

CADILLAC WEXFORD TRANSIT AUTHORITY

BY-LAWS

**ARTICLE I
CREATION**

Pursuant to the Urban Cooperation Act, PA No. 7 of 1967, 1st Ex. Sess., being MCLA 124.501, *et seq.*, and the Interlocal Agreement adopted on July 17, 1986, the Cadillac-Wexford Transit Authority ("Authority") was created.

**ARTICLE II
OFFICES**

The principal office of the Authority in the State of Michigan shall be located at 1202 North Mitchell Street, Cadillac, Michigan 49601, in the County of Wexford. The Authority may have such other offices, either within the State or without the State of Michigan, as the Board of Directors of the Authority may designate or as the business of the Authority may require from time to time.

**ARTICLE III
MEETINGS**

Section 1. Annual Meeting The annual meeting of the Board of Directors shall be held on the third Thursday in the month of September, in each year beginning with the year 1997, at the hour of 4:30 p.m., for the purpose of installation of directors and for the transaction of such other business as may come before the Board. If the date fixed for the annual meeting shall be a legal holiday in the State of Michigan, such meeting shall be held on the next succeeding business day. If the installation of directors

shall not be held on the day designated herein for any annual meeting of the Board of Directors, or at any adjournment thereof, the Board of Directors shall cause the installation to be held at a special meeting of the Board as soon thereafter as practicable.

Section 2. The directors shall meet no less than one (1) time per month, for the purpose of conducting the business of the Authority. Said meetings will be scheduled in compliance with the provisions of the Open Meetings Act, MCLA 15.261, *et seq.*

Section 3. A special meeting of the Board of Directors may be called by the chairperson or by any two (2) members of the Board, provided it is possible to comply with the provisions of the Open Meetings Act (PA, No. 267 of 1976, being MCLA 15.261, *et seq.*

Section 4. A quorum at any meeting shall consist of four (4) directors until completion of the transition to a five (5) member Board of Directors as provided in Article IV, § 2 of these By-laws. Thereafter, a quorum shall consist of three (3) directors. Pursuant to the Interlocal Agreement, approval by the directors of any action(s) taken by the Authority, a majority vote of the total Board membership is required. Each Board member shall be entitled to one (1) vote. The Act of the majority of the directors shall be the Act of the Board of Directors.

Section 5. Written or printed notices of hearings stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than eighteen (18) hours before the date of the meeting, either personally or by mail, to each member of the Board of Directors entitled to vote at the meeting. If

mailed, such notice shall be deemed delivered when deposited in the United States Mail.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. The business and affairs of the Authority shall be managed and directed by the Board of Directors.

Section 2. A. Subsequent to June 26, 1996 (the effective date of the Amended Cadillac-Wexford Interlocal Agreement) the Board of Directors of the Authority shall consist of five (5) members appointed for two (2) year terms.

B. Members of the Board of Directors shall be appointed as follows:

1. The County of Wexford, by the County Board of Commissioners, shall appoint one member to the Board to represent each of the four (4) districts identified below. Members shall be appointed on a staggered basis for two (2) year terms:
 - a. the Southeast quarter (1/4) of Wexford County (Selma, Haring, Cherry Grove and Clam Lake Townships), except the City of Cadillac;
 - b. the Southwest quarter (1/4) of Wexford County (Slagle, Boon, South Branch and Henderson Townships);
 - c. the Northwest quarter (1/4) of Wexford County (Wexford, Hanover, Springville and Antioch Townships); and

d. the Northeast quarter (1/4) of Wexford County (Greenwood, Liberty, Colfax and Cedar Creek townships and the City of Manton).

2. The City of Cadillac, by the City Council, shall appoint one (1) member to the Board for a two (2) year term.

C. As the terms of members expire, the City and County shall make appointments to fill the vacancies.

D. In order to facilitate the transition from a seven (7) to a five (5) member Board of Directors, the seven (7) members serving at the effective date of the Amended Interlocal Agreement shall continue to function as they did prior to the effective date of the Amended Interlocal Agreement. As the existing members' terms expire, new members shall be appointed in accordance with the foregoing provisions until a five (5) member Board of Directors is achieved.

E. Appointed members shall not be elected representatives, or staff members of the County or City governments, or have any interest in any contractual arrangement or proceeds thereof pursuant to PA No. 317 of 1968.

F. Members of the Board of Directors shall not have any interest in any concern that contracts with the Authority to provide transportation services, facilities, equipment or supplies. Appointed members shall have prior experience in the areas of transportation, personnel or finance.

Section 3. Members of the Board of Directors shall receive per diem and mileage for attendance at meetings as established by

the Authority, and the Amended Interlocal Agreement which became effective on June 26, 1996.

Section 4. The Authority may request that the County of Wexford and/or the City of Cadillac replace any of their respectively appointed member of the Board of Directors if such member moves out of the district from which he or she was appointed, is absent without cause for two (2) consecutive Board meetings, or if the member indicates a disinterest in the development or operation of the Authority.

Section 5. The Authority shall elect from the members of the Board of Directors, a chairperson and a vice chairperson, and such other officers as deemed necessary. Such officers shall serve until their successors are elected.

Section 6. The chairperson shall when present preside at all meetings of the Authority. In the event of the absence of the chairperson or the office of chairperson shall become vacant, the vice chairperson shall conduct meetings and perform such other acts as required on behalf of the Authority.

Section 7. The chairperson shall sign all contracts agreed to by the Authority, all financial documents, records, and communications issued on behalf of the Authority, except for payroll and routine financial documents. All payroll and routine financial documents shall be signed by two (2) authorized signatures.

Section 8. The chairperson shall designate subcommittees comprised of Board members, including but not limited to personnel, finance and transportation.

Section 9. A director of the Authority who is present at a meeting of the Board of Directors at which a vote is taken on a matter properly before the Board, shall be presumed to have assented to the action, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as a secretary of the meeting, before the adjournment of the meeting, or shall forward such dissent by registered mail to the secretary of the Authority immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 10. No loan shall be contracted by or on behalf of the Authority, and no evidence of indebtedness shall be issued in the name of the Authority unless authorized by resolution of the Board of Directors. Such authority may be general or restricted to specific instances.

Section 11. All funds received by the Authority and not otherwise employed by the Authority shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Board of Directors may select or direct.

Section 12. These by-laws may be altered, amended or repealed, and new by-laws adopted by the Board of Directors at any regular or special meeting of the board of directors.

Section 13. In the event the Interlocal Agreement shall be terminated, or the Interlocal Agreement shall terminate in

accordance with its terms and provisions, these by-laws shall, with the termination of Interlocal Agreement, become inoperative.

Adopted this 26th day of November, 1996.

BOARD OF DIRECTORS

By: Robert A. Rad...
Chairperson

By: Deveda Knapp
Member

By: Willard Evans
Member

By: Ronald W. Morris
Member

Joseph O. Clark
Member