

**AMENDED AND RESTATED BYLAWS OF  
THE LAND CLEARANCE FOR REDEVELOPMENT AUTHORITY  
OF LEE'S SUMMIT, MISSOURI**

**ARTICLE I – DEFINED TERMS**

**Section 1.1 Authority.**

The Land Clearance for Redevelopment Authority (LCRA) of Lee's Summit, Missouri, a public body corporate and politic created pursuant to Section 99.330 to 99.660, RSMo, and activated by the City Council of Lee's Summit, Missouri, by Ordinance Number 686 and adopted on July 5, 1961.

**Section 1.2 Board.**

The Board of Commissioners of the Authority, which is the governing body of the Authority.

**Section 1.3 City.**

The City of Lee's Summit, Missouri.

**Section 1.4 Commissioner(s).**

Member(s) of the Board of Commissioners.

**Section 1.5 City of Lee's Summit**

**Section 1.5 LCRA Law.**

The Land Clearance for Redevelopment Authority Law, Section 99.300 to 99.715, RSMo, as amended from time to time.

**Section 1.6 Mayor.**

The Mayor of the City of Lee's Summit, Missouri.

**Section 1.7 Project.**

Any urban renewal project or land clearance project undertaken by the Authority pursuant to the Land Clearance for Redevelopment Authority Law.

**Section 1.8 Property.**

Any real property, including improvements and fixtures thereon, or personal property.

**Section 1.9 Sunshine Law.**

Section 610.010 to 610.200, RSMo, governing meetings of public governmental bodies including the Board of Commissioners, as now or hereafter amended.

**Section 1.10 Undefined Terms.**

Any term undefined by this Article shall have the same meaning as such term is given under the Land Clearance for Redevelopment Authority Law, if defined therein, otherwise as defined by the Sunshine Law, or other Missouri statute or case law.

## **ARTICLE II – THE AUTHORITY**

### **Section 2.1 Name of the Authority.**

The name of the Authority is "Land Clearance for Redevelopment Authority of Lee's Summit, Missouri."

### **Section 2.2 Corporate Office of the Authority.**

The principal office of the Authority shall be located at 220 SE Green Street, Lee's Summit, Jackson County, Missouri 64063. .

## **ARTICLE III – BOARD OF COMMISSIONERS**

### **Section 3.1 General Powers.**

All of the powers granted by the City of Lee's Summit City Council to the Authority under the LCRA Law shall be exercised by, or under the authority of, the Board.

### **Section 3.2 Number, Qualifications, Appointment and Tenure.**

The Board shall consist of five (5) members. Each Commissioner shall be resident taxpayer who has resided within the City limits for a period of five (5) years prior to that Commissioner's appointment. Commissioners shall be appointed by the Mayor. Two of the commissioners who are first appointed shall be designated to serve for terms of one year from the date of their appointment and there shall be designated to serve for terms of two, three and four years respectively from the date of their appointment. Thereafter, commissioners shall be appointed as aforesaid for a term of office for four years except that all vacancies shall be filled for the unexpired term. Each Commissioner shall hold office until the expiration of that Commissioner's term and thereafter until a successor has been appointed who meets the qualifications set forth in this section

### **Section 3.3 Annual Meeting.**

The annual meeting of the Board shall be held in January each year at such time and place as may be decided by the Board for the purpose of electing the officers of the Authority and for the transaction of such other business as may come before the meeting. If the election of officers is not held on the day designated for any annual meeting, or at any adjournment thereof, the Commissioners shall cause the election to be held at a special meeting of the Board as soon thereafter as conveniently may be decided by the Board.

### **Section 3.4 Regular Meeting.**

Regular meetings of the Board shall be held at such time and place as may be designated by resolution of the Board, unless such day should fall on a legal holiday.

### **Section 3.5 Special Meetings.**

Special meetings of the Board may be called by or at the request of the Chairman or any two (2) Commissioners for the purpose of transacting any business designated in the notice of the special meeting.

### Section 3.6 Notices.

#### A. Notice to Commissioners.

(1) *Annual and Regular Meetings.* Written or printed notices of meetings of the Board, whether specifically required by the Land Clearance for Redevelopment Authority Law, the Sunshine Law or any other Missouri statute regulating meetings of public governmental bodies, the definition of which includes the Board, shall be delivered personally, by mail, or by electronic communication to each Commissioner at least twenty-four (24) hours prior to each scheduled meeting.

(2) *Special Meetings.* Notice of a special meeting shall be delivered personally, by mail, or electronic communication to each Commissioner at least two (2) days prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the notice; however, if all of the Commissioners are present at a special meeting, any item of business, whether or not designated in the notice, may be transacted with their unanimous consent.

If mailed, the notice of a meeting given to a Commissioner shall be deemed to be delivered when deposited in the United States mail, addressed to the Commissioner at the address on the records of the Authority, with postage thereon prepaid.

#### B. Notice to the Public.

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 or other prominent place which is easily accessible to the public and clearly designated for that purpose at the principle office of the Authority. 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 Authority. In addition to the above requirements, if the Board proposes to hold a closed meeting, 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.

### Section 3.7 Special Circumstances.

When it is necessary to hold a meeting of the Board on less than twenty-four (24) hours notice, at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying departure from the normal requirements shall be stated at the beginning of the meeting and recorded in the minutes.

### Section 3.8 Quorum.

The presence of three (3) Commissioners shall constitute a quorum for the purpose of conducting business and exercising the powers of the Authority and for all other purposes. Action shall be taken by the Board upon a vote of majority of the

Commissioners present. Any Commissioner who is present at a meeting, but is disqualified to act on a particular matter, shall be treated as being present for purposes of maintaining a quorum. If a quorum is not present at any meeting of the Board, a majority of the Commissioners present may adjourn the meeting until a quorum is present

### Section 3.9 Telephone/Electronic Participation in Meetings.

Commissioners may participate in any Board meeting by telephone or other electronic means so long as all persons participating in the meeting can hear one another, and a location has been identified in the notice of the meeting at which members of the public shall be allowed to observe and attend the public meeting so that the requirements of the Sunshine Law are met. Participation by a Commissioner in Board meetings by telephone or other electronic means shall constitute the Commissioner's presence in person at the meeting and any Commissioner participating in this manner shall be entitled to vote and will count for the purpose of determining whether a quorum is present. For purposes of a quorum, at least two members must be present at the meeting and the remaining Commissioners may participate by telephone or other electronic means.

### Section 3.10 Closed Meetings and Votes of the Board.

If the Board intends to hold a closed meeting, a closed portion of a public meeting, or a closed vote, the required notice shall be given. In addition, the Board must, by a majority vote of those Commissioners present, approve such closed meeting, closed portion of a public meeting, or closed vote. The Board may adjourn to a closed meeting, closed portion of a public meeting, or closed vote in order to consider any of the following:

A. Legal actions, causes of action or litigation involving the Authority and any confidential or privileged communications between the Authority or its representatives and its attorneys (610.021(1), RSMo);

(FILE: H:\DOKC\ADMIN\ADMIN\99\00136713.DOC)

B. Leasing, purchase or sale of real estate by the Authority where public knowledge of the transaction might adversely affect the legal consideration therefor (610.021(2), RSMo);

C. Hiring, firing, disciplining or promoting of particular employees by the Authority when information relating to an employee's performance or merit is discussed or recorded (610.021(3), RSMo);

D. Preparation, including any discussions or work product, on behalf of the Authority or its representatives for negotiations with employee groups (610.021(9), RSMo);

E. Software codes for electronic data processing and documentation thereof (610.021(10), RSMo);

F. Specifications for competitive bidding, until either the specifications are officially approved by the Authority or are published for bid (610.021(11), RSMo);

G. Sealed bids and related documents, until the bids are opened and sealed proposals and related documents or any documents related to a negotiated contract until a contract is executed, or all proposals are rejected (610.021(12), RSMo);

H. Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment (610.021(13), RSMo);

I. Records which are protected from disclosure by law (610.021(14), RSMo);

J. Meetings and public records relating to scientific and technological innovations in which the owner has proprietary interest (610.021(15), RSMo); and

K. Confidential or privileged communications between the Authority and its auditor, including all auditor work product (610.021(17), RSMo).

Prior to a closed meeting, a closed portion of a public meeting or a closed vote, the Chairman or Commissioner presiding at the meeting shall state the topic to be discussed and/or voted upon in the closed meeting, closed portion of the public meeting, or closed vote, stating the specific section of the Sunshine Law which allows for such action. The vote taken to hold a closed meeting, closed portion of a meeting, or a closed vote shall be by roll call and shall be made a part of the minutes of the public portion of the meeting. When a meeting, portion of a meeting, or vote is closed, only that portion of the meeting facility necessary to house the Board may be closed, allowing the members of the public to remain to attend any subsequent open portion of the meeting held by the Board following the closed portion of the meeting, or closed vote. All votes in closed meetings shall be by roll call. Minutes shall be taken and votes shall be recorded at each closed meeting in the same manner as open meetings. All minutes and records of votes of each closed meeting, closed portion of a public meeting or closed vote, shall be made available to the public when required by the Sunshine Law.

#### Section 3.11 Manner of Voting.

Votes by the Board shall be by voice vote unless the presiding officer shall direct or any Commissioner shall demand a vote by roll call or by ballot, provided however, that any votes taken during a closed meeting shall be taken by roll call. In the case of an abstention or a nay vote, the Commissioner so abstaining or voting nay may be identified in the minutes of such meeting. However, when any Commissioner is participating in a Board meeting by conference telephone or other similar communications equipment, the presiding officer of the meeting shall take all votes by roll call.

#### Section 3.12 Vacancies.

Any vacancy occurring on the Board shall be filled by the Mayor, for the unexpired term.

#### Section 3.13 Compensation.

Commissioners shall not receive compensation for serving as a Commissioner, but shall, upon approval of the Board, be entitled to be reimbursed for necessary expenses, including travel expenses, incurred in the discharge of official duties.

**Section 3.14 Interested Commissioners; Disclosure.**

If any Commissioner owns or controls an interest, direct or indirect, in any Project or Property within a Project, then that Commissioner shall immediately disclose the interest in writing to the Chairman and Executive Director and shall not participate in any action by the Authority regarding that Project. If any Commissioner involuntarily obtains such interest in a Project or Property within a Project or previously held such an interest, either voluntarily or involuntarily within the preceding two (2) years, the interest shall be disclosed in writing to the Chairman and Executive Director and that Commissioner shall not participate in any action by the Authority regarding that Project. In no event shall a Commissioner voluntarily acquire an interest, direct or indirect in any Project, Property within a Project, or any contract or proposed contract in connection with a Project. After the Commissioner discloses the interest, the Secretary shall enter the Commissioner's interest in the minutes of the next Board meeting following the disclosure. Violation of this Section shall constitute misconduct in office for purposes of removal under Section 3.14.

**Section 3.15 Removal of a Commissioner.**

The Mayor may remove any Commissioner from the Board in accordance with RSMo 99.390. The Board may recommend the replacement of any Commissioner absent from three meetings within any successive eight meeting period.

(File: E:\DUK\045\ADMIN\ADMIN\99\00136713.DOC)

**ARTICLE IV – OFFICERS**

**Section 4.1 Enumeration of Offices.**

The Board shall elect as officers of the Authority a Chair, one or more Vice-Chair(s), a Secretary, and such other officers as the Authority shall elect from time to time.

**Section 4.2 Chairman; Powers and Duties.**

The Chair shall:

- A. Attend and preside at all meetings of the Board;
- B. Sign all contracts, deeds, mortgages, bonds, and other instruments made by the Authority that the Board has authorized for execution, except where the signing and execution thereof has been expressly delegated by the Board or these Bylaws to another agent of the Authority, or is required by law to be otherwise signed or executed;
- C. Report to the Board regarding the activities of the Authority and submit recommendations and information concerning the business, affairs and policies of the Authority;
- D. Have the power to appoint committees for such special purposes as the Chairman deems necessary for the operation of the Authority; and
- E. Generally perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the LCRA Act and the Board.

**Section 4.3 Vice-Chair(s); Powers and Duties.**

In the absence of the Chair, or in the event of the Chair's death, inability or

refusal to act, the first Vice-Chair shall perform the duties of the Chair and, when so acting, shall act with all the powers of and be subject to all the restrictions to which the Chair is subject until such time as the board shall elect a new Chair. If the first Vice-Chair is absent, or in the event of his or her death, inability or refusal to act, the Second Vice-Chair (if applicable), if any, shall perform the duties of the first Vice-Chair. The Vice-Chair shall also perform such other duties as may be assigned by the Chair or the Board.

#### Section 4.4 Secretary; Powers and Duties.

The Secretary of the Authority shall have general supervision over the administration of the Authority's business and affairs, subject to the direction of the Commissioners, and shall be charged with the management of the affairs of the Authority. The person who serves as Secretary of the Authority shall have the following powers and duties:

- A. Keep the minutes for the meetings of the Board as provided by law in one or more books provided for that purpose;
- B. Assure that all notices are properly given, in accordance with these Bylaws and as required by law;
- C. Be custodian of the records and seal of the Authority;
- D. Assure that the seal of the Authority is affixed to all documents duly authorized for execution under seal on behalf of the Authority;
- E. Keep a register which includes the address and telephone number of each Commissioner whose address and telephone number shall be furnished to the Secretary by the Commissioner;
- F. Cause all money paid to the Authority from all sources whatsoever to be properly receipted;
- G. Cause all funds of the Authority to be deposited in such banks, trust companies or other depositories as shall be selected by the Board;
- H. Authorize, pursuant to Board direction, all orders and checks for the payment of money and shall cause the Authority's money to be paid out as directed by the Board;
- I. Assure that regular books of accounts are kept showing receipts and expenditures, and render to the Board, at each regular meeting (or more often when requested), an account of the Authority's transactions and also of the financial condition of the Authority;
- J. Perform all duties incidental to the office of Secretary and such other duties as may be assigned to the Secretary by the Chairman or the Board; and
- K. Exercise such other authority as is from time to time delegated by the Board by resolution.

#### Section 4.5 Assistant Secretary; Election, Powers and Duties.

In its discretion, the Board may elect an Assistant Secretary who need not be a Commissioner. In the event the Board elects an Assistant Secretary, then the Assistant Secretary, in the absence of the Secretary, or in the event of Secretary's death, inability or refusal to act, shall act with all the powers and be subject to all the restrictions on the Secretary until such time as the Board shall designate a new Secretary. In addition, if an Assistant Secretary is elected by the Board, the Secretary may delegate duties of the Secretary to the Assistant Secretary.

#### Section 4.6 Delegation of Duties.

In case of the absence of any officer of the Authority, for any reason that the Board may deem sufficient, the Board may delegate the power or duties of such officer to another officer or designated agent for the interim, provided a majority of all Commissioners concur.

#### Section 4.7 Election or Appointment and Term of Office.

The Chairman and one or more Vice-Chairmen shall be elected annually by the Board from among the Commissioners at the annual meeting of the Board. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as is convenient. Each such officer shall hold office until a successor has been duly elected and qualified, or until resignation, death or removal. The Secretary shall be appointed by the Board. Any person appointed to fill the office of Secretary, or any vacancy therein, shall serve at the pleasure of the Board.

If at any time the Authority employs an Executive Director, they shall serve as Secretary of the Authority pursuant to Section 4.4 of these Bylaws, shall be appointed by the Board, and may be employed by any other service provider with whom the Authority has contracted for the services of Executive Director. Any person appointed to fill the position of Executive Director shall serve at the pleasure of the Board.

#### Section 4.8 Vacancies.

Should the office of Chair or Vice-Chair become vacant, the Board shall elect a successor from among the Commissioners at the next regular meeting, and such election shall be for the unexpired term of said officer. When the office of Secretary becomes vacant, the Board shall appoint a successor, as provided in Section 4.7.

#### Section 4.9 Employees and Independent Contractors.

The Authority may employ, or contract with another service provider, for the services of an Executive Director, technical experts and such other officers, agents and employees, permanent and temporary, as the Authority may require, and shall determine their qualifications and duties and, if they are employees of the Authority, their compensation. For such legal services as it may require, the Authority may retain its own counsel. The Authority may delegate to one or more of its agents or employees such powers or duties as it may deem proper.

THE EDUCATION ADMINISTRATION BOARD

### **ARTICLE V – INDEMNIFICATION**

#### Section 5.1 Indemnification of Commissioners and Officers.

The Authority shall indemnify each person (and heirs and legal representatives of such person) who serves or has served as a Commissioner or officer of the Authority, against all liability and reasonable expenses, including but not limited to counsel fees and disbursements and amounts of judgments, fines or penalties, incurred by or imposed upon that person in connection with any claim, action, suit or proceeding, actual or threatened, whether civil, criminal, administrative or investigative, and appeals in which that person may become involved as a party or otherwise by reason of acts or omissions in that person's capacity as and while a Commissioner or officer of the Authority, provided that

the Board has determined that such person met the standard of conduct required in this Article and passes a resolution approved by a majority of the Commissioners (excluding the Commissioner whose conduct is the subject of the proposed indemnification) finding that the standard of conduct has been met.

#### Section 5.2 Indemnification of Agents and Employees.

The Authority may indemnify each person (and heirs and legal representatives of such person) who serves or has served as an agent or employee of the Authority, against all liability and reasonable expenses, including, but not limited to counsel fees and disbursements and amounts of judgments, fines or penalties, incurred by or imposed upon that person in connection with any claim, action, suit or proceeding, actual or threatened, whether civil, criminal, administrative or investigative, and appeals in which that person may become involved as a party or otherwise by reason of acts of omissions in that person's capacity as and while an agent or employee of the Authority, provided that the Board has determined that such person met the standard of conduct required in this Article and passes a resolution approved by a majority of the Commissioners finding that the standard of conduct has been met and authorizing indemnification.

#### Section 5.3 Standard of Conduct and Other Considerations.

To be entitled to indemnification by the Authority, a person must have acted in good faith, for a purpose which that person reasonably believed to be in the best interest of the Authority, and in addition, in any criminal action or proceeding, that person must have had no reasonable cause to believe the conduct to be unlawful. 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 is not entitled to indemnification by the Authority. The Board need not wait until final disposition of a claim, action, suit or other proceeding before deciding that a person has met the required standard of conduct or before deciding to indemnify an agent or employee under this Article.

{file: EDC\COMS\ADMIN\ADMIN\99\00136711.DOC }

#### Section 5.4 Other Indemnification Rights.

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

### **ARTICLE VI – BOOKS AND RECORDS**

The Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board as required by law and shall annually file with the City Clerk, a report of its activities for the preceding year, and shall make recommendations with reference to such additional legislation or other action as it deems necessary in order to carry out the purposes of the LCRA Law.

**ARTICLE VII – SEAL**

The Board shall provide a corporate seal, which shall be circular in form and be inscribed with the name of the Authority.

**ARTICLE VIII – AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted with the approval of at least three (3) of the Commissioners at any regular or special meeting. Except by unanimous consent of all the Commissioners, no proposed amendment to these Bylaws shall be voted upon until reduced to writing, filed with the Secretary and distributed to the Commissioners at the regular meeting of the Board immediately preceding the meeting at which the amendment is voted upon.

**ARTICLE IX – AMENDMENT OF MISSOURI STATUTES**

If, at any time, the LCRA Law, the Sunshine Law or any other Missouri statute ("Missouri Law") is amended in a manner which conflicts with these Bylaws, the Board shall cause these Bylaws to be amended to be consistent with Missouri Law, and in the interim, the amended Missouri Law shall govern the actions of the Authority and the Board.

{File: EDCKC45\ADMIN\ADMIN\99\00136713.DOC }

Adopted the 7th day of December 2016

[SEAL]

LAND CLEARANCE FOR REDEVELOPMENT  
AUTHORITY OF LEE'S SUMMIT, MISSOURI

By: Denise Gordon, Chairman

ATTEST:

By: [Signature], Secretary