

CLINTON COUNTY BOARD OF COMMISSIONERS

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100 E. STATE STREET
ST. JOHNS, MICHIGAN 48879-1571
989-224-5120



Administrator
Ryan L. Wood
Clerk of the Board
Diane Zuker

RESOLUTION 2019-13

AUTHORIZING AMENDMENT TO ARTICLES OF INCORPORATION OF THE CLINTON AREA TRANSIT SYSTEM

WHEREAS, the Articles of Incorporation of the Clinton Area Transit System were adopted under Act 196 of 1986 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 September 25, 2001; and

WHEREAS, Pursuant to Section VII of the Articles, the articles may be amended in the same manner in which the Articles were originally adopted; and

NOW, THEREFORE BE IT RESOLVED, that the Clinton County Board of Commissioners hereby approves the attached amended Articles of Incorporation of the Clinton Area Transit System.

STATE OF MICHIGAN

COUNTY OF CLINTON

I, DIANE ZUKER, Clerk of the County of Clinton do hereby certify that the foregoing articles of incorporation were adopted by an affirmative vote of a majority of the members of the Clinton County Board of Commissioners at a meeting held August 27, 2019 and is on file in the records of this office.

Diane Zuker, Clinton County Clerk

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

ARTICLE I – NAME OF CORPORATION

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 services 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 authorization provisions of Public Act 196 of 1986, CATS is not authorized to levy any type of tax, including ad valorem tax, or special assessments 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.

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 seven (7) members, each to be appointed by the Chairperson of the Clinton County Board of Commissioners, subject to the approval by the Board of Commissioners. The Board of

Commissioners shall also appoint one member of the Board of Commissioners to serve as a non-voting ex-officio member.

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 3, 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 shall be reimbursed for expenses on a per diem basis at the same rate paid to the Board of Commissioners and mileage will be paid at the current per mile rate established by the Internal Revenue Service.
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 terms 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

These Amended Articles of Incorporation shall become effective upon approval of the County Board of Commissioners and the filing of these Amended Articles with the Secretary of State, County Clerk and director of the state transportation department.

I, Diane Zuker, Clerk of the Clinton County Board of Commissioners do hereby certify that the foregoing Amended 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 27th day of August, 2019.

Diane Zuker, Clerk
Clinton County Board of Commissioners