

BYLAWS
(as revised February 17, 2005)

OF

DOWNTOWN PLEASANT HILL COMMUNITY IMPROVEMENT
DISTRICT

A CORPORATION NOT FOR PROFIT

ARTICLE I
PURPOSE

The Corporation is organized for the following purposes: To improve and promote the downtown area as set forth in Section 67.1401 RSMo. Planned improvements include, but are not limited to: promoting business and community activity through marketing, advertising, beautification, and tourism promotion.

ARTICLE II
OFFICES

The Corporation may have such offices as the Board of Directors may require. The principal office shall be located at 114 1st Street, Pleasant Hill in the County of Cass and State of Missouri.

ARTICLE III
MEMBERS

1. Members. The members of the corporation shall consist of the property owners who have paid the assessed dues within the geographic boundaries as per attachment. However those property owners not required to pay by reason of exemption, may voluntarily pay a minimum of \$100 per annum and be eligible to vote. Only one member per property is eligible to vote. Thereafter, the eligibility and qualifications for

membership and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the Bylaws of the Corporation and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any assessments, except as may hereinafter otherwise be provided, the rights, liabilities, and other incidents of membership.

2. The Board of Directors The Board of Directors may cause to be issued certificates, cards, or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card, or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card, or other instrument. Membership certificates, cards, or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or facsimile thereof.

ARTICLE IV MEETING OF MEMBERS

1. Annual Meeting. An annual meeting of the members shall be held on the 3rd Thursday in the month of February in each year beginning with the year 2005. The Board of Directors shall determine the time and place of the meeting and may change the date to avoid legal holidays. The meeting will be for the purpose of holding elections and for the transaction of such other business as may come before the meeting.

2. Special Meetings. Special meetings of the members may be called by the President or the Board of Directors.

3. Notice of Meetings. Written notice of a meeting of the members shall be mailed to each member, not less than 10 days, nor more than 60 days, before the date set for the meeting.

Such notice shall state the place, day and hour of the meeting. Notice for an annual meeting shall state that the meeting – is being called for the holding of elections and for the transaction of such other business as may properly come before the meeting. Notices of special meetings shall state the purpose or purposes for which the meeting is called.

Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

4. Quorum. At least 10% percent of the members must be present at any meeting of the members before business may be conducted.

5. Voting. At all meetings, except for the election of officers or directors, the membership will vote by a showing of hands. Written ballots will be used for election of the Board of Directors and when otherwise requested by a simple majority of members present. Only one member per assessed property may vote. No absentee ballots will be recognized.

ARTICLE V
BOARD OF DIRECTORS/TRUSTEES

1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors must be members of the Corporation or property owners within its geographic boundaries as per attachment.
2. Board Members. The number of directors shall be 5. Each director shall hold office until such director's successor is elected at the annual meeting of the members, and duly qualified, subject to earlier termination by removal or resignation. The Board shall consist of all officers along with such other director positions as determined by the members at their annual meeting.
3. Regular Meetings. The Board of Directors shall hold their annual meeting immediately after, and at the same place as the annual meeting of members. The Board may provide by resolution for additional regular meetings to be held without notice except as provided by the resolution itself.
4. Special Meetings. The President or any two directors may call for special meetings of the Board and fix the time and place for said meetings.
5. Notice. Directors shall be notified of any special meeting by advance notice in writing which shall be sent by mail or personally delivered at least 10 days before the time set for the meeting. The notices may be sent to the addresses as shown on the records of the Corporation. Lack of notice is waived by written waiver or attendance at the meeting without protest.

6. Quorum. A majority of the directors must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice.

7. Vacancies. Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum of the Board. A director so elected to fill a vacancy shall complete the unexpired term of that director's predecessor in office.

If additional directors are to be elected to increase the size of the Board, this shall be done by election at the annual meeting of the membership.

8. Compensation. The Board will be uncompensated volunteers. The Board may also provide by resolution that any corporate agent be indemnified for expenses and costs, including legal fees which were necessarily incurred in connection with any claim asserted against that corporate agent by reason of his or her being or having been a corporate agent. However, no indemnification shall be allowed if the director was guilty of misconduct regarding the matter in which indemnity is sought.

9. Removal. The Board of Directors may remove any director by majority vote of the board at any time if, in its judgment, the best interests of the Corporation would be served hereby.

ARTICLE VI OFFICERS

1. Officers. The officers of the Board of Directors shall be elected for a one (1) year term by the Directors at their annual meeting. Officers shall consist of President, Vice-

President, Secretary and Treasurer. The same person except the offices of President and Secretary may hold any two offices.

2. Term. The initial Board of Directors, which shall consist of five (5) directors, shall be elected by the members at the first annual meeting. The term to be served shall be one (1) director for one (1) year, two (2) directors for two (2) years, and two (2) directors for three (3) years. As the director's terms expire, a new director shall be elected to fill the vacancy for a term of three (3) years. Thereafter, the election shall be held annually by the members at their annual meeting. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall remain in office until that officer's successor is elected and qualified, subject to earlier termination by removal or resignation.

3. President. The President shall be the principal officer of the Board and shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and the Board of Directors. The President shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.

4. Vice President. The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

5. Secretary. The Secretary shall keep the minutes and records of the Board and in appropriate books, see that all notices are given in accordance with these Bylaws, or as provided by law, keep the seal of the Corporation and affix same to corporate documents, keep a list of all members and directors and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and, in general, perform all the duties incidental to the office of Treasurer and other duties as may be assigned by the President or Board of Directors.

**ARTICLE VII
COMMITTEES**

1. Committees. The Board of Directors may, by resolution of a majority of the Board, establish committees of two or more members for whatever purpose is deemed necessary to conduct the management of the Corporation. All committees shall function in accordance with the rules and procedures established by the Board of Directors.

**ARTICLE VIII
SEAL**

2. Seal. The seal of the Corporation shall be in the form affixed below.

(CORPORATE SEAL)



**ARTICLE IX
AMENDMENTS**

1. Amendments. These Bylaws may be amended or repealed by an affirmative vote of at least 51% percent of those present at a meeting of the members called for the purpose of acting upon such amendment (provided that a quorum is present).

**ARTICLE X
DUES**

1. Dues. The dues of the Corporation will be \$100.00 per annum, payable as an assessment on real estate taxes, to be collected by the County Collector of Cass County, State of Missouri.

Community Improvement District
P.O. Box355, Pleasant Hill, MO 64080

Resolution No. 2011-01

A RESOLUTION FOR THE PLEASANT HILL COMMUNITY IMPROVMENT DISTRICT AMENDING THE CID BY-LAWS DATED 2/2005, ESTABLISHING THE REQUIREMENTS FOR UTILIZATION OF THE CID WEB PAGE.

Whereas, on 5/26/2011, the Board of Directors of the Pleasant Hill Improvement District, adopted Resolution 2011-01 by accenting vote of the CID membership pertaining to these matters as follows:

Business owners that are leasing property for the purposes operating business, holds a valid business license in the City of Pleasant Hill and is located within the stated boundaries of the Community Improvement District may have access and provide information for use on the CID web page.

Adopted this ___ Day of 02/14/2012

__Andy Anderson_____
Current Present

__Barb Flint_____
Current Secretary

Community Improvement District
P.O. Box355, Pleasant Hill, MO 64080

Community Improvement District
P.O. Box355, Pleasant Hill, MO 64080

Resolution No. 2012-01

A RESOLUTION FOR THE PLEASANT HILL COMMUNITY IMPROVMENT DISTRICT AMENDING THE CID BY-LAWS DATED 2/2005, ESTABLISHING THE DATE, TIME, AND PLACE FOR THE REGULAR ANNUAL MEETING.

WHEREAS, Article IV, Section 1 of the by-laws provides, in pertinent part that “An annual meeting of the members shall be held on the third Thursday in the month of February in each year beginning with the year 2005” and

Whereas, on 02/14/2012, the Board of Directors of the Pleasant Hill Improvement District, adopted Resolution 2012-01 pertaining to these matters as follows:

1. An annual meeting of the members shall be held on the 2nd Thursday in the month of February in each year beginning with the year 2013.

Adopted this 14 Day of Feb, 2012

Andy Anderson
Current Present

Barb Flint
Current Secretary

Community Improvement District
P.O. Box355, Pleasant Hill, MO 64080

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Resolution No. 2012-02

A RESOLUTION FOR THE PLEASANT HILL COMMUNITY IMPROVMENT DISTRICT AMENDING THE CID BY-LAWS DATED 2/2005, ESTABLISHING THE DATE, AND TIME FOR THE REGULAR QUARTERLY MEETING.

WHEREAS, Article IV – MEETING OF MEMBERS of the by-laws does not provide, in pertinent part for quarterly meetings of the members and,

Whereas, on DATE HERE, the Board of Directors of the Pleasant Hill Improvement District, adopted Resolution 2012-02 pertaining to these matters as follows:

1. Article IV Section 1.1 QUARTERLY MEETING - A quarterly meeting of the members shall be held on the 2nd Thursday in the month of February, May, August and November in each year beginning with the year 2013.

If said second Thursday of any month falls upon a holiday, the regular quarterly meeting for that month will be held at the same time and place on the third Thursday of said month. Said Quarterly meeting can be cancelled by any two members of the Board of Directors.

Adopted this ____ Day of Month, Year

Current Present

Current Secretary

Community Improvement District
P.O. Box355, Pleasant Hill, MO 64080