointments.

6.2.1 Development Function. The Development Committee is responsible for referee development, including recruiting, mentoring, retention and training. To that end, the Development Committee may collect fees from members, soccer leagues or from player associations at rates to be determined by the Board of Directors. Fees thus collected must be used for the development of referees through clinics, camps, video and library supplies, payment for instructors, advertising, incentives for new referees, and any other method to develop referees approved by the Board of Directors.

6.2.2 Observation and Evaluation Function. The Development Committee is responsible for referee observation and evaluation, including both formal and informal observation and evaluation. The Development Committee shall use observation and evaluation policies, procedures, criteria, methods and reports of the relevant soccer league, or, if none shall exist, those created by the Development Committee. The Development Committee is to:

(a) establish an observation and evaluation program consistent with purposes of the Association;

(b) provide observations, evaluations and counseling to soccer referees that desire to improve their skills or upgrade their grade;

(c) supply a group of observers and evaluators sufficient to meet the requirements of the Association; and

(d) assure that the Association is supplying quality referees commensurate with the soccer players' level of play that Association members are officiating.

ARTICLE 7 ADMINISTRATION OF OFFICIALS

7.1 Assignment. Assignment of members to referee positions in games for which the Association provides assignment services is to be made by the assignor engaged by the Association with the assignment approved by the Second Vice President. Assignments must be made in accordance with applicable ethical or other standards of the relevant league.

7.2 Acceptance of Game Assignments. All members should promptly accept or decline game assignments. A member unable to fulfill an assignment shall notify the assignor as soon as possible. Unless the member notifies the assignor that the member declines the assignment, the member is deemed to accept the assignment.

7.3 Penalty for Failure to Fulfill Assignment. Unless excused by the assignor for good cause, any member failing to fulfill an accepted game assignment (i) is not paid for that game, plus (ii) must pay the Association a penalty equal to the game fee for that assignment. Aggrieved members may appeal an adverse decision of the assignor to the Board of Directors,

provided that the appeal is submitted within thirty (30) days of the assignor's adverse decision. All decisions of the Board are final.

ARTICLE 8 INDEMNIFICATION

The Association shall indemnify any Director, officer or former Director or officer of the Association against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is 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 Association.

ARTICLE 9 FINANCES

9.1 Loans. No loans shall be contracted on behalf of the Association 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.

9.2 Checks, Drafts and Financial Instruments. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by at least two (2) officers of the Association that are authorized from time to time by resolution of the Board of Directors.

9.3 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

9.4 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 to the members at the regular annual meeting of the members.

9.5 Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 10 ADMINISTRATIVE

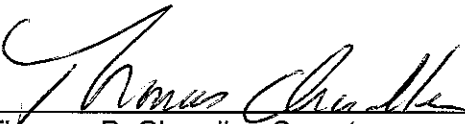
10.1 Books and Records. At its registered office, principal place of business or such other place as designated by resolution of the Board of Directors, the Association shall keep: (i) correct and complete books and records of account; (ii) minutes of the proceedings of its members and Board of Directors; and (iii) a record of the names and addresses of all members. 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. All books and records of the Association may be inspected by any member, or such member's agent or attorney, for any proper purpose at any reasonable time.

10.2 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 Association, the state of incorporation and the words "Corporate Seal."

10.3 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted (i) by the Board of Directors of the Association at any regular or special meeting of the Board of Directors, or (ii) by the members of the Association at any regular or special meeting of the members.

I, the undersigned, certify that I am the duly elected and acting Secretary of the Association and that the foregoing Bylaws were duly adopted as the official Bylaws of the Association by vote of the members of the Association on April 17, 2006.

ADA COUNTY SOCCER REFEREE
ASSOCIATION, INC.



Thomas B. Chandler, Secretary