

# **KANSAS CITY AREA TRANSPORTATION AUTHORITY**

## **AMENDED AND RESTATED BY-LAWS**

### **Article I**

#### **Offices**

**Section 1.** The Authority shall have and maintain offices at such places within the Kansas City Area Transportation District as the Commissioners may from time to time determine.

### **Article II**

#### **Meetings of Commissioners**

**Section 1.** Meetings of Commissioners shall be held at such places within the District as the Commissioners or the Chief Executive Officer shall from time to time determine.

**Section 2.** The Annual Meeting of the Commissioners for the election of officers of the Authority shall be held on the third Wednesday of January of each year.

**Section 3.** Regular meetings of the Commissioners shall be held monthly at such times and places within the District as the Commissioners or the Chief Executive Officer shall from time to time determine.

**Section 4.** Special meetings of the Commissioners may be called by the Chairman or the Chief Executive Officer at such time and place within the District as the Chairman shall designate.

**Section 5.** Special meetings of the Commissioners shall be called upon the written request of three Commissioners from one state filed with the Chief Executive Officer, which request shall designate the time and place of the meeting.

**Section 6.** Written notice of Special meetings shall be given to each Commissioner by the Chief Executive Officer at least three days prior to the date of the meeting.

**Section 7.** There shall be such Committees of the Commissioners as the Commissioners, shall from time to time designate. The members of any of said Committees shall be appointed by the Chairperson, with the approval of the Commissioners, and shall have such authority and perform such functions and duties as the Commissioners shall designate.

### **Article III**

#### **Fiscal Year**

**Section 1.** The fiscal year of the Authority shall be from January 1st to December 31st.

## Article IV

### Organizational Structure

**Section 1.** The KCATA shall consist of six divisions under the direction of the Chief Executive Officer consisting of: Operations, Regional Planning and Development, Regional Service Delivery, Communications, Finance, and Organizational Development. Each division shall have multiple units of functional responsibilities reporting to a Divisional Senior Vice President or Vice President.

## Article V

### Officers

**Section 1.** The officers of the Authority shall be chosen by the Commissioners and shall be Chairperson, a Vice Chairperson, a Secretary, a Treasurer and Assistant Secretary and Assistant Treasurer.

**Section 2.** At each annual meeting for election of officers, the Commissioners shall choose a Chairperson, a Vice Chairperson, a Secretary, a Treasurer an Assistant Secretary and an Assistant Treasurer. The Chairperson, Vice Chairperson, Secretary and Treasurer shall be Commissioners. The Assistant Secretary and Assistant Treasurer shall be members of the staff.

**Section 3.** The officers of the Authority shall hold office until the next annual meeting for election of officers and until their successors are chosen and qualify. Any officer elected or appointed by the Commissioners may be removed at any time, without cause, by the affirmative vote of a majority of the Commissioners of each state. Any vacancy occurring in any office of the Authority shall be filled by the Commissioners.

**Section 4.** The Commissioners may appoint a Chief Executive Office who shall hold office for such term and shall exercise such powers and perform such duties as shall be determined from time to time by the Commissioners. The Chief Executive Officer of the KCATA shall, in addition to leading the six divisions, focus on external, political, and civic activities that impact the long-range strategic direction, funding, and goals of the KCATA. The Chief Executive Officer, with the approval of the Board of Commissioners, may appoint and lead department directors and officers consisting of:

Senior Vice Presidents  
Vice Presidents  
Senior Managers  
Managers  
Supervisors  
Analysts

**Section 5.** The salary of the Chief Executive Officer shall be fixed by the Commissioners. The Chief Executive Officer, with approval of the Board of Commissioners may employ and establish the salary of the department directors and officers and all other non-union employees as authorized in the Classification Plan consistent with the salary levels

established in the Compensation Plan approved by the Commissioners. The wages of union employees shall be negotiated and agreed to by the Board of Commissioners or established in a binding interest arbitration of the union contract.

**Section 6.** The Chairperson shall preside at all meetings of Commissioners.

**Section 7.** The Vice Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson.

**Section 8.** The Chief Executive Officer shall cause to be recorded all the proceedings of the meetings in a book to be kept for that purpose. He or she shall give notice of all meetings of the Commissioners where such notice is required. The signature of the Chairperson or Vice Chairperson to any documents which they may execute shall be attested to by the Secretary.

**Section 9.** The Board of Commissioners shall keep full and accurate accounts of receipts and disbursements in books belonging to the Authority and to deposit all monies in the name and to the credit of the Authority in such depositories as may be designated by the Commissions. Funds of the Authority shall be disbursed as ordered by the Commissioners, the Chief Executive Officer or such other agent as established in the Purchasing Policy, taking property vouchers for such disbursements. An independent Audit will be performed by a Certified Public Accounting firm each year which shall render to the Commissioners an account of the financial condition of the Authority as required by the Commissioners.

**Section 10.** Any duty of the Secretary of Treasurer may be performed by an Assistant Secretary or an Assistant Treasurer.

**Section 11.** The officers shall perform such other duties as may from time to time, be prescribed by the Commissioners.

## Article VI

### Miscellaneous

**Section 1.** None of the Commissioners of this Authority shall be personally liable under, upon, or in connection with any agreements or undertakings entered into by the Authority or in connection with any other obligations or liabilities of the Authority and the Authority shall compensate any Commissioner for all reasonable attorneys' fees and other costs and expenses, including court costs, incurred in defending any action brought against a Commissioner arising out of or in connection with any obligations or liabilities of the Authority.

**Section 2.** It is recognized that the Compact between Kansas and Missouri establishing the Authority provides for requirements as to quorums, procedure of voting by Commissioners and for other matters. In such matters provided for in said Compact and any amendments thereto, or where any provision of these By-Laws is in conflict with said Compact and any amendments thereto, said Compact and any amendments thereto shall prevail.

Article VII

Amendments

**Section 1.** These Bylaws may be amended or repealed at any meeting of the Commissioners by the majority vote of the Commissioners of each state present at said meeting.

**Section 2.** These Amended and Restated Bylaws shall become effective the sooner of the Commissioners' appointment of a Chief Executive Officer or January 1, 2015, whichever comes first.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to the Bylaws this \_\_\_\_ day of \_\_\_\_\_, 2014.

**MISSOURI COMMISSIONERS**

\_\_\_\_\_  
Robbie Makinen, Chairman

\_\_\_\_\_  
Thomas Sims

\_\_\_\_\_  
Michael Short

\_\_\_\_\_  
Jim Klobnak

\_\_\_\_\_  
Gary Mallory