

RESOLUTION 2016-01

51ST & OAK COMMUNITY IMPROVEMENT DISTRICT

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE 51ST & OAK COMMUNITY IMPROVEMENT DISTRICT ADOPTING BYLAWS OF THE DISTRICT.

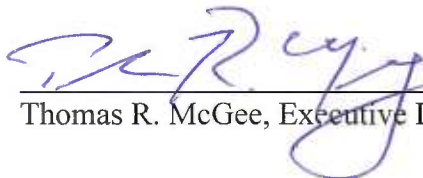
WHEREAS, pursuant to Ordinance No. 150507 passed on July 2, 2015, the City of Kansas City, Missouri approved the Petition to establish the 51st & Oak Community Improvement District (the "**District**"); and

WHEREAS, pursuant to Section 67.1461.1(1), RSMo, the Board of Directors of the District desires to adopt Bylaws of the District in the form attached hereto as Exhibit "A" and has determined that such Bylaws will provide an efficient and effective structure for the governance of the affairs of the District.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE 51ST & OAK COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

1. The Bylaws attached as Exhibit "A" are approved and adopted.
2. The Executive Director is authorized and directed to execute the Bylaws.
3. The Secretary is directed to cause the Bylaws to be made a part of the corporate records of the District.
4. The officers of the Board of Directors are authorized to take all further actions necessary to carry out the purpose and intent of this Resolution.
5. This resolution shall take effect immediately.

PASSED by the Board of Directors of the 51st & Oak Community Improvement District on January 21, 2016.



Thomas R. McGee, Executive Director

ATTEST:



Leah C. FitzGerald, Secretary

BYLAWS
OF
51ST & OAK COMMUNITY IMPROVEMENT DISTRICT

ARTICLE I
OFFICES, RECORDS, SEAL

1. Principal Office. The principal office of the District shall be located within the bounds of Kansas City, Missouri, or at any such other place as may from time to time be reasonably designated by the Board of Directors.

2. Records. The District shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and each committee of the Board of Directors. The District shall keep at its principal office a record of the name and place of residence of each director and each officer.

3. Seal. The Board of Directors may adopt and alter at its pleasure, a corporate seal, which shall have inscribed thereon the name of the District and the words: Corporate Seal -- Missouri. The corporate seal may (but shall not required to) be used by causing it, or a facsimile thereof, to be impressed or affixed or to be in any other manner reproduced.

ARTICLE II
PURPOSES

The purposes of the District shall be to provide those services and improvements set forth in the petition for creation of the District and the Five Year Management Plan, and for all other lawful purposes that may be authorized by the Board of Directors and allowed by Section 67.1461, RSMo.

ARTICLE III
BOARD OF DIRECTORS

1. Powers of Board of Directors. The Board of Directors shall have and is vested with all powers and authorities granted by Section 67.1401 through 67.1571, RSMo, except as it may be expressly limited by law or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the District, to determine the policies of the District, to do or cause to be done any and all lawful things for and on behalf of the District, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes.

2. Official Actions. In accordance with Section 67.1451, RSMo, all official acts of the Board of Directors shall be by written resolution approved by the Board.

3. Number of Directors; Qualifications. The number of directors of the District to constitute the Board of Directors shall be five (5), one (1) of whom (the “**University’s Owner Representative**”) shall be designated by the University of Missouri – Kansas City (the “**University**”), and all of whom shall be appointed by the Mayor of the City of Kansas City, Missouri, with the consent of the City Council, in all cases except where the Board is filling a vacancy for the remainder of a term pursuant to this Article III. The number of directors may not be increased or decreased. Each director shall meet the following requirements:

- (a) be at least 18 years of age;
- (b) be and must declare to be an owner of real property within the District or an authorized representative of an owner of real property within the District, an owner of a business operating within the District, or a registered voter residing within the District, as provided in Section 67.1451.2(2), RSMo;
- (c) be and have been a resident of the State of Missouri for at least one year immediately preceding the date upon which he or she takes office in accordance with Article VII, Section 8 of the Missouri Constitution; and
- (d) except for the initial directors named in these Bylaws, be appointed as a successor director in accordance with paragraph 6 of this Article III or elected to fill a vacancy in accordance with paragraph 9 of this Article III.

4. Initial Board of Directors. The initial Board of Directors is as follows:

Thomas R. McGee, Jr., Director - four (4) year term
Robert A. Simmons, Director - four (4) year term
Leah C. FitzGerald, Director - two (2) year term
Martin J. McDonnell, Director - two (2) year term
Jeff S. Smith, Director - two (2) year term

Thereafter, successor directors shall be selected in the manner and for the terms provided for in paragraph 6 of this Article III.

5. Commencement of Term of Office of Directors. A director shall not be deemed to have commenced his or her term of office or to have any of the powers or responsibilities of a director (i) unless such director is qualified to act as such, and (ii) until the time such director accepts the office of director either by a written acceptance or by participating in the affairs of the District at a meeting of the Board of Directors or otherwise.

6. Successor Directors. Except for the University’s Owner Representative, Successor directors shall be appointed by the Mayor of the City of Kansas City, Missouri, with the consent of the City Council by resolution according to a slate submitted in writing by the Executive Director of the District to the City of Kansas City, Missouri’s City Clerk at least thirty (30) days prior to the expiration date of the terms of the applicable directors; provided, however,

for successor directors for the University's Owner Representative, the slate shall be chosen and submitted by the University. Upon receipt of a slate of successor directors, the City Clerk shall promptly deliver the slate to the Mayor for consideration by the City Council. Successor directors shall serve for a term of four (4) years.

7. Removal for Cause. In accordance with Section 67.1451.7, RSMo, any director may be removed for cause by a two-thirds affirmative vote of the Board of Directors. Written notice of the proposed removal shall be given to all directors prior to action thereon.

8. Resignation. Any director may resign from the Board of Directors. Such resignation shall be in writing addressed to the Secretary of the District and shall be effective immediately or upon its acceptance by the Board of Directors as such resignation may provide.

9. Vacancy. In the event of a vacancy on the Board of Directors prior to the expiration of a director's term, the remaining directors shall elect an interim director to fill the vacancy for the unexpired term, except that if the University's Owner Representative is not able to serve his or her term, the University shall select an interim director as the University's Owner Representative. At the expiration of the remaining term of the interim director, a successor director shall be selected as provided in paragraph 6 of this Article III.

10. Compensation of Directors. No director shall receive compensation from the District for any service such director may render to it as a director. A director may be reimbursed for his or her actual expenses reasonably incurred in and about such director's performance of his or her duties as a director.

11. Committees. The Board of Directors shall have no authority to appoint an executive committee or any other committee having the authority of the Board of Directors. The Board of Directors may create and appoint such committees as it deems necessary and advisable to conduct studies and reviews and provide advice and recommendations to the Board of Directors.

ARTICLE IV

MEETINGS AND PROCEDURES

1. Procedural Rules. All meetings and proceedings of the District shall be in accordance with Robert's Rules of Order except as otherwise directed by these Bylaws.

2. Place. Meetings of the Board of Directors of the District shall be held at the principal office of the District, as designated by the Board of Directors, or at any other place as may be determined from time to time by the Board of Directors.

3. Notice of Meetings. Meetings may be called by the Chairman or the Secretary or by a majority of the Board of Directors by notice duly signed by the officer or directors calling the same and given in the manner hereinafter provided. Written notice stating the time, date, place and tentative agenda of a meeting shall be delivered to each director not less than twenty four (24) hours before the time of the meeting, either personally, by mail, by e-mail, or by

facsimile. If mailed, such notice shall be deemed to be delivered three days after depositing such notice in the United States mail addressed to the director at such director's address as it appears on the records of the District, with postage thereon prepaid.

4. Waiver of Notice. Any notice provided or required to be given to the directors may be waived in writing by any of them whether before or after the time stated therein. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the 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.

5. Quorum. The presence of a majority of the Board of Directors shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. Vacant positions are not counted in determining a majority of the Board of Directors. The acts of directors, in accordance with Robert's Rules of Order, who are present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors except in those specific instances in which a larger vote may be required according to Robert's Rules of Order, by law or these Bylaws.

6. Adjournment. Whether or not a quorum shall be present at any such meeting, the directors present shall have power to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that could have been transacted at the original session of the meeting.

7. Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. If a roll call is taken, all votes shall be recorded so as to attribute each "aye" and "nay" vote, or abstinence if not voting, to the name of the respective director.

8. Official Actions. In accordance with Section 67.1451.8, RSMo, all official acts of the Board of Directors shall be by written resolution approved by the Board.

9. Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby 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. Notice for such meetings shall designate a place where members of the public may hear the conference call for purposes of complying with Chapter 610 of the Revised Statutes of Missouri, as amended (the "**Sunshine Law**").

10. Compliance with State Sunshine Law. The District is a "public governmental body" pursuant to the Sunshine Law; therefore, notwithstanding any other provision of these Bylaws and in addition to any requirements of these Bylaws, the District shall give notice of and conduct all meetings of the Board of Directors in accordance with the Sunshine Law.

ARTICLE V

OFFICERS

1. General. The officers of the District shall be a Chairman, a Secretary, a Treasurer, an Executive Director, and such other officers as the Board of Directors may appoint. The officers shall be appointed from among the members of the Board of Directors and shall at all times while holding such offices be members of the Board of Directors. Any two or more offices may be held by the same person.

2. Election and Terms of Office. Initially, the officers shall be appointed by the Board of Directors named in these Bylaws at the first meeting of that body, to serve until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified.

At the first and each subsequent annual meeting of the Board of Directors, the Board of Directors shall appoint officers to serve until the next annual meeting of the Board of Directors and until their successors are duly appointed and qualified.

An officer shall be deemed qualified when such officer enters upon the duties of the office to which such officer has been appointed and furnishes any bond required by the Board of Directors or these Bylaws; but the Board of Directors may also require of such person a written acceptance and promise faithfully to discharge the duties of such office.

The term of office of each officer of the District shall terminate at the annual meeting of the Board of Directors next succeeding his or her appointment and at which any officer of the District is appointed unless the Board of Directors provides otherwise at the time of his or her appointment.

3. Removal. If for any reason any officer who is also a member of the Board of Directors ceases to be a member, then such officer shall be deemed automatically removed from office in the District.

4. Compensation of Officers. No officer who is also a member of the Board of Directors shall receive any salary or compensation from the District for any services such officer may render to it as an officer. Salaries and compensation of all other officers, agents and employees of the District, if any, may be fixed, increased or decreased by the Board of Directors, but until action is taken with respect thereto by the Board of Directors, the same may be fixed, increased or decreased by the Chairman, or such other officer or officers as may be empowered by the Board of Directors to do so; provided, however, that no person may fix, increase or decrease his or her own salary or compensation. Each officer may be reimbursed for such officer's actual expenses if they are reasonable and incurred in connection with the purposes and activities of the District.

5. Vacancies. Vacancies caused by the death, resignation, incapacity, removal or disqualification of an officer of the District shall be filled by the Board of Directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors, and until such officer's successor is duly elected and qualified.

6. The Chairman. The Chairman shall be the chief executive officer of the District, shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a District, and shall carry into effect all directions and resolutions of the Board of Directors. The Chairman may serve as the Executive Director pursuant to paragraph 9 of this Article V. The Chairman shall preside at all meetings of the Board of Directors at which he or she may be present.

The Chairman may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the District and may cause the seal to be affixed thereto, and all other instruments for and in the name of the District.

The Chairman shall have the right to attend any meeting of any committee of the Board of Directors and to express his or her opinion and make reports at such meeting; provided, however, that unless the Chairman shall be specifically appointed to any committee, the Chairman shall not be considered to be a committee member or have the right to vote or be counted for the purpose of determining a quorum at any such meeting.

The Chairman shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws or by the Board of Directors.

7. The Secretary. The Secretary shall attend the meetings of the Board of Directors and shall record or cause to be recorded all votes taken and the minutes of all proceedings in the minute book of the District to be kept for that purpose. The Secretary shall perform like duties for any committee established pursuant to these Bylaws when requested by such committee to do so. The Secretary shall be the custodian of all the books, papers and records of the District and shall, at such reasonable times as may be requested, permit an inspection of such books, papers and records by any director of the District. The Secretary shall upon reasonable demand furnish a full, true and correct copy of any book, paper or record in his or her possession. The Secretary shall be the administrative and clerical officer of the District under the supervision of the Chairman and the Board of Directors.

The Secretary shall keep in safe custody the seal of the District and when authorized to do so shall affix the same to any instrument requiring the seal, and when so affixed, the Secretary shall attest the same by his or her signature.

The Secretary shall have the principal responsibility to give or cause to be given notice of the meetings of the Board of Directors, but this shall not lessen the authority of others to give such notice as provided in these Bylaws.

The Secretary shall have the general duties, powers and responsibilities of a secretary of a district and shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

8. Treasurer. The Treasurer shall have supervision and custody of all moneys, funds and credits of the District and shall cause to be kept full and accurate accounts of the receipts and disbursements of the District in books belonging to it. The Treasurer shall keep or cause to be kept all other books of account and accounting records of the District as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of the District in such accounts and depositories as may be designated by the Board of Directors. The Treasurer shall disburse or supervise the disbursement of funds of the District in accordance with the authority granted by the Board of Directors, taking proper vouchers therefor. The Treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the Board of Directors to the custody of any other person or district, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee.

The Treasurer shall render to the Chairman or the Board of Directors, whenever requested by them, an account of all transactions as Treasurer and of those under the Treasurer's jurisdiction and the financial condition of the District.

The Treasurer shall have the general duties, powers and responsibilities of a treasurer of a district, shall be the chief financial and accounting officer of the District and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board of Directors.

9. The Executive Director. The Executive Director shall execute documents, take any action and perform any further duties as may be prescribed from time to time by the Board of Directors.

10. Other Agents. The Board of Directors from time to time may also appoint such other agents for the District as it shall deem necessary or advisable, each of whom shall serve at the pleasure of the Board of Directors or for such period as the Board of Directors may specify, and shall exercise such powers, have such titles and perform such duties as shall be determined from time to time by the Board of Directors or by an officer empowered by the Board of Directors to make such determinations.

11. Duties of Officers May Be Delegated. If any officer of the District be absent or unable to act, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, or to any other agent or employee of the District or other responsible person, provided a majority of the whole Board of Directors concurs therein.

ARTICLE VI

GENERAL PROVISIONS

1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District. All contracts shall be approved by written resolution of the Board of Directors.

2. **Depositories and Checks.** The moneys of the District shall be deposited in such manner as the Board of Directors shall direct in such banks or trust companies as the Board of Directors may designate and shall be drawn out by checks or drafts signed in such manner as may be provided by resolution adopted by the Board of Directors.

3. **Bonds.** The Board of Directors may require that any officer or employee handling money of the District be bonded at the District's expense, in such amounts as may be determined by the Board of Directors.

4. **Custodian of Securities.** The Board of Directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the District, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Directors. The Board of Directors may remove any such custodian at any time.

5. **Fiscal Year.** In accordance with Section 67.1471.1, RSMo, the fiscal year for the District shall be the same as the fiscal year of the City of Kansas City, which as of the date of these Bylaws is May 1 through April 30.

6. **Certain Loans Prohibited.** The District shall not make any loan to any officer or director of the District. No loans shall be contracted on behalf of the District and no evidence of any financial obligation shall be issued in its name unless authorized by resolutions of the Board of Directors of the District.

7. **Indemnification and Liability of Directors and Officers.** Each person who is or was a director or officer of the District (including the heirs, executors, administrators and estate of such person) shall be indemnified by the District as of right to the full extent permitted or authorized by the laws of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against or incurred by such person in such person's capacity as or arising out of such person's status as a director or officer of the District. The indemnification provided by this Bylaw provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other bylaw provision or under any agreement, vote of disinterested directors or otherwise, and shall not limit in any way any right which the District may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

No person shall be liable to the District for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by such person as a director or officer of the District if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his or her own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the District, or upon statements made or information furnished by directors, officers, employees or agents of the District which such person had no reasonable grounds to disbelieve.

8. Absence of Personal Liability. The directors and officers of the District are not individually or personally liable for the debts, liabilities or obligations of the District.

9. Budgets. In accordance with Section 67.1471, RSMo, no earlier than one hundred eighty (180) days and no later than ninety days (90) prior to the first day of each fiscal year, the Board of Directors shall submit to the City Clerk of the City of Kansas City, Missouri a proposed annual budget for review by the City Council. The Board of Directors shall hold an annual meeting and adopt an annual budget no later than thirty (30) days prior to the first day of each fiscal year.

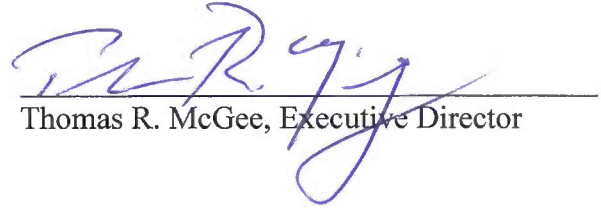
10. Annual Reports. In accordance with Section 67.1471, RSMo, within one hundred twenty (120) days after the end of each fiscal year, the District shall submit a report to the City Clerk of the City of Kansas City, Missouri and the Missouri Department of Economic Development stating the services provided, revenues collected and expenditures made by the District during such fiscal year, and copies of written resolutions approved by the Board of Directors during the fiscal year. In accordance with Section 105.145, RSMo and 15 CSR 40-3.030, within four (4) months after the end of each fiscal year, the District shall submit to the state auditor an annual report of the financial transactions of the District in such summary form as the state auditor shall prescribe by rule.

ARTICLE VII **AMENDMENTS**

The Board of Directors of the District shall have the power to make, alter, amend and repeal the Bylaws of the District and to adopt new Bylaws, which power may be exercised by a vote of a majority of the members of the Board of Directors. The District shall keep at its principal office a copy of the Bylaws, as amended, which shall be open to inspection by any member of the Board of Directors at all reasonable times during office hours.


CERTIFICATE TO BYLAWS

The foregoing Bylaws were duly adopted as and for the Bylaws of 51st & Oak Community Improvement District by the Board of Directors of said District at its first meeting held on January 21, 2016.



Thomas R. McGee, Executive Director

ATTEST:



Leah C. FitzGerald, Secretary