

BYLAWS

Minutes of a _____ Meeting of the Board of Commissioners of the Albion Building Authority held on the _____ day of _____, 1978, at _____ o'clock __.m., Eastern Daylight Time.

PRESENT: Commissioners _____

ABSENT: Commissioners _____

The following preamble and resolution were offered by Commissioner

_____ and supported by Commissioner _____:

WHEREAS, the City Council of the City of Albion has incorporated the Albion Building Authority (the "Building Authority") pursuant to the provisions of Act 31, Public Acts of Michigan, 1948 (First Extra Session), as amended; and

WHEREAS, the Articles of Incorporation of the Building Authority require that certain bylaws and rules of procedure be adopted by the Commission of the Building Authority;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The following shall be the Bylaws of the Building Authority:

A. Regular meetings of the Commission of the Building Authority shall be held on the _____ of each _____ at _____ a.m. in the City of Albion City Hall in Albion, Michigan, which said meetings may be adjourned by action of the Commission of the Building Authority from time to time a definitely fixed place, date and time.

B. Special meetings of the Commission of the Building Authority shall be called by the Chairman of the Commission or by any two (2) members of the Commission.

Written notice of special meetings of the Commission shall be either (a) served personally on each member of the Commission or left at his or her usual place of employment or residence not less than twenty-four (24) hours prior to the time of the special meeting; (b) given personally by telephonic communication to

each member of the Commission not less than twenty-four (24) hours prior to the time of the special meeting; or (c) given by first class mail to each member of the Commission not less than seventy-two (72) hours prior to the time of the special meeting. In the event of notice of a special meeting by telephonic communication with each member of the Commission, an affidavit shall be filed by the person giving notice of said special meeting to a Commissioner by telephonic communication that notice was given to the Commissioner by such means.

Public notice of all regular, special or rescheduled regular meetings of the Commission of the Building Authority shall be given pursuant to the applicable provisions of Act 267 of the Public Acts of 1976.

Any meeting at which all members of the Commission are present shall be a legal meeting for the conduct of business, notwithstanding the fact that it was not called in the manner set forth above and notwithstanding the fact that notice of the meeting was not given in the manner set forth above, provided, that notice of such meeting of the Building Authority was given in accordance with the provisions of Act 267 of the Public Acts of 1976.

Any action of the Commission of the Building Authority taken without notice to a Commissioner as hereinabove required shall be valid if such Commissioner not so notified at anytime before or after the action is taken submits a signed waiver of notice, and, if signed after the action was taken, also ratifies the action so taken.

C. A majority of the qualified membership of the Commission of the Building Authority shall constitute a quorum and all proceedings of the Commission shall require for favorable action a vote of three members of the Commission.

D. The Commission shall act by resolution or motion and shall keep a journal of its proceedings, which shall be signed by the Secretary. Said journal shall show how each member voted and each member shall vote upon all motions and resolutions unless he is disqualified from voting thereon by reason of any direct or indirect personal interest as defined by the State of Michigan Conflict of Interest Laws.

E. All checks of the Building Authority shall be executed by the Treasurer and the Chairman of the Commission of the Building Authority. All bonds or other obligations of the Building Authority shall be signed by the Chairman and Secretary and the seal of the Authority shall be affixed thereto. Interest coupons attached to bonds shall be executed with the facsimile signature of the Chairman.

F. The Treasurer shall make an annual report of the receipts and disbursements of the funds of the Building Authority for the preceeding year at a regular meeting to be held in the month of _____ of each year.

G. The Secretary of the Building Authority is hereby authorized and directed to obtain a seal for the Authority, which seal shall be the official seal of the Building Authority.

H. In case of the temporary absence or disability of any officer, the Commission may appoint some other member of the Commission to act temporarily in his or her stead, except that in the case of the temporary absence or disability of the Chairman, the Secretary of the Commission shall act as Chairman.

I. The Commission by resolution may establish advisory committees for the purpose of assisting the Commission in the discharge of its duties. The resolution establishing an advisory committee shall state the names of the committee members, their terms of office and the committee's function.

J. The Commission may appoint a recording secretary and deputy treasurer who need not be members of the Commission.

K. All actions of the Commission of the Building Authority shall be governed by Roberts Rules of Order if not inconsistent with the Articles of Incorporation of the Building Authority or its Bylaws.

2. These Bylaws shall be effective when approved by the City Council of the City of Albion and the Secretary is hereby directed to file this resolution with the City Clerk for presentation to said Council for their approval.

3. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution be and the same hereby are rescinded.

AYES: Commissioners _____

NAYS: Commissioners _____

RESOLUTION DECLARED ADOPTED.

Secretary
Albion Building Authority

I hereby certify that the foregoing is a true and complete copy of a resolution adopted by the Board of Commissioners of the Albion Building Authority, State of Michigan, at a _____ Meeting held on _____, 1978, and that public notice of said meeting was given pursuant to and in full compliance with Act No. 267, Public Acts of Michigan, 1976.

Secretary
Albion Building Authority

DATE OF RECORD: May 19, 1978

ARTICLES OF INCORPORATION
OF
ALBION BUILDING AUTHORITY

These Articles of Incorporation are adopted, signed and acknowledged by the incorporating unit for the purpose of forming a nonprofit municipal Building Authority under the provisions of Act 31, Public Acts of Michigan, 1948 (First Extra Session), as amended, the Articles being as follows:

ARTICLE I

The name of this corporation and authority is the ALBION BUILDING AUTHORITY.

ARTICLE II

The incorporating unit is the City of Albion, located in Calhoun County, Michigan, a municipal corporation of the State of Michigan.

ARTICLE III

This authority is incorporated for the purpose of acquiring, furnishing, equipping, owning, improving, enlarging, operating and maintaining a building or buildings, automobile parking lots or structures, recreational facilities, and the necessary site or sites therefor, together with appurtenant properties and facilities necessary or convenient for the effective use thereof, for use for any legitimate public purpose of the City of Albion.

ARTICLE IV

POWERS AND DUTIES:

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

Section 2. The Authority and the incorporating unit shall have the power to enter into a contract or contracts whereby the Authority will acquire property necessary to accomplish the purposes of this incorporation and

contemplated by the terms of the enabling act and lease said property to the incorporating unit for a period of not to exceed fifty (50) years, which contracts may be either a full faith and credit general obligation of the incorporating unit or shall not be a full faith and credit general obligation of the incorporating unit. The contract with the incorporating unit may also provide that the incorporating unit shall pay all costs and expenses of operation and maintenance of the property and the operating expenses of the Authority, including expenses incidental to the issuance and payment of bonds, and such contract may provide that the obligation of the incorporating unit thereunder for the payment of any rental required thereby shall not be subject to any setoff by the incorporating unit or any abatement of cash rentals for any cause, including but not limited to casualty that results in the property being untenable. The incorporating unit shall have such rights to sublet or assign property leased from the Authority as provided in the aforesaid Act 31, as now or hereafter amended.

Section 3. For the purpose of accomplishing the objects of its incorporation, the Authority may acquire property by purchase, construction, lease, gift, devise or condemnation, and for the purpose of condemnation, it may proceed under the provisions of Act No. 149 of the Public Acts of 1911, as amended, or any other appropriate statute.

Section 4. For the purpose of defraying all or part of the cost of acquiring, improving, and enlarging any building or buildings, automobile parking lots or structures, recreational facilities and the necessary site or sites therefor, together with appurtenant properties and facilities necessary or convenient for the effective use thereof, and furnishing and equipping the same the Authority, (a) after execution and delivery of a full faith and credit general obligation contract of lease, as provided in Act 31 of the Public Acts of Michigan (Extra Session) 1948, as amended, may by ordinance or resolution duly adopted by a majority vote of the elected members of the Commission of the Authority issue its negotiable bonds in anticipation of the contract obligations of the incorporating unit to make cash rental payments to the Authority and may pledge the receipts from such payments

for payment of said bonds and the interest thereon; (b) after execution of a contract of lease which is not a full faith and credit general obligation of the incorporating unit as provided in Act 31 of the Public Acts of Michigan (Extra Session) 1948, as amended, may by ordinance or resolution duly adopted by a majority vote of the elected members of the Commission of the Authority issue its negotiable bonds in anticipation of the contract obligations of the incorporating unit to make cash rental payments to the Authority and may pledge the receipts from such payments for payment of said bonds and the interest thereon; in both cases as provided by and subject to and in accordance with Act 31 of the Public Acts of Michigan (Extra Session) 1948, as amended. Bonds shall not be issued unless the property has been leased by the Authority to the incorporating unit for a period extending beyond the last maturity of the bonds and no maturity shall in any event be more than forty (40) years from the date of the bonds. In addition, the Authority shall have the power to issue such other bonds as it may be authorized to issue under the general laws of the State of Michigan said bonds to be issued in accordance with and subject to the provisions of such other laws. No bonds of the Authority shall be delivered to the purchasers thereof in any event until such time as all rights of referendum with respect to said bonds or any contract between the Authority and the incorporating unit shall have expired without a referendum petition being filed or, if a referendum petition is filed with respect thereto, until after an election approving said contract or the issuance of the bonds as may be required by law shall have been held and the same approved by a majority vote of the electors of the incorporating unit voting thereon.

Section 5. When all bonds issued pursuant to the provisions of the enabling Act under which the Authority is incorporated shall have been retired, the Authority shall convey title to the property acquired hereunder to the incorporating ~~unit~~^{unit} in accordance with directions of the governing body of the incorporating unit or any agreement adopted by the governing body of the incorporating unit.

Section 6. All property owned by the Authority shall be exempt from taxation by the State or any taxing unit therein.

Section 7. The Authority shall possess all the powers necessary to carry out the purpose of its incorporation, including the incidental powers necessary thereto. The powers herein granted shall be in addition to those granted by any statute or charter, and the enumeration of any power either in these Articles of Incorporation or in the enabling Act, shall not be construed as a limitation upon such general powers.

Section 8. The term of this corporation and Authority shall be perpetual, or until terminated in accordance with law and in any event shall not be less than or terminated prior to the time that all bonds or other obligations of the Authority are paid in full.

ARTICLE V

GOVERNING BODY OFFICERS:

Section 1. The Authority shall be directed and governed by a Board of Commissioners of three (3) members known as the "Commission", each to be elected by the City Council of the City of Albion. No member of the legislative body of the incorporating unit shall be eligible for membership or appointment to this Authority.

Section 2. The terms of the three (3) Commissioners constituting the first Commission shall be for a term of years as follows: one Commissioner for a term ending on June 30, 1981, one Commissioner for a term ending on June 30, 1980, and one Commissioner for a term ending on June 30, 1979, respectively. Thereafter, succeeding Commissioners shall serve for three-year terms.

Section 3. The Commission shall designate one of its members as Chairman, one of its members as Secretary, and a Treasurer who need not be a member of the Commission, each to be designated for such term in office as may be fixed by the bylaws.

Section 4. The Commission shall adopt and may amend bylaws and rules of procedure consonant with the provisions of the enabling act and provide therein for regular meetings of the Commission.

Section 5. The Commission shall adopt a corporate seal.

Section 6. The Chairman shall preside at meetings of the Commission and may sign and execute all authorized bonds, contracts, checks and other obligations and execute interest coupons with his facsimile signature in the name of the Authority when so authorized by the Commission. He shall do and perform such other duties as may be fixed by the bylaws and from time to time assigned to him by the Commission.

Section 7. The Secretary shall keep the minutes of all meetings of the Commission, and of all committees thereof, in books provided for that purpose. He shall attend to the giving, serving and receiving of all notices or process of or against the Authority. He may sign with the Chairman in the name of the Authority all bonds, contracts and other obligations authorized by the Commission, and when so ordered, he shall affix the seal of the Authority thereto. He shall have charge of all books and records which shall at all reasonable times be open to inspection and examination of the Commission or any member thereof, and, in general, perform all the duties incident to his office. The Secretary shall preside at meetings of the Commission in the absence of the Chairman.

Section 8. The Treasurer shall have custody of all the funds and securities of the Authority which may come into his hands or possession. When necessary or proper, he shall endorse in behalf of the Authority for collection, checks, notes, and other obligations, and shall deposit them to the credit of the Authority in a designated bank or depository. He shall sign all receipts and vouchers for payment made to the Authority. He shall jointly with such other officer as may be designated by the Commission sign all checks, promissory notes and other obligations of the Authority when so ordered by the Commission. He shall render a statement of his cash accounts when required by the Commission. He shall enter regularly in the books of the Authority to be kept by him for the purpose full and accurate accounts of all moneys received and paid by him on account of the Authority, and shall, at all reasonable times, exhibit his books and accounts to the Commission or any member thereof when so required. He shall perform all acts incidental to the position of Treasurer fixed by the bylaws and as

ARTICLE VIII

REGISTERED OFFICE:

Location of registered office and post office address is:

Office of the City Clerk
Albion, Michigan 49224

ARTICLE IX

These Articles of Incorporation shall become effective and be in full force and effect ten (10) days after their adoption, as provided in Section 6 of the aforesaid Act 31.

IN WITNESS WHEREOF, the incorporating unit has adopted and authorized to be executed these Articles of Incorporation in behalf of the City of Albion, a municipal corporation of the State of Michigan, by the Mayor and City Clerk of the City of Albion.

CITY OF ALBION

By Wanda M. Jones
Mayor

By Richard T. Jones
City Clerk

(SEAL)

assigned to him from time to time by the Commission. He shall be bonded for the faithful discharge of his duties as Treasurer, the bond to be of such character, form and in such amount as the Commission may require.

Section 9. Annual compensation, if any, for the members of the Commission shall be fixed by the Commission when approved by a majority of the City Council of the City of Albion. No Commissioner who holds any paid public office or public employment shall receive any salary as such Commissioner.

Section 10. Vacancies occurring in the office of the Commission shall be filled by the City Council of the City of Albion for the unexpired term.

Section 11. A Commissioner may be removed from office for cause by an affirmative majority vote of the City Council of the City of Albion.

Section 12. The books and records of the Authority and of the Commission, officers and agents thereof shall be open to inspection and audit by the City of Albion at all reasonable times. The Authority shall submit an annual report to the City of Albion.

ARTICLE VI

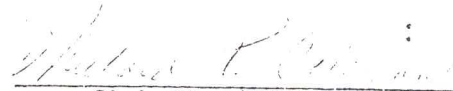
The City Clerk of the City of Albion shall cause a copy of these Articles of Incorporation to be published once in the Albion Evening Recorder, being a newspaper circulated within the City of Albion, as provided in the enabling Act, such publication to be accompanied by a notice that valid incorporation of the Authority shall be conclusively presumed unless questioned in a court of competent jurisdiction as provided in Act 31 of the Public Acts of Michigan (Extra Session) 1948, as amended.

ARTICLE VII

AMENDMENTS:

Amendments may be made to these Articles of Incorporation as provided in Section 10 of the aforesaid Act 31.

The foregoing Articles of Incorporation were adopted by the City Council of the City of Albion, County of Calhoun, Michigan, at a meeting duly held on the 17 day of May, 1978.


Clerk, City of Albion

Dated: May 17, 1978.

NOTICE OF INCORPORATION OF
ALBION BUILDING AUTHORITY

PLEASE TAKE NOTICE that on May 17, 1978,

the City Council of the City of Albion, County of Calhoun, Michigan, did pursuant to Act 31, Public Acts of Michigan, 1948 (First Extra Session), as amended, adopt Articles of Incorporation of the Albion Building Authority, as hereinafter set forth. Said Articles will be filed with the Calhoun County Clerk and the Michigan Secretary of State, as required by said Act.

SAID ACT GRANTS THE RIGHT TO QUESTION THE VALIDITY OF SUCH INCORPORATION IN A COURT OF COMPETENT JURISDICTION WITHIN SIXTY (60) DAYS AFTER THE LAST OF THE ABOVE FILING IS ACCOMPLISHED. AFTER SUCH TIME THE INCORPORATION SHALL BE CONCLUSIVELY PRESUMED TO BE VALID.

Further information including the time of the above filings may be obtained from the office of the City of Albion City Clerk.

Richard P. Coleman
City of Albion, City Clerk