

Benzie Transportation Authority, Inc.
BYLAWS AND RULES OF PROCEDURE

Amended June 2017

PREAMBLE

This public body corporate, having been created pursuant to Act 196 of 1986, as amended, Public Acts of the State of Michigan (the “Act”) is named BTA (the “Authority”), and pursuant to the Act, power is granted to the Board of Directors of the Authority (the “Board”) to make such rules and bylaws for its government as it may deem appropriate, not inconsistent with the Act and Articles of Incorporation creating the Authority. The bylaws of the board are as follows:

ARTICLE I - OFFICES

Section 1. Office

The physical location of the Benzie Transportation Authority office and vehicle maintenance shall be 14150 U.S. Highway 31, Beulah, Michigan, 49617

ARTICLE II – BOARD OF DIRECTORS

Section 1. General Powers

The property, affairs, and business of the Authority shall be managed by the Board to the extent of the powers and authority delegated to the Board by the Act and Articles of Incorporation. No person shall be entitled to exercise a proxy vote for any Board member.

Section 2. Number, Tenure and Qualifications

The governing body of the Authority is the Board. The Board shall consist of seven (7) Directors and one (1) Benzie County Commissioner as an ex-officio member who does not count for purposes of quorum and is not a voting member, who shall be appointed as provided in the Articles of Incorporation. The Board shall exercise all of the powers and duties set forth under the provisions of said Act and Articles of Incorporation.

Section 3. Regular Meeting

Regular meetings of the Board shall be held at least six times per year on such dates and at such times and places as determined by resolution of the Board at its annual meeting. If the date fixed for any such regular meeting be a legal holiday under the laws of the State of Michigan, then the same shall be held at such other time within the month as may be determined by resolution of the Board. At such meetings the Board may transact such business as may be brought before the meeting.

Section 4. Order of Business

Conduct of a regular meeting shall include the following items.

- Welcome and call to order by Chairperson
- Roll call to determine quorum
- Amendments/Additions to Agenda
- Public Comment
- Approval of Agenda
- Action on minutes of prior regular and/or special Board meetings
- Financial Report
- Executive Director's Report
- Committee Reports
- Old Business
- New Business
- Public Comment
- Next Meeting
- Adjournment

Section 5. Agenda Materials

Preparation of agenda materials for annual, regular, and special Board meetings shall be the responsibility of the Executive Director.

Section 6. Special Meetings

The Chairperson or Executive Director at his/her discretion may call a special meeting of the Board at any time. The Executive Director shall also call special meetings after having received a written re-

quest by two (2) Directors of the Board. Within forty-eight (48) hours of written request by two (2) members of the Board, the Executive Director shall schedule the special meeting within ten (10) calendar days from the date of receipt of the second written request. Notice of special meetings stating the purpose shall be given to each Director of the Board not less than forty-eight (48) hours prior to the day named for the meeting.

Section 7. Meeting by Telephone or Similar Equipment.

A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 8. Minutes of Meetings

The Board shall keep minutes of each meeting of the Board showing the date, time, place, Directors present, Directors absent, and any decisions made at the meeting. The minutes shall be public records open to public inspection and shall be available for public inspection not later than eight (8) business days after the meeting to which the minutes refer. Approved minutes shall be available for public inspection not later than five (5) business days after the meeting at which the minutes are approved by the Board.

Section 10. Open Meetings.

The Board shall follow the Open Meetings Act, Public Act 276 of 1976 (MCL 38.581, et seq.), as amended, at the Michigan Freedom of Information Act, MCL 15.231, et seq.

Section 11. Quorum.

A simple majority of the duly appointed and serving Directors of the Board shall be necessary to constitute a quorum for a meeting.

Section 12. Voting

All official action by the Board shall be taken in public session and shall be by resolution or motion. The affirmative vote of a majority of Directors present and qualified to vote shall be necessary for the adoption of any resolution or motion. All votes of the Board shall be taken and recorded by the Secretary. A roll call vote shall be taken when called for by any Director of the Board.

Section 13. Vacancies

The Board may declare a vacancy occurring among its Directors by reason of death, resignation, disqualification, incapacity to serve, removal from office in accordance with law, or otherwise. A vacancy shall be filled in the manner provided for appointment in the Articles of Incorporation. No vacancies on the Board shall impair the power of the Board to transact any and all business of the Authority and perform all its duties as provided for by the Act.

Section 15. Compensation

Each Director of the Board may receive reimbursement for expenses incurred in the discharge of his/her duties as a Board Director. Each Director of the Board may receive compensation per the Board Compensation Policy.

Section 16. Issue Policy Memoranda

The Board shall from time to time, issue policy memoranda, the purpose of which is to maintain continuity, coherence, and consistency in the policies of the Board for the benefit of all Board members and for the guidance of the Executive Director and staff.

ARTICLE III – EXECUTIVE DIRECTOR AND OFFICERS

Section 1. Executive Director

The Board of Directors shall employ an Executive Director, by written contract to be the Chief Executive of the Authority. The Board's con-

tract with the Executive Director shall be for no longer than three (3) years but may be renewed or extended for any number of terms, each term being no longer than three (3) years. Alternatively, the Board may contract with a private firm to provide management or other services as it deems appropriate. The Executive Director shall have day to day control and management of the system and shall be responsible for the business of the system and the employees thereof. The Executive Director shall direct the enforcement of all resolutions, rules, policies and regulations adopted by the Board. The Executive Director shall attend all meetings of the Board. During the absence or disability of the Executive Director the Operations Manager shall perform the duties and exercise the power of the Executive Director. The Executive Director shall be responsible for all purchases on behalf of the system. The Executive Director under the general policy of the Board shall exercise all of the above powers.

Section 2. Officers of the Board.

The Board shall have a Chairperson and a Vice Chairperson, to be selected from among the Directors by plurality vote. These officers shall be elected annually and shall hold office until that officer's successor is elected and qualified, or until that officer's resignation or removal by the Board for any reason. The Chairperson shall be the Chief Elected Officer of the Board, shall preside at all Board meetings, and shall be an ex-officio Director of all Board Committees. The Vice Chairperson shall perform the duties and exercise the power of the Chairperson during the absence or disability of the Chairperson. The Secretary-Treasurer shall be elected and may or may not be a member of the Board. Terms shall be for one (1) year with elections held annually at the annual meeting.

Section 3. Vacancies

Should any office described above become vacant, the Board shall elect a successor from among its members, except Secretary-Treasurer can be a non-member, at a regular or special meeting of the Board and such election shall be for the unexpired term of said office. Regular attendance at all meetings will be expected. Numer-

ous absences will call for recommendation of termination to Benzie County Board of Commissioners.

Section 4. Duties - Board Director Officers

1. Chairperson. The Chairperson of the Board shall have the following powers and duties.
 - a. Preside, when present, at all meetings of the Board and shall consult with the Executive Director on the agenda for regular and special Board meetings.
 - b. Propose and discuss motions resolutions and motions, but the Chairperson shall vacate the chair when participating in discussions or when proposing motions.
 - c. Together with the Executive Director and with the authority of the Board, execute and acknowledge in the name of the Authority all mortgages, bonds and other instruments of indebtedness.
 - d. Appoint members of committees with concurrence of the Board.
 - e. Be a member ex-officio without voting authority of all committees.
 - f. Perform all such other duties as from time to time shall be assigned by the Board.
2. 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.
3. Secretary and Treasurer. The Secretary shall cause minutes to be kept of all meetings and shall attend to the giving and receiving of all notices of the Authority and the Board. The Treasurer shall also have such powers and perform such du-

ties regarding the financial operation of the Authority as shall be determined from time to time by the Board.

Section 5. Registered Agent

The Executive Director shall be the registered agent, and the principal office the registered address.

ARTICLE IV – COMMITTEES

Section 1. Committees

The Board may by resolution establish committees which shall consist of members of the Board as may be appointed by the Chairperson, with the concurrence of the Board. The Board shall determine the instructions, procedures and scope of the committee's responsibility.

ARTICLE V – CONFLICT OF INTEREST AND DISCLOSURE

Section 1. Conflict of Interest

No Director, Officer or employee of the Authority shall have any financial interest, directly or indirectly, in any contract or other dealing with the Authority, unless all material facts relating to that interest are disclosed to the Board and the Board authorizes the contract or other dealings.

For purposes of a Board vote, the presence of the interested Director, who has a conflict of interest at the meeting where the vote is taken shall not count toward establishing a quorum for that vote.

The interested Director shall not be entitled to vote on the matter. Directors, Officers, and employees shall comply with the Authority's separate "Conflict of Interest Policy" and also comply with all applicable laws relating to conflicts of interest of public officials.

ARTICLE VI – PURCHASING

Section 1. Executive Director

The Executive Director may purchase materials, supplies or services without Board approval as long as such purchases are within the established budget categories and limits.

Section 2. Checks

All checks are to be signed by two person(s) designated by the Board.

ARTICLE VII – FISCAL YEAR

Section 1. Fiscal Year

The fiscal year of the Authority shall be a fiscal year beginning in the first day of October of each year and ending on the 30th day of September the next ensuing year.