



COUNTY ADMINISTRATOR  
220 NORTH MAIN STREET, P.O. BOX 8645  
ANN ARBOR, MICHIGAN 48107-8645  
(734) 222-6850  
FAX (734) 222-6715

TO: Barbara Levin Bergman  
Chair, Ways & Means Committee

THROUGH: Robert E. Guenzel  
County Administrator

FROM: Anthony VanDerworp, AICP, Director  
Department of Planning and Environment

DATE: September 19, 2007

SUBJECT: Creation of Washtenaw and Livingston Line Regional Transportation  
Authority

**BOARD ACTION REQUESTED:**

It is requested that the Washtenaw County Board of Commissioners adopt the resolution which approves the Articles of Incorporation establishing the Washtenaw and Livingston Line (WALLY) Regional Transportation Authority. The Authority will initially be responsible for the establishment and operation of a commuter rail line between Livingston and Washtenaw Counties.

**BACKGROUND:**

In 2006, a coalition of communities along the northern US 23 corridor began a dialogue calling for analysis and improvements to the transportation network between Livingston and Washtenaw Counties. This effort initially focused on the removal of the US 23 Environmental Assessment from the Michigan Department of Transportation's deferred project list.

This coalition began discussing opportunities related to the railroad corridor that travels from the south through the City of Ann Arbor, Ann Arbor and Northfield Townships and into Livingston County through Hamburg Township, and the Cities of Brighton and Howell. This corridor was also a feature of the City of Ann Arbor's Model for Mobility, which envisioned use of this rail corridor to mitigate congestion along US 23, which would be exacerbated by construction work in the summer of 2007.

With over 9,000 commuters traveling into Washtenaw County from Livingston County and more than 2,000 making the reverse commute each day, the demand for alternative transportation choices extends beyond construction-related congestion. The creation of the WALLY Regional Transportation Authority, pursuant to Public Act 196 of 1986, as amended, provides the legal framework to accept funds, negotiate service contracts, and perform the necessary core functions to implement and operate commuter rail service between the two counties.

The proposed Authority would be comprised of eight members, with four members appointed by each County, including one county commissioner from each jurisdiction.

**DISCUSSION:**

The provision of commuter rail service between Livingston and Washtenaw Counties (a 26 mile initial route) will provide numerous community benefits including mitigated congestion along the US 23 vehicular corridor, reduced vehicle emissions and greenhouse gases, and the provision of transportation choices for residents of both counties who prefer rail transportation or are unable to utilize vehicular modes.

In addition to meeting the goals of the Washtenaw County Comprehensive Plan, the proposed commuter rail corridor is part of the 2001 Regional Transit Plan adopted by the Southeast Michigan Council of Governments (SEMCOG). The proposed service is also supported by the rail owner, Great Lakes Central Railroad. The company has the capacity to support the service, and has passenger cars and other necessary equipment. Other project partners include the University of Michigan and the Environmental Protection Agency who have pledged to purchase passes on behalf of employees, all leading to a high likelihood of success.

**IMPACT ON HUMAN RESOURCES:**

None.

**IMPACT ON BUDGET:**

Establishment of the Authority will have no impact on budget. Any contribution of funds for the initial operating functions of the Authority once established would be considered under separate action.

**IMPACT ON INDIRECT COSTS:**

Washtenaw County will initially provide office space and general office support to the established Authority to minimize operational expenses.

**IMPACT ON OTHER COUNTY DEPARTMENTS OR OUTSIDE AGENCIES:**

Authority to be co-established by Livingston County.

**CONFORMITY TO COUNTY POLICIES:**

The establishment of the WALLY Authority is consistent with the Washtenaw County Comprehensive Plan.

**ATTACHMENTS:**

- Proposed Resolution (including proposed Articles of Incorporation)
- Frequently Asked Questions on creation of Regional Authority
- Draft Authority By-Laws (provided for information purposes)

A RESOLUTION THAT APPROVES THE ARTICLES OF INCORPORATION ESTABLISHING  
THE WASHTENAW AND LIVINGSTON LINE REGIONAL TRANSPORTATION AUTHORITY

WASHTENAW COUNTY BOARD OF COMMISSIONERS

September 19, 2007

WHEREAS, a coalition of local units throughout Livingston and Washtenaw Counties has formed to explore options to the increasing congestion in the US-23 Corridor and has worked to develop commuter rail service between the counties; and

WHEREAS, Public Act 196 of 1986, as amended, provides for the establishment of regional transportation authorities; and

WHEREAS, the community coalition has designated a subcommittee to establish a regional transportation authority; and

WHEREAS, whereas the creation of a regional transportation authority is the recommended method to implement commuter rail service between Livingston and Washtenaw Counties; and

WHEREAS, the proposed action is consistent with several transportation and intergovernmental cooperation goals in the Washtenaw County Comprehensive Plan; and

WHEREAS, the development of commuter rail service between Livingston and Washtenaw Counties is consistent with the Regional Transit Plan, adopted in 2001 by SEMCOG;

NOW THEREFORE BE IT RESOLVED that the Washtenaw County Board of Commissioners hereby approves the Articles of Incorporation (Attachment A to this resolution) establishing the Washtenaw and Livingston Line Regional Transportation Authority.

**Attachment A**

**ARTICLES OF INCORPORATION**

**OF**

**THE WASHTENAW AND LIVINGSTON LINE  
TO BE KNOWN  
AS  
“WALLY”**

**2007**

**TABLE OF CONTENTS**

**ARTICLE I** ..... 3  
    Name of Corporation

**ARTICLE II** ..... 3  
    Incorporating Political Subdivisions and Service Area

**ARTICLE III** ..... 3  
    Statutory Authority

**ARTICLE IV** ..... 3  
    Financial

**ARTICLE V** ..... 3  
    Address

**ARTICLE VI** ..... 4  
    Purposes

**ARTICLE VII** ..... 4  
    Powers

**ARTICLE VIII** ..... 4  
    The Board

**ARTICLE IX** ..... 6  
    Budget

**ARTICLE X** ..... 6  
    Dissolution

**ARTICLE XI** ..... 6  
    Amendment of the Articles

**ARTICLE XII** ..... 6  
    Effective Date

## **ARTICLE I**

The name of the Authority created is the "THE WASHTENAW AND LIVINGSTON LINE", hereinafter referred to as "WALLY".

## **ARTICLE II**

The incorporating political subdivisions of WALLY shall be the County of Washtenaw and the County of Livingston. The name and address of each is:

County of Washtenaw  
220 N. Main Street  
Ann Arbor, MI 48104

County of Livingston  
304 E. Grand River Ave.  
Suite 201  
Howell, MI 48843

## **ARTICLE III**

WALLY is organized pursuant to 1986 PA 196 (MCL 124.451, et seq.), as amended.

## **ARTICLE IV**

WALLY 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, and other means as authorized by statute and as provided by these Articles of Incorporation.

## **ARTICLE V**

The registered office of WALLY shall be at:  
705 North Zeeb Road  
Ann Arbor, MI 48103

and the registered agent at that address is The Washtenaw and Livingston Line Board Secretary.

## **ARTICLE VI**

The purposes for which The Washtenaw and Livingston Line is created are, pursuant to 1986 PA 196, as amended, to plan, promote, finance, acquire, improve, enlarge, extend, own, construct, operate or cause to operated, maintained, improved, enlarged, or modernized, a public mass transportation system within the legal boundaries of the incorporating public bodies.

## **ARTICLE VII**

WALLY is hereby empowered to do anything authorized or permitted by 1986 PA 196, as amended, and within the powers and/or limitations as provided in the Articles of Incorporation, and to do any other lawful act reasonable and/or necessary, proper, suitable or convenient for the achievement or furtherance of the purposes stated in Article VI.

## **ARTICLE VIII**

1. WALLY shall be directed and governed by a Board of Directors, hereinafter referred to as the "BOARD".
2. Each of the incorporating public bodies shall each appoint four (4) persons to the BOARD.
3. Members of the BOARD must be at least eighteen (18) years of age and residents of the WALLY service area. The service area shall be determined by the WALLY Board of Directors pursuant to the requirements of 1986 PA 196 as amended being MCL 124.451 et seq.
4. The County of Washtenaw and the County of Livingston shall each appoint four (4) persons to the BOARD. Of the four (4) persons appointed by each county, one (1) shall be a Commissioner of that County Board. The term of the Commissioner appointment from each County Board, shall be for a term that runs concurrent with the time period for which they hold their elected office.

The term of each non-Commissioner Board Member shall be for a term of three (3) years, except that for the first appointment the term shall be staggered as to length. Thereafter, the length of term is as follows:

The term of the first appointment for each County shall be one (1) year in length with subsequent terms all three (3) years in length.

The term of the second appointment for each County shall be two (2) years in length with subsequent terms all three (3) years in length.

The term of the third appointment for each County shall be three (3) years in length with subsequent terms all three (3) years in length.

All Board Members shall serve at the pleasure of the Appointing COUNTY and may be removed, before completing their full term, in the same manner by which they were appointed. All Board Members, once appointed, shall continue to serve until reappointed, removed, a replacement is appointed, or they resign. All persons appointed

to fill a vacancy created by the death, resignation, or removal of an appointed and serving Board Member shall only serve to fill the original and remaining term of the Board Member they replaced.

5. The BOARD as fully constituted shall hold an initial meeting at a time and place selected and agreed to by the BOARD Members for the purpose of electing officers, adopting by-laws, and taking any other action the BOARD deems necessary. Thereafter, 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 initial meeting, and at each annual meeting thereafter, elect a President, Vice President and Secretary. 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. The BOARD shall meet not less than ten (10) times per fiscal year.
6. The BOARD shall keep a written or printed record of every meeting, which record shall be subject to the provisions of 1976 PA 276, as amended (Open Meeting Act). The business that the Board of Directors performs shall be conducted at a public meeting held in a compliance with the Michigan Open Meeting Act, 1976 PA 276 (MCL 15.261, et seq.). To the extent it is not inconsistent with the Michigan Open Meeting Act all meetings shall be conducted in accordance with Roberts Rules of Order.
7. The BOARD shall supply a system of accounts to conform to the system required by law and shall provide for the annual auditing of said accounts in accordance with law. The audit report, once received by the Board, shall be provided to each incorporating subdivision and any community in the future that may purchase service from the Authority.
8. The BOARD may employ an Executive Director with such duties and authority as shall be determined by the BOARD or it may contract with a private firm to provide management or other services as it deems appropriate under the supervision of the BOARD. Should the BOARD employ an Executive Director it shall conduct an annual employment evaluation in writing of the person employed.
9. The BOARD shall adopt rules, regulations, and/or policies governing the employees, property, and facilities under its jurisdiction.
10. The BOARD shall have prepared an annual report regarding the operation and financial condition of WALLY, which report shall be available to the public and submitted to the incorporating political subdivisions.
11. The BOARD shall adopt by-laws, 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 WALLY is created. In all matters coming before the BOARD a simple majority of Board Members present shall be sufficient to dispose of the issue.
12. THE WASHTENAW AND LIVINGSTON LINE Board Secretary shall be charged with the responsibility of causing these Articles of Incorporation to be filed as provided in 1986 PA 196, as amended. The Board Secretary shall be responsible to publish these Articles in a publication of general circulation within the service area of WALLY.
13. Board Members may be compensated for attendance at Board Meetings. They may,

however, receive reimbursement for actual expenses incurred in the performance of their official duties. All such compensation and expenses must first be approved and enumerated in the annual budget.

**ARTICLE IX**

WALLY shall annually adopt a budget as required by 1951 PA 51, as amended; provided, however, that no budget shall be adopted without concurrence of two thirds (2/3) of the Board Members appointed and serving. The original budget as adopted shall include revenues, expenses, and services that exist in any contract between WALLY and any other public or private entities that is in effect on the date the budget is adopted.

Subsequent budgets shall also include this information.

**ARTICLE X**

WALLY may be dissolved in accordance with the provisions of 1986 PA 196, as amended.

**ARTICLE XI**

These Articles of Incorporation shall only be amended by the concurrence of the legislative bodies of the incorporating political subdivisions that are, at the time of the proposed amendments, members of WALLY.

**ARTICLE XII**

WALLY shall become operative and the Articles of Incorporation effective on first day of October 2007. The effective date of the incorporation is contingent upon the incorporating political subdivisions successfully adopting pursuant to their legislative authority and practice, these Articles of Incorporation.

In the event the approval of the incorporating political subdivisions occurs after the date stated above, then the Authority shall be effective upon the date such concurrent approval is subsequently received.

The foregoing Articles of Incorporation were adopted by an affirmative vote of a majority of the members serving on the governing or legislative body of Washtenaw County, Michigan at a meeting duly held on the 19th day of September, 2007.

---

---

---

---

## On Behalf Of The Washtenaw And Livingston Line To Be Known As “Wally”

### **PROPOSED Fact Sheet**

#### **1. What is a PA 196 Transportation Authority?**

Public Act 196 of 1986 was passed by the legislature to establish a framework under which public bodies can incorporate separate public transit operations.

#### **2. Why do we need a new Transportation Authority?**

The State of Michigan and the Federal Government provide significant financial resources for capital and operating assistance to communities to enable them to operate public transportation services. The monies are distributed by formula. A transportation authority, consisting of all public bodies, is the best method to receive these funds.

#### **3. How is it formed?**

A public body, in this case the Counties of Livingston and Washtenaw, can form the Authority. The biggest advantage to having these two entities “incorporate” the Authority is that the rail line is located within both jurisdictions and therefore the Authority would have a “service area” within both counties. This would help the Authority receive funds and operate freely between counties.

#### **4. What type of organization operates now?**

At the present time there is not an organization in existence.

#### **5. Will the new Authority have employees?**

The new Authority will be governed by a Board of Directors that will have authority to direct public transportation operations. It is envisioned that the Authority will employ an Executive Director and an Administrative Assistant and that all other services will be contracted out.

#### **6. What is the single biggest advantage to form a Public Transportation Authority?**

Under present State and Federal Statutes, the new Public Transit Authority would be eligible for Federal and State revenues to help fund its operations.

#### **7. Are there other advantages to a new Authority?**

Yes. There are many advantages to a new Authority. An Authority operates as an independent public body and will therefore be responsible for its own income and expenditures. For example, any debts that it incurs will not be the obligation of any of its forming bodies. It is an independent public body and its liability will be limited only to its operations. It is able to purchase insurance and to take other risk management measures associated with its specific operations because it is an Authority, and that will better safeguard its assets.

#### **8. Will the Authority be able to levy a tax?**

Yes, but only under very strict conditions. First, the Board of Directors would have to approve such a measure, limited to a maximum of five mills for five years. One exception is that a millage may be levied for certain Federal projects that involve “Fixed Guide way” systems for a twenty-five year period. Second, once approved by the Board, the millage question would have to receive a majority vote by those voting within the Authority’s service area. Additionally, the incorporating public bodies, by a vote of their legislative bodies, could withdraw from the Authority, subject to certain legal restrictions, if they did not want to see their areas subject to the levy.

**9. What is the service area of the proposed Authority?**

The service area of the Authority would be the same area as the legal jurisdiction of the public bodies incorporating the Authority.

**10. How would the new Authority be governed?**

The Board of Directors would be appointed by each County that will act as incorporators. The consensus of the study group is that an eight person board, with four members appointed by each incorporator, would work best. Additionally, one of the appointments, from each County, would be an elected member of the County Board.

The proposed Articles of Incorporation stipulate that Board members can be removed at any time before their term is up by the appointing Authority.

**11. How will the finances of the Authority be conducted?**

First of all the Authority is a public body in the sense that it will be subject to all governmental requirements. For example, it will be subject to all the provisions of the Freedom of Information Act and the Open Meetings Act. Additionally, the Authority will be subject to specific restrictions in the Articles of Incorporation in regard to the adoption of a budget. Article IX requires the Board of Directors to annually adopt a budget, in accordance with 1951 PA 51, which requires six out of eight board members to support. Because PA 51 is cited as the guiding Act this means that all of the constraints of the Act will apply. Therefore, all revenues and expenses must be accounted for and categorized according to specific statutory provisions. PA 196 requires an annual audit. Other provisions of Act 51 will allow for oversight by the Michigan Municipal Finance Commission and the Michigan Department of Transportation. Furthermore, because the Authority plans on operating with Federal and State grants to supplement fares and other contributions, it will be required to submit applications, with budgets, prior to the beginning of the fiscal year to Federal and State agencies.

Since most applications must be submitted six months in advance of the fiscal year, this will allow for ample discussions about finances. Each grant that is submitted requires the Board of Directors to attest to the ability of the Authority to operate the services for which the grant is submitted and therefore, the fiscal health of the Authority.

**DRAFT BY-LAWS AND RULES OF PROCEDURE**

**OF**

**THE WASHTENAW AND LIVINGSTON LINE  
TO BE KNOWN  
AS  
“WALLY”**

**2007**

**TABLE OF CONTENTS**

**ADOPTED PREAMBLE..... 3**

**ARTICLE I: OFFICES..... 3**  
Section 1. OFFICE.....  
3

**ARTICLE II: BOARD OF DIRECTORS..... 3**  
Section 1. GENERAL POWERS.....  
3  
Section 2. NUMBER, TENURE AND QUALIFICATIONS.....  
3  
Section 3. REGULAR MEETINGS.....  
4  
Section 4. ORDER OF BUSINESS.....  
4  
Section 5. AGENDA MATERIALS.....  
4  
Section 6. SPECIAL MEETINGS.....  
4  
Section 7. PUBLIC NOTICE OF REGULAR OR SPECIAL MEETINGS.....  
4  
Section 8. MINUTES OF REGULAR AND SPECIAL MEETINGS.....  
5  
Section 9. EXECUTIVE SESSIONS OF THE BOARD.....  
5  
Section 10. QUORUM.....  
5  
Section 11. VOTING.....  
5  
Section 12. VACANCIES.....  
6  
Section 13. COMPENSATION.....  
6  
Section 14. ISSUES POLICY MEMORANDA.....  
6  
Section 15. CONFLICTS OF INTERESTS.....  
6

**ARTICLE III: OFFICERS OF THE BOARD..... 6**  
Section 1. OFFICERS OF THE BOARD.....  
6  
Section 2. ELECTION OF OFFICERS.....  
6  
Section 3. VACANCIES.....  
6  
Section 4. DUTIES.....  
7

**ARTICLE IV: COMMITTEES..... 8**

8	Section 1. COMMITTEES.....	
8	Section 2. STUDY/WORK SESSIONS OF THE BOARD.....	
	<b>ARTICLE V: INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS.....</b>	<b>9</b>
9	Section 1. INSURANCE.....	
	<b>ARTICLE VI: SEAL.....</b>	<b>8</b>
	Section 1. SEAL.....	8
	<b>ARTICLE VII: FISCAL YEAR.....</b>	<b>9</b>
9	Section 1. FISCAL YEAR.....	
	<b>ARTICLE VIII: PARLIAMENTARY RULES.....</b>	<b>9</b>
	Section 1. PARLIAMENTARY RULES.....	9
	<b>ARTICLE IX: PROCEDURE FOR AMENDING BY-LAWS.....</b>	<b>9</b>

**ADOPTED  
PREAMBLE**

This public body corporate, having been created pursuant to Act 196, of 1986 being MCL 124.451, as amended, of the Public Acts of the State of Michigan, (the Act), is named THE WASHTENAW AND LIVINGSTON LINE (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 by-laws for its governance as it may deem appropriate.

**ARTICLE I  
OFFICES**

Section 1. OFFICE.

The principal office of the "Authority" shall be at 705 North Zeeb Road, Ann Arbor, MI 48103. The principal office of the "Authority" shall always be located in the jurisdiction of the "Authority" but may, from time to time, be moved to other locations pursuant to the directions of the "BOARD."

**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 the Articles of Incorporation.

Section 2. NUMBER, TENURE AND QUALIFICATIONS.

The governing body of the "Authority" is the BOARD. The BOARD 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 the Act.

Section 3. REGULAR MEETINGS.

Regular meetings of the BOARD shall be held as determined by the BOARD at its annual meeting, at such times and places as determined, from time to time, by resolution of the BOARD. If the date fixed for any such regular meeting is a legal holiday under the laws of the State of Michigan, then the meeting shall be held on the next available day not a legal holiday or at such other time within the month as may be determined by resolution of the BOARD. At such meetings the BOARD may transact any business as may be brought before the meeting. The annual meeting will be held in the month of June.

Section 4. ORDER OF BUSINESS.

Conduct of a regular or special meeting shall require the following order of business. --

1. Call to order by President
2. Adoption of agenda.
3. Adoption of Minutes of prior regular and/or special BOARD meetings.
4. Public Forum/Public Input (Testimony may be limited at the discretion of the BOARD).
5. Committee reports.
6. Operating Officer's report.
7. Old/New Business.
8. Comments from the BOARD.
9. Adjournment.

Section 5. AGENDA MATERIALS.

Preparation of agenda materials for the Annual, Regular and Special BOARD meetings shall be the responsibility of the President or their designee.

Section 6. SPECIAL MEETINGS.

A special meeting of the BOARD may be called at any time by the President at his/her discretion. Special meetings shall also be called by the President after having received a written request by two (2) members of the BOARD. Within 48 hours of a written request by two (2) members of the BOARD, the President shall schedule the Special Meeting within 10 calendar days from the date of receipt of the written request. Notice of Special Meetings, stating the purpose, shall be given to each member of the BOARD no less than 48 hours prior to the day named for the meeting either by mail, overnight delivery, electronic mail, charges prepaid, to the address supplied by the member of the Board of the "Authority" for the purpose of notice. A written notice shall be deemed to have been given to the person entitled thereto once deposited in the United States Mail overnight or electronic mail for transmission to the person.

Section 7. PUBLIC NOTICE OF REGULAR OR SPECIAL MEETINGS.

The BOARD shall hold all regular public meetings at specified times and places pursuant to the regular schedule adopted at the BOARDS annual meeting. Notice of all meetings shall be posted at the "Authority's" principal office, at the office's of the incorporating entities and elsewhere as the BOARD may direct. Public notice of the schedule of regular meetings for the following fiscal year shall be posted within 10 days after the first regular meeting for each fiscal year, and shall show the regular dates and times for meetings and the place at which meetings are held. Public notice of each rescheduled regular or special meeting shall be posted at least 18 hours before the meeting, giving the date, time and place of each meeting. If there is a change in the schedule of regular meetings of the BOARD, a public notice stating the new dates, times and places shall be posted within three days after the meeting at which the change is made. Any meeting which is recessed for more than 36 hours shall be posted prominently at the principal office of the "Authority" at the public building in which the meeting is to be held; a legal notice shall be published, prior to the meeting, in a newspaper of general circulation. Upon the written request of an individual, organization, firm or corporation, the Board Secretary shall send to the requesting party, electronic mail, fax or by first class mail, an advance copy of any notice for Regular or Special meeting of the BOARD. The Board Secretary shall supply, on request, copies of the public notice of any Regular or Special meetings thereof to any radio, or television station in the state as requested and to those in the local area as may, from time to

time, be appropriate. The BOARD shall comply with all of the Open Meetings Act, being PA 267 of 1976 (MCL 15.261 et seq), as amended.

Section 8. MINUTES OF REGULAR AND SPECIAL MEETINGS.

The Board Secretary or their designee shall keep minutes of each regular and special meeting of the BOARD showing the date, time, place, members present, members absent and any decisions made at the meeting. The minutes shall be public records open to the 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 9. EXECUTIVE SESSIONS OF THE BOARD.

The BOARD may meet in closed sessions only for the following purposes:

- A. To consider the dismissal, suspension, or discipline of, or to hear complaints or charges brought against an employee, when the employee requests a closed hearing.
- B. To discuss strategy and conduct negotiations for collective bargaining agreements.
- C. To consider the purchase or lease of real property up to the time that an option to purchase or lease is obtained.
- D. To consult with Attorneys for the "Authority" regarding trial or settlement strategy in connection with specific pending litigation.
- E. To review the specific contents of an application for employment when the candidate request that the application remain confidential. However, all interviews for employment shall be held in an open meeting.
- F. To consider material exempt from discussion or disclosure by state or federal statute.

Closed session of the BOARD may be held as required to discuss matters as listed above or as the law allows. In order to convene all closed sessions the concurrence, by roll call vote, of 2/3 of the members appointed and serving shall be required. This vote shall be taken at a Regular or Special meeting of the BOARD in advance of the proposed Executive Session.

For all closed sessions, minutes shall be maintained by the Board Secretary, separate from the regular minutes and only available to parties in accordance with the provisions of the Open Meetings Act.

Section 10. QUORUM.

A simple majority of the BOARD shall be necessary to constitute a quorum for a meeting.

Section 11. 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 simple majority of all members serving on the BOARD unless otherwise noted in the Articles, shall be necessary for the adoption of any resolution or motion. All votes of the BOARD, when taken shall be recorded by the Secretary. A roll call vote shall be taken when called for by any member of the BOARD in accordance with the Parliamentary Rules of the BOARD.

Section 12. VACANCIES.

Any vacancy occurring among the members of the BOARD by reason of death, resignation, disqualification, incapacity to serve, removal from office in accordance with law, or otherwise, shall be filled in the manner provided for in the Articles of Incorporation. No vacancies on the BOARD shall impair the ability of the BOARD to transact any and all business of the "Authority" and perform all its duties as provided by the Act.

Section 13. COMPENSATION.

Each member of the BOARD shall receive reimbursement for expenses incurred in the discharge of his/her duties as a BOARD Member. Each member of the BOARD may receive compensation as determined by the articles.

Section 14. ISSUES POLICY MEMORANDA.

The BOARD may 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 those tasked with the day to day operations of the Authority.

Section 15. CONFLICTS OF INTERESTS.

All BOARD Members and employees of the BOARD shall be governed by PA 317 of 1968 (MCL 15. 321 et seq). No employee or member of the BOARD shall be a party, either directly or indirectly, to any contract between himself or herself, and the Authority unless the employee promptly discloses any pecuniary interest in the contract to the BOARD. Once the interest is disclosed and made a part of the public record the vote shall occur without the participation of the interested BOARD Member or with knowledge of the apparent conflict of the employee.

**ARTICLE III  
OFFICERS OF THE BOARD**

Section 1. OFFICERS OF THE BOARD.

The officers on the BOARD shall be elected by the BOARD from among its members and shall consist of a President, Vice President and Secretary. The BOARD shall have the power to appoint a Treasurer and recording Secretary who need not be members of the BOARD.

Section 2. ELECTION OF OFFICERS.

The election of officers shall be conducted upon the completion of appointments or reappointments of the BOARD Members in accordance with the Articles. Annual Elections are to be held by the Board of Directors at the annual meeting. This nomination shall be made by the members present.

Section 3. VACANCIES.

Should any office described above become vacant, the BOARD shall fill the vacancy in accordance with Article III Section 1.

Section 4. DUTIES.

A. President

- 1) He/She shall preside, when present, at all meetings of the BOARD and shall consult with the Executive Director/manager in the preparation of the agenda for the Annual, Regular and Special BOARD meetings.
- 2) The President shall have the full right to propose and discuss motions and shall vote on all resolutions and motions.
- 3) The President together with the Secretary or Treasurer shall sign, execute, and acknowledge in the name of the "Authority" all contracts, agreements, and documents authorized by law.
- 4) The President shall appoint members of committees with concurrence of the BOARD.
- 5) The President shall be a member ex-officio of all committees.
- 6) The President shall perform all such other duties as from time to time shall be assigned by the BOARD.

B. Vice President \_

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers and duties of, and be subject to all the restrictions upon the President. Furthermore, the Vice President shall perform such other duties as from time to time may be assigned to him/her by the BOARD. In the absence of the President and Vice President a majority of the BOARD may appoint a temporary President to serve only for the meeting at which such temporary President is appointed and a quorum is present.

C. Secretary

The Secretary of the Board or their designee is responsible to maintain and compile minutes as directed by the BOARD in accordance with the Open Meetings Act, being PA 267 of 1976 (MCL 15.261 et seq). The Secretary shall be responsible to insure an accurate record is maintained of all Regular and Special meetings of the BOARD and submit such records for approval through the BOARD.

D. Treasurer.

The Treasurer shall review the accounts receivable and payable of the Authority. He/she shall approve, in accords with the BOARD Policy, payments to contractors, vendors, goods, services or expenses of the "Authority", when due and cause those payables so approved to be paid in accordance with Board Policy. The Treasurer at minimum shall provide quarterly financial statements to the BOARD. All accounting shall be done in accordance with Public Act 51 of 1951 (MCL 247.651, et seq.) The Treasurer shall cause to be conducted an annual audit, the results of which shall be forwarded to the incorporating bodies and other interested persons, organizations, or as may be required by law.

**ARTICLE IV  
COMMITTEES**

Section 1. COMMITTEES.

A. Established.

The BOARD may by resolution establish committees, which shall consist of members of the BOARD as may be appointed by the President, with concurrence of the BOARD. The President of the BOARD shall appoint chairs of the committee and will be an ex-officio member of all committees.

B. Duties.

The instructions, procedures and scope of the committee's responsibilities shall be determined by the BOARD.

C. Notice.

Notice of committee meetings shall be made in the same manner as prescribed for regular meetings in these By-Laws.

Section 2. STUDY/WORK SESSIONS OF THE BOARD.

Study sessions of the BOARD may be held periodically as determined by the President or by the BOARD. Notice of Study/Work sessions, stating the purpose, shall be given to each member of the BOARD not less than 48 hours prior to the day named for the meeting either by mail, overnight delivery, electronic mail, charges prepaid, to the address supplied by the member of the Board of the "Authority" for the purpose of notice. The notice shall clearly state that the meeting is a Work/Study session of the BOARD and no decisions will be made. All Study/Work Sessions of the Board will fully comply with the Open Meetings Act, being PA 267 of 1976 (MCL 15.261 et seq).

**ARTICLE V  
INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS**

Section 1. INSURANCE.

The BOARD shall purchase and maintain general liability and errors and omissions insurance, with policy limits reasonable in light of the BOARD'S responsibilities to protect against losses incurred or realized in the discharge of its functions. The BOARD shall secure surety bonds for those employees and/or contractors designated by the BOARD directly to handle and process state, federal and other funds received by the "Authority", as it deems appropriate.

**ARTICLE VI  
SEAL**

Section 1. SEAL.

The "Authority" shall have a seal, which shall have inscribed thereon the following: The Washtenaw and Livingston Line.

**ARTICLE VII  
FISCAL YEAR**

Section 1. FISCAL YEAR.

The "Authority's" fiscal year shall be from October 1 through September 30 of each year.

**ARTICLE VIII  
PARLIAMENTARY RULES**

Section 1. PARLIAMENTARY RULES.

A. Except where inconsistent with the Act or these By-Laws, Robert's Rules of Order, as from time to time revised, shall govern the proceedings of the BOARD and its committees.

B. No parliamentary rule shall be suspended without the concurrence of 2/3 of the BOARD.

**ARTICLE IX  
PROCEDURE FOR AMENDING BY-LAWS**

These By-Laws may be altered, amended, or repealed and new By-Laws adopted, by vote of 2/3 of the members of the BOARD at any Regular or Special meeting provided that at least thirty (30) days written notice either by mail, overnight delivery, electronic mail, charges prepaid, to the address supplied by the member of the Board of the "Authority" for the purpose of notice, incorporating the exact language of the proposed change, has been given to all members of the BOARD.