

**ARTICLES OF INCORPORATION
OF THE
NORTHEAST MICHIGAN MATERIALS MANAGEMENT AUTHORITY**

These articles of incorporation are adopted by the incorporating municipalities for the purpose of creating an authority under the provision of Act No. 233 of the Public Acts of 1955 of the State of Michigan, as amended (hereinafter referred to as the “Enabling Act”).

ARTICLE I

The name of the authority is “Northeast Michigan Materials Management Authority”, hereinafter referred to as the “Authority”.

ARTICLE II

“Municipality”, as referenced herein, shall include county, township, city, or village. The incorporating municipalities creating the Authority are as follows: County of Alpena, City of Alpena, Charter Township of Alpena, Green Township, Long Rapids Township, Maple Ridge Township, Ossineke Township, Sanborn Township, Wellington Township, and Wilson Township.

Said incorporating units and any other municipalities which, pursuant to Section 1 of the Enabling Act, shall become a constituent part of the Authority are hereinafter referred to as a “Constituent Municipality.”

ARTICLE III

The registered office of the Authority shall be the office of the County of Alpena, 720 W Chisholm, Suite 7, Alpena, Michigan, 49707 for a period of twenty-four (24) months until or unless a different site is designated by the Board of Directors as hereinafter established.

ARTICLE IV

The purposes of the Authority are to furnish resource and materials recovery services and to acquire, own, improve, enlarge, extend, operate, and administer a resource and materials recovery system and facilities, or to contract for the furnishing of such service to the Authority by any other appropriate source, and to carry out any one or more of any of the foregoing functions or powers, all in accordance with the authorization of the Enabling Act. A “resource and materials recovery system and facilities” as used in these Articles of Incorporation, shall be as defined in the Enabling Act, is a solid waste management system, including all plants, works, instrumentalities, and properties used or useful in connection with the collection, transportation, processing, or disposal of discarded or waste materials of any sort, including access roads and facilities for resource recovery.

ARTICLE V

The Authority shall be a public body corporate comprised of the territories lying within the corporate boundaries of its Constituent Municipalities, with the power to sue and be sued in its own name in any court of the State of Michigan having proper jurisdiction and venue; the Authority shall have all the powers necessary to carry out the purposes of its incorporation and all powers incident thereto, now or hereafter granted by the Enabling Act or by any other applicable statute and by these Articles, including, but not limited to, the following specific powers:

- a) The power to adopt by-laws and rules and regulations for the control of its affairs and the conduct of its business;
- b) The power to adopt an official seal and alter the same at pleasure;
- c) The power to maintain an office at such place or places within the constituent municipalities, as it may designate;
- d) The power to:
 - a. determine the location of any materials management facility operated, maintained, or constructed by it, and

- b. to determine in its discretion and without reference to any other provisions of the Enabling Act or any other law, the design, standards, and materials of construction of any resource recovery system or facility, and
- c. the power to construct, maintain, repair, and operate same, subject, however to the functions, powers and duties of the Michigan Department of Environment, Great Lakes & Energy (EGLE) or equivalent state or federal agency, or any other pre-emptive federal or state laws or regulations promulgated under any such laws;
- e) The power to acquire, hold, manage, control, sell, exchange, lease, and dispose of real and personal property, either within or without its corporate limits, in the exercise of its powers and the performance of its duties and purposes;
- f) The power to enter into a contract or contracts with any of its Constituent Municipalities for the furnishing of its services to any Constituent Municipality;
- g) The power to enter into a contract or contracts with any non-constituent municipality for the furnishing of its services to any non-constituent municipality;
- h) The power to enter into a contract or contracts with any other appropriate source or sources for the furnishing of materials management services by such other source or sources to the Authority, or for the use by the Authority of any of the facilities for a materials management system or services of such other source or sources.
- i) The power to secure all necessary services and to hire all necessary employees to carry out the functions and powers of the Authority, and to fix the compensation therefore; and
- j) The powers invested in it under the terms of the Enabling Act, as amended and all powers granted by any charter or other statute.

The enumeration of the foregoing specific powers shall not be construed as a limitation upon the general powers of the Authority unless the context shall clearly indicate otherwise.

The Authority shall have no direct taxing power.

ARTICLE VI

Each Constituent Municipality shall appoint representatives to the Authority as follows:

- a) The Northeast Michigan Materials Management Authority Board will be comprised of between seven (7) and thirteen (13) representatives from the following: two (2) representatives from the County of Alpena, two (2) representatives from the City of Alpena; two (2) representatives from Charter Township of Alpena Township Board; and up to seven (7) representatives total made up of one each from the following: Green, Long Rapids, Maple Ridge, Ossineke, Sanborn, Wellington and Wilson Townships providing a geographic distribution to ensure representation from all areas. These appointments shall be made annually, or according to the rules of the constituent bodies. Each term is for board of the Northeast Michigan Materials Management Authority shall three (3) years.
- b) The governing body of the Authority shall be a Board of Directors, which membership shall be made up of the respective appointees duly appointed by each of the Constituent Municipalities.

The Board shall select from among its members, a chairperson, a vice-chairperson, a secretary, and a treasurer, all of whom shall be officers of the Board. The offices of secretary and treasurer may be held by one person if so provided in the by-laws. The terms of officers shall be one year except that officers may succeed themselves; all members shall be limited to three (3) consecutive terms in the same office.

The officers of the Board shall be the executive officers of the Authority, and as such, shall be empowered to initiate and exercise the powers set forth in Article V above, including ancillary powers necessary to implement the express powers, except that the majority concurrence of the full Board membership shall be mandatory to effectuate such powers in such instances as shall be further provided for in the By-Laws.

The Board shall meet at least semi-annually and such other regular meetings as may be prescribed in the By-Laws together with such special meetings as may be necessary. In January of each year, the Board shall hold its Annual Meeting. At each

Annual Meeting, there shall be an election of officers of the Board, who shall then have the authority to call and chair meetings of the Board and of the Authority membership, except as may be otherwise provided for in the By-Laws.

All meetings of the Board, committees thereof, and the Authority shall be governed by the parliamentary provision of Robert's Rules of Order unless otherwise provided for or waived by express provisions within the officially adopted By-Laws. Any provision herein to the contrary notwithstanding, the Board shall conduct its meetings in accordance with the Open Meeting Act.

Board members and representatives may be paid such reasonable compensation as their constituent bodies may establish, consistent with the laws of the State of Michigan, and in addition, the Board may authorize payment of actual expenses incurred by a Board member for the performance of duly authorized Authority business.

In the event that a vacancy shall occur within the Board membership, such vacancy shall be filled by the legislative body of the Constituent Municipality which made the prior appointment now vacant.

These Articles specifically recognize the existence of the heretofore constituted Alpena Resource Recovery Board, and state that it is the intention of the corporation to assume the assets and liabilities thereof, or assets and liabilities held on their behalf, so as not to impair existing contracts.

ARTICLE VII

The chairperson of the Board shall be the presiding officer thereof. In the absence or disability of the Chairperson, the Vice-Chairperson, shall perform the duties of the Chairperson. The Secretary shall be the recording officer of the Authority. The Treasurer shall be the custodian of the funds of the Authority.

All monies received by the Authority shall be deposited in a bank or banks to be designated by the Board and all checks or other forms of withdrawal therefrom shall be signed by the Treasurer or Deputy Treasurer and any officer of the Board or Chief

Executive Officer, in addition to the Treasurer. The Deputy Treasurer shall be appointed by the Treasurer subject to approval by a majority of the Board at the time the appointment is made. The Deputy Treasurer shall serve at the pleasure of the Treasurer making the appointment.

The Board shall annually prepare and file with the legislative bodies of the Constituent Municipalities, a budget covering the proposed expenditures to be made for the organizing and operating of the Authority and for the necessary funds required and the source or sources thereof, for the next fiscal year.

The Board shall cause an annual audit to be made of the financial transactions of the Authority by an independent certified public accountant and shall furnish a copy thereof to the legislative body of each Constituent Municipality.

ARTICLE VIII

The Authority shall indemnify all of its officers and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties by reason of any matters relating to the affairs of the Authority provided, however, that the Authority shall not be required to provide any indemnity in such officer or employee shall be adjudged or found guilty by a court of competent jurisdiction of fraud or misconduct in the performance by such officer or employee of their duties to the Authority.

ARTICLE IX

These Articles of Incorporation may be amended at any time if such amendment is adopted by a majority of the legislative bodies of the Constituent Municipalities' which comprises the Authority. These Articles of Incorporation may be amended to include one or more municipalities other than the incorporating municipalities provided that these articles, as amended, are adopted by the legislative body of such other municipality and by the legislative body of each Constituent Municipality.

Any such amendment shall be endorsed and published and certified and filed by the recording officer of the Authority, which recording officer shall be the Secretary of the Board.

These Articles of Incorporation shall not be amended in any manner which would impair any contracts of the Authority or of any Constituent Municipality.

ARTICLE X

After adoption by the incorporating municipalities, these Articles of Incorporation shall be published once in a newspaper having general circulation in Alpena County, Michigan and printed copy thereof, certified as a true copy, with the date and place of publication, shall be filed with both the Michigan Secretary of State and the Clerk of the County of Alpena, Michigan. The Authority shall become effective upon the filing of the printed copies, as aforesaid.

ARTICLE XI

The Authority shall continue in existence perpetually or until dissolved by a 2/3 majority vote of the Constituent Municipalities or by decree of a court of competent jurisdiction provided, however, that the Authority shall not be dissolved if such dissolution would operate as an impairment of any bonds or contracts of the Authority or of any Constituent Municipality.

No Constituent Municipality shall be permitted to withdraw if it would operate as an impairment of any contracts of the Authority or of any Constituent Municipality, including the withdrawing municipality, or if such withdrawal would result in the termination of solid waste management services being furnished either by or to the Authority or any Constituent Municipality.

ARTICLE XII

The incorporating units of government hereto agree to adopt by appropriate Resolution (or alternatively, by Ordinance) all enactments necessary for the implementation and furtherance of the Northeast Michigan Materials Management Board (the Authority). These Articles of Incorporation have been adopted by the incorporating units of government, as is hereinafter set forth in the following formal endorsements, which confirm the prior execution of a Resolution which formally adopts these Articles substantially in the Resolution format herewith affixed.

ARTICLE XIII

Anything to the contrary herein notwithstanding, no Constituent Municipality shall be obligated to pay any sums of money whatsoever unless pursuant to a written contract between such Constituent Municipality and the Authority.

The foregoing Articles of Incorporation were adopted by the following constituent municipalities County of Alpena, State of Michigan, per the attached Resolutions.