

BYLAWS AND RULES OF PROCEDURE
OF THE
BOARD OF DIRECTORS
OF THE
UPPER WEST END PARK COMMUNITY IMPROVEMENT DISTRICT

ARTICLE I

OFFICES, RECORDS, SEAL

1. Offices. The principal office of the District shall be located in the City of Frontenac, 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. The District shall keep at its principal office, or at its registered office, a record of the name and place of residence of each director and each officer. The City of Frontenac, Missouri (the "City"), shall at all times have access to all books and records of the District.

3. Seal. The Board of Directors shall adopt, and may alter at its pleasure, an official seal, which shall have inscribed thereon the name of the District and any other words or graphics which the Board deems appropriate. The seal may 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 this District shall be those purposes stated in the Petition seeking establishment of the District and the Ordinance enacted by the Board of Aldermen of the City of Frontenac and such other purposes which may be allowed by the Community Improvement District Act, Section 67.1401 R.S.Mo. et seq. as long as such purposes are not otherwise limited.

ARTICLE III

MEETINGS

1. 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 the City of Frontenac, Missouri, as may be determined from time to time by resolution of the Board of Directors. Until otherwise designated by the Board of Directors, meetings of the Board shall be held at Frontenac City Hall.

2. Sunshine Law. The Board of Directors shall abide by all provisions of Missouri's Sunshine Law, Chapter 610 R.S.Mo. with regard to District meetings and records.

3. Regular Meetings. The Board of Directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the Board of Directors. Any business may be transacted at a regular meeting.

4. Special Meetings. Special meetings of the Board of Directors may be held at any time or place and for any purpose or purposes. Special meetings may be called by the Chairman, the Vice Chairman 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 herein required and consistent with the Missouri Sunshine Law.

5. Notice of Special Meetings. Written notice stating the place, day and hour of a special meeting and the purpose or purposes for which the meeting is called shall be delivered to each director not less than five (5) days before the date of the meeting, either personally or by mail, by or at the direction of the officer or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited 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.

6. 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.

7. Quorum. The presence of a majority of the whole Board of Directors shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. The act of a majority of the directors 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 by law.

8. Adjournment. Whether or not a quorum shall be present at any such meeting, the directors present shall have power successively to adjourn the meeting, without notice, or publication of 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 which could have been transacted at the original session of the meeting.

9. 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.

10. Action Without a Meeting. Any action which is required to be or may be taken at

a meeting of the directors, or of the executive committee or any other committee of the directors, may be taken without a meeting if such action without a meeting is allowed by Missouri's Sunshine Law and consents in writing, setting forth the action so taken, are signed by all of the members of the Board of Directors or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The secretary shall file such consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

11. Robert's Rules of Order. Unless otherwise stated, Robert's Rules of Order shall be followed in all proceedings of the Board of Directors and committees thereof.

ARTICLE IV

OFFICERS

1. General. The officers of the District shall be a Chairman, a Vice Chairman, a Secretary and such other officers as the Board of Directors may elect. The Chairman, the Vice Chairman and Secretary shall be elected 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.

2. Election and Terms of Office. Initially, the officers shall be elected by the Board of Directors at the first meeting of that body, to serve at the pleasure of the Board of Directors for a period of one year and until their successors are duly elected and qualified.

Each year, the Board of Directors shall elect officers to serve at the pleasure of the Board of Directors for terms of one year and until their successors are duly elected and qualified.

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

3. Removal. Any officer or any employee or agent of the District may be removed or discharged by the Board of Directors whenever in its judgment, the best interests of the District would be served thereby.

If for any reason any member of the Board of Directors, who is also an officer, ceases to be a member of the Board, then such officer shall automatically be removed from his or her 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. 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 for the remainder of the term for which the officer was appointed and until such officer's successor is duly elected and qualified.

6. The Chairman. The Chairman 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 he or she shall carry into effect all directions and resolutions of the Board of Directors. 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 by the Board of Directors.

7. The Vice Chairman. The Vice Chairman shall work in cooperation with the Chairman 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 Chairman, the Vice Chairman shall be vested with all the powers and perform all of the duties of the office of Chairman. In the absence of the Chairman, the Vice Chairman shall preside at all meetings of the Board of Directors at which he may be present. The Vice Chairman shall have such other or further duties or authority as may be prescribed from time to time by the Board of Directors.

8. The Secretary. The Secretary shall record all proceedings of the Board of Directors and shall ensure the adequate keeping of the records of the District. The Secretary shall perform such other duties as the Board of Directors may assign to him or her from time to time.

9. 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.

10. 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 V

COMMITTEES

Committees not having the authority of the Board of Directors in the management of the District may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon such Board of Directors or member by law.

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.

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. Such authority shall be express as required by Section 432.070 R.S.Mo.

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 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. Unless otherwise determined by resolution of the Board of Directors, all instruments shall be signed by two members of the Board of Directors, one of whom must be an officer.

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 Board of Directors shall have the power to fix and from time to time change the fiscal year of the District. In the absence of action by the Board of Directors, however, the fiscal year of the District shall correspond with the current calendar year.

6. 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 and 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 provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other 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 person 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 man would have exercised under the circumstances in the conduct of his 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.

7. 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.

ADOPTED ON THIS 9TH DAY OF July, 2015.


Chairman of the District