

APPENDIX A

BYLAWS

OF

MOUNTAIN WEST CONFERENCE

A Colorado Nonprofit Corporation

ARTICLE I MEMBERS

1.01 Members: Qualifications.

- (a) Initial Members. Mountain West Conference (the “Conference”) shall have eight regular members, hereinafter referred to as the “Member Institutions,” which shall be those academic institutions identified in Article V of the Conference’s articles of incorporation (as amended from time to time, the “Articles of Incorporation”).
- (b) Qualifications. Each Member Institution shall be an institution of higher education which includes within its educational programs intercollegiate athletics under the same or substantially similar administrative and academic controls as exist in its other educational programs.
- (c) Compliance with Rules. All Member Institutions and all future members of the Conference agree to abide by and fully comply with the rules and regulations of the National Collegiate Athletic Association (“NCAA”) and the Mountain West Conference Code (as described in Section 2.15 and hereinafter called the “Code”).

1.02 Admission of New Members. Upon the affirmative vote of three-fourths (3/4) or more of the members of the Conference’s board of directors (the “Board of Directors”), an institution of higher education which meets the qualifications set forth in the Articles of Incorporation and these bylaws may be admitted as a new Member.

1.03 Voting Rights of Members. Each Member Institution shall be entitled to appoint one (1) director to the Board of Directors in accordance with Section 2.03. Member Institutions shall be entitled to vote with respect to the dissolution of the Corporation pursuant to C.R.S. § 7-134-102. The affirmative vote of three-fourths (3/4) of the Member Institutions shall be required to dissolve the Conference. Member Institutions shall have no other voting rights.

1.04 Resignation.

- (a) No Member Institution shall resign from membership in the Conference prior to June 30, 2001, without the express written consent of each of the other Member Institutions. The resignation of a Member Institution does not relieve the Member Institution from any obligations such Member Institution may have to the Conference as a result of obligations incurred or commitments made prior to resignation.

- (b) Any Member Institution may resign from membership in the Conference effective June 30, 2001, or any June 30 thereafter (the “Effective Date”) by delivering written notice to the Conference and the other Members on or before the preceding September 1st (the “Notice Date”). The period from a Notice Date to an Effective Date is referred to herein as the “Interim Period.”
- (c) A resigning Member shall play all athletic competitions included in the Conference schedules until the Effective Date of the resignation.
- (d) On the Notice Date a director appointed by a resigning Member shall be deemed to have resigned as a director effective on the Notice Date.
- (e) During the Interim Period,
 - (i) the Board of Directors shall be deemed to be reduced by the number of resigning Members and shall be fully empowered to act, as then constituted, to manage the business and affairs of the Conference; and
 - (ii) a resigning Member shall be neither obligated nor entitled to appoint a representative to the Board of Directors.

1.05 Expulsion, Suspension, and Probation. By the affirmative vote of at least three-fourths (3/4) of the members of the Board of Directors, taken not less than fifteen (15) days after written notice to the Member Institution of the proposed action and the reasons for it and not less than five (5) days after the Member Institution has had an opportunity to be heard by the Board of Directors, the Conference may expel or suspend a Member Institution, or place such Member Institution on probation, for any violation of any of the provisions of the Code. Expulsion means a permanent and complete severance from the Conference in all sports. Suspension means a temporary severance from the Conference in one (1) or more sports. Probation means that a Member Institution has been informed by the Conference that it has violated one or more provisions of the Code and that continuation or recurrence of such violation(s) will be grounds for suspension or expulsion. During any period of suspension or probation, the Member Institution shall continue to be represented on the Board of Directors.

1.06 Reinstatement of Members. By the affirmative vote of at least three-fourths (3/4) of the members of the Board of Directors, any Member Institution who has resigned or has been expelled or suspended may be restored to full membership.

1.07 Assessments and Distribution.

- (a) Assessments. Each Member Institution will pay an equal share of any assessment approved by a majority of the members of the Board of Directors, to fund the operations of the Conference.
- (b) Distributions. Each Member Institution will share equally in all of the Conference’s net revenues, except for revenues which the Board of Directors determines (by the affirmative vote of three-fourths (3/4) of the members of the Board of Directors) will be distributed on a performance basis.

1.08 No Annual Meeting. No annual meeting of the Member Institutions shall be required.

1.09 Affiliate Members. The Board of Directors may, by resolution, establish one or more classes of affiliate members for such purposes, with such designations, manner of election or appointment, qualifications, tenure and terms of membership as the Board of Directors may determine. Except as may otherwise be permitted by the Mountain West Conference Code, the affiliate members shall have no voting rights.

1.10 Member Institutions. Member Institutions that are governmental agencies of their respective states or the United States do not, and shall not be deemed to, expressly or impliedly, waive the sovereign immunity (including, but not limited to, immunity under the Eleventh Amendment to the Constitution of the United States) of their respective states or the United States, and shall not be deemed to consent to suit or to consent to the jurisdiction of the state of Colorado or any other state in which the Conference is located or to the jurisdiction of their courts. All Member Institutions that are state or federal governmental agencies expressly disclaim any authority or intent to waive the sovereign immunity of their respective governments.

ARTICLE II BOARD OF DIRECTORS

2.01 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Conference shall be managed under the direction of, the Board of Directors.

2.02 Number. Subject to subparagraph 1.04(e)(I), the number of members of the Board of Directors shall equal the number of Member Institutions in the Conference.

2.03 Manner of Appointment: Authority. Subject to subparagraph 1.04(e)(ii), each Member Institution shall be entitled to appoint one (1) representative to the Board of Directors. The representative appointed must be the Chief Executive Officer (President, Superintendent, Chancellor or similar position) of the Member Institution.

2.04 Term. Each Director shall hold office until the earlier of:

- (a) the effective of his or her actual resignation as a director or his or her deemed resignation by virtue of paragraph 1.04(d);
- (b) the effective date of his or her removal by the Member Institution which appointed him or her;
- (c) the date he or she ceases to be the CEO of the Member Institution that appointed him or her;
- (d) the Notice Date of the withdrawal of the Member Institution which appointed him or her from membership in the Conference; or
- (e) the effective date of expulsion of the Member Institution which appointed him or her from membership in the Conference.

2.05 Compensation. Directors shall not receive compensation from the Conference for their services as members of the Board of Directors, but they shall be reimbursed for reasonable expenses incurred by them in attending meetings of the Board of Directors.

2.06 Regular Meetings. A regular annual meeting of the Board of Directors shall be held in May or June of each year at the time and place determined by the Board of Directors, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution for the holding of additional regular meetings.

2.07 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board or fifty percent (50%) or more of the members of the Board of Directors then in office. The person or persons authorized to call special meetings of the Board of Directors may determine the place as the place, within or outside Colorado, for holding any special meeting of the board called by them.

2.08 Notice. Notice of each meeting of the Board of Directors stating the place, date and time of the meeting shall be delivered in accordance with Section 7.03, to all directors at least seven (7) days before the date of the meeting. The method of notice need not be the same for each director. The business to be transacted at and the purpose of any special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting.

2.09 Waiver of Notice. A director may waive any notice of a meeting required by these bylaws before, at or after the date or time of the meeting stated in the notice. Except as provided in the next sentence, any such waiver must be in writing, signed by the director entitled thereto and delivered to the Conference for filing with the corporate records, but such delivery and filing shall not be conditions to its effectiveness. A director's attendance at or participation in a meeting waives any required notice to such director of the meeting unless, at the beginning of the meeting or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

2.10 Quorum and Voting. Three-fourths (3/4) of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote 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 of Directors, except where the vote of a specified percentage of the members of the Board of Directors is required for approval. The Chairperson shall be counted for purposes of determining a quorum and shall be entitled to vote. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time and shall give absent directors notice of each such adjournment. Except as otherwise requested by a director, the vote of individual directors on any matter shall not be recorded in the minutes of the meeting. The individual votes of directors shall not be divulged in press announcements. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section 2.10 and as permitted by C.R.S. section 7-128-202, no director may vote or otherwise act by proxy.

2.11 Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken is deemed to have assented to all action taken at the meeting unless the director (a) objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; (b) contemporaneously requests that his or her dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (c) causes written notice of such dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting or by the corporation within 24 hours after adjournment of the meeting. The right of dissent or abstention pursuant to this section as to specific action is not available to a director who votes in favor of the action taken.

2.12 Delegation of Authority. To the extent permitted by law, the Board of Directors may delegate any of its duties to such committees or other advisory councils, auxiliaries or other bodies appointed by it for any designated purpose and any such committee shall have and may exercise all of the powers and authority granted to them by the Board of Directors. The members, terms and authority of such bodies shall be established by resolution of the Board of Directors; except that, if any such committee or other body has one or more members thereof who are entitled to vote on committee matters and who are not then also directors, such committee or other body may not exercise any power or authority reserved to the Board of Directors under the Colorado Revised Nonprofit Corporation Act as it now exists or may hereafter be amended (the "Act"), in the Articles of Incorporation or in these bylaws.

2.13 Action Without a Meeting. Any action which is required to be or may be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if Consents in writing, setting forth the action so taken are signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consents (which may be signed in counterparts) shall have the same force and effects as a unanimous vote of the directors or committee members.

2.14 Other Authorized Action. To the extent permitted by law, members of the Board or of any committee created by the Board of Directors may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

2.15 Adoption, Approval of Mountain West Conference Code. The Board of Directors shall promulgate, adopt and approve a Code of rules, policies and procedures to govern and control the day-to-day operations of the Conference. The Code shall be initially adopted and thereafter may be amended only by the affirmative vote of three-fourths (3/4) of the members of the Board of Directors. Any provision of the Code which is contrary to these bylaws shall be treated as being superseded by these bylaws.

2.16 Actions Requiring Board Approval. The approval of a majority of a quorum of the Board of Directors, or such higher vote as may be specified by other provisions of these bylaws, shall be required to:

- (a) Employ the Commissioner and other Conference officers, prescribe their duties and fix the compensation, terms and conditions of their employment.
- (b) Approve the terms of major contracts and agreements for the purchase, sale or lease of real property, and television or radio broadcast and bowl contracts.
- (c) Initiate, determine, or repeal any rules, regulations or policies of or pertaining to the Conference.
- (d) Review, approve, revise or disapprove any action taken by any committee, advisory council, auxiliary or other bodies established by it.
- (e) Approve the budget of the Conference and established annual dues for each fiscal year.
- (f) Determine to initiate, defend and settle litigation involving the Conference or submit any such matters to arbitration or mediation.
- (g) Approve the admission of a Member.
- (h) Expel, suspend or place on probation a Member Institution as provided in Section 1.05.
- (i) Authorize the Conference to incur indebtedness for borrowing money.

ARTICLE III OFFICERS

3.01 Officers. The elected officers of the Conference shall consist of a Chairperson of the Board (the "Chairperson") and President, a Vice-Chairperson, a Secretary, and a Treasurer. The Board may also elect or the President may appoint, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and one or more subordinate officers. Any two or more offices may be held by the same person.

3.02 Authority and Duties. All officers of the Conference shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law or as are established by resolution of the Board of Directors.

- (a) Chairperson of the Board and President. The Chairperson and President shall be a member of the Board of Directors and shall be the chief executive officer of the Conference. Each Chairperson shall serve for a term of one year but may be elected to additional one-year terms provided at least one year elapses between terms. The initial Chairperson and President shall be elected by the affirmative vote of a majority of the Board of Directors. Thereafter, the Vice-Chairperson shall succeed to the Chairpersonship and Presidency. The Chairperson shall preside at meetings of the Board of Directors, and, as President, shall perform such other duties as may be prescribed by the Board of Directors from time to time.
- (b) Vice Chairperson of the Board. The Vice-Chairperson shall be elected annually from the members of the Board of Directors. In the absence of the Chairperson at a meeting, the Vice-Chairperson or other member of the Board of Directors designated by the Chairperson shall preside at such meeting. The vice Chairperson shall be chairperson-elect for the next fiscal year.
- (c) Secretary. The Secretary shall keep the minutes of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Conference; and in general shall perform all duties customarily incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.
- (d) Treasurer. The Treasurer shall serve as the chief financial officer of the Conference and shall have supervision of the funds, securities, receipts and disbursements of the Conference; cause all moneys and other valuable effects of the Conference to be deposited in its name and to its credit in such depositories as shall be selected by the Board of Directors or pursuant to authority conferred by the Board of Directors; cause to be kept correct books of count, proper vouchers and other papers pertaining to the Conference's business at the accounting office of the Conference; render to the Board of Directors annually an audited account of the financial condition of the Conference; and perform any other duties as from time to time may be assigned by the Board of Directors.
- (e) Assistant Secretary and Assistant Treasurer. The Assistant Secretary and Assistant Treasurer (or in the event there be more than one Assistant Secretary or Assistant Treasurer, in the order of their seniority, designation or election) shall, in the absence or disability of the Secretary or Treasurer, respectively, perform the duties and exercise the powers of the Secretary or Treasurer and shall perform such other duties as the Board of Directors or the President shall prescribe.

3.03 Election and Term of Office. The elected officers of the Conference shall be elected by the Board of Directors at a regular annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's earlier death, resignation or removal.

3.04 Compensation. The salaries or other compensation of the officers shall be fixed from time to time by the Board of Directors. The power to establish salaries of officers, other than the President, may be delegated by the Board of Directors to the President, or a committee of the Board of Directors.

ARTICLE IV COMMISSIONER

4.01 Commissioner. The administrative head of the Conference shall be its Commissioner, who shall report to the Board of Directors. Subject to the direction and under the supervision of the Board of Directors, and in a manner consistent with these bylaws as they may be amended from time to time, the Commissioner shall:

- (a) Serve as the Commissioner and chief operating officer of the Conference and have general charge of the business, affairs and property of the Conference and control over its agents and employees.
- (b) Be responsible for general supervision of the operations of The Conference and employ such support personnel as are necessary, consistent with the bylaws and the Code.
- (c) Serve as the principal enforcement officer of the Code, with responsibility for and authority to provide rulings and interpretations of the Code and to conduct such investigations of Member Institutions as may be necessary.
- (d) Exercise such power and authority as may be reasonably necessary to discharge the duties and responsibilities of the Commissioner's office in the resolution of a controversy or violation of immediate urgency.
- (e) Serve as the principal enforcement officer of the Conference.
- (f) Have charge of the Conference offices and authority to employ office personnel and procure equipment as may be necessary and proper for efficient operation.
- (g) Be empowered to enter into contracts and legal documents affecting routine and day-to-day operations and duties of the Conference and the Conference office. Significant contracts and legal documents that constitute major matters (i.e., television contracts, bowl contracts) shall require approval of a majority of the Directors then in office and the signatures of the President and the Commissioner.
- (h) At all times devote best efforts to advance the affairs of the Conference in a manner consistent with the aims, purposes and principles of the Conference, and perform such other duties and exercise such other powers as from time to time may be assigned to him or her by these bylaws or by the Board of Directors.

4.02 Employment Contract: Term. Employment of the Commissioner shall be by employment contract. The affirmative vote of not less than three-fourths (3/4) of the members of the Board of Directors shall be required to approve such contract or any modification or renewal thereof. The Board of Directors, in its discretion, by the affirmative vote of a majority of all directors then in office may determine not to approve any annual automatic extension provided for in the Commissioner's employment contract.

4.03 Termination. The Board of Directors may terminate the employment of the Commissioner at any time, with or without cause, by the affirmative vote of not less than three-fourths (3/4) of the members of the Board of Directors, but the Conference shall honor its financial obligations, if any, set forth in the Commissioner's employment contract.

ARTICLE V INDEMNIFICATION

5.01 Indemnification. Pursuant to the Articles of Incorporation, the Conference has undertaken an obligation to indemnify members, directors and officers of the Conference to the maximum extent permitted by law. Such indemnification obligation shall be subject to the following understandings:

- (a) Advance of Expenses. In the event of any proceeding in which a party is involved or which may give rise to a right of indemnification under the Articles of Incorporation, following written request to the Conference by the party, the Conference shall pay to the party, to the fullest extent permitted by law (including without limitation in circumstances in which, in the absence of this Section (a), advance of expenses would be discretionary under the laws of Colorado or limited or subject to particular standards of conduct under such laws), amounts to cover expenses incurred by the party in, relating to or as a result of such proceeding in advance of its final disposition.
- (b) Settlements. The Conference shall not be liable under this Article for any amounts paid in settlement of any proceeding effected without its written consent.
- (c) Burden of Proof. If under applicable law the entitlement of a party to be indemnified or advanced expenses pursuant to this Article depends upon whether a standard of conduct has been met, the burden of proof of establishing that the party did not meet such standard shall rest with the Conference. A party shall be presumed to have acted in accordance with such standard and to be entitled to indemnification or advance of expenses (as the case may be) unless, based upon a preponderance of the evidence, it shall be determined that the party has not met such standard. Such determination and any evaluation as to the reasonableness of amounts claimed by a party shall be made by the Board of Directors or such other body or persons as may be permitted by law.
- (d) Notification and Defense of Claim. Promptly after receipt by a party of notice of the commencement of any proceeding, the party shall, if a claim for indemnification in respect thereof may or will be made against the Conference under this Article, notify the Conference in writing of the commencement thereof; provided, however, that delay in so notifying the Conference shall not constitute a waiver or release by the party of any rights under this Article. With respect to any such proceeding: (a) the Conference shall be entitled to participate therein at its own expense; (b) any counsel representing the party to be indemnified in connection with the defense or settlement thereof shall be counsel mutually agreeable to the party and to the Conference; and (c) if the Conference admits that such party would be entitled to indemnification under this Article in connection with such proceeding, the Conference shall have the right, at its option, to assume and control the defense or settlement thereof, with counsel satisfactory to the party. If the Conference assumes the defense of the proceeding, the party shall have the right to employ its own counsel, but the fees and expenses of such counsel incurred after notice from the Conference of its assumption of the defense of such proceeding shall be at the expense of the party unless (i) the employment of such counsel has been specifically authorized by the Conference, (ii) the party shall have reasonably concluded that there may be a conflict of interest between the Conference and the party in the conduct of the defense of such proceeding, or (iii) the Conference shall not in fact have employed counsel to assume the defense of such proceeding. Notwithstanding the foregoing, if an insurance carrier has supplied directors and officers liability insurance covering a proceeding and is entitled to retain counsel for the defense of such proceeding, then the insurance carrier shall retain counsel to conduct the defense of such proceeding to the extent the terms of the insurance policy so provide.
- (e) Payment Procedures: Enforcement. The Conference shall promptly act upon a party's written request for indemnification or advance of expenses. The right to indemnification and advance of

expenses granted by this Article shall be enforceable in any court of competent jurisdiction if the Conference denies the claim, in whole or in part, or if no disposition of such claim is made within sixty days after the written request for indemnification or advance of expenses is made. If successful in whole or in part in such suit, the party's expenses incurred in bringing and prosecuting such claim shall also be paid by the Conference.

- (f) Other Payments. The Conference shall not be liable under this Article to make any payment in connection with any proceeding against or involving a party to the extent the party has otherwise actually received payment (under any insurance policy, agreement or otherwise) of the amounts otherwise indemnifiable hereunder. A party shall repay to the Conference the amount of any payment the Conference makes to the party under this Article in connection with any proceeding against or involving the party, to the extent the party has otherwise actually received payment (under any insurance policy, agreement or otherwise) of such amount. In the event of any payment under this Article, the Conference shall be subrogated to the extent of such payment to all of the rights of recovery of the indemnified party, who shall execute all papers and do everything that may be necessary to assure such rights of subrogation to the Conference.
- (g) Other Rights and Remedies. The right to indemnification and advance of expenses provided by this Article shall be in addition to, and shall not be in limitation of, any other rights a party may have or hereafter acquire under any law, provision of the Articles of Incorporation, any other or further provision of these bylaws, vote of the directors, agreement or otherwise.
- (h) Applicability: Effect. The rights to indemnification and advance of expenses provided by the Articles of Incorporation shall be applicable to acts or omissions undertaken on the Conference's behalf or with a view to furthering the Conference's interests that occurred prior to the formation of the Conference, shall continue as to any party entitled to indemnification under this Article during the period such party occupies or serves in any one or more the capacities covered by this Article, shall continue thereafter so long as the party may be subject to any possible proceeding by reason of the fact that the party occupied or served in any one or more of the capacities covered by this Article, and shall inure to the benefit of the successors, assigns, estates and personal representatives of such parties. Any repeal or modification of this Article or of any Section or provision hereof shall not adversely affect any rights or obligations then existing. All rights to indemnification under the Articles of Incorporation shall be deemed to be provided by a contract between the Conference and each party covered thereby.
- (i) Severability. If any provision of this Article shall be held to be invalid, illegal or unenforceable for any reason whatsoever (a) the validity, legality and enforceability of the remaining provisions of this Article shall not in any way be affected or impaired thereby, and (b) to the fullest extent possible, the remaining provisions of this Article shall be construed so as to give effect to the intent of this Article that each party covered hereby is entitled to the fullest protection permitted by law. Notwithstanding any other provision of these bylaws, the Conference shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Conference as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.
- (j) Liability. Liability for indemnification shall be limited to the assets of the Conference and no Member, officer or director of the Conference shall have any liability whatsoever with respect to indemnification.

ARTICLE VI AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws or amendments to the bylaws may be approved at any annual meeting or special meeting of the Board of Directors, called for that purpose, by the vote of three-fourth (3/4) of the members of the Board of Directors. The Board of Directors may also adopt emergency bylaws as provided by law.

ARTICLE VII MISCELLANEOUS PROVISIONS

7.01 Books and Records. The Conference shall keep correct and complete books and records of its accounts and shall keep minutes of the proceedings of the Board of Directors and of any other duly appointed and authorized body or committee when exercising any of the powers of the Board of Directors. The books and records of the Conference may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

7.02 Fiscal Year. Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the Conference shall extend from July 1 to June 30 of each year, both dates inclusive.

7.03 Manner of Giving Notice: Effectiveness. Whenever notice is required by law, the Articles of Incorporation or these bylaws to be given to any Member or director, such notice shall be in writing (unless oral notice is reasonable under the circumstances) and may be given in person or by telephone, telegraph, teletype, electronically transmitted facsimile or other form or wire or wireless communication, first class, certified or registered mail, private courier or in any other manner permitted by law. If written, notice shall be effective as to each such Member or director, as the case may be made, as follows: (a) in the case of notice mailed by the Conference to the Members, upon deposit in the United States mail, addressed to the Member at the address as it appears in the Conference's current record of Members and with first class postage prepaid; and (b) in all other cases, the earliest of (i) the date received, (ii) five days after deposit in the United States mail (properly addressed and with first class postage prepaid), and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated.

7.04 Reference to Statute. Except where a bylaw provision permissibly overrides the default language of the statute, in the event of a conflict between these bylaws and the Act, the Members hereby adopt and agree to abide by the provisions of the Colorado Revised Nonprofit Corporation Act, C.R.S. § 7-121-101, et seq., as it may be amended from time to time.

7.05 Corporate Seal. The corporate seal of the Conference shall be circular in form and shall contain the name of the Conference and the words "Seal, Colorado." The seal may be used by causing it or a facsimile thereof to be impressed, affixed, manually reproduced or rubber-stamped with indelible ink.

7.06 Litigation. In any proceeding against the Conference commenced by a Member, the nonprevailing party shall pay the attorneys' fees and costs of the prevailing party.

7.07 Limited Use of Names, Marks, and Logos. By becoming a member of the Conference, each Member Institution agrees that it grants the Conference a world-wide fully paid-up right and license to use and to authorize the use of the name, marks and logos associated with the athletic programs of the Member Institution, which conform to the configuration and color officially approved by the trademark licensing office of the Member Institution, for so long as the Member Institution is a member of the Conference, for the following and only the following purposes:

- (a) As a component of a Conference mark or logo approved in writing by the Member Institution.
- (b) For material advertising and promoting a Conference contest, tournament, play-off or championship and for display during the course of such tournament, play-off or championship.
- (c) As an integral part of any television or other media broadcast of a Conference contest, tournament, play-off or championship.

The Conference shall not use or authorize the use of the name, marks, or logos of a Member Institution on any commercial product or merchandise, or for advertising or promoting any commercial product, merchandise, or service of any person, partnership, association, corporation, or other entity; except that the Conference shall not be prohibited from licensing the use of an approved Conference mark or logo that include the name, marks or logos of all of the Member Institutions.

[END]

CONSENT OF DIRECTORS
OF
MOUNTAIN WEST CONFERENCE

Pursuant to Section 7-128-202 of the Colorado Revised Nonprofit Corporation Act, the undersigned, being all of the directors of Mountain West Conference, a Colorado nonprofit corporation (the "Corporation"), hereby consent to, vote in favor of and adopt the following resolutions:

I.
Adoption of Bylaws

RESOLVED, that the Bylaws for the regulation of the affairs of the Corporation, as circulated to the board of directors on November 16, 1998 and containing such amendments as were adopted by the board of directors on December 3, 1998 in substantially the form attached hereto, are hereby approved and adopted as the Bylaws of the Corporation, and that a copy of such Bylaws be certified by the Secretary of the corporation and placed in the Corporation's minute book.

II.
Counterpart Execution

FURTHER RESOLVED that this Consent of Directors may be executed in any number of counterparts, all of which together shall constitute one original, to be effective as of the date of first signature.

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
THE MOUNTAIN WEST CONFERENCE**

WHEREAS, the Board of Directors (the “Board”) of the Mountain West Conference (the “Corporation”) desires that Texas Christian University (“TCU”) be admitted as a voting member of the Corporation;

WHEREAS, the admission of TCU as a voting member of the Corporation requires that an amendment to Article V(c) of the Corporation’s articles of incorporation be made;

WHEREAS, the Board now desires to amend Article V(c) of the Corporation’s articles of incorporation to admit TCU as a voting member of the Corporation.

NOW THEREFORE, the Board hereby approves the amendment to the Corporation’s articles of incorporation set forth in Exhibit A hereto (the “Amendment”);

FURTHER RESOLVED, that articles of amendment to the Corporation’s articles of incorporation be filed with the Colorado Secretary of State as required by C.R.S. § 7-130-105 to effectuate the Amendment;

FURTHER RESOLVED, that immediately upon the filing of the articles of amendment to the Corporation’s articles of incorporation described in the previous resolution, the voting members of the Corporation shall be as follows:

1. United States Air Force Academy
2. Brigham Young University
3. The State Board of Agriculture on behalf of Colorado State University (Colorado State University)
4. University of New Mexico
5. San Diego State University
6. Texas Christian University
7. The Board of Regents of the University and Community College System on behalf of the University of Nevada, Las Vegas (University of Nevada, Las Vegas)
8. University of Utah
9. University of Wyoming

EXHIBIT A
AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE MOUNTAIN WEST CONFERENCE

Article V(c) of the articles of incorporation of the Mountain West Conference, a Colorado nonprofit corporation, is hereby amended in its entirety to read as follows:

(c) The voting members of the Corporation shall be as determined by the Board of Directors of the Corporation from time to time. Any action by the Board of Directors to admit or remove a voting member of the Corporation must be approved by the vote of at least three fourths (3/4) of the members of the Board of Directors of the Corporation.