



# BOARD OF COMMISSIONERS

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**APRIL 26, 2012**

## **NOTICE OF MEETING**

There will be a **Regular Meeting** of the **BOARD OF COMMISSIONERS** with a **Special Agenda** on Thursday, May 3, 2012, at **7 p.m.**, on the 9th Floor of the Administration Building, in the Commissioners' Board Room, Mount Clemens.

## **SPECIAL AGENDA**

1. Call to Order
2. Pledge of Allegiance
3. Roll Call
4. Adoption of Agenda
5. Public Participation (five minutes maximum per speaker, or longer at the discretion of the Chairperson related only to issues contained on the agenda)
6. **COMMITTEE REPORTS:**
  - a) Finance, May 2 (to be provided)
  - b) Economic Development, May 2 (to be provided)
7. Approve Proposed Articles of Incorporation of the Macomb County Art Institute Authority **(attached)**

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**Corinne Bedard**  
**Committee Reporter**

## **MACOMB COUNTY BOARD OF COMMISSIONERS**

Kathy D. Vosburg  
District 8  
Chair

Marvin E. Sauger  
District 2  
Vice Chair

Fred Miller  
District 9  
Sergeant-At-Arms

Toni Mocerri - District 1

David Flynn - District 4

James L. Carabelli - District 6

Roland Frascchetti - District 10

Bob Smith - District 12

Phillip A DiMaria - District 3

Ray Gralewski - District 5

Don Brown - District 7

Kathy Tocco - District 11

Joe Sabatini - District 13

RESOLUTION NO. \_\_\_\_\_

FULL BOARD MEETING DATE: \_\_\_\_\_

AGENDA ITEM: \_\_\_\_\_

**MACOMB COUNTY, MICHIGAN**

RESOLUTION TO approve the proposed Articles of Incorporation of the Macomb County Art Institute Authority

INTRODUCED BY: Kathy Vosburg, Chair

**COMMITTEE/MEETING DATE**  
Special Full Board 5-3-12

**PROPOSED ARTICLES OF INCORPORATION  
OF THE MACOMB COUNTY ART INSTITUTE AUTHORITY**

These Articles of Incorporation are adopted by the Macomb County Board of Commissioners (Commission) to form an Art Institute Authority pursuant to the Art Institute Authorities Act, Act 296 of the Public Acts of 2010, MCL 123.1201, *et seq.* (Act).

**ARTICLE 1 – NAME**

The name of the Authority is the Macomb County Art Institute Authority (Authority).

**ARTICLE 2 - PURPOSES**

The purposes for which the Authority is organized are to:

1. support the operation of The Detroit Institute of Arts (DIA), an encyclopedic art museum, and the facilities where the DIA operates;
2. enhance the world-class art collection of the DIA;
3. contract for art institute services with a world-class art institute services provider that will provide meaningful and educational experiences involving the appreciation of an encyclopedic art museum; and
4. engage in any activity and exercise any and all powers incidental or necessary for the accomplishment of the purposes of its formation.

**ARTICLE 3 – BOARD OF DIRECTORS**

1. Appointments. The board of directors (Board) shall consist of seven (7) members. Two members shall be appointed the County Executive for Macomb County without Commission confirmation. Two members shall be appointed by the Commission without County Executive confirmation. Three members shall be appointed by the County Executive with confirmation by the Commission. These three members shall consist of one representative from the Intermediate School District, one representative from the Macomb Community College, and one representative from the public with a background, experience or active involvement in the art community in Macomb County.
2. Term of Office. The terms of the members constituting the first Board shall be for three (3) years. The terms of succeeding members shall be for two (2) years. The initial terms of each member shall commence upon acceptance of the appointment and shall terminate on April 30<sup>th</sup>, 2015. The terms of succeeding

members shall commence on May 1st. A member shall serve until his or her successor is appointed.

- 3. Qualifications. Members shall meet the following qualifications:
  - (a) Each member shall be a resident of the County of Macomb, Michigan;
  - (b) Each member shall be at least 18 years of age; and
  - (c) No member shall be an employee, officer, or director of the Detroit Institute of Arts, Inc.
- 4. Removal. The Commission may remove a member for good cause after a public hearing.
- 5. Vacancies. A vacancy shall occur upon the happening of any of the events set forth in Section 3 of 1846 RS 15, MCL 201.3; resignation of a member or removal by the Commission. Vacancies shall be filled in the same manner the original appointment was made and shall be for the period of the unexpired term of the replaced member.
- 6. Bylaws. The Board may adopt and amend bylaws to govern its procedures and business affairs.
- 7. Voting. Each member shall be a voting member.
- 8. Quorum. A majority of the members of the Board shall constitute a quorum for the purpose of conducting business and exercising the powers of the Authority. The Board may transact business or take any action consistent with the Act and these Articles with an affirmative vote of a majority of the Board members present, unless the Authority's Bylaws provide otherwise.
- 9. Compensation. No member shall receive compensation for services rendered as a member of the Board, except members are entitled to reimbursement for reasonable expenses, including for travel previously authorized by the Board, incurred in the discharge of his/her duties.

**ARTICLE 4 - OFFICERS**

- 1. Officers. The Board shall elect a chairperson, secretary, treasurer and other officers it deems appropriate at its first meeting. Except as specifically set forth in these Articles, the qualifications, powers, duties and terms of offices shall be set forth in the Bylaws. At any time when Bylaws are not adopted, officers shall serve a term of one year or until their successors are elected.
- 2. Chairperson. The Chairperson of the Board shall preside at all meetings of the Board. The Chairperson shall, under the direction of the Board, have the power, on behalf of the Board, to perform all acts, execute and deliver all documents and take all steps that the Chairperson may deem necessary or advisable in order to effectuate the actions and policies of the Board.

3. Secretary. The Secretary shall keep the minutes of all meetings of the Board and committees thereof in books provided for that purpose. The Secretary shall do and perform such other duties as may be fixed by or incidental to these Articles or the Bylaws, or as may be from time to time assigned by the Board.
4. Treasurer. The Treasurer shall perform all acts incidental to the position of Treasurer as fixed by or incidental to these Articles or the Bylaws or as may be from time to time assigned by the Board.

#### **ARTICLE 5 - POWERS AND DUTIES**

1. The Authority is a public body corporate with the power to sue and be sued in any court of the State of Michigan and is an authority under Section 6 of Article IX of the Michigan Constitution of 1963.
2. The Authority shall have all powers necessary to carry out the purposes of its formation and all things incidental to carrying out the purposes of its formation, including those powers specified by the Act and these Articles. The enumeration of specific powers shall not be construed as a limitation on the general powers of the Authority.
3. The Authority may contract for art institute services with an encyclopedic art institute services provider and any such contract shall require the art institute services provider to use funds received from the Authority exclusively to support the operations of art institute services and the operation of the DIA and the facilities where the DIA operates. The Authority shall execute the contract prior to the vote for the tax levy permitted by the Act.
4. If approved by the electors, the Authority may levy a tax of not more than 0.2 mill for a period of not more than 10 years on all of the taxable property within Macomb County for the purpose of providing revenue to an art institute services provider in accordance with MCL 123.1201, *et seq.* The tax shall not be levied unless art institute authorities have been established in Wayne and Oakland Counties and the electors in Wayne and Oakland Counties have approved the tax levied by their respective authority.
5. The Authority shall transfer all funds received from the unit of government collecting a tax levied by the Authority that are remaining after payment of expenses authorized by the Act and these Articles of Incorporation to the art institute services provider with which it has contracted within ten (10) business days of receipt.
6. The Authority's contract with the art institute services provider shall include preferences or benefits for the residents of Macomb County, if the electors in Macomb County approved the tax levied by the Authority. Preferences or benefits include, but are not limited to, waiver of admission fees for residents of Macomb County, discounted membership fees, discounts for school children and access to educational programs.
7. The Authority may contract for or retain professional services or enter into contracts incidental or necessary for the accomplishment of the Act.
8. The Authority shall reimburse all governmental units for actual costs incurred in the election of a tax levied by the Authority, as required by the Act.

9. The Authority shall not obtain an interest in real property.
10. The Authority shall not participate in the governance of an art institute.
11. The Board shall obtain an annual audit of the Authority, and shall report on the audit and auditing procedures, as provided by Sections 6 to 13 of the Uniform Budgeting and Accounting Act, 1968 PA 2, MCL 141.426 to 141.433. The audit shall also be in accordance with generally accepted government auditing standards as promulgated by the United States General Accounting Office and shall satisfy federal regulations relating to federal grant compliance audit requirements.
12. The Authority shall prepare budgets and appropriations acts in the manner provided by Sections 14 to 19 of the Uniform Budgeting and Accounting Act, 1968 PA 2, MCL 141.434 to 141.439.
13. If the Authority ends a fiscal year in a deficit condition, it shall file a financial plan to correct the deficit condition in the same manner as provided in Section 21(2) of the Glenn Steil State Revenue Sharing Act of 1971, 1971 PA 140, MCL 141.921.
14. The Board may authorize funds of the Authority to be invested or deposited, on a temporary basis, in any investment or depository authorized under Section 1 of 1943 PA 20, MCL 129.91 before being transferred to an art institute services provider.
15. The Authority shall conduct its business at public meetings held in compliance with the Open Meetings Act, 1976 PA 267, MCL 15.261 *et seq.* Notices and minutes will be forwarded to the Macomb County Board of Commissioners for posting as the Board of Commissioners determines.
16. Writings prepared, owned or used by the Authority in the performance of an official function shall be made available in compliance with the Freedom of Information Act, 1976 PA 442, MCL 15.231 *et seq.*
17. The Authority will report annually to the Board of Commissioners on the status of the contract between the Authority and the Detroit Institute of Arts, the required audit, and any line item expenditures made by the Authority.
18. Terms and phrases used in these Articles shall have the meanings prescribed in the Act.

#### **ARTICLE 6 - AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by adoption of a resolution approving the amendment by the Commission.

#### **ARTICLE 7 - PUBLICATION AND FILING**

These Articles or amendments to these Articles shall be published not less than once in a newspaper generally circulated within Macomb County, prior to adoption by the Commission. The Macomb County Clerk shall endorse the Articles and any amendments to the Articles, as

required by the Act. Upon adoption of these Articles or amendments to these Articles, the Clerk shall file a printed copy with the Michigan Secretary of State.

#### **ARTICLE 8 – DISSOLUTION OF AUTHORITY**

The Authority shall be dissolved upon an affirmative vote of a majority of the members of the Commission.

#### **ARTICLE 9 - TERM AND EFFECTIVENESS**

The term of existence of the Authority shall be perpetual or until terminated in accordance with these Articles or law.

These Articles shall become effective and the Authority shall become operative upon filing with the Michigan Secretary of State.

**IN WITNESS WHEREOF**, the Macomb County Board of Commissioners has adopted these Articles of Incorporation on this \_\_\_ day of \_\_\_\_\_, 2012.