

Court Committee Meeting Minutes
MIDC Michigan Indigent Defense Commission
Tuesday, February 16, 2021 at 4:00 p.m.
Zoom Conference Call

IN ATTENDANCE:

- Kevin Osbourne, Court Committee Chair
- John Kozlowski, Commissioner
- Brenda Fournier, Commissioner
- Bill Pfeifer, Attorney, MAC Administrator
- Kim Ludlow, County Treasurer
- Sgt. Scott Gagnon, Sheriff's Office Jail Administrator
- Mary Muszynski, District Court Administrator
- Dennis Grenkiewicz, Attorney
- Tammy Bates, County Executive Manager
- Wes Wilder, County Maintenance Superintendent
- Barbara Klimaszewski, MIDC
- Lynn Bunting, County Board Assistant

Chair Osbourne called the meeting to order at 4:01 p.m.

INFORMATION ITEM: MAC Administrator Bill Pfeifer presented the proposed Bylaws for the Public Defender's Office for discussion and approval (attachment #1). Bill informed the Committee that the proposed Bylaws include Alpena County and Montmorency County at this time and the in the near future possibly Alcona County as the bylaws will allow to add counties as time goes by. Bill stated he has not presented them to the Montmorency County yet but believe they will be on board. Bill reported the Bylaws include initially 5 members on the Board of Directors with one nonvoting chosen as the Chief Public Defender and to include a non-floating member as well.

Moved by Commissioner Fournier and supported by Commissioner Kozlowski to recommend to approve the below Action Item and present to the Full Board for approval. Roll call vote was taken: AYES: Commissioners Fourier, Kozlowski and Osbourne. NAYS: None. Motion carried.

ACTION ITEM #1: The Committee recommends to approve the Bylaws for the Public Defender's Office as presented.

INFORMATION ITEM: Bill presented the Articles of Incorporation for the Public Defender's Office for discussion and approval (attachment #2). Bill informed the Committee that after he files the nonprofit 501c3 with the state (Fee \$20) then he will file for 501c3 status with the IRS. County Treasurer informed the Committee that there is \$3,500 in the MIDC budget for setting up a 501c3 nonprofit corporation.

Moved by Commissioner Kozlowski and supported by Commissioner Fournier to recommend to approve the below Action Item and present to the Full Board for approval. Roll call vote was taken: AYES: Commissioners Fourier, Kozlowski and Osbourne. NAYS: None. Motion carried.

ACTION ITEM #2: The Committee recommends to approve the Articles of Incorporation for the Public Defender's Office and to submit for a license to the regulatory affairs office.

INFORMATION ITEM: Bill reported he reviewed the job posting for the Public Defender with MIDC representative Barb Klimaszewski and will speak with Montmorency County before advertising on the state court, public defender and prosecuting attorney websites.

Moved by Commissioner Fournier and supported by Commissioner Kozlowski to recommend to approve the below Action Item and present to the Full Board for approval. Roll call vote was taken: AYES: Commissioners Fourier, Kozlowski and Osbourne. NAYS: None. Motion carried.

ACTION ITEM #3: The Committee recommends to approve the job posting for the Public Defender and authorize the MAC Administrator to advertise for the position as presented.

INFORMATION ITEM: Discussion on options for location of the Public Defender Office. Bill reported that the space at the DHD#4 building would not be a good location due to some of the clientele and the State supports his decision. Bill reported he will meet with Wes to look at the space available in the basement of the Annex building. Bill informed the Committee that the State does have some monies to help reconfigure space and if needed to get remodeled as long as the cost is reasonable.

INFORMATION ITEM: Bill reported he spoke with Barb and the state said we need to use the old polycoms first and if they are unusable or cannot modify them to fit the space they will consider our request for reimbursement but as of right now have not approved it. Wes reported the IT Department has one of the polycoms that just needs to be hooked up to see if it works and the other polycom was taken to the jail. Sgt. Gagnon reported that the need two polycoms and as long as they have Zoom access they are in good shape utilizing their iPads and if the other polycom works that should satisfy their need at this time.

Barb reported that a lot of County jails are using tablets and moving away from polycoms. She informed the Committee that if tablets are put in the budget in the future that this would be favorable with the state.

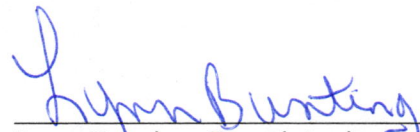
INFORMATION ITEM: Bill gave a financial update for 2021 reporting he completed the first quarter report for 2021, compliance and financial status report for 4th quarter 2020. He explained the billing process regarding the accounting aspect and informed the Committee that the budget this year approved by the state is contemplating switching over to a Public Defender Office.

PUBLIC COMMENT: None.

ADJOURNMENT: Moved by Commissioner Fournier and supported by Commissioner Kozlowski to adjourn. Roll call vote was taken: AYES: Commissioners Kozlowski, Fournier and Osbourne. NAYS: None. Motion carried.

The meeting adjourned at 4:41 p.m.

Kevin Osbourne, Court Committee Chair



Lynn Bunting, Board Assistant

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#1

**BYLAWS
NORTHEAST MICHIGAN REGIONAL DEFENDER OFFICE**

ARTICLE I
OFFICE

1.01 *Principal Office.* The principal office of the corporation shall be at such place within the State of Michigan as the board of directors may determine from time to time.

ARTICLE II
MEMBERS

There shall be no members.

ARTICLE III
BOARD

3.01 *General Powers.* The business, property, and affairs of the corporation shall be managed by the board of directors.

3.02 *Number.* The business and affairs of the corporation shall be managed by a board of seven to nine directors who shall be residents of the State of Michigan.

3.03 *Tenure.* Each director of the Corporation shall hold office until the director's death, resignation, removal or upon expiration of said director's term of office or until a successor has been appointed. Each Director shall serve a term of three (3) years subject to the terms for the initial Board of Directors as specified by the incorporator.

3.04 *Resignation.* Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.

3.05 *Removal.* Any director may be removed with cause by the remaining directors on the board.

3.06 *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining directors of the board, provided that person is eligible to serve pursuant to MCL 450.2514 and the articles of incorporation.

3.07 *Annual Meeting.* An annual meeting shall be held each year on September 15th. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient, but before September 30th of said year.

3.08 *Regular Meetings.* Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution.

3.09 *Special Meetings*. Special meetings of the board may be called by the chief executive officer or any four directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time, place and purpose of special meetings shall be given to *each* director in any manner at least three days before the meeting.

3.10 *Statement of Purpose*. Neither the business to be transacted at, nor the purpose of any regular meeting of the board need be specified in the notice for that meeting.

3.11 *Waiver of Notice*. The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.12 *Meeting by Telephone or Similar Equipment*. A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other, provided that a quorum of the board of directors must be physically present in order for any business to be conducted at said meeting. Participation in a meeting pursuant to this section constitutes presence in person at the meeting. Provided, however, this section shall only be applicable so long as said attendance is allowed under the Michigan Open Meetings Act; M.C.L. 15.241, *et. seq.*

3.13 *Quorum*. A majority of the directors then in office and physically present constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

3.14 *Consent to Corporate Actions*. Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors' consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

ARTICLE IV COMMITTEES

4.01 *General Powers*. The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of three or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board; or
- (e) fix compensation of the directors for serving on the board or on a committee;
- (f) enter into employment agreements or revise personnel policies and procedures without approval of the Board of Directors.

4.02 *Meetings.* Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in Article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

4.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE V OFFICERS

5.01 *Number.* The officers of the corporation shall be appointed by the board. The officers shall be a Chief Executive Defender (CED), who is an employee of the Northeast Michigan Regional Defender Office (NEMRDO) and a secretary. There may also be a Deputy Defender/Training Officer, and such other officers as the board deems appropriate. The CED shall not be a voting member of the board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the CED or by the board to be executed, acknowledged, or verified by two or more officers.

5.02 *Term of Office.* Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03 *Removal.* An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

5.04 *Vacancies.* A vacancy in any office for any reason may be filled by the board.

5.05 *Chief Executive Defender (CED).* The CED is appointed by the board, shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The CED shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation consistent with Michigan Indigent Defense Commission standards. The CED shall sign all corporate documents and agreements on behalf of the corporation, unless the CED or the board instructs that the signing be done with or by some other officer, agent, or employee. The CED shall see that all actions 'taken

by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the CED's right and the right of the board to delegate any specific power to any other officer of the corporation.

5.06 *Deputy Defender/Training Officer (Deputy Defender or DD)* The DD, if any, shall have the power to perform duties that may be assigned by the CED or the board. If the CED is absent or unable to perform his or her duties, the DD shall perform the CED's duties until the board directs otherwise. The DD shall perform all duties incident to the office.

5.07 *Chairperson.* The chairperson, if elected, shall preside at all board meetings. The chairperson shall have the power to perform duties as may be assigned by the board.

5.08 *Secretary.* The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each officer and director; and (e) perform all duties incident to the office and other duties assigned by the chairman or the board.

5.09 *Vice-chairman.* The vice-chairman shall (a) perform duties of the chairman when the chairman is unavailable and (b) perform all duties incident to the office and other duties assigned by the chairman or the board.

ARTICLE VI CORPORATE DOCUMENT PROCEDURE

No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE VII INDEMNIFICATION

7.01 *Nonderivative Actions.* Subject to all of the other provisions of this article, 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. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of *nolo contendere*

or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

7.02 Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

7.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

7.04 Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

7.05 Determination That Indemnification Is Proper. Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. The determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.

7.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

7.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

7.08 Nonexclusively of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

7.09 Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

7.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person for actions taken within the scope of the Director's and Officer's role and responsibilities.

7.11 Insurance. The corporation shall purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

7.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

ARTICLE VIII
COMPENSATION

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, employee, agent, or independent contractor, except as prohibited by these bylaws. No director shall receive compensation greater than the per-diem, as may be established by the Board of Commissioners of each participating county from time to time for its members for attendance at such board of Committee meetings, and reasonable out-of-pocket expenses associated therewith, so long as the NEMRDO budget includes these educational and/or travel expenses at such educational events.

ARTICLE IX
FISCAL YEAR

The fiscal year of the corporation shall end on September 30.

ARTICLE X
AMENDMENTS

The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting of the board.

#2



**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received	AC1	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.		

Name William A. Pfeifer		
Address 114 S. Second Avenue		
City	State	ZIP Code
Alpena	MI	49707

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
 If left blank, document will be returned to the registered office.

ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is: Northeast Michigan Regional Defender Office
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ARTICLE II

The purpose or purposes for which the corporation is formed are: The providing of legal representation to indigent adult individuals charged with the commission of acts against society punishable as crimes occurring in Northeast Michigan, including Alpena and Montmorency counties, and assisting those counties in fulfilling their responsibilities as set forth in the compliance plan for each county approved by the Indigent Defense Commission, as amended from time to time.

ARTICLE III

1. The corporation is formed upon a <u>Nonstock</u> basis. <div style="text-align: center; margin-left: 150px;">(Stock or Nonstock)</div>
2. If formed on a stock basis, the total number of shares the corporation has authority to issue is _____. If the shares are or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under IRC 501(0)(3) or the corresponding section of any future federal tax code or (2) by a corporation whose contributions are deductible under IRC 170(c)(2) or the corresponding section of any future federal tax code.

ARTICLE VII

On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE VIII

No member of the board of directors of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the Act), or a volunteer officer shall be personally liable to this corporation for money damages for any action taken or any failure to take action as a director or volunteer officer, except liability for any of the following:

1. the amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled
2. intentional infliction of harm on the corporation or its shareholders or members
3. violation of section 551 of the Act
4. an intentional criminal act
5. a liability imposed under section 497(a) of the Act

The corporation assumes all liability to any person, other than the corporation for all acts or omissions of a director or a volunteer officer incurred in the good-faith performance of the directors or officers duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or the corresponding section of any future federal tax code.

SEE ATTACHED SHEET

I, (We), the incorporator(s) sign my (our) name(s) this _____ day of February, 2021

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Preparer's Name William A. Pfeifer

Business Telephone Number (989) 354-8242

INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Articles of Incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982, by one or more persons for the purpose of forming a domestic nonprofit corporation.
4. Article II - The purpose for which the corporation is formed must be included. It is not sufficient to state that the corporation may engage in any activity within the purpose for which corporations may be formed under the Act.
5. Article III - The corporation must be formed on a stock or nonstock basis. Complete Article III(2) or III(3) as appropriate, but not both. Real property assets are items such as land and buildings. Personal property assets are items such as cash, equipment, fixtures, etc. The dollar value and description must be included. If there is no real and/or personal property, write in "none".
6. A domestic nonprofit corporation may be formed on either a membership or directorship basis. A membership corporation entitles the members to vote in determining corporate action. If formed on a directorship basis, the corporation may have members but they may not vote and corporate action is determined by the Board of Directors.
7. Article IV - A post office box may not be designated as the address of the registered office.
8. Article V - The Act requires one or more incorporators. Educational corporations are required to have at least three (3) incorporators. The address(es) should include a street number and name (or other designation), city and state.
9. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
10. The Articles must be signed in ink by each incorporator listed in Article V. However, if there are 3 or more incorporators, they may, by resolution adopted at the organizational meeting by a written instrument, designate one of them to sign the Articles of Incorporation on behalf of all of them. In such event, these Articles of Incorporation must be accompanied by a copy of the resolution duly certified by the acting secretary at the organizational meeting and a statement must be placed in the articles incorporating that resolution into them.
11. **FEES:** Make remittance payable to the State of Michigan. Include corporation name on check or money order.

FILING AND FRANCHISE FEE.....**\$20.00**

Veterans: Pursuant to MCL 450.3060(5), if a majority of the initial members of a membership corporation, initial directors of a directorship corporation, or initial shareholders of a stock corporation, as applicable, are, or if applicable the initial members, initial directors, or initial shareholders will be, individuals who served in the armed forces and were separated from that service with an honorable character of service or under honorable conditions (general) character of service, you may contact the Corporations Division regarding a fee waiver.

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs
 Corporations, Securities & Commercial Licensing Bureau
 Corporations Division
 P.O. Box 30054
 Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
 Okemos, MI
 Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA, MasterCard, or Discover when delivered in person to our office.

COFS (Corporations Online Filings System):

This document may be completed and submitted online at www.michigan.gov/corpfileonline.

Fees may be paid by VISA, MasterCard, or Discover.

Documents that are endorsed filed are available at www.michigan.gov/corpanytype. If the submitted document is not fileable, the notice of refusal to file and document will be available at the Rejected Filings Search website at www.michigan.gov/corprejected.

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Optional expedited service.

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The nonrefundable expedited service fee is in addition to the regular fees applicable to the specific document.

Please complete a separate CSCL/CD-272 form for expedited service for each document submitted in person or by mail.

24-hour service - \$50 for formation documents and applications for certificate of authority.

24-hour service - \$100 for any document concerning an existing entity.

Same day service

- **Same day - \$100 for formation documents and applications for certificate of authority.**
- **Same day - \$200 for any document concerning an existing entity.**

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST OR EDT.

- **Two hour - \$500**

Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST OR EDT.

- **One hour - \$1000**

Review completed within one hour on day of receipt. Document and request for 1 hour expedited service must be received by 4 p.m. EST OR EDT.

Documents submitted by mail are delivered to a remote location for receipts processing and are then forwarded to the Corporations Division for review. Day of receipt for mailed expedited service requests is the day the Corporations Division receives the request.

ARTICLE VIII (continued)

If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, the liability of members of the board of directors or officers, in addition to that described in article X, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of Article X shall apply to or have any effect on the liability or alleged liability of any member of the board of directors or officer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE IX

The corporation assumes the liability for all acts or omissions of a volunteer if all of the following conditions are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3135.

ARTICLE X

The Corporation shall have a Board of Directors consisting of at least five (5) individuals who are adult residents of Northeast Michigan, including Alpena County, Montmorency County and any other county that may be included hereafter.

At least 3 of the five members shall be licensed attorneys in good standing with the State Bar of Michigan.

The term of office shall be for a period of three years, except that the initial terms shall be staggered, with two (2) directors' terms of one year, two (2) directors' terms of two years, and one (1) director's term of three years.

The initial directors shall be appointed by the Incorporator; thereafter the board of directors shall select its own members consistent with the above criteria.

Directors of the corporation shall serve without salary or other remuneration, except that each director shall be entitled to a per-diem payment equal to the then current per-diem payment to members of the Board of Commissioners in the director's county of residence as to attendance at its meetings, and for attending educational seminars or related meetings, and shall be entitled to reimbursement of expenses incurred in attendance at said events, and other incurred expenses which are reasonable in the performance of the directors duties.

TITLE	CHIEF PUBLIC DEFENDER A soon to be formed 501(c)(3) Non-Profit Board of Directors composed of members from Alpena and Montmorency County is seeking applications for a Chief Public Defender for Alpena and Montmorency Counties. The position requires some travel between the two counties for Court and other travel that may be necessary to carry out the duties of the Chief Public Defender
FULL-TIME/PART TIME	Full-Time
LOCATION	Alpena and Montmorency County
SALARY	\$92,000 + benefits
DESIRED QUALIFICATIONS	Juris Doctorate Degree with a Certificate of Admittance to the State Bar of Michigan AND A minimum of ten (10) years of experience in the practice of criminal defense, including a minimum of five (5) years of experience in the administration of legal services. Also a minimum of five (5) capital jury trials that reached a verdict
REQUIRED KNOWLEDGE, SKILLS AND ABILITIES	Comprehensive knowledge of law and legal practices that pertain to constitutional guarantees and due process; Through knowledge of administrative practices; Ability to work with individuals in crisis who may suffer from mental or emotional illness, have violent tendencies or be unconcerned with their personal safety and hygiene; Ability to communicate effectively, both orally and in writing; Ability to handle, as necessary, criminal cases of various kinds in various courts, including but not limited to felony jury trials; Knowledge of HIPPA and other privacy requirements; Strong ability to exercise mature judgment and initiative in analyzing problems and recommending solutions; Strong oral and written skills, strong interpersonal and public relation skills
ADDITIONAL REQUIREMENTS	Ability to develop good working relationships with court staff and the public, including community and governmental agencies; Working knowledge of computer applications and associated software; Ability to work under stressful situations; Ability to attend work regularly

GENERAL STATEMENT OF DUTIES

Appointed by and works at the pleasure of the 501(c)(3) Non-Profit Board of Directors. This position plans, organizes and directs the activities and staff of the Public Defender Office. Uses considerable independent discretion at all times as the Public Defender ensuring that constitutional guarantees are upheld, rights are protected and due process is implemented fairly, equally, equitably and consistently.

The Chief Public Defender is responsible for staffing, training, supervising, counseling and discipline for the office. The position ensures that the office meets all constitutional and legislative requirements as they pertain to the representation of indigent adult offenders and provides a high level of indigent defense services.

Directs, develops and implements policies and procedures for the Public Defender Office.

Directs and performs the department's administrative functions. Prepares the department's annual budget; implements the financial and regulatory requirements of the Michigan Indigent Defense Commission (MIDC).

Staff would consist of the Chief Public Defender, three (3) deputy defenders, an office manager and a legal secretary in a non-county owned office.

STATEMENT OF TASKS

Develops necessary policies and procedures to attain and maintain standards of indigent criminal defense as they are proposed and adopted by the Michigan Indigent Defense Commission (MIDC).

Develops and implements long and short term goals, objectives and work standards for the office to include the establishment and direction of programs to maximize operational effectiveness and cost efficiencies; monitors expenditures to ensure that they are within budget guidelines

Plans, organizes, assigns, directs, reviews, and evaluates the work of public defender attorneys and support staff; selects staff personnel and provides for their training and professional development; counsels and disciplines as necessary; coordinate work effort and resolve problems and issues unique to the public defender office staff; provides professional assistance to staff.

Develops, implements and organizes the public defender office.

Reviews or supervises the review of criminal investigations to determine adequacy of evidence to justify searches, seizures and the authorization of charges by the prosecution; directs public defender attorneys in gathering and analyzing case evidence, preparing arguments, filing necessary documents and presenting cases in court; assigns cases to attorneys, functions as the contract administrator for any contracts for the delivery of indigent criminal defense legal services.

Directs the maintenance of accurate legal materials, reports, correspondence and other written materials; substitutes for public defender attorneys as necessary and maintains a full felony and misdemeanor caseload.

Approves pretrial investigations, motions and expert witnesses while directing the defense of all criminal cases including, and in particular those that are the most complex or sensitive criminal cases, to include appearance in court to substitute personally as needed.

Keeps informed of legal precedents and relevant legislation by reading professional journals, court rulings, attending meetings, conferences and CLE opportunities.

Performs other duties as assigned.

CONTACT

Send resumé and letter detailing background and experience directly to William A. Pfeifer at Isackson, Wallace & Pfeifer, P.C. 114 S. Second Avenue, Alpena, MI 49707 or email to bill@alpenalegal.com

Resumés will be accepted through Monday, March 22, 2021