BYLAWS

OF

THE JOPLIN SPORTS AUTHORITY

ARTICLE I

Name and Purpose

Section 1. Name. The name of the Corporation shall be The Joplin Sports Authority, Inc., (hereinafter referred to as the "Corporation").

Section 2. Purpose. The purpose for which the Corporation is organized is as set forth in the Articles of Incorporation of the Corporation.

ARTICLE II

Locations of Offices

Section 1. Offices. The principal office of the Corporation shall be located in Joplin, Missouri.

Section2. Other offices. The Corporation may have offices at such other place or places, either within or without the State of Missouri, as the Board of Directors may, from time to time, designate.

ARTICLE III

Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors (hereinafter referred to as the "Board"). Unless otherwise specified, Directors need not be residents of the State of Missouri. The Directors shall select one of their members who shall serve as Chairman, and preside over Board meetings. The President of the Corporation may serve as Chairman.

Section 2. Number, Qualification, and Terms. The Board shall consist of fifteen (15) members. There shall be four (4) classes of Directors: appointed, citizen, at-large, and ex-officio. The Directors shall be selected as set forth herein. The term for all Directors shall be three (3) years unless otherwise provided. No Director shall serve more than two (2) successive full terms, and, Directors shall not be eligible for further appoint to the Board until one (1) year after the expiration of the second full term. Directors, unless otherwise noted below are not required to be residents of the City of Joplin; however, in no event shall the total number of Directors who are not residents of the City of Joplin exceed seven (7).

Section 3. Appointed Directors. By virtue of their position, the holders of the following positions shall automatically be Directors of the Corporation:

(a) Athletic Director of MSSU

(b) Athletic Director of Joplin R-8

(c) Director, Joplin Convention and Tourism Bureau

(d) Director, Parks and Recreation, City of Joplin

Appointed Directors may be but shall not be required to be residents of the City. Appointed directors shall have all rights and privileges as Directors of the Corporation, including the power to vote on corporate questions.

Section 4. Citizen Directors. The Council of the City of Joplin shall select at least six (6) residents of the city who are interested in and dedicated to, the promotion of sports in the city and region for the position of Directors of the Corporation. Such Citizen Directors, so appointed shall have all rights and privileges as Directors of the Corporation, including the power to vote on corporate questions.

Section 4.5. At –Large Directors. The Council of the City of Joplin shall select five (5) area residents interesting, and dedicated to, the promotion of sports in the city and region for the position of Directors of the Corporation, two (2) for a term of three (3) years, one (1) for a term of two (2) years, and one (1) for a term of one (1) year; thereafter, the term for all at large Directors shall be for three (3) years. Such at large Directors, so appointed shall have all rights and privileges as Directors of the Corporation, including the power to vote on corporate questions.

Section 5. Ex-officio Board members. In addition to the appointed and citizen members of the Board, the executive Director of the Corporation, and the mayor of the City of Joplin or his designee among the Council of the City of Joplin shall be ex-officio members of the Board of Directors. Ex-officio members shall be entitled to all notices and documents and shall have the right to speak on any issue before the Board but they shall have no vote on Corporation issues. Ex officio members shall not count against the total of 15 members allowed to serve as board members.

Section 5.1. Founders chair. In addition to other ex-officio member there is hereby created an ex-officio member position to be known as the founder's chair. Any person appointed to the founder's chair shall be an individual who has served the maximum term as a Director of the Corporation, has shown outstanding dedication to the Corporation and the promotion of sports marketing in Joplin and the area. The founder's chair shall be appointed by the Council of the City of Joplin City and shall serve without term at the pleasure of the Council. The founders chair shall have the same rights and privileges of any other ex-officio member as described in section 5 above and none other. The founders chair shall not count against the total of 15 members allowed to serve as

board members.

Section 5.2. Alternate members. The Council of the City of Joplin may, upon the request of the Board of Directors, select not more than two (2) area residents to serve as alternate Directors. Such alternate Directors shall be entitled to all notices and documents and shall have the right to speak on any issue before the Board but they shall have no vote on Corporation issues. The term of any such alternate Director shall be as described in section 2 hereinabove. The attendance of any alternate Director shall not be used to determine the existence of a quorum for the transaction of business.

Section 6. Resignation and removal. A Director may resign at any time by submitting his written resignation to the chairman of the Board. Resignations shall be effective on the date specified therein, or, if no date is specified, upon receipt by the chairman. A Director may be removed, with or without cause, by a majority vote of the Directors then in office. Resignation of removal shall also constitute resignation from any committee of which such Director is a member and from any office held by such Director.

Section 7. Vacancies. A citizen Director shall be selected by the Council of the City of Joplin to fill a vacancy for the unexpired term of his predecessor in office. Any vacancy in an appointed or ex-officio Director shall be filed by the individual selected to fill such position.

Section 8. Attendance. Director are required to attend at least one-half (1/2) of the Board meetings held each year. A Director who fails to meet the above attendance requirement or who misses three (3) consecutive regularly scheduled meetings may be removed from office. Exceptions for illness and personal emergencies may be

considered.

Section 9. Regular meetings. Regular quarterly meetings of the Board shall be held at least quarterly at the principal place of business of the Corporation or as specified in the notice of the meeting. The meeting held during March shall be the annual meeting of the Board.

Section 10. Agenda for annual meeting. The agenda for the annual meeting of the Board shall be as follows:

(a) Call to order by the Chairman;

(b) Approval of minutes of the preceding meeting;

(c) Committee reports;

(d) Reports of officers;

(e) Any business;

(f) Recognition of Directors who shall immediately assume office;

(g) Election or appointment by current Directors of officers of the Corporation.

Section 11. Special meetings. Special meetings of the Board may be called by or at the request of the chairman of the President or two (2) Directors. The person or persons calling a special meeting of the Board may fix any place, either within or without the State of Missouri, as the place for holding any special meeting of the Board called by them.

Section 12. Notice. Written or printed notice stating the place, day, hour of the meeting and, in case of a special meeting, the purpose or purposes for which it is called shall be delivered not less than two (2) nor more than forty (40) days before the date of

the meeting, either personally, by mail or by telegram by or at the direction of the Chairman or the secretary to each member of the Board. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the Corporation, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 13. Quorum. A majority of the whole Board present in person shall constitute a quorum of the transaction of any business at any meeting of the Board; provided, however, that less than a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 14. Voting. A Director shall vote in person.

Section 15. Manner of acting. The act of a majority of the Directors present in Person 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 law, the articles of incorporation or these Bylaws.

Section 16. Compensation. Directors as such shall not receive any stated salaries for their services. Notwithstanding the foregoing, nothing contained in this section shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV

Officers

Section 1. Officers. The officers of the Corporation shall be a President, Chairperson, one or more vice Presidents, Vice Chairpersons, a secretary, a treasurer, the executive Director, and such other officers as may be elected or appointed in accordance with the provisions of this article. The Board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board. Any two (2) or more offices may be held by the same person, except the offices of chairman and secretary.

Section 2. Election and term of office. The officers of the Corporation shall be elected by the Board at its annual meeting. If the election of the officers shall not be held at such meeting, such election shall be held soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office for one (1) year and until his successor shall have been duly elected and shall have qualified. No person except executive Director shall serve in any single office for more than three (3) consecutive one-year terms. After an absence of one (1) year in any office, such person shall be eligible for re-election to that office for up to three (3) additional consecutive one-year terms

Section 3. Removal. Any officer elected or appointed by the Board may be removed by a majority vote of the Directors then in office whenever in their judgment the best interests of the Corporation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer, however, shall not of itself create any contract rights.

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

the term.

Section 5. President. Chairperson. The President Chairpersonshall preside at all meetings of the Board. He shall see that all orders and resolutions of the Board are carried into effect and in general shall perform all duties incident to the office of President Chairperson and such other duties as may be assigned by the Board. He shall prepare for a formal report of all activities of the Corporation, which shall be made available within thirty (30) days of the close of the Corporation's fiscal year.

Section 6. Vice President. The vice President Chairperson shall act in the absence of the President, Chairperson, in which case he shall have all the power and authority of the President Chairperson.

Section 7. Secretary. The secretary shall record or cause to be recorded minutes of all meetings of the Board. He shall give or cause to be given notices of all meetings.

Section 8. Treasurer. Two signatures of the designated Board members shall be required on all corporate checks. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and deposit all such monies in the name of the Corporation in such as banks, trust companies, or other depositories as shall be selected in accordance with the provisions of article VIII of these Bylaws. The treasurer shall, with the advice of the President, prepare an annual budget for the Corporation. The treasurer shall, with the advice of the President, submit quarterly reports of the Corporation's fiscal affairs to the City of Joplin's finance Director. The treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Board.

Section 9. Assistant secretaries and assistant treasurers. If required by the Board, the assistant treasurers shall give bonds for the faith discharge of their duties in such sums and with such sureties as the Board shall determine. The assistant secretaries and assistant treasurers, in general, shall act respectively in the absence of the secretary or the treasurer, in which case they shall have all the power and authority of the secretary and treasurer. The assistant secretaries and assistant treasurers shall perform such duties as shall be assigned to them by the secretary, the treasurer, or by Board.

Section 10. Executive Director. The Corporation may select an executive Director, who shall provide all services to the Corporation customary to this position, and who may, with authority of the Board of Directors, enter into contracts on behalf of the Corporation, the executive Director shall receive reimbursement for his expenses, and my receive a reasonably salary for his duties on behalf of the Corporation.

ARTICLE V

Committees

Section 1. Committees of the Board. The Board, by resolution adopted by a majority of the Directory's in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in said resolutions or these Bylaws, shall have and exercise the authority of the Board 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, exchange or mortgage of all or substantially all of the property and assets of the

Corporation; authorizing the voluntary dissolution of the Corporation of revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board which by its terms provides that is 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 or any individual Director of any responsibility imposed upon it or him by law.

Section 2. Other committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may by designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Expect as otherwise provided in such resolution or by these Bylaws, members of each such committee shall be members of the Board, and the chairman of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Term of office. Each member of a committee shall continue as such until the next annual meeting of the Board and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the member thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original

appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, or there Bylaws, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws, or with rules adopted by the Board.

ARTICLE VI

Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized or required by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer or an assistant treasurer; provided, however, that any checks, drafts or orders for the payment of money, notes or other evidences of indebtedness of the Corporation exceeding Five Hundred Dollars ($500.00), shall be countersigned by the President Chairperson of the Corporation or his designee.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies and other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII

Indemnification

Section 1. Actions Other Than By or in the Right of the Corporation. The Corporation may indemnify any person who was or is a part or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonably cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the

Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.

Section 2. Actions by or in the right of the Corporation. The Corporation may indemnify any person who was or is a party or is threatened to me made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnify for such expenses which the court shall deep proper.

Section 3. Indemnification against expenses. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1 and 2 of this article, or in defense of any claim, issue or matter therein, he shall be indemnified against expense, including attorneys' fees, actually and reasonably incurred by him in connection with the

action, suit or proceeding.

Section 4. Authorization of indemnification. Any indemnification under sections 1 and 2 of this article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this article. The determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding or, if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Payment of expenses in advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this article.

Section 6. Provisions not exclusive. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled to under any Bylaw, agreement, vote of the disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation may purchase and maintain on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this article.

Section 8. Definitions. For the purpose of this article, references to "the Corporation" include all constituent Corporations absorbed in a consolidation or merger as well as the resulting or surviving Corporation so that any person who is or was a Director, officer, employee or agent of such a constituent Corporation or is or was serving at the request of such constituent Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this article with respect to the resulting or surviving Corporation as he would if he had served the resulting or surviving Corporation in the same capacity.

For the purposes of this article, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a Director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably

believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interest of the Corporation" as referred to in this article.

ARTICLE VIII

Conflicts of Interest

Each Director prior to taking his position on the Board of Directors, and all present Directors as soon as practical after the adoption of this policy, shall submit in writing to the President Chairperson of the Corporation a list of all business or other organizations of which the Director is an officer, member, owner, or employee, or for which he acts as an agent, with which the Corporation transacts business, or might reasonably in the future transact business or enter into a relationship in which the Director may have a conflicting interest. Each written statement shall be submitted with any necessary changes as they occur. Within ten (10) days prior to the annual meeting of the Board of Directors, the secretary shall mail to each Director his or her current statement for review. Prior to the annual meeting of the Board of Directors, each Director shall return the statement either verifying its accuracy or making necessary changes. The chairman of the Board of Directors shall become familiar with the statements of all Directors in order to guide his conduct should a conflict arise. The vice chairman of the Board of Directors shall be familiar with the statement files by the chairman of the Board of Directors.

No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, partnership, association or other organization in which one or more of its Directors or officers are

Directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director of officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board or committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(2) The contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the Board, or a committee thereof, or the sole member.

Common or interest Directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee which authorizes the contract or transaction.

ARTICLE IX

Books and Records

The Corporation shall keep correct and complete books and records of account, shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board, and shall keep, at the registered or principal office, a record giving the names and addresses of the members of the Board.

ARTICLE X

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of November and end of the last day of October in each year.

ARTICLE XI

Seal

The Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words “corporate seal, State of Missouri”.