

05-2016 RESOLUTION
**Adoption of the Ovid-Middlebury Emergency Service Authority Articles of
Incorporation**

WHEREAS, the Village of Ovid has now become the City of Ovid and there needs to be fair representation of each of the municipality.

NOW THEREFORE, BE IT HEREBY RESOLVED:

Middlebury Township shall place adopt the Articles of Incorporation for Ovid-Middlebury Emergency Service Authority.

Motion was made by Treasurer C. Stevens and supported by Trustee R. Semans to adopt the foregoing resolution.

Roll call vote:

Aye: G.Kiger, R. Semans, C. Stevens, S. Tomasek-Swan, M. Herendeen

Nay: None

The Supervisor declares this resolution adopted on May 11, 2016

I, Susan Tomasek-Swan, the duly elected and acting Clerk of Middlebury township, hereby, certify that the foregoing resolution was adopted by the Township Board of said Township at the budget meeting of said Board held on May 11, 2016 at which meeting a quorum was present, by roll call vote of said members hereinbefore set forth; that said resolution was ordered to take effect immediately.

AMENDED ARTICLES OF INCORPORATION OVID-MIDDLEBURY EMERGENCY SERVICES AUTHORITY

The Township of Ovid, the Township of Middlebury, and the City of Ovid, on the below identified dates, associate themselves for the purpose of forming a Fire and Emergency Medical Services Authority under the Emergency Services to Municipalities Act, 1988 PA 57, MCL 124.601 et seq., and adopt the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is the Ovid-Middlebury Emergency Services Authority (hereinafter also referred to as "OMESA," "Authority," or "the Authority").

ARTICLE 2

Incorporating Municipalities

The incorporating municipalities are the Township of Ovid, the Township of Middlebury and the City of Ovid. Any county, city, village, or township may become a part of the Authority by amendment to these Articles of Incorporation, adopted by the legislative body of the municipality that desires to become an incorporating municipality and by the legislative body of every current incorporating municipality of the Authority.

ARTICLE 3

Objects, Purposes, and Powers

The objects, purposes and powers of the Authority and the general nature of the business it proposes to transact are:

- A. To provide fire and emergency medical services for the residents of Ovid Township, Middlebury Township and the City of Ovid.
- B. To adopt an annual budget for operations, such budgets not to exceed by 10% the previous year's budget without the prior approval of the incorporating municipalities.
- C. To acquire, hold, manage, control, sell, exchange, lease, mortgage or accept by donation real estate, and such personal property as may be necessary to further the Authority's lawful purposes, as may be authorized by law.
- D. To apply for and accept grants, loans, or contributions from the Federal government or any of its agencies, the state, any incorporating municipality, or any other public or private agencies or individuals to carry out the purpose of the Authority.

- E. To hire employees, attorneys, accountants, and consultants as necessary to carry out the purpose of the Authority.
- F. To enter into any contract not prohibited by law to further the purpose of the Authority.
- G. To adopt bylaws and rules of administration to accomplish the purposes of the Authority.
- H. To do everything else necessary and proper authorized by law for the accomplishments of any of the purpose mentioned above, either alone or in association with other individuals and/or public or private entities, and in general to perform those things and transact that business in connection with the above stated objects that are not inconsistent with law. I.
 - To provide for an annual audit of the financial affairs of the authority.
- J. To levy taxes, with the approval of the electors of the incorporating municipalities, pursuant to and in accordance with requirements of Section 12 of the Emergency Services of Municipalities Act, 1988 PA 57, MCL 124.612.
- K. To any extent that instead of, or in addition to, the Authority levying a tax as described in the preceding paragraph, the incorporating municipalities levy or have levied taxes for emergency services under their individual municipal authority in accordance with an agreement with the Authority or the other incorporating municipalities for the purpose of funding the Authority, or have otherwise entered into an agreement with the Authority for funding of the Authority in accordance with such an agreement, each incorporating municipality shall promptly remit the agreed-upon revenue to the Authority in the manner directed by the Authority or by the terms of the agreement. If a municipality withdraws or the Authority is dissolved, any arrearage due to the Authority from a municipality shall be calculated in the apportionment of Authority assets conveyed to the municipalities, as well as in any apportionment of Authority debts or liabilities assessed to the municipalities. This provision may be enforced by the Authority or any affected municipality.

ARTICLE 4

Property

Effective concurrent with the effective date of these Amended Articles of Incorporation, the incorporating municipalities shall transfer to the Authority title and possession of such equipment as may be in their ownership and possession prior to the effective date of these Articles, unless all such equipment has already been transferred under a previous version of these Articles. If any equipment is to be transferred, it will be set forth in an Attachment hereto which is incorporated by reference as if fully set forth herein.

ARTICLE 5

Service Area

The geographic area served by the Authority shall include the total territory included within the jurisdictional boundaries of the City of Ovid, the Township of Ovid, and the Township of Middlebury. This Article shall not prevent the Authority from providing emergency services by contract or mutual aid arrangement to areas beyond this service area.

ARTICLE 6

Nature of Corporation

This corporation shall be a Municipal Emergency Services Authority as provided in the Emergency Services to Municipalities Act, 1988 PA 57, MCL 124.601 et seq. The Authority shall have no stock, and no dividends or pecuniary profits shall be declared or paid to its officers, employees, or other private individuals, and all of its funds shall be used to further the purposes of the Authority as set forth above. The duration of the Authority shall be perpetual unless dissolved by act of the parties or by law, provided that the Authority shall not be dissolved if such dissolution could operate as an impairment of any of its contracts. The Board of Trustees may adopt a corporate seal, and may thereafter alter, or use the seal in any manner deemed appropriate by the Board of Trustees.

ARTICLE 7

Officer Liability

The officers and trustees of the Authority shall not be individually liable for its debts or other liabilities, and the private property of such individuals shall be exempt from any of the Authority's debts or liabilities.

ARTICLE 8

Board of Trustees

The control and management of the Authority shall be vested in a Board of Trustees.

A. The Board of Trustees shall have six members, designated as follows:

- (a) The Ovid Township Supervisor, or his or her designee.
- (b) The Middlebury Township Supervisor, or his or her designee.
- (c) The Mayor of the City of Ovid, or his or her designee.
- (d) Three members, appointed one each by the Board of Trustees for Ovid

Township, the Board of Trustees for Middlebury Township, and the City Council for the City of Ovid. B. All Trustees shall be qualified electors of their appointing municipalities.

- C. Trustees may be removed by the Board or Council that appointed them with or without cause. Designee trustees, if any, may likewise be removed with or without cause by the exofficio Supervisor or Mayor that designated them.
- D. The Authority shall be non-partisan and shall not take part in or lend its influence, either directly or indirectly, to the nomination, election, or appointment of any candidate for public office, nor shall it sponsor or participate in any meetings of a political nature, except for millage elections or issues regarding public safety or directly affecting its operations. Employees who attempt to explicitly use their position with the Authority, or to invoke the Authority, in a partisan political campaign without the express approval of the board, may be subject to discipline.
- E. All Trustees shall take the oath of office required by Article 11, Section 1 of the Michigan Constitution.
- F. No action shall be taken except at a meeting at which a quorum of Trustees is present. A quorum shall consist of not less than a majority of the duly appointed Trustees.
- G. All actions taken by the Board shall require approval or not less than a simple majority of the Trustees present at a meeting where a quorum is present. When specifically provided elsewhere in these Articles, the Authority's bylaws, the Authority's rules of procedure, or applicable law, a greater majority may be required to approve the specified action.
- H. Regular Meetings of the Board shall be held not less than monthly, but may be held more often, in accordance with a schedule of meetings adopted, changed (if necessary) and posted in accordance with the provisions of the Open Meetings Act, 1976 PA 267, MCL 15.261 et seq. Regular meetings may be rescheduled by the Board. Special meetings may be called by the Chair, or by any two Trustees. Except in the case of regularly scheduled meetings, or in the case of an emergency, or where waived by the Trustees, notice of the time, place and matters to be discussed shall be given to each Trustee at least 48 hours in advance of such meeting, and posted in accordance with the provisions of the Open Meeting Act. In the case of an emergency, notice shall be given by phone or in person as may be practical. Any Trustee may waive notice in writing, either before or after the meeting, and attendance at a meeting by a Trustee shall be deemed waiver of notice by that Trustee.
- I. The Board shall annually adopt rules of procedure for the conduct of its meetings.
- J. The Board shall establish the fiscal year for the Authority by resolution. The Board shall provide by resolution for the financial procedures to be followed regarding the funds of the Authority, and determine by resolution the persons responsible for following those procedures and performing the financial transactions of the authority.

- K. The Board shall adopt an investment policy consistent with the requirements of the investment policies of the incorporating municipalities.
- L. Trustees and officers may be compensated as established by the board.

ARTICLE 9

Officers

The officers of the Authority shall be the Chair, Vice-Chair, Secretary and Treasurer, whose duties shall be as follows:

- A. The principal duties of the Chair shall be to preside at all meetings of the Board of Trustees and to have general supervision over the Authority's affairs. The Chair shall be elected from among the appointed Trustees.
- B. The principal duties of the Vice-Chair shall be to discharge the duties of the Chair in the event of the absence or disability, for any cause, of the Chair. The Vice-Chair shall be elected from among the appointed Trustees.
- C. The principal duties of the Secretary shall be to countersign all contracts and leases executed by the Authority, affix the seal of the Authority to all papers required or directed to be sealed, to keep the records of the proceedings of the Board of Trustees, to call and/or administer elections as permitted and required by law, and to safely and systematically keep all books, papers, records and document belonging to the Authority, or and anyway pertaining to the business of the Authority, except the books and records, incidental to the duties of the Treasurer. All records shall be made available to the public in the accordance with the Michigan Freedom of Information Act, 1976 PA 442, MCL 15.231 et seq. The Secretary shall be elected from among the appointed Trustees.
- D. The principal duties of the Treasurer shall be to keep an account of all monies, credits, and property of the Authority which come into his or her hands, and to keep an accurate record of all monies received and disbursed and of proper vouchers for monies disbursed into render all accounts, statements, and inventories of monies received and disbursed and of money and property on hand, to prepare for annual audits and generally of all matters pertaining to the office of Treasurer, as required by the Board of Trustees. The Treasurer shall be bonded through the Authority. The Treasurer may or may not be elected from among the Trustees. If the Treasurer is not selected from among the appointed the Trustees, the Treasurer, shall not be considered a Trustee and serve without a vote.
- E. The Board of Trustees may provide for the appointment of additional officers as they may deem to be in the Authority's best interest.

- F. The officers shall perform additional or different duties as from time to time are imposed or required by the Board of Trustees, or as may be prescribed from time to time by the bylaws.

ARTICLE 10

Employees

The Board of Trustees shall be responsible for hiring all employees of the Authority. The duty may be delegated to the respective chief(s) of the fire service and the ambulance service at the discretion of the Board of Trustees.

ARTICLE 11

Publication

The Secretary, Chair, or other designated Authority trustee or employee shall cause these Articles of Incorporation to be published in a newspaper of general circulation in the Authority's service area, and printed copies to be certified and filed as provided in Section 2 of the Emergency Services to Municipalities Act, 1988 PA 57, MCL 124.602.

ARTICLE 12

Dissolution

- A. The Authority may be dissolved upon a two-thirds majority vote of the Trustees, provided, however, that the dissolution shall be effective only if ratified in writing by the governing bodies of two-thirds of the incorporating municipalities.
- B. In the event the Authority is dissolved, each municipality shall remain liable for a proportion of the debts and liabilities of the Authority determined by dividing the state equalized value of all property in the authority at the time of the dissolution.
- C. All outstanding obligations of the Authority shall be liquidated within one hundred and eighty (180) days of the termination date.
- D. Assets of the Authority in excess of its liabilities shall be distributed pursuant to unanimous agreement by the incorporating municipalities, provided, that in the event that such agreement cannot be reached, the assets of the Authority shall be disbursed among the incorporating municipalities with each receiving value approximately equal to the ratio of the then current the state equalized value of the real property in each municipality to the state equalized value of all real property in the authority at the time of the dissolution.

ARTICLE 13

Withdrawal of an Incorporating Municipality

If a municipality withdraws from the Authority, it shall remain liable for a proportion of the debts and liabilities of the Authority incurred while the municipality was a part of the authority, based upon the formula set forth above. Upon withdrawal, a municipality relinquishes any and all claims to any equipment and/or property of any kind, owned by the Authority. Such withdrawal must be ratified by a two-thirds vote of the governing body of the withdrawing municipality, and the Authority thereafter notified in writing of the same.

ARTICLE 14

Resident Agent and Principal Office

The principal office of the Authority shall be located at 114 E. Front Street, Ovid, Michigan 48866, or at such location within the Service Area of the Authority as the Board may from time to time establish by resolution. The name of the initial resident agent for the purposes of accepting service of process shall be the Clerk of the City of Ovid. The resident agent may be changed as the Board shall from time to time provide by resolution.

ARTICLE 15

Amendment

These Articles may be amended by adoption of proposed amendments by the legislative body of every incorporating municipality. Amendments shall be endorsed and published, certified printed copies shall be filed in the same manner as the original Articles of Incorporation, except that the filed printed copies shall be certified by the Secretary of the Board of Trustees.

ARTICLE 16

Effective Date

These Articles of Incorporation shall become effective July 1, 2016.