

ARTICLES OF INCORPORATION  
OF  
GULL LAKE SEWER AND WATER AUTHORITY

These Articles of Incorporation are adopted by the incorporating municipalities for the purpose of creating an Authority under the provisions of Act 233, Public Acts of Michigan, 1955, as amended.

ARTICLE I

The name of this Authority is GULL LAKE SEWER AND WATER AUTHORITY. The principal office of the Authority will be located at the Ross Township Hall, Kalamazoo County, Michigan.

ARTICLE II

The names of the municipalities creating this Authority are the Townships of Richland and Ross, both of the County of Kalamazoo, Michigan, and the Townships of Barry and Prairieville, both of the County of Barry, Michigan, all of which are hereby designated as the constituent municipalities.

ARTICLE III

The purpose of this Authority is to acquire, construct, purchase, finance, own, improve, enlarge, extend, operate, maintain, administer and manage sewage disposal systems and water supply systems in accordance with the authorization of Act 233, Public Acts of Michigan, 1955, as amended.

ARTICLE IV

This Authority is a body corporate, with power to sue or to be sued in any court of this State. It shall be comprised of all of the territory embraced within the corporate boundaries of

its constituent municipalities. It shall possess all of the powers granted by statute and by these Articles, and those incident thereto. The enumeration of any powers herein shall not be construed as a limitation upon its general powers unless the context shall clearly indicate otherwise. It shall have a corporate seal.

#### ARTICLE V

This Authority shall continue in existence perpetually or until dissolved by act of the parties or by law; provided, however, that such Authority shall not be dissolved if such dissolution could operate as an impairment of any of its contracts.

#### ARTICLE VI

The fiscal year of the Authority shall commence on the first day of April in each calendar year and end on the last day of March of the next calendar year.

#### ARTICLE VII

The governing body of the Authority shall be a Commission which shall be made up of one (1) representative from each of the constituent municipalities which representative shall be a member of the legislative body of each constituent municipality. Each Commissioner after the first members appointed shall serve for a full term of four (4) years, beginning with the first day of January next following his or her respective appointment. Each Commissioner shall qualify by taking the constitutional oath of office and filing it with his or her respective Municipal Clerk. The first Commission members shall be appointed by the legislative bodies of the constituent municipalities within twenty (20) days after the effective date of the incorporation of this Authority and the terms thereof shall be staggered as follows:

The Barry Township representative shall serve for an initial term of office expiring December 31, 1979; the Prairieville Township representative shall serve for an initial term of office expiring December 31, 1980; the Richland Township representative shall serve for an initial term of office expiring December 31, 1981; and the Ross Township representative shall serve for an initial term of office expiring December 31, 1982. Commissioners may succeed themselves and successor Commissioners shall be appointed by the legislative bodies of the respective constituent municipalities on or before the 15th day of December of each year preceding the expiration of a term of office. Each Commissioner shall remain in office until his or her successor is appointed and qualified. Within thirty (30) days after the effective date of the incorporation of the Authority the members of the first Commission shall qualify by taking the constitutional oath of office and shall meet for the purpose of organization. At such organizational meeting the Commission shall select a Chairman and Vice Chairman, who shall be members of the Commission, and a Secretary and a Treasurer, or a combined Secretary-Treasurer, who need not be members of the Commission. Such officers shall serve until the organizational meeting of the following year, which shall be held annually on the first business day of January of each year, or until their respective successors shall be selected and qualify. No appointment to the Commission and no selection of an officer of the Commission shall be deemed to be invalid because it was not made within or at the time specified in these Articles. A Commissioner shall serve at the pleasure of the appointing legislative body and any Commissioner may be removed at any time by action of the legislative body of the municipality which such Commissioner represents.

Each Commissioner may receive for such services such reasonable compensation as may be fixed by the Commission. Each Commissioner shall be entitled to reimbursement for all expenditures made by him or her in carrying out official duties, including a reasonable allowance for traveling expenses.

#### ARTICLE VIII

In the event of a vacancy on the Commission, the legislative body of the municipality selecting such representative shall fill the vacancy for the unexpired term. In the event of a vacancy in any office of the Commission, such vacancy shall be filled by the Commission for the unexpired term. In case of the temporary absence or disability of any officer, the Commission may appoint some person temporarily to act in his or her stead, except that in the event of the temporary absence or disability of the Chairman, the Vice Chairman shall so act.

#### ARTICLE IX

Regular meetings of the Commission shall be held at least quarterly, at such time and place as shall be prescribed by resolution of the Commission. Special meetings of the Commission may be called by the Chairman or by any two (2) Commissioners by serving written notice of the time, place and purpose thereof upon each Commissioner personally or by leaving it at his or her place of residence at least four (4) hours prior to the time of such meeting. Special meetings of the Commission at which all members are present or of which all absent members receive notice shall be deemed to be valid even though no written notice thereof may be given as above specified. At least a majority of the then existing membership of the Commission shall be required for a quorum. The Commission shall act by motion, resolution or ordinance. A vote of a majority of the then existing membership

of the Commission shall be required for passage of any Commission action. The Commission shall have the right to adopt rules and bylaws governing its procedure which are not in conflict with the terms of any statute or of these Articles. The Commission shall keep a journal of its proceedings, which shall be signed by the Secretary. All votes shall be recorded in the meeting minutes which shall reflect how each Commissioner voted, except that where the vote is unanimous, it shall only be necessary to so state.

#### ARTICLE X

The Chairman of the Commission shall be the presiding officer thereof. In the absence or disability of the Chairman, the Vice Chairman shall perform the duties of the Chairman. The Secretary shall be the recording officer of the Commission. The Treasurer shall be custodian of the funds of the Authority. All officers of the Authority shall give to it a bond conditioned upon the faithful performance of the duties of his or her office. The cost of said bonds shall be paid by the Authority. All moneys shall be deposited in a bank or banks to be designated by the Commission; and all checks or other forms of withdrawal therefrom shall be signed by the Treasurer and one other officer of the Authority. The officers of the Commission shall have such other powers and duties as may be conferred upon them by the Commission.

The Commission shall prepare, adopt and submit to the legislative bodies of the constituent municipalities an annual budget covering the proposed expenditures to be made for the organizing and operation of such Authority and for the necessary funds required from each municipality for the next fiscal year beginning April 1, such budget to be submitted on or before February 1 of each calendar year.

## ARTICLE XI

The Authority shall possess all the powers necessary to carry out the purposes thereof and those incident thereto. It may acquire private property by purchase, lease, gift, devise or condemnation, either within or out of its corporate limits, and may hold, manage, control, sell, exchange or lease such property. For the purpose of condemnation, it may proceed under the provisions of 1911 PA 149, as amended, 1966 PA 295, as amended, or any other statute which grants to any municipality or public body the authority to acquire private property for public use.

## ARTICLE XII

The Authority and its constituent municipalities may enter into any contract or contracts relative to the acquisition, construction, purchase, financing, improvement, enlargement, extension, operation, maintenance, administration and management of sewage disposal and water supply systems, as authorized and provided in Act 233, Public Acts of Michigan, 1955, as amended. The Authority may also enter into contracts with any nonconstituent municipality, as authorized and provided in said Act, for the furnishing of sewer and water service from any facilities operated by the Authority, which contract shall provide for reasonable charges or rates for such service furnished. No contracts shall be for a period exceeding forty (40) years.

## ARTICLE XIII

For the purpose of obtaining funds for the acquisition, construction, purchase, improving, enlarging or extending of a sewage disposal system and/or a water supply system, the Authority may, upon ordinance or resolution duly adopted by it, issue its negotiable bonds, secured by the contractual full faith and credit

pledges of each contracting municipality, in accordance with and subject to the provisions of Act 233, Public Acts of Michigan, 1955, as amended.

#### ARTICLE XIV

The Authority may issue self-liquidating revenue bonds in accordance with the provisions of Act 94, Public Acts of Michigan, 1933, as amended, or any other act providing for the issuance of revenue bonds, which bonds shall be payable solely from the revenues of the sewage disposal and/or water supply system. The charges specified in any contract or contracts securing said bonds shall be subject to increase by the Authority at any time if necessary in order to provide funds to meet its obligations. Any contract authorized herein shall be for a period of not exceeding forty (40) years.

#### ARTICLE XV

The Authority may employ such personnel and employees as it may consider desirable, and may retain from time to time the services of attorneys and engineers, and fix the compensation therefor.

#### ARTICLE XVI

The Authority shall cause an annual audit to be made of its financial transactions by a certified public accountant and shall furnish at least three (3) copies thereof to each constituent municipality.

#### ARTICLE XVII

These Articles shall be published once each in the Hastings Banner, Hastings, Michigan, and the Galesburg Argus, Galesburg,

Michigan, which newspapers have general circulation within the limits of the Authority. One (1) printed copy of such Articles of Incorporation, certified as a true copy thereof, with the dates and places of publication, shall be filed with the Michigan Secretary of State and the County Clerks of the Counties of Barry and Kalamazoo within thirty (30) days after the execution thereof has been completed.

The Township Clerk of the Township of Ross, Michigan, is hereby designated as the person to cause these Articles to be published, certified and filed as aforesaid. In the event she shall be unable to act or shall neglect to act, then the Township Clerk of the Township of Richland, Michigan, shall act in her stead.

#### ARTICLE XVIII

This Authority shall become effective upon the filing of certified copies of these Articles, as provided in the preceding Article.

#### ARTICLE XIX

These Articles of Incorporation may be amended at any time so as to permit any municipality, as defined in 1955 PA 233, as amended, to become a member of this Authority, if such amendment to the Articles of Incorporation is adopted by the legislative body of such municipality proposing to become a member and if such amendment is adopted by the legislative body of each constituent municipality of which the Authority is composed. Other amendments may be made to these Articles of Incorporation at any time if adopted by the legislative body of each constituent municipality of which the Authority is composed. Any such amendment shall be endorsed, published and certified, and printed copies thereof filed in the same manner as the original Articles of



Incorporation, except that the filed and printed copies shall be certified by the recording officer of the Authority.

These Articles have been adopted by the several incorporating municipalities, as hereinafter set forth in the following endorsements, and in witness whereof the supervisor and clerk of each constituent municipality have endorsed thereon the statement of such adoption.

The foregoing Articles of Incorporation were adopted by the Township Board of the Township of Barry, Barry County, Michigan, at a regular meeting held on the 6th day of December, 1979.

TOWNSHIP OF BARRY

By William B. Wood  
Supervisor

By Lois Brunley  
Township Clerk

The foregoing Articles of Incorporation were adopted by the Township Board of the Township of Prairieville, Barry County, Michigan, at a regular meeting held on the 14th day of November, 1979.

TOWNSHIP OF PRAIRIEVILLE

By John W. Melty  
Supervisor

By Elisavet Melty  
Township Clerk

The foregoing Articles of Incorporation were adopted by the Township Board of the Township of Richland, Kalamazoo County, Michigan, at a regular meeting held on the 6<sup>th</sup> day of November, 1979.

TOWNSHIP OF RICHLAND

By Brian C. Notman  
Supervisor  
By Betty J. Brown  
Township Clerk

The foregoing Articles of Incorporation were adopted by the Township Board of the Township of Ross, Kalamazoo County, Michigan, at a regular meeting held on the 6<sup>th</sup> day of November, 1979.

TOWNSHIP OF ROSS

By Donald J. Hill  
Supervisor  
By Mary E. Bowman  
Township Clerk