

September 30, 2028; the members appointed under Section 4.01(2)(d), (e), and (f), on September 30, 2029; and the remaining members appointed under Section 4.01(2)(a), (b), and (c), on September 30, 2030; and the members appointed under Section 4.01(2)(g) and (h), on September 30, 2027. Thereafter all terms shall be four (4) years. The Berrien County Board of Commissioners shall designate at the time of appointment which member of each pair receives the shorter initial term. All members appointed shall serve until they are re-appointed, or a successor named.

2. Members shall serve without compensation.

SECTION 4.03: OFFICERS; POWERS, DUTIES, AND LIMITATIONS

1. At its first meeting and annually thereafter, the Board shall elect from among its regular members a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, each by the affirmative vote of a majority of the members appointed and serving. The offices of Secretary and Treasurer may be held by the same member. An alternate may not hold office. Each officer serves for one (1) year and until a successor is elected, and may be removed from office, but not from the Board, by the affirmative vote of a majority of the members appointed and serving.
2. The Chairperson shall preside at meetings of the Board, shall execute contracts, instruments, and documents on behalf of the GBTA when authorized to do so by resolution of the Board, and shall perform the other duties assigned by these Articles or the By-Laws.
3. The Vice-Chairperson shall perform the duties of the Chairperson during the Chairperson's absence or disability, or during a vacancy in that office.
4. The Secretary is the recording officer of the GBTA for all purposes of the Act, including Sections 7, 8(4), and 18(3) and (5). The Secretary shall keep the minutes and the record of proceedings of the Board, give the notices required by the Open Meetings Act, certify resolutions and other acts of the Board, serve as custodian of the records of the GBTA, and serve as its Freedom of Information Act coordinator unless the Board designates another person.
5. The Treasurer shall have custody of the funds of the GBTA, shall cause them to be deposited and invested only as permitted by Section 26 of the Act and by an investment policy adopted by the Board, shall keep the books and records of account required by Section 4.01(10), and shall cause the annual audit required by Article 9 to be performed and filed. The Treasurer shall be bonded, or covered by an equivalent policy of insurance, in an amount set by the Board.
6. The fiscal year of the GBTA begins October 1 and ends September 30.
7. Officers and members serve without compensation but may be reimbursed for actual and necessary expenses incurred in the performance of their duties, in accordance with a policy adopted by the Board.
8. Members, alternates, and officers are subject to 1968 PA 317, MCL 15.321 to 15.330, and 1968 PA 318, MCL 15.301 to 15.310, and to any conflict of interest policy adopted by the Board. A member shall not be an employee of the GBTA or of any person under contract with the GBTA to operate or manage the public transportation system.
9. No officer or employee of the GBTA shall: (a) execute any contract, note, bond, or other obligation except as authorized by resolution of the Board; (b) incur any obligation in excess of the amount appropriated for that purpose in the annual budget adopted under Section 4.01(11); (c) pledge or purport to pledge the credit, taxing power, or full faith and credit of Berrien County or of any other political subdivision; or (d) exercise any power that the Act or these Articles reserve to the Board.
10. The debts, liabilities, and obligations of the GBTA are not debts, liabilities, or obligations of Berrien County or of any other political subdivision unless expressly assumed by that political subdivision under Section 20 of the Act.

ARTICLE 5

PUBLIC MEETINGS

SECTION 5.01: PUBLIC MEETINGS

1. The Authority shall conduct all meetings of the Board in compliance with the Open Meetings Act (Act 267 of the Public Acts of 1976).
2. The Authority shall provide public notice of the time, date, and place of the meeting in the manner required by Act 267 of 1976, as amended.
3. The Authority shall meet at regular intervals, adopt its own rules of procedure and shall keep a record of its proceedings.
4. A majority of the Directors appointed and serving shall constitute a quorum. Each Director shall have one vote. Decisions of the Board of Directors require a majority vote of the Directors present at a Board meeting having a quorum present, except in those cases where another such requirement is imposed by law.

ARTICLE 6

EXEMPTION FROM MOTOR CARRIER ACT

SECTION 6.01: EXEMPTION FROM MOTOR CARRIER ACT

1. In the exercise of its powers within its boundaries, the Authority is exempt from the Motor Carrier Act, Act No. 254 of the Public Acts of 1933, being sections 475.1 to 479.20 of the Michigan Compiled Laws; Act No. 3 of the Public Acts of 1939, being sections 460.1 to 460.8 of the Michigan Compiled Laws; and Act No. 432 of the Public Acts of 1982, being sections 474.101 to 474.141 of the Michigan Compiled Laws.

ARTICLE 7

FUNDING

SECTION 7.01: FUNDING

1. The Authority may apply for and accept grants, loans, or contributions from the federal government or any of its agencies, the state, other public or private agencies, or other lawful sources.

SECTION 7.02: FINANCING

1. The Authority may finance public transportation services, including any public transportation system and public transportation facilities pursuant to the provisions of the Act.
2. Budgets and appropriations shall be made in accordance with Act 2 of the Public Acts of 1968.

SECTION 7.03: TAX LEVY

1. The Authority may levy a tax for public transportation purposes as provided for and within the time limits and rates established by the Act within its jurisdictional boundaries subject to the tax limitations of which are provided by general law within the meaning of section 6 of article IX of the Michigan Constitution of 1963.
2. No tax may be levied except upon the approval of a majority of the registered electors residing within the jurisdictional boundaries of the Public Authority affected and qualified to vote and voting on the tax at a general or special election called in accordance with Act 196.

SECTION 7.04: PUBLIC AUTHORITY MEMBER TAX LEVY

1. Any member of the Authority, or a political subdivision, otherwise granted taxing authority under state law may levy a tax within the limits of its political subdivision, and appropriate, grant, or contribute, in whole or in part, the tax levied and collected to the Authority for public transportation purposes as authorized by the Act, or to provide sufficient money to fulfill its contractual obligations to the Authority, which tax will be within charter, statutory, and constitutional limitations thereon.

SECTION 7.05: PAYMENTS, APPROPRIATIONS, OR CONTRIBUTIONS

1. Any member of the Authority or a political subdivision may contract with the Authority to make payments, appropriations, or contributions to the Authority of the proceeds of taxes, special assessments, or charges imposed or collected by the political subdivision or out of any other funds legally available in exchange for service.

SECTION 7.06: FULL FAITH AND CREDIT

1. Any political subdivision within the Authority's jurisdiction may, but is not required to, pledge its full faith and credit for payment of its contractual obligation to the Authority.

SECTION 7.07: NOTES AND BONDS

1. If the Authority has issued notes or bonds in anticipation of payments, appropriations, or contributions to be made to the Authority pursuant to a contract by a political subdivision, the political subdivision may levy a tax, subject to all appropriate statutory and constitutional requirements, on all taxable property in the political subdivision to provide sufficient money to fulfill its contractual obligations to the Authority in accordance with law.

SECTION 7.08: EXISTING LEVIES

1. Any political subdivision within the Authority's jurisdiction that has authorized the levy of a tax to provide money for public transportation purposes or has imposed, collected special assessments, or charges for public transportation purposes may contract with the Authority to make payments, appropriations, or contributions to the Authority of the proceeds of the taxes, special assessments, subject to the conditions of the original authorization of such levy in exchange for service.

SECTION 7.09: BORROWING MONEY

1. By resolution of the Board, the Authority may borrow money and issue notes and bonds in anticipation of the collection of taxes and other revenues for its current or succeeding fiscal year, to provide funds for operating purposes or for capital purposes related to transportation facilities pursuant to the provisions of the Act.

SECTION 7.10: BONDS AND NOTES FOR CAPITAL PURPOSES

1. The GBTA may borrow money and issue notes and bonds to acquire, construct, or purchase public transportation facilities and to otherwise finance and carry out its powers and duties. The notes and bonds may pledge, be payable from, and be issued in anticipation of payment of the proceeds of any of the methods of financing described in Section 17 of the Act or elsewhere in the Act or as may be provided by law.
2. The GBTA may issue bonds or notes at any time to retire, fund, or refund, in whole or in part, outstanding bonds or notes issued pursuant to the Act or for transportation purposes under any other act.
3. Bonds and notes issued under this section or under Section 7.09 are subject to the Revised Municipal Finance Act, 2001 PA 34, MCL 141.2101 to 141.2821.
4. The GBTA shall provide for the issuance of notes or bonds by resolution of the Board adopted by the affirmative vote of a majority of the members appointed and serving.
5. Neither the credit nor the taxing power of Berrien County or of any other political subdivision is pledged to the payment of the bonds or notes of the GBTA unless that political subdivision has expressly pledged its full faith and credit as provided in Section 7.06 of these Articles and Section 20 of the Act.

SECTION 7.11: REVENUES PLEDGED FOR PAYMENT OF DEBT

1. The revenues pledged for payment of debt service on bonds or notes shall be, and remain subject to, a statutory lien until the payment in full of the principal and interest on the bonds or notes unless the resolution authorizing the issuance of the bonds or notes provides for earlier discharge of the lien by substitution of other security. The pledge of revenues and any statutory lien that exists for the payment of debt services on bonds or notes shall be effective for all purposes without delivery of any evidence in this regard or any recording.

SECTION 7.12: INVESTMENTS

1. The Authority may invest any of its money in accordance with all applicable laws and regulations.

ARTICLE 8

EMPLOYEES AND COLLECTIVE BARGAINING

SECTION 8.01: COLLECTIVE BARGAINING

1. The GBTA shall have the right to bargain collectively and to enter into agreements with labor organizations pursuant to 1947 PA 336, MCL 423.201 to 423.216.
2. Upon acquisition or reincorporation of a public transportation system, the GBTA shall assume and be bound by any existing collective bargaining agreement applicable to that system for the remainder of the term of the agreement and, except where the existing collective bargaining agreement may otherwise permit, shall retain the employees covered by that agreement. The acquisition or reincorporation of a public transportation system by the GBTA shall not adversely affect any existing rights and obligations contained in the existing collective bargaining agreement.
3. Members and beneficiaries of any pension or retirement system established by an acquired or reincorporated public transportation system shall continue to have the same rights, privileges, benefits, obligations, and status under the GBTA.
4. If an existing collective bargaining agreement is expiring at the time of the acquisition or reincorporation of a public transportation system by the GBTA, the acquisition or reincorporation does not affect the obligation of each of the parties to bargain collectively pursuant to the requirements of 1947 PA 336.

SECTION 8.02: EMPLOYEES ENTERING MILITARY SERVICE

1. An employee who left the employ of an acquired public transportation system to enter the military service of the United States shall have the same rights as to the public transportation system established by the GBTA, pursuant to 1951 PA 263, MCL 35.351 to 35.356, as that employee would have had under the acquired public transportation system.

SECTION 8.03: FEDERAL LABOR PROTECTIVE ARRANGEMENTS

1. The GBTA shall enter into and comply with the employee protective arrangements required by 49 USC 5333(b) as a condition of federal financial assistance, and shall assume the protective arrangements applicable to any public transportation system it acquires.

SECTION 8.04: PERSONNEL

1. The Board may hire employees, attorneys, accountants, and consultants as it considers necessary to carry out the purposes of the GBTA, and may employ a management firm, corporate or otherwise, to operate the public transportation system under the supervision of the GBTA.
2. Employment with the GBTA is subject to the By-Laws and to personnel policies adopted by the Board, except as otherwise provided by an applicable collective bargaining agreement or by law.

ARTICLE 9

BUDGET AND AUDITS

SECTION 9.01: BUDGETS AND AUDITS

1. The Authority shall prepare budgets and appropriations acts in accordance with sections 14, 15(1)(a) to 15(1)(g), 15(1)(i), 15(2), 16, 17, 18, and 19 of the Uniform Budget Act, Act No. 2 of the Public Acts of 1968, being sections 141.434 to 141.439 of the Michigan Compiled Laws.
2. The Authority shall obtain an annual audit in accordance with sections 6 to 13 of Act 2 of the Public Acts of 1968 of the Michigan Compiled Laws. The audit shall be in accordance with generally accepted government auditing standards as promulgated by the United States General Accounting Office and satisfy federal regulations relating to federal grant requirements.
3. Copies of the audit will be filed with the State Treasurer and the State Transportation Department as provided for in the Act.

SECTION 9.02: DEFICIT ELIMINATION

1. If the GBTA ends a fiscal year in a deficit condition, it shall file a financial plan to correct that deficit condition in the same manner as provided in section 21(2) of 1971 PA 140, MCL 141.921. A copy of the financial plan shall also be filed with the Michigan Department of Transportation.

ARTICLE 10

AMENDMENTS

SECTION 10.01: AMENDMENTS

1. Except as provided in subsections 2, 3, and 4, these Articles of Incorporation, including the District Map attached as Attachment A, may be amended by resolution of the Berrien County Board of Commissioners adopted by the affirmative vote of a majority of the members elected to and serving on that body.
 2. A political subdivision, or a portion of a city, village, or township bounded by precinct lines drawn for election purposes, may become a member of the GBTA after its formation only as provided in Section 7 of the Act: upon resolution adopted by a majority vote of the members elected to and serving on the legislative body of the political subdivision requesting membership, and upon resolution adopted by a 2/3 vote of the members serving on the Board approving an amendment to these Articles adding all or a portion of that political subdivision. The amendment shall be executed by the clerk of the political subdivision all or part of which is being added.
 3. Release of a member. The release of a political subdivision, or a portion of a political subdivision, from the GBTA shall be evidenced by an amendment to these Articles executed by the recording officer of the GBTA, as provided in Section 8(4) of the Act.
 4. Withdrawal. An amendment conforming Section 3.02 and Attachment A to a withdrawal under Section 8(5) of the Act shall be prepared and executed by the recording officer of the GBTA as provided in Section 3.09(5) of these Articles.
 5. Every amendment adopted under this section shall comply with applicable state and federal law and shall be filed and published in the same manner as the original Articles of Incorporation. The Berrien County Clerk shall cause the filing and publication of an amendment adopted under subsection 1; the recording officer of the GBTA shall cause the filing and publication of an amendment under subsections 2, 3, and 4.
- SECTION 10.02: TERMINATION OF TRANSPORTATION SERVICES; DISSOLUTION OF THE AUTHORITY**
1. Any political subdivision that is a member of the Public Authority may be released from membership in the Public Authority if the conditions set forth in the Act are met, which may or may not necessitate the decision to stop providing transportation services as contemplated in the agreement.
 2. The GBTA may be dissolved by resolution of the Berrien County Board of Commissioners, adopted by the affirmative vote of a majority of the members elected to and serving on that body, but only after each of the following has occurred: (a) all debts, liabilities, and obligations of the GBTA have been paid or provision for their payment has been made, including obligations to holders of bonds and notes, obligations under assumed collective bargaining agreements, and any obligation to return or transfer state or federally assisted property; (b) no tax authorized to be levied by the GBTA remains in effect; and (c) any approval required by the Michigan Department of Transportation or the Federal Transit Administration has been obtained. The dissolution resolution shall provide for the distribution of all remaining assets and for the settlement of all debts and liabilities of the GBTA.
 3. Notice of the decision to stop providing transportation services, or dissolution of the Public Authority, shall be executed jointly by the Chairperson and by the Secretary of the Board of the Public Authority, after a majority vote by the then serving members of the GBTA Board, filed with the recording officer of the Berrien County Clerk, and filed and published in the same manner as the original Articles of Incorporation. Except as provided above, dissolution is not required if either (a) a member political subdivision is released from membership, or (b) a political subdivision withdraws from the Authority pursuant to section 3.02.
 4. Effect of Release, Withdrawal, or Dissolution on Taxes and Obligations.
 - a. If a political subdivision, or a portion of a city, village, or township, is released from membership under Section 8(1) or 8(2) of the Act or withdraws under Section 8(5) of the Act, any tax authorized to be levied by the GBTA within the boundaries of that political subdivision or portion shall continue to be levied for the period of time originally authorized and shall be paid over to the GBTA, and that political subdivision or portion shall continue to receive public transportation services from the GBTA until it is no longer required to pay a tax levied by the GBTA, all as provided in Sections 8(3) and 8(5) of the Act.
 - b. No release, withdrawal, or dissolution shall take effect until payment, or provision for payment, has been made for all obligations of the political subdivision to the GBTA and to its creditors.
 - c. Nothing in these Articles, and no action of the Board or of the Berrien County Board of Commissioners, shall impair the statutory lien on revenues pledged to the payment of debt service on bonds or notes of the GBTA under Section 25 of the Act, or impair any covenant made with the holders of those bonds or notes. Revenues so pledged shall remain subject to that lien until the principal of and interest on the bonds or notes are paid in full or until the lien is discharged by substitution of other security as provided in the resolution authorizing the bonds or notes.
 - d. On dissolution, the assets of the GBTA shall be applied first to the payment of, or the provision for payment of, all debts, liabilities, and obligations of the GBTA, including obligations to holders of its bonds and notes, obligations arising under collective bargaining agreements assumed under Section 15 of the Act and under 49 USC 5333(b), and any obligation to return or transfer federally or state assisted property. Remaining assets shall be distributed in the manner provided in the dissolution resolution, subject to any conditions imposed by the Michigan Department of Transportation or the Federal Transit Administration.
 - e. On dissolution of the GBTA, no political subdivision shall have any obligation to levy or to pledge a tax for the benefit of any successor in interest to the GBTA.

CLERK ENDORSEMENT

The foregoing Articles of Incorporation for the GBTA were adopted by Resolution F2609315 of the Berrien County Board of Commissioners as the incorporating political subdivision at a meeting duly held on the 3rd day of September, 2026 by an affirmative vote of a majority of the members elected to and serving on said Board.

Pursuant to the Act, execution of this endorsement by the Clerk of Berrien County, the incorporating authority, shall be evidence of adoption of the Articles of Incorporation.