

ST. CHARLES COUNTY PORT AUTHORITY BYLAW LANGUAGE COMPARISON

| TOPIC/DIFFERENCE with SCCPA | LANGUAGE FROM OTHER DOCUMENTS (FOR EXAMPLE ONLY) |
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| Board compensation | 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. |
| Additional meeting language: proxies, voting, register, meeting by conference call | Proxies. Proxies to vote with respect to any matter shall not be allowed or accepted. |
| | Voting. Each member present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. If a roll call is taken, all votes shall be recorded so as to attribute each "aye" and "nay" vote, or abstinence if not voting, to the name of the respective member. |
| | Meeting by Conference Telephone. Members may participate in a meeting of the Board, and any committee meeting of the Board, by means of conference telephone or similar communications equipment whereby all individuals participating in the meeting, including the public attending the meeting, can hear each other, and any members participating in a meeting of the Board in such manner shall be considered present in individual at such meeting for all purposes including for quorum purposes. |
| Additional conflict of interest language: abstentions, code of conduct, disclosure process, report filings, net earnings. | Abstentions. No member shall vote or participate in any matter in which the member has a direct or indirect interest. |
| | Code of Conduct. The Board shall adopt a Code of Conduct and each member of the Board shall sign and deliver a copy of the Code of Conduct to the Executive Director which shall be retained in the records of the Board. |
| | Net Earnings. Any net earnings of the Board (beyond that necessary for retirement of any indebtedness of the Board or to implement the purpose or programs of the Board) may not inure to the benefit of any individual other than the State of Missouri. |
| Authority of any committees formed. | The members of the Board, by resolution, may designate any other committee which shall have the name, purpose, power and authority delegated to it by such resolution. Any committee may propose to the Board a charter or description of how such committee will operate and upon approval by the Board, such charter or description shall govern the duties of that committee. The Chairman shall serve as an ex-officio member of all committees. Meetings of any committee may only be called upon the order of the Chairman of the Board or the chairman of the committee. The members of any committee shall be members of the Board and, except for the Executive Committee, shall be appointed by the Chairman and shall serve until a new member is appointed by the Chairman. There shall be at least two members on a committee and a committee may act upon the vote of a majority of members present as long as there shall at least be two members present. |
| Executive Director | Executive Director. The Board may employ a person to exercise all of the powers and perform all the duties set forth in this Article and shall designate such person so employed as the executive director, manager or administrator of the Board (herein called the "Executive Director"). The Executive Director, under the direction of the Chairman, or the Board, shall have general supervision over and be in administrative charge of all the activities of the Board, and, in addition, shall perform all the duties incident to the Chairman's position and office. Except as otherwise provided by resolution of the Board, the Executive Director shall make final certification for payment of all duly authenticated and authorized items of expenditure for payment from any Board funds from whatever source derived, and whenever the Chairman or the Treasurer is required to sign vouchers, requisitions and other instruments made by the Board, the Executive Director shall approve the same for submission to the Chairman or the Treasurer for signature. The Executive Director shall assist the Secretary in the performance of the Secretary's duties and shall have the full power to act in the place and instead of the Secretary at any time directed to do so by the Chairman, the Secretary or the Board. The Executive Director shall have such other duties, power and authority as may be prescribed elsewhere in these Bylaws or as the Board by resolution may from time to time provide. In the event of the death, and during the absence, incapacity, inability or refusal to act of the Executive Director, the Board or Chairman shall designate some other person to exercise, and in the absence of such designation the Chairman shall exercise, all of the powers and perform all of the duties of the Executive Director. |
| Other agents | Additional Personnel. The Board may from time to time employ such other personnel as it may deem necessary to exercise its powers, duties and functions. Persons so employed shall serve at the pleasure of the Board. The selection and compensation of such personnel shall be determined by the Board subject to the laws of the State of Missouri. The Board may also from time to time retain or contract for the services of architects, engineers, accountants, attorneys, bond counsel, financial consultants, and such other persons, firms or corporations necessary to carry out its duties and to fix the compensation therefor. Other Agents. The Board from time to time may also appoint such other agents for the Board as it shall deem necessary or advisable, each of whom shall serve at the pleasure of the Board or for such period as the Board may specify, and shall exercise such powers, have such titles and perform such duties as shall be determined from time to time by the Board or by an officer empowered by the Board to make such determinations. |
| Indemnification of members, officers, employes and agents | Indemnification of Members, Officers, Employees and Agents. (a) The Board shall indemnify out of the funds of the Board any individual who was 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 or investigative, other than an action by or in the right of the Board, by reason of the fact that said individual is or was a member, officer, employee or agent of the Board, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by said individual in connection with such action, suit, or proceeding if said individual acted in good faith and in a manner said individual reasonably believed to be in or not opposed to the best interests of the Board, and, with respect to any criminal action or proceeding, had no reasonable cause to believe said individual's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the individual did not act in good faith and in a manner which said individual reasonably believed to be in or not opposed to the best interests of the Board, and, with respect to any criminal action or proceeding, had reasonable cause to believe that said individual's conduct was unlawful. (b) The Board shall indemnify out of the funds of the Board any individual who was or is a party or is threatened to be a party to any threatened, pending or completed action or suit by or in the right of the Board to procure a judgment in its favor by reason of the fact that said individual is or was a member, officer, employee or agent of the Board, against expenses, including attorneys' fees, actually and reasonably incurred by said individual in connection with the defense or settlement of the action or suit if said individual acted in good faith and in a manner said individual reasonably believed to be in or not opposed to the best interests of the Board; except that no indemnification shall be made in respect of any claim, issue or matter as to which such individual shall have been adjudged to be liable for negligence or misconduct in the performance of said individual's duty to the Board unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the individual is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper. To the extent that a member, officer, employee or agent of the Board has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections (a) and (b) of this section, or in defense of any claim, issue or matter therein, said individual shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by said individual in connection with the action, suit or proceeding. Any indemnification under subsections (a) and (b) of this section, unless ordered by a court, shall be made by the Board only as authorized in the specific case upon a determination that indemnification of the member, officer, employee or agent is proper in the circumstances because said individual has met the applicable standard of conduct set forth in this section. The determination shall be made by the members by a majority vote of a quorum consisting of members who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable if a quorum of disinterested members so directs, by independent legal counsel in a written opinion. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Board in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the member, officer, employee, or agent to repay such amount unless it shall ultimately be determined that the individual is entitled to be indemnified by the Board as authorized in these Bylaws. The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other provision of law or these Bylaws or any agreement or vote of disinterested members or otherwise, both as to action in such individual's official capacity and as to action in another capacity while holding such office, and shall continue as to a individual who has ceased to be a member, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a individual. The Board shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this Section 1, to any individual who is or was a member, officer, employee or agent provided such further indemnity is authorized, directed, or provided for in any bylaw or agreement of the Board which has been adopted by a vote of the members of the Board, and provided further that no such indemnity shall indemnify any individual from or on account of such individual's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Out of the funds of the Board, the Board may purchase and maintain insurance on behalf of any individual who is or was a member, officer, employee, or agent of the Board, against any liability asserted against said individual and incurred by said individual in any such capacity, or arising out of said individual's status as such, whether or not the Board would have the power to indemnify said individual against such liability under the provisions of these Bylaws. |

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| Liability of members, officers, employees and agents | Liability of Members, Officers, Employees and Agents. No person shall be liable to the Board 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 member, officer, employee or agent of the Board 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 his or her own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the Board, or upon statements made or information furnished by members, officers, employees or agents of the Board which such person had no reasonable grounds to disbelieve. |
| Bonds | Bonds. Any officer or employee handling money of the Board shall be bonded at the Board's expense in such amounts as may be determined by the Board. |
| General Provisions: contracts, loans, checks/drafts/orders, deposits, custodian of securities, no private benefit, dissolution | <p>Contracts. All contracts and agreements entered into by the Board shall, unless the members by resolution otherwise direct, be executed on behalf of the Board by the Chairman, Vice-Chairman or Executive Director. Nothing in these Bylaws shall be deemed to limit in any manner the right of the members by resolution adopted at a meeting to authorize any other 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 Board, and such authorization may be general or confined to specific instances; and, unless so authorized to bind the Board by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any manner or amount. Loans. No loan shall be contracted on behalf of the Board and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances. The Board shall not make any loan to any officer or member of the Board.</p> <p>Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Board shall be signed by such officer or officers, agent or agents of the Board and in such manner as shall from time to time be determined by resolution of the Board. Deposits. All funds of the Board not otherwise employed shall be deposited from time to time to the credit of the Board in such banks, trust companies or other depositories as the Board may select and shall be invested in accordance with the investment guidelines approved from time to time by the Board.</p> <p>Custodian of Securities. The Board 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 the Board, and to exercise in respect thereof such powers as may be conferred by resolution of the Board. The Board may remove any such custodian at any time.</p> <p>No Private Benefit. No part of the funds of the Board shall inure to the benefit of, or be distributed to its members, officers, or other private individuals, except that the Board shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. Members of the Board shall receive no compensation for services but shall be entitled to reimbursement out of the funds of the Board for necessary expenses, including traveling and lodging expenses incurred in the discharge of their duties.</p> <p>Dissolution. Upon dissolution of the Board, title to all property owned by the Board shall vest in the State of Missouri, subject to all claims, liens, mortgages, etc. thereon.</p> |