

**AMENDED AND RESTATED BYLAWS OF  
THE COMMERCIAL STREET COMMUNITY IMPROVEMENT DISTRICT**

These Amended and Restated Bylaws of the Commercial Street Community Improvement District were adopted by the Commercial Street Community Improvement District Board of Directors on \_\_\_\_\_, 2023, and are intended to supersede and replace entirely the Bylaws of the Commercial Street Community Improvement District approved at the July 2021 meeting of the Board of Directors.

**ARTICLE I  
OFFICES, RECORDS, SEAL**

- 1. Principal Office.** The principal office of the District shall be located within the bounds of Springfield, Missouri, at such place as may from time to time be 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. All records shall be kept in accordance with the Missouri Sunshine Law and the District's Sunshine Law Policy, if any. 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 shall adopt, and may 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 be 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 that certain Petition to the City of Springfield, Missouri, to Amend and Restate the Commercial Street Community Improvement District filed as Special Ordinance 27185 on June 3, 2019 (the "Petition") for continuation of the District, and for all other lawful purposes that may be authorized by the Board of Directors and allowed by Section 67.1461 of the Revised Statutes of Missouri.

**ARTICLE III  
BOARD OF DIRECTORS**

- 1. Powers of Board of Directors.** The District shall be managed by a Board of Directors which 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; Representation.** The number of directors of the District to constitute the Board of Directors shall be seven (7), who shall be appointed by the Mayor of the City of Springfield, with the consent of the City Council. The number of directors may not be increased or decreased unless the Petition is amended. Each director shall meet the qualifications as set forth in Section 6.C of the Petition. The Board of Directors, as a whole, shall meet the representation requirements as set forth in Section 6.D of the Petition.

**4. 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.

**5. Successor Directors.** Successor directors shall be appointed pursuant to Sections 6.E and 6.F of the Petition, and shall serve for a term of four years. A person may serve as a Director for a maximum of two consecutive terms plus any partial term served by such person pursuant to his/her appointment to a vacant Board seat mid-term under Article III, Section 8 below. Notwithstanding the foregoing, a majority of the Board may vote to waive such term limitation and allow the Director to serve one or more additional consecutive terms if no qualified individual applies to fill the Board seat at the annual meeting in which the slating for said seat is to occur. There shall be no limits to the number of non-consecutive terms that that a person may serve as a Director. In the event any current Director exceeds the maximum terms allowed under this Section as of the date these Bylaws are adopted, such Director shall be allowed to finish his/her existing term.

Prior to appointing successor Directors, the Board of Directors shall notify eligible individuals of Board vacancies and encourage interested parties to submit an application to serve as a Board member. From the applications received, the Board of Directors shall prepare a slate of names of qualified individuals, giving preference to ensure that a diverse mix of businesses, residents, and geographic locations within the District are represented on the Board. The Board of Directors shall deliver the slate of names to the City Clerk as set forth in the Petition.

The Board shall slate Successor Directors at its annual meeting (when applicable) and then send to the City Clerk for appointment by the Mayor of the City of Springfield with the consent of the City Council in accordance with the procedure set forth in the Petition.

**6. Removal.** Any director may be removed from the Board of Directors as provided for in Section 6.H of the Petition.

**7. 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.

**8. Vacancy.** In accordance with the Petition, in the event of a vacancy on the Board of Directors prior to the expiration of a director's term, a successor Director shall be appointed pursuant to Article III, Section 5 of these Bylaws.

**9. 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.

**10. Committees.** The Board of Directors shall have no authority to appoint any committee having the full authority of the Board of Directors. Subject to the forgoing, 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, including an “Executive Committee” which shall consist of the current officers of the District.

## **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. Annual Meeting.** During the month of April each year, the Board shall hold an annual meeting during which it shall adopt an annual budget, fill expiring Board seats, and elect Officers for the ensuing fiscal year. The annual meeting shall be held at the principal office of the District, as designated by the Board, or at such other time and place as may be agreed by a majority of the Board.

**3. Regular Meetings.** The Board may hold regular meetings at such time, date and location as may from time to time be determined by the Directors.

**4. Special Meetings.** The President or any two (2) Directors may call special meetings of the Board and may fix the time and place for the holding of such meetings, which shall be held for the purpose of transacting any business designated in the notice of the special meeting.

**5. 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 within Greene County, Missouri, as may be determined from time to time by the Board of Directors.

**6. Notice of Meetings.** Meetings may be called by the President, the Vice President or the Secretary or by a majority of the Board of Directors.. Notice of the time, date and place of each meeting of the Board, its tentative agenda, and whether any portion of the meeting will be closed shall be given to the public at least twenty-four (24) hours in advance of the meeting time, exclusive of weekends and holidays, in a manner reasonably calculated to advise the public of the matters to be considered and in compliance with the Sunshine Law. Copies of this notice shall be posted on a bulletin board, door or other prominent place which is easily accessible to the public and clearly designated for that purpose at the principal office of the District. Copies of such notice shall at the same time be provided to any representative of the news media who requests notice of meetings of the District. In addition to the above requirements, if the Board proposes to hold a closed meeting, a closed portion of a public meeting, or closed vote, the notice shall state the reason for holding such closed meeting, closed portion of a public meeting, or closed vote by reference to the specific exception allowed pursuant to the Sunshine Law.

**7. 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.

**8. 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.

**9. 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.

**10. 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.

**11. 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.

**12. Meeting by Conference Telephone/Electronic Means.** Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone, videoconferencing, 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 and participate in the conference call for purposes of complying with Chapter 610 of the Revised Statutes of Missouri, as amended (the "**Sunshine Law**").

**13. 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 President, Vice President, a Secretary, a Treasurer, and Past President, 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. The same person may hold up to two, but no more than two, offices at one time.

**2. Election and Terms of Office.** Immediately following the slating of successor Directors during the annual meeting, the Board of Directors shall appoint officers to serve during the following fiscal year.

Nominations for officer candidates may be made by any member of the Board of Directors in

writing made prior to the meeting at which officers will be appointed or from the floor during such meeting. Appointment of each officer position shall be made by a ballot vote of the members of the Board of Directors. Appointment of directors shall be by majority vote, and appointed in the following order of priority: President, Vice-President, Secretary, Treasurer, and Other Agents (to the extent any such position exists). Nothing herein shall prohibit a successor Directors from being nominated and appointed to one or more officer positions during the annual meeting in which such successor Director was slated as a board member provided that such nomination and appointment shall be contingent upon such successor Director being duly appointed to the Board by the Mayor with consent of City Council.

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 or verbal acceptance and promise faithfully to discharge the duties of such office.

The term of office of each officer of the District shall be for a one (1) year term, beginning at the start of the next fiscal year and terminating at the end of said fiscal year 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 ceases to be a member of the Board of Directors, 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 President, 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 President.** The President 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 President may serve as the Executive Director pursuant to paragraph 10 of this Article V. The President shall preside at all meetings of the Board of Directors at which he or she may be present.

The President 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 President 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 President shall be specifically appointed to any committee, the President 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 President shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws or by the Board of Directors.

**7. The Vice President.** The Vice President shall work in cooperation with the President and shall perform such duties as the Board of Directors may assign to him or her. In the event of the death, and during the absence, incapacity, inability or refusal to act of the President, the Vice President shall be vested with all the powers and perform all of the duties of the office of President. In the absence of the President, the Vice President shall preside at all meetings of the Board of Directors at which he or she may be present. The Vice President 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. 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 President 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.

**9. 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 President 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.

**10. Past President.** The Past President shall serve in an advisory capacity to other Officers and shall be filled by the person who served as President of the Board of Directors during the immediately preceding fiscal year. In the event the person who served as President of the Board of Directors during the immediately preceding fiscal year wishes not to serve as Past President or is no longer a member of the Board of Directors, the Past President position shall remain vacant.

**11. 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.

**12. 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. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the District shall require two signatures, such signatures being any authorized representative.

**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.** The fiscal year of the District shall begin on July 1 of each year and end on June 30 of the following year (which shall be the same fiscal year of the City).

**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. Conflict of Interest.** No officer, agent or employee of the District shall have or shall acquire any personal financial interest, direct or indirect, in any project which the District is promoting, or in any contract or proposed contract for materials or services in any lease, mortgage, sale, or contract of any nature whatever relating to any such project or the District without making written disclosure to the District of the nature and extent of his interest, and such disclosure shall be entered in writing upon the minute book of the District.

“Personal financial interest” shall mean a special monetary benefit to such director, his/her spouse or dependent children. This benefit becomes a “personal financial interest” only if the director, spouse or dependent children are materially affected in a substantially different manner than the manner in which the public in general will be affected or, if the matter affects only a special class of persons, then affected in a substantially different manner than other members of such class will be affected. In all such matters, officials must recuse themselves from acting.

**8. 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.



**9. 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.

**10 Budgets.** The District will annually prepare, for approval by the Board of Directors at the annual meeting, a budget for the upcoming fiscal year, and an annual report describing the major activities of the District during the preceding year and upcoming year. The Budget and Report shall be submitted to the City Director of Finance for review and comment between April 1 and May 15. The budget shall set forth the expected expenditures, revenues, and rates of taxes for the following fiscal year. The City Council, in its discretion, may review and comment on the submitted budget, and if comments are given, the comments must be submitted to the District no later than June 1. At the District's annual meeting, the Board of Directors shall adopt a budget for the District for the ensuing budget year, for every fund of the District of any kind, in such a manner as may be provided by law. If the Board of Directors fails to adopt a budget by the first day of a fiscal year, the District shall be deemed to have adopted a budget for such fiscal year which provides for application of the District's sales tax revenues collected in such fiscal year in accordance with the budget for the prior fiscal year.

**11. Annual Report.** The Board shall have prepared and file annual reports as required by the Act or any other applicable law

## **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 full 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 The Commercial Street Community Improvement District by the Board of Directors of said District at its meeting held on \_\_\_\_\_, 2023.

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Secretary of the Board of Directors