2015 Lodging Tax – Tourism Promotion Project Application

1. Project Information

1a. Project Name: Tacoma Pierce County Sports Commission, DBA: Tacoma South Sound Sports

Amount requested: $50,000
(Amount requested must match Total Costs, column “a.” on page 13)

Total Project Amount: $575,000
(Total Project Amount must match Total Costs, column “c.” on page 13)

1b. Name of Applicant organization: Tacoma Pierce County Sports Commission, DBA: Tacoma South Sound Sports

Mailing Address: 1119 Pacific Ave, Ste 500, Tacoma, WA. 98406

Tax ID Number: 94-3154901

Organization Unified Business Identifier (UBI): 601289518

UBI Expiration Date: 12/31/14

Type of Organization: 501-c6 Non Profit (non-profit, for-profit, municipality, private business, etc.)

1c. Contact Name: Dean Burke

Title: Executive Director

Telephone: 253-327-1866 Email: deanb@tacomaspports.org

Signature: [Signature]

The signatory declares that he/she is an authorized official of the applicant organization, is authorized to make this application, is authorized to commit the organization in financial matters, and will assure that any funds received as a result of this application are used only for the purposes set forth herein, and verifies that all the information contained in this application is valid and true to the best of his/her knowledge.
2. Project Description

2a. Please provide the event date(s)? Jan. 1st, 2015 – Dec. 31st 2015

2b. Where will your event be held? Throughout Pierce County, with main beneficiaries as Tacoma, Lakewood, “I-5 corridor.”

2c. If there is a charge or fee for this activity, please describe how much and why.

There is no charge in terms of income to Tacoma South Sound Sports. However various events will have their own admission fees as normal operations for the event. Tacoma South Sound Sports does not collect income on events.

2d. Please provide a detailed description of the proposed project/activity. Include information on the area the project will serve, its expected impact and list the responsible party(s).

Tacoma South Sound Sports anticipates working with almost 50 events in 2015. Please see attached sheet that outlines historical events, locations, estimated participants, visitors, hotel room nights generated and estimated direct spending/ economic impact. Please note that for year ending 2014, our new reports to you will show both Pierce County region-wide and Lakewood specific impacts.

Tacoma South Sound Sports is a Destination Marketing Organization whose primary goal is to drive economic impact through (amateur) sports events. We work hard to market the Lakewood and surrounding Pierce County region as a viable destination and resource for meaningful sports events that bring visitors in for overnight hotel stays. Tacoma Sports works with nearly 100 regional clubs, governing bodies, venues and partners to ensure we drive solid and tangible results into the region.
3. Beneficiaries
Please list and provide specific information regarding all individuals, businesses, areas, or organizations that will directly benefit from the project/activity.

Sports Event Based Travel Tourism benefits many segments of the community:
- Local hotels
- Restaurants/ Dining/ F&B
- Fuel/ gas, diesel
- Retail merchants
- Area tourist attractions
- Rental car

4. Goals/Monitoring
Describe the goals of the project. Will the project result in an increase in overnight stays by visitors in Lakewood? If so, how will this increase be tracked and monitored? How will an increase in the sale of goods and services as a result of the project be measured? What other short or long term economic benefits will occur and how will that be tracked? Why do you believe those project/activity outcomes are feasible? Applicants will be required to submit a post-funding report providing pertinent data evaluating tourism benefits resulting from the use of lodging tax funds as compared with the estimates contained in this application.

In 2013, Tacoma South Sound Sports helped generate the following:
- 45 Events
- 201,600 Visitors
- 16,900 Room Nights
- $11.7M in Direct Spending/ Economic Impact

Our year end numbers for 2014 should reflect a slight uptick in participation with a final estimated Direct Spending/ Economic Impact number of around $13.2M. Our 2014 Year End Report will be available in mid-December 2014.

Our funding goals for 2015 are flat to slightly-reduced in our overall request, with an emphasis on operating efficiency that we believe will improve our performance externally. Due to an in-year change of administration leadership, we want our message to be clear that we are content to take 2015 to prove our value at flat funding levels year on year.

We track and monitor every event in real-time and are capable of generating comprehensive reports at any interval. Additionally, we now produce a bi-monthly, partner-facing newsletter in addition to an annual summary called the "Scorecard."

Our reporting template uses the NASC (National Assc. of Sports Commissions) Economic Impact calculator to generate estimates.
5. Estimate how the funds will increase the amount of people traveling to Lakewood to stay overnight in paid accommodations.

2015 Estimates for the Greater Pierce County Region:
- Number of Events: 48
- Visitors: 210,000
- Room Nights Generated: 17,700
- Economic Impact: $13.5M

2015 Estimates for Lakewood Direct Impact:
- Number of Events: 15
- Visitors: 85,000
- Room Nights Generated: 7,197
- Economic Impact: $7M

6. Estimate how the funds will increase the amount of people traveling to Lakewood from more than 50 miles from their residences.

Of the forecast in question 5, we could estimate 50% of visitors to be staying in Lakewood to have travelled more than 50 miles.

7. Estimate how the funds will increase the amount of people traveling to Lakewood from outside their state or country.

Event forecasts for 2015 could see an increase of 5% - 10% for travelers outside of the country or state.
8. Funding Requirements
Due to funding constraints, partial funding may be recommended by the LTAC.

8a. If partial funding is received, how will that impact the project/activity? Please describe:

We rank Lakewood as our #2 market partner right behind our title partner - Tacoma. As such, Lakewood receives a large amount of benefit as per events hosted not only in Lakewood, but also in Tacoma. Large events held in Tacoma consistently overflow and result in thousands of hotel nights being booked in Lakewood.

We ask that Lakewood consider the overall benefit received from this partnership. Lakewood is a core partner in helping this region wide effort. Any reduction in funding will have varying but measurable effects into events that could be forced to move away from this region if they cannot find support.

9. Use of Funds
Provide detail on how the funds will be used. For example, $20,000 of the funds will be used for marketing, $5,000 for administration, $10,000 for Consultants, etc.

For Lakewood funds directly:

$30,000 Operations/Admin (staff, salary, bookkeeping, admin, overhead, etc.)
$20,000 Marketing/Sales (event operations, marketing, travel, etc.)

Our overall budget plan for 2015 (all funding partners) reflects a use of approx:

60% ($344,000) Operations/Admin
40% ($231,000) Marketing/Sales
## 10. Project Budget (for non-capital projects). Do not include in-kind contributions.

**Income:** A diversified funding base is important to the success of any project. Please list all other sources of funding for the project, both anticipated and confirmed and when that funding will be available to the project. Include your own funding, sponsorships, other grants, etc.

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount</th>
<th>Confirmed?</th>
<th>Date Available</th>
</tr>
</thead>
<tbody>
<tr>
<td>City of Tacoma</td>
<td>$60,000</td>
<td>TBD</td>
<td>Dec. 31, 2014</td>
</tr>
<tr>
<td>City of Fife</td>
<td>$30,000</td>
<td>TBD</td>
<td>Dec. 31, 2014</td>
</tr>
<tr>
<td>City of Puyallup</td>
<td>$20,000</td>
<td>TBD</td>
<td>Dec. 31, 2014</td>
</tr>
<tr>
<td>City of Gig Harbor</td>
<td>$5,000</td>
<td>TBD</td>
<td>Dec. 31, 2014</td>
</tr>
<tr>
<td>TPA</td>
<td>$350,000</td>
<td>YES</td>
<td>Dec. 31, 2014</td>
</tr>
<tr>
<td>Pierce County</td>
<td>$60,000</td>
<td>YES</td>
<td>Dec. 31, 2014</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Expenses:** Based on full funding, please list project costs.

*PLEASE NOTE:* Certain expenses may not be reimbursable, at the sole discretion of the City of Lakewood. You will only be repaid at the Lakewood authorized rates. Insurance is not an eligible cost. If you have any questions about any of your proposed expenses, please discuss them with Melody Perrussel at Lakewood's Economic Development (253) 983-7769.

<table>
<thead>
<tr>
<th></th>
<th>a. Lodging Tax Funds</th>
<th>b. Other Funds, Do not include In-Kind dollars</th>
<th>c. Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Personnel (salaries &amp; benefits)</td>
<td>$20,000</td>
<td>$233,170</td>
<td>$253,170</td>
</tr>
<tr>
<td>Administration (rent, utilities, postage, supplies, janitorial services, etc.)</td>
<td>$10,000</td>
<td>$43,180</td>
<td>$53,180</td>
</tr>
<tr>
<td>Marketing/Promotion</td>
<td>$3,000</td>
<td>$36,500</td>
<td>$39,500</td>
</tr>
<tr>
<td>Direct Sales Activities (Including trade shows, sales calls, related travel, Describe below.)</td>
<td>$15,000</td>
<td>$160,000</td>
<td>$175,000</td>
</tr>
<tr>
<td>Minor Equipment (computers, desks, etc.)</td>
<td>$</td>
<td>$5,000</td>
<td>$5,000</td>
</tr>
<tr>
<td>Travel</td>
<td>$2,000</td>
<td>$8,000</td>
<td>$10,000</td>
</tr>
<tr>
<td>Contract Services (Describe below)</td>
<td>$</td>
<td>$38,000</td>
<td>$38,000</td>
</tr>
<tr>
<td>Other (Describe below)</td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
</tbody>
</table>

**TOTAL COSTS** (Amount in column "a." must match "Amount Requested", and amount in column "c." must equal "Total Project Amount" on Page 8)

| TOTAL COSTS | $50,000 | $523,850 | $573,850 |

**Description for Direct Sales Activities, Contract Services, Travel and Others**

Contract services = accounting & bookkeeping.

**In-Kind Contributions**
11. Funding History

11a. Was this project funded with Lakewood lodging tax funds in fiscal year 2014?

   X YES _____ no

11b. If you answered yes to 11a, how much funding did you receive in 2014?

   $50,000

11c. If you answered no to 11a, what is the last year Lakewood funding was received and how much? ______ (year) ____________ (amount awarded)  □ no previous funding

11d. Indicate what efforts have been made to access funding from additional sources?

   Tacoma South Sound Sports currently works with 7 different funding partners in effort to serve as a comprehensive regional program designed to drive economic impact through tourism and hotel overnight stays by way of sports events. We are supported by:
   • City of Tacoma
   • City of Lakewood
   • City of Fife
   • City of Puyallup
   • City of Gig Harbor
   • Pierce County LTAC
   • TPA (Tourism Promotion Area)

12. Coordination and Collaboration

   Please provide information about any other organizations or agencies involved in this project/activity. Describe their level of involvement. Describe how this project coordinates with other tourism promotion efforts or services in the area, including Chambers of Commerce, local festivals, and local lodging and restaurants. You may attach up to three letters of support from these organizations.

   Within the partners listed above in question 11d, we work with relevant departments for each, including but not limited to:
   • Tacoma Regional Convention & Visitor Bureau
   • Metro Parks-Tacoma
   • Lakewood Parks
   • Pierce County Parks
   • Puyallup Parks
   • Fife Parks/ DACCA
   • Pen-Met Parks
   • Tacoma Public Schools
   • Public Access Facilities
   • Chamber of Commerce: Tacoma, Lakewood, Fife, Puyallup, Gig Harbor
   • All TPA & LTAC contributing hoteliers throughout Pierce County
   • Over 70 amateur sports clubs
   • NASC (National Assc. of Sports Commissions)
   • USOC (United States Olympic Committee)
   • WIAA (WA. Interscholastic Athletic Assc.)
   • NWAC (Northwest Athletic Conference)
   • GNAC (Greater Northwest Athletic Conference)
   • NCAA (National Collegiate Athletic Assc.)
   • WASC (WA Assc. of Sports Commissions)
- Washington Tourism
- All colleges in Pierce County

14. **Capital Projects Budget** - Supporting the Capital Expenditures and/or Operation of city Tourism-Related Facilities.

<table>
<thead>
<tr>
<th>FUNDING/TIMELINE</th>
<th>Responsible parties, methods, means</th>
<th>Begin (Dates or periods)</th>
<th>End (Dates or periods)</th>
<th>Amount requested from Lodging Funds</th>
<th>Other funds committed - or proposed</th>
<th>TOTALS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Design &amp; Inspection</td>
<td></td>
<td></td>
<td></td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td>Other Consultants</td>
<td></td>
<td></td>
<td></td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td>Permits &amp; Fees</td>
<td></td>
<td></td>
<td></td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td>Land Acquisition</td>
<td></td>
<td></td>
<td></td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td>Site Development &amp; Landscape</td>
<td></td>
<td></td>
<td></td>
<td>$</td>
<td>$</td>
<td>$</td>
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<tr>
<td>Buildings (new construction)</td>
<td></td>
<td></td>
<td></td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td>Building Renovations (includes access)</td>
<td></td>
<td></td>
<td></td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td>Other (specify) Insurance is not an eligible cost.</td>
<td></td>
<td></td>
<td></td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td></td>
<td></td>
<td>$</td>
<td>$</td>
<td>$</td>
</tr>
</tbody>
</table>

If other funds are committed, please attach a letter of commitment from the funding source.
15. Certification

The applicant hereby certifies and confirms:

1. That it does not now nor will it during the performance of any contract resulting from this proposal unlawfully discriminate against any employee, applicant for employment, client, customer, or other person(s) by reason of race, ethnicity, color, religion, age, gender, national origin, or disability;
2. That it will abide by all relevant local, state, and federal laws and regulations;
3. That it has read and understands the information contained in this application for funding and is in compliance with the provisions thereof, and;
4. That the individual signing below has the authority to certify to these provisions for the applicant organization, and declares that he/she is an authorized official of the applicant organization, is authorized to make this application, is authorized to commit the organization in financial matters, and will assure that any funds received as a result of this application are used for the purposes set forth herein.

Primary Signature:  

[Signature]

Dean Burke
Printed Name & Title of Chief Administrator/Authorizing Official

August 4th, 2015
Date
CITY OF LAKEWOOD

E-VERIFY REQUIREMENTS FOR CONTRACTORS

By Ordinance, the City of Lakewood requires that all contractors who enter into agreements to provide services or products to the City use the Department of Homeland Security’s E-Verify system when hiring new employees for the term of the contract.

E-Verify is an electronic system designed to verify the documentation of job applicants. It is run by the Department of Homeland Security.

Who is affected?
• All contractors doing business for the City of Lakewood. There is no minimum dollar value for contracts affected.
• All subcontractors employed by the general contractor on these contracts.

Are there exceptions?
• Contracts for “Commercial-Off-The-Shelf” items are exempted from this requirement.
• Individuals, Companies, or other organizations who do not have employees.

How long must the contractor comply with the E-Verify system?
• For at least the term of the contract.

Are there other stipulations?
• E-Verify must be used ONLY for NEW HIRES during the term of the contract. It is NOT to be used for EXISTING EMPLOYEES.
• E-Verify must be used to verify the documentation of ANY new employee during the term of the contract, not just those directly or indirectly working on deliverables related to the City of Lakewood contract.

How will the City of Lakewood check for compliance?
• All contractors will retain a copy of the E-Verify Memorandum of Understanding that they execute with the Department of Homeland Security AND
• Sign and submit to the City an Affidavit of Compliance with their signed contract.
• All General Contractors will be required to have their subcontractors sign an Affidavit of Compliance and retain that Affidavit for 4 years after end of the contract.
• The City of Lakewood has the right to audit the Contractor’s compliance with the E-Verify Ordinance.

Further information on E-Verify can be found at the following website:

http://www.uscis.gov/e-verify

If you have questions about the City’s E-Verify Ordinance, please contact the City of Lakewood’s legal department prior to contracting with the City.
CITY OF LAKEWOOD

AFFIDAVIT OF COMPLIANCE WITH LAKEWOOD MUNICIPAL CODE 1.42
"E-VERIFY"

As the person duly authorized to enter into such commitment for

______________________________
Tacoma Pierce County Sports Commission, DBA: Tacoma South Sound Sports
COMPANY OR ORGANIZATION NAME

I hereby certify that the Company or Organization named herein will

(check one box below)

☒ Be in compliance with all of the requirements of City of Lakewood Municipal Code
Chapter 1.42 for the duration of the contract entered into between the City of Lakewood
and the Company or Organization.

OR

☐ Hire no employees for the term of the contract between the City and the Company or
Organization.

______________________________
SIGNATURE

Dean Burke, Executive Director
PRINT NAME AND TITLE

August 4th, 2015
DATE
August 11, 2014

City of Lakewood Lodging Tax Advisory Board

Dear Selection Committee:

It is my pleasure to write this letter of support for the Tacoma South Sound Sports (TSSS) organization. I have no doubt regarding their ability to perform the duties described in their grant proposal.

We have worked closely with TSSS for over eight years. Our relationship began when they were scouting for venues to support a variety of regional events. We had recently started managing Fort Steilacoom Park and this venue was the perfect site for many of the programs they wanted to bring to Lakewood. They connected us with different people looking for places to host regional races, tournaments and festivals.

Many of these events had never happened in Lakewood before and being new to the facility, we were hesitant to allow some of the uses. TSSS provided expertise and leadership to help us make the right decisions. They worked with established organizations that followed through with their promises. They helped us establish routes and requirements that made the events safe for all. Not only did they bring in people from throughout the region; the organizers took care of the site, their participants and the community. It was a win/win for Lakewood.

Since this time we have become great partners. They are a real partner and TSSS always brings an amazing leadership team to the table when developing the next big opportunity. If we don’t have the skills we need, they help find the expert. At planning and training sessions they respect the time of others. They are prepared; they follow through and are accountable. They are forward thinking and always looking into the future for the next big trend. Because of the positive relationship we have created, they look to Lakewood first. Our community has benefited from the strength of this organization and I look forward to working with them in the future.

If you have any questions regarding this recommendation, please feel free to contact me at the e-mail address below.

Sincerely,

Mary Dodsworth, Director
Parks, Recreation and Community Services
mdodsworth@cityoflakewood.us
June 12, 2014

Subject: Board Resolution

By unanimous vote at its June 6, 2014 board meeting, the Tacoma-Pierce County Sports Commission made a resolution to appoint Dean Burke as executive director until further notice. Dean is authorized to handle all matters as they relate to the daily business operations of the Sports Commission.

This resolution goes into effect as of the 6th day of June 2014.

TACOMA-PIERCE COUNTY SPORTS COMMISSION

Bradbury F. Cheney
President
In reply refer to: 0248453044
Oct. 28, 2008 LTR 4168C E0
94-3154901 000000 00 000
00014478
BODC: TE

TACOMA-PIERCE COUNTY SPORTS
COMMISSION
1119 PACIFIC AVE 5TH FLOOR
TACOMA WA 98402-4374991

Employer Identification Number: 94-3154901
Person to Contact: Tammy Donaldson
Toll Free Telephone Number: 1-877-829-5500

Dear Taxpayer:

This is in response to your request of Oct. 17, 2008, regarding your tax-exempt status.

Our records indicate that a determination letter was issued in June 1992, that recognized you as exempt from Federal income tax, and discloses that you are currently exempt under section 501(c)(6) of the Internal Revenue Code.

Because you are not an organization described in section 170(c) of the Code, donors may not deduct contributions made to you. You should advise your contributors to that effect.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely yours,

Michele M. Sullivan, Oper. Mgr.
Accounts Management Operations I
Request for Taxpayer Identification Number and Certification

Name (as shown on your income tax return)
TACOMA PIERCE COUNTY SPORTS COMMISSION

Business name, if different from above

Check appropriate box: □ Individual/sole proprietor □ Corporation □ Partnership
□ Limited liability company. Enter the tax classification (e.g., disregarded entity, C-corporation, partnership). □ Exempt payee

Address (number, street, and apt. or suite no.)
1119 PACIFIC AVE, SUITE 500

City, state, and ZIP code
TACOMA, WA 98402

List account number(s) here (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For Individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see How to get a TIN on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number

Employer Identification number
94 3154901

Part II Certification

Under penalties of perjury, I certify that:
1. The number shown on this form is my correct taxpayer identification number (or if I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply.

For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an Individual Retirement Arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. See the instructions on page 4.

Sign Here

Signature of U.S. person ▶

Date ▶ 2/7/13

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:
1. Certify that the TIN you are giving is correct (or for you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:
• An individual who is a U.S. citizen or U.S. resident alien,
• A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
• An estate (other than a foreign estate), or
• A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

The person who gives Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States is in the following cases:
• The U.S. owner of a disregarded entity and not the entity,
# Tacoma South Sound Sports
## Board of Directors 2013/2014

<table>
<thead>
<tr>
<th>Name</th>
<th>Board Position</th>
<th>Employment</th>
<th>Title</th>
<th>Phone</th>
<th>Email</th>
<th>Address</th>
<th>City</th>
<th>St</th>
<th>Zip</th>
</tr>
</thead>
<tbody>
<tr>
<td>Brad Cheney</td>
<td>Executive Chairman</td>
<td>Ben B. Cheney Foundation</td>
<td>Executive Director &amp; President</td>
<td>(253) 572-2442</td>
<td><a href="mailto:brad@bennycheyfoundation.org">brad@bennycheyfoundation.org</a></td>
<td>3110 Ruston Way, Suite A</td>
<td>Tacoma</td>
<td>WA</td>
<td>98402</td>
</tr>
<tr>
<td>Jeff Lyon</td>
<td>Executive Vice Chair</td>
<td>Kidder Mathews</td>
<td>Chairman &amp; CEO</td>
<td>(206) 296-9600</td>
<td><a href="mailto:jlyon@kiddermathews.com">jlyon@kiddermathews.com</a></td>
<td>601 Union Street, Suite 4720</td>
<td>Seattle</td>
<td>WA</td>
<td>98101</td>
</tr>
<tr>
<td>Tyler Shillito</td>
<td>Executive Secretary</td>
<td>Smith Alling, P.S.</td>
<td>Attorney</td>
<td>(253)627-1091</td>
<td><a href="mailto:tyler@smithaling.com">tyler@smithaling.com</a></td>
<td>1102 Broadway, Suite 403</td>
<td>Tacoma</td>
<td>WA</td>
<td>98402</td>
</tr>
<tr>
<td>Debbie Wittmers</td>
<td>Executive Treasurer</td>
<td>McGladery</td>
<td>Tax Director</td>
<td>(253) 382-2220</td>
<td><a href="mailto:Deborah.Wittmers@mcgladrey.com">Deborah.Wittmers@mcgladrey.com</a></td>
<td>1145 Broadway, Suite 900</td>
<td>Tacoma</td>
<td>WA</td>
<td>98402</td>
</tr>
<tr>
<td>John Folsom</td>
<td>Council Member</td>
<td>Community Volunteer</td>
<td>Volunteer</td>
<td>(253) 307-7748</td>
<td><a href="mailto:mfolsom@comcast.net">mfolsom@comcast.net</a></td>
<td>14 Country Club Drive SW</td>
<td>Lakewood</td>
<td>WA</td>
<td>98449</td>
</tr>
<tr>
<td>Nigel English</td>
<td>Council Member</td>
<td>Heritage Bank Commercial Lending</td>
<td>Sr. Vice President</td>
<td>(253)-671-4455</td>
<td><a href="mailto:nenglish@heritagebankwa.com">nenglish@heritagebankwa.com</a></td>
<td>1119 Pacific Ave., Suite 300</td>
<td>Tacoma</td>
<td>WA</td>
<td>98402</td>
</tr>
<tr>
<td>Jeff Woodworth</td>
<td>Council Member</td>
<td>Woodworth Capital</td>
<td>President</td>
<td>(253)-759-0165</td>
<td><a href="mailto:jeff@woodworthcapital.com">jeff@woodworthcapital.com</a></td>
<td>3110 Ruston Way, Suite D</td>
<td>Tacoma</td>
<td>WA</td>
<td>98402</td>
</tr>
<tr>
<td>Dave Meadowcroft</td>
<td>Council Member</td>
<td>Pinnacle Lumber</td>
<td>President</td>
<td>(253)-572-0400</td>
<td>dave@<a href="mailto:m@pinnaclelumber.com">m@pinnaclelumber.com</a></td>
<td>PO Box 1703</td>
<td>Tacoma</td>
<td>WA</td>
<td>98401</td>
</tr>
<tr>
<td>Duke Kuehn</td>
<td>Council Member</td>
<td>Pacific Northwest Consulting Services</td>
<td>President</td>
<td>(360)-791-8450</td>
<td><a href="mailto:duke@pnwconsult.com">duke@pnwconsult.com</a></td>
<td>9912 Island View Lane West</td>
<td>University</td>
<td>WA</td>
<td>98466</td>
</tr>
<tr>
<td>Willie Stewart</td>
<td>Council Member</td>
<td>Retired: Tacoma Schools</td>
<td>Administrator</td>
<td>(253)-441-5772</td>
<td>w <a href="mailto:stewardt@q.com">stewardt@q.com</a></td>
<td>1014 Paradise Ln</td>
<td>Tacoma</td>
<td>WA</td>
<td>98466</td>
</tr>
<tr>
<td>Doug Andressen</td>
<td>Council Member</td>
<td>Washington Youth Soccer</td>
<td>President</td>
<td>(253)476-2237</td>
<td><a href="mailto:StatePresident@washingtonyouthsoccer.org">StatePresident@washingtonyouthsoccer.org</a></td>
<td>500 S. 336th St, Suite 500</td>
<td>Federal Way</td>
<td>WA</td>
<td>98003</td>
</tr>
<tr>
<td>Mariza Craig</td>
<td>Council Member</td>
<td>City of University Place</td>
<td>Economic Development Mgr</td>
<td>(253)460-5445</td>
<td><a href="mailto:MCraig@CityofUP.com">MCraig@CityofUP.com</a></td>
<td>3715 Bridgeport Way West</td>
<td>University</td>
<td>WA</td>
<td>98466</td>
</tr>
</tbody>
</table>
VISION:

Tacoma South Sound Sport's (TSSS) vision is to create a reputation for being the premier amateur sports destination marketing organization in the region.

MISSION:

To market Tacoma and the South Sound as a destination for tourism generating amateur sports events and lead the development of athletic programs and venues throughout the region resulting in tourism, economic impact and hotel night stays.

EXECUTIVE SUMMARY

This marking plan outlines TSSS's 2015 strategy for marketing the South Puget Sound Region and the City of Lakewood, in order to maximize the region's competitiveness in the national and regional sports market. Recognizing that sports events bring valuable tourism dollars to the region and promote a positive image of our community, TSSS provides the leadership and experience to develop, market, and promote the region as a premier destination for a diverse number of sporting events and their related activities.

TSSS' goal is to recruit several regional events and one "major event" per year. The target customers are National Governing Bodies (NGB) that seeks a host city that is near a first tier city or is itself a second or third tier city. Before bidding on an event, TSSS must consider the amount of hotel room nights and economic impact the event will produce.

SITUATIONAL ANALYSIS

- The sports event marketplace represents $7.1 billion in total annual economic impact.
- 6.7% overall growth in direct spending impact in 2011
- 1/3 of growth from increase spending per participant
- 2/3 of growth from creation of new events as well as increased participation
- Mid-level and smaller sports markets are experiencing highest growth rates
- Diversity of events is key to growing economic impact in a community
Objectives

Actively market and promote the region as a premier destination for amateur sports events. Through a marketing program that builds partnerships with regional sports facilities and sports organizations, TSSS recruits, develops, and bids for events that generate tourism spending and brings regional and national exposure to our region.

Community Benefits

- Attract overnight visitors to the region.
- Promote a positive image of the region.
- Provides entertainment and expands the region's quality of life.
- Supports local charities and/or nonprofit sports organizations.

STRATEGY

- **Event Development**
  - Researches and develops bids for events that attract tourism and overnight hotel stays.
  - Develops relationships with NGB's that result in more events hosted in the region that impact Lakewood's hotels and hospitality related businesses.

- **Club Development**
  - Increases host potential of sports clubs and organizations by working directly with club management to assist them in the development and/or expansion of their membership and programing.

- **Venue Development**
  - Advocates, supports, and assists any municipality, district, enterprise fund, or private investors in the development of sports venues that increase the host potential of the region.

- **Community Development**
  - Implements strategic partnerships to enhance the host potential of our community.
  - Engage elected officials and government entities, and the media as a way to leverage resources and educate to the value of sports tourism.

- **Event Services**
  - Serves on Local Organizing Committees to fulfill all commitments made during the bidding process.
  - Enhance the visitor experience for competitors, attendees, fans, families, etc. with the end result being benefits to the tourism industry and the tax collections of the City of Lakewood.
STAFF ROLES AND RESPONSIBILITIES

- Executive Director – Dean Burke
  - Develop and execute strategic direction
  - Oversee day-to-day operations
  - Funding partner development & management
  - Event Development
  - Venue Development
  - Resource Development
  - Board Development
  - Community Development

- Vice President of Marketing and Communications – Shelli Williams
  - Creates and implements marketing strategy for Event Development
  - Creates and implements marketing strategy for Club Development
  - Website, Branding, Graphic Design and Event Services

- Director of Sales, Event and Club Development – Fergus Hyke
  - Responsible for Researching, Strategizing and Campaigning
  - Assembles and presents bids to events rights holders
  - Coordinates with Events Services Manager on all Hotel Related Initiatives
  - Implements Club Development Program
  - Main Point of Contact for Area Clubs and Organizations
  - Coordinates with Executive Director on attracting new events
  - Supports event services as overflow
  - Events photography

- Director of Event Services & Special Projects
  - Responsible for Event service delivery from bid to event completion
  - Serves as key point of contact from promoter to staff
  - Responsible for monitoring all agreements with facility and staff support
  - Manages day to day hotel relations; Bids, RFP's, room block and comp room management.
GOALS AND PROMOTIONAL OBJECTIVES

Measurable Goals and Objectives

In evaluating the annual tourism performance of Tacoma South Sound Sports Commission, we employ three basic measurement tools:

1. Estimated number of hotel/motel "room-nights" generated by the event.
2. Standard industry formulas which measure the economic impact ($110/day X number of visitors X number of days = estimated economic impact)
3. Use of the National Association of Sports Commission’s Economic Impact Template

Annual Goals for 2015 Program Year

Reliable and objective benchmarks will be used to measure our success against goals:

(1) Assist in the recruitment, support, and/or execution of a variety of regional events that generate:
   - **17,000 current and future room-nights**
     Whenever possible, TSSS obtains reliable room-night history of events from past communities.
   - **$13+ Million** in current and future economic impact

(2) Recruit one “major event” per year. An event producing any one, or combination, of the following outcomes:
   - Significant resume-builder that creates an opportunity for a more valuable, prestigious event
   - 1,000 – 3,000 room nights
   - $2 million in economic impact or more
   - Substantial media coverage

Promotional Objectives

Major sporting events generate significant media attention that promotes positive images of our community nationally and internationally. This media coverage generates advertising equivalencies not affordable through traditional means. Hosting sports events distinguishes and advertises the region as a healthy and vibrant community with a high quality of life. The positive “impressions” generated by events help drive tourism and possibly more important, promote the region as a desirable location for business relocation and investment.
REPRESENTATION AND ACCOUNTABILITY

Representation

Regional representation is an important aspect of TSSS’s mission. Our community’s “sports assets” are located throughout the region and not limited to a specific city or area. Even though potential venues are located throughout the region, the benefits derived through sports marketing impact the entire regional community.

Accountability

Tacoma South Sound Sports is a publicly funded 501(c)(6) nonprofit governed by a 12-member Board of Directors. Contractually, the TSSS is accountable to the legislative authority that provides financial support to the organization: City of Tacoma, City of Lakewood, City of Puyallup, City of Fife and Pierce County, the City of Gig Harbor and the Tourism Promotion Area.
<table>
<thead>
<tr>
<th>INCOME</th>
<th>2014</th>
<th>2015</th>
<th>%</th>
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<tr>
<td>City of Lakewood</td>
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<td>City of Puyallup</td>
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<tr>
<td>Pierce County</td>
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<tr>
<td>Other</td>
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<td>Gig Harbor</td>
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<td>TPA</td>
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<td>Payroll Fee</td>
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<td><strong>OVERHEAD TOTAL</strong></td>
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<td><strong>FIXED &amp; ADMIN DOLLARS TOTAL</strong></td>
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| FIXED & ADMIN DOLLARS | 77.61% |

<table>
<thead>
<tr>
<th>SPENDING/ BUYING WORK DOLLARS</th>
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<tr>
<td>Marketing</td>
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<td>TSSS Website</td>
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<td><strong>MARKETING/ MEETINGS TOTAL</strong></td>
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<td>Minor Equipment</td>
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<td><strong>EVENT OPERATING &amp; SALES TOTAL</strong></td>
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<td>Event Name</td>
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<td>Let's Play</td>
<td>Festival</td>
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<td>Pre NSC</td>
<td>Speedsailing</td>
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<td>WIAA Girls Bowling</td>
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<tr>
<td>WIAA Boys' Swim/Dive</td>
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<td>WIAA Gymnastics</td>
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<td>WIAA Mat Classic</td>
<td>Wrestling</td>
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<td>WIAA Freestyle Championships</td>
<td>Wrestling</td>
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<td>U.S. Quad Rugby Wheelchair Sectionals</td>
<td>Adaptive</td>
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<td>Golden Gloves Boxing</td>
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<td>WIAA 3A/4A Basketball</td>
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<td>NCAA Swim</td>
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<td>Gil Harbor Paddlers Cup</td>
<td>Paddle</td>
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<td>WIAA Freestyle/Green Roman State Championship</td>
<td>Swimming</td>
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<tr>
<td>Tahoma City Marathon</td>
<td>Racing</td>
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<tr>
<td>Lon-Olympic</td>
<td>Track</td>
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<td>WIAA Track &amp; Field (2A, 3A, 4A)</td>
<td>Soccer</td>
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<td>NSCAA College Showcase</td>
<td>Soccer</td>
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<td>ISAT Club Nationals</td>
<td>Baseball</td>
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<tr>
<td>Washington State Little League Championships</td>
<td>Baseball</td>
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<td>Seattle Invitational Men's Fastpitch Softball</td>
<td>Paddle</td>
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<td>T-town Sailing Regatta</td>
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<td>Color Run 5K</td>
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<td>WIAA Girls' Swim/Dive</td>
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<td>WIAA 2A Girls' Volleyball</td>
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<td>Fall Classic (Wheelchair Basketball)</td>
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<td>NWACC Women's Volleyball</td>
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<td>Pro NSC</td>
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<td>WIAA Girls' Soccer</td>
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**TOTALS**

- 25,975
- 112,421
- 10,216
- 138,399
- 59,822,297
# TPC SPORTS COMMISSION

## Balance Sheet

**As of June 30, 2014**

### ASSETS

<table>
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<tr>
<th>Category</th>
<th>Amount</th>
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<tr>
<td>Current Assets</td>
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<tr>
<td>Checking/Savings</td>
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<tr>
<td>NEW Heritage Bank - 9661</td>
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<tr>
<td>Total Checking/Savings</td>
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<tr>
<td>Accounts Receivable</td>
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<td>Total Accounts Receivable</td>
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<td>Other Current Assets</td>
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<td>Prepaid Expenses</td>
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<td>Security Deposit</td>
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<td>Retirement Forfeiture Account</td>
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<td><strong>TOTAL ASSETS</strong></td>
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### LIABILITIES & EQUITY

<table>
<thead>
<tr>
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<tbody>
<tr>
<td>Liabilities</td>
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<tr>
<td>Current Liabilities</td>
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<td>Loan - Woodworth Capital</td>
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<tr>
<td>LOC - Amateur Athletic Fund</td>
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<td>Payroll Liabilities</td>
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<tr>
<td>Accrued Wages</td>
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<tr>
<td>Accrued Payroll Taxes</td>
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<td>Accrued Retirement</td>
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<tr>
<td>Total Current Liabilities</td>
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<td>Equity</td>
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<td>Fund Balance</td>
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<td>Net Income</td>
<td>37,326.29</td>
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<td><strong>Total Equity</strong></td>
<td>62,164.02</td>
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<tr>
<td><strong>TOTAL LIABILITIES &amp; EQUITY</strong></td>
<td>90,365.80</td>
</tr>
</tbody>
</table>
January 17, 2009

Brad Cheney, Chairman
Tacoma-Pierce County Sports Commission
brad@benhcheneyfoundation.org

SPORTS COMMISSION ARTICLES AND BYLAWS

I'm enclosing drafts of proposed amendments to the Sports Commission Articles and Bylaws, with the existing Articles and Bylaws attached. I think the changes are pretty self-explanatory. Once I get your comments and Tim's, we can seek Board approval at the February 4th meeting, and then I can file Articles of Amendment with the Secretary of State. We'll also need to notify the IRS of the changes – the Sports Commission’s accountants may be able to do this with the tax return.

One thought I have is that the changes cut off the Chamber of Commerce’s official connection with the Sports Commission. Someone could argue that this shouldn’t be done without the Chamber of Commerce’s consent. Do you see in problem in getting that?

Please look over the enclosures and call me with your questions and comments. Thanks.

ALAN D. MACPHERSON
amacpherson@oith-law.com
Our main purpose is to solve problems for clients and help them succeed.

cc: Tim Waer (timw@tacomaspports.com)
AMENDMENT TO ARTICLES OF INCORPORATION
OF
TACOMA-PIERCE COUNTY SPORTS COMMISSION

The following amendment to the Articles of Incorporation of Tacoma-Pierce County Sports Commission, a Washington nonprofit corporation, is hereby adopted. This amendment revises the Articles that were filed with the Washington Secretary of State on December 11, 1990 (copy attached).

Article VIII is hereby revised to read as follows:

ARTICLE VIII

Members

The Corporation shall have no members.

The above and foregoing amendment to the Articles of Incorporation of Tacoma-Pierce County Sports Commission, a Washington nonprofit corporation, was adopted by the Board of Directors thereof on February 4, 2009.

[Signature]
Secretary
ARTICLES OF INCORPORATION
OF
TACOMA-PIERCCE COUNTY SPORTS COMMISSION

KNOW ALL MEN BY THESE PRESENTS:

The undersigned person, acting as the incorporator of a
corporation under the provisions of the Washington Nonprofit
Corporation Act (Ch. 24.03 RCW), adopts the following Articles of
Incorporation for such Corporation.

ARTICLE I

The name of this Corporation is TACOMA-PIERCCE COUNTY SPORTS
COMMISSION.

ARTICLE II

This Corporation has perpetual existence.

ARTICLE III

Purpose

The purpose or purposes for which this Corporation, a
nonprofit charitable organization, is organized are:

(1) To inure benefit to the Tacoma and Pierce County
communities as a whole, both in terms of their economic
development through the use of its public and private facilities
and its reputation nationwide through the enhancement of its
image, and to assist state and local governmental entities in
their efforts to improve the health of their residents, by
assisting local amateur athletic organizations in promoting their
respective sports and by attracting to the Tacoma and Pierce
County areas various national and international professional and
amateur athletic events;

(2) To engage in any other lawful business activity
whataever which may hereafter from time to time be authorized by
the Board of Directors; provided, however, that the purposes for
which the Corporation is formed shall at all times comply with
Section 501(c)(6) of the Internal Revenue Code of 1986, as
amended (the "Code"), or, with respect to the Fund referred to in
Article IX of these Articles, Section 501(c)(3) of the Code, or
whichever subsection of Section 501(c) of the Code this
Corporation or the Fund is found to qualify for tax exempt status
by the Internal Revenue Service ("Applicable Code Section").
ARTICLE IV

Powers

This Corporation shall have the power to take any lawful action necessary, appropriate or desirable to carry out its purposes consistent with the Washington Nonprofit Corporation Act and the applicable Code section.

ARTICLE V

Registered Office

The address of the registered office of the Corporation is 950 Pacific Ave., Suite 300, Tacoma, WA 98402 and the name of the registered agent at such address is David W. Graybill.

ARTICLE VI

Incorporator

The name and address of the incorporator are:

Elvin J. Vandeberg
1900 First Interstate Plaza
1201 Pacific Ave.
Tacoma, WA 98402

ARTICLE VII

Directors

The Corporation shall have nine (9) initial directors, whose names and addresses are:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Elbert H. Baker</td>
<td>Baker Trust</td>
</tr>
<tr>
<td></td>
<td>1145 Broadway, Suite 1380</td>
</tr>
<tr>
<td></td>
<td>Tacoma, WA 98402</td>
</tr>
<tr>
<td>Lowell Butson</td>
<td>Murray Foundation</td>
</tr>
<tr>
<td></td>
<td>1750 First Interstate Plaza</td>
</tr>
<tr>
<td></td>
<td>1201 Pacific Ave.</td>
</tr>
<tr>
<td></td>
<td>Tacoma, WA 98402</td>
</tr>
<tr>
<td>John P. Folsom</td>
<td>Raleigh, Schwarz &amp; Powell, Inc.</td>
</tr>
<tr>
<td></td>
<td>P.O. Box 1718</td>
</tr>
<tr>
<td></td>
<td>Tacoma, WA 98401</td>
</tr>
<tr>
<td>W. H. Meadowcroft</td>
<td>Weyerhaeuser Company</td>
</tr>
<tr>
<td></td>
<td>P.O. Box 1278</td>
</tr>
<tr>
<td></td>
<td>Tacoma, WA 98401</td>
</tr>
</tbody>
</table>
W. W. Philip
Puget Sound Bancorp
P.O. Box 11500
Tacoma, WA  98411-5500

John A. Woodworth
Woodworth & Company
1200 E. "D" Street
Tacoma, WA  98421

Elvin J. Vandeberg
Vandeberg & Johnson
1900 First Interstate Plaza
1201 Pacific Ave.
Tacoma, WA  98402

Clay F. Huntington
Klay Radio
10025 Lakewood Dr. S.W.
Tacoma, WA  98499

John C. James
Frank Russell Co.
909 "A" Street
Tacoma, WA  98402

The number of directors, their terms of office, and the election procedures shall be as provided in the Bylaws of the Corporation.

ARTICLE VIII

Members

The Corporation shall have one (1) class of members, and the entire class shall be composed of only one (1) member, the Tacoma-Pierce County Chamber of Commerce, a Washington nonprofit corporation.

ARTICLE IX

Separate 501(c)(3) Fund

This Corporation shall have the authority to establish a separate fund intended to be a nonprofit charitable fund within the meaning of Section 501(c)(3) of the Code (the "Fund"), according to the following requirements:

(1) Purposes: The Fund shall be operated exclusively to support the Corporation's efforts as they relate solely to amateur sporting events and organizations and to support any other activity of the Corporation which is an activity permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code, or (b) contributions to which are deductible under Section 170(c)(2) of the Code.
(2) Administration: The Fund shall be administered in accordance with the relevant provisions of this Corporation's Bylaws.

(3) Private Foundation Status: If the Fund is or becomes a private foundation within the meaning of Section 509 of the Code, and for as long as such private foundation status continues, the following provisions shall apply in its administration:

(a) Each year the Fund proceeds shall be distributed at such time and in such amounts as shall make the Fund not subject to tax under Section 4942 of the Code;

(b) The administrators of the Fund shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) The administrators of the Fund shall not sell, exchange, distribute or otherwise dispose of any excess business holdings in the Fund, as defined in Section 4943(c) of the Code;

(d) The administrators of the Fund shall not make any investments in such manner as to subject the Fund to tax under Section 4944 of the Code; and

(e) The administrators of the Fund shall not cause to be made any taxable expenditures as defined in Section 4945(d) of the Code.

(4) Prohibited Activities: No substantial part of the assets or activities of the Fund shall be devoted to attempting to influence legislation by propaganda or otherwise, and the assets of the Fund shall not be used to participate, or intervene, directly or indirectly (including the publication or distribution of statements), in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Fund assets shall not be used to carry on any activities not permitted to be carried on by a Fund exempt from federal income tax under Section 501(c)(3) and Section 170(c)(2) of the Code.

(5) Distribution: Distribution from the Fund shall be made only in keeping with the purposes of the Fund and in accordance with the provisions of Article XII of these Articles.

(6) Distribution Upon Dissolution: Upon the dissolution of the Fund, all assets remaining after payment of
the Fund's creditors shall be distributed by the Board of Directors of the Corporation to one or more organizations qualifying for the exemption afforded by Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time).

ARTICLE X

Limitation on Liability of Directors

No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for his or her conduct as a director on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director or (ii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If, after the effective date of this Article, the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omission of such director occurring prior to such amendment or repeal.

ARTICLE XI

Indemnification of Officers, Directors, Employees and Agents

(1) Definitions:

As used in this Article:

(a) "Action" means any actual or threatened claim, suit or proceeding, whether civil, criminal, administrative or investigative.

(b) "Another Enterprise" means a corporation (other than the Corporation), partnership, joint venture, trust, association, committee, employee benefit plan or other group or entity.

(c) "Corporation" means TACOMA-PIERCE COUNTY SPORTS COMMISSION and any predecessor to it and any constituent corporation (including any constituent of a constituent) absorbed by the Corporation in a consolidation or merger.
(d) "Director or Officer" means each person who is serving or who has served as a director or officer of the Corporation or, at the request of the Corporation, as a director, officer, employee, partner, trustee or agent of Another Enterprise.

(e) "Indemnitee" means each person who was, is or is threatened to be made a party to or is involved (including without limitation, as a witness) in an Action because the person is or was a Director or Officer of the Corporation.

(f) "Loss" means loss, liability, expenses (including attorneys' fees), judgment, fines, ERISA excise taxes or penalties and amounts to be paid in settlement, actually and reasonably incurred or suffered by an Indemnitee in connection with an Action.

(2) Right to Indemnification: The Corporation shall indemnify and hold each Indemnitee harmless against any and all Loss except for Losses arising out of: (a) the Indemnitee's acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law or (b) any transaction in which it is finally adjudged that the Indemnitee personally received a benefit in money, property or services to which the Indemnitee was not legally entitled. Except as provided in Section (4) of this Article, the Corporation shall not indemnify an Indemnitee in connection with an Action (or part thereof) initiated by the Indemnitee unless such Action (or part thereof) was authorized by the Board of Directors of the Corporation. If, after the effective date of this Article, the Washington Nonprofit Corporation Act is amended to authorize further indemnification of directors and officers, then Directors and Officers of this Corporation shall be indemnified to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended.

(3) Burden of Proof, Procedure for Payment and Notice to Members:

(a) The Indemnitee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (including a claim for expenses incurred in defending any Action in advance of its final disposition, where the undertaking in (b) below has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the Indemnitee is so entitled.

(b) The right to indemnification conferred in this Article shall include the right to be paid by the Corporation all expenses (including attorneys' fees) incurred in defending any Action in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of an Action shall be made upon delivery to the
Corporation of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is entitled to be indemnified under this Article or otherwise.

(c) Any indemnification in accordance with this Article, including any payment or reimbursement of expenses, shall be reported to the members with the notice of the next members' meeting or prior thereto in a written report containing a brief description of the proceedings involving the Director or Officer being indemnified and the nature and extent of such indemnification.

(4) Right of Indemnitee to Bring Suit. If a claim under this Article is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be 20 days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the Indemnitee shall be entitled to be paid also the expense of prosecuting such claim. Neither the failure of the Corporation (including its Board of Directors, its members or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, its members or independent legal counsel) that the Indemnitee is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the Indemnitee is not so entitled.

(5) Nonexclusivity of Rights: The right to indemnification and the payment of expenses incurred in defending an Action in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members or disinterested directors or otherwise.

(6) Insurance, Contracts and Funding: The Corporation may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Corporation or Another Enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act. The Corporation may, without further corporate action, enter into contracts with any Director or Officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a
security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

(7) Indemnification of Employees and Agents of the Corporation: The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of an Action to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act or otherwise.

(8) Contract Right: Rights of indemnification under this Article shall continue as to an Indemnitee who has ceased to be a Director or Officer and shall insure to the benefit of his or her heirs, executors and administrators. The right to indemnification conferred in this Article shall be a contract right upon which each Director or Officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director or Officer of the Corporation for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

(9) Severability: If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provisions to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

ARTICLE XII

Distribution of Earnings

No part of the net earnings of the Corporation or amounts held in the Fund shall inure in whole or in part to the benefit of or be distributable to any officer, director, member or other individual having a personal or private interest in the activities of the Corporation except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III hereof.
ARTICLE XIII

Distribution Upon Dissolution

Upon dissolution of the Corporation all assets remaining after payment of the Corporation's creditors shall be distributed to the Tacoma-Pierce County Chamber of Commerce ("Chamber"), a Washington nonprofit corporation currently qualifying as exempt from taxation under the provisions of Sections 501(a) and 501(c)(6) of the Code or its successor; provided, that the Chamber is still so qualified at the time of dissolution. If neither the Chamber nor any successor exists or if it is no longer so qualified, then assets upon dissolution shall be distributed to such organization or organizations selected by the Board of Directors; provided that such organization or organizations are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(6) of the Code. Notwithstanding any of the above, upon dissolution of the Corporation, assets contained in the Fund may be distributed only as provided in Article IX, Section (6).

ARTICLE XIV

Amendment of Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on directors are subject to this reserved power.

DATED: November 30, 1990.

[Signature]
ELVIN W. VANDERBERG
Incorporator
CONSENT TO APPOINTMENT AS REGISTERED AGENT

The undersigned, having been appointed as registered agent of the TACOMA-PIERCE COUNTY SPORTS COMMISSION, does hereby consent to such appointment and agrees to serve as registered agent for the Corporation.

DATED this 30th day of November, 1990.

[Signature]

DAVID W. GRAYHILL

Address of Registered Agent:

950 Pacific Ave., Suite 300
Tacoma, WA 98402
AMENDMENTS TO BYLAWS
OF
TACOMA-PIERCE COUNTY SPORTS COMMISSION

The following amendments to the Bylaws of Tacoma-Pierce County Sports Commission, a Washington nonprofit corporation, are hereby adopted. These amendments revise the Bylaws that were last amended on May 5, 1992 (copy attached).

1. Article II is hereby revised to read as follows:

   ARTICLE II

   Members

   The Corporation shall have no members.

2. Article III is hereby deleted.

3. Paragraph (1) of Article IV is hereby revised to read as follows:

   (1) Number and Powers: The management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors, consisting of no fewer than nine (9) and no more than fifteen (15) persons. Directors need not be residents of the State of Washington. In addition to the powers and authorities by these Bylaws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise, in good faith, all such powers of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

4. Paragraph (2) of Article IV is hereby revised to read as follows:

   (2) Election and Tenure: Directors shall be elected by a majority vote of the Directors then in office, including Directors elected to fill vacancies created by reason of
an increase in the number of Directors, resignation, or removal of a Director. The Directors shall serve terms of three (3) years, with the terms of Directors staggered as much as is reasonably possible. A Director may serve no more than two (2) consecutive terms.

5. Paragraph (7) of Article IV is hereby revised to read as follows:

(7) Regular Meetings: The annual meeting of Directors shall be held on the first Wednesday of each February, or such other time as the Chairman designates.

The above and foregoing amendments to the Bylaws of Tacoma-Pierce County Sports Commission, a Washington nonprofit corporation are the Bylaws of this corporation, were adopted by the Board of Directors thereof on February 4, 2009.

__________________________
Secretary
BYLAWS
OF
TACOMA-PIERCE COUNTY SPORTS COMMISSION

ARTICLE I

Offices

(1) Registered Office and Registered Agent: The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent, who shall be selected by the Board of Directors, shall have a business office identical with such registered office.

(2) Other Offices: The corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

ARTICLE II

Members

(1) Number and Class: The corporation shall have one (1) class of members and that class shall be composed of a sole member, Tacoma-Pierce County Chamber of Commerce, a Washington nonprofit corporation.

(2) Disbursement: The corporation shall not make any disbursement of income to its member.

ARTICLE III

Member's Meetings

(1) Meeting Place: All meetings of the member shall be held at the registered office of the corporation, or at such other place, either within or without this state, as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.
(2) Annual Meeting — Time: The annual meeting of the member for the transaction of such business as may properly come before the meeting shall be held each year immediately following the adjournment of the annual meeting of the members of the County-Chamber-of-Commerce. DELETED MAY 5, 1992.

(2) Annual Meeting Time: The annual meeting of the member for the transaction of such business as may properly come before the meeting shall be held each year immediately following the adjournment of the annual meeting of the members of The Visitors and Convention Bureau.

(3) Annual Meeting — Order of Business: At the annual meeting of the member, the order of business shall be as follows:

(a) Calling the meeting to order.
(b) Proof of notice of meeting (or filing waiver).
(c) Reading of minutes of last annual meeting.
(d) Reports of officers.
(e) Reports of committees.
(f) Miscellaneous business.

(4) Special Meetings: Special meetings of the member for any purpose may be called at any time by the president or the Board of Directors.

(5) Notice: Notice of the time and place of the annual meeting of the member and of regular meetings and special meetings shall be given by delivering personally or by mailing a written or printed notice of the same, at least ten (10) days, and not more than fifty (50) days, prior to the meeting. Any notice for a special meeting of the member, regardless of method used for conveyance, shall include the purpose or purposes of the meeting.

(6) Waiver of Notice: A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

(7) Voting: Except as may otherwise be provided in these Bylaws or the corporation's Articles of Incorporation, the member shall be entitled to one vote on each matter submitted to a vote of the member.

(8) Proxies: A member may vote in person or by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution.
(9) **Action by Member without a Meeting:** Any action required or which may be taken by the member may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by the member entitled to vote with respect to the subject matter thereof.

(10) **Action of Member by Communications:** The member may participate in a meeting of the member by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

**ARTICLE IV**

**Board of Directors**

(1) **Number and Powers:** The management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors, consisting of nine (9) persons elected by the Board of Directors of the sole member and the Mayor of the City of Tacoma, Washington and the County Executive of Pierce County, Washington. The Mayor of the City of Tacoma, Washington and the County Executive of Pierce County, Washington shall serve by virtue of their office and shall have no vote. Directors need not be residents of the State of Washington. In addition to the powers and authorities by these Bylaws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise, in good faith, all such powers of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances, and do all such lawful acts as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the member.

(2) **Election and Tenure:** At the first meeting of the Board of Directors the term of the directors currently holding office shall be determined by lot, with three (3) directors having a three (3) year term, three (3) directors having a two (2) year term, and three (3) directors having a one (1) year term. Upon the expiration of the initial terms, directors shall be elected for a three (3) year term. The directors shall be elected by the Board of Directors of the sole member.

(3) **Change of Number:** The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.
(4) Vacancies: All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors.

(5) Ex Officio Members of the Board of Directors: The Board of Directors shall include such ex officio members as the board may appoint from time to time by a majority vote of all directors entitled to vote.

(6) Removal of Directors: Any director may be removed, with or without cause, by a two-thirds (2/3) majority vote of all the directors entitled to vote at a meeting of the directors called for such purpose.

(7) Regular Meetings: Regular meetings of the Board of Directors, or any committee designated by the Board of Directors, may be held with or without notice at the registered office of the corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors may from time to time designate. The annual meeting shall be held after the adjournment of the annual meeting of the member on a date set by the president and at least ten (10) days' written notice thereof shall be given to the directors by telegram, letter or personally.

(8) Special Meetings: Special meetings of the Board of Directors, or any committee designated by the Board of Directors, may be called at any time by the Chairman, or in his absence or upon written request, by any two directors, to be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

(9) Notice: Notice of all special meetings of the Board of Directors shall be given to each director by between ten (10) to fifty (50) days' service of the same by telegram, by letter, or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

(10) Quorum: A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws.

(11) Waiver of Notice: Attendance of a director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a director or a committee member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or
directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

(12) Registering Dissent: A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his 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.

(13) Committees: The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation: provided that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him by law.

(14) Operating Board of Directors:

(a) The Board of Directors shall have the authority to appoint, by resolution adopted by a majority of the directors in office, a group of individuals whose sole function shall be to assist the Board of Directors with planning, promotion and administration of the corporation's activities (the "Operating Board").

(b) The Operating Board shall be vested with such power and authority as deemed appropriate by the Board of Directors; provided, the Operating Board shall not have the authority to commit, allocate or expend any assets of the
corporation or its separate funds. The Operating Board shall also be subject to the same operational limitations imposed upon the committees of the Board of Directors as listed in the prior subsection (13) of this section. The Operating Board shall not have nor exercise the authority of the Board of Directors unless otherwise expressly provided by resolution of the Board of Directors.

(c) Members of the Operating Board shall serve at the will of the Board of Directors and have no set term of office.

(d) The size of the Operating Board shall be established by the Board of Directors and may be increased or decreased at any time upon majority vote of the directors.

(e) Vacancies on the Operating Board, whether caused by removal, resignation, death, or otherwise, may be filled by the affirmative vote of a majority of the directors.

(f) Any member of the Operating Board may be removed, with or without cause, by a majority vote of all the directors.

(15) Remuneration: No stated salary shall be paid members of the Board of Directors or the Operating Board (the "Board Member(s)"), as such, for their service, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of either Board; provided, that nothing herein contained shall be construed to preclude any Board Member from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees of either Board may be allowed like reimbursement for attending committee meetings.

(16) Loans: The corporation shall not loan money or credit to its Board Members.

(17) Disbursement: The corporation shall not make any disbursement of income to any Board Members.

(18) Action by Board Members without a Meeting: Any action required or which may be taken at a meeting of the Board Members, or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Board Members, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

(19) Action of Board Members by Communications: Board Members may participate in a meeting of Board Members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear
each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE V

Officers

(1) Designations: The officers of the corporation shall be a Chairman, Vice-Chairman, President, Secretary and Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary.

(2) Election: Officers shall be elected by the Board of Directors at its annual meeting.

(3) Chairman: The Chairman shall preside at all meetings of the membership and of the Board of Directors and shall be an ex-officio member of all committees of the Board. He shall make annual reports showing the condition of the affairs of the corporation and shall submit such recommendations as he deems proper at the annual meeting of the Board and of the membership. He may sign, with the secretary or other proper officer of the corporation authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation and in general he shall perform all duties incident to the office of chairman and such other duties as may be prescribed by the Board of Directors from time to time.

(4) The President: The President shall be the principal operating and administrative officer of the corporation and shall perform all such duties as are described in these Bylaws or the Articles of Incorporation, or are properly required by him by the Board of Directors.

(5) The Secretary: The Secretary shall issue notices for all meetings, except for notices of special meetings of member and special meetings of the directors which are called by the member or the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to his office, or are properly required of him by the Board of Directors.

(6) The Treasurer: The Treasurer shall have the custody of all moneys of the corporation and shall keep regular books of account. He shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be
ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of him on account of all his transactions as Treasurer and of the financial condition of the corporation. He shall perform such other duties incident to his office or that are properly required of him by the Board of Directors.

(7) Delegation: In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

(8) Vacancies: Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

(9) Other Officers: Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

(10) Loans: The corporation shall not loan money or credit to any officer.

(11) Disbursement: The corporation shall not make any disbursement of income to any officer.

(12) Term - Removal. The officers of the corporation shall hold office until the next annual meeting of the Board of Directors and until their successors are elected and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any of the person so removed.

(13) Bonds: The Board of Directors may, by resolution, require any and all of the officers to give bonds to the corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.
ARTICLE VI

Section 501(c)(3) Fund

(1) Creation: The corporation may establish a separate fund the assets of which shall be used solely for the attraction, promotion and administration of amateur athletic events, or for such other charitable purposes allowed by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Fund"). The Fund shall be subject to all limitations relevant to the Fund as expressed in the corporation's Articles of Incorporation, as amended.

(2) Records: All Fund assets shall be held in a separate account. All contributions to, earnings of, and disbursements from the Fund shall be maintained in separate books. In no event may Fund assets be commingled with other assets of the corporation or be used for general operating expenses of the corporation, other than to extent the expenses result from an activity of the corporation that falls within the Fund's limited purposes.

ARTICLE VII

Depositories

The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate. A separate account shall be opened for assets of the Fund. Moneys from either source shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors and in keeping with the pertinent limitations on the use of such moneys.

ARTICLE VIII

Limitation on Liability of Directors

The liability of the directors and member of the corporation shall be limited in accordance with the provisions contained in Article X of the Articles of Incorporation.

ARTICLE IX

Indemnification of Officers, Directors, Employees and Agents

Officers, directors, employees and agents of the corporation shall be indemnified for any losses in keeping with the provisions contained in Article XI of the Articles of Incorporation.
ARTICLE X

Notices

Except as may otherwise be required by law, any notice to any member or director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his last known address in the records of the corporation, with postage thereon prepaid.

ARTICLE XI

Seal

The corporation shall have no corporate seal.

ARTICLE XI

Books and Records

The corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following:

(1) Current Articles and Bylaws;
(2) Correct and adequate records of accounts and finances;
(3) Separate records and accounts and finances of the Fund;
(4) A record of officers' and directors' names and addresses;
(5) Minutes of the proceedings of the member, the Board of Directors, and any minutes which may be maintained by committees of the Board of Directors. Records may be written, or electronic if capable of being converted into writing.

The records shall be open at any reasonable time to inspection by the member.

Cost of inspecting or copying shall be borne by such member except for costs for copies of Articles and Bylaws. Any such member must have a purpose for inspection reasonably related to membership interests.
The Superior Court of the member's residence may order inspection and may appoint independent inspectors. Such member shall pay inspection costs unless the court orders otherwise.

ARTICLE XIII

Amendments

(1) Only the Board of Directors shall have power to make, alter, amend and repeal the Bylaws of this corporation.

(2) The Board of Directors may adopt emergency Bylaws which shall be operative during an emergency in the conduct of business of the corporation resulting from an attack on the United States or any nuclear or atomic disaster. The emergency Bylaws may make any provision that may be practical and necessary for the circumstances of the emergency.