

BY-LAWS
of the
SAGINAW AREA GIS AUTHORITY

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SAGINAW AREA GIS AUTHORITY

Article I

Office

The principal office of the Saginaw Area GIS Authority (the Authority) shall be located at a place which is determined by the Authority Board of Trustees (the Board), from time to time.

Article II

Fiscal Year

The fiscal year of the Authority shall be the calendar year ending September 30.

Article III

Board Meetings

Section 1. Annual Meetings. The annual meeting of the Authority Board of Trustees (the Board) shall be held on or about the third Tuesday of September in each year at a place and time designated by the Board. At the annual meeting, the board shall appoint the accountant, engineer and legal counsel for the upcoming fiscal year, and elect officers for the Authority.

Section 2. Regular Meetings. The regular meetings of the Board shall be designated by the Board in October of each year. Regular meetings of the Board during 2004 shall be designated by the board at its first organizational meeting.

Section 3. Open Meetings Act. All meetings of the Board shall be conducted at a public meeting held in compliance with Act No. 267 of the Public Acts of Michigan of 1976, as amended (AOpen Meetings Act@). Public notice of the time, date and place of the meeting shall be given in the manner required by the Open Meetings Act.

Section 4. Special meetings. Special meetings of the Board shall be held when called by the Chairman or by one third (1/3) of the Trustees.

Section 5. Notice of Special Meetings. Written notice of special meetings of the Board, stating the time, date and place of meeting, shall be served upon each Trustee personally, or by leaving it at his or her place of residence at least twenty-four (24) hours prior to the time of such meeting, or by depositing the same in a United States Post Office Mail Box within the limits of the Authority at least seventy-two (72) hours prior to the time of such meeting, enclosed in a sealed envelope properly addressed to him or her at his or her home or office address, with postage fully prepaid. Any meeting at which all Trustees are present shall be a valid meeting, and all action taken shall be valid, irrespective of lack of notice of the meeting.

Section 6. Notice of Annual Meetings. Written notice of annual meetings of the Board, stating the time, date and place where it is to be held, shall be served by depositing the same in a United States Post Office Mail Box within the limits of the Authority at least five (5) days prior to the time of such meeting, properly addressed to him or her at his or her home or office address, with postage fully prepaid thereon. Any meeting at which all Trustees are present shall be a valid meeting, and all action taken shall be valid, irrespective of lack of notice. No notice shall be required for regular meetings which are scheduled under Section 2 of this Article.

Section 7. Waiver of Notice of Meeting. Notice may be waived in writing either before or after a meeting.

Section 8. Quorum. At least a majority of the Trustees of the entire Board shall be required for a quorum.

Section 9. Voting. The Board shall act by motion, resolution, or regulation. For passage of any resolution or regulation providing for the issuance of bonds or the dissolution of the Authority, an affirmative vote of at least two-thirds (2/3) of the members of the entire Board shall be required. Except as otherwise provided in the Interlocal Agreement, these By-Laws, or by the laws of the State of Michigan, an affirmative vote of a majority of the members of the entire Board shall be sufficient for all other actions.

Article IV

New Member Municipalities

Section 1. Local Governmental Unit. Any city, village, township, or other municipal corporation which qualifies as a Local Governmental Unit under Act 7 of 1967, Michigan Public Acts, may, upon request, be permitted to become a member of the Authority by resolution of the Board if approved by a majority of all the member Trustees appointed by the then Member Municipalities. Upon approval, the new member municipality shall have the same rights and responsibilities as are provided for Incorporating Municipalities. The new member municipality shall appoint a trustee and alternate trustee, whose initial term shall be determined by the Board.

Section 2. Contracting Municipal Corporations. The Authority may enter into an intergovernmental contract with a municipal corporation which is authorized by law to contract with the Authority. The intergovernmental contract with the contracting municipal

corporation shall be subject to approval by a majority of all the member Trustees appointed by the then Member Municipalities. Upon admission, the Contracting Municipality shall have such rights and responsibilities as are determined by the Board of Trustees.

Article V

Officers

Section 1. Number, Qualification, Election and Term of Office.

- a. The officers of the Authority shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, and such other officers as the Board may from time to time deem advisable. All officers are required to be a member of the Board.
- b. The officers of the Authority shall be elected by the Board at the regular annual meeting of the Board.
- c. Each officer shall hold office until the annual meeting of the Board next succeeding his or her election, and until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.
- d. Any officer may resign at any time by giving written notice, of such resignation to the Board or to the Chairman or Secretary of the Authority. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board, or by the Chairman, and the acceptance of such resignation shall not be necessary to make it effective.
- e. Any officer may be removed, either with or without cause, and a successor elected by the Board at any time.
- f. A vacancy in the office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the

Board.

g. Officers of the Authority shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties set forth in the Interlocal Agreement of the Authority, or which may from time to time be specifically conferred or imposed by the Board. The Chairman shall be the chief executive officer of the Authority.

Article VI

Indemnification of Officers and Trustees

The Authority shall indemnify every Authority Trustee and officer against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her as a consequence of his being made a party to or being threatened to be made a party to any threatened, pending or contemplated civil or administrative action, suit or proceeding, by reason of his being or having been a trustee or officer of the Authority, except in such cases where he or she is adjudged guilty of willful and wanton misconduct or gross negligence in the performance of his or her duties or adjudged to have not acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Authority and its members. If a trustee or officer claims reimbursement or indemnification hereunder based upon settlement of a matter, he or she shall be indemnified only if the Board (with any trustee seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interests of the Authority and, if a majority of the members request it, such approval is based on an opinion of independent counsel supporting the propriety of such indemnification and

reimbursement. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights such trustee or officer may have. The Board shall notify all members that it has approved an indemnification payment at least ten (10) days prior to making such payment.

Article VII

Insurance

The Authority shall, to the extent appropriate, carry liability insurance (including, without limitation, directors' and officers' coverage), workers' compensation insurance, if applicable, and such other insurance coverage as the Trustees may determine to be appropriate.

Article VIII

Rules of Order

The rules of the latest edition of Roberts Rules of Order shall govern the procedure of the Board except where such rules are contrary to the Interlocal Agreement of the Authority, these By-Laws or the laws of the State of Michigan.

Article IX

Corporate Seal

The Authority shall have a corporate seal upon which the words "Saginaw Area GIS Authority" shall be embossed.

Article X

Committees

The Board, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees,

and alternate members thereof, as they deem desirable, each consisting of three (3) or more members, with such powers and authority (to the extent permitted by law and the Interlocal Agreement of the Authority) as may be provided by such resolution. Each such committee shall serve at the pleasure of the Board. At all meetings of a committee, the presence of a majority of the members of the committee shall be necessary to constitute a quorum for the transaction of business, except as otherwise provided in said resolution or by these By-Laws.

Article XI

Treasurer's Bond

The Treasurer shall provide the Authority with a bond conditioned upon the faithful performance of the duties of his or her office as Treasurer. The cost of the bond shall be paid by the Authority.

Article XII

Depositories

All monies of the Authority shall be deposited in a bank or financial institution, to be designated by the Board, and all checks or other forms of withdrawals therefrom shall be signed by two (2) officers of the Board and shall be designated by resolution of the Board.

Article XIII

Budgets and Apportionment of Costs

The Board shall prepare, adopt and file a budget prior to the first Monday of August of each year. The budget shall include an apportionment of operational costs to the members, based upon the following guidelines:

- a. The Authority's net operational costs (after adjusting for funds which have

been or will be received by the Authority from a party which is not a member of the Authority) shall be equitably apportioned among the members, based upon the number of tax parcels which are under the jurisdiction of the member municipality as of the Tax Day (December 31) of the immediately preceding year.

- b. The budget may also take into consideration other factors, including in-kind services which are provided by members to the Authority.

Article XIV

Conflict of Interest

No Trustee may be a party to or may be interested in any contract or transaction of this Authority.

Article XV

Amendment of By-Laws

These By-Laws shall become effective upon approval by the Board and filing with the Saginaw County Clerk. They may be amended by the affirmative vote of at least two-thirds (2/3) of the members of the entire Board.

The undersigned Trustees certify that they have adopted the foregoing By-Laws of the Authority.

CERTIFICATION

STATE OF MICHIGAN)

COUNTY OF SAGINAW)

I, the undersigned, the duly qualified and acting Secretary of the Saginaw Area GIS Authority, Saginaw County, Michigan, do hereby certify that the foregoing is a true and

complete copy of the Authority's By-Laws, as amended, effective the _____ day of _____, 2004.

IN WITNESS, I have affixed my official signature on this _____ day of _____, 2004.

Secretary