

**ARIZONA SPORTS FOUNDATION
dba The Fiesta Bowl**

Bylaws

Amended and Restated
March 23, 2018

Arizona Sports Foundation
7135 E. Camelback Road, #190
Scottsdale, Arizona 85251

**AMENDED AND RESTATED
BYLAWS**

**THE ARIZONA SPORTS
FOUNDATION
dba THE FIESTA BOWL**

**ARTICLE I
Name and Place of Business**

1.01. Name of Corporation.

The name of the corporation shall be The Arizona Sports Foundation dba The Fiesta Bowl or Fiesta Bowl (hereinafter referred to as the "Corporation"). The Corporation is formed under the nonprofit corporation laws of the State of Arizona.

1.02. Known Place of Business.

The known place of business of the Corporation in the State of Arizona shall be at 7135 E. Camelback Road, #190, Scottsdale, Arizona 85251, unless otherwise designated in the articles or in a written statement or document duly executed and filed with the Arizona Corporation Commission. The Corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

1.03. Change Thereof.

The Board of Directors may change the Corporation's known place of business or its statutory agent from time to time by filing a statement with the Arizona Corporation Commission pursuant to applicable law.

1.04. References to Articles.

Any reference herein made to the Articles of Incorporation of the Corporation will be deemed to refer to its Articles of Incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission, together with any and all certificates filed by the Corporation with the Arizona Corporation Commission (or any successor to its functions) pursuant to applicable law.

ARTICLE II Purposes and Powers

The purposes for which this Corporation is formed are set forth in the Articles of Incorporation of the Corporation. In furtherance of these purposes the Corporation may exercise all powers available to corporations organized under the nonprofit corporation laws of the State of Arizona.

ARTICLE III Members

The Corporation shall have no members. The affairs, activities and property of the Corporation shall be administered and governed by the Board of Directors.

ARTICLE IV Board of Directors

4.01. General Powers.

The powers of the Board of Directors shall include, without limit, the following:

- a) Ensuring that the programs and activities of the Corporation are evaluated periodically and that appropriate policies are adopted to ensure that the Corporation operates in the most ethical, transparent and accountable manner possible.
- b) Electing new directors, Officers, and Chairs and Vice-Chairs of Committees of the Board.
- c) Selecting and approving the Chair and Chair-Elect of the Fiesta Bowl Committee (Yellow Jackets) and Ambassadors Committee.
- d) Annually approving the nomination of new and existing members of the Fiesta Bowl Committee (Yellow Jackets) and annually approving the Fiesta Bowl Committee operating goals and practices as outlined in the Volunteer Handbook.
- e) Hiring the Executive Director.
- f) Allocating the resources of the Corporation.
- g) Raising funds for the Corporation.
- h) Forming and overseeing the activities of the committees of the Board.
- i) Establishing the general programs and priorities of the Corporation.
- j) Approving official resolutions of the Corporation and major program policies.
- k) Approval of the Corporation's annual budget, including approving recommended compensation for Executive Director and key employees.
- l) Approve organizational goals.

The Board shall exercise the foregoing powers, and its authority generally, in conformity with all other applicable provisions of these Bylaws.

4.02. Number and Qualifications.

The Board of Directors shall be composed of no less than fifteen (15) nor more than thirty-three (33) individuals as may be determined by the Board of Directors from time to time. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director. (In these Bylaws, all references to "directors" shall exclude Life Directors and Founding Directors unless otherwise expressly stated.)

4.03. Classes and Term.

The members of the Board of Directors shall be elected by the directors at the annual meeting of the Board. The directors shall be divided into four classes, and an effort shall be made to keep each class of directors of approximately equal size. Each class of directors shall be elected for a term of three (3) years and shall serve until their successors are elected; provided, however, that the Board of Directors may approve shorter terms for certain directors at the initial election held after adoption of these Bylaws to facilitate such staggered terms of office. Except as otherwise approved by the Board, directors may serve a maximum of four, consecutive three-year terms excluding any shorter terms necessary to establish or facilitate the staggered terms of office hereunder; provided, however, that at the conclusion of each term, an incumbent director must be nominated for and elected to the successive term pursuant to these Bylaws. If a director serves as Chair-Elect of the Board, then notwithstanding any other applicable term limits or other provisions in these Bylaws to the contrary, such Director may continue to serve as an active Director until he/she has completed his/her service as Chairman of the Board (if elected immediately following conclusion of his/her service as Chair-Elect) and Immediate Past Chairman of the Board . A director who is elected pursuant to Sections 4.04 and 4.05 of these Bylaws shall commence his/her term of office effective the first day of the regular annual meeting of the Board as provided in Section 5.01 herein. Notwithstanding anything in this Section 4.03 to the contrary, any person who has served as a director in the past is eligible for election to the Board no earlier than one year after the end of that Director's most recent term of service.

4.04. Nomination of Directors.

Nominations for persons to serve as directors shall be made by the Nominating and Governance Committee, unless a vacancy on the Board of Directors has been created by the resignation, death or incapacity of a director, in which case the procedures of Section 4.07 are to apply. The Board of Directors believes it is in the best interest of the Corporation to have representation on its Board of persons with different backgrounds, business interests, professions and other disciplines including those with a national perspective on the issues facing college sports and the production of major spectator events. In addition, the Board of Directors

believes it is in the best interest of the Corporation to maintain a continuity of policy and objectives for the Corporation and that this can be accomplished, in part, by having representation on the Board of Directors of persons who are familiar with and have participated in the development and progress of the Corporation and its numerous Fiesta Bowl activities. Concurrently with the accomplishment of this objective, the Board desires, on a regular basis, to elect new persons to the Board.

4.05. Voting for Directors.

Directors shall be elected from the candidates properly nominated pursuant to Section 4.04 above at the annual meeting of the Board of Directors and at such other times as the Board may determine. Each director shall be entitled to vote for as many persons as there are vacancies to be filled at any such election, but each director shall not be entitled to cumulate its votes.

4.06. Life Directors, Founding Directors and Life Committee Members.

The Board of Directors may, in its discretion, confer Life Director or Life Committee Member status on any person who has previously served on the Board of Directors or the Fiesta Bowl committee, respectively, and who, as a result of such service, has distinguished himself as a member of the Board or such committee. Life Directors and Founding Directors of the Corporation shall not vote unless otherwise elected as director of the Board in accordance with this Article IV and shall otherwise have only such privileges and obligations as determined by the Board of Directors from time to time including serving as committee members and/or attending various committee meetings in an advisory capacity as may be requested by the Board of Directors or committee chairs from time to time.

4.07. Filling of Unscheduled Vacancies.

In the event a vacancy of any of the officer positions [i.e., Chair, Chair-Elect, Secretary, Treasurer] on the Board of Directors has been created by the resignation, removal, death or incapacity of a director, the Nominating and Governance Committee will identify and nominate to the Board a current director to serve as a replacement for the unexpired term of such officer. Officer vacancies shall be filled by a majority vote of the directors present, either in person or by proxy, at a duly convened meeting at which a quorum is present. Vacancies of the Board of Directors at-large shall be filled during the next Board Member recruitment cycle, or at such other times as the Board determines.

4.08. Compensation.

Directors shall not receive any compensation for their services as directors. The Corporation may reimburse directors for reasonable and necessary expenses incurred in carrying out their duties as directors subject to such policies as may be adopted by the Board of Directors from time to time.

4.09. Resignation and Removal.

Any director may resign by submitting written notice of resignation to the Secretary or so informing the Chair or the Executive Director. Any director may be removed from office at any time with or without cause by resolution of a majority vote of the directors present, either in person or via proxy, at a duly convened meeting of the Board of Directors at which a quorum is present. The director whose removal is sought is entitled to the opportunity to address the Board, either in writing or in person, at the meeting. In the event of a resignation or removal of a director as provided herein, the Board may, but shall not be required to, elect a person to serve as a replacement director for the unexpired term of such resigned/removed director as provided in Sections 4.04 and 4.05 herein.

4.10 Attendance Requirements.

(a.) Except as noted below, Directors are required to attend, either in person or via teleconference, at least 75 percent of scheduled meetings of the Board and Board Committee(s) to which such director is assigned. The Executive Assistant to the Executive Director will be responsible for maintaining attendance records for the Directors. If at any point any Director has less than a 75 percent attendance record, the Executive Director will make the Chair of the Nominating and Governance Committee aware of this information. The Nominating and Governance Committee will, in conjunction with the Executive Committee, evaluate the situation and can implement appropriate disciplinary action, up to and including, removal from the Board of Directors. Directors are strongly encouraged to attend Fiesta Bowl Yellow Jacket Committee meetings and the Corporation's sanctioned events.

(b.) Upon recommendation of the Nominating and Governance Committee and approval of the Executive Committee, the requirement to attend 75 percent of the scheduled meetings of the Board of Directors and the meetings of the Board Committees to which the Director is assigned can be waived. Such waiver is generally reserved for those Directors who are deemed to provide a national perspective on the issues facing college sports and the production of major spectator events as noted on Section 4.04 of these by-laws.

ARTICLE V
Meetings of the Board of Directors

5.01. Regular Meetings.

Except as may otherwise be approved by the Board of Directors, a regular annual meeting of the Board of Directors shall be held each year in March, at such time, day and place as shall be designated by the Chair from time to time.

5.02. Special Meetings.

Special meetings of the Board of Directors may be called by the Chair, Chair-Elect or by a majority of the directors then in office, to be held at such time, day and place as shall be designated in the notice of meeting provided that directors may waive such notice requirement as contemplated in Section 5.03 below.

5.03. Notices of Meetings.

Notice of the time, day and place of any meeting of the Board of Directors shall be given at least two (2) days prior to the meeting. Notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting, either in person or via proxy, without objection to notice shall also constitute a waiver of notice. Any meeting, once properly called and noticed (or as to which call and notice have been waived as aforesaid) and at which a quorum is formed, may be adjourned to another time and place by a majority of those in attendance.

5.04. Quorum.

A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors. If less than a quorum of the directors is present at such meeting, a majority of the directors present may adjourn the meeting until a future date and time to be determined and announced to the Board with at least five (5) days' notice.

5.05. Manner of Acting.

Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present, either in person or by proxy, at a duly convened meeting at which a quorum is present shall be the act of the Board of Directors. Attendance at meetings of the Board of Directors shall be limited to voting directors and specific staff or individuals invited by the Chair to attend. Each director shall have one vote on each matter voted on at a Board meeting.

5.06. Proxy.

A director may vote at a meeting of the Board of Directors or a Committee either in person or by proxy. Proxy voting is limited to directed proxy voting. A directed proxy restricts a proxy's vote to a specific manner for a singular issue. Notification of a proxy must be received in writing by signing an appointment form personally or by the member's attorney-in-fact. A member of the Board of Directors or Committee may sign the form and return it to the Chairman and/or Secretary of the Board. Should the member desire, a verbal proxy may be given to the Chairman and/or Secretary of the Board and the proxy form signed by the Chairman and/or Secretary of the Board who serves as the member's attorney-in-fact. The proxy is valid for one month, unless another period is specified on the appointment form. The appointment of a proxy is revocable at any time by the director or committee member. The appointment of a proxy shall serve as an acknowledgement by the director that he/she is familiar with the issue to be voted upon and has sufficient information regarding the issue to cast an informed vote.

5.07. Presiding Officer.

Meetings of the Board of Directors shall be presided over by the Chair. If the Chair is not present, the Chair-Elect shall preside over the meeting if present, or otherwise a designee of the Chair shall preside over the meeting. In addition, if for any reason the Secretary is not present, the Chair (or, if the Chair is not present, the directors who are present at the meeting) shall select another person attending the meeting to serve as recording secretary for the meeting.

5.08. Presumption of Assent.

A director of the Corporation who is present at a meeting of the Board of Directors or of any committee at which action is taken on any matter will 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 he or she files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. A right to dissent will not be available to a director who voted in favor of the action.

5.09. Unanimous Written Consent of Directors.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consent to the action is signed by all directors.

5.10. Telephone Meeting.

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE VI
Committees

6.01. General.

The Board of Directors shall maintain the permanent standing committees set forth in this Article VI and may create such additional committees, task forces and working groups all as a majority of the directors present, either in person or by proxy, at a duly convened meeting at which a quorum is present shall determine from time to time; provided, however, that no such committee shall have the authority to: (i) fill vacancies on the Board of Directors; (ii) amend or repeal these Bylaws; (iii) amend the Articles of Incorporation of the Corporation; (iv) dissolve, merge or consolidate the Corporation; (v) approve any matter requiring the approval of the Board of Directors hereunder; and/or (vi) take any other actions prohibited under the nonprofit corporation law of the State of Arizona. Such committees and tasks forces may be described in separate committee charters, administration regulations or in resolutions of the Board. Any such additional committees may exist for a fixed term or an indefinite term and be disbanded at any time by a majority vote of the directors present, either in person or by proxy, at a duly convened meeting at which a quorum is present.

6.02. Nominating and Governance Committee.

The Nominating and Governance Committee shall be responsible for facilitating the governance responsibilities of the Board of Directors, including, among other things, (i) the identification and nomination of new directors, or renomination of existing Directors, as described in Section 4.04 of these Bylaws, (ii) evaluating the performance of individual directors and the Board as a whole, and (iii) in consultation with the Chair, as appropriate, nominating the officers and Chairs and Vice-Chairs of the committees of the Corporation from time to time (other than the members at large of the Nominating and Governance Committee which shall be nominated by the Chairperson of the Nominating and Governance Committee in consultation with the Chair of the Board and Chair-Elect of the Board). The Nominating and Governance Committee shall consist of not less than three (3) directors of the Foundation and may include one (1) or more life directors, all of whom shall be nominated as provided herein and approved by the Board of Directors. The Nominating and Governance Committee shall review and present to the Board of Directors for consideration any committee charters and/or other governance policies of the Corporation as such committee or the Board of

Directors deems reasonable and necessary from time to time, including, without limit, conflict-of-interest, political activity prohibition, executive compensation, whistleblower protection, and record retention and document destruction policies. All other aspects of the function and procedures of the Nominating and Governance Committee shall be decided by the Board of Directors.

6.03. Executive Committee.

(a) The purpose of the Executive Committee shall be to make routine business decisions for and on behalf of the Board of Directors and the Corporation. All members of the Executive Committee shall be directors. The Executive Committee shall not be authorized, without the approval of a majority vote of the directors present, in person or by proxy, at a duly convened meeting at which a quorum is present, to take any actions that require the approval of the Board of Directors of the Corporation. The Executive Committee shall report its business decisions to the directors at the next regularly scheduled or special meeting of the Board of Directors, as the case may be. Subject to a majority vote of the directors present, in person or by proxy, at a duly convened meeting at which a quorum is present as set forth in Section 6.01 above, the members of the Executive Committee shall include the Chair, Immediate Past Chair, Chair-Elect, Treasurer, Secretary, the chairs of the Nominating and Governance Committee and Audit & Compliance Committee, and two other directors nominated by the Chair and approved by the Board of Directors from time to time. The Chair shall serve as the chair of the Executive Committee. All other aspects of the function and procedures of the Executive Committee shall be decided by the Board of Directors. Additionally, except as may be otherwise approved by the Board of Directors from time to time, all expense reimbursements of the Executive Director must be approved by the CFO and reviewed and approved quarterly by at least two members of the Executive Committee. Expense reports submitted by Board Members and Executive Committee members will be approved by the CFO, for policy adherence, and at least two members of the Executive Committee or Board (as designated by the Board) who did not participate in the activities to be reimbursed.

(b) In addition, the following members of the Executive Committee shall comprise a compensation committee: Immediate Past Chair, Chair, and Chair-Elect. The Compensation Committee shall be a subcommittee of the Executive Committee and shall meet annually, or more frequently as necessary, to review and make recommendations to the Executive Committee regarding the amount of compensation payable to the Executive Director and key employees of the Corporation as well as any other individuals in a position to exercise any significant influence over the affairs of the Corporation from time to time. For purposes of this Section 6.03(b), the term "compensation" includes base salary, bonuses, severance payments and any other form of remuneration. The Committee shall also review and recommend to the Board of Directors any changes in employee retirement plans or programs, and other employee benefit plans and programs. Except where compensation proposed by the Compensation Committee exceeds the then current approved compensation budget requiring a budget amendment approved by the Board of Directors, all compensation payable to any such

persons shall be subject to approval by the Executive Committee by majority vote of the committee members present, in person or by proxy, at a meeting at which a quorum is present. In all cases, any compensation received shall be reasonable and given in return for services actually rendered for the Corporation which relate to the public benefit purposes of the Corporation. Compensation policies and procedures adopted by the Board of Directors from time to time shall be adhered to and complied with in connection with such compensation review and Board approval process, including, without limit, any procedures requiring review and approval by independent persons, compensation comparability data and contemporaneous substantiation of the deliberations and decisions related thereto.

A member of the Board of Directors who receives any compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

6.04. Audit & Compliance Committee.

The Audit & Compliance Committee shall be charged with the oversight of financial reporting and disclosure, and also to assist the Board of Directors in its oversight of legal and regulatory compliance and to oversee the overall Fiesta Bowl compliance program. The Audit & Compliance Committee shall be chaired by a director who is not the Treasurer or Chair. A majority of the Audit & Compliance Committee members shall be directors and the Board shall appoint one or more persons to the Audit & Compliance Committee who are financial experts and/or who have other substantial nonprofit organization financial expertise or experience; provided, however, any non-director shall be a financial expert. The Audit & Compliance Committee will retain and review the financial results of the Corporation and its affiliates with such outside accountants as may be approved by the Board of Directors from time to time. The Audit & Compliance Committee shall independently review the financial controls and results of the Corporation and its affiliates. All other aspects of the function and procedures of the Audit & Compliance Committee shall be decided by the Board of Directors from time to time, including, without limit, approving the committee members of the Audit & Compliance Committee.

6.05 Budget and Finance Committee.

The purpose of the Budget & Finance Committee is to assist the Board of Directors in its oversight of the Corporation's financial affairs, including the Corporation's financial condition, financial planning, investment practices, operational and capital budgeting, debt structure, and other significant financial matters involving the Corporation. A majority of the Committee members shall be directors and any non-directors shall be financial experts as reasonably determined by the Board of Directors, in its discretion. The Chair of the Committee shall be the current Treasurer of the Corporation and the Vice Chair of the Committee shall be designated by the Board of Directors. The Committee is responsible for recommending financial policies, goals, and budgets that support the mission, values, and strategic goals of the Corporation. The Board of Directors may assign other duties to the Committee from time to time as it deems appropriate and in the best interest of the Corporation.

6.06. Committee Composition; Authority.

Members of committees need not be directors except as set forth in these Bylaws or otherwise required by law; provided, however, that non-directors shall be non-voting members of any committees which may exercise any powers of the Board of Directors. Any committee which does not exercise powers of the Board of Directors and that only has advisory authority may include non-directors as voting committee members. Subject to this Article VI, the Board of Directors may determine the composition and authority, including the approval of any committee charters, of such standing committees and other committees and task forces as the Board of Directors deems necessary from time to time by a majority vote of the directors present, either in person or by proxy, at a duly convened meeting at which a quorum is present. Vacancies in the membership of committees may be filled for the remainder of the unexpired term by a majority vote of the directors present, either in person or by proxy, at a duly convened meeting at which a quorum is present.

6.07. Term of Office; Removal.

Except as otherwise approved by the Board of Directors from time to time, each member of a committee, task force or working group shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee, task force or working group is sooner dissolved. A member of any committee, task force or working group may be removed, with or without cause, by a majority vote of the directors present, either in person or by proxy, at a duly convened meeting at which a quorum is present.

6.08. Rules.

Each committee, task force and working group may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VII
Officers

7.01. Officers.

The officers of the Corporation shall consist at a minimum of a Chair, a Chair-Elect, an Immediate Past Chair, an Executive Director, a Secretary, and a Treasurer. The Corporation shall have such other officers, assistant officers and/or in-house legal counsel as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board. Two or more offices may be held by the same person except (i) Chair, Chair-Elect and Immediate Past Chair, or (ii) Chair and Secretary. The Board of Directors may hire one or more additional officers from time to time, including, without limitation, a Chief of Staff, Chief Financial Officer, Chief Operating Officer, and/or General Counsel, all of whom shall carry on such duties as may be directed or otherwise authorized by the Board of Directors.

7.02. Election and Term of Office.

The officers of the Corporation shall be elected by the directors at or before the annual meeting of the Board of Directors. A person elected or appointed to any office will continue to hold that office for the period prescribed in this Article VII or until the election or appointment of his or her successor. The officers shall be elected on an office-by-office basis (and not as an entire slate) beginning with the Chair and continuing in the order of the offices listed in Section 7.01 above. The term of each officer shall commence on the first day of the regular annual meeting of the Board as provided in Section 5.01 herein

7.03. Removal.

Any officer elected by the Board of Directors may be removed, with or without cause, by a majority vote of the directors present, in person or by proxy, at a meeting at which a quorum is present.

7.04. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled for the unexpired term as provided in these Bylaws.

7.05. Chair.

The Chair shall serve for a period of two years. The Chair shall preside at all meetings of the Board of Directors. In the absence of the Chair or Chair-Elect, the Chair's designee shall preside. The Chair, Executive Director and/or the Chair-Elect or their designees shall sign any contracts or other instruments authorized to be executed by the Board of Directors or the Executive Committee pursuant to policies and procedures established by the Board of Directors. Such documents requiring an additional signature also may be signed by the Secretary or the Treasurer. The Chair in general shall perform all duties incident to the office of Chair of the Board of Directors and such other duties as may be prescribed by the Board of Directors from time to time.

7.06. Chair-Elect.

The Chair-Elect shall serve for a period of two years. The Chair-Elect shall have such powers and perform such duties as may be prescribed by the Board of Directors or the Chair. The Chair-Elect shall share with the Chair and Executive Director the power of signature on behalf of the Corporation set forth in Section 7.05 of these Bylaws. In the absence or disability of the Chair, the Chair-Elect shall perform the duties and exercise the powers of the Chair.

7.07. Executive Director.

The Executive Director shall be the chief executive officer of the Corporation and shall serve at the pleasure of the Board of Directors. The Executive Director shall share with the Chair and Chair-Elect the power of signature on behalf of the Corporation set forth in Section 7.05 of these Bylaws. The Executive Director shall have day-to-day charge of the affairs of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. In the event the Executive Director is disabled from carrying out the duties of the office for a substantial period, those duties shall be performed by such other person or persons and in the manner designated by the Board of Directors, until such time as the Executive Director is again able to carry out such duties or until a successor is selected in accordance with the Bylaws. The Executive Director shall be appointed by the Board of Directors, and the Executive Director's continuance in office shall be subject to annual review by the Board of Directors.

7.08. Secretary.

The Secretary shall serve for a period of one year. The Secretary will keep the minutes of meetings of the Board of Directors and all unanimous written consents of the Board of Directors, and will see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary will be custodian of the corporate seal, if any, and the corporate records. The Secretary, or staff members under the supervision of the

Secretary, will keep reasonable and appropriate corporate records. The Secretary in general will perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors. The Secretary may designate another person in attendance at a meeting of the Board of Directors to act as the recording secretary for purposes of taking the minutes of such meeting.

7.09. Treasurer.

The Treasurer shall serve for a period of two years. The Treasurer shall be a director who has the education, training, skill and experience necessary (e.g. CPA or financial officer) to properly execute the duties of the position and oversee the financial and fiscal operations and investments of the Corporation. The Treasurer shall be responsible for all funds of the Corporation. The Treasurer, or staff members supervised by the Treasurer, will give and receive receipts for monies due and payable to the Corporation and deposit all such monies 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. The Treasurer shall be responsible for preparing and filing such financial reports, financial statements, and returns as may be required by law. The Treasurer in general shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. Except as prohibited by the laws of the State of Arizona, the Treasurer may delegate to the executive employees of the Corporation day-to-day performance of these duties.

7.10 Immediate Past Chair.

The Immediate Past Chair shall serve for a period of two years. As provided in Section 6.03, the Immediate Past Chair shall serve on the Executive Committee, and shall act as chairman of the Compensation Committee. Additionally, the Immediate Past Chair shall perform all duties as from time to time may be assigned by the Board of Directors.

**ARTICLE VIII
Indemnification**

8.01. Indemnification of Directors and Officers.

The Corporation shall, to the full extent consistent with the nonprofit corporation law of the State of Arizona, indemnify any person who serves or has served as a director, officer or Audit & Compliance Committee member of the Corporation or in any such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise, with respect to liabilities and expenses arising out of any action, suit or proceedings in which they become involved by reason of their affiliation with the Corporation or any such other entity or enterprise with respect to any actions taken or omitted to be taken on or after the effective date hereof. Such indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled under the Articles of Incorporation, bylaws

in effect prior to the date hereof with respect to actions taken or omitted to be taken prior to the effective date hereof, any other agreement or otherwise. In no way shall the provisions of this Article VIII enlarge, impair, diminish or otherwise adversely affect any rights or obligations of the Corporation or any indemnity with respect to actions taken or omitted to be taken prior to the effective date hereof. Any amount payable by way of indemnity pursuant hereto and the manner in which it shall be paid, including any advancements of reasonable expenses related thereto, shall be determined by the Board of Directors in its discretion. For purposes of this Article VIII, Life Directors and Founding Directors shall be deemed to be "directors" to the extent serving as a voting director of the Corporation.

8.02. Other Indemnification; Insurance.

The Board of Directors may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless any person who is or was a committee member (including Life Directors and Founding Directors serving as such), employee or agent of the Corporation, against any or all claims, liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject to by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position. The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, committee member, employee, or other agent against any liability incurred by him/her which arises out of such person's status as a director, officer, committee member, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE IX

Miscellaneous Provisions

9.01. Fiscal Year.

Except as otherwise determined by the Board of Directors, the Corporation shall have an April 1 through March 31 fiscal year.

9.02. Seal.

The Board of Directors may provide for a seal of the Corporation that will have inscribed thereon the name of the Corporation, the state and year of its incorporation, and the words "Corporate Seal."

9.03. Books and Records.

The Corporation shall keep correct and complete books and records of account, shall keep minutes of the proceedings of its Board of Directors and the committees of the Board, and shall keep a record giving the names and addresses of the members of the Board of Directors, showing whether or not they are entitled to vote. All books and records of the Corporation may be inspected by any director, or its agent or attorney, for any proper purpose at any reasonable time.

9.04. Contracts.

The Board of Directors or the Executive Committee, to the extent delegated such powers by the Board of Directors, may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to 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.

9.05. Checks, Drafts, Etc.

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, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of either the Board of Directors or the Executive Committee to the extent delegated such powers by the Board of Directors. In the absence of any such determination, such instruments shall be signed by the Treasurer and countersigned by the Chair, the Executive Director or the Chair -Elect of the Corporation

9.06. 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 authorized by either the Board of Directors or the Executive Committee to the extent delegated such power by the Board of Directors from time to time.

9.07. Gifts.

The Treasurer or his or her designee may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes stated in the Corporation's Articles of Incorporation.

ARTICLE X
Amendments to Bylaws

10.01. Amendments.

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds of all the directors then in office, either in person or by proxy, at any regular or special meeting of the Board of Directors at which a quorum is present or, alternatively, by the unanimous written consent of all directors then in office without a meeting of the Board of Directors. The notice of the meeting shall set forth a summary of the proposed amendments. Except as specifically set forth in the minutes of the meeting at which an amendment is adopted by the Board of Directors, all amendments to these Bylaws shall become effective on the first day of the next Annual Meeting following adoption of the amendment.

10.02. Seniority.

The Articles of Incorporation of the Corporation and the Arizona nonprofit corporation law will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the Articles of Incorporation and such law, and with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

Certificate

I, Rob Longo, the duly elected, qualified and acting Secretary of Arizona Sports Foundation dba The Fiesta Bowl, an Arizona nonprofit corporation, do hereby certify that the above Amended and Restated Bylaws were duly and regularly adopted by the directors of this Corporation at a meeting held on _____, 2017.

Secretary of the Corporation

Amendments to Arizona Sports Foundation Bylaws

Amended:	August 29, 1980
Amended:	May 20, 1981
Amended:	February 24, 1982
Amended:	November 8, 1982
Amended:	April 25, 1983
Amended:	February 22, 1986
Amended:	March 17, 1986
Amended:	April 29, 1986
Amended:	April 20, 1987
Amended:	February 16, 1988
Amended:	December 17, 1990
Amended:	May 24, 1993
Amended:	December 17, 1997
Amended:	April 20, 1998
Amended:	April 19, 1999
Amended:	March 27, 2001
Amended:	November 17, 2003
Amended:	August 18, 2008
Amended:	March 15, 2010
Amended:	March 25, 2011
Amended:	February 20, 2014
Amended:	July 30, 2015
Amended:	September 7, 2016
Amended:	February 8, 2017
Amended:	March 23, 2018