

**DOWNTOWN SPRINGFIELD COMMUNITY IMPROVEMENT DISTRICT
BY-LAWS**

PURPOSE: The Downtown Springfield Community Improvement District is a political subdivision dedicated to enhancing economic development within its boundaries through a self-assessment process to provide maintenance, parking management and safety, image enhancement and marketing services to its constituents.

**ARTICLE I
NAME & LOCATION**

Section 1: The name of the subdivision shall be Downtown Springfield Community Improvement District. It may be referred to as the CID.

Section 2: The principal office shall be located within the District if possible, but always within the city limits of Springfield, Missouri.

**ARTICLE II
CONSTITUENCY**

Section 1: The CID is a special purpose political subdivision, which serves constituents. The District's constituents are property owners, residents and business owners within the District. The District is set to expire on December 31, 2016 unless the District is renewed.

**ARTICLE III
BOUNDARIES**

Section 1: The Boundaries of the District were set by a Petition presented to and approved by the City Council of the City of Springfield, Missouri.

- a. Parking management and safety,
- b. Image enhancement and marketing,
- c. Maintenance.

**ARTICLE IV
ANNUAL MEETING**

Section 1: The District shall hold one annual meeting each year during the month of May at which a public hearing on the annual budget shall take place. The adoption of the budget may take place during this meeting, or at another time during the month of May at the discretion of the Board of the District. Public notice of the time, date and place of the meeting must be published in a newspaper of general circulation and posted in at least three locations within the District not less than ten (10) days prior to the date of the annual meeting.

**ARTICLE V
LEVY OF ASSESSMENTS**

Section 1: The District is authorized to levy and collect special assessments to pay for the services to be provided. The Board of Directors has adopted a procedure to levy the assessments and to refer same to the County Collector to collect such assessments with property taxes.

Section 2: The levy amounts authorized by the Petition. The levy for may be up to \$0.747 per \$100 of valuation of real property. On February 27, 2007 the registered voters in the CID Boundaries voted to impose a community improvement district-wide sales and use tax at the maximum rate of one-quarter percent (1/4%) for a period of ten (10) years for the purpose of funding and assistance in the funding of

the services and projects of the Downtown Springfield Community Improvement District as authorized in the Amended Petition granting authority to the District for such services and projects. All levy amounts may be increased up to 3% per year or the percentage increase in the US Consumer Price Index for all Urban Consumers as set forth in the Petition.

Section 3: The authorization to levy the special assessment expires on December 31, 2016

ARTICLE VI GOVERNANCE OF THE DISTRICT

Section 1: All business, duties, obligations, and property of the subdivision and all policy matters shall be managed by a Board of Directors who shall be elected according to Article VII. The Board of Directors has the sole authority to either hire personnel itself or contract for management of the District's resources and performance of its services. The District shall follow the City of Springfield, Missouri's purchasing manual and policies for the taking of bids for services.

Section 2: The process for selection of the members of the Board of Directors is prescribed in the Petition creating the District and by State law. There may be 11, 13, or 15 director positions on the Board as determined by the Board itself. The Directors are appointed by City Council after names are placed in nomination by the Board itself following a recommendation from a nominating committee.

Section 3: The Board's qualifications are set by statute and are:

- a. That the member be eighteen (18) years of age;
- b. Be an owner of real property within the District as defined by State law, an owner of a business within the District, or a registered voter residing in the District; and
- c. Be nominated pursuant to a slate submitted by the Board to the City Council pursuant to nominating procedures set forth in the Petition itself.

Section 4: Representation:

- a. A minimum of 7 directors must be owners of real property within the District
- b. A minimum of 2 directors must be owners of a business operating within the District and must not own real property located within the District
- c. A minimum of 1 director must be a registered voter living within the District, so long as there are registered voters living in the District; and
- d. A minimum of 1 director representing an owner of real property that is exempt from real property taxes pursuant to the Act, so long as such owners exist

Each director may represent more than one of the foregoing categories.

Should the Board fail to meet the representation requirements set forth above, the Petition calls for the authority of the Board to act in all matters to continue and be lawful.

Section 5: All Directors' terms shall be: Three (3) years. There shall be no limit with respect to number of terms a person may serve on the board.

Section 6: The Board shall meet regularly and on the call of the Chair. There shall be at least one (1) week's notice of all Board meetings, unless there is consent by a majority of Board members for the meeting. Special meetings may be called with one-day notice by the Chair of the Board of Directors or shall be called upon written request of a quorum, providing the meeting is posted pursuant to the Missouri Open Meetings Law.

Section 7: The Board of Directors shall elect the following officers: Chair, Vice Chair, and Secretary-Treasurer. Election of officers shall be held at the final Board meeting of the calendar year. Terms of officers shall begin on the first of January immediately following such election. Officers shall serve until their successor is elected by the Board and assumes the duties of the office.

Section 8: A quorum shall consist of six members of the Board if the Board has eleven members, seven members of the Board if the Board has thirteen members and eight members of the Board if the Board has fifteen members.

Section 9: Nominations for vacancies on the Board of Directors shall be made by a nominating committee established in the Petition creating the Board and approved by the Board prior to submission to the City Council. Those appointed to an un-expired term shall serve to the end of such term.

Section 10: The Secretary-Treasurer shall cause attendance records and minutes of meetings to be kept and serve as the official Custodian of Records of the District.

Section 11: A Director can be removed for cause by a two-thirds affirmative vote of the entire Board. Removal for cause may take place if a Board member has missed three meetings in the immediately previous twelve calendar months.

ARTICLES VII DUTIES OF OFFICERS

Section 1: The Chair is the chief executive officer of the Board, and has authority to sign all legal documents on behalf of the Board of Directors and checks in the absence of the Secretary-Treasurer. The Chair shall be the chief liaison between any staff, management consultant and the Board of Directors. The Chair shall preside at all meetings of the Board of Directors, Executive Committee, and Annual Meeting of the General Membership.

Section 2: In the absence of the Chair, the Vice Chair shall fulfill all duties of the Chair. The Vice Chair shall have such duties as may be specifically assigned to him/her by the Chair.

Section 3: The Secretary-Treasurer shall cause to be maintained minutes and records of all meetings of the Board and its committees and serve as the Custodian of Records of the District, have charge of the finances of the District; and is responsible for the maintenance of full and complete records of assets, liabilities, and all financial transactions of the corporation; has authority to sign all checks of the District or delegate such authority to another; and to perform all other duties incident to the office.

ARTICLE VIII COMMITTEES

Section 1: Except as provided in Article VII, Section 1, the Chair shall appoint all chairpersons of the standing committees and may appoint such committee members as he/she sees fit. The Chair is a voting member and chairperson of the Executive committee. The Chair is a voting member of all committees.

Section 2: The Executive Committee shall consist of the Chair, Vice Chair, Secretary-Treasurer, and a past Chair appointed by the current Chair. The Chair may appoint committee chairs to the Executive Committee. In addition, the Chair may appoint as a non-voting member to the Executive Committee, a liaison to the City of Springfield, Missouri, which committee member may or may not be a member of the Board. Upon the call of the Chair, the Executive Committee will meet to implement policies set by the Board and to act in emergencies and to oversee day-to-day operations. All actions shall be reported at the next Board of Directors meeting.

Section 3: The Chair may appoint such committees, as he/she deems necessary.

ARTICLE IX

Section 1: The fiscal year shall begin July 1 of any year and end June 30 of the subsequent year.

ARTICLE X

Section 1: These By-Laws, when adopted and approved by a majority of the Board of Directors present, shall be in full force from and after their adoption.

Section 2: These By-Laws may be altered, amended or repealed and other By-Laws adopted at the Annual Meeting or at any meeting of the Board of Directors provided such proposed amendment, alteration or repeal has been offered at a meeting of the full Board immediately preceding the meeting at which a vote is requested. Such alteration, amendment or repeal shall be effective from and after passage.

ARTICLE XI

Section 1: The Downtown Springfield Community Improvement District is a non-discriminatory political subdivision, which adheres to the Equal Protection and Affirmative Action policies for employees, constituents and contractors.

ARTICLE XII

Section 1: Robert's Rules of Order shall apply in all situations not covered by these By-Laws or in cases of ambiguity.

Section 2: A Parliamentarian may be appointed by the Chair.

ARTICLE XIII CONFLICT OF INTEREST

Section 1: As a political subdivision, the District's Board and dealings are governed by State statutes on conflicts of interest found at Sections 105.450.et.seq.,105.454.

ARTICLE XIV DISSOLUTION

Section 1: In the event of dissolution or expiration of the District for any purpose, and in any manner or for any cause, any assets of the Subdivision remaining after payment of all debts and obligations of the corporation shall be distributed and allocated so as to benefit the constituents of the District as provided by law and determined by the Board of Directors then authorized to act on behalf of the District.

Attested to:

Adopted:

Chair

Date

Recording Secretary

