

**BYLAWS OF
ST. JOSEPH DOWNTOWN COMMUNITY IMPROVEMENT DISTRICT
AMENDED 7/13/2012**

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ARTICLE I - THE DISTRICT

Section 1.1 Name of District. The name of the district shall be the St. Joseph Downtown Community Improvement District (the "District").

Section 1.2 Office of the District. The office of the District shall be at 713 Edmond St., St. Joseph, Missouri 64501. The District may also have other offices at such other places as the Board of Directors may from time to time designate or the District may require.

Deleted: 101 Jules Street

ARTICLE II - BOARD OF DIRECTORS

Section 2.1 General Powers. The Board of Directors shall possess and exercise all of the District's legislative and executive powers and shall have and exercise those powers necessary to carry out its duties regarding the governance of the District as set forth in the Petition to Establish the St. Joseph Downtown Community Improvement District (the "Petition"), and in Section 67.1401 through Section 67.1571 of the Revised Statutes of Missouri, otherwise known as the Missouri Community Improvement District Act (the "CID Act").

Section 2.2 Number, Appointment, Qualifications and Tenure. The Board of Directors shall be composed of seven (7) members ("Directors"), each of whom shall be: (1) at least eighteen (18) years of age; (2) a Missouri resident; and (3) shall be either (a) an owner of real property within the District or such owner's representative, (b) an owner of a business operating within the District or such operator's representative, or (c) a registered voter owning and occupying a residence within the District. The initial Directors shall consist of those persons named in the Petition and each of the initial Directors shall serve the term stated in the Petition. Successor Directors shall be appointed as stated in the Petition and pursuant to the CID Act.

Section 2.3 Annual Meetings. The Board of Directors shall hold an annual meeting no later than thirty (30) days prior to the first day of each fiscal year, at which meeting the Board of Directors shall adopt an annual budget. Annual meetings shall be held at the Office of the District or at such other place as may be determined by the Board of Directors and as designated in the Notice of Annual Meeting.

Section 2.4 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as may be designated by resolution of the Board of Directors, unless such day shall fall on a legal holiday, in which event the meeting shall be held at the same hour on the next succeeding business day.

Section 2.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two Directors for the purpose of transacting any business designated in the notice for such meeting, and shall be held at the office of the District or at such other place as the Board of Directors may determine. At such special meeting no business shall be

considered other than that designated in the notice; however, if all of the Directors are present at the special meeting, any item of business, whether or not designated in the notice, may be transacted by and with their unanimous consent.

Section 2.6 Notice. Written notice, as required by statute regulating meetings of public governmental bodies, shall be delivered by hand, mail or facsimile to each Director at least twenty-four hours prior to the scheduled annual or regular meeting. Notice of a special meeting shall be delivered by hand, mail or facsimile to each Director at least two days prior to the date of such special meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail, addressed to the Director at his/her address as it appears on the records of the District, with postage prepaid. Each Director may by written consent waive this notice requirement for any meeting.

Section 2.7 Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. The acts of a majority of Directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors, a majority of the Board of Directors present may adjourn the meeting until a quorum is present.

Any Directors may participate in a meeting of the Board of Directors by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 2.8 Manner of Voting. The voting of all questions coming before the Board of Directors shall be by voice vote unless the presiding officer shall direct or any Director shall demand a vote by roll call or by ballot. In the case of an abstention or nay vote, the Director so abstaining or voting nay shall be identified in the minutes of such meeting.

Section 2.9 Vacancies. If, for any reason, a Director is unable to serve his/her full term, his/her vacancy to the Board of Directors shall be filled by an appointment of the remaining Directors and such replacement Director shall serve the remainder of the un-expired term.

Section 2.10 Compensation. Directors shall not receive any compensation for their services but shall be entitled to the reimbursement of all actual expenses resulting from their participation as a member of the Board of Directors upon approval by the remainder of the members of the Board of Directors.

Section 2.11 Open Meetings. All meetings, only as required by applicable law, shall be open to the public and all records of the District, only as required by applicable law, shall be available for inspection at the District Office during normal business hours.

ARTICLE III - OFFICERS

Section 3.1 Enumeration of Offices. The officers of the District shall be a Chairman, Vice Chairman, Treasurer, and Secretary. The Board of Directors may also appoint an Executive Director and such other officers, employees, and agents as it shall deem desirable. Officers, employees, and agents appointed by the Board of Directors, including the Executive Director, need not be a member of

the Board of Directors. Such officers, employees and agents shall have the authority and duties prescribed by the Board of Directors. Notwithstanding anything to the contrary, any two or more offices may be held by the same person, except for the office of Chairman and Secretary.

Section 3.2 Appointment and Term of Office. The officers shall be appointed at the first meeting of the Directors or as soon thereafter as possible. Thereafter, the officers of the District shall be appointed annually by the Board of Directors at the annual meeting of the Board of Directors. If the appointment is not held at such meeting, the appointment shall be held as soon thereafter as convenient. Each officer shall hold office until his/her successor has been duly appointed and qualified, or until his/her resignation, death or removal.

Section 3.3 Vacancies. Vacancies in offices, however caused, may be filled by appointment by the Board of Directors at any time for the unexpired terms of such offices.

Section 3.4 Chairman; Powers and Duties. The Chairman shall preside at all meetings of the District and Board of Directors at which he/she shall be present and perform such other duties as may be prescribed by the Board of Directors and shall have the following powers and duties:

- a. Sign all contracts, deeds, mortgages, bonds, and other instruments by the District that the Board of Directors has authorized for execution, except where the signing and execution thereof has been expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the District or is required by law to be otherwise signed or executed;
- b. Make reports to the Board of Directors and make an annual report to such government agencies as required by law; and
- c. Generally perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors.

Section 3.5. Vice-Chairman. At the request of the Chairman or in the event of his absence, disability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall have such powers and discharge such duties as may be assigned to him from time to time by the Chairman or the Board of Directors.

Section 3.6 Executive Director; Powers and Duties. The Executive Director shall administer the day-to-day operations of the District, including coordinating District meetings, preparing and distributing, subject to advice from legal counsel, District meeting notices, resolutions, and minutes, and acting as a liaison between the District and the City of St. Joseph and other community leaders and groups concerning issues and events affecting the District and its purposes. The Executive Director shall have such other powers and duties as expressly delegated by the Board of Directors.

Section 3.7 Treasurer; Powers and Duties. The Treasurer shall have the following powers and duties:

- a. Act as custodian of and take charge of and be responsible for all funds of the District;
- b. Receive and give receipts for money due and payable to the District from any source whatsoever;
- c. Deposit all such monies paid to the District in the name of the District in such banks, trust companies, or other depositories as shall be selected by the Board of Directors pursuant to resolution; and
- d. Perform all of the duties incidental to the office of the Treasurer and such other duties as may be assigned to the Treasurer by the Chairman or the Board of Directors.

Section 3.8 Secretary: Powers and Duties. The Secretary shall have the following powers and duties:

- a. Keep the minutes for the meetings of the Board of Directors in one or more books provided for that purpose;
- b. See that all notices are duly given, in accordance with the Bylaws or as required by law;
- c. Act as custodian of the records of the District;
- d. Keep a register of the post office and street address of each Director whose address shall be furnished to the Secretary by the Director; and
- e. Perform all duties incidental to the office of District Secretary and such other duties as may be assigned to the District Secretary by the Chairman or the Board of Directors.

Section 3.9 Delegation of Duties. In case of the absence of any officer of the District, for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the power or duties of such officer to another Director for the interim, provided a majority of the entire Board of Directors concurs.

ARTICLE IV - INDEMNIFICATION

Each person (and heirs and legal representatives of such person) who serves or has served as a Director, officer, or employee of the District shall be indemnified by the District against all liability and reasonable expense, including but not limited to attorneys fees and disbursements and amounts of judgments, fines or penalties, incurred by or imposed upon him/her in connection with any claim, action, suit or proceeding, actual or threatened, whether civil, criminal, administrative or investigative, and appeals in which he/she may become involved as a party or otherwise by reason of acts or omissions in his/her capacity as and while a board member, officer, or employee of the District,

provided that such person is wholly successful with respect thereto, unless the Board of Directors of the District in its discretion shall determine that such person did not meet the standard of conduct required by these Bylaws.

The term “wholly successful” shall mean termination of any claim, action, suit or proceedings against such person without any finding of liability or guilt against him/her and without any settlement by payment, promise or undertaking by or for such person or the expiration of a reasonable period of time after the making of any claim or threat without action, suit or proceeding having been brought and without any settlement by payment, promise or undertaking by or for such person.

The standard of conduct required shall be that such person acted in good faith for a purpose which he/she reasonably believed to be in the best interest of the District, and that he/she, in addition, in any criminal action or proceeding, had not reasonable cause to believe his/her conduct to be unlawful.

Should indemnification be required under these Bylaws in respect to any claim, action, suit or other proceeding where the person seeking indemnification has not been wholly successful, such indemnification may be made only upon the prior determination by a resolution of a majority of those members of the Board of Directors who are not involved in the claim, action, suit or other proceeding, that such person met the standard of conduct required, or, in the discretion of the Board of Directors, upon the prior determination by non-employee legal counsel, in written opinion, that such person has met such standard and, where a settlement is involved, that the amount of the settlement is reasonable.

Indemnification under these Bylaws shall not include any amount payable by such person to the District in satisfaction of any judgment or settlement, and indemnification shall be reduced by the amount of any such judgment or settlement.

The termination of any claim, action, suit or other proceeding, by judgment, order, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not of itself create a presumption that such person did not meet the standard of conduct required.

Expenses incurred which are subject to indemnification may be advanced by the District prior to final disposition of the claim, action, suit or other proceeding upon receipt of any undertaking acceptable to the District by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification.

The right of indemnification shall be in addition to other rights to which those to be indemnified may otherwise be entitled by agreement, operation of law or otherwise and shall be available whether or not the claim asserted against such person is based upon matters which antedate the adoption of these Bylaws. If any word, clause, or provision of these Bylaws or any indemnification made under these Bylaws shall for any reason be determined to be invalid, the other provisions of these Bylaws shall not be affected but shall remain in full force and effect.

ARTICLE V - BOOKS AND RECORDS

The District shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

ARTICLE VI - SEAL

The District shall have no seal.

ARTICLE VII - FISCAL YEAR

The fiscal year of the District shall end on the last day of June in each year.

ARTICLE VIII – ANNUAL BUDGET

No earlier than one hundred eighty days (180) and no later than ninety (90) days prior to the first day of each fiscal year, the Board of Directors shall submit to the governing body of the City of St. Joseph, Missouri, a proposed annual budget, setting forth expected expenditures, revenues and rates of assessments and taxes, if any, for such fiscal year.

The Board of Directors shall adopt an annual budget at its annual meeting, which shall be held no later than thirty (30) days prior to the first day of each fiscal year.

ARTICLE IX – ANNUAL REPORT TO CITY CLERK AND MISSOURI DEPARTMENT OF ECONOMIC DEVELOPMENT

Within one hundred twenty (120) days after the end of each fiscal year, the Board of Directors shall submit a report to the municipal clerk of St. Joseph, Missouri, and to the Missouri Department of Economic Development, stating the services provided, revenues collected and expenditures made by the District during such fiscal year, together with copies of all written resolutions approved by the Board of Directors during such fiscal year.

ARTICLE X - NOTICE AND WAIVER

Whenever any notice whatever is required to be given under the provisions of these Bylaws or under the provisions of applicable law, waiver thereto in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX - AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Directors present at any annual, regular or special meeting.

Approved July 13, 2012,

Deleted: September 12, 2011

John Spencer, Chairman

ATTEST:

Royce Balak, Secretary

