

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

TOWER PROPERTIES CO

CIK: **98827** | IRS No.: **431529759** | State of Incorporation: **MO** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **000-18261** | Film No.: **05788606**
SIC: **6512** Operators of nonresidential buildings

Mailing Address
911 MAIN, #102
KANSAS CITY MO 64105

Business Address
911 MAIN ST STE 100
KANSAS CITY MO 64105
8164218255

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): April 26, 2005

TOWER PROPERTIES COMPANY

(exact name of registrant as specified in its charter)

<TABLE>		
<S>	<C>	<C>
MISSOURI	0-18261	43-1529759
-----	-----	-----
(state or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. employer identification no.)
911 MAIN STREET, SUITE 100 KANSAS CITY, MISSOURI		64105
-----		-----
(address of principal executive offices)		(zip code)

</TABLE>

Registrant's telephone number, including area code: (816) 421-8255

NOT APPLICABLE

(former name, former address and former fiscal year, if changed since last
report)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions:

// Written communications pursuant to Rule 425 under the Securities Act (17 CFR
230.425)

// Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR
240.14a-12)

// Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange

SECTION 5 --CORPORATE GOVERNANCE AND MANAGEMENT

ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On April 26, 2005, the Board of Directors of the Registrant amended its Bylaws to provide that the Chairman of the Board is a non-executive, non-officer position. Amended Article IV, Sections 1 and 5 are attached hereto as Exhibit 3.1.

SECTION 9 -- FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

3.1. Amended Article IV, Sections 1 and 5 of the Bylaws adopted by the Board of Directors on April 26, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

TOWER PROPERTIES COMPANY

DATE: May 2, 2005

By: /s/ Thomas R. Willard

Thomas R. Willard
President and Chief Executive Officer

ARTICLE IV

OFFICERS & THE CHAIRMAN OF THE BOARD

Section 1. Executive Officers and the Chairman of the Board. The executive officers of this Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be chosen by the Board of Directors. The Chairman of the Board and the President shall be chosen from among the directors; any person may hold two or more offices, except the offices of both President and Secretary. The Chairman of the Board shall not be an officer of the Corporation and shall be known as a Non-Executive Chairman of the Board.

Section 5. Chairman of the Board and President. The Chairman of the Board shall not be an officer of the Corporation and therefore shall be known as a Non-Executive Chairman of the Board. The President shall be the Chief Executive Officer of the Corporation. The Board may designate a Chief Operating Officer who may be the President or a Vice President or the Treasurer. The President shall see that all orders and resolutions of the stockholders and of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors, by resolution, to delegate any specific powers (other than those which may be by statute conferred exclusively upon the President) to any other officer, director or agent of the Corporation. The Non-Executive Chairman of the Board shall be a member of all standing and other committees appointed by the Board of Directors unless excused by the Board of Directors therefrom. The President is also authorized and empowered to execute on behalf of the Corporation and to cause the seal thereof to be affixed to any and all deeds, mortgages, deeds of trust, bills of sale, security agreements, leases or other instruments conveying, encumbering or transferring any part of or the entire interest of the Corporation in and to any of its property, real, personal or mixed; also, any and all contracts, documents, acknowledgements of satisfaction, or releases of mortgages, judgments or other form of security creating instrument, or other instruments issued by the Corporation in the transaction of its business. Both the Non-Executive Chairman of the Board and the President are also authorized and shall have full authority on behalf of the Corporation to attend and to act and to vote at any meeting of the stockholders of any corporation in which the Corporation may hold stock, and in connection with such meeting each shall possess and exercise on behalf of the Corporation any and all rights and powers incident to the ownership of such stock, including the power to sign proxies therefor. The President shall perform such other duties and exercise such other powers not in conflict with the provisions of these Bylaws as the Board of Directors may from time to time prescribe.

