

ORDINANCE NO. 060510

Consenting to adoption by the Mid-America Regional Council of amended and restated articles of incorporation and bylaws, and authorizing execution by the Mayor of a members' agreement and written consent of the City's approval of the documents.

WHEREAS, the Mid-America Regional Council has prepared amended and restated articles of incorporation and bylaws for its organization which must be approved by the members of the Mid-America Regional Council; and

WHEREAS, the Mid-America Regional Council has prepared a new members' agreement requiring execution by its members; and

WHEREAS, the articles of incorporation, first filed with the Missouri Secretary of State on January 7, 1972, provide for:

- broadening of the purposes of MARC to reflect current lawful activity;
- elimination of ambiguity of the process required to amend the bylaws; and
- including provisions for indemnification in accordance with current Missouri and Kansas law; and

WHEREAS, the bylaws, last amended in October 1990, provide for:

- two additional directors, one each from Olathe and Lee's Summit;
- reduction of representation by one director each from Ray and Leavenworth Counties;
- two additional directors, one each from Johnson County and Clay County;
- modernization of the bylaws with more flexibility;
- addition of members and changes in the number of directors by the Board, but restricting this authority when reducing a member's representation by requiring consent of the affected member or approval by a majority of the members;
- strengthening and modernization of indemnity provisions in accordance with Missouri and Kansas law;
- reduction of the Board quorum requirement from 50% of total members to 30% of the members from Missouri and 30% of the members from Kansas;
- all Board members to be elected officials of city or county governments;
- removal of references to obsolete committees;
- Board authority to appoint committees as it deems necessary, including executive committee;
- Board authority to amend bylaws in accordance with Missouri law;
- clarification of MARC's power, purposes and operating procedures, consistent with MARC's current activities and the Articles of Incorporation; and

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- clarification of roles of members and directors; and

WHEREAS, the members' agreement, formerly the articles of agreement, last amended in October 1990, provide for:

- moving governance provisions to the bylaws in accordance with current corporate law practices;
- clarification of the duty of members to appoint duly authorized representatives; and
- documentation of members' obligations with respect to dues and other contributions; and

WHEREAS, as a member of the Mid-America Regional Council, the City must consent to these changes and must enter into a new members' agreement; NOW, THEREFORE

BE IT ORDAINED BY THE COUNCIL OF KANSAS CITY:

Section 1. That the City approves and consents to the amended and restated articles of incorporation of the Mid-America Regional Council, as shown in substantial form as Exhibit "A" and incorporated as part of this ordinance; and that the officers of the Mid-America Regional Council be, and each hereby is, authorized and directed to execute, acknowledge, deliver, file and record a Certificate of Amendment and such other documents, instruments and certificates in all states where MARC is incorporated or qualified to transact business as a foreign corporation, and to take any other actions which they or any of them deem necessary or appropriate to carry out the intent and purposes of this approval and consent.

Section 2. That the City approves and consents to the amended and restated bylaws of the Mid-America Regional Council, as shown in substantial form as Exhibit "B" and incorporated as part of this ordinance; and that the officers of the Mid-America Regional Council be, and each hereby is, authorized and directed to execute, acknowledge, deliver and file in the records of MARC the Amended and Restated Bylaws, and to take any other actions which they or any of them deem necessary or appropriate to carry out the intent and purposes of this approval and consent.

Section 3. That the City approves, and the Mayor is authorized to execute on behalf of the City, the members' agreement of the Mid-America Regional Council, as shown in substantial form as Exhibit "C" and incorporated as part of this ordinance.

Section 4. That the City approves, and the Mayor is authorized to execute on behalf of the City, the Written Consent of the Members of Mid-America Regional Council, as shown in substantial form as Exhibit "D" and incorporated as part of this ordinance.

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Section 5. That the officers of the Mid-America Regional Council are authorized and empowered to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, attest, deliver, accept, record and file such further documents, certificates and instruments in the name and on behalf of MARC as such officers may determine to be necessary to fulfill the intent and accomplish the purposes of this ordinance.

Approved as to form and legality:

William Geary
Assistant City Attorney