

**AMENDED AND RESTATED BYLAWS
OF
THE TOURISM AND SPORTS AUTHORITY**

**SECTION 1
NAME AND CHARACTER**

The name of this Authority is the Tourism and Sports Authority. The Authority has been created and organized as a corporate and political body of the State of Arizona and, except as otherwise limited, modified or provided by law, has all of the rights, powers and immunities of municipal corporations, including the power of eminent domain pursuant to the provisions of Arizona Revised Statutes § 5-801 et seq., as amended (the "Act"). The boundaries of the Authority are the boundaries of any county in Arizona that has a population of more than two million persons (as of the date of these amended and restated bylaws, only Maricopa County).

**SECTION 2
OFFICES AND CORPORATE SEAL**

2.1 Principal Office. The known place of business and current mailing address of the Authority is 1 Cardinals Drive, Glendale, Arizona 85305. The Authority must maintain its principal place of business within the boundaries of the Authority.

2.2 Other Offices. The Authority may maintain offices at such other place or places, within the boundaries of the Authority, as may be designated from time to time by the board of directors, where the business of the Authority may be transferred with the same effect as though done at the principal office.

2.3 Seal. A seal shall not be requisite to the validity of any instrument executed by or on behalf of the Authority, but, nevertheless, if in any instance a seal be used, the same shall, at the pleasure of the officer affixing the same, be either (a) a circle having on the circumference thereof "The Tourism and Sports Authority," and in the center "Organized 2000 - Arizona;" or (b) a circle containing the words "Authority Seal" on the circumference thereof.

**SECTION 3
BOARD OF DIRECTORS**

3.1 General Powers and Duties. The board of directors shall have such powers and duties as provided by applicable law, as may be amended from time to time.

3.2 Powers, Duties and Appointment. The members of the board of director shall have such powers and duties and shall be appointed in accordance with the provisions of the Act, as amended.

3.3 Place of Meetings. All business meetings of the board of directors shall be held at such place as may be fixed from time to time by the board of directors. Any meeting held by the board of directors, except executive sessions, must be open to the public.

3.4 Notice of Meetings; Agenda. The board of directors shall establish a time, date and place for meetings. Meetings of the board of directors may be called by the Chair or upon the request of any three members of the board of directors. Notice of the time, date and place of any meeting shall be given to the public not less than 24 hours previous thereto by the Chair, executive director or secretary or at the direction of any of them. The Chair shall set the agenda for each board of directors meeting and in the Chair's absence, the Vice-Chair shall set the agenda, provided that any item shall be added to the agenda at the request of any two members of the board of directors at least 24 hours prior to the meeting.

3.5 Quorum. A majority of the membership of the board of directors shall constitute a quorum and the concurrence of a majority of those present and entitled to vote shall be sufficient to conduct the business of the board, except as may be otherwise specifically provided by statute or other applicable law. If a quorum shall not be present at any meeting of the board of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

3.6 Telephonic Communication. Unless otherwise prohibited by statute or resolution of the board of directors, meetings of the board of directors may be held by means of a conference telephone call or similar communications equipment arrangement that allows all persons participating in the meeting to hear each other. Participation by means of communications equipment shall constitute presence in person at the meeting.

3.7 Executive Director. Pursuant to the Act, as amended, the board of directors shall hire an Executive Director who shall serve as the President, Chief Executive Officer and Executive Director of the Authority (the "Executive Director").

a. The board of directors shall prescribe the terms and conditions of employment for the Executive Director.

b. The Executive Director shall have such duties as are directed by the board of directors and as prescribed by the Act, as amended.

c. Pursuant to the Act, as amended, the Executive Director shall employ a Chief Financial Officer who shall serve as the Treasurer and fiscal agent of the Authority to hold, invest and disburse the Authority's monies.

d. The Executive Director shall hire such other administrative, clerical and other employees and prescribe the terms and conditions of their employment as are necessary to carry out the purposes of the Authority.

SECTION 4 OFFICERS OF THE BOARD

4.1 Officers. The board of directors shall elect a Chair, a Vice-Chair, a Secretary and such other officers as it may from time to time deem necessary or convenient to conduct its business. All officers of the board shall be members of the board of directors.

4.2 Election; Term of Office. The board of directors shall annually elect officers at a board meeting to be held in the month of May or June. Each elected officer shall serve a one-year term beginning on July 1st immediately following the board meeting at which such officer is elected. An officer may be elected to and serve subsequent terms for so long as he or she is duly qualified and appointed.

4.3 Removal of Officers. The board of directors may remove any officer of the board, either with or without cause, and appoint his or her successor.

4.4 Vacancies. A vacancy in any of the elected offices of the board of directors because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors from the remaining members of the board of directors at any time. The officer elected to a vacancy shall serve for the remainder of the term of the officer he or she replaces.

4.5 Chair of the Board. The Chair of the board of directors shall preside at all meetings of the board of directors and shall be the principal spokesperson of the Authority. If the Chair shall not be serving or be absent from a meeting, the Vice Chair of the board of directors shall preside at all meetings of the board of directors, and if the Vice Chair is not available, the current Chair shall appoint another member of the board of director to preside at the meeting of the board of directors.

4.6 Secretary. The secretary shall assure that the minutes of all proceedings and meetings are properly recorded, and, if required attest the signature of the Chair.

SECTION 5 COMMITTEES OF THE BOARD

5.1 Committees. The board of directors establishes the following committee of the board of directors:

- a. Finance, Budget and Audit Committee.
- b. Youth and Amateur Sports Committee.
- c. Tourism Promotion and Marketing Committee.

Each committee shall have the number of members as is determined by the Chair. The Chair shall appoint all chairs and members of the committees of the Authority and may serve in place of any member on a committee or in addition to the appointed membership as necessary to achieve a quorum..

5.2 Meetings of Committees. All committee meetings of the board of directors shall be held at such place as may be fixed from time to time by the chair of that committee. Any meeting of a committee, except executive sessions, must be open to the public.

5.3 Notice of Committee Meetings. The chair of the committee shall establish a time, date and place for meetings of a committee. The notice of the time, date and place of any

committee meeting shall be given to the public not less than 24 hours previous thereto by the committee chair, executive director or secretary or at the direction of any of them.

5.4 Telephonic Communication. Unless otherwise prohibited by statute or resolution of the board of directors, meetings of the committees may be held by means of a conference telephone call or similar communications equipment arrangement that allows all persons participating in the meeting to hear each other. Participation by means of communications equipment shall constitute presence in person at the meeting.

5.5 Other Committees. The board of directors may, from time to time, by resolution adopted by a majority of the full board of directors, may appoint other standing or temporary committees from its membership and vest such committees with such powers as the board may include in its resolution.

5.6 Tenure of Committee Members. Except in the case of resignation, disqualification, expiration of term, removal or the inability to serve for any reason, each member of any committee shall hold office until his or her successor is elected and qualified.

SECTION 6
INDEMNIFICATION OF
DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

6.1 Indemnification. Except as provided in these bylaws or applicable law, the Authority shall hold harmless and indemnify each of its directors, officers, employees and agents (“indemnitee”) against any and all liability and expenses incurred by an indemnitee in connection with any threatened or actual proceeding or legal action resulting from the indemnitee’s service to the Authority or to another entity at the Authority’s request.

6.2 Procedure. An indemnitee shall notify the Authority promptly of the threat or commencement of any proceeding or legal action with respect to which the indemnitee intends to seek indemnification. The Authority is entitled to assume the indemnitee’s defense with counsel reasonably satisfactory to the indemnitee, unless the indemnitee provides the Authority with an opinion of counsel reasonably concluding that there may be a conflict of interest between the indemnitee and the Authority in the defense of the proceeding or legal action. If the Authority assumes the defense, the Authority is not liable to the indemnitee for legal or other expenses subsequently incurred by the indemnitee.

6.3 Expense Advances. The Authority shall advance automatically expenses, including attorneys’ fees, incurred or to be incurred by an indemnitee in defending a proceeding or legal action upon receipt of notice and, if required by law, of an undertaking by or on behalf of the indemnitee to repay all amounts advanced if it is ultimately determined by final judicial decision (after expiration or exhaustion of any appeal rights) that the indemnitee is not entitled to be indemnified for such expenses.

6.4 Settlement of Claims. The Authority is not obligated to indemnify an indemnitee for any amounts incurred in settlement if settlement is made without the Authority’s prior written

consent. The Authority shall not enter into any settlement that would impose any penalty or limitation on an indemnitee without the indemnitee's prior written consent. Neither the Authority nor the indemnitee will unreasonably withhold consent to any proposed settlement.

6.5 Effect of Repeal. In order that an indemnitee may rely on the indemnification promised by this Section 6, no repeal or amendment of this Section shall reduce the right of an indemnitee to payment of expenses or indemnification for acts of the indemnitee taken before the date of repeal or amendment.

SECTION 7 FINANCIAL TRANSACTIONS

7.1 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidence of indebtedness issued in the name of the Authority shall be signed by such director or directors, officer or officers, agent or agents, employee or employees of the Authority in accordance with Act, as amended, and in such manner as shall from time to time be determined by resolution of the board of directors.

7.2 Deposits. All funds of the Authority shall be deposited, in accordance with applicable law, from time to time to the credit of the Authority in such depositories as the board of directors' selects and in accordance with the Act, as amended.

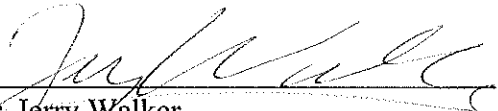
7.3 Fiscal Year. The fiscal year of the Authority shall be fixed by resolution of the board of directors.

SECTION 8 REPEAL, ALTERATION OR AMENDMENT

These bylaws may be repealed, altered or amended, or substitute bylaws may be adopted, only by a majority of the board of directors at any time.

CERTIFICATE OF ADOPTION

The undersigned Secretary of the Board does hereby certify that the Board of Directors of the Tourism and Sports Authority adopted the foregoing Amended and Restated Bylaws pursuant to a motion of the directors dated May __, 2007.

By: 
Name: Jerry Walker
Title: Secretary

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