

**BY-LAWS**  
**OF**  
**SPIRIT TRAILS COALITION**

**ARTICLE 1**  
**NAME AND PURPOSE**

**Section 1.01 Name.** The name of this corporation shall be Spirit Trails Coalition.

**Section 1.02 Purpose.** The primary purpose of the corporation is to educate, advocate, promote, and grow active micro-mobility and non-motorized transportation in Johnson County, Missouri through partnerships with other stakeholders.

**Section 1.03 Charitable Purpose.** The purpose for which the Spirit Trails Coalition is organized is exclusively charitable, educational, and scientific within the meaning of the Missouri Non-Profit Corporation Act.

**Section 1.04 Prohibited Activities.** Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a Missouri Non-Profit Corporation.

**Section 1.05 Prohibition Against Sharing in Corporate Earnings.** No Officer, Director, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation other than such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Directors of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding-up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over as provided in the Articles of Incorporation.

**Section 1.06 Offices.** The principal office of the corporation shall be located at 300 North Holden Street, Warrensburg, Missouri 64093. The Board of Directors may, from time to time, change the location of the principal office of the corporation and establish other offices to conduct the corporation's business where ever deemed appropriate.

**Section 1.07 Registered Office and Registered Agent.** The registered office of the corporation shall be located at 300 North Holden Street, Warrensburg, Missouri 64093. The name of the Registered Agent is Johnson County Economic Development Corporation.

## **ARTICLE 2 FISCAL YEAR AND RECORDS**

**Section 2.01 Fiscal Year.** The fiscal year of the corporation shall be January 1 through December 31 of each year until such time as changed by resolution of the Board of Directors. The general accounting method of the corporation is the cash method of accounting.

**Section 2.02 Records.** The Corporate records or copies thereof shall be kept at the principal office of the corporation in accordance with the policies of the Board of Directors which may be amended from time to time. All records except those which must be kept longer to conform with the Missouri Secretary of State General Records Retention Schedule or other specific rulings of the Board may be destroyed after five (5) years from their original dates.

**Section 2.03 Seal.** In the event that the corporation adopts a corporate seal, the seal of the corporation shall be circular in form and shall have inscribed on it the name "Spirit Trails Coalition" and the words "Corporate Seal Missouri". Should the corporation adopt a corporate seal, the corporate seal shall be retained in the principal office under the authority of the Secretary.

## **ARTICLE 3 BOARD OF DIRECTORS**

**Section 3.01 Number.** The governing body of this corporation shall be the Board of Directors, which shall consist of fifteen (15) appointed and at-large Directors. The business of the Corporation shall be governed by a Board of Directors to be elected or appointed at the annual meeting in December in accordance with these By-Laws. Newly elected members begin their term in January.

**Section 3.02 Composition.** The Board of Directors shall be comprised of following voting members:

- (a) One appointed Director from each of the large governmental bodies and units:
  - (i) City of Holden
  - (ii) City of Knob Noster
  - (iii) City of Warrensburg
  - (iv) County of Johnson
  - (v) University of Central Missouri
  - (vi) Missouri State Parks, a division of the Department of Natural Resources
- (b) One appointed Director from the small governmental bodies as a caucused unit:
  - (i) City of Centerview
  - (ii) City of Chilhowee
  - (iii) City of Kingsville
  - (iv) City of Leeton
- (c) At-Large – eight (8)

**Section 3.03 Director of Large Governmental Bodies and Units.** The Chief Elected Official or Chief Administrative Official, as the case may be, shall serve as the Director for each of the large governmental bodies and units identified in Section 3.02. Said Chief Elected Official or Chief Administrative Official may appoint a representative to serve in his or her capacity provided such appointment is made in writing on the official letterhead of the governmental

body or unity for a minimum period of one (1) calendar year or until replaced by a subsequent appointment authorized in the same manner.

**Section 3.04 Director of the Small Governmental Bodies and Units.** The Director will be selected from a caucus of small governmental bodies and units as identified in Section 3.02. The individual nominated may be an elected official, employee of the small governmental body and unit. The individual nominated may be a public or private individual at least 18 years of age and residing within Johnson County, Missouri, and nominated by one or more of the Chief Elected Official or Chief Administrative Officials for that small governmental body or unit. This individual will serve for a minimum period of one (1) calendar year. The Director representing small cities shall act as a liaison, ensuring that the interests and concerns of small cities are communicated to the Board and considered in all decision-making processes.

**Section 3.05 Qualifications of At-Large Directors.** At-Large Directors shall be at least eighteen (18) years of age and shall reside within Johnson County, Missouri.

**Section 3.06 Term of Office for At-Large Directors.** The term of office of each At-Large Director shall be three (3) years and until a successor is duly elected and qualified, unless sooner removed as provided for by applicable law and these By-Laws. There shall be no limits on the number of terms any At-Large Director serves.

**Section 3.07 Election of At-Large Directors.** Candidates for At-Large Directors will be presented to the Board of Directors in December of every year or as needed to fill vacancies on the Board. No Director shall be present during debate or voting concerning his or her individual election, or re-election to the Board. Election of new Directors and/or election of current Directors to a successive term will occur no later than the 31st day of December of each calendar year. An affirmative majority vote of the Directors shall be necessary to elect a Director. In all votes concerning the election of Directors, the names and votes for all Directors shall be recorded in the minutes of the Board. Initial elections of the Directors shall be staggered so that a portion of the total number of At-Large Directors are elected each year. In order to meet the intent of this section the initial election of At-Large Directors will be: 2 Directors for a one (1) year term; 3 Directors for a two (2) year term; and 3 Directors for a three (3) year term. Thereafter, the staggered three (3) year terms will be achieved.

**Section 3.08 Powers.** The Board of Directors shall have and may exercise all the powers by the Corporation, except as otherwise provided in the Articles of Incorporations or these By-Laws and shall manage the business, property and affairs of the Corporation.

**Section 3.09 Removal.** An At-Large Director may be removed, with or without cause, as provided by law, at any meeting of the Board of Directors by the affirmative vote of two-thirds of the Directors.

**Section 3.10 Resignation.** An At-Large Director may resign by delivering a written resignation to the President of the Corporation, to a meeting of the Board of Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states. Any At-Large Director shall be deemed to have resigned with immediate effect, if the Director shall fail to attend a majority of the regular meetings of the

Board of Directors in any given calendar year.

**Section 3.11 Vacancies.** Any vacancy in the Board of Directors resulting from any increase in the number of Directors, or the death, resignation, disqualification, removal or inability to act of any At-Large Director, shall be filled by majority vote of the remaining Directors, at any regular meeting or special meeting of the Board called for that purpose. To maintain staggered terms, the newly elected At-Large Director shall serve the remainder of the previous At-Large Director's term.

**Section 3.12 Alternative Directors.** An Alternative Director shall be designated by the regular Director in writing to allow proxy voting for a single appointed or At-Large Director. Such Alternate Director may represent the Director at regular or special Board meeting when said regular Director is absent. Such Alternative Director shall count toward a quorum of the Board and assume all the responsibilities of the regular Director. Written notification of Alternative Director's attendance and intent to proxy vote must be provided to the Secretary not less than twelve (12) hours in advance of a Board or Special meeting.

**Section 3.13 Advisory Directors.** The Board of Directors shall have authority, from time to time, to name additional persons to the Board as non-voting Advisory Directors. Such Advisory Directors shall not count toward a quorum of the Board, but shall be provided notice of Board meetings, and permitted to attend and participate in such meetings.

**Section 3.14 Compensation.** Directors shall not receive any stated salary, fee, or compensation for service as Director. Nothing shall preclude any Director from serving the corporation in any other capacity, such as agent, or third-party provider of goods and services and receiving compensation thereof. The Board of Directors must specifically approve any such compensation before such goods are provided or such services are rendered in accordance with the policies and procedures of the Corporation.

## **ARTICLE 4 BOARD OF DIRECTOR MEETINGS**

**Section 4.01 Regular Meetings.** Regular meetings of the Board of Directors may be held at such times and places as may be fixed, from time to time, by resolution of said Board. All meetings of the Board shall be conducted in accordance with the Corporation will at all times comply with the provisions of Chapter 610 of the Revised Statutes of Missouri. Records, meetings, and votes will be managed under those provisions.

**Section 4.02 Notice of Meetings.** Notice of the time, date, and place of each regular meeting shall be posted at least twenty-four (24) hours in advance of the meeting, exclusive of weekends and holidays when the facility is closed, in a location accessible to the public and on the organization's website if available. The notice shall include a tentative agenda of matters to be discussed, as required by Section 610.020 of the Revised Statutes of Missouri.

**Section 4.03 Electronic Meetings.** Regular or special meetings of the Board may be conducted in whole or in part by telephone conference, video conference, or other electronic means, provided that:

- (a) All members participating can hear and be heard by all others.

(b) The meeting is accessible to the public in real time, with instructions for public access included in the meeting notice. Any votes taken electronically shall be conducted by roll call and recorded in the meeting minutes.

(c) The meeting format complies with all applicable provisions of RSMo § 610.015 and § 610.020.

**Section 4.04 Special Meetings.** Special meetings of the Board of Directors may be held at any time and at any place when called by the President or by a majority of the Directors in writing. Notice of the time and place of special meetings of the Directors shall be delivered to each Director not less than three (3) days nor more than ten (10) days before the date of the meeting. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Incorporation or these By-laws.

**Section 4.05 Quorum and Action.** At all meetings of the Board of Directors, the presence of a majority of the voting Directors shall constitute a quorum for the transactions of business. Except as otherwise provided in the Articles of Incorporation, these By-laws or the law, the acts of a majority of the Directors present at a meeting shall constitute the acts of the Board of Directors.

**Section 4.06 Organization of Meetings.** At each meeting of the Board of Directors, the President, or in the absence of the President, the Vice-President, shall act as President. The Secretary, or in his or her absence, any person appointed by the President, shall act as Secretary of the meeting.

**Section 4.07 Public Access.** All regular and special meetings of the Board shall be open to the public. The Board may allow for public comment at the discretion of the Chair, subject to reasonable rules and time limits. Closed sessions may be held only as authorized under Section 610.021 RSMo, and any vote to go into closed session shall be conducted in accordance with that statute.

## **ARTICLE 5 OFFICERS**

**Section 5.01 Numbers.** The executive officers of the Corporation shall be a President, a Vice-President, Secretary, and Treasurer, all of whom must be a voting member of the Board of Directors unless the action of the Board of Directors in appointing such an office specifically provides that such office need not be a Director. Service in these offices shall be established by the 31st day of December of each year and begin on the 1st day of January of each subsequent year.

**Section 5.02 Appointment, Term and Qualifications.** The executive offices of the Corporation shall be appointed by an affirmative majority vote of the Board of Directors. The term of each executive office is one (1) year. Each such executive officer shall hold office until his or her successor is duly chosen and qualified, or until he or she resigns, or until he or she has been removed in the manner hereinafter provided.

**Section 5.03 President.** Subject to such supervisory powers, if any, as may be given by the Board of Directors, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and

control of the conduct and officers of the corporation. The President shall preside at all meetings of the Board of Directors. The President shall be an ex officio member of all committees, if any, and shall have the general powers and duties of management usually vested in the office of the president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these By-laws.

**Section 5.04 Vice-President.** In the absence or disability of the President, the Vice- President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

**Section 5.05 Secretary.** The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Board of Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office, a list of the Board of Directors, showing the names of Directors, addresses, and contact information.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by these By-laws or by law to be given, and shall keep the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties as maybe prescribed by the Board of Directors or these By-laws. Any Assistant Secretary may attest to the action of the Officers, the Directors, or the Corporation and shall perform other duties as may be directed by the Secretary, President, or Board of Directors.

**Section 5.06 Treasurer.** The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and any capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any Director in accordance with these By-laws.

The Treasurer shall deposit, or cause to be deposited, all monies, and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse, or cause to be disbursed, funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of these By-laws.

**Section 5.07 Delegation of Duties.** In the absence or incapacity of any officer of the corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, upon the affirmative vote of a majority of the Board of Directors, delegate temporarily any of the powers or duties of such officers to any other officer or to any Director.

**Section 5.08 Removal.** Any officer may be removed from office, but not the Board, with or without cause, as provided by law, at a meeting of the Board of Directors by the affirmative vote of two-thirds of the Board of Directors. Removal from the Board may occur under Section 3.13 of these By-Laws.

**Section 5.09 Resignation.** Any officer may resign his or her office at any time by giving written notice of his or her resignation to the President. In the event of the President's resignation, the letter of resignation shall be submitted to the attention of the Vice-President. Such resignation shall be effective as of the time specified in the notice, or if no time is specified therein, at the time the notice is delivered. Acceptance of the written notice of resignation shall not be necessary to make the resignation effective.

**Section 5.10 Vacancies.** Whenever any vacancies occur in any office by death, removal, resignation, increase in the number of Officers of the Corporation, or otherwise, the Board of Directors shall file such vacancy. Any officer so elected shall hold office for the remainder of the predecessor's term, unless removed as provided for by applicable law or by these By-laws.

## **ARTICLE 6 COMMITTEES**

**Section 6.01 Executive Committee.** The officers of the Corporation and such others as may be appointed by the President shall comprise the Executive Committee. During the intervals between meetings of the Board of Directors, the Executive Committee shall generally perform such duties and exercise such powers as may be directed or delegated by the Board of Directors from time to time. The Board of Directors may delegate to such committee authority to exercise all powers of the Board of Directors, excepting power to amend the By-laws, while the Board of Directors is not in session. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. A majority of the Executive Committee shall constitute a quorum for the transaction of business.

**Section 6.02 Committees.** The Board of Directors may, by resolution passed by an affirmative vote of a majority of the Board of Directors, designate one or more committees, each committee to consist of two or more of the Directors. Except as provided by statute, any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Unless the Board of Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-laws. The members of any committee shall remain in office at the pleasure of the Board of Directors.

## **ARTICLE 7 CHECKS AND DEPOSITS**

**Section 7.01 Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents or employees to enter into any contract and to execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 7.02 Loans.** No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 7.03 Checks, Drafts and Other Orders.** All checks, drafts or other orders for the payment of money, notes and other evidences of indebtedness issued in the name of the Corporation shall be first approved by the Board of Directors and then signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 7.04 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

**Section 7.05 Bonds.** The Board of Directors may require any officer, agent or employee of the corporation to give a bond to the Corporation, with such number of sureties and in such amount as may be satisfactory to the Board of Directors, conditioned upon the faithful discharge of his duties and the restoration to the Corporation, in case of the termination of his office, agency or employment, of all property of whatever kind in his possession or under his control belonging to the Corporation.

**Section 7.06 Audit.** The Board of Directors shall cause the financial records of the corporation to be independently audited or agreed upon procedures, if required. An independent audit or agreed upon procedure financial review may be caused by a federal or state mandate, third-party granting entity, financial contributor or internal need for the purpose of risk management and transparency. An independent audit or agreed upon procedures financial review would be completed following an affirmative roll call vote of the majority of the Board of Directors.

## **ARTICLE 8 MISCELLANEOUS**

**Section 8.01 Notice.** Any and all notices of any nature whatsoever permitted or required under these By-laws shall be in writing. The date of receipt shall be the date of such notice.

**Section 8.02 Sunshine Law Compliance.** The performance of the mission of the Corporation is a quasi-governmental function, and as such, the Corporation will at all times comply with the provisions of Chapter 610 of the Revised Statutes of Missouri. Records, meetings, and votes will be managed under those provisions. All records authorized to be closed pursuant to section 610.021 RSMo are hereby closed.

**Section 8.03 Indemnification.** To the fullest extent permitted by law, the Corporation shall indemnify any person 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) by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation in any such capacity with another organization, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner 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 the



conduct was unlawful.

**Section 8.04 Advance Expenses.** The Corporation may, in its discretion and as permitted by applicable law, pay expenses (including attorneys' fees) incurred by a director, officer, employee, or agent in defending any action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding, upon receipt of a written affirmation of the individual's good faith belief that the standard of conduct necessary for indemnification has been met and a written undertaking by or on behalf of such person to repay such amount if it is ultimately determined that they are not entitled to indemnification by the Corporation.

**Section 8.05 Hold Harmless.** To the extent permitted by law, the Corporation shall hold harmless each director, officer, employee, and authorized agent of the Corporation from any and all liability, claims, and demands for damages, costs, or expenses (including reasonable attorneys' fees) arising out of or in connection with the performance of their duties, except in the case of gross negligence, willful misconduct, or breach of fiduciary duty.

**Section 8.06 Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, against any liability asserted against them and incurred in such capacity, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this Article.

**Section 8.07 No Waiver.** The failure of any Director to insist upon strict performance of the provisions of these By-laws shall not be a waiver of such person's right to demand strict compliance therewith in the future nor shall the same be construed as nullification of these By-laws.

**Section 8.08 Captions.** Title or captions of provisions in these By-laws are inserted only as a matter of convenience and reference and in no way define, limit, extend or describe the scope thereof or the intent of any provision hereof.

**Section 8.09 Number and Gender.** Whenever required by the context, the singular number shall include the plural, the plural number shall include the singular and the gender of any pronoun shall include both genders.

**Section 8.10 Applicable Law.** These By-laws shall be governed by and construed in accordance with the laws of the State of Missouri.

**Section 8.11 Rules of Order.** Robert's Rules of Order shall govern all proceedings of the Board of Directors and its committees.

[This area left intentionally blank]

**ARTICLE 9  
AMENDMENTS**

**Section 9.01 Amendments.** The Board of Directors shall have power to make, alter, amend and repeal the By-Laws of the Corporation by affirmative vote of a majority of the Board. A minimum of thirty (30) days written notice is required for any proposed change, prior to any vote on the matter.

**CERTIFICATION**

I, Sallie Ashe, Secretary of Spirit Trails Coalition, a Missouri not-for-profit corporation, hereby certify that the above By-Laws were adopted by the Board of Directors of Spirit Trails Coalition in a legally called meeting held on this 19<sup>th</sup> day of August 2025, and further certify that after being put to vote, the number of votes cast for the By-Laws was sufficient for its approval.

IN WITNESS WHEREOF, I have hereunto set my hands this 19<sup>th</sup> day of August  
\_\_\_\_\_, 2025.

SPIRIT TRAILS COALITION  
A Missouri not-for-profit corporation

By: Sallie Ashe