

**AMENDED AND RESTATED  
BYLAWS  
OF  
MID-AMERICA REGIONAL COUNCIL**

ARTICLE I

CORPORATION, OFFICES, RECORDS, SEAL

Section 1.1. The Corporation. Mid-America Regional Council (this "Corporation") is a corporation that is organized under the Missouri Nonprofit Corporation Act. Pursuant to its articles of incorporation, this Corporation has members as provided in Article III below.

Section 1.2. Principal Office. The principal office and location of this Corporation shall be at such place in or outside the State of Missouri as may be designated from time to time by the board of directors.

Section 1.3. Registered Office and Registered Agent. This Corporation shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent in the State of Missouri shall be as are stated in the articles of incorporation or as may be determined from time to time by the board of directors pursuant to the applicable provisions of law.

Section 1.4. Records. This Corporation shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors. This Corporation shall maintain appropriate accounting records.

This Corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by classes, if any, showing the number of votes each member is entitled to vote. This Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Without limiting the records required to be kept pursuant to this Section 1.4, this Corporation shall keep a copy of the following records at its principal office:

- (a) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (b) its bylaws or restated bylaws and all amendments to them currently in effect;
- (c) resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class of members;
- (d) the minutes of all meetings of members and records of all actions approved by the members for the past three years;

- (e) all written communications to all members or any class of members generally within the past three years, including the annual financial statements of this Corporation for the past three years;
- (f) a list of the names and business or home addresses of its current directors and officers;
- (g) its most recent annual report delivered to the Missouri Secretary of State as required by the Missouri Nonprofit Corporation Act; and
- (h) appropriate financial statements of all income and expenses.

In accordance with applicable law and as may be authorized by the board of directors (including the collection of appropriate charges), any member or agent or attorney of any member shall have the right to inspect the foregoing records or any other records of this Corporation.

Section 1.5. Seal. The board of directors shall adopt, and may alter at pleasure, a corporate seal, which shall have inscribed thereon the name of this Corporation and the words: Corporate Seal — Missouri. The corporate 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

### TYPE OF CORPORATION; PURPOSES

Section 2.1. Type of Corporation. This Corporation is a public benefit corporation. Such designation is made solely for the purposes of Section 355.096.2(2) of the Missouri Nonprofit Corporation Act.

Section 2.2. Purposes Stated in Articles. The purposes of this Corporation shall be those nonprofit purposes stated in the articles of incorporation. Without limiting the generality of the foregoing, this Corporation is established and organized to further the orderly and maximum development of the human resources, physical resources and governmental services of the metropolitan region, and to further and encourage the involvement and cooperative efforts of area institutions and agencies toward this end.

Section 2.3. General Functions. This Corporation shall function to promote a spirit of cooperation among the local governments and agencies of the Metropolitan Kansas City Mid-America Regional Planning Area (as defined in Section 3.2 hereof), to assist in resolving problems affecting the region in a manner which is mutually satisfactory to protect the rights and prerogatives of the local governments and agencies, and to advise and assist the local governments of the region. This Corporation shall have such general powers, duties and functions as are provided in the Constitution and Statutes of Missouri and Kansas and/or as is provided for in any other laws and statutes of Kansas and Missouri or of the United States that are now or may hereafter be enacted. In the performance of its functions, this Corporation shall:

- (a) Support and promote concerted action among the local governments and institutions for their mutual benefits and for the region as a whole;
- (b) Identify region-wide problems and concerns affecting the sound growth and development of the region and, where appropriate, develop regional comprehensive plans for consideration and implementation by the local governments of the region;

(c) Agree upon mutually desirable policies and consensuses and develop cooperative mechanisms among the local governments for improving the administration of public services;

(d) Serve upon the request of the local governments as a representative of such governments in matters such as they may determine affect the region as a whole;

(e) Deliver programs to regional and subregional constituencies when the board of directors deems it to be in the interest of the regional community; and

(f) Perform such other functions and duties as may be assigned or delegated to it to achieve a unified approach toward the solution of metropolitan issues.

(g) Serve as the Governing Board of Mid-America Head Start.

Section 2.4. Particular Powers. In the exercise of its general powers, duties and functions, this Corporation:

(a) May appoint and retain such staff, employees and agents as may be required to provide services and support to carry out its purposes in accordance with this Article II;

(b) May cooperate and enter into appropriate contracts with any Federal, state or local governmental department, bureau, agency or instrumentality thereof as may be required to carry out its purposes in accordance with this Article II;

(c) May develop or cause to be developed plans and/or studies which will guide the unified development of the region, eliminate planning duplication, and promote economy and efficiency in the coordinated development of the region and the general welfare and prosperity of its people;

(d) May assist the local governments within the region in carrying out any regional plan or plans developed by this Corporation; this Corporation may also assist any planning commission, board or agency of any city or county, or any other unit of local government, in the preparation or effectuation of local plans and planning consistent with the program of this Corporation, and receive grants or compensation therefore;

(e) May employ or retain such consultants and independent contractors as may be required to carry out its purposes in accordance with this Article II and may enter into appropriate contracts with any of said parties;

(f) May acquire necessary real or personal property and materials for its operations and incur necessary expenses within the limits of its budget as appropriated by the parties hereto and as otherwise provided;

(g) Shall prepare an annual report to the parties hereto including a report on the activities and work of this Corporation and a financial report for the period reported upon;

(h) May borrow money for its own purposes at such rates of interest as this Corporation may determine;

(i) May establish such committees as designated by the board of directors or as designated in the bylaws;

(j) May become incorporated as a not-for-profit corporation and/or licensed to do business in any state as a foreign not-for-profit corporation;

(k) May create subsidiaries as may be required to carry forward the purposes and functions of this Corporation in accordance with this Article II;

(l) May enter into any contracts, leases or agreements with third parties, acquire any real or personal property and exercise any and all powers necessary and proper as provided by law, for the purpose of providing services and support in accordance with this Corporation's purposes under this Article II and carrying out any programs and/or operations on a regional and/or subregional basis, including, but not limited to, sanitary landfill operations, transportation systems, park facilities, information and electronic data processing systems, education, aging, air quality, and such other matters as may be approved by this Corporation's board of directors from time to time;

(m) Shall have the authority to accept, receive and expend funds, grants and services from the United States Government or any of its departments, bureaus, agencies of instrumentalities, or from any state or local government or any of their departments, bureaus, agencies or instrumentalities and in connection therewith may enter into appropriate contracts with any of the aforesaid; and

(n) Shall have the authority to accept, receive and expend funds, grants and services from private persons or organizations, including business and nonprofit organizations or corporations.

### ARTICLE III

#### MEMBERSHIP

Section 3.1. General. This Corporation shall have only one class of membership.

Section 3.2. Qualification and Admission. The members of this Corporation shall consist of the following governments of the metropolitan Kansas City region: the counties of Johnson, Leavenworth, Miami and Wyandotte of the State of Kansas; the counties of Cass, Clay, Jackson, Platte and Ray of the State of Missouri; Independence, Kansas City and Lee's Summit, Missouri, Kansas City, Olathe and Overland Park, Kansas; and such other counties, cities or political subdivisions in the Mid-America Regional Planning Area (as defined below) as may be approved from time to time by this Corporation's board of directors, subject to and in accordance with the criteria set out in Section 3.6 and the process set out in Section 3.8. All territory embraced within the counties of Johnson, Leavenworth, Miami and Wyandotte in Kansas; within the counties of Cass, Clay, Jackson, Platte and Ray in Missouri; and such territory within the counties of either State as may later join herein by proper action and resolution of its governing body, subject to and in accordance with Section 3.7 hereof, and the process set out in Section 3.8, is hereby designated as the Mid-America Regional Planning Area.

Section 3.3. Transfer of Memberships. No member may transfer a membership in this Corporation or any right derived therefrom.

Section 3.4. Resignation, Expulsion or Suspension of Members.

(a) Any member may resign as a member. Such resignation shall be in writing addressed to the secretary of this Corporation and shall be effective immediately or upon the time specified, as such resignation may provide. The resignation of a member does not relieve the member from any obligations the member may have to this Corporation as a result of obligations incurred or commitments made prior to resignation.

(b) The board of directors of this Corporation may expel or suspend a member or terminate or suspend a membership in accordance with the following procedures:

(i) this Corporation shall give at least ~~15~~ 90 days' prior written notice to the affected member of the expulsion, suspension or termination and the reasons therefor;

(ii) the board of directors shall provide an opportunity for the affected member to be heard, orally or in writing, by the board of directors not less than five days before the effective date of the expulsion, suspension or termination; and

(iii) any written notice given to the member by mail shall be given by first class or certified mail sent to the last address of the member shown on this Corporation's records and

(iv) all steps in Section 3.8 have been followed and

(v) if the member being expelled, but not suspended, is a county then all other members with jurisdictions wholly within that county shall also be expelled.

(c) Notwithstanding the foregoing, if a member fails to pay any dues, assessments, or other monetary amounts due to this Corporation when such amounts become due, such member may be expelled or suspended, and such member's membership may be terminated or suspended, in accordance with the following procedures:

(i) this Corporation shall give at least 15 days' prior written notice to the affected member of the expulsion, suspension or termination and the reasons therefor;

(ii) any written notice given to the member by mail shall be given by first class or certified mail sent to the last address of the member shown on this Corporation's records; and

(iii) if payment of the amount due is not received by this Corporation within the period specified in such notice, this Corporation may expel or suspend such member, and may terminate or suspend such member's membership, without providing an opportunity for the affected member to be heard.

Section 3.5. Purchase of Memberships. This Corporation shall not purchase any of its memberships or any right arising therefrom.

Section 3.6. Addition of Members. The board of directors may consider the addition of new members to the Corporation based upon the following criteria:

(a) The city or county proposed to become a member of the Corporation is within the boundaries of the Mid-America Regional Planning Area (see Section 3.7 below);

(b) If the proposed member is a county, such county is not otherwise represented by a member of the Corporation;

(c) If the proposed member is a city, it has, as of the date of the most recent census of population, a population of at least 75,000 people; and

(d) The proposed member agrees that it will participate fully in the affairs of the Corporation and provide financial support in accordance with the terms of the Members' Agreement.

Section 3.7. Addition of Territory to Mid-America Regional Planning Area. The board of directors may consider expanding the boundaries of the Mid-America Regional Planning Area based upon the following criteria:

(a) The proposed territory to be added is contiguous with the current boundary of the Mid-America Regional Planning Area;

(b) The proposed territory to be added is identical to county boundaries;

(c) The proposed territory to be added is considered by the board of directors to be a related to the Kansas City metropolitan area;

(d) The board of directors believes that the addition of the proposed territory will not diminish existing services and programs and will enhance regional coordination and local services in the newly added territory; and

(e) Potential new members from the proposed territory have agreed to participate fully in the affairs of the Corporation and to provide financial support in accordance with the terms of the Members' Agreement.

Section 3.8. Process for adding territory to the Mid-America Regional Planning Area (Section 3.7), adding new members (Section 3.6) or expelling or suspending a member (Section 3.4 (b) to the corporation, or changing representation on the Board of Directors (Section 5.13). Whenever, the Board of Directors considers adding territory to the Mid-America Regional Planning Area, adding a member to the roster of members or adjusting representation on the Board of Directors it will follow the following notification and review process:

(a) All elected officials of the Corporation's current members will be notified at least ninety (90) days prior any potential action by the Board of directors of the Board of Directors' intent to consider making a change to the planning area, membership or representation and the rationale for such a change;

(b) Prior to any action by the Board of Directors each of the members or potential members that will directly gain or lose representation on the board has agreed to the changes or the changes have been approved by a majority of the members;

(c) The criteria set out in Sections 3.4 (b), 3.6, 3.7, or 5.13, whichever is appropriate to the proposed action, have been fulfilled;

(d) Written comments provided by members to the Board of Directors in writing have will be entered into the record and distributed to all representatives of the board prior to any action being taken by the Board of Directors.

(e) Any action taken by the Board of Directors with respect to adding members or territory or adjusting representation on the Board of Directors must be done with a 2/3 majority of the quorum.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 4.1. Meetings. All meetings of the members shall be held at the principal office of this Corporation or at such other place or places, within or without the State of Missouri, as the board of directors shall have determined.

(a) Annual Meetings. The board of directors shall hold an annual meeting of members each year in January, on such date as the board of directors may specify, or at such other date and time as the board of directors may specify, for the purpose of electing directors of the Corporation.

(b) Regular Meetings. The members may hold regular meetings at such time and place as may be determined from time to time by resolution of the board of directors.

(c) Special Meetings. Special meetings of the members may be held for any purpose or purposes. Special meetings may be called by the chairman of the board, by the secretary, or by the board of directors, and shall be called by any officer upon the written demand of at least five percent of the members entitled to vote at any such meeting, provided such written demand states the purpose or purposes of the proposed meeting. The close of business on the thirtieth day before delivery of the demand for a special meeting to any corporate officer is the record date for the purpose of determining whether the foregoing five percent requirement has been met.

To the extent that there is no separate call of a meeting of members, the "call" and the "notice" of any such meeting shall be deemed to be synonymous.

Section 4.2. Notice. Notice of each meeting of the members, whether annual, regular or special, stating the place, day and hour of the meeting, shall be given, by or at the direction of the chairman of the board, the secretary or the officers or persons calling the meeting, to each member (by delivery to each member's designated representative) entitled to vote thereat. Such notice shall be mailed, sent by facsimile or electronic mail or personally delivered to each member entitled to such notice. Such notice shall be given and effective not less than ten days (or 30 days if mailed by other than first-class or registered mail) nor more than 60 days prior to the meeting. If a meeting is called pursuant to the demand of at least five percent of the members entitled to vote thereat, such notice shall also be given and effective within 30 days after the date such demand is delivered to an officer. Such notice shall be deemed given and effective on the date determined in accordance with Article X of these bylaws.

Section 4.3. Quorum and Manner of Acting. Except as otherwise may be provided by law or by the articles of incorporation, thirty percent (30%) of the members from the state of Missouri and thirty percent (30%) of the members from the state of Kansas entitled to vote, present in person, shall constitute a quorum. Every decision of a majority of the members constituting any such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law, by the articles of incorporation or by these bylaws. If, however, the quorum specified above should not be present at any meeting, but at least ten percent (10%) of the members entitled to vote are present in person or by proxy, the members present and entitled to vote shall have power successively to adjourn the meeting and to act as a

quorum for such limited purpose, without notice to any member other than announcement of the time and place at the meeting, to a specified date not longer than 70 days after such record date. At any subsequent session of the meeting at which a quorum is present in person or by proxy, any business may be transacted that could have been transacted at the initial session of the meeting if a quorum had been present.

Section 4.4. Voting. Each member shall have one vote on each matter voted on by the members. There shall be no cumulative voting and no proxy voting. Whether this Corporation shall accept a vote, consent or waiver and give it effect as the act of a particular member shall be determined in accordance with the standards set forth in Section 355.306 of the Missouri Nonprofit Corporation Act.

Section 4.5. Written Consent of Members. Any action required to be taken or which may be taken at a meeting of members may be approved without a meeting of members if the action is approved by members holding at least 80 percent of the voting power (as defined in Section 355.066 of the Missouri Nonprofit Corporation Act). The action must be evidenced by one or more written consents describing the action taken, signed by those members representing at least 80 percent of the voting power (as defined in Section 355.066 of the Missouri Nonprofit Corporation Act), and delivered to this Corporation for inclusion in the minutes or filing with the corporate records. Written notice of member approval pursuant to this Section 4.6 shall be given to all members who have not signed the written consent. Such notice shall be deemed given on the date determined in accordance with Article X of these bylaws. If written notice is required, member approval pursuant to this Section 4.6 shall be effective ten days after such written notice is given.

## ARTICLE V

### DIRECTORS

Section 5.1. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed under the direction of, the board of directors of this Corporation. The board of directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the articles of incorporation or these bylaws, to supervise, control, direct and manage the property, affairs and activities of this Corporation, to determine the policies of this Corporation, to do or cause to be done any and all lawful things for and on behalf of this Corporation, 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; provided, however, that (a) the board of directors shall not authorize or permit this Corporation to engage in any activity not permitted to be transacted by the articles of incorporation or by a corporation organized under the Missouri Nonprofit Corporation Act, (b) none of the powers of this Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this Corporation, and (c) all income and property of this Corporation shall be applied exclusively for its nonprofit purposes.

Section 5.2. Number and Qualifications. The directors of this Corporation initially shall be 33 in number, in accordance with the provisions of Section 5.3 hereof. Subject to the provisions of these bylaws, the board of directors, acting by majority vote, shall have the power to change the number of directors; provided, however, that in no event shall the number of directors be fewer than three (3). All directors must be natural persons who are elected officials of cities or counties within the Mid-America Regional Planning Area.

Section 5.3. Election and Term of Office. Members of this Corporation shall appoint representatives to serve as directors of this Corporation in accordance with the following procedures; provided, however, that if the board of directors exercises its powers, in accordance with the terms of these



bylaws, to add members in accordance with Section 3.6 and/or changes the number of directors in accordance with Section 5.13, the board also shall have authority to amend the procedures below to account for such changes in members and/or directors; provided, however, that the board of directors cannot reduce the number of a member's director representatives without the written consent of the affected member or the approval of a majority of the members:

(a) Chief Executives: The Mayor, Presiding Judge, County Executive or Chairman of the Board of Commissioners of each member shall serve as a director of this Corporation. Each member, however, may name an alternate representative from among the members of the respective City Corporation, Board of City or County Commissioners, County Legislature or City Council of the individual jurisdiction.

(b) Additional Director:

(i) **Overland Park, Kansas; Kansas City, Kansas; and Independence, Missouri** – An additional representative who shall be an elected official residing in the respective jurisdiction shall be appointed as a director of this Corporation by the legislative body of each jurisdiction (City Corporation or Commission). Alternates who shall meet the same qualifications as the director representatives may be selected in a similar manner.

(ii) **Kansas City, Missouri** – Three additional representatives shall be appointed as directors of this Corporation by the City Corporation. Such directors shall be elected officials residing within Kansas City, Missouri. Alternates who shall meet the same qualifications as the director representatives may be selected in a similar manner.

(iii) **Clay County, Missouri**

(A) One additional representative shall be appointed as a director of this Corporation by a caucus of all mayors and/or chief elected officials of all municipalities, other than Kansas City, Missouri, located within Clay County. Such director representative shall be an elected official of a municipality, other than Kansas City, Missouri, located in Clay County. An alternate who shall meet the same qualifications as the director representative may be selected in a similar manner.

(B) One additional representative shall be appointed as a director of this Corporation by the Clay County Commissioners. Such director representative shall be an elected official of a city or the county residing in Clay County. An alternate who shall meet the same qualifications as the director representative may be selected in a similar manner.

(iv) **Jackson County, Missouri**

(A) One additional representative shall be appointed as a director of this Corporation by a caucus of all mayors and/or chief elected officials of all municipalities, other than Kansas City, Lee's Summit and Independence, Missouri, located in Jackson County. Such director representative shall be an elected official of a municipality, other than Kansas City, Lee's Summit or Independence, located in Jackson County. An alternate who shall meet the same qualifications as the director representative may be selected in a similar manner.

(B) One additional representative shall be appointed as a director of this Corporation by the Jackson County Legislature. Such director representative shall be an elected official of a city or the county residing in Jackson County. An alternate who shall meet the same qualifications as the director representative may be selected in a similar manner.

(v) **Wyandotte County, Kansas**

(A) One additional representative shall be appointed as a director of this Corporation by a caucus of all mayors and/or chief elected officials of all municipalities, other than Kansas City, Kansas, located in Wyandotte County. Such member shall be an elected official of a municipality, other than Kansas City, located in Wyandotte County. An alternate who shall meet the same qualifications as the director representative may be selected in a similar manner.

(B) Two additional representatives shall be appointed as directors of this Corporation by the Board of Commissioners of Wyandotte County. Such director representatives shall be elected officials of a city or the county residing in Wyandotte County. Alternates meeting the same qualifications as the director representatives may be selected in a similar manner.

(vi) **Leavenworth County, Kansas** – One additional representative shall be appointed as a director of this Corporation by the Board of Commissioners of Leavenworth County. Such director representative shall be an elected official of a city or the county residing in Leavenworth County. An alternate meeting the same qualifications as the director representative may be selected in a similar manner.

(vii) **Johnson County, Kansas**

(A) Two additional representatives shall be appointed as directors of this Corporation by a caucus of all mayors and/or chief elected officials of all municipalities, other than Overland Park or Olathe, Kansas, located within Johnson County. Such director representatives shall be elected officials of a municipality, other than Overland Park or Olathe, Kansas, located in Johnson County. Alternates who shall meet the same qualifications as the director representatives may be selected in a similar manner.

(B) One additional representative shall be appointed as a director of this Corporation by the Board of Commissioners of Johnson County. Such director representative shall be an elected official of a city or the county residing in Johnson County. An alternate meeting the same qualifications as the director representative may be selected in a similar manner.

(viii) **Cass and Platte Counties** – One additional representative each shall be appointed as a director of this Corporation by the County Court of Cass and Platte Counties. Such director representatives shall be elected officials of a city or the county residing in the county by which they are appointed.

Section 5.4. Procedures for Appointment. Unless otherwise provided herein, the manner of, and procedures for, appointing directors of this Corporation shall be determined by the individual appointing bodies; provided, however, that jurisdictions having a significant minority and/or ethnic

population residing within their city or county shall take such factors into consideration in appointing directors to the board of this Corporation; provided, further, that nothing in this provision shall be construed so as to vest in this Corporation the authority to mandate that any jurisdiction appoint directors from any minority and/or ethnic groups residing within any jurisdiction.

Section 5.5. Non-Voting Advisory Directors. In addition to the director positions outlined above, the board of directors, acting by majority vote, may appoint non-voting advisory directors representing major area-wide citizen interest. Such non-voting members shall serve at the pleasure of the board of directors.

Section 5.6. Commencement of Term of Office. The term of office of a person elected a director shall not commence until the time the person accepts the office of director either by a written acceptance or by participating in the affairs of this Corporation at a meeting of the board of directors or otherwise.

Section 5.7. Vacancies. Vacancies on the board of directors resulting from the death, resignation, removal, incapacity or disqualification of a director, or by reason of an increase in the number of directors or the failure of an appointed director to accept the office of director, may be filled as soon as practicable by the member who appointed the director to the vacated seat in accordance with the provisions of Section 5.3 above. A director elected to fill a vacancy shall meet any qualifications set forth in these bylaws, and shall serve for the unexpired term of such director's predecessor and until the term of office of such director's successor has commenced. A director who is no longer serving as an elected official as required by Section 5.3 above shall be deemed to be disqualified from serving as a director of this Corporation.

Section 5.8. Compensation. No director shall receive compensation from this Corporation for any service such person may render to it as a director. However, a director may be reimbursed for such director's actual expenses reasonably incurred in attending meetings and in rendering service to this Corporation in the administration of its affairs.

Section 5.9. Committees. The board of directors, by resolution adopted by majority vote, may designate one or more committees, each of which shall consist of two or more directors and shall have and exercise the authority of the board in the management of this Corporation to the extent provided in the designating resolutions. Other committees not having the authority of the board of directors in the management of this Corporation 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. Such committees may include:

(a) Executive Committee. The board of directors may designate an executive committee comprised of the officers of this Corporation and two or more directors who previously served as past chairman of the board and continue to serve on the board, which committee, to the extent provided in the designating resolution or resolutions, shall have and may exercise all of the authority of the board of directors in the management of this Corporation; provided, however, that the delegation of 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 it or him by law. *(See Attached Resolutions adopted by the MARC Board of Directors on November 22, 2011)*

(b) Budget and Personnel Committee. The Budget and Personnel Committee shall have such duties and functions as provided in these bylaws or delegating resolution or resolutions of the board of directors. Its duties shall include all matters dealing with budget and personnel and the recommendation of amendments to these bylaws. The committee shall consist of the chief elected official of each of the

members in good standing. The chief elected official may designate his alternate or another director representative of this Corporation from his jurisdiction to serve on the committee in his stead. The committee shall also have on its membership each of the officers of this Corporation who may or may not be included by virtue of the membership as described above. In addition, the committee shall include the past chairmen of this Corporation following their chairmanship if they are not otherwise a member of the committee and continue to serve as directors of the board of directors. The Treasurer of this Corporation shall serve as chairman of the committee.

(c) **Nominating Committee.** Once each year, the chairman shall submit to the board of directors for its approval a list of directors of this Corporation to serve as a nominating committee to select the candidates for officer positions of this Corporation. Such list shall be submitted for approval in November. The committee shall report its proposed slate of officers at the annual meeting of this Corporation in January, at which time the election of officers is held. With the selection of this slate of officers, the committee completes its function.

Section 5.10. Term of Office of Committee Members; Administrative Matters. Each committee member shall hold office at the pleasure of the board of directors or for such other period as the board may specify at the time of his election or appointment, or until his death, resignation, removal or disqualification, whichever first occurs. Except as provided in the executive committee description above, each committee shall consist of two or more directors and shall have and exercise the authority of the board in the management of this Corporation to the extent provided in the designating resolution. Other committees not having the authority of the board of directors in the management of this Corporation 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.

Committees of the board of directors and members of such committees are governed by Article VI of these bylaws with respect to meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements; provided, however, that no committee shall be required to hold an annual meeting and provided, further, that a majority of the number of persons serving on a committee immediately before a meeting begins shall constitute a quorum for the transaction of business at such meeting of such committee.

All committees so appointed shall, unless otherwise provided by the board of directors in the case of committees not having the authority of the board of directors, keep regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of this Corporation and shall report the same to the board of directors at or prior to its next meeting. The secretary or an assistant secretary of this Corporation may act as secretary of any such committee if the committee so requests.

A committee of the board may not:

- (a) authorize distributions to members, directors, officers, agents or employees except in exchange for value received;
- (b) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of this Corporation's assets;
- (c) unless otherwise stated in these bylaws or the articles of incorporation, elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or

- (d) adopt, amend or repeal the articles of incorporation or these bylaws.

Section 5.11. Resignation. Any director may resign from the board of directors by delivering a written notice thereof to the board of directors, its presiding officer, or to the chairman or secretary of this Corporation. Such resignation shall be effective when such notice is delivered, unless a later date is specified in the notice.

Section 5.12. Removal. Only the member which appointed a director has the power, with or without cause, to remove such director and appoint a replacement director.

Section 5.13. Changing Number of Directors. The board of directors may adjust representation on the board based upon the following criteria:

- (a) The board determines that, due to shifts in population or the addition of new members per Sections 3.6 or 3.7, an adjustment in representation would be advantageous to the Corporation and its members;
- (b) The changes would preserve both geographic distribution of representation and population distribution of representation; and
- (c) The process for review set out in Section 3.8 is followed.

## ARTICLE VI

### MEETINGS OF THE BOARD OF DIRECTORS

Section 6.1. Annual Meetings of the Board. The newly elected members of the board and those members of the board who continue in office (if any) shall meet annually (a) immediately following the adjournment of the annual meeting of members, if any, at the same location as such meeting, or at such other time and place, either within or without the State of Missouri, as shall be established by the board of directors, and no notice of such board meeting shall be necessary to any directors in order legally to constitute the meeting, provided a quorum shall be present, (b) if not so established or if a quorum shall not be present, the members of such board may meet at such time and place as shall be consented to in writing by a majority of the directors, provided that notice of such meeting shall be given to each of the other directors in the same manner as provided in Section 6.4 of these bylaws with respect to the giving of notice of special meetings of the board except that it shall not be necessary to state the purpose of the meeting in such notice, or (c) regardless of whether or not the time and place of such meeting shall be so established, the members of such board may meet at such time and place as shall be consented to in writing by all of the directors.

Section 6.2. Regular Meetings. In addition to the annual meeting, 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. Notice of a regular meeting need not be given. Any business may be transacted at a regular meeting.

Section 6.3. Special Meetings. Special meetings of the board of directors may be called by the chairman of the board or by at least 20 percent of the directors to be held at any time and for any purpose or purposes. Special meetings shall be held at the principal office of this Corporation or at such place or places, within or without the State of Missouri, as the board of directors shall have determined.

Section 6.4. Notice of Meetings.

(a) Written notice of each special meeting of the board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be provided to each director by the officer or directors calling the special meeting and shall be given and effective at least three days before the day on which the meeting is to be held.

(b) Whenever notice is required to be given to a director, such notice shall be mailed, sent by facsimile or electronic mail, or personally delivered to such director. Such notice shall be deemed given and effective on the date determined in accordance with Article X of these bylaws.

(c) If the board of directors proposes to amend the bylaws or to change the number of directors in accordance with the provisions of these bylaws, the board shall give written notice of such proposed action, and shall consider the action at two separate meetings (where the proposed action is discussed at the first meeting and the vote of directors is taken at the second meeting).

"Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

Section 6.5. Quorum. Unless otherwise required by law or provided elsewhere in these bylaws, the presence of thirty percent (30%) of the directors appointed by members from the state of Missouri and thirty percent (30%) of the directors appointed by members from the state of Kansas entitled to vote, present in person, shall constitute a quorum of the directors for the transaction of business at all meetings; provided, however, that in no event shall fewer than two directors constitute a quorum. 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, by the articles of incorporation or by these bylaws. These quorum requirements shall also apply to the Budget and Personnel Committee.

Section 6.6. Adjournment. If the quorum specified above should not be present at any such meeting, but at least one-third of the directors in office are present, the directors present shall have power successively to adjourn the meeting, and to act as a quorum for such limited purpose, without 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 that could have been transacted at the original session of the meeting.

Section 6.7. Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

Section 6.8. Meetings by Conference Telephone or Similar Communications Equipment. Members of the board of directors of this Corporation may participate in a meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.

Section 6.9. Action Without a Meeting. Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if one or more written consents describing the action so taken are signed by all members of the board. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document. The secretary shall file such consents with the minutes of the meetings of the board of directors.

## ARTICLE VII

### OFFICERS

Section 7.1. General. The officers of this Corporation shall be a chairman, a first vice chairman, a second vice-chairman, a secretary, a treasurer, and such other officers as the board of directors may elect. The chairman of the board shall be elected from among the members of the board of directors and shall at all times while holding such office be a member of the board of directors. The same person may simultaneously hold more than one office in this Corporation.

The officers shall be elected by the board of directors, to serve at the pleasure of the board until the next annual meeting of the board of directors or until their earlier death, incapacity, disqualification, resignation or removal. At each subsequent annual meeting of the board of directors, the newly elected board shall elect officers to serve at the pleasure of the board until the next annual meeting of the board or until their earlier death, incapacity, disqualification, resignation or removal.

Each officer of this Corporation who is not reelected at the annual meeting of the board next succeeding such officer's election and at which any officer of this Corporation is elected shall be deemed to have been removed by the board, unless the board provides otherwise at the time of such officer's election.

The election of an officer does not itself create contract rights.

Section 7.2. Resignation. An officer may resign by delivering a written notice thereof to this Corporation. Such resignation shall be effective when such notice is delivered, unless a future effective date is specified in the notice.

Section 7.3. Removal. Any officer or any employee or agent of this Corporation may be removed or discharged for any lawful purpose by the board of directors at any time with or without cause, but such removal or discharge shall not affect the contract rights, if any, of the person so removed or discharged.

Section 7.4. Compensation. No officer who is also a member of the board of directors shall receive any salary or compensation for serving as a director. Salaries and compensation of all officers and of all other agents and employees of this Corporation, 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 chairman of the board 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 such person's own salary or compensation. Each officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of this Corporation.

Section 7.5. Vacancies. Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of this Corporation 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 until the next annual meeting of the board or until such person's earlier death, incapacity, disqualification, resignation or removal.

Section 7.6. Delegation of Authority. The board of directors may from time to time delegate any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of this Corporation or other responsible person. In the event of such delegation, the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Section 7.7. The Chairman of the Board. The chairman of the board shall preside at all meetings of the members and the board of directors at which the chairman may be present and shall have such other duties, powers and authority as may be prescribed elsewhere in these bylaws. The chairman shall execute all instruments for and on behalf of this Corporation. The board of directors may delegate such other authority and assign such additional duties to the chairman of the board, as it may from time to time determine.

Section 7.8. The First Vice-Chairman. The first vice-chairman shall, in the absence or disability of the chairman, perform the duties and exercise the powers of the chairman. The board of directors may delegate such other authority and assign such additional duties to the first vice-chairman of the board, as it may from time to time determine.

Section 7.9. The Second Vice-Chairman. The second vice-chairman, in the absence or disability of the chairman or first vice-chairman, shall perform the duties and exercise the powers of the chairman. The board of directors may delegate such other authority and assign such additional duties to the second vice-chairman of the board, as it may from time to time determine.

Section 7.10. The Secretary. The secretary shall attend the meetings of the members and the board of directors and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of this Corporation to be kept for that purpose. The secretary shall perform similar duties for any committee when requested by any such committee. In addition, the secretary shall have the following duties:

- (a) act as custodian of all the books, papers and records of this Corporation and authenticate records of this Corporation;
- (b) furnish the board, upon request, a full, true and correct copy of any book, paper or record in the secretary's possession;
- (c) act as custodian of the seal of this Corporation and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, shall attest the seal;
- (d) give or cause to be given notice of the meetings of the members and the board of directors, but this shall not lessen the authority of others to give such notice as provided in these bylaws;
- (e) exercise and discharge the general duties, powers and responsibilities of a secretary of a corporation; and
- (f) exercise and discharge 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.

Section 7.11. The Treasurer. The treasurer shall have supervision and custody of all moneys, funds and credits of this Corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of this Corporation in books belonging to it. The treasurer shall keep or cause to be kept all other books of account and accounting records of this Corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of this Corporation in such accounts and depositories as may be designated by the board of directors. The treasurer shall disburse or permit the disbursement of funds of this Corporation in accordance with the authority granted by the board of directors. 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



corporation, or the supervision of which is delegated by the board to any other officer, agent or employee. The treasurer shall render to the chairman or the board of directors, whenever requested by either of them, a report on all financial transactions of this Corporation and the financial condition of this Corporation. The treasurer shall be bonded at this Corporation's expense if the board of directors so requires. The treasurer shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the board of directors.

## ARTICLE VIII

### PERSONNEL

Section 8.1. Executive Director. The board of directors may appoint a person to exercise all of the powers and perform all of the duties set forth in this Article VIII and shall designate such person so appointed as the Executive Director. The Executive Director shall be the chief administrative officer of this Corporation and shall be in charge of and responsible for all professional work and for the administration of the functions and offices of this Corporation, subject, however, to the policies established by this Corporation and to the general supervision of the board of directors. He shall make appointments of staff personnel, prepare a recommended budget, prepare reports and publications, and direct the work of the staff. The Executive Director may testify before appropriate public bodies, or committees thereof, on such policies and recommendations as may be adopted and approved by this Corporation, and may consult and confer with appropriate public officials on behalf of this Corporation in connection with the program of this Corporation. The Executive Director shall not be permitted to engage in nonpartisan or partisan political activities, except on behalf of this Corporation or as directed and authorized by the board of directors. The Executive Director shall direct the day-to-day affairs of this Corporation including supervising all employees of this Corporation, reporting to the board of directors any violation of the rules and regulations (if any), collecting any charges or fees, and keeping records in the form prescribed from time to time by the board of directors and reporting thereon whenever so requested by the board of directors. The Executive Director shall be directly responsible to the board and shall report directly to the board.

Section 8.2. Annual Budget. The Executive Director shall cause to be prepared and shall submit to the board for its approval an annual budget and all supplements thereto for each fiscal year. The Executive Director shall submit to the board of directors at its annual meeting a report summarizing the operations and affairs of this Corporation and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as such officer shall deem appropriate. The Executive Director shall also make such reports to the board of directors as may be appropriate, or which may be required by these bylaws, or by the board.

Section 8.3. Required Staff. The Executive Director, with the Budget and Personnel Committee, shall from time to time recommend to the members the size of the staff required and the composition thereof. Such personnel as are authorized shall be appointed by Executive Director. Promotions shall be determined by the Budget and Personnel Committee which shall receive and consider, but shall not be bound by the recommendations of the Executive Director. The Executive Director shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the board of directors, to determine the duties and responsibilities of such persons, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons.

Section 8.4. Meeting Participation. The Executive Director (if not a director) may be invited to participate in any meeting of the board of directors and any committee thereof, whether or not a member thereof; provided, however, that the Executive Director shall not be entitled to vote at, and shall not

be counted for purposes of determining whether a quorum is present at, any meeting of (i) the board of directors, if the Executive Director is not a director, or (ii) a committee, if the Executive Director is not a member of such committee.

Section 8.5. Bonding. The Executive Director shall be bonded at this Corporation's expense if the board of directors so requires.

Section 8.6. Other Activities. Subject to the direction and supervision of the board of directors, the Executive Director shall perform all of the duties incident to the office of chairman and as from time to time may be assigned to the chairman by the board. In accordance with Section 7.7 hereof, the chairman may execute all bonds, notes, debentures, mortgages and other contracts requiring a seal, under the seal of the Corporation, and may cause the seal to be affixed thereto, and all other instruments for and in the name of the Corporation. The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these bylaws or the rules and regulations (if any) or from time to time by the board of directors.

Section 8.7. Absence of Executive Director. In the event of the death or during the absence, incapacity, or inability or refusal to act of the Executive Director, the board of directors or chairman shall designate some other person to exercise, and in the absence of such designation the chairman may exercise, all of the powers and perform all of the duties of the Executive Director.

## ARTICLE IX

### BUDGET ASSESSMENTS

Section 9.1. Member's Proportionate Share. Each Member's proportionate shares of said costs, expenses and budget shall, insofar as possible, be related to the population of the various political jurisdictions as determined by the most recent Federal census. Such proportionate shares shall be adjusted and take effect in the second year following the census.

Section 9.2. Method of Assessment. Budget assessments shall be made on a per capita basis reflecting the ratio of the population of each county to the total population of the Member governments of the Corporation, as determined by the board of directors from time to time. The cities of Kansas City and Independence, Missouri, and Kansas City and Overland Park, Kansas, shall each pay a portion of the share attributable to the county (counties) in which they lie. The portion to be paid by these cities shall be two-thirds (2/3) of the county share attributable to the population within those cities. The remaining one-third (1/3) attributable to such cities shall be included in the balance of the share to be paid by each county; provided, however, that agreements may be made by and between any such city and its respective county to adjust this distribution of budget allocation between such city and county as they deem proper. In any event the share attributable to each city shall be deducted from the appropriate county share; provided, however, that no county shall be liable for failure of any city to provide its annual payment. However, cities that become Members after December 31, 2005 will be assessed at the same per capita rate as cities that were Members prior to December 31, 2005. In computing all percentages, figures shall be rounded off to the nearest tenth of a percent. In any event, the minimum yearly payment for each government shall be Five Thousand (\$5,000.00) Dollars. The provisions of this Section 9.2 and of Article IX may be amended from time to time by the board of directors, in accordance with the terms of these bylaws and the Members' Agreement.

Section 9.3. Disbursement of Funds. All of said funds shall be held by the Corporation and disbursed by it, and the Corporation shall be accountable to the parties hereto and shall report its receipts and

disbursements not less frequently than annually. An authorized representative of any of the Members shall have the right to inspect the books and financial records of the Corporation during regular business hours.

## ARTICLE X

### GENERAL PROVISIONS

Section 10.1. Depositories and Checks. The moneys of this Corporation shall be deposited in such manner as the directors shall direct in such banks or trust companies as the directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the board of directors. This Corporation shall deposit any funds received as appropriations, gifts, donations or grants in such public banking institutions as may be directed by the board of directors to be available for expenditures duly authorized by the board of directors. The board of directors of this Corporation shall, by appropriate resolution, determine the signatures and number thereof required for payment by any of said depositories of checks, drafts or other order to pay of this Corporation.

Section 10.2. Bonds. Any officer or employee handling money of this Corporation shall be bonded at this Corporation's expense if the board of directors so requires.

Section 10.3. 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 this Corporation, 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.

Section 10.4. Annual Audit. The board of directors shall direct that an annual audit of the books of account and financial records of this Corporation be performed by an independent accounting firm if required by federal internal revenue law or if the board of directors otherwise deems such audit necessary or advisable.

Section 10.5. Absence of Personal Liability. The members of this Corporation are not, as such, personally liable for the acts, debts, liabilities or obligations of this Corporation.

Section 10.6. Liability and Indemnification of Directors and Officers.

(a) Limitation of Liability. No person shall be liable to this Corporation 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, officer, employee, or agent of this Corporation or of any Other Enterprise (as hereinafter defined) in which such person serves as a director, officer, employee, or agent at the request of this Corporation, 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 such person's own affairs, or (ii) took or omitted to take such action in reliance upon information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by:

(i) one or more officers or employees of this Corporation or of such Other Enterprise whom the director, officer, employee or agent reasonably believes to be reliable and competent in the matters presented;

(ii) legal counsel, certified public accountants or other persons as to matters the director, officer, employee, or agent reasonably believes are within the persons' professional or expert competence; or

(iii) a committee of the board of which the director, officer, employee, or agent is not a member, as to matters within its jurisdiction, if the director, officer, employee, or agent reasonably believes the committee merits confidence;

provided that the director, officer, employee, or agent did not, at the time of such reliance, have knowledge concerning the matter in question that made such reliance unwarranted.

(b) Indemnification, Generally. In addition to and without limiting the rights to indemnification and advancement of expenses specifically provided for in the other paragraphs of this Section 9.6, this Corporation shall indemnify and advance expenses to each person who is or was serving in an Indemnifiable Capacity (as hereinafter defined) to the full extent permitted by the laws of the State of Missouri as in effect on the date of the effectiveness of this Section 9.6 and as may hereafter be amended.

(c) Right to Indemnification. This Corporation shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate (regardless of whether such action, suit or proceeding is by or in the right of this Corporation or by third parties) by reason of the fact that such person is or was serving in an Indemnifiable Capacity against all liabilities and expenses, including, without limitation, judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines and other expenses, actually and reasonably incurred by such person in connection with such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding); provided, however, that this Corporation shall not be required to indemnify or advance expenses to any person if such person failed to act in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful; provided, further, that this Corporation shall not be required to indemnify or advance expenses to any person in connection with an action, suit or proceeding initiated by such person unless the initiation of such action, suit or proceeding was authorized in advance by the board of directors of this Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or under a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person (i) did not act in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and (ii) with respect to any criminal action or proceeding, had reasonable cause to believe such person's conduct was unlawful. Any indemnification under paragraph (b) or advancement of expenses in connection with an action by or in the right of this Corporation shall be reported to the members to the extent and in the manner required by the Missouri Nonprofit Corporation Act.

(d) Enforcement of Indemnification. In the event this Corporation refuses to indemnify any person who may be entitled to be indemnified or to have expenses advanced hereunder, such person shall have the right to maintain an action in any court of competent jurisdiction against this Corporation to determine whether or not such person is entitled to such indemnification or advancement of expenses hereunder. If such court action is

successful and the person is determined to be entitled to such indemnification or advancement of expenses, such person shall be reimbursed by this Corporation for all fees and expenses (including attorneys' fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement or appeal of such action).

(e) Advancement of Expenses. Expenses (including attorneys' fees) actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by this Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to indemnification by this Corporation. In no event shall any advance be made in instances where the board, members of this Corporation or independent legal counsel reasonably determines that such person would not be entitled to indemnification hereunder.

(f) Non-Exclusivity. The indemnification and the advancement of expenses provided by this Section 9.6 shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, under the articles of incorporation or these bylaws or any agreement, vote of members of this Corporation or disinterested directors, policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and shall not limit in any way any right which this Corporation may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 9.6 shall continue as to a person who has ceased to serve in an Indemnifiable Capacity and shall inure to the benefit of the heirs, executors, administrators and estate of such a person.

(g) Insurance. This Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, agent or employee of this Corporation, or is or was serving at the request of this Corporation as a director, officer, agent or employee of any Other Enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not this Corporation would have the power to indemnify such person against such liability under the provisions of this Section 9.6.

(h) Vesting of Rights. The rights granted or created hereby shall be vested in each person entitled to indemnification hereunder as a bargained-for, contractual condition of such person's serving or having served in an Indemnifiable Capacity and while this Section 9.6 may be amended or repealed, no such amendment or repeal shall release, terminate or adversely affect the rights of such person under this Section 9.6 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit or proceeding with respect to such act or failure to act filed before or after such amendment or repeal.

(i) Definitions. For purposes of this Section 9.6:

(i) References to "this Corporation" shall, if and only if the board of directors shall determine, include, in addition to the resulting or surviving corporation, any constituent

corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers or persons serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, shall stand in the same position under the provisions of this Section 9.6 with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued;

(ii) References to serving in an "Indemnifiable Capacity" shall mean service by a person as a director or officer of this Corporation or service by a person at this Corporation's request as a director, officer, employee, or agent of any Other Enterprise (as hereinafter defined);

(iii) References to "Other Enterprises" or "Other Enterprise" shall include without limitation any other corporation, partnership, limited liability company, joint venture, trust or employee benefit plan;

(iv) References to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan;

(v) References to "defense" shall include investigations of any threatened, pending or completed action, suit or proceeding as well as appeals thereof and shall also include any defensive assertion of a cross-claim or counterclaim; and

(vi) References to "serving at the request of this Corporation" shall include any service as a director, officer, employee, or agent of a corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

(vii) Unless the board of directors of this Corporation shall determine otherwise, any director or officer of this Corporation who shall serve as a director, officer, employee, or agent of any Other Enterprise of which this Corporation, directly or indirectly, is a member, shareholder or creditor, or in which this Corporation is in any way interested, shall be presumed to be serving as such director, officer, employee, or agent at the request of this Corporation; and

(viii) In all other instances where any person shall serve as a director, officer, employee, or agent of any Other Enterprise, if it is not otherwise established that such person is or was serving as such director, officer, employee, or agent at the request of this Corporation, the board of directors of this Corporation shall determine whether such person is or was serving at the request of this Corporation, and it shall not be necessary to show any actual or prior request for such service, which determination shall be final and binding on this Corporation and the person seeking indemnification or advancement of expenses.

(j) Severability. If any provision of this Section 9.6 or the application of any such provision to any person or circumstance is held invalid, illegal or unenforceable for any reason whatsoever, the remaining provisions of this Section 9.6 and the application of such provision to other persons or circumstances shall not be affected thereby and to the fullest extent possible the court finding such provision invalid, illegal or unenforceable shall modify

and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons subject to indemnification hereby within the bounds of validity, legality and enforceability. Without limiting the generality of the foregoing, if any person who is or was serving in an Indemnifiable Capacity is entitled under any provision of this Section 9.6 to indemnification by this Corporation for some or a portion of the judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines or other expenses actually and reasonably incurred by any such person in connection with any threatened, pending or completed action, suit or proceeding (including without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding), whether civil, criminal, administrative, investigative or appellate, but not, however, for all of the total amount thereof, this Corporation shall nevertheless indemnify such person for the portion thereof to which such person is entitled.

## ARTICLE XI

### NOTICE

Any notice required or desired to be given under these bylaws or otherwise to any director or member shall be given in writing and shall be deemed given and effective at the earliest of the following:

- (a) when received by the director or member being notified;
- (b) five days after deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; and
- (d) 30 days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Written notice is correctly addressed to a member if addressed to the member's address shown in this Corporation's current list of members. Written notice is correctly addressed to a director if addressed to the director's address shown on this Corporation's current records.

## ARTICLE XII

### FISCAL YEAR

The fiscal year of this Corporation shall be from January 1 to December 31, until such time, if any, as the fiscal year shall be changed by the board of directors.

## ARTICLE XIII

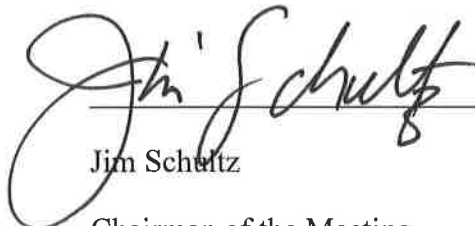
### AMENDMENTS

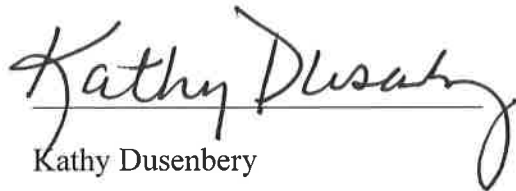
Except as otherwise specifically provided by applicable law or in these bylaws, the bylaws of this Corporation may be amended or new bylaws adopted upon the approval of either two-thirds of the members voting or a majority of the voting power (defined in Section 355.066 of the Missouri Nonprofit Corporation Act as the total number of votes entitled to be cast for the election of directors

at the time a determination of the voting power is made, excluding a vote that is contingent upon the happening of a condition or event that has not occurred at that time), whichever is less. For any bylaw amendment that does not relate to the number of directors, the composition of the board, the term of office of the directors or the method or way in which directors are elected or selected, such bylaw amendment may be approved by a majority of the board of directors. This Corporation shall keep at its principal office a copy of the bylaws, as amended, which shall be open to inspection by any member or board member at all reasonable times during office hours.

CERTIFICATE

The foregoing bylaws constitute the duly amended and restated bylaws of Mid-America Regional Council as approved by the members of this Corporation at a meeting held on November 22, 2011.

  
\_\_\_\_\_  
Jim Schultz  
Chairman of the Meeting

  
\_\_\_\_\_  
Kathy Dusenbery  
Secretary of the Meeting



**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF MID-AMERICA REGIONAL COUNCIL**

**Adopted by the MARC Board of Directors on November 22, 2011**

RESOLVED, that the Board of Directors of Mid-America Regional Council (the "Corporation") does hereby adopt the following resolutions:

**Authorization of Executive Committee**

RESOLVED, that the Executive Committee of the MARC Board shall consist of MARC Board officers and past chairpersons of MARC, and such Executive Committee shall have and may exercise all the powers and authority of the MARC Board with respect to urgent or sensitive matters between meetings of the Board or as otherwise directed by the Board or the Bylaws, and which Executive Committee is further defined and described by the following terms:

(a) Appointment. The Executive Committee shall be appointed by the MARC Board from time to time for a term, and each MARC Board officer and each past chairperson of MARC hereby is appointed as a member of the Executive Committee to serve at the pleasure of the MARC Board until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The number of terms for which each Executive Committee member may be nominated and approved is not restricted.

(b) Vacancies. Any vacancy on the Executive Committee may be filled by the MARC Board or may be allowed to remain vacant, as the case may be, in the discretion of the MARC Board.

(c) Authority. The Executive Committee shall have and may exercise all the powers and authority of the MARC Board between meetings of the MARC Board if expressly authorized by the MARC Board or if the MARC Board chairperson and the MARC Executive Director jointly determine that the matter to be considered is an emergency that requires immediate action. In such instances, actions taken by the Executive Committee shall be considered the actions of the Board, and any such actions taken by the Executive Committee will be reported to the MARC Board at their next regularly scheduled meeting.

(d) Meetings. Meetings of the Executive Committee may be called by the Chairman of the Executive Committee or a majority of the members of the Executive Committee. A majority of the Executive Committee members shall constitute a quorum at any meeting so called. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Executive Committee. The Executive Committee may meet in person or telephonically, and may act by unanimous written consent without a meeting. The Executive Committee shall establish its own

rules of procedure, which shall be consistent with the bylaws of the Corporation and these resolutions of the MARC Board of Directors.

FURTHER RESOLVED, that the officers of MARC be, and each of them hereby is, authorized and empowered for, in the name of and on behalf of MARC to take any and all actions and to execute and deliver such other documents as they, or any of them, may deem necessary or appropriate to carry out the intent and purposes of the foregoing resolutions.