

**AGENDA**

**PORT KC  
FINANCE & ADMINISTRATION COMMITTEE MEETING  
FRIDAY, MARCH 13, 2026  
8:30 A.M.**

Join Zoom Meeting

<https://us02web.zoom.us/j/88192500105?pwd=Uzef6tVi18gSVR1N4j6tTfHiwukbyz.1>

Meeting ID: 881 9250 0105

Passcode: 755738

One tap mobile

+13126266799,,88192500105# US (Chicago)

+16469313860,,88192500105# US

**NOTE:**

**This meeting will be held online only. Those wishing to attend may do so by using the link included on this Agenda.**

**Public testimony will be accepted in writing only. Anyone that would like to testify can do so by emailing their written comments to [commissioners@portkc.com](mailto:commissioners@portkc.com) no later than three (3) hours prior to the scheduled meeting start time.**

1. **Call to Order** ..... Chairperson Oates
2. **Consideration of August 15, 2025 Minutes** ..... Chairperson Oates
3. **Consideration of Resolutions**.....Brian Rabineau
  - A. Updating Port KC's Bylaws with respect to various matters, including public meeting procedures
4. **Finance Report** ..... Joe Lohman
5. **Other Business**
6. **CLOSED SESSION:** A closed session may be held pursuant to Section 610.021, RSMo, subsections (1), (2), (3), (11), (12), (13) and/or (14), as applicable. Reference to the relevant subsection(s) warranting closure will be publicly identified in accordance with Section 610.022, RSMo.
7. **Adjourn** ..... Chairperson Oates

**AMENDED AND RESTATED  
BY-LAWS  
OF  
THE PORT AUTHORITY OF KANSAS CITY, MISSOURI**

Revised ~~October 23, 2023~~ March 23, 2026

**ARTICLE I**

Defined Terms

Section 1.1 Authority.

The Port Authority of Kansas City, Missouri, a public body corporate and politic created pursuant to Sections 68.010 to 68.075, RSMo, and formed by the City Council of Kansas City, Missouri, by Ordinance Number 47523 adopted on February 11, 1977.

Section 1.2 Board.

The Board of Commissioners of the Authority, which is the governing body of the Authority.

Section 1.3 City.

The City of Kansas City, Missouri.

Section 1.4 City Council.

The City Council of Kansas City, Missouri.

Section 1.5 Commissioner(s).

Member(s) of the Board of Commissioners.

Section 1.6 Mayor

The mayor of the City.

Section 1.7 Port Authority Law.

Sections 68.010 to 68.075, RSMo.

Section 1.8 Sunshine Law.

Section 610.010 to 610.225, RSMo, governing meetings of public governmental bodies including the Board, as now or hereafter amended.

Section 1.9 Undefined Terms.

Any term undefined by this Article shall have the same meaning as such term is given under the Port Authority Law, if defined therein, otherwise as defined by the Sunshine Law, or other Missouri statute or case law.

**ARTICLE II**

Offices and Records

Section 2.1 Principal Office.

The principal office of the Authority shall be located at such place in Kansas City, Missouri, as may be designated by the Board. The Authority may have such other offices within Kansas City, Missouri, as the business of the Authority may require from time to time, located at such place or places as may be designated by the Board.

Section 2.2 Records.

The Authority shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board, and each committee having any of the authority of the Board. The Authority shall keep at its principal office a record of the name and address of each Commissioner.

**ARTICLE III**

Board of Commissioners

Section 3.1 General Powers.

The business and affairs of the Authority shall be managed by, or under the authority of, the Board.

Section 3.2 Number/Term of Office.

The Board shall consist of seven (7) Commissioners drawn from persons residing in Missouri for at least one year prior to their appointment. Notwithstanding the foregoing, the total membership may be increased by the City Council, pursuant to ordinance or resolution, to include not more than nine (9) Commissioners. All Commissioners, regardless of number, are to be appointed in the manner prescribed by the City Council, which has delegated such authority to the Mayor pursuant to the City's Charter.

Section 3.3 Term/Staggering.

Appointments to the Board shall be for a term of six (6) years, except that the duration of one or more terms may be modified at the time of appointment or reappointment for the purpose of ensuring that no more than three (3) terms expire in any given calendar year. Notwithstanding the foregoing, a Commissioner whose term has expired may continue to serve until such time as his or

her successor has been appointed by the Mayor and installed by the Board, except as provided in Section 3.10 of these By-Laws.

#### Section 3.4 Qualifications.

A Commissioner shall possess, whether by training or experience, knowledge with respect to matters involving development and land and river based transportation so as to provide meaningful oversight with respect to the Authority's statutory mission of promoting the general welfare, promoting development, encouraging private capital investments through the creation of industrial facilities and industrial parks, and endeavoring to increase the volume of commerce.

#### Section 3.5 Non-Voting Advisors/Non-Voting Members.

The Board may appoint two non-voting liaison advisors. Such advisors shall serve at the pleasure of the Board and until their respective successors are approved. Also, the Board may from time to time appoint one or more non-voting advisory members. Such non-voting advisory members shall serve at the pleasure of the Board, subject to reappointment at each successive annual meeting.

#### Section 3.6 Removal.

A Commissioner may be removed by the affirmative vote of at least three-fourths (3/4) of the Board's total membership in the event the Board reasonably believes that the Commissioner to be removed is not acting or fulfilling his/her duties in the best interest of the Authority. The Board shall confer with the President/CEO prior to the removal of any Commissioner, but the approval of the President/CEO shall not be required. Any removal hereunder shall only be considered at a Special Meeting of the Board expressly called for such purposes.

#### Section 3.7 Resignation.

A Commissioner may resign at any time by delivering a written resignation to the Mayor and Chairperson of the Authority specifying the time at which such resignation shall be effective. In the absence of any specification, such resignation shall be effective upon delivery thereof. The acceptance of a resignation shall not be necessary to make it effective.

#### Section 3.8 Vacancies.

Any vacancy created by the removal, resignation, death, disqualification or failure or inability to fulfill the duties of a Commissioner shall be filled as provided in Section 3.2 of these By-Laws, except that the Commissioner appointed to fill the vacancy shall only serve for the remainder of the vacated term. The Commissioner may thereafter be appointed to serve one or more full terms as provided in these By-Laws.

#### Section 3.9 Effect of Vacancies.

The failure of the Mayor to fill, or election not to fill, any vacancy on the Board in a manner as to preclude the Board from having less than seven (7) seated Commissioners at any given time shall not preclude the Board from transacting business or otherwise exercising any powers delegated to the Authority under the Port Authority Law.

Section 3.10 Reappointments/Maximum Consecutive Terms.

No Commissioner shall serve for a term exceeding twelve (12) consecutive calendar years except as provided herein. Any Commissioner serving on the Board as of the date these By-Laws are adopted shall be permitted to serve the remainder of their current term and two additional terms (if reappointed), notwithstanding that it will cause their cumulative term of service to exceed twelve (12) consecutive years. Any person having served a maximum consecutive term will become eligible for reappointment to the Board after four (4) calendar years have elapsed.

Section 3.11 Regular Meetings.

The Board shall hold regular meetings at such time, date and location as may from time to time be determined by the Commissioners, one of which regular meetings shall be the Authority's annual meeting, which shall be held during the month of August of each year.

Section 3.12 Special Meetings.

The Chairperson or any three (3) Commissioners may call special meetings of the Board and may fix the time and place for the holding of such meetings, which shall be held for the purpose of transacting any business designated in the notice of the special meeting, or as permitted by Section 3.13.

Section 3.13 Notices.

A. Notice to Commissioners.

- (1) Annual and Regular Meetings. Written or printed notices of meetings of the Board, whether specifically required by the Port Authority Law, the Sunshine Law or any other Missouri statute regulating meetings of public governmental bodies, the definition of which includes the Board, shall be delivered personally, by mail, by electronic mail, or by fax to each Commissioner at least twenty-four (24) hours prior to each scheduled meeting.
- (2) Special Meetings. Notice of a special meeting shall be delivered personally, by mail, by electronic mail, or by fax to each Commissioner at least two (2) days prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the notice; however, if all of the Commissioners are present at a special meeting, any item of business, whether or not designated in the notice, may be transacted with their unanimous consent.

If mailed, the notice of a meeting given to a Commissioner shall be deemed to be delivered when deposited in the United States mail, addressed to the Commissioner at the address on the records of the Authority, with postage thereon prepaid.

- B. Notice to the Public. Notice of the time, date and place of each meeting of the Board, its tentative agenda, and whether any portion of the meeting will be closed shall be given to the public at least twenty-four (24) hours in advance of the meeting time, exclusive of weekends and holidays, in a manner reasonably calculated to advise the public of the matters to be considered and in compliance with the Sunshine Law. Copies of this notice shall be posted on a bulletin board or other prominent place which is easily accessible to the public and clearly designated for that purpose at the principal office of the Authority. Copies of such notice shall at the same time be provided to any representative of the news media who requests notice of meetings of the Authority. In addition to the above requirements, if the Board proposes to hold a closed meeting, closed portion of a public meeting, or closed vote, the notice shall state the reason for holding such closed meeting, closed portion of a public meeting, or closed vote by reference to the specific exception allowed pursuant to the Sunshine Law.

Section 3.14 Special Circumstances.

When it is necessary to hold a meeting of the Board on less than twenty-four (24) hours notice, at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying departure from the normal requirements shall be stated at the beginning of the meeting and recorded in the minutes.

Section 3.15 Quorum.

A majority of the members of Commissioners serving at the time of any meeting shall constitute a quorum for the transaction of business at such meeting. If a quorum shall not be present at any such meeting, a majority of the Commissioners then present shall have power to adjourn the meeting, 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 which could have been transacted at the original session of the meeting.

Section 3.16 Action.

The concurrence of the majority of the Commissioners present in any meeting at which a quorum is present shall bind the Authority.

Section 3.17 Telephone/Electronic Participation in Meetings.

Commissioners may participate in any Board meeting by telephone or other electronic means so long as all persons participating in the meeting can hear one another, and a location has been identified in the notice of the meeting at which members of the public shall be allowed to observe and attend the public meeting so that the requirements of the Sunshine Law are met. Participation by a Commissioner in Board meetings by telephone or other electronic means shall constitute the Commissioner's presence in person at the meeting and any Commissioner participating in this manner shall be entitled to vote and will count for the purpose of determining whether a quorum is present. In the event technical issues prevent any Commissioner from being able to hear or be heard by the other Commissioners and the public attending and observing any public meeting (that has not otherwise been closed to the public as provided by the Sunshine Law),

and such technical issues are not resolved prior to the deliberation or vote on a matter pending before the Board, the Commissioner so unable to hear or be heard by the others shall be deemed absent from the meeting for all purposes; provided, however, this shall not be construed as negating their attendance and vote as to any matter decided prior to the onset of any such technical issues.

Section 3.18 Closed Meetings and Votes of the Board.

If the Board intends to hold a closed meeting, a closed portion of a public meeting, or a closed vote, the required notice shall be given. In addition, the Board must, by a majority vote of those Commissioners present, approve such closed meeting, closed portion of a public meeting, or closed vote. The Board may adjourn to a closed meeting, closed portion of a public meeting, or closed vote in order to consider any of the following:

- A. Legal actions, causes of action or litigation involving the Authority and any confidential or privileged communications between the Authority or its representatives and its attorneys;
- B. Leasing, purchase or sale of real estate by the Authority where public knowledge of the transaction might adversely affect the legal consideration therefor;
- C. Hiring, firing, disciplining or promoting of particular employees by the Authority when information relating to an employee's performance or merit is discussed or recorded;
- D. Preparation, including any discussions or work product, on behalf of the Authority or its representatives for negotiations with employee groups;
- E. Software codes for electronic data processing and documentation thereof;
- F. Specifications for competitive bidding, until either the specifications are officially approved by the Authority or are published for bid;
- G. Sealed bids and related documents, until the bids are opened and sealed proposals and related documents or any documents related to a negotiated contract until a contract is executed, or all proposals are rejected;
- H. Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment;
- I. Records which are protected from disclosure by law;
- J. Meetings and public records relating to scientific and technological innovations in which the owner has proprietary interest; and
- K. Confidential or privileged communications between the Authority and its auditor, including all auditor work product.

Prior to a closed meeting, a closed portion of a public meeting or a closed vote, the Chairperson or Commissioner presiding at the meeting shall state the topic to be discussed and/or voted upon in the closed meeting, closed portion of the public meeting, or closed vote, stating the specific section of the Sunshine Law which allows for such action. The vote taken to hold a closed meeting, closed portion of a meeting, or a closed vote shall be by roll call and shall be made a part of the minutes of the public portion of the meeting.

When a meeting, portion of a meeting, or vote is closed, only that portion of the meeting facility necessary to house the Board may be closed, allowing the members of the public to remain to attend any subsequent open portion of the meeting held by the Board following the closed portion of the meeting, or closed vote.

All votes in closed meetings shall be by roll call. Minutes shall be taken and votes shall be recorded at each closed meeting in the same manner as open meetings. All minutes and records of votes of each closed meeting, closed portion of a public meeting or closed vote, shall be made available to the public when required by the Sunshine Law.

#### Section 3.19 Manner of Voting.

Votes by the Board shall be by voice vote unless the presiding officer shall direct or any Commissioner shall demand a vote by roll call or by ballot, provided however, that any votes taken during a closed meeting shall be taken by roll call. In the case of an abstention or a nay vote, the Commissioner so abstaining or voting nay may be identified in the minutes of such meeting. Voting by ballot shall be disallowed when any Commissioner is participating in a Board meeting by conference telephone or other similar communications equipment.

#### Section 3.20 Compensation.

No Commissioner shall receive compensation from the Authority for any services performed; provided, however, Commissioners may receive reimbursement of actual and necessary expenses incurred by them on behalf of the Authority. The reimbursement of expenses shall be approved as provided in the Port KC Employee Manual as the same may be amended from time to time.

#### Section 3.21 Conflicts of Interest.

A Commissioner shall recuse himself or herself from any discussions, deliberations or votes on matters creating an actual, potential, or apparent conflict of interest or in which his or her participation would violate any provision of state or local law governing such matters, including but not limited to Chapter 105, RSMo and those provisions applicable to the Authority as contained within Chapter 2, Article XV, Division 2 of the City's Code of Ordinances.

#### Section 3.22 Rules of Procedure.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws. This includes, without limitation, the right to appeal the ruling of the Chairperson, Vice Chairperson or presiding officer, as is applicable under Section 4.6, as to any matter.

## ARTICLE IV

### Officers

#### Section 4.1 Officers.

The officers of the Authority shall consist of Chairperson, Vice Chairperson, President/CEO, Secretary, Treasurer and such other offices as may from time to time be established by the Board.

#### Section 4.2 Election and Term of Office.

- A. Chairperson and Vice Chairperson. The Board shall elect from its membership a Chairperson and Vice Chairperson to serve for a two (2) year term or until their term of office as a Commissioner shall have expired, whichever is less. The Chairperson and Vice Chairperson shall be elected biennially at the annual meeting.
- B. Other Officers. All other officers of the Authority shall be elected annually by the Board at the annual meeting of the Authority. If the annual election of officers shall not be held at such meeting, all previously elected officers shall continue to hold their respective offices and the annual election shall be held as soon thereafter as convenient to the Board.

Each officer shall hold office until his or her successor shall be duly elected and qualified or until his or her death, resignation or removal as provided by these By-Laws.

#### Section 4.3 Removal.

Any officer or agent elected or appointed by the Board may be removed by it whenever, in its judgment, the best interests of the Authority will be served thereby

#### Section 4.4 Vacancies.

A vacancy in any office for any reason shall be filled by the Board at any meeting for the unexpired portion of the term of such officer.

#### Section 4.5 General Powers.

The officers of the Authority shall have such powers and authority in the control and management of the business and affairs of the Authority as is usual and proper in the case of, and incident to, such offices, except insofar as such power and authority is limited by these By-Laws, by resolution of the Board, by Port Authority Law and/or any Ordinance of the City that is applicable to the Authority.

#### Section 4.6 Duties of Chairperson and Vice Chairperson.

The Chairperson shall preside at all Board meetings, and in his or her absence, the Vice Chairperson shall preside. In the event the Vice Chairperson is not in attendance or opts not to preside,

those Commissioners in attendance shall delegate a presiding officer to serve in such capacity for the duration of the Chairperson's absence.

Section 4.7 Duties of Other Officers.

- A. President/CEO. The President/CEO shall be the principal executive officer of the Authority and, subject to the control of the Board, shall in general supervise and control the business and affairs of the Authority. Unless otherwise directed by these By-Laws or by the Board, the President/CEO shall supervise the business and affairs of the Authority and shall sign and deliver all agreements, documents and instruments executed in the name of the Authority; provided, however, that the President/CEO shall be authorized to delegate his or her authority to execute time-sensitive documents on behalf of the Authority, provided such delegation of authority is in writing, limited to the Authority employees approved by him or her, and revocable at will so as to preserve his or her administrative oversight and control over any obligations to be incurred by the Authority. The President/CEO shall also be the coordinating officer of the Authority for public funding and port development activities as well as coordinator of City-related activities, and shall perform such other duties as are properly required by the Board.
- B. Secretary. The Secretary shall have the following powers and duties:
- (1) Keep the minutes for the meetings of the Board as provided by law in one or more books provided for that purpose;
  - (2) Assure that all notices are properly given, in accordance with these By-Laws and as required by law;
  - (3) Be custodian of the records and seal of the Authority;
  - (4) Assure that the seal of the Authority is affixed to all documents duly authorized for execution under seal on behalf of the Authority;
  - (5) Keep a register which includes the address and telephone number of each Commissioner whose address and telephone number shall be furnished to the Secretary by the Commissioner;
  - (6) Perform all duties incidental to the office of Secretary and such other duties as may be assigned to the Secretary by the Chairperson or the Board; and
  - (7) Exercise such other authority as is from time to time delegated by the Board by resolution.
- C. Treasurer: The Treasurer shall have the following powers and duties:
- (1) Cause all money paid to the Authority from all sources whatsoever to be properly receipted;

- (2) Cause all funds of the Authority to be deposited in such banks, trust companies or other depositories as shall be selected by the Board;
- (3) Authorize, pursuant to Board direction, all orders and checks for the payment of money and shall cause the Authority's money to be paid out as directed by the Board;
- (4) Assure that regular books of accounts are kept showing receipts and expenditures, and render to the Board, at each regular meeting (or more often when requested), an account of the Authority's transactions and also of the financial condition of the Authority;
- (5) Perform all duties incidental to the office of Treasurer and such other duties as may be assigned to the Treasurer by the Chairperson or the Board; and

If required by the Board, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The costs, if any, of such bonds shall be paid by the Authority.

- D. Additional Officers. The powers and duties of any additional officers shall be determined by the Board when creating such offices.

#### Section 4.8 Compensation.

No officer who is a member of the Board shall receive any salary or other compensation for services rendered unless the same shall be set by the Board.

#### Section 4.9 Employees and Independent Contractors.

The Authority may employ, or contract with another service provider for the services of, President/CEO, technical experts and such other officers, agents and employees, permanent and temporary, as the Authority may require, and shall determine their qualifications and duties and, if they are employees of the Authority, their compensation. For such legal services as it may require, the Authority may retain its own counsel. The Authority may delegate to one or more of its agents or employees such powers or duties as it may deem proper.

### ARTICLE V

#### Contracts, Checks and Deposits

##### Section 5.1 Contracts.

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such Authority may be general or confined to specific instances.

##### Section 5.2 Checks, Drafts, etc.

- A. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority and in an amount equal to or less than \$25,000 shall be signed by the President/CEO. Notwithstanding the foregoing, the President/CEO may elect to delegate that authority to the General Counsel, on an interim basis, if he or she is otherwise unavailable. The President/CEO shall retain full authority to withdraw the delegation of authority and shall be provided a register of any checks executed by the General Counsel for purposes of retaining superintending oversight over the financial affairs of the Authority.
- B. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority and in an amount greater than \$25,000 shall be co-signed by any two of the following:
1. President/CEO
  2. Chairperson
  3. Vice Chairperson
  4. Treasurer
  5. Chairperson of the Finance & Administration Committee
  6. General Counsel

Section 5.3 Deposits.

All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such bank, trust companies or other depositories as the Board may select.

**ARTICLE VI**

Fiscal Year

The fiscal year of the Authority shall begin on the first day of May of each year and end on the last day of April each year.

**ARTICLE VII**

Seal

The form of the corporate seal of the Authority shall be prescribed by the Board.

**ARTICLE VIII**

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these By-Laws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the times stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE IX

### Committees

- A. There shall be two (2) standing committees of the Board, to be known as the Development Committee and the Finance & Administration Committee. Each standing committee shall have four (4) members, drawn from the membership of the Board, which shall include the Chairperson and such other Commissioners as shall be selected by the Chairperson. Each standing committee shall annually elect from among their respective membership a Commissioner to act as the chairperson and vice chairperson of the respective committee. The committees shall meet from time-to-time for purposes of reviewing resolutions and other matters to be considered by the Board and making their recommendations with respect to the same; ~~provided, however,~~ Notwithstanding the foregoing, consideration of resolutions and other matters by a standing committee shall not be required with respect to any resolutions or matters the President/CEO deems of sufficient public interest as to warrant immediate advancement to the Board. In such instances the President/CEO shall, at the commencement of the meeting, identify the reasons why he or she deems the matter of sufficient public interest as to warrant its immediate advancement, and the Chairperson, Vice Chairperson or presiding officer, as is applicable under Section 4.6, shall thereafter determine whether consideration by the Board may proceed or may direct that the matter be tabled until such time as it has been considered by the applicable standing committee.
- B. The Chairperson or a majority of the Board shall have the right to establish from time to time such *ad hoc* committee(s) as they may deem expedient for the conduct of the Authority's business and to determine the total number of seats for such *ad hoc* committee(s). The members of any *ad hoc* committee(s) established by the Chairperson shall be determined by the Chairperson, in consultation with the Board. The members of any *ad hoc* committee(s) established by a majority of the Board shall be determined by those members of the Board establishing the same. The membership of any *ad hoc* committee may be limited to Commissioners or include members not serving on the Board, as the Chairperson or majority of the Board establishing said committee shall determine. Any *ad hoc* committee shall elect, from among its respective membership, a chairperson and vice chairperson of the respective committee.
- C. The chairperson of each standing and *ad hoc* committee shall have the authority to establish and amend such rules and procedures as they deem advisable to the expedient operation of the respective committee's business and which are consistent with these Bylaws. In the absence of such rules and procedures, the provisions of these Bylaws shall, to the extent applicable, govern.-
- D. Notwithstanding any provision of Section 3.15 of these Bylaws to the contrary, a quorum for purposes of any standing and *ad hoc* committee meeting shall be one-half of the respective committee's total membership.

## ARTICLE X

### Conduct of Meetings

#### Section 10.1 Meeting Platform.

The public will be welcomed and encouraged to attend and observe all meetings of the Board and its committees, excluding any meetings or portion of such meetings otherwise closed to the public as provided under Section 3.18. Those attending in-person (for those meetings to be conducted in-person) will be admitted up to the allowable maximum capacity of the meeting space. Those attending virtually (for those meetings to be conducted by telephone or other electronic means or include such option), will be admitted without restriction as to number. The Board reserves the right to conduct its meetings in-person, through telephone or other electronic means, or through any combination of the foregoing, and shall identify within the agenda the means by which the applicable meeting is to be conducted. Notwithstanding the foregoing, any Commissioner attending a meeting intended to be conducted in-person by telephone or other electronic means shall not be precluded from participating or voting, subject to the limitations of Section 3.17.

#### Section 10.2 General Code of Conduct.

Meetings of the Board and its committees will be conducted in a manner that preserves the dignity of the proceedings and the right to the public to participate in the same. All public business shall be conducted in a courteous, civil and respectful manner. The public shall refrain from extensive private conversations or the use of electronic devices in a manner causing disruption or interfering with the ability of another to see or hear the business being conducted, and from any other activities or public demonstrations (including but not limited to, whistling, shouting, booing, hissing, clapping, stomping, etc.) intended to disrupt or otherwise prevent or delay public business from being conducted. The presiding officer shall issue a warning to any person(s) engaging in any disruptive conduct. In the event any person(s) having been so warned shall thereafter continue to engage in the same or any other form of disruptive conduct, the presiding officer shall issue a second warning. Any further disruptive conduct may result in the presiding officer's electing to require that the offending person(s) be removed for the duration of such meeting. The presiding officer shall in every instance conduct the meeting in a manner intended to maintain order and may issue such directives and take such actions as are consistent with that objective.

#### Section 10.3 Public Testimony.

The public shall be given an opportunity to share their opinions and provide their input as to matters pending before the Board and its committees. The time for public testimony and the manner in which it is received will vary, as follows:

- A. Meeting Type. The agendas for committee meetings, whether of a standing or *ad hoc* committee, shall include an opportunity to provide public testimony as to each matter on which the committee will make its recommendation to the Board. The

agendas for Board meetings shall include an opportunity to provide public testimony only with respect to those matters referred to the Board for its immediate consideration (i.e., without having previously been heard by a committee) and which the Board proceeds to consider as provided by Article IX. Notwithstanding the foregoing, public testimony shall not extend to those matters heard in a closed meeting of the Board or its committees.

B. Meeting Platform. Public testimony will be accepted orally or in writing (to the extent the meeting type includes an opportunity for public testimony). Oral testimony will be accepted only from those attending in-person. In the event the meeting does not include an in-person option, or a member or the public elects not to attend in-person, testimony will be accepted in writing only.

#### Section 10.4 Procedures for Providing Public Testimony.

Public testimony, whether oral or in writing, is intended to ensure that the Board and its committees, as applicable, receive relevant and constructive information with respect to those matters under consideration. It is a listening period and shall not be used for purposes of debating with or otherwise interrogating any Board or committee members, employees of the Authority, or any other person in attendance, and the presiding officer shall not seek to compel a response. Public testimony shall be confined to the specific matter being considered and shall exclude, as applicable, slander/libel, harassment, intimidation, threats of violence, or repetitious, disruptive, overly loud or profane discourse tending to disrupt the proceedings. The presiding officer shall seek to maintain good order and may take such actions as are consistent with Section 10.2.

For purposes of further ensuring good order and maintaining decorum, and that public testimony is provided in a manner allowing for its thoughtful consideration, the following additional procedures shall govern:

A. Oral Testimony. The presiding officer shall ensure that a sign-in sheet is provided at any meeting including an in-person option. Those members of the public wishing to provide oral testimony as to any pending matters shall list their name and identify the subject matter(s) on which they wish to testify, prior to the commencement of the meeting. The presiding officer shall, at the appropriate time, open the floor to each person in the order listed. Each person so listed shall be given up to three (3) minutes to testify; provided, however, that if multiple people desire to offer testimony as to any matter pending before the Board or its committees, the presiding officer may elect to extend the allotted time to any person designated to speak on their collective behalf. Substitutions shall not be permitted, nor shall any person be entitled to allocate any unused portion of their time to any other person. Those providing oral testimony may elect to supplement that testimony with written materials and shall provide not less than five (5) copies with respect to any committee meeting and eight (8) copies with respect to any Board meeting, so as to ensure that each Board or committee member present and voting, as applicable, is provided the same information and that a copy is preserved as part of the official record of the relevant proceeding.

B. Written Testimony. Any person wishing to provide written testimony shall either (i) email the same to commissioners@portkc.com or (ii) deliver a copy to the Authority at the location designated for the relevant meeting, and shall do so not less than three (3) hours prior to the time at which the applicable Board or committee meeting is scheduled to be called to order. All written testimony so submitted will be provided to the Board or committee members, without redaction or edit of any kind, prior to its consideration of the relevant matter and shall be included as part of the official record of the relevant proceeding. Written testimony delivered to any other location or outside of the allotted times will continue to be provided to the Board or committee members, as applicable, but may not be received in sufficient time to ensure its consideration prior to any action with respect to the relevant subject matter.

#### Section 10.5 Modifications to Public Testimony Provisions.

Notwithstanding any provision in this Article X or the Bylaws to the contrary, the presiding officer or a majority of the Board or committee members present and voting shall retain discretion to modify, waive or otherwise supplement the processes and procedures by which public testimony is permitted if they shall determine the same to be appropriate under the circumstances. Such decisions shall be made with due regard for maintaining the dignity of the proceedings and the ability of the public to participate in the same.

### **ARTICLE XI**

#### **Conflict of Interest**

No officer, agent or employee of the Authority shall have or shall acquire any interest, direct or indirect, in any project which the Authority is promoting, or in any contract or proposed contract for materials or services in any lease, mortgage, sale, or contract of any nature whatever relating to any such project or the Authority without forthwith making written disclosure to the Authority of the nature and extent of his or her interest, and such disclosure shall be entered in writing upon the minute book of the Authority.

### **ARTICLE XII**

#### **Amendments**

From time to time these By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board after ten (10) days' written notice of the proposed alteration, amendment or change has been given to each Commissioner, provided that no alteration, amendment or change shall be made without the affirmative vote of a majority of the total number of Commissioners voting.

## ARTICLE XIII

### Annual Report and Audit

The Board shall have prepared and file annual reports as required by the Port Authority Law, any City ordinance or any other law, and shall provide for the annual independent audits of the accounts of the Authority.

## ARTICLE ~~XIII~~XIV

### Indemnification of Commissioners and Officers

#### ~~Section 13.1~~ Section 14.1 Corporations Law.

Each person who was or is a Commissioner or officer of the Authority shall be indemnified by the Authority as a matter of right to the fullest extent permitted or authorized by Section 351.355, RSMo, and as otherwise provided in this Article.

#### ~~Section 13.2~~ Section 14.2 Actions, Suits or Proceedings.

- A. Subject to the exclusions set forth in Paragraph B hereof, the Authority further agrees to hold harmless and indemnify each person who was or is a Commissioner or officer against any and all expenses (including attorneys' fees), judgments, and amounts paid in settlement actually and reasonably incurred by the Commissioner or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the Authority) to which the Commissioner or officer is, was or at any time becomes a party defendant, or is threatened to be made a party defendant, by reason of the fact that the Commissioner or officer is, was or at any time becomes a Commissioner, officer, employee or agent of the Port Authority, or is or was serving or at any time serves at the request of the Authority as a Commissioner, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity or enterprise.
- B. No indemnity pursuant to Paragraph A hereof shall be paid by the Authority: (1) in respect to remuneration paid to the Commissioner or officer if it shall be determined by a final judgment or other final adjudication that such remuneration was in violation of law; (2) on account of any Commissioner's or officer's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct; (3) if a final decision by a court having jurisdiction in the matter shall determine that such indemnification is not lawful; or (4) with respect to any amounts paid pursuant to policies of insurance.

#### ~~Section 13.3~~ Section 14.3 Expenses.

Expenses incurred by any person who was or is a Commissioner or officer of the Authority in defending any threatened, pending or ongoing action, suit or proceeding (whether civil, criminal, administrative or investigative, including those by or in the right of the corporation) shall be promptly

advanced by the Authority when so requested by such person at any time and from time to time, but only if the requesting person delivers to the Authority an undertaking to repay to the Authority all amounts so advanced if it should ultimately be determined that the requesting person is not entitled to be indemnified by the Authority under applicable law, this Article, by any bylaw of the Authority, agreement, vote of disinterested Commissioners or otherwise.

~~Section 13.4~~ Section 14.4 Not Exclusive.

The indemnification and other rights provided by this Article shall not be deemed exclusive of any other rights to which a Commissioner or officer may be entitled under any bylaw, agreement, vote of disinterested Commissioners or otherwise, both as to action in such person's official capacity and as to action in any other capacity while holding the office of Commissioner or officer, and the Authority is hereby specifically authorized to provide such indemnification and other rights by any bylaw, agreement, vote of disinterested Commissioners or otherwise.

~~Section 13.5~~ Section 14.5 Third-Party Beneficiaries.

Each person who was or is a Commissioner or officer of the Authority and the heirs, executors, administrators and estate of such person, are third-party beneficiaries of this Article and shall be entitled to enforce against the Authority all indemnification and other rights granted to such person by applicable law and as otherwise provided in this Article.

~~Section 13.6~~ Section 14.6 Amendment.

This Article may be hereafter amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who was or is a commissioner or officer to obtain indemnification or an advance of expenses with respect to an action, suit or proceeding that pertains to or arises out of actions or omissions that occur prior to the effective date of such amendment or repeal.

Adopted this 23<sup>rd</sup> day of ~~October 2023~~March 2026.

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CHAIRPERSON

ATTEST:

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SECRETARY