

## KALAMAZOO TRANSIT AUTHORITY

Meetings on the fourth Friday of each month at 8:15 a.m. in the Metro Transit Conference Room, Metro Transit Facility, 530 North Rose Street.

Created by the Articles of Incorporation for a Kalamazoo Transit Authority on July 29, 1985.

### Articles of Incorporation of the Kalamazoo Transit Authority

#### Article I - Name of Authority

The name of this Authority is THE KALAMAZOO TRANSIT AUTHORITY, hereinafter referred to as the "Authority."

#### Article II - Purposes

This Authority is incorporated for the purposes of acquiring, owning, operating, or causing to be operated a mass transportation system pursuant to Act 55 of the Public Acts of Michigan of 1963, as amended.

#### Article III - Powers, Duties, and Limitations

**Sec. 1. Body Corporate.** The Authority shall be a body corporate with the power to sue and be sued in any court in the State of Michigan.

**Sec. 2. Possess All Necessary Powers.** The Authority shall possess all the powers necessary to carry out the purposes of its incorporation and all things incident thereto, except as limited herein.

**Sec. 3. Operation of Authority; Limitation.** The Authority may operate, or by contract may employ a management firm or other entity to operate, a mass transportation system. Provided, however, no contract to operate the system shall be entered into without the prior approval of the City Commission.

**Sec. 4. Fares and Contracts.** The Authority may charge such fares and enter into contracts for the service provided by the Authority as shall be necessary to provide funds to meet the obligations of said Authority.

**Sec. 5. Acquisition of Property.** The Authority may acquire property for a mass transportation system by purchase, construction, lease, gift, or devise, either within or without the area served by such mass transportation system, and may hold, manage, control, sell, exchange or lease such property.

**Sec. 6. Condemnation; Limitations.** The Authority, with the prior approval of the City Commission, may utilize any appropriate statute for the purpose of condemnation.

**Sec. 7. Revenue Bonds; Financing; Limitations.** For the purposes of acquiring, improving, enlarging, or extending a mass transportation system, the Authority may issue self-liquidating revenue bonds pursuant to the Revenue Bond Act of 1933, as amended, or any other act providing for the issuance of self-liquidating revenue bonds. The bonds shall not be a general obligation of the Authority, but shall be payable solely from the revenue of the mass transportation system. Provided, however, no revenue bonds or other financing procedure may be used without the prior approval of the City Commission.

**Sec. 8. Tax Levy; Limitation.** The Authority may levy any tax as authorized by Act 55 of the Public Acts of 1963, as amended. Provided, however, no such tax shall be placed on the ballot for voter approval or be levied without the prior approval of the City Commission of the City of Kalamazoo.

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**Sec. 9. Property Exempt From Taxation.** The real and personal property, owned by the Authority and located within its service area shall be exempt from all taxes as provided by Act 55 of the Public Acts of 1963, as amended.

**Sec. 10. Service to Other Municipalities; Limitation.** The Authority by contract may provide service to other municipalities. Provided, however, so such contract shall be entered into without the prior approval of the City Commission.

### Article IV Governing Body Officers, Bylaws, Records, Budget

**Sec. 1. Board of Directors.** The Authority shall be directed and governed by a Board of Directors which shall consist of seven (7) members, each to be appointed by the Mayor subject to approval by the City Commission. 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, one (1) member shall be appointed to serve until December 31, 1986, three (3) members shall be appointed to serve until December 31, 1987, and three (3) members shall be appointed to serve until December 31, 1988. All members appointed shall serve until they are reappointed or a successor named. No member shall serve more than two (2) consecutive terms. Members shall serve without compensation and may be removed from office by the City Commission without cause, prior notice or a hearing. Any vacancy in office shall be filled by the Mayor subject to approval by the City Commission.

**Sec. 2. Officers.** The Board of Directors shall designate one of its members as Chairman, one as Vice-Chairman, one as Secretary, and one of its members as a 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 Bylaws of the Authority.

**Sec. 3. Bylaws.** The Board of Directors shall adopt and may amend Bylaws as it deems necessary. However, said Bylaws shall not be effective until approved by the City Commission.

**Sec. 4. Books and Records.** The books and records of the Authority shall be open to inspection and subject to audit by the City of Kalamazoo at all reasonable times. The Authority shall submit an annual report to the City of Kalamazoo and such additional reports as the City Commission may from time to time request.

**Sec. 5. Budget.** The Board of Directors shall adopt an annual budget. Provided, however, no budget shall be adopted without the prior approval of the City Commission.

### Article V - Publication and Filing

The City Clerk is charged with the responsibilities of causing these Articles of Incorporation to be published at least once in the Kalamazoo Gazette. The City Clerk is further charged with the responsibility of filing with the Secretary of State of the State of Michigan and with the County Clerk of the County of Kalamazoo a printed copy of these Articles of Incorporation certified as a "True Copy" with the date and place of publication.

### Article VI - Amendments

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

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## Article VII - Dissolution

**Sec. 1.** The Authority may be dissolved by a majority vote of the members of the City Commission. Provided, however, the Authority may not be dissolved or its Articles amended if such dissolution or amendment would or could operate as an impairment of any authorized bonds or other Authority contract.

## Article VIII - Operative Date

The Authority shall become operative upon the filing of these Articles with the Secretary of State and County Clerk. Provided, however, the Authority shall not begin to operate a mass transportation, enter into any contracts, leases, agreements, or obligations, hire any employees, or begin the acquisition of any property until the City Commission has given its approval for the Authority to begin transit operations.

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## Bylaws of the Kalamazoo Transit Authority

The following Bylaws are adopted by the Board of Directors of the Kalamazoo Transit Authority (hereinafter referred to as the Board) pursuant to Section 3 of Article IV of the Articles of Incorporation of said Authority (hereinafter referred to as the Articles) as adopted by the Kalamazoo City Commission, and these Bylaws shall not be effective until approved by the Kalamazoo City Commission:

### Article I - Board Membership

**Sec. 1.** The members of the Board shall be those individuals appointed by the Mayor of Kalamazoo, with the concurrence of the Kalamazoo City Commission, pursuant to the Articles. Any vacancy in membership on the Board shall be filled as provided in the Articles.

**Sec. 2.** The term of office of a Board member shall be three years as provided by the Articles, except for the initial terms of appointment to the Board which are provided for in the Articles.

**Sec. 3.** Members of the Board may be removed only by the Kalamazoo City Commission, pursuant to the Articles.

**Sec. 4.** The Board may appoint ex-officio members of the Board, or technical advisors, or an executive director, as it may deem appropriate, subject to approval by the Kalamazoo City Commission. The terms and conditions of service of ex-officio members, technical advisors, or the executive director shall be as deemed and determined by the Board. Ex-officio members, technical advisors, or the executive director may be removed or replaced as determined by the Board, subject to approval by the Kalamazoo City Commission.

### Article II - Board Officers

**Sec. 1.** The Board shall elect from its membership a chairperson, a vice-chairperson, a secretary, and a treasurer, although the offices of secretary and treasurer may be combined, pursuant to the Articles.

**Sec. 2.** Officers shall be elected at the first regularly scheduled meeting of the Board to serve until December 31, 1985. Thereafter, officers shall be elected by the Board at its annual meeting to serve one-year terms.

**Sec. 3.** Any officer may be removed from office by a vote of four Board members subject to approval by the Kalamazoo City Commission, provided that notice of such removal proceedings be given to the Board members not less than four days prior to the meeting at which removal is to be considered.

**Sec. 4.** If an office becomes vacant, the Board shall fill said office by election from its membership.

**Sec. 5. Chairperson.** The chairperson of the Board shall be its presiding officer. The chairperson has the right to propose motions and to vote on all policies, resolutions, motions, and other matters. The chairperson shall co-sign, in accordance with Board policy, together with the secretary in the name of the Authority, all contracts, deeds, mortgages, notes, bonds, and other instruments of indebtedness as set forth by Board policy and approved by the Board. The chairperson shall prepare an agenda, which shall be forwarded to Board members at least four days prior to regular meetings. The chairperson shall perform other duties as assigned by the Board.

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**Sec. 6. Vice-Chairperson.** In the absence or disability of the chairperson, the vice-chairperson shall perform all the duties of the chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the chairperson. The vice-chairperson shall perform such other duties as assigned by the Board.

**Sec. 7. Secretary.** The secretary shall record all the minutes of the meetings of the Board and record all the votes of the Board. The secretary shall ensure that all minutes, records, and reports are properly maintained and filed as required by law and shall perform such other duties as may be assigned by the Board. The secretary shall be responsible that all notices of all meetings of the Board be given in accordance with law and these Bylaws. Minutes shall be signed by the secretary and forwarded to the chairperson for his or her signature upon approval by the Board. The Board may designate a staff-person of the Metro Transit System to perform the clerical functions for the secretary.

**Sec. 8. Treasurer.** The treasurer shall present a written report to the Board as frequently as the Board requires and determines which shall show revenues and expenditures made for periods to be determined by the Board, and shall perform other duties as assigned by the Board.

### Article III - Board Meetings

**Sec. 1. Regular Meetings.** Regular meetings of the Board shall be held in public session at such times and places as shall be established by the Board at its first meeting and subsequent annual meetings.

**Sec. 2. Special Meetings.** Special meetings of the Board may be called by the chairperson or two members of the Board, provided that written notice shall be given to each Board member at least 24 hours prior to the meeting, and that at least 18 hours notice be posted in accordance with law of the meeting.

**Sec. 3. Annual Meeting.** Unless changed by resolution of the board, an annual meeting of the Board for the election of its officers and transaction of any other business shall be held in January of each year at such time and place as the Board shall determine by resolution.

**Sec. 4. Notice of Regular Meetings.** Notice of all meetings shall be given to the public in accordance with law. Notice to members of the Board of all regular meetings shall be given by mail at least one week prior to the meeting date, and addressed to the last known address of each Board member.

**Sec. 5. Quorum.** A majority of the Board members serving shall constitute a quorum for the taking of all official action by the Board.

**Sec. 6. Voting.** All official action by the Board shall be taken in public session. A roll call vote may be required by any Board member and such request shall be honored. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board of Directors, unless the vote of a larger number is required by statutes, the Articles of Incorporation, or by these Bylaws.

**Sec. 7. Open Meetings.** All meetings of the Board shall be open to the public and shall be held in a place available to the general public. All persons shall be permitted to attend any meeting unless the meeting is a closed session as set forth and held pursuant to state law. A public notice shall be posted at all places as required by law at the times required by law for said open meeting.

**Sec. 8. Robert's Rules of Order.** The rules contained in Robert's Rules of Order shall govern the Kalamazoo Transportation Authority in all cases in which they are applicable, and which are not inconsistent with the Bylaws or Articles of Incorporation of the Authority.

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**Sec. 9. Attendance at Board Meetings.** The Board by resolution shall determine required attendance at Board meetings and whether or not in attendance is valid reason to ask the City Commission of Kalamazoo for removal or for the resignation of Board members.

**Sec. 10. Order of Business.** The order of business at each regular meeting of the Board shall be:

- 1) Call to Order and Roll Call,
- 2) Approval of Minutes,
- 3) Communications and Announcements,
- 4) Public Hearings,
- 5) Board and Staff Reports,
- 6) Public Comment,
- 7) Old Business,
- 8) New Business,
- 9) Public Comment,
- 10) Adjournment.

The chair, in the absence of dissent, or a majority of Board members present, may alter the order of business at a particular meeting. Public comment may be subject to limitations as determined by resolution of the Board.

### **Article IV - Committees**

**Sec. 1.** The chairperson may appoint committees and may appoint members to committees of the board for specified times and purposes, subject to the concurrence and majority approval of the membership of the Board, which committees may include both Board members and non-Board members.

**Sec. 2.** No committee of the Board has the authority to bind the Board, except as authorized by the Board in advance.

### **Article V - Amendment of Bylaws**

**Sec. 1.** These Bylaws may be amended by resolution, by a vote of not less than a majority of the members of the Board then in office, subject to approval by the Kalamazoo City Commission.

### **Article VI - Effective Date of these Bylaws.**

**Sec. 1.** These Bylaws shall not be effective until approved by the Kalamazoo City Commission, pursuant to the Articles.