

Ryan L. Wood
County Administrator

Craig Longnecker
Deputy Administrator



100 E. State Street, Suite 2100
St. Johns, Michigan 48879
(989) 224-5120 • Fax: (989) 224-5102

www.clinton-county.org

**TRANSIT BYLAWS AND ARTICLES OF INCORPORATION REVIEW COMMITTEE
TUESDAY, APRIL 30, 2019 AT 9:30 A.M.
(OR IMMEDIATELY FOLLOWING THE BOARD OF COMMISSIONERS MEETING)
CLINTON COUNTY COURTHOUSE
BOARD OF COMMISSIONERS ROOM
100 EAST STATE STREET, ST. JOHNS, MI 48879**

1	9:30	CALL TO ORDER, ADDITIONS TO THE AGENDA
2	9:32	LIMITED PUBLIC COMMENTS
3	9:35	REVIEW OF CLINTON AREA TRANSIT BYLAWS AND ARTICLES OF INCORPORATION
4	10:05	COMMISSIONERS' COMMENTS
5	10:10	ADMINISTRATOR'S REPORT
6	10:15	ANY OTHER BUSINESS
MEETING STARTS PROMPTLY AT CALL TO ORDER TIME LISTED OR IMMEDIATELY FOLLOWING THE BOARD OF COMMISSIONERS MEETING. AGENDA ITEM TIMES MAY VARY		

PACKET INFORMATION IS CURRENT AS OF POSTING DATE. **NOTE:** ADDITIONAL INFORMATION MAY BE PRESENTED ON SCHEDULED AGENDA ITEMS. AGENDA ITEMS MAY ALSO BE ADDED DUE TO BUSINESS NEEDS.

TO REQUEST ACCOMMODATIONS OR MATERIALS IN AN ALTERNATIVE FORMAT, PLEASE CONTACT ADMINISTRATION AT (989)224-5120 OR TDD USERS WITHIN CLINTON COUNTY MAY DIAL 9-1-1 FOR GENERAL COUNTY SERVICES OR USE MICHIGAN RELAY 1-800-649-3777 OR THE NATIONAL RELAY NUMBER OF 7-1-1 NO LATER THAN 48 HOURS PRIOR TO THE MEETING.

BY-LAWS

CLINTON AREA TRANSIT SYSTEM (CATS)

Adopted 18 October 2001

Subject to Approval of the Clinton County Board of Commissioners

ARTICLE I - NAME

This Corporation shall be known as the CLINTON AREA TRANSIT SYSTEM, hereinafter referred to as "CATS".

ARTICLE II - BOARD OF DIRECTORS

The Board of Directors, hereinafter referred to as "BOARD" shall have the responsibility for the general direction, control and management of the business of CATS. The Board shall consist of nine (9) members, and shall be appointed for a length of term as specified in the Articles of Incorporation. The Board shall have the authority to elect officers which shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. All officers, once elected, shall serve until their successors are elected by the Board.

ARTICLE III - DUTIES

A. *Chairperson.* The Chairperson shall preside at all meetings and shall appoint all committees with the Approval of the Board. The Chairperson shall sign all contracts agreed to by the Board as well as all financial documents, records, papers, and communications of the Board.

B. *Vice-Chairperson.* The Vice-Chairperson shall perform all the duties of the Chairperson in the event of absence of the Chairperson.

C. *Secretary.* The Secretary shall sign the official minutes of Board and other duties as shall be designated by the Board

D. *Treasurer.* The Treasurer shall review and be authorized to sign checks.

ARTICLE IV - MEETINGS

10 TIME PER YEAR.

1. The Board shall conduct its business at public meetings held at least ~~once a month~~, as provided by rule of the Board. A special meeting may be called by the Chairman or by any five members as long as it is possible to comply with the notice provisions of the Open Meetings Act, Public Act 267 of 1976 as amended, being sections 15.261 to 15.275 of the Michigan Compiled Laws.

2. Record of all meetings shall be kept in compliance with applicable provisions of the Open Meeting Act.

3. A quorum at any meeting shall consist of a majority of those presently serving. For approval of any action by the Board, a majority vote of the members appointed and serving is required. Each member of the Board shall have one vote.

4. Public comments shall be limited to a maximum of five minutes per person unless determined otherwise by the Board.

ARTICLE V - INDEMNIFICATION

Section 1. Permissible

CATS may 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, whether civil, criminal, administrative or investigative, by reason of the fact that they are or were a Director, officer, employee, or agent of CATS.

or are or were serving at the request CATS as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including actual attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in the manner they reasonably believed to be in or not opposed to the best interests of CATS, and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful; except that no indemnification shall be made in respect of any claim, issue or matter in connection with an action or suit: by or in the right of CATS to procure a judgment in its favor as to which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

Section 2. Mandatory:

To the extent that a Director, officer, employee, or agent of CATS has been successful on the merits or otherwise in defense of any such action, suit or proceeding or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including actual attorney fees) actually and reasonably incurred in connection therewith.

Section 3. Continuation:

Indemnification, as herein provided, shall continue as to a person who has ceased to be a Director, officer employee, or agent, and shall insure to the benefit of the heirs, executors, and personal representatives of such person.

ARTICLE VI - OFFICES

The principal office of CATS in the State of Michigan shall be located in Clinton County, Michigan.

ARTICLE VII - FISCAL YEAR

The Fiscal Year of CATS shall begin on the first of October and end on September 30.

ARTICLE VIII - AMENDMENTS

These By-Laws may be amended by the Board of Directors, from time to time in a duly convened business meeting, provided however, that no amendment shall be effective until approved by the County Board of Commissioners.

Adopted by the Board on 10-18-2001

Secretary Jody Smith

**ARTICLES OF INCORPORATION
OF THE CLINTON AREA TRANSIT SYSTEM**

FILED

SEP 25 2001

ARTICLE I - NAME OF CORPORATION

Diane Zuker
Clerk of Clinton County

The name of the corporation is the Clinton Area Transit System, hereinafter referred to as "CATS."

ARTICLE II - NAME OF INCORPORATOR

The incorporating political subdivision of CATS is the Clinton County Board of Commissioners.

ARTICLE III - PURPOSE OF THE CORPORATION

CATS is organized as a non-profit corporation on a non-stock basis. CATS is incorporated pursuant to Act 196 of 1986, as amended, to plan, promote, finance, acquire, improve, enlarge, extend, own, construct, operate, maintain, replace and contract for public transportation service by means of a public transportation system within Clinton County, with emphasis to be given to specialized services programs for senior citizens and disabled individuals.

ARTICLE IV - POWERS, DUTIES AND LIMITATIONS

1. CATS shall be a body corporate with the power to sue and be sued in any court in the State of Michigan.
2. CATS shall possess all the powers necessary to carry out the purposes of its incorporation and all things incident thereto, except as limited herein.
3. CATS may 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.
4. CATS is authorized 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 Clinton County.
5. Notwithstanding the authorizing provisions of Public Act 196 of 1986, CATS is not authorized to levy any type of tax, including ad valorem tax, or special assessment within Clinton County. However, upon approval of the County Board of Commissioners, a request for millage not to exceed one mill, may be placed before the electorate of the County. This limitation shall not prohibit CATS from receiving service

charges, fees or fares from users of the services, funds disbursed by the state, other income or revenue, grants, loans, appropriations or contributions from the federal government, the State of Michigan, other governmental units or from public or private sources.

6. At least once every three years, the CATS Board of Directors shall evaluate the feasibility of partnering with other transportation provider(s) for the purpose of developing a regional transportation network. The Board of Directors shall cause a comprehensive report of this evaluation to be prepared and presented to the County Board of Commissioners.

ARTICLE V - GOVERNING BODY OFFICERS, BY-LAWS, RECORDS, BUDGET

1. CATS shall be directed and governed by a Board of Directors which shall consist of nine (9) members, each to be appointed by the Chairperson of the Clinton County Board of Commissioners, subject to approval by the Board of Commissioners. To the extent possible, members of the Board of Directors shall include one representative each from a social service agency, employment support organization, and from the education, health, business/industry and transportation fields, as well as three at-large members.

2. The terms of office of the 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. For the initial appointments to the Board of Directors, three (3) members shall be appointed to serve until December 31, 2002, three (3) members shall be appointed to serve until December 31, 2003, and three (3) members shall be appointed to serve until December 31, 2004. All members appointed shall serve until they are reappointed or a successor named. Members shall serve without compensation but may be reimbursed for expenses on a per diem basis as established by the Board of Directors.

3. Members may be removed from office by the Clinton County Board of Commissioners without cause, prior notice, or a hearing. Any vacancy in office shall be filled by the Chairman of the County Board of Commissioners, subject to approval by the County Board of Commissioners.

4. The CATS Board of Directors 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 term of office and have such duties and responsibilities as may be established in the By-Laws of CATS.

5. The CATS Board of Directors 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.

6. The books and records of CATS 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 Clinton County at all reasonable times. CATS shall submit an annual report to Clinton County, which shall include a report of the financial affairs of CATS 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.

7. 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. No budget shall be adopted without the prior approval of the County Board of Commissioners.

ARTICLE VI - PUBLIC ACTION AND FILING

The County Clerk is charged with the responsibility of causing these Articles of Incorporation to be published at least once in the Clinton County Newspaper. The County Clerk is further charged with the responsibility of filing one printed copy of these Articles of Incorporation with the Secretary of State of the State of Michigan, the County Clerk of Clinton County, and the Director of the state transportation department.

ARTICLE VII - AMENDMENTS

Amendments may be made to these Articles of Incorporation in the same manner in which the Articles were originally adopted.

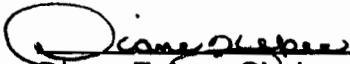
ARTICLE VIII - DISSOLUTION

CATS may be dissolved in accordance with the provisions of Act 196 of 1986.

ARTICLE IX - OPERATIVE DATE

CATS shall become operative upon the filing of these Articles with the Secretary of State, County Clerk and director of the state transportation department. However, CATS shall not begin to operate a mass transportation system, or enter into any contracts, leases, agreements or obligations, hire any employees, or begin the acquisition of any property until the County Board of Commissioners has given its approval for CATS to begin transit operations.

I, Diane Zuker, Clerk of the Clinton County Board of Commissioners do hereby certify that the foregoing Articles of Incorporation were duly adopted by an affirmative vote of a majority of the members elect of the Board of Commissioners of the County of Clinton, Michigan, at a meeting duly held on the 25th day of September, 2001.



Diane Zuker, Clerk
Clinton County Board of Commissioners