

AMENDED AND RESTATED BYLAWS
OF
ARIZONA SPORTS FIELD MANAGEMENT ASSOCIATION

(As adopted _____, 2025.)

These Amended and Restated Bylaws supersede and take the place of the heretofore existing Bylaws and any amendments or restatements thereof of Arizona Sports Field Management Association, all pursuant to the Arizona Nonprofit Corporation Act, Sections 10-3101 through 10-11702 of the Arizona Revised Statutes (the “ANCA”).

ARTICLE I
NAME; OFFICES; AGENT

Section 1. Name. The name of this corporation is “Arizona Sports Field Management Association” (the “Corporation”).

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

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The registered agent’s identity and address may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the ANCA.

ARTICLE II
MEMBERS

Section 1. Appointment. The members of the Corporation shall be approved and accepted by the Board of Directors of the Corporation or its duly appointed representative.

Section 2. Classes of Voting Members. The Corporation shall have two (2) classes of voting members who shall pay annual dues as follows.

(a) General Membership. Persons engaged in the maintenance, research or teaching pertaining to sports field surfaces at educational institutions, municipalities, parks or professional and private facilities, who upon payment of dues and being accepted for membership, may become active voting members in the Corporation and are eligible for election to the Board of Directors and may hold an officer position.

(b) Commercial Membership. Persons engaged in commercial enterprises providing services or products to the sports turf profession, who upon payment of dues and being accepted for membership, may become active voting members and are eligible for election to the Board of Directors but may not hold an officer position.

Section 3. Classes of Non-Voting Members. The Corporation shall have two (2) classes of non-voting members. Dues will be waived for non-voting members. The Board by resolution may create such additional classes of non-voting “membership” as they see fit, but such persons shall not have the right of Members under the ANCA.

(a) Retired. By a majority vote of the Board of Directors, retired non-voting membership shall be conferred upon a nominee who has been a member in good standing for at least ten (10) years. Dues will be waived.

(b) Honorary. By a majority vote of the Board of Directors, honorary membership shall be conferred upon a nominee who has made a significant contribution to the sports turf profession. Dues will be waived.

Section 4. Member Qualifications. Members shall at all times support the Corporation’s mission, follow the Corporation’s Code of Conduct and other ethical rules or standards adopted by the Corporation, and meet other qualifications as may be determined by the Board from time to time. Further, voting members shall have paid, and continue timely to pay, the annual dues required of them.

Section 5. Member Dues. The Board may fix, change, amend, or adjust the dues applicable to the members by resolution without amending the Bylaws. The dues shall be collected on a yearly basis.

Section 6. Termination of Membership.

(a) Failure to Pay Dues. A member’s membership shall be terminated upon the failure of the member to pay dues within thirty (30) days after the mailing of a second notice of dues payable or to meet other qualifications required for membership.

(b) Expulsion, Suspension or Termination. A member may be expelled, suspended or terminated from membership for conduct that is detrimental to the Corporation’s mission or contrary to the Articles of the Corporation or these Bylaws in the discretion of the Board. Any member may be expelled from membership, for good cause shown, by an affirmative vote of a majority (51%) of the Directors then in office.

(c) Death. A member’s membership shall be terminated upon the death of an individual member.

Section 7. Transfer of Membership. A member may not transfer a membership or any right arising from a membership.

Section 8. Privileges of Membership.

(a) Voting. Each voting member who has paid the dues required for that class shall have one vote upon each matter submitted to a vote at the Corporation's annual meeting.

(b) Other Privileges. Other privileges of membership include participation in the Corporation's various activities and events, and access to other programs as may be designated by the Board from time to time.

Section 9. Membership Year. Annual memberships shall extend for twelve (12) months from the first day of the month dues are paid.

**ARTICLE III
MEMBER MEETINGS**

Section 1. Annual Meeting. The annual meeting of members, for the purpose of electing Directors and officers, and for the transaction of such other business as may come before the meeting, shall be held at such time and place as the Board may determine. At each annual meeting of members, a report on the Corporation's activities and financial condition shall be presented. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof.

Section 2. Special Meetings. Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on: (i) call by the Board of Directors, pursuant to a resolution approved by a majority (51%) of the entire Board of Directors; or (ii) written request signed and dated by not less than ten percent (10%) of all members of the Corporation entitled to vote describing one or more purposes for which the meeting is to be held. Business transacted at a special meeting shall be confined to the purpose stated in the call and notice thereof.

Section 3. Adjourned Meetings. Unless otherwise provided by the ANCA, if an annual, regular or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment.

Section 4. Notice and Waiver of Notice.

(a) Notice. Notice of the annual member meeting shall be given by written notice delivered to each member in one of the methods described in subsection (b) below not less than ten (10) days nor more than thirty (30) days before the date of the meeting, by or at the direction of the President, the Secretary or other officer or persons calling the meeting to each member of record entitled to vote at such meeting.

(b) Methods of Giving Notice. Notice of any special meeting of members, and any other notice required to be given under these Bylaws or the ANCA may be communicated in writing by electronic mail, or other form of wire or wireless communication, or by mail or private

carrier. Notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; (iii) on the date shown on the return receipt, if sent by registered or certified mail with return receipt requested, and the receipt is signed by or on behalf of the addressee. Notice given by electronic mail is effective when directed to an electronic mail address shown on the Corporation's current records.

(c) Waiver of Notice. Whenever any notice is required to be given under the provisions of the ANCA, the Articles of Incorporation, or these Bylaws of the Corporation, a waiver shall be deemed equivalent to the giving of such notice. The waiver shall be in writing and signed by the member entitled to the notice, or by electronic mail and filed with the Corporation's minutes. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Record Date for Notice. The Board may fix a future date as the record date for determining the members entitled to notice of a members' meeting; provided, however, that the record date is not more than seventy (70) days before the meeting. If no such record date is fixed, members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. However, if a meeting is held without notice, the determination of who is entitled to waive notice is made as of the close of business on the business day preceding the day on which the meeting is held.

Section 6. Quorum. Ten percent (10%) of the voting members of the Corporation, present in person, shall constitute a quorum for the transaction of business at any meeting of members.

Section 7. Manner of Acting; No Proxies. The vote of a majority (51%) of the members entitled to vote represented at a meeting at which a quorum is present in person shall be the act of the members, unless the act of a greater number is required by the ANCA, the Articles of Incorporation, or Bylaws of the Corporation. Though less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. No proxies shall be permitted.

Section 8. Conduct of Meetings. The President, and in his or her absence, the Vice President, and in his or her absence, any person chosen by the members present shall call the meeting of the members to order and shall act as chair of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 9. Voting Rights. Each member who is entitled to vote, pursuant to the terms of these Bylaws, shall be entitled to vote in elections. Voting will be conducted in the manner decided by the Board of Directors and disseminated to membership prior to each vote.

Section 10. Action by Written Ballot. With regard to any action that may be taken at the annual member meeting, including the election of Directors, a member may vote by mail or electronically on ballot forms or using an electronic ballot provided by the Corporation. Not less

than 30 days prior to the date set for such action, the Corporation shall either mail a pre-printed ballot form or email electronic voting instructions to each member eligible to vote at the member's physical or email address of record with the Corporation. The ballot form shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. The ballot form may not be revoked. Any solicitation for votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of Directors; and (iii) specify the time by which a ballot must be delivered to the Corporation in order to be counted, which time shall not be less than three (3) days after the date that the Corporation delivers the ballot. The Board may extend the time by which a ballot must be delivered to the Corporation if the number of responses do not meet the ten-percent (10%) quorum requirement.

Section 11. Online Voting. After providing the notice required under Section 9, above, the Corporation may allow for online voting by delivering a written ballot through an online voting system that does the following: (a) authenticates the Member's identity; (b) authenticates the validity of each electronic vote to ensure that the vote is not altered in transit; (c) transmits a receipt to each Member who casts an electronic vote; and (d) stores electronic votes for recount, inspection, and review purposes. If the Corporation conducts electronic voting, it must also provide a reasonable procedure by which a Member may obtain and cast a ballot through some other form of delivery including United States mail delivery and fax transmission.

Section 12. Presumption of Assent. A member of the Corporation who is present at a meeting of the members, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such member's dissent shall be entered in the minutes of the meeting or unless such member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The Corporation shall have powers to the full extent allowed by the ANCA. The Corporation's affairs shall be exercised and managed by the Board directly, or if delegated, under the Board's ultimate direction.

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors (each, a "Director" and collectively, the "Directors") shall be as determined by the Board from time to time but in no event more than seven (7) and shall serve for the term provided in Section 3 of this Article. The Board of Directors shall be comprised of the following individuals: Immediate Past President, President, President-Elect, Commercial Vice President, Commercial Officer-Elect, and two (2) At Large- Practitioners. No more than one representative from the same Commercial Member Company may serve on the

Board of Directors at one time. No more than three (3) Commercial members may serve on the Board at any one time. No amendment to these Bylaws shall reduce the number of Directors to less than the number required by the ANCA which at the time of adoption of these Bylaws is one (1).

(b) Qualifications. Each Director shall be a person of experience and good reputation in the community who will actively support the Corporation's goals and objectives and who is willing to contribute his or her time and effort to achieve such goals and objectives. Directors shall have other such qualifications as the Board may prescribe by resolution or amendment to these Bylaws. Each Director must reside in the State of Arizona and be located within the Corporation's designated geographic territory, as defined by the Board of Directors.

Section 3. Election and Term.

(a) Method of Election. Directors of this Corporation shall be elected by the voting members at the annual meeting of the members by paper or electronic ballot.

(b) Term of Office. Directors shall hold office from the close of the annual meeting for a term of one (1) or two (2) years. Directors may serve successive terms only if no other qualified and willing candidates are nominated or available for election at the time their term expires.

Section 5. Resignation. A Director may resign at any time by filing a written resignation with the Corporation's President, Secretary, or by giving oral or written notice at any Board meeting. Any such resignation shall take effect at the time specified therein; the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. Any Director missing two (2) consecutive meetings without valid reason in a calendar year may be dismissed from the position as Director and the vacancy filled in accordance with these Bylaws. The voting members, by a majority vote and with just cause, may remove a Director or the entire Board of Directors from office. Neither a Director nor the entire Board of Directors shall be removed from office unless the notice of the annual or special meeting at which the removal is to be considered states such purpose. When the Board of Directors or a member of the Board of Directors has been removed, new Directors may be elected at the same meeting.

Section 7. Vacancies. If there are not enough candidates to fill out the Board, the President, with approval from the Board, may approve a qualified member to fill a vacancy, with priority given to members from Arizona regions that are not adequately represented on the Board of Directors.

Section 8. Compensation. Directors of the Corporation shall not receive compensation for serving as Directors nor for other personal services rendered that are necessary to carrying out the Corporation's exempt purposes. However, Directors may receive reimbursements for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

ARTICLE V BOARD MEETINGS

Section 1. Annual Meeting. The annual Board meeting (the “Annual Meeting”) shall be held each year at such time and place as the President shall determine. The Annual Meeting is a regular meeting for purposes of the ANCA, which may be held without further notice, if held at such fixed time and place as the Board may provide by resolution.

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

Section 3. Special Meetings. Special Board meetings may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the President and shall be called by the President on the written request of a majority (51%) of the Directors then in office.

Section 4. Meetings by Telephone or Other Communication Technology. Any or all Directors may participate in a regular or special meeting or in a Board committee meeting through the use of the telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 5. Place of Meetings. All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Arizona as the Board or any persons entitled to call the meeting shall designate, or by waiver of notice signed by all Directors.

Section 6. Quorum. A majority (51%) of the number of Directors then in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors. If less than a quorum is present when a meeting is convened, a majority (51%) of the Directors present may adjourn the meeting from time to time without further notice if the time and place are announced at the meeting at which the adjournment is taken.

Section 7. Manner of Acting. At any Board meeting, every Director entitled to vote shall have one vote. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the ANCA, or the Corporation’s Articles of Incorporation or Bylaws.

Section 8. Proxy Voting. A Director may vote in person or by proxy, provided proxy voting has been approved in advance by a majority vote of the Board. A Director may appoint another Director to act as proxy by signing an appointment form. The proxy appointment is effective upon receipt by the Secretary and shall remain effective for one month unless a different

period is expressly stated in the form. To be valid, the appointment must expressly state that it is revocable at any time by the Director who executed it.

Section 8. Notice and Waiver of Notice.

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

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

(c) Waiver of Notice. Whenever any notice is required to be given under the provisions of the ANCA, the Articles of Incorporation, or the Corporation's Bylaws, a waiver shall be deemed equivalent to the giving of such notice. The waiver shall be in writing and signed by the Director entitled to the notice, or by electronic mail and filed with the Corporation's minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly on the Director's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Presumption of Assent. A Director who is present at a Board meeting, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the President before the adjournment thereof or shall forward such dissent by registered mail to the President immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Action by Written Consent of Directors.

(a) Written Consent. Any action required by the Articles of Incorporation, these Bylaws, or any provision of the ANCA to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if the action is taken by all of the Directors. The action must be evidenced by one or more written consents setting forth the action so taken, signed by all of the Directors entitled to vote with respect to the subject matter thereof, and included in the

minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. Any Director may revoke a consent by delivering a signed revocation of the consent to the President before the date the last Director signs the consent. Such consent shall have the same force and effect as a unanimous Board vote taken at a meeting.

(b) Use of Electronic Signature. A Director may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory to serve as his or her signature. Each electronic signature should be affixed to an e-mail message or other electronic communication that: (i) contains, attaches, or references the written consent action; (ii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iii) contains a clear reference to the written consent action in the e-mail or electronic communication.

Section 11. Director Deadlock. In the event the Board votes are deadlocked, the President shall have the authority to issue a decision on the issue upon which the Board is deadlocked and such decision shall be binding on the Corporation and on each Director.

ARTICLE VI OFFICERS

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

Section 2. Qualifications. Only voting members from the general membership who are in good standing are eligible to hold elective office.

Section 3. Election and Term of Office.

(a) Election. At the end of the year the President shall become Immediate Past President, the President-Elect shall become President, and the Commercial Officer-Elect shall become the Commercial Vice President. The President-Elect and Commercial Officer-Elect shall be elected by a majority of the voting members casting ballots by means of written or electronic ballot at the member's annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

(b) Term. Each officer shall hold office from the close of the annual meeting for a term of one year not to exceed two (2) consecutive terms, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, resignation or removal. All practitioners shall serve a one (1) year term, not to exceed two (2) consecutive terms, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, resignation or removal.

Section 4. Resignation. Any officer may resign at any time by delivering written notice to the President, Secretary, or by giving oral or written notice at any Board meeting. Any such resignation shall take effect at the time specified therein; the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board by the vote of a majority (51%) of the other Directors of this Corporation either at a regular meeting or at any special meeting called for that purpose, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 7. The President. The President shall be the principal executive officer of the Corporation and, subject to the oversight of the Board of Directors, shall in general supervise and control all of the day-to-day business and affairs of the Corporation. The President shall, when present, preside at all members meetings and all Board meetings. The President shall have the authority to fill all vacancies on the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such corporate agents and employees as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the President's discretion. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. The President-Elect and Treasurer. The President-Elect shall represent the interests of the Corporation's members and affiliates to the Board of Directors. The President-Elect shall perform the duties of the President in his or her absence or if the office is vacant. The President-Elect will act as Treasurer and monitor the financial affairs of the Corporation and provide a report of the financial condition to the Board of Directors at regular meetings. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Corporation, and for moneys due and payable to the Corporation from any source whatsoever, including the deposit of such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. The Immediate Past President and Secretary. The Immediate Past President will act as Secretary and shall keep records of all votes and minutes of the Board of Director's and member meetings and report to the Board of Directors. The Secretary shall: (a) ensure that the minutes of the Board of Directors' meetings are kept in one or more books or online databases provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the ANCA; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 10. The Commercial Vice President and Commercial Officer-Elect. The Commercial Vice President and Commercial Officer-Elect shall represent the interests of the Corporation's members and affiliates and act as liaisons between the Board of Directors and commercial members.

Section 11. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 12. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 13. Compensation. Corporate officers shall not receive compensation for serving as officers nor for other personal services rendered that are necessary to carrying out the Corporation's exempt purposes. However, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Compensation and reimbursement decisions shall be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

ARTICLE VII CONFLICTS OF INTEREST

Section 1. Conflict of Interest Procedure. Each Director, officer, key employee, and member of a Board committee or subcommittee with Board-delegated powers shall conduct him or herself in a manner consistent with the Corporation's Conflict of Interest Policy as may be amended by the Board from time to time.

Section 2. Disclosure of Conflicts. Each Director, officer, key employee, and member of a Board committee or subcommittee with Board-delegated powers shall annually complete and sign the Corporation's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

ARTICLE VIII COMMITTEES

Section 1. Board Committees. The Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and as are specified in the resolution. Committees may consist of one (1) or more Directors.

(a) Powers Reserved to the Board. Any committee, to the extent provided in the Board resolution, shall have and may exercise any of the Board's powers and authority, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of compensation of the Directors; (iv) the amendment or repeal of any Board resolution; or (v) action on matters committed by the Bylaws or by Board resolution to another Board committee.

(b) Participation by Non-Directors. A person who is not a Director may be appointed to any Board committee provided, however, that such non-Director shall have no right to vote on any question that would create a binding corporate obligation.

(c) Removal; Board Authority. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action is subject to amendment, modification, or repeal at the next annual or regular Board meeting.

(d) Term. Except for committees for which the Board has, by resolution, adopted different rules, each member of a committee shall continue as such until the Corporation's next annual meeting, unless the Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.

(e) Committee Rules. Each committee may, subject to the Board's approval, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure that are consistent with the Articles, the Bylaws and Board applicable resolutions. Committee chairpersons and members shall be appointed by the President from the active voting members of the Corporation.

Section 2. Advisory Committees. The Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not Directors and who the Board deems appropriate to serve on such committee. The Board at any time may appoint additional members thereto. The members of any such committee shall serve at the Board's pleasure. Such advisory committees shall advise with and aid the officers and Directors of the Corporation in all matters designated by the Board. Each such committee may, subject to the Board's approval, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure.

ARTICLE IX MANDATORY INDEMNIFICATION

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Directors, Officers, employees, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director, Officer, employees, or agent is a Party because such individual

is a Director, Officer, employee, or agent of the Corporation; provided, however, that the Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or Proceeding as to which rights of indemnification are sought. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director, Officer, employee, or agent may be entitled under any written agreement, board resolution, vote of the members, the ANCA or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA. Notwithstanding the foregoing, whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE X MISCELLANEOUS

Section 1. Fiscal Year. The Corporation's fiscal year shall end on the last day of December in each year.

Section 2. Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, officer, and member; resolutions adopted by the Board relating to the characteristics, qualifications, rights, limitations and obligations of members; all written communications to members generally within the past three years; and such other records as may be necessary or advisable.

Section 3. Corporate Acts. The President or other individual appointed by the Board of Directors shall have authority to sign, execute and acknowledge on the Corporation's behalf, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by Board resolution. Except as otherwise provided by the ANCA or directed by the Board, the President may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Vice President of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Corporation.

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

Section 5. Checks, Drafts, etc. All checks, drafts or other orders for the money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, duly appointed representative or representatives of the Corporation and in such manner as determined by the Board of Directors.

Section 6. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board may select.

Section 7. Audit and Financial Statement. The Board of Directors shall annually cause the Corporation's books and accounts to be audited by an independent certified public accountant every four years or with the change of a treasurer, and the Board shall annually submit a financial statement to its members.

**ARTICLE XI
AMENDMENTS AND REVIEWS**

Section 1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority (51%) of the Directors then in office at any regular or special meeting thereof. All members will receive the updated Bylaws in a timely manner.

Section 2. Review of Bylaws. The Board of Directors shall review the Corporation's Bylaws on a bi-annual basis.

Certified a true and correct copy of the Bylaws adopted on _____, 2025
by the Board of Arizona Sports Field Management Association.

Kevin Denney, President