

BYLAWS
OF
VCA BOOSTER CLUB

ARTICLE I
Name, Offices and Organization

Section 1. Name. The name of this non-profit corporation is “VCA Booster Club” (the “Corporation”).

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Nevada, as may be designated from time to time by resolution of the Board of Directors (the “Board”), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Nevada. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Nevada Secretary of State pursuant to the provisions of the Nevada Revised Statutes (the “NRS”).

Section 4. Organization. The Corporation is a non-profit corporation formed pursuant to Chapter 82 of the NRS and shall govern itself in accordance with the laws of the State of Nevada and its Articles of Incorporation, and these Bylaws.

Section 5. Purpose. Subject to Article XI, the purpose of the Corporation shall be to provide support for all student athletes of Vegas Cheer Authority and to promote and support all-star cheerleading in the State of Nevada. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted and allocated to said purposes.

ARTICLE II
Membership

Section 1. Membership. Membership in the Corporation is open to any person who is a parent, guardian or adult relative of a child or children who participate in the Vegas Cheer Authority all-star cheerleading program, and who will uphold the policies of the Corporation and agree to its Bylaws. A maximum of one (1) membership shall be granted to each family unit and each family unit in good standing is entitled to one (1) vote on affairs of the Corporation.

Section 2. Qualification. Eligible persons shall become members by completing the prescribed application and paying the prescribed membership dues per family per year. Upon the Board’s receipt of the completed application and payment of such dues, a member shall be considered in good standing and be entitled to any and all rights and privileges of membership.

Section 3. Dues. The Board of Directors may determine from time to time the amount of annual dues.

Section 4. Property Rights. No member shall have any right, title, or interest in or to any of the property or assets of the Corporation, nor will any of such property or assets be distributed to any member on its dissolution or winding up.

Section 5. Liability of Members. No member of the Corporation will be personally liable for any of its debts, liabilities or obligations.

Section 6. Transfer, Termination and Reinstatement. Membership in the Corporation is nontransferable. Membership will terminate on: (1) the member's resignation made in writing to the Corporation; or (2) the member's failure to pay his or her annual dues to the Corporation within thirty (30) days of the due date. If the member desires to reinstate his or her membership, the member shall be required to comply with Section 2 of this Article.

Section 7. Certificates of Membership. No certificates of membership shall be issued by the corporation. The Board shall maintain a current, official roster of members of the Corporation.

ARTICLE III Meeting of Members

Section 1. Place of Meeting. Meetings of the membership shall be held at the principal office of the Corporation or at such other suitable places as may be designated by the Board.

Section 2. Annual Meeting. The annual meetings of the Corporation shall be held in the fourth quarter of the fiscal year. The Board shall set the specific date for the annual meeting. The members shall transact such business of the Corporation as may properly come before them, including, without limitation, the election of directors.

Section 3. Special Meeting. Special meetings of the membership may be called by the Chair of the Board, or shall be called by the Chair as directed by a resolution adopted by the Board, or upon a written request signed by at least a majority of the membership. The notice of any special meeting shall state the time, the place, and the purpose of such meeting. No business shall be transacted at the special meeting, except as stipulated in the notice.

Section 4. Presiding Officer. The Chair of the Board shall be the presiding officer of all meetings of the membership. In the absence of the Chair, the Vice Chair shall preside.

Section 5. Notice of Meetings. It shall be the duty of the Secretary to mail or email a notice of each annual, regular or special meeting stating the purpose thereof, as well as the time and place where the meeting is to be held. The notice shall be sent to each family at the latest physical address or email address appearing on the records of the Corporation or on the membership roster. The notices of annual and regular meetings shall be sent so as to be received at least fifteen (15) calendar days, but not more than forty-five (45) calendar days prior to such meeting. Notice of special meetings shall be sent at least five (5) working days prior to such meeting. Notices of meeting shall also be posted in a conspicuous location at Vegas Cheer Authority.

Section 6. Quorum. Except as otherwise provided by statute or these Bylaws, the members present at any meeting shall constitute a quorum.

Section 7. Voting. Except as otherwise provided by law, each family unit, in good standing, shall be entitled to cast one (1) vote on the affairs of the Corporation. Voting will be held verbally, unless otherwise agreed upon. The vote of the majority of those members present shall decide any questions brought before the meeting, unless the question is one upon which, by law or by these Bylaws, a different vote is required, in which case such express provision shall govern and control. No voting by proxy shall be permitted at meetings of the membership.

ARTICLE IV Board of Directors

Section 1. General Powers. The Board shall have general charge of the affairs of the Corporation. It shall be the duty of the directors to carry out the aims and purposes of the Corporation.

Section 2. Number. The initial number of directors shall be nine (9) and directors shall serve for the term provided in Section 3 of this Article. The number of directors may be increased or decreased by a majority vote of the membership at any annual or special meeting called for that purpose, but at no time shall the Board be comprised of less than six (6) nor more than twelve (12) directors. If the number of directors is decreased by the membership, each director in office shall serve until his or her term expires or until his or her resignation or removal as herein provided. If the number of directors is increased by the Board, each new position on the Board shall be treated as a vacancy. No amendment of this section shall reduce the number of directors to less than the number required by the NRS, which at the time of adoption of these Bylaws is one (1).

Section 3. Election and Term.

(a) Method of Election. Directors shall be elected by the affirmative vote of a majority of the membership at the annual meeting of the members in the year a vacancy will occur. All Directors must be active members in good standing of the Corporation. No incumbent director may cast more than one (1) vote in favor of his or her own reelection.

(b) Term of Office. Each director shall hold office for a term of one (1) year and until his or her successor is duly elected and qualifies, subject to his or her earlier resignation or removal. A director's term shall begin at the close of the annual meeting at which the directors is elected and qualifies and shall end as of the end of the annual meeting at which the director's successor is duly elected and qualifies. There is no limit on how many terms an individual may serve.

(c) Staggered Terms. In order to stagger the Board at the date of these Bylaws for future appointment purposes, the initial Board of Directors shall be split into three groups as designated by the President acting as Chair. One group shall serve for an initial term of one (1) year, another group shall serve for an initial term of two (2) years, and the final group shall serve for an initial term of three (3) years, with one-year terms for all directors appointed after these initial terms expire.

Section 4. Resignation. A director may resign at any time by filing a written resignation with the President or the Secretary of the Corporation.

Section 5. Removal. A director may be removed from office with cause by a vote of a majority of the other directors of this Corporation or without cause by a majority vote of the membership of this Corporation either at a regular meeting or at any special meeting called for that purpose.

Section 6. Vacancies. In the event a vacancy occurs in the Board from any cause, including an increase in the number of directors, an interim director may be filled by a majority vote of the remaining directors, though less than a quorum, or by the sole remaining director. An interim director shall serve until a successor is elected upon expiration of the term of office for that director.

Section 7. Compensation and Reimbursements. Directors of the Corporation shall not receive compensation for serving as directors. Any compensation paid to a director for personal services rendered to the Corporation shall be paid only after compliance with the Corporation's policy governing Conflict of Interest. However, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors in compliance with the Corporation's conflict of interest policy.

Section 8. Reimbursement by Directors. Any payments made to a director, including those for reimbursements of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such director to the Corporation to the full extent of such disallowance. In lieu of payment by the director from whom reimbursement is sought, subject to a determination made by the remainder of the directors, amounts may be withheld from his or her future reimbursement payments until the amount owed to the Corporation has been recovered.

Section 9. Committees.

(a) Executive and Other Committees. The Board by resolution may create an executive committee or one or more other committees, each consisting of one (1) or more directors designated by the Board of Directors, having such powers and duties, not inconsistent with subsection (b) hereof or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. The Board may also designate persons who are not directors to serve as non-voting members of any such committee with the exception of the Executive Committee. Additionally, the Executive Committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the Corporation.

(b) Nondelegable Powers; Alternative Members; Rules of Committees. The Board may delegate to any such committee that consists solely of Board members any of the authority of the Board, except in reference to the following matters: (a) filling vacancies on the Board or on any committee of the Board; (b) adoption, amendment or repeal of Bylaws; or (c) fixing compensation of directors. All members of the Board who are not members of a given committee

shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the President or the chairman of such meeting. Each committee of directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board, and shall make such reports to the Board of its activities as the Board may request.

ARTICLE V Meetings of the Board

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held during the first quarter in each fiscal year, at such time and place as the President or in the absence of action by the President, as set forth in the notice given, or waiver signed, with respect to such meeting. At the annual meeting, the incumbent directors shall elect the officers of the Corporation and transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof, at which the same proceedings (including the election of officers) may be conducted.

Section 2. Regular Meetings. The Board may provide by resolution for regular or stated meetings of the Board of Directors, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 3. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the NRS, on call of the President or the Secretary, and shall be called by the Secretary on the written request of a majority of the directors then in office.

Section 4. Meetings By Telephone or Other Communication Technology.

(a) Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of telephone or any other means of communication by which all participating directors may simultaneously hear each other during the meeting.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 5. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

(b) Methods of Giving Notice. Notice of any annual or special meeting of directors, and any other notice required to be given under these Bylaws or the NRS may be communicated in person, by telephone, telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(c) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the NRS or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Chair. At all meetings of the Board, the President, or in his or her absence the Vice President, or in their absence a chairman chosen by a majority of the directors present, shall preside.

Section 7. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the NRS, the Articles of Incorporation or these Bylaws.

Section 9. Action by Written Consent of Directors. Any action required by the Articles of Incorporation, these Bylaws, or any provision of the NRS to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors then in office. Such consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting.

Section 10. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a 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 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 11. Voting and No Proxies. At any meeting of the Board of Directors, every director entitled to vote may vote in person. Each director shall have one vote. No proxy voting shall be allowed.

ARTICLE VI
Officers

Section 1. Number. The principal officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office.

Section 2. Election, Qualifications and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The President shall be elected by the Board of Directors from among their number and the other officers shall be elected from among such persons as the Board may see fit. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided. There is no limit on how many terms an individual may serve.

Section 3. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

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

Section 5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board. Vice President may by their election have charge and supervision of designated portions of the Corporation's affairs.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation if one is authorized by the Board, in which case the Secretary shall see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

Section 8. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Corporation, and for moneys due and payable to the Corporation from any source whatsoever, including the deposit of such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

Section 9. Other Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board.

Section 10. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board.

Section 11. Compensation. The officers of the Corporation may receive, by resolution of the Board, a reasonable sum along with reimbursement of expenses for attendance at each annual or special meeting of the Board of Directors as the officer is requested to attend. The Board shall have the power in its discretion to adopt salaries for officers and to contract for and to pay to officers rendering services to the Corporation special compensation appropriate to the value of the services. No officer shall be prevented from receiving such compensation by virtue of his or her also serving as a director of the Corporation. Any payments made to an officer for any purpose shall be in accordance with the Corporation's policy governing conflicts of interest.

Section 12. Reimbursement by Officers. Any payments made to an officer, such as a salary, commission, bonus, interest, or rent, or entertainment expense incurred by him or her, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the full extent of such disallowance. In lieu of payment by the officer, subject to the determination of the directors, proportionate amounts may be withheld from his or her future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE VII
Agents and Representatives

The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE VIII
Advisory Committees

Section 1. Appointment of Committees. The Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not directors and who the Board deems appropriate to serve on such committee. The Board at any time may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board. Such advisory committees shall advise with and aid the officers and directors of the Corporation in all matters designated by the Board. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

Section 2. Compensation. The members of any advisory committee shall not receive any stated salary for their services, but by resolution of the Board a reasonable sum for reimbursement of expenses incurred in conducting the Corporation's business. The Board shall have the power in its discretion to contract for and to pay to any member of an advisory committee rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of the services. Any payments made to a committee member shall be in accordance with the Corporation's policy governing conflicts of interest. Any payments made to committee member, including those for reimbursement of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such committee member to the Corporation to the full extent of such disallowance.

ARTICLE IX
Indemnification

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by Sections 78.7502, 78.751, and 82.541 of the NRS, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, the NRS or otherwise.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Private Organizations. Notwithstanding the foregoing, whenever the Corporation is a private Corporation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE X Conflict of Interest

The Board shall adopt a policy regarding transactions between the Corporation and interested persons, including but not limited to the sale, lease or exchange of property or assets to or from interested persons and the Corporation, the lending or borrowing of monies to or from interested persons by the Corporation or the payment of compensation by the Corporation for services provided by interested persons. For the purposes of this Article, "interested person" means any director, officer, or member of a committee with board delegated powers, or any person in a position to exercise substantial influence over the affairs of the Corporation, who has a direct or indirect financial interest.

ARTICLE XI Exemption Requirements

Section 1. Exempt Purpose. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) if the Internal Revenue Code, or the corresponding section of any future federal tax code. At all times, the following provisions shall operate as conditions restricting the operations and activities of the Corporation:

(a) No director, officer, employee of the Corporation, member of a committee of the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Corporation, except that the Corporation can pay reasonable compensation for services rendered.

(b) No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from

federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Dissolution. Upon dissolution of the Corporation, the Board, after making provision for the payment of all of the liabilities of the corporation, shall arrange for the distribution of all of the assets of the Corporation exclusively for the tax-exempt purposes of the Corporation, by distribution to one or more organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future federal tax laws, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for the tax-exempt purposes of the corporation or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII Fiscal Year

The fiscal year of the Corporation shall end on the last day of December in each year.

ARTICLE XIII Corporate Acts and Funds

Section 1. Corporate Acts. By resolution of the Board, the Board may authorize any officer, employee, or agent to sign, execute and acknowledge on behalf of the Corporation, all contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the Corporation; provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Section 2. Books and Accounts. Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation and reviewed annually by the accountant approved by the Board.

Section 3. Seal. The Corporation has no corporate seal.

Section 4. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 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, investment firms or other depositories as the Board may select.

Section 6. Check, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board shall designate in its approved financial policies. Reimbursements must be signed by someone other than the reimbursed party.

Section 7. Contributions. Contributions may be made to this Corporation by organizations and individuals. The Board may accept on behalf of the Corporation any contribution for the general purposes of the Corporation or for any specific purpose consistent with the purposes of the Corporation, but not contributions earmarked for a specific organization other than the Corporation. A separate accounting may, by resolution of the Board, be kept of all funds received and designated by the donor for a specific purpose. The Board may reject any contribution not consistent with the Corporation's purposes.

Section 8. Records. The directors shall establish a record of each contribution as may be necessary to make a memorial thereof and to substantiate tax records of the Corporation. A record shall be kept of transactions of funds received and spent by the Corporation.

Section 9. Examination by Members. Every member of the Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of the Corporation and make extracts or copies therefrom.

ARTICLE XIV
Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3) of the Board at any regular or special meeting thereof, provided that the full text of the proposed amendment, alteration or repeal shall have been delivered to the Directors at least five (5) days prior to the meeting.

Section 2. Implied Amendment. Any action taken or authorized by the Board, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Certified a true and correct copy of the Bylaws adopted on the 28th day of July, 2011, by the Board of Directors of the VCA Booster Club.

VCA BOOSTER CLUB,
a Nevada non-profit corporation

By: _____
Lise Brown, Its Secretary