



At a Regular Session of the Calhoun County Board of Commissioners, held in Board Chambers, Calhoun County Building, 315 West Green Street, Marshall, Michigan, on Thursday, February 15, 2024 with Chair Kathy-Sue Vette presiding, the following action was taken:

RESOLVED that the Calhoun County Board of Commissioners does hereby approve the Second Amended Articles of Incorporation for the Transportation Authority of Calhoun County (TACC), as presented, in accordance with Act 196 of 1986, the Michigan Public Transportation Authority Act; being MCL 124.453, et seq.

Res.019-2024

“Moved Comr. Frisbie, second by Comr. Miller to approve the Second Amended Articles of Incorporation for the Transportation Authority of Calhoun County (TACC), as presented, in accordance with Act 196 of 1986, the Michigan Public Transportation Authority Act; being MCL 124.453, et seq.”

On a **ROLL CALL VOTE**

YES - 6, Comrs. Vette, Frisbie, King, Hatcher, Thompson, and French.

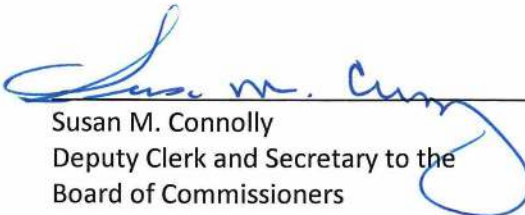
NO - 1, Comr. Miller.

Motion **CARRIED**.

STATE OF MICHIGAN)
) SS
COUNTY OF CALHOUN)

I, the undersigned, Calhoun County Deputy Clerk and Secretary to the Board of Commissioners, do hereby certify that the foregoing is a true and complete copy of certain proceedings taken by the Calhoun County Board of Commissioners at its regular meeting held on Thursday, February 15, 2024 relative to adoption of the resolution therein set forth; that said meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, and that the minutes of said meeting were kept and will be made available as required by said Act.

Dated: February 15, 2024


Susan M. Connolly
Deputy Clerk and Secretary to the
Board of Commissioners

AMENDED ARTICLES OF INCORPORATION
OF THE TRANSPORTATION AUTHORITY OF CALHOUN COUNTY

ARTICLE 1

INTRODUCTION

1. The Calhoun County Board of Commissioners adopts these Amended Articles of Incorporation, pursuant to the provisions of Act 196 of Public Acts of 1986, to create and establish a public transportation authority and define its powers, duties, rights, and responsibilities; the composition and selection process for its Board of Directors; and establish the effective date for these Amended Articles of Incorporation.
2. The corporate name of the authority created by these Articles of Incorporation is the Transportation Authority of Calhoun County (TACC).

ARTICLE 2

DEFINITIONS

1. ACT: "The Act" shall mean Act 196 of 1986; MCL 124.451 et seq, the Public Transportation Authority Act.
2. BOARD: "Board" means the governing body of the TACC.
3. POLITICAL SUBDIVISION: "Political Subdivision" means Calhoun County, or any city, village, or township within Calhoun County.
4. PUBLIC AUTHORITY: "Public Authority" means the Transportation Authority of Calhoun County (TACC); created under the Act and these Articles of Incorporation to service the geographical area, defined in Section 3.02 below and further established in Attachment A, District Ma.
5. PUBLIC TRANSPORTATION, PUBLIC TRANSPORTATION SERVICE, PUBLIC TRANSPORTATION PURPOSE: "Public Transportation" means the movement of people and goods by publicly or privately owned water vehicle, bus, railroad car, rapid transit vehicle, taxicab, or other conveyance which provides general or special service to the public, but not including charter or sightseeing service, or transportation which is exclusively used for school purposes. Public transportation, public transportation services, or public transportation purposes are further defined and declared to be transportation purposes within meaning of section 9 of article IX of the Michigan Constitution of 1963.

6. TAXABLE PROPERTY: “Taxable Property” means the property taxable under the general property tax act(s) of the State of Michigan, except for property expressly exempted by the act(s) of the state legislature.

ARTICLE 3

AUTHORITY AND FORMATION

SECTION 3.01: CREATION; INCORPORATOR; AND NAME OF THE PUBLIC AUTHORITY

1. The Calhoun County Board of Commissioners, as the incorporating political subdivision, hereby creates a public transportation authority, pursuant to the Act, named the Transportation Authority of Calhoun County (TACC).
2. As a Public Authority the TACC shall be a public body corporate and shall be known and exercise its powers under the title of “the Transportation Authority of Calhoun County” (TACC).
3. Pursuant to the Act, TACC, its income and property, is exempt from all taxation by the State of Michigan.

SECTION 3.02: JURISDICTIONAL BOUNDARIES

1. The jurisdictional boundaries of the TACC for purposes of the Act, is the geographical area known as the County of Calhoun, Michigan, and includes the territory within all political subdivisions within Calhoun County, subject to withdrawal and removal of all or a part of a political subdivision, as described in the Act. To the extent permitted by the Act, a political subdivision may request that only a portion of its own geographical boundary be included or removed from membership in the TACC, provided that portion is contiguous with existing electoral precincts or reporting districts.
2. Further the geographical area in which the Public Authority shall exercise its powers as provided by the Act and these Articles is hereby established as shown on Attachment A, the District Map, as may be amended from time to time, including all notations, references and other information shown. Amendment to the District Map shall be treated as an amendment of these Articles and shall be approved and noticed in the manner provided by Article 10 below, and the Act.
3. Notwithstanding the above, the TACC may provide services within and outside its jurisdictional boundaries if otherwise allowed by law.

SECTION 3.03: PURPOSE

1. The purpose of these Articles is to create a Public Transportation Authority under Act 196 for the purpose of providing Public Transportation Services within the meaning of section 9 of article IX of the Michigan Constitution of 1963.

SECTION 3.04: ADOPTION ENDORSEMENT AND PUBLICATION

1. The Calhoun County Clerk/Register shall endorse these Articles of Incorporation after their adoption by the Calhoun County Board of Commissioners and the “New” Authority shall publish them once in a newspaper of general circulation throughout the County on a date at least 10 days, but not more than 30 days, after their adoption.

SECTION 3.05: FILING OF ARTICLES

1. The Calhoun County Clerk/Register shall file a printed copy of these Articles of Incorporation in the Calhoun County Clerk/Register’s Office, and the TACC shall file them with the Michigan Secretary of State, and the Director of the Michigan Department of Transportation and provide confirmation of such filing to the Calhoun County Clerk/Register and, if requested, any political subdivision to be served by the TACC.

SECTION 3.06: EFFECTIVE DATE; VALIDITY PRESUMED

1. The TACC shall become operative, and these Articles of Incorporation shall become effective, thirty (30) days after filing with the Calhoun County Clerk/Register’s Office, with the Michigan Secretary of State, and the Director of the Michigan Department of Transportation (MDOT), whichever is later.

The validity of the incorporation of the TACC will be conclusively presumed unless questioned in a court of competent jurisdiction within sixty (60) days after the publication of the articles of incorporation.

SECTION 3.07: SEVERABILITY

1. The requirements and the various chapters, parts, sections, and clauses these Articles of Incorporation are severable. If a court of competent jurisdiction determines that any article, part, sentence, paragraph, section, or clause is unconstitutional or invalid, the remaining chapters, parts, portions, and provisions of these Articles of Incorporation shall remain in full force and effect.

SECTION 3.08: POWERS

1. The TACC shall possess, without limitation, every power granted to it by the Act, and necessary to carry out the purpose of its incorporation as provided in the Act, and to carry out the terms of any Transportation Agreements between the TACC, its members, or any public or private entity providing services to the TACC, including but not limited to, the following:
 - a. Investigate transportation requirements, needs, and programs and engage by contract consultants as may be necessary and cooperate with the federal government, state, political subdivisions, and other authorities or transportation agencies in those investigations.
 - b. To acquire, succeed to, or assist in succeeding to, the assets, liabilities, and contractual undertakings of the existing public transportation systems of the Cities of Battle Creek and Marshall, upon terms to be agreed upon by Battle Creek, Marshall, and the Authority.
 - c. To acquire and own assets, real and personal, as permitted by the Act.
 - d. To hire a management firm, either corporate or otherwise to operate the public transportation system, under the supervision of the TACC.
 - e. To operate, acquire, or contract with a private carrier or other party to provide, vehicle operation and dispatch services, maintenance services of vehicles and equipment, supplies, vehicle storage facilities and office space.
 - f. To fix and collect charges, rents, rates or fees; to make and enter into contracts; to employ agencies or employees, to manage, maintain or operate buildings, works or improvements; to acquire, hold or dispose of property; to incur debts, liabilities, or obligations which do not constitute debts, liabilities or obligations of Calhoun County.

- g. Contract with any other transportation authority or political subdivision of the state or another state or any agency or instrumentality of the state or another state or another nation or private corporation or person for service contracts, joint use contracts, or contracts for the construction or operation of any part of the public transportation facilities.
- h. To levy taxes as permitted by law.
- i. No enumeration of powers in these Articles shall be construed as a limitation on the general powers of the TACC.

ARTICLE 4

BOARD OF DIRECTORS

SECTION 4.01: MEMBERSHIP

1. Subject to Section 4.02 of these Articles of Incorporation, the Board shall consist of Seven (7) regular members, each to be appointed by the Calhoun County Board of Commissioners. Regular and Alternate members must be residents of Calhoun County.
2. Members shall be selected in the following fashion:
 - a. One (1) member nominated by, and a resident of, the City of Albion.
 - b. Two (2) members nominated by, and a resident of, the City of Battle Creek
 - c. One (1) member nominated by, and a resident of, the City of Marshall.
 - d. One (1) member nominated by, and a resident of, the City of Springfield.
 - e. Two (2) members nominated by, and residents of, Calhoun County.
3. When appointing members of the Board, the Calhoun County Board of Commissioners shall consider, and give preference to, elected officials of a City, a Village, a Township, or a portion thereof, that has opted into the jurisdictional boundaries of the TACC. Members of the Calhoun County Board of Commissioners shall not be eligible to serve on the Board.
4. The County Commission may also appoint one (1) person to serve as alternate for each regularly appointed member. An alternate must also meet the qualifications for Board membership of Paragraphs 2-4, above. An alternate may serve as a voting member any time a regular member is or may be absent, or a quorum would not otherwise be present at a meeting. Alternates may attend all meetings, and engage in discussion and debate, but may only vote when acting in the absence of a regular member.

5. Members may be removed from office by resolution of the Calhoun County Board of Commissioners without cause, prior notice, or a hearing. Any vacancy in office shall be filled by appointment as provided above.
6. The Board shall designate one of its members as Chairperson, one as Vice-Chairperson, one as Secretary and one of its members as Treasurer (the offices of Secretary and Treasurer may be combined), each to be designated for such terms of office and have such duties and responsibilities as may be established in the By-Laws of the TACC.
7. The Board shall adopt and may amend By-Laws as it deems necessary. However, such By-Laws shall not be effective until approved by the County Board of Commissioners.
8. The books and records of the TACC shall be maintained in accordance with generally accepted accounting practices and applicable state and federal regulations and shall be open to inspection and subject to audit by Calhoun County at all reasonable times.
9. TACC shall submit an annual report to Calhoun County, and all members, which shall include a report of the financial affairs of the TACC and a report of the public's use of the transportation system, and such additional reports as the County Board of Commissioners may from time-to-time request.
10. The Board of Directors shall adopt an annual budget that shall be a plan for all revenues and expenditures. Budgeted expenditures shall not exceed anticipated revenues.

SECTION 4.02: TERM

1. The term of office of a Board members shall be three (3) years. Terms shall begin on January 1 of the first year and end on December 31 of the third year.
2. For the initial appointments to the Board of Directors, three (3) members shall be appointed to serve until December 31, 2026, two (2) members shall be appointed to serve until December 31, 2025, and two (2) members shall be appointed to serve until December 31, 2024.
3. All members appointed shall serve until they are re-appointed, or a successor named.
4. Members shall serve without compensation.

ARTICLE 5

PUBLIC MEETINGS

SECTION 5.01: PUBLIC MEETINGS

1. The Authority shall conduct all meetings of the Board in compliance with the Open Meetings Act (Act 267 of the Public Acts of 1976).
2. The Authority shall provide public notice of the time, date, and place of the meeting in the manner required by Act 267 of 1976, as amended.
3. The Authority shall meet at regular intervals, adopt its own rules of procedure and shall keep a record of its proceedings.
4. A majority of the Directors present in person at a meeting shall constitute a quorum. Each Director shall have one vote. Decisions of the Board of Directors require a majority vote of the Directors appointed and serving at a Board meeting having a quorum present.

ARTICLE 6

EXEMPTION FROM MOTOR CARRIER ACT

SECTION 6.01: EXEMPTION FROM MOTOR CARRIER ACT

1. In the exercise of its powers within its boundaries, the Authority is exempt from the Motor Carrier Act, Act No. 254 of the Public Acts of 1933, being sections 475.1 to 479.20 of the Michigan Compiled Laws; Act No. 3 of the Public Acts of 1939, being sections 460.1 to 460.8 of the Michigan Compiled Laws; and Act No. 42 of the Public Acts of 1982, being sections 474.101 to 474.139 of the Michigan Compiled Laws.

ARTICLE 7

FUNDING

SECTION 7.01: FUNDING

1. The Authority may apply for and accept grants, loans, or contributions from the federal government or any of its agencies, the state, other public or private agencies, or other lawful sources.

SECTION 7.02: FINANCING

1. The Authority may finance public transportation services, including any public transportation system and public transportation facilities pursuant to the provisions of the Act.

2. Budgets and appropriations shall be made in accordance with Act 2 of the Public Acts of 1968.

SECTION 7.03: TAX LEVY

1. The Authority may levy a tax for public transportation purposes as provided for and within the time limits and rates established by the Act within its jurisdictional boundaries subject to the tax limitations of which are provided by general law within the meaning of section 6 of article IX of the Michigan Constitution of 1963.
2. No tax may be levied except upon the approval of a majority of the registered electors residing within the jurisdictional boundaries of the Public Authority affected and qualified to vote and voting on the tax at a general or special election called in accordance with Act 196.

SECTION 7.04: PUBLIC AUTHORITY MEMBER TAX LEVY

1. Any member of the Authority, or a political subdivision, otherwise granted taxing authority under state law may levy a tax within the limits of its political subdivision, and appropriate, grant, or contribute, in whole or in part, the tax levied and collected to the Authority for public transportation purposes as authorized by the Act, or to provide sufficient money to fulfill its contractual obligations to the Authority, which tax will be within charter, statutory, and constitutional limitations thereon.

SECTION 7.05: PAYMENTS, APPROPRIATIONS, OR CONTRIBUTIONS

1. Any member of the Authority or a political subdivision outside Calhoun County may contract with the Authority to make payments, appropriations, or contributions to the Authority of the proceeds of taxes, special assessments, or charges imposed or collected by the political subdivision or out of any other funds legally available in exchange for service.

SECTION 7.06: FULL FAITH AND CREDIT

1. Any political subdivision within the Authority's jurisdiction may, but is not required to, pledge its full faith and credit for payment of its contractual obligation to the Authority.

SECTION 7.07: NOTES AND BONDS

1. If the Authority has issued notes or bonds in anticipation of payments, appropriations, or contributions to be made to the Authority pursuant to a contract by a political subdivision, the political subdivision may levy a tax, subject to all appropriate statutory and constitutional requirements, on all taxable property in the political subdivision to provide sufficient money to fulfill its contractual obligations to the Authority in accordance with law.

SECTION 7.08: EXISTING LEVIES

1. Any political subdivision outside the Authority's jurisdiction that has authorized the levy of a tax to provide money for public transportation purposes or has imposed, collected special assessments, or charges for public transportation purposes may contract with the Authority to make payments, appropriations, or contributions to the Authority of the proceeds of the taxes, special assessments, subject to the conditions of the original authorization of such levy in exchange for service.

SECTION 7.09: BORROWING MONEY

1. By resolution of the Board, the Authority may borrow money and issue notes and bonds in anticipation of the collection of taxes and other revenues for its current or succeeding fiscal year, to provide funds for operating purposes or for capital purposes related to transportation facilities pursuant to the provisions of the Act.

SECTION 7.10: REVENUES PLEDGED FOR PAYMENT OF DEBT

1. The revenues pledged for payment of debt service on bonds or notes shall be, and remain subject to, a statutory lien until the payment in full of the principal and interest on the bonds or notes unless the resolution authorizing the issuance of the bonds or notes provides for earlier discharge of the lien by substitution of other security. The pledge of revenues and any statutory lien that exists for the payment of debt services on bonds or notes shall be effective for all purposes without delivery of any evidence in this regard or any recording.

SECTION 7.11: INVESTMENTS

1. The Authority may invest any of its money in accordance with all applicable laws and regulations.

ARTICLE 8

COLLECTIVE BARGAINING AGREEMENTS

SECTION 8.01: CONTRACTUAL OBLIGATIONS

1. The Authority shall have the right to collectively bargain and enter into agreements with labor organizations pursuant to applicable law. Upon succession by the Authority to a public transportation system, the Authority shall assume and be bound by any existing collective bargaining agreements applicable to that system for the remainder of the term of that agreement, and, except where the existing collective bargaining agreement may otherwise permit, shall retain the employees covered by that collective bargaining agreement. The succession to a public transportation system by the Authority shall not adversely affect any existing rights and obligations contained in the existing collective bargaining agreement.

ARTICLE 9

BUDGET AND AUDITS

SECTION 9.01: BUDGETS AND AUDITS

1. Prepare budgets and appropriations acts in accordance with sections 14, 15(1)(a) to 15(1)(g), 15(1)(i), 15(2), 16, 17, 18, and 19 of the Uniform Budget Act, Act No. 2 of the Public Acts of 1968, being sections 141.434 to 141.439 of the Michigan Compiled Laws.
2. The Authority shall obtain an annual audit in accordance with sections 6 to 13 of Act 2 of the Public Acts of 1968 of the Michigan Compiled Laws. The audit shall be in accordance with generally accepted government auditing standards as promulgated by the United States General Accounting Office and satisfy federal regulations relating to federal grant requirements.
3. Copies of the Audit will be filed with, the State Treasurer and the State Transportation Department as provided for in the Act.

ARTICLE 10

AMENDMENTS

SECTION 10.1: AMENDMENTS

1. These Articles of Incorporation, including the District Map, may be amended by the Calhoun County Board of Commissioners. All amendments must comply with applicable state and federal laws and filed and published in the same manner as the original Articles of Incorporation.

SECTION 10.02: TERMINATION OF TRANSPORTATION SERVICES; DISSOLUTION OF THE AUTHORITY

1. Any political subdivision that is a member of the Public Authority may be released from membership in the Public Authority if the conditions set forth in the Act are met, which may or may not necessitate the decision to stop providing transportation services as contemplated in the agreement.
2. The Authority may be dissolved as provided for in the then current laws and regulations governing the formation or legal tax status of the Public Authority. The dissolution action shall provide for the distribution of all assets, for the settlement of all debts and liabilities of the Authority, and the provision for continued transportation services to the cities of Battle Creek and Marshall.

3. Notice of the decision to stop providing transportation services, or dissolution of the Public Authority, shall be executed jointly by the Chairperson and by the Secretary of the Board of the Public Authority, after a majority vote by the then serving members of the TACC Board, filed with the recording officer of the Calhoun County Clerk, and filed and published in the same manner as the original Articles of Incorporation. Except as provided above, dissolution is not required if either (a) a member political subdivision is released from membership, or (b) a political subdivision withdraws from the Authority pursuant to section 3.02.
4. On release from or dissolution of the Authority, any millage obligation pledged for the use by the Authority shall be deemed extinguished as of the date of the dissolution subject to payment or provision for payment of all obligations of the political subdivision to the Public Authority or its creditors as of the date of release or dissolution; and thereafter, in the case of dissolution of the Authority, the respective political subdivisions shall have no obligation to pledge the respective tax levy to any successor-in-interest to the Authority.

CLERK ENDORSEMENT

The foregoing Articles of Incorporation for the TACC were amended by an affirmative vote of a majority of the members serving on Calhoun County Board of Commissioners as the incorporating political subdivision at a meeting duly held on the 15th day of February, 2024.

Pursuant to the Act, execution of this endorsement by the Clerk/Registrar of Calhoun County, the incorporating authority, shall be evidence of adoption of the amended Articles of Incorporation.



Kimberly Hinkley

Calhoun County Clerk and Register of Deeds