

TRANSPORTATION AUTHORITY OF CALHOUN COUNTY BY-LAWS

ARTICLE I - NAME

This Corporation shall be known as the Transportation Authority of Calhoun County, herein referred to as the "Authority".

ARTICLE II - BOARD OF DIRECTORS

1. General. The property, business, and affairs of the Authority shall be managed by a Board of Directors, herein referred to as the "Board." Board membership, composition, and time of service shall be described in the Articles of Incorporation.

2. Authority. The Board shall have the general direction, control, and management of the business of the Authority. It shall have the power to lease, purchase, sell, and convey real estate; to purchase, pledge and/or sell personal property; to make and enter into contracts and agreements on behalf of the Authority as it deems necessary for the successful operation of the Authority in compliance with State Law. The board shall have authority to elect or appoint all officers, prescribe their duties, and determine their compensation, to discharge any such officers with or without cause, and to assign any officer to new duties as it may think proper. The compensation and duties of other employees of the Authority may be fixed by the Board or may be delegated by the Board to a committee or any individual.

3. Committees. The Chairperson of the Board may appoint, subject to Board approval, committees as she or he determines necessary. These committees shall work on such matters as may be delegated to them by the Board and may make recommendations to the entire Board for appropriate action. Committee meeting minutes shall be kept and shall be provided to each Board member as well as becoming part of the official records of the Authority. The Chairperson may, with Board approval, appoint Ad Hoc Committees consisting of Board members and/or citizens of Calhoun County. A specific date shall be established for completion of each special committee assignment, extendable only by a two-thirds vote of the entire Board. The Transportation Authority will have no standing committees.

4. Compensation. No Board member shall receive any compensation from the Board. No Board member may serve as an employee of the Board. Board members may receive reimbursement of expenses incurred in the performance of Board duties.

ARTICLE III - OFFICERS

1. Officers. The official officers of the Authority shall be a Chairperson, Vice-Chairperson, Treasurer, and Secretary who shall be members of the Board and who shall be elected at the initial meeting and each annual meeting of the Board thereafter.

Vacancies in the positions of officers may be filled by the Board at any time by majority vote. The Board shall also have the authority to appoint a Treasurer and Recording Secretary who need not be members of the Board.

2. Compensation. The officers shall receive no compensation.

3. Chairperson. The Chairperson shall preside over all meetings and shall appoint all committees with the approval of the Board. The Chairperson shall be responsible for the agenda and the Chairperson shall perform such other duties as the Board may designate. The Chairperson shall sign the minutes of the Board meetings after those minutes have been approved by the action of the Board.

4. Vice-chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson.

5. Secretary. The Secretary shall sign the minutes of Board meetings although the recording of such may be done by a Recording Secretary. The Secretary shall have custody of the books and records of the Authority. The Secretary shall perform such other duties, as from time to time may be prescribed by the Board.

6. Treasurer. The Treasurer shall keep accounts of all monies of the Authority received or disbursed and shall deposit all monies and valuables in the name of and to the credit of the Authority in the banks or other depositories as the Board of Directors shall designate. Checks against the Authority accounts shall be signed as directed by the Board of Directors. The Treasurer shall have custody of the financial books and records of the Authority and shall keep accurate accounts of the financial reports of the Authority and render such reports as may be requested by the Board of Directors.

7. Recording Secretary. The Board may appoint or employ any person to act as Recording Secretary. The Recording Secretary shall record the minutes of the meetings of the Board and record all the votes of the Board. The Recording Secretary shall perform all other duties as may be assigned by the Board. Minutes shall be signed by the Recording Secretary and forwarded to the Secretary (if applicable) for his or her signature upon approval by the Board.

ARTICLE IV - EXECUTIVE DIRECTOR

1. Appointment. The Board shall appoint and employ an Executive Director who shall have active direction and management of the day-to-day operations of the Authority. The Executive Director shall perform such other duties as assigned by the Board and shall carry out the policies of the Board. The Executive Director reports only to the Board of Directors.

2. Compensation. The Executive Director shall receive such compensation as may be determined by the Board.

3. Discharge. The Executive Director may be discharged on a majority vote of the Board.

ARTICLE V - CONFLICT OF INTEREST

1. Financial Conflict. No Board member, officer, employee of the Authority shall have any financial interest, directly or indirectly, in any contract or other dealing with the Authority, unless all material facts relating to that interest are disclosed to the Board and the Board authorizes the contract or other dealing by a 2/3 vote, without counting the vote of the interested person if a Board member.

2. Determination. If a conflict-of-interest question is raised it shall be resolved by a majority vote of the remaining Board members. It is the responsibility of the Board member, officer, or employee, to inform the Board or their supervisor of any potential or perceived conflict of interest.

3. Voting. If a conflict should arise regarding any issue under voting consideration, the Board member involved shall abstain from voting on the matter.

ARTICLE VI - MEETINGS

1. Open Meetings. All meetings of the Board shall be subject to the requirements of Public Act 267 of 1976, as amended, (Open Meetings Act).

2. Minutes. Minutes shall be kept of each Board and committee meeting showing the date, time, place, members present, members absent, and any action taken. Minutes of all Board meetings shall be approved by the Board, and signed by the Secretary and Chairperson and made a permanent part of the records of the Authority.

3. Place of Meeting. The Board may hold any of its meetings at such place or places within the County of Calhoun, subject to the requirements of Paragraph I herein, as the Board may from time to time designate or as shall be designated by the person or persons calling any special meetings.

4. Annual Meeting. Unless changed by the Board, the annual meeting of the Authority for election of Board Officers and the transaction of any other business shall be held on the second Tuesday of January at a time and place to be established by the Board.

5. Regular Meetings. Regular meetings of the Board shall be held on the second and fourth Tuesday of each month, at such times and places as shall be established by the Board at its annual meeting. The board may waive the need to hold a regular meeting, as it deems appropriate.

6. Notice of Regular Meetings. Notice of regular meetings shall be given as required by the Michigan Open Meetings Act.

7. Special Meetings. Special meetings of the Board may be called at any time by the Chairperson of the Board or by any two (2) Board members.

8. Notice of Special Meetings. Notice of all special meetings of the Board shall be given to the public as required by the Open Meetings Act and shall be given in writing to each Board member at least 18 hours prior to such meetings. Board members may waive, in writing, the right to receive 18 hours advance notice but in no event shall the notice given be shorter than required by the Open Meetings Act.

9. Business at Special Meetings. No business shall be transacted at a special meeting except stated in the notice posted and sent to Board members unless all Board members are present at the meeting and give unanimous consent.

10. Order of Business. The order of business for a regular meeting of the Authority shall be approved by a majority of the Board.

11. Robert's Rules of Order. The rules contained in Robert's Rules Order for small groups, unless otherwise specified herein, shall govern all meetings of the Authority.

12. Voting. Except as otherwise provided in these By-laws, by law, or by the Articles of Incorporation, a majority vote of the Board shall be required for the adoption of any motion or resolutions.

13. Quorum. Four (4) members of the Board shall constitute a quorum for the taking of official action by the Board.

14. Adjournment. If a quorum is not present for any regular, special or annual meeting, the Board members present may adjourn to such future time as shall be agreed upon by them and notice of such adjournment shall be given as required for special meetings.

15. Attendance at Board Meetings. In addition to the rights of the Calhoun County Board of Commissioners to remove and appoint its member(s) at will, the Board may remove any member who fails to attend three (3) regular meetings in a one (1) year period if such attendance is without valid reason as determined by the remaining Board members. A Board member removed under this section may not return to the Board for at least one (1) year following the effective date of his or her removal.

ARTICLE VII - FINANCES, CONTRACTS AND BUDGET

1. Depository. The funds and accounts of the Authority shall be deposited in such bank or other depository as shall be designated by the Board.

2. Checks. All checks, drafts, or other orders for payments of money, notes, or other evidence of indebtedness, issued in the name of or payable to the Authority, shall be

signed or endorsed by ~~at least two of~~ the following persons: Chairperson and Treasurer. Each such person shall give such bond as the Board may require.

3. Execution of Contracts. The Board may authorize the Executive Director, or any officer, agent, or employee, to enter into any contract or execute any instrument in the name and on behalf of the Authority. No person shall have any power or right to bind the Authority, unless authorized by the Board, by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

4. Preparation of Budget. The Executive Director shall, by August 1st of each year, prepare and present a budget for consideration by the Board for the upcoming fiscal year. The Executive Director shall use the records of operation of the Authority through at least the preceding July 1st in preparing the budget.

ARTICLE VIII - FISCAL YEAR

1. Date. The fiscal year of the Authority shall commence on October 1st and end on the following September 30th.

2. Audit. An annual audit of the Authority shall be made by a certified public accountant. The accountant making such audit shall be appointed annually by the Board.

ARTICLE IX - AMENDMENTS

1. Vote. These By-laws may be amended, added to, or repealed at a regular or special meeting by a two-thirds majority vote of the entire Board.

2. Notice. These By-laws may not be amended, added to, or repealed, unless a statement of proposed amendments, additions, or action to repeal, has been included in, or has accompanied, the notice of the meeting at which such action shall be taken.

ARTICLE X - DISSOLUTION

1. Manner. The manner of dissolution of this Authority shall be as provided by State law.

ARTICLE XI - INDEMNIFICATION OF BOARD MEMBERS

1. General. Any Board member who is party, or is threatened to be made a party to any threatened or pending civil suit or administrative proceeding, including the investigative stages thereof, by reason of the fact that he or she is or was a Board member, shall be indemnified by the Authority against expenses (including attorney fees), judgments, or amounts paid in settlement, which were actually and reasonably incurred by such

person if he or she acted in good faith and in a manner a reasonable person would believe to be in or not opposed to the best interest of the Authority.

2. Versus the Authority. A Board member shall not be indemnified by the Authority for any claims or civil actions by the Authority against such Board member or by such Board member against the Authority unless a Court of competent jurisdiction rules that such Board member had prevailed on litigation involving the Board member and the Authority.

3. Criminal. No Board member shall be indemnified by the Authority for investigations or prosecutions involving suspected or actual criminal conduct on the part of that Board member.

4. Verification. Any indemnification under subsection 1 of this Article shall be made only after a majority of the Board members not involved, disinterested person or persons selected by the Board, or through a legal opinion by an attorney selected by the Board, determines that a particular instance qualifies for indemnification.

5. Advanced Cost. Upon receipt of a legally binding commitment, with such security as the Board may require, to repay such amount unless it is later determined that he or she is entitled to be indemnified by the Authority, the Board may, after determining that it appears reasonably like that the involved Board member would ultimately be entitled to indemnification by the Authority, advance expenses and other costs incurred in defending a claim or civil action as described in subsection 1 above.

6. Insurance. The Board may purchase and maintain insurance on behalf of any Board member, former Board member, officer, employee, or agent of the Authority against any liability which may be asserted against him or her and incurred by them in any such capacity, whether or not the Authority would have been required to indemnify such person against liability under the provision of this Article.

Adopted: June 4, 2024