

RESOLUTION NO. 2009-02

A RESOLUTION OF THE GROVE COMMUNITY IMPROVEMENT DISTRICT AMENDING RESOLUTION 2008-11 WHICH ESTABLISHED A NOMINATIONS COMMITTEE

Whereas Article VII of the By-Laws provides, in pertinent part, that, "The Board may from time to time establish committees and confer upon them such powers as it deems expedient for the conduct of the District's business;" and

Whereas Resolution 2008-11 establishing a Nominations Committee was adopted on December 8, 2008;

NOW, THEREFORE BE IT RESOLVED by the Board of Directors for the Grove Community Improvement District that Resolution 2008-11 is hereby amended to read as follows:

1. Nominations Committee. The Nominations Committee shall consist of three (3) Directors to be elected by the Board at each Annual Meeting in May or as soon thereafter as practical. Committee members shall serve until their successors have been duly elected. The Board shall also elect one of said three (3) members to act as Committee Chair.

The Nominations Committee shall nominate or recommend, as the case may be, persons to serve as members and officers of the Board of Directors. In addition to nominations and recommendations made by the Nominations Committee, any Director may also make nominations or recommendations to the Board of Directors.

In the case of an Existing Director not being able to serve his or her full term, the Committee shall nominate one or more persons of the same type and from the same category as said Existing Director, if applicable; and, as provided in the Petition to establish the District, the remaining Existing Directors shall elect the person to serve as Interim Director for the remainder of any such term. Provided, however, that no person shall be elected as an Interim Director except by a majority vote of those Elected Directors present; and that if no person receives such a majority, the person with the least number of votes shall be removed from nomination and another vote taken until one nominee receives said required majority vote.

In the case of Successor Directors, the Committee shall recommend to the Board of Directors at the Regular March Meeting in even numbered years a slate of qualified persons to serve full terms as Directors. The Existing Directors present at said March Meeting shall then consider and nominate each Successor Director separately; and when all such Successor Electors have been duly nominated they shall be submitted jointly as a slate to the City Register as provided in the Petition to establish the District.

In the case of Officers of the Board of Directors, the Committee shall present its nominations for Board Officers at the regular Board meeting in April each year; and pursuant to the By-Laws, all such officers shall be elected by the Board at its annual meeting in May each year.

2. Actions of Committee in Lieu of Meeting. Any action which is required to be or may be taken at a meeting of the committee may be taken without a meeting if consents in writing, setting forth the action also taken, are signed by all members of the committee. The consents shall have the same force and effect as a unanimous vote of the committee at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Missouri law. The consents shall be filed with the minutes of the meetings of the committee.

3. Committee Reports. The committee shall report all of its decisions and actions to the Board of Directors at the next meeting of the Board thereafter occurring and shall at all times be subject to the general supervision and control of the Board of Directors.


Adopted this 8th Day of December, 2008

As amended this 12th Day of January, 2009



Dan McGuire, Chairman

ATTEST:



Brian Phillips, Secretary