

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF REPUBLIC, MISSOURI,
APPROVING AN AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE
OZARKS TRANSPORTATION ORGANIZATION**

WHEREAS, the City of Republic, Missouri, ("City" or "Republic") is a municipal corporation and Charter City located in Greene County, Missouri, being duly created, organized, and existing under the laws of the State of Missouri; and

WHEREAS, the Ozarks Transportation Organization ("OTO"), a Missouri nonprofit corporation, is the Metropolitan Planning Organization for the region of southwest Missouri that includes the City, as mandated by the Federal Aid Highway Act of 1962, as amended, the Urban Mass Transportation Act of 1964, as amended, the Airport and Airway Development Act of 1970 and other subsequent laws setting forth requirements for transportation planning for all modes of travel; and

WHEREAS, the City is a member of the OTO; and

WHEREAS, the Articles of Incorporation of the OTO were dated and filed with the Missouri Secretary of State on April 23, 2008, ("Articles"); and

WHEREAS, the Articles were filed at a time at which the City of Springfield was the only member of the OTO, and its Articles provided that, upon the Organization's dissolution, all of its assets would be distributed to the City of Springfield; and

WHEREAS, the Board of Directors ("Board") of the OTO has notified the City that it deems it advisable that ARTICLE VII of the Articles be amended in such a manner that upon the OTO's dissolution, its assets would be distributed among all of its dues-paying members, in proportion to the amount of dues paid in its most recent fiscal year; and

WHEREAS, pursuant to the applicable provisions under RSMo 355.561 of the Nonprofit Corporation Law of the State of Missouri, the Articles may be amended by the authorization of the OTO's Board and the majority vote of its members; and

WHEREAS, the Council finds the proposed amendment necessary and in the best interest of the City.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF REPUBLIC, MISSOURI, AS FOLLOWS:

Section 1. The City does hereby vote in favor that the amendment to ARTICLE VII of the Articles be amended in such a manner that upon the OTO's dissolution, its assets would be distributed among all of its dues-paying members, in proportion to the amount of dues paid in its most recent fiscal year.

Section 2. The City Administrator, or designee, on behalf of the City, is authorized to take the necessary steps to execute this Resolution.

Section 3. The whereas clauses are hereby specifically incorporated herein by reference.

RESOLUTION NO. 20-R-10


Section 4. This Resolution shall take effect after passage as provided by law.

PASSED AND APPROVED at a regular meeting of the City Council of the City of Republic, Missouri, this 19th day of May 2020.

Jeff Ussery, Mayor

Attest:

Laura Burbridge, City Clerk

Approved as to Form:  Digitally signed by Scott Ison
Date: 2020.05.13 15:02:16
-05'00' _____, Scott Ison, City Attorney

Final Passage and Vote: _____