

## **ARTICLES OF INCORPORATION OF BATA**

### **ARTICLE I**

The name of the corporation is BATA, hereinafter referred to as the "Authority."

### **ARTICLE II**

The Authority created under these Articles is a new and successor organization to the Bay Area Transportation Authority, pursuant to the Public Transportation Authority Act. 1986 PA196.

### **ARTICLE III**

The Members of the Authority shall be Grand Traverse County and Leelanau County. No new political subdivision members shall be permitted unless approved by resolution from the governing bodies of Grand Traverse County and Leelanau County.

### **ARTICLE IV**

The Authority shall be directed and governed by a seven-person (7) Board of Directors, herein referred to as the "Board." Four (4) members will be appointed by a majority vote of Grand Traverse County, and two (2) members shall be appointed by a majority vote of Leelanau County (collectively the "County Representatives"). The County Representatives shall be residents of their respective Counties. Two (2) of the County Representatives from Grand Traverse County must reside in the urban area of the county which are areas within the proposed metropolitan planning organization ("MPO"), as shown on the attached Exhibit A. Of the remaining two (2) representatives from Grand Traverse County, one (1) must reside in rural areas (i.e. outside of the boundaries of the MPO).

One (1) At-Large member shall be appointed by a 2/3rds supermajority of the BATA Board. The At-Large Representative may be a resident of either Grand Traverse County or Leelanau County. In appointing the At-Large Representative, the BATA Board shall give consideration to the factors described in the attached Exhibit B.

Prior to making any appointment to BATA, the appointing County shall solicit input from the BATA Board regarding the types of expertise and experience that would be most useful to the BATA Board giving its current composition, with reference to the factors described in the attached Exhibit B. The appointing County shall consider such input in making the appointment but shall not be constrained by it.

Upon appointment, Board members shall exercise sound judgment and shall endeavor to make informed decisions that carry out the purposes of BATA as established in these Articles.

Grand Traverse County and Leelanau County shall each appoint a County Commissioner to serve as a member of the BATA Board for a term running concurrent with their elected term on the County commission (the "Ex Officio Members").

All other members of the BATA Board shall serve three (3) year terms, ending on September 30 of the third year. The members currently serving on the BATA Board as of the effective date of these Articles of Incorporation, as amended, shall continue serving until the term-end date that was designated at the time of their initial appointments. For any member appointed or reappointed after the date of these amended Articles, excluding the Ex Officio Members, the term shall end on September 30 of the third year of the members appointed term, even if the member has not served a full three years as of that date.

Notwithstanding any provision of these Articles of Incorporation, the voting requirement thresholds provided in this Article IV shall be calculated based on the number of members that are: (1) appointed and serving at the time the vote occurs; and (2) eligible to vote on the matter in question.

#### ARTICLE V

Leelanau and Grand Traverse counties each have the power, acting through their respective Boards of Commissioners, to remove the County Representatives it appointed to the BATA Board from the BATA Board pursuant to MCL 46.11(n).

The BATA Board may remove the At-Large Representative from the BATA Board if, in the Board's opinion, such member is incompetent to execute properly the duties of the office or if, on charges and evidence, the Board is satisfied that the member is guilty of official misconduct, or habitual or willful neglect of duty, and if the misconduct or neglect is a sufficient cause for removal. However, the member shall not be removed for that misconduct or neglect unless charges of misconduct or neglect are presented to the BATA Board or the Chair of the BATA Board, notice of hearing, with a copy of the charges, is delivered to the member, and a full opportunity is given to the member to be heard, either in person or by counsel.

#### ARTICLE VI

The Authority is to be financed through grants of money or property from federal or state governments, other revenues from federal or state governments, fees from riders, fees from contract users, financial contributions from federal, state, county, city or township governments, taxes authorized by the voters or by members, and other miscellaneous sources.

#### ARTICLE VII

The registered office and the registered agent of the Authority shall be as designated in the Bylaws.

#### ARTICLE VIII

The name and address of the incorporator is the Bay Area Transportation Authority, 3233 Cass Road, Traverse City, MI 49684.

#### ARTICLE IX

The purposes for which the Authority is created are:

1. To, pursuant to 1986 Public Act 196, as amended (Act 196), plan, promote, purchase, acquire, establish, own, lease, operate, or cause to be operated, maintained, improved, enlarged, or modernized, public transportation facilities and system within and outside the limits of the Members.
2. To do all things reasonably necessary, proper, or convenient for the accomplishments of any of the above purposes.

#### ARTICLE X

The Authority is hereby empowered to do anything authorized or permitted by Act 196, expressly or by implication, and to do any other lawful act reasonably necessary, proper, suitable, or convenient for the achievement of furtherance of the purposes above-stated.

Actions taken by the BATA Board shall generally require the affirmative vote of a majority of the Board members present, except as otherwise provided in these Articles of Incorporation or by applicable law. The following actions will require a 2/3rds supermajority vote of the Board members appointed and serving: (1) the appointment or rescission of appointment without cause of the BATA Executive Director; (2) approval or cancellation of capital improvement projects with a total project value of \$1,000,000 or more; and (3) the appointment or rescission of appointment of the At-Large Representative.

#### ARTICLE XI

1. The Board shall hold at least an annual meeting at such place and time as shall be fixed by the Board. The Board shall, at its annual meeting, elect a chairperson, vice-chairperson, and secretary, who shall be members of the Board. The Board shall have the authority to appoint a treasurer and recording secretary, who need not be members of the Board. The Board shall transact such other business as may be necessary at its annual meeting and shall fix the time and place for regular meetings.
2. The Authority and the Board shall be subject to the provisions of 1976 Public Act 442, as amended, (Freedom of Information Act) and 1976 Public Act 276, as amended, (Open Meetings Act).
3. The Board shall supply a system of accounts to conform to the system required by law and shall provide for the auditing of said accounts at least once a year by a certified public accountant.
4. The Board shall adopt bylaws, policies, and procedures it deems reasonably necessary or proper for the conduct of the business of the Board and for accomplishing the purposes for which the Authority is created.
5. The Board shall employ an Executive Director with such duties and authority as shall be determined by the Board. The Executive Director shall adopt rules, regulations, and/or policies governing the employees, property, and facilities under the Authority's jurisdiction.
6. The Executive Director of the Authority shall be charged with the responsibility of causing these Articles of Incorporation to be published in the Record Eagle and the Leelanau Enterprise and the printed copies of the Articles of Incorporation to be filed as provided in Act 196.

#### ARTICLE XII

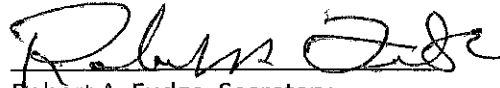
These Articles of Incorporation may be amended at any time by written document signed by not less than two-thirds (2/3) of the entire Board.

Notwithstanding the foregoing, Any change to the BATA Board composition or member eligibility as provided in Article IV shall require the approval of a 2/3rds supermajority of the BATA Board and is contingent upon subsequent ratification by a majority of both the Grand Traverse County Board of Commissioners and the Leelanau County Board of Commissioners to be effective.

ARTICLE XIII

The Restated and Amended Articles of Incorporation shall be effective on the 10<sup>th</sup> day of August, 2023.

I hereby certify that the Restated and Amended Articles of Incorporation of BATA were adopted by the affirmative vote of not less than two-thirds of the entire BATA Board, at a meeting held on August 10, 2023.

  
Robert A. Fudge, Secretary