

AMENDED

ARTICLES OF INCORPORATION
OF THE
THUNDER BAY TRANSPORTATION AUTHORITY

3859 U.S. 23 NORTH
ALPENA, MI 49707

EFFECTIVE
July 30, 2019

The ARTICLES OF INCORPORATION OF THE THUNDER BAY TRANSPORTATION AUTHORITY (as originally adopted on October 1, 2005) are hereby amended to read as follows:

ARTICLES OF INCORPORATION
OF THE
THUNDER BAY TRANSPORTATION AUTHORITY

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ARTICLE I

The name of the Corporation is THUNDER BAY TRANSPORTATION AUTHORITY, hereinafter referred to as "THUNDER BAY".

ARTICLE II

The incorporating political subdivisions of THUNDER BAY are the County of Alcona, County of Alpena, County of Montmorency, and the City of Alpena.

ARTICLE III

THUNDER BAY is organized pursuant to 1986 PA 196 as amended being MCL 124.51.

ARTICLE IV

THUNDER BAY is to be financed through grants of money or property from federal or state governments, other revenues from federal or state governments, fees from riders, fees from contract users, financial contributions from federal, state, county, city or township governments, and other means as authorized by statute.

ARTICLE V

The registered office of THUNDER BAY shall be at: 3859 U.S. 23 North Alpena, MI 49707

and the registered agent at that address is the Thunder Bay Transportation Authority Executive Director

ARTICLE VI

The name and address of the INCORPORATORS are as follows:

The County of Montmorency,
P.O. Box 789, Atlanta, MI 49709;

The County of Alpena, 720 W.
Chisholm Street, Alpena, MI
49707;

The County of Alcona,
106 N. 5th Street, Harrisville, MI 48740;

and The City of Alpena,
208 N. First Ave., Alpena, MI 49707.

ARTICLE VII

The purposes for which THUNDER BAY is created are to, pursuant to Act 196 of 1986, as amended, plan, promote, purchase, acquire, establish, own, lease operate or cause to be operated, maintained, improved, enlarged, or modernized, a public mass transit system within the legal boundaries of the incorporating public bodies as authorized by 1986 PA 196 as amended being MCL 124.51.

ARTICLE VIII

THUNDER BAY is hereby empowered to do anything authorized or permitted by Public Act 196 of 1986, as amended, and to do any other lawful act reasonable and/or necessary, proper, suitable or convenient for the achievement or furtherance of the purposes above stated.

ARTICLE IX

1. THUNDER BAY shall be directed and governed by a seven-person Board of Directors, hereinafter referred to as the "BOARD".
2. Each of the four incorporating public bodies (hereafter the "Founding Members") shall appoint one person to the BOARD. At the first meeting of the BOARD, the four Board Members initially appointed shall appoint three (3) additional Board Members (hereafter the "Community Members") which are representative of Education, the Senior and Disabled/Vulnerable population, Healthcare, and a Human Service Agency and/or a Community Agency. The criteria for each board member to be added as Community Members shall be published once annually between October 1 & November 1 of each year. Each candidate/applicant for board membership shall be interviewed by the Governmental Members and vetted as determined by the founding members to be appropriate. All Community Members shall serve at the pleasure of the founding members and may be removed before completing their full term.
3. Members of the BOARD must be at least eighteen (18) years of age and residents of THUNDER BAY service area. The service area shall be determined by THUNDER BAY Board Directors pursuant to the requirements of 1986 PA 196 as amended being MCL 124.51.
4. Each of the public bodies appointing "founding members" to this board, may be represented by an alternate board member who is a member of such public body's governing board, when the appointed member is temporarily unable to attend a board meeting of this body with full authority of the alternate member to vote and participate at such meeting in all manner as though the alternate were the appointed member.
5. The term of each Board Member shall be for a term of three (3) years, except that for the first appointment the term shall be staggered as to length. The original staggered terms are set forth in the Articles of Incorporation of Thunder Bay Transportation Authority as originally adopted on October 1, 2005. All Board Members, once appointed, shall continue to serve until reappointed, removed, a replacement is appointed, or they resign.

6. The BOARD as fully constituted shall hold an initial meeting at a time and place selected and agreed to by the Board Members for the purpose of electing officers, adopting by-laws, and taking any other action the BOARD deems necessary. Thereafter, the BOARD shall hold at least an annual meeting at such place and time as shall be fixed by the BOARD. The BOARD shall at its initial meeting, and at each annual meeting thereafter, elect a President, Vice President and Secretary. The BOARD shall have the authority to appoint a treasurer and recording secretary who need not be members of the BOARD. The BOARD shall transact such other business as may be necessary at its annual meeting and shall fix the time and place for regular meetings.
7. The BOARD shall keep a written or printed record of every meeting, which record shall be subject to the provisions of Public Acts 276 of 1976, as amended (Open Meetings Act). The business that the Board of Directors performs shall be conducted at a public meeting held in a compliance with the Michigan Open Meeting Act being PA 276 of 1976 (MCL 38.581, et. seq).
8. The BOARD shall supply a system of accounts to conform to the system required by law and shall provide for the auditing of said accounts in accordance with law.
9. The BOARD may employ a General Manager ⁽²⁾ with such duties and authority as shall be determined by the BOARD or it may contract with a private firm to provide management or other services as it deems appropriate under the supervision of the BOARD.
10. The BOARD shall adopt rules, regulations, and/or policies governing the employees, property, and facilities under its jurisdiction.
11. The BOARD shall have prepared an annual report regarding the operation and financial condition of THUNDER BAY, which report shall be available to the public and submitted to the incorporating political subdivisions.
12. The BOARD shall adopt by-laws, policies and procedures it deems reasonably necessary or proper for the conduct of the business of the BOARD and for accomplishing the purposes for which THUNDER BAY is created.
13. The THUNDER BAY TRANSPORTATION AUTHORITY Board Secretary shall be charged with the responsibility of causing these Articles of Incorporation to be filed as provided in Act 196 of 1986, as amended. The Board Secretary shall be responsible to publish these Articles in a publication of general circulation within the service area of THUNDER BAY.
14. The appointing bodies as enumerated in Article IX, Section 2 above, may appoint an individual to the BOARD to serve as an alternate to the THUNDER BAY Board member of the appointing body, which may then act in the capacity of the appointed Board member, provided however that the person so appointed meets the requirements of Article IX, Section 3 above, and the appointing body has complied with the provisions of this section. All alternates may serve as Board members to the BOARD, provided however that their incorporating public bodies have notified in writing, THUNDER BAY that the alternate has been appointed and the term of the appointment.

ARTICLE X

THUNDER BAY shall annually adopt a budget as required by 1951 PA 51, as amended; provided, however, that no budget shall be adopted without concurrence of two-thirds (2/3) of the Board Members appointed and serving. The original budget as adopted shall include revenues, expenses, and services that exist in any contract between THUNDER BAY and any other public or private entities that is in effect on the date the budget is adopted.

Subsequent budgets shall also include this information.

ARTICLE XI

THUNDER BAY may be dissolved in accordance with the provisions of Act 196 of 1986, as amended.

ARTICLE XII

These Articles of Incorporation may be amended at any time by two-thirds (2/3) vote of the entire Board of Directors, and with concurrence of the incorporating bodies.

ARTICLE XIII

These Articles of Incorporation shall become effective upon the filing of these articles, by the THUNDER BAY Executive Director, with the secretary of state, the clerk of Montmorency County, the clerk of the County of Alpena, the clerk of Alcona County and the Director of the state transportation department.

¹Amendment to Article IX to include §13 adopted on August 19, 2009

²Amendment to Article X adopted on May 20, 2009

³Amendment to Article IX adopted on _____

ARTICLES OF INCORPORATION
OF
THUNDER BAY TRANSPORTATION AUTHORITY

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ARTICLE I

The name of the Corporation is THUNDER BAY TRANSPORTATION AUTHORITY, hereinafter referred to as "THUNDER BAY".

ARTICLE II

The incorporating political subdivisions of THUNDER BAY are the County of Alcona, County of Alpena, County of Montmorency, and the City of Alpena.

ARTICLE III

THUNDER BAY is organized pursuant to 1986 PA 196 as amended being MCL 124.51.

ARTICLE IV

THUNDER BAY is to be financed through grants of money or property from federal or state governments, other revenues from federal or state governments, fees from riders, fees from contract users, financial contributions from federal, state, county, city or township governments, and other means as authorized by statute.

ARTICLE V

The registered office of THUNDER BAY shall be at:
3020 U.S. 23 South
Alpena, MI 49707

and the registered agent at that address is the Thunder Bay Transit System Authority General Manager.

ARTICLE VI

The name and address of the INCORPORATORS are as follows:
The County of Montmorency, the County of Alpena, the County of Alcona, and the City of Alpena.

ARTICLE VII

The purposes for which Thunder Bay Transportation Authority is created are to, pursuant to Act 196 of 1986, as amended, plan, promote, purchase, acquire, establish, own, lease operate or cause to be operated, maintained, improved, enlarged, or modernized, a public mass transit system within the legal

boundaries of the incorporating public bodies as authorized by 1986 PA 196 as amended being MCL 124.51.

ARTICLE VIII

THUNDER BAY is hereby empowered to do anything authorized or permitted by Public Act 196 of 1986, as amended, and to do any other lawful act reasonable and/or necessary, proper, suitable or convenient for the achievement or furtherance of the purposes above stated.

ARTICLE IX

1. THUNDER BAY shall be directed and governed by a seven person Board of Directors, hereinafter referred to as the "BOARD".

2. Each of the four incorporating public bodies shall appoint one person to the BOARD. At the first meeting of the BOARD, the four Board Members initially appointed shall appoint three additional Board Members which are representative of the Intermediate School District, the Senior and Handicapper population, the Regional Medical Facility, and a Human Service Agency.

3. Members of the BOARD must be at least eighteen (18) years of age and residents of THUNDER BAY service area. The service area shall be determined by THUNDER BAY Board Directors pursuant to the requirements of 1986 PA 196 as amended being MCL 124.51.

4. The term of each Board Member shall be for a term of three (3) years, except that for the first appointment the term shall be staggered as to length. Therefore, the length of term is as follows:

The term of the original appointment for Alpena County shall be one (1) year in length with subsequent terms all three (3) years in length.

The term of the original appointment for Alcona County shall be two (2) years in length with subsequent terms all three (3) years in length.

The term of the original appointment for Montmorency County shall be three (3) years in length with subsequent terms all three (3) years in length.

The term of the original appointment for the City of Alpena shall be four (4) years in length with subsequent terms all three (3) years in length.

At the first BOARD meeting of the AUTHORITY the additional three (3) Board Members shall all be appointed for a term of one (1), two (2), and three (3) years respectively, with the appointing members designating the original term when making the appointment. All Board Members, after serving their original staggered term, shall be appointed for a term of three (3) years.

All Board Members shall serve at the pleasure of the appointing AUTHORITY and may be removed, before completing their full term, in the same manner by which they were appointed. All Board Members, once appointed, shall continue to serve until reappointed, removed, a replacement is appointed, or they resign. After the original staggered terms all terms of the office for each Board Member shall be fixed for a period of three (3) years. All persons appointed to fill a vacancy created by the death, resignation, or removal of an appointed and serving Board Member shall only serve to fill the original and remaining term of the Board Member they replaced.

5. The BOARD as fully constituted shall hold an initial meeting at a time and place selected and agreed to by the Board Members for the purpose of electing officers, adopting by-laws, and taking any other action the BOARD deems necessary. Thereafter, the BOARD shall hold at least an annual meeting at such place and time as shall be fixed by the BOARD. The BOARD shall at its initial meeting, and at each annual meeting thereafter, elect a President, Vice President and Secretary. The BOARD shall have the authority to appoint a treasurer and recording secretary who need not be members of the BOARD. The BOARD shall transact such other business as may be necessary at its annual meeting and shall fix the time and place for regular meetings.

6. The BOARD shall keep a written or printed record of every meeting, which record shall be subject to the provisions of Public Acts 276 of 1976, as amended (Open Meetings Act). The business that the Board of Directors performs shall be conducted at a public meeting held in a compliance with the Michigan Open Meeting Act being PA 276 of 1976 (MCL 38.581, et. seq).

7. The BOARD shall supply a system of accounts to conform to the system required by law and shall provide for the auditing of said accounts in accordance with law.

8. The BOARD may employ a General Manager with such duties and authority as shall be determined by the BOARD, or it may contract with a private firm to provide management or other services as it deems appropriate under the supervision of the BOARD.

9. The BOARD shall adopt rules, regulations, and/or policies governing the employees, property, and facilities under its jurisdiction.

10. The BOARD shall have prepared an annual report regarding the operation and financial condition of THUNDER BAY, which report shall be available to the public and submitted to the incorporating political subdivisions.

11. The BOARD shall adopt by-laws, policies and procedures it deems reasonably necessary or proper for the conduct of the business of the BOARD and for accomplishing the purposes for which THUNDER BAY is created.

12. The THUNDER BAY TRANSIT AUTHORITY Board Secretary shall be charged with the responsibility of causing these Articles of Incorporation to be filed as provided in Act 196 of 1986, as amended. The Board Secretary shall be responsible to publish these Articles in a publication of general circulation within the service area of Thunder Bay.

ARTICLE X

THUNDER BAY shall annually adopt a budget as required by 1951 PA 51, as amended; provided, however, that no budget shall be adopted without concurrence of all Board Members appointed and serving. The original budget as adopted shall include revenues, expenses, and services that exist in any contract between Thunder Bay Transportation Authority and any other public or private entities that is in effect on the date the budget is adopted.

Subsequent budgets shall also include this information.

ARTICLE XI

THUNDER BAY may be dissolved in accordance with the provisions of Act 196 of 1986, as amended.

ARTICLE XII

These Articles of Incorporation may be amended at any time by two-thirds (2/3) vote of the entire Board of Directors, and with concurrence of the incorporating bodies.

ARTICLE XIII

THUNDER BAY shall become operative and the Articles of Incorporation effective on 1st day of October, 2005.

