

ARTICLES OF INCORPORATION
BAY METROPOLITAN TRANSPORTATION AUTHORITY
[Amended March 18, 2026]

[Amendments made to Article IX(2) and delete Article IX(4) only]

ARTICLE I

The name of the Corporation is Bay Metropolitan Transportation Authority, hereafter referred to as the “Authority”.

ARTICLE II

The incorporating subdivision of the Authority is the Bay County Metropolitan Transportation Authority Board of Directors.

ARTICLE III

The Authority is organized as a non-profit corporation on a non-stock basis.

ARTICLE IV

The Authority is to be financed through grants of money or property from federal or state governments, other revenues from federal or state governments, fees from riders, fees from contract users, financial contributions from federal, state, county, city or township governments, and other miscellaneous sources.

ARTICLE V

The registered office of the Authority shall be at 1510 N. Johnson Street, Bay City, MI 48708, and the registered agent at that address is the Bay Metropolitan Transportation Authority General Manager.

ARTICLE VI

The name and address of the incorporator is as follows: Bay County Metropolitan Transportation Authority, 1510 N. Johnson Street, Bay City, MI 48708

ARTICLE VII

The purposes for which the Authority is created are: To, pursuant to Act 196 of 1986, as amended, plan, promote, purchase, acquire, establish, own, lease, operate or cause to be operated, maintained, improved, enlarged, modernized, a public mass transit system within the County of Bay; provided, however, that such services may be extended outside the limits of the County as authorized by the Authority.

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ARTICLE VIII

The Authority is hereby empowered to do anything authorized or permitted by Public Act 196 of 1986, as amended, and to do any other lawful act reasonably necessary, proper, suitable, or convenient for the achievement or furtherance of the purposes above stated.

ARTICLE IX

- 1. The Authority shall be directed and governed by a nine [9] person Board of Directors, herein referred to as to “the Board”.
- 2. All nine [9] Board members shall be selected exclusively by the Sheriff of Bay County. The term of each Board member shall be for three (3) years. The Board member terms will be staggered, with three (3) Board members terms expiring per year. Board members should be appointed by August 16th of each year. If any vacancy occurs among the members of the Board, for any reason, the Sheriff of Bay County shall select a new member to complete the vacant term.
- 3. Board members must be at least eighteen [18] years of age and residents of the Authority’s service area. The service area shall be determined by the Authority’s Board of Directors pursuant to requirements of Public Act 196 of 1986, as amended.
- 4. The Board shall hold an initial meeting at a time and place selected and agreed to by the Board members for purposes of electing officers, adopting by-laws, and taking any other action the Board deems necessary. Thereafter, the Board shall hold at least

an annual meeting at such place and time as shall be fixed by the Board thereafter, elect a chairperson, vice-chairperson, and secretary. The Board shall have the authority to appoint a treasurer and recording secretary who need not be members of the Board. The Board shall transact such other business as may be necessary at its annual meeting and shall fix the time and place for regular meetings.

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- 5. The Board shall keep a written or printed record of every meeting, which record shall be subject to the provisions of Public Act 276 of 1976, as amended [Open Meetings Act].
- 6. The Board shall supply a system of accounts to conform to the system required by law and shall provide for the auditing of said accounts at least once a year by a certified public accountant.
- 7. The Board shall employ a General Manager with such duties and authority as shall be determined by the Board.
- 8. The Board shall adopt rules, regulations, and/or policies governing the employees, property, and facilities under its jurisdiction.
- 9. The Board shall prepare or have prepared an annual report regarding the operation and financial condition of the Authority, which report shall be available to the public.
- 10. The Board shall adopt by-laws, policies, and procedures it deems reasonably necessary or proper for the conduct of the business of the Board and for accomplishing the purposes for which the Authority is created.
- 11. The Bay Metropolitan Transportation Authority Board Secretary shall be charged with the responsibility of causing these Articles of Incorporation to be published, and the printed copies of the Articles of Incorporation to be filed as provided in Act 196 of 1986, as amended.

ARTICLE X

The Authority may be dissolved in accordance with the provisions of Act 196 of 1986, as amended.

ARTICLE XI

These Articles of Incorporation may be amended at any time by two-thirds [2/3] vote of the entire Board of Directors.

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ARTICLE XII

The Authority shall become operative and the Articles of Incorporation effective on the 16th day of August 1992.

The foregoing Articles of Incorporation were adopted by an affirmative vote of a majority of the members serving on the Bay County Metropolitan Transportation Authority Board of Directors at their meeting duly held on June 17, 1992.

These Articles of Incorporation were amended by a two-thirds vote of the members of the Bay Metropolitan Transportation Authority Board of Directors at meetings held on the following dates:

- 1. August 19, 1992
- 2. August 21, 1996
- 3. December 30, 1996
- 4. January 20, 1999
- 5. October 17, 2001
- 6. June 6, 2002
- 7. July 9, 2008
- 8. June 21, 2023
- 9. February 21, 2024
- 10. March 18, 2026