

FIRST AMENDED BY-LAWS  
OSCODA-AUSABLE TOWNSHIP SENIOR CENTER BUILDING AUTHORITY

ARTICLE I  
CORPORATE NAME AND JURISDICTION

Section 1. The name of the corporation is OSCODA- AUSABLE TOWNSHIP SENIOR CENTER BUILDING AUTHORITY.

Section 2. This organization shall be incorporated in accordance with and under the provisions of the Michigan General Corporation Act, as amended, as a non-profit, non-stock corporation.

ARTICLE II  
CORPORATE PURPOSE

The OSCODA- AUSABLE TOWNSHIP SENIOR CENTER BUILDING AUTHORITY is incorporated for the purpose of acquiring, furnishing, equipping, owning, improving, enlarging, operating and maintaining a building or buildings, automobile parking lots or structures, recreational facilities, and the necessary site or sites therefor, together with appurtenant properties and facilities necessary or convenient for the effective use thereof, for use of any legitimate public purpose of the Charter Townships of Oscoda and AuSable, limited to the affairs of all senior citizens residing within said townships.

ARTICLE III  
MEETINGS

Section 1. Voting Rights. A quorum is necessary at any meeting before a vote shall be taken. All votes must be based upon a majority for approval of any action and/or inaction desired by the Corporation.

Section 2. Quorums. Fifty-one percent (51%) of the active members of this Corporation present at any meeting shall constitute a quorum. The voting members are eligible to attend the annual meeting and shall be entitled to cast one vote, in person, at any election.

Section 3. Notice of Meetings. Notices of meetings as well as the agenda shall be mailed to the last known address of each member as reflected in the corporate book forty-eight (48) hours before the meetings. Furthermore the notice of meetings shall comply with the Open Meetings Act, which provides for required public posting, and a notice to the public at least eighteen (18) hours in advance.

Section 4. Special Meetings. Special meetings of the membership of this Corporation may be called at a time and place set by fifty-one percent (51%) of those members who are entitled to vote on the day that said meeting is called. In the notice of the special meeting must be a location, time and purpose of the meeting. The Secretary shall make the membership roll available to any member for that purpose. The notice of special meetings shall be in compliance with the Open Meetings Act as amended.

#### ARTICLE IV POWER AND DUTIES

Section 1. The Authority shall have the power to manage all the affairs of the Corporation, pertaining to the care, conduct, supervision, and management of the Corporation and its finances. The Building Authority shall be able to engage in all acts as allowed by law including but not limited to the management of the senior citizen center physically located in AuSable Township.

Section 2. The Authority shall be a body corporate with power to sue and be sued in any court of the State of Michigan.

Section 3. The Authority and the incorporating unit shall have the power to enter into a contract or contracts whereby the Authority will acquire property necessary to accomplish the purposes of this

incorporation and contemplated by the terms of the enabling act and lease said property to the incorporating unit for a period of not to exceed fifty (50) years, which contracts may be either a full faith and credit general obligation of the incorporating unit or shall not be a full faith and credit general obligation of the incorporating unit. The contract with the incorporating unit may also provide that the incorporating unit shall pay all costs and expenses of operation and maintenance of the property and the operating expenses of the Authority, including expenses incidental to the issuance and payment of bonds, and such contract may provide that the obligation of the incorporating unit thereunder for the payment of any rental required thereby shall not be subject to any set-off by the incorporating unit or any abatement of cash rentals for any cause, including but not limited to casualty that results in the property being untenable. The incorporating unit shall have such rights to sublet or assign property leased from the Authority as provided in the aforesaid Act 31, as now or hereafter amended.

Section 4. For the purpose of accomplishing the objects of its incorporation, the Authority may acquire property by purchase, construction, lease, gift, devise or condemnation, and for the purpose of condemnation, it may proceed under the provisions of Act No. 149 of the Public Acts of 1911, as amended, or any other appropriate statute.

Section 5. For the purpose of defraying all or part of the cost of acquiring, improving, and enlarging any building or buildings, automobile parking lots or structures, recreational facilities and the necessary site or sites therefore, together with appurtenant properties and facilities necessary or convenient for the effective use thereof, and furnishing and equipping the same the Authority, (a) after execution and delivery of a full faith and credit general obligation contract of lease, as provided in Act 31 of the Public Acts of Michigan (Extra Session) 1948, as amended, may by ordinance or resolution duly adopted by a majority vote of the elected members of the Commission of the Authority issue its negotiable bonds in anticipation of the contract obligations of the incorporating unit to make cash rental payments to the Authority and may pledge the receipts from such payments for payment of said bonds and the interest thereon; (b) after execution of a contract of lease which is not a full faith and credit general obligation of the incorporating unit as provided in Act 31 of the Public Acts of Michigan (Extra Session) 1948, as amended, may by ordinance or resolution duly adopted by a majority vote of



the appointed members of the Commission of the Authority issue its negotiable bonds in anticipation of the contract obligations of the incorporating unit to make cash rental payments to the Authority and may pledge the receipts from such payments for payment of said bonds and the interest thereon; in both cases as provided by and subject to and in accordance with Act 31 of the Public Acts of Michigan (Extra Session) 1948, as amended. Bonds shall not be issued unless the property has been leased by the Authority to the incorporating unit for a period extending beyond the last maturity of the bonds and no maturity shall in any event be more than forty (40) years from the date of the bonds. In addition, the Authority shall have the power to issue such other bonds as it may be authorized to issue under the general laws of the State of Michigan said bonds to be issued in accordance with and subject to the provisions of such other laws. No bonds of the Authority shall be delivered to the purchasers thereof in any event until such time as all rights of referendum with respect to said bonds or any contract between the Authority and the incorporating unit shall have expired without a referendum petition being filed or, if a referendum petition is filed with respect thereto, until after an election approving said contract or the issuance of the bonds as may be required by law shall have been held and the same approved by a majority vote of the electors of the incorporating units voting thereon.

Section 6. All property owned by the Authority shall be exempt from taxation by the State or any taxing unit therein.

Section 7. The Authority shall possess all the powers necessary to carry out the purpose of its incorporation, including the incidental power necessary thereto. The powers herein granted shall be in addition to those granted by any statute or charter, and the enumeration of any power either in these First Amended Articles of Incorporation or in the enabling Act, shall not be construed as a limitation upon such general powers.

Section 8. The term of this corporation and Authority shall be fifty (50) years, or until terminated in accordance with law and in any event shall not be less than or terminated prior to the time that all bonds or other obligations of the Authority are paid in full.

ARTICLE V  
GOVERNING BODY OFFICERS/MEETINGS

Section 1. The terms of the five (5) commissioners constituting the Commission shall be for staggered three (3) year terms, with three (3) of the commissioners being appointed by the Charter Township of Oscoda Board of Trustees, and (2) of the commissioners being appointed by the Charter Township of AuSable Board of Trustees. If a current commissioner has not yet completed his/her term, that commissioner will complete the current term and then the township board will appoint a commissioner, as soon as the amendments are completed, for a three (3) year term.

Section 2. The Commission shall designate one of its members as Chairman, one of its members as Secretary, and a Treasurer who need not be a member of the Commission, each to be designated for such term in office as may be fixed by the by-laws.

Section 3. The Secretary shall keep minutes of all meetings of the Commission, and of all committees thereof, in books provided for that purpose and shall deliver copies of each as they become available to the treasurer of each township.

Section 4. The Commission shall adopt a corporate seal.

Section 5. The Chairman shall preside at meetings of the commission and may sign and execute all authorized bonds, contracts, checks and other obligations and execute interest coupons with his/her facsimile signature in the name of the Authority when so authorized by the Commission. He/she shall do and perform such other duties as may be fixed by the by-laws and from time to time assigned to him/her by the Commission.

Section 6. The Secretary shall keep the minutes of all meetings of the Commission, and of all committees thereof, in books provided for that purpose. He/she shall attend to the giving, serving and



receiving of all notices or process of or against the Authority. He/she may sign with the Chairman in the name of the Authority all bonds, contracts and other obligations authorized by the commission, and when so ordered, he/she shall affix the seal of the Authority thereto. He/she shall have charge of all books and records which shall at all reasonable times be open to inspection and examination of the Commission or any member thereof, and, in general, perform all the duties incident to his/her office. The Secretary shall preside at meetings of the Commission in the absence of the Chairman.

Section 7. The Treasurer shall have custody of all the funds and securities of the Authority which may come into his/her hands or possession. When necessary or proper, he/she shall endorse in behalf of the Authority for collection, checks, notes, and other obligations, and shall deposit them to the credit of the Authority in a designated bank or depository. He/she shall sign all receipts and vouchers for payment made to the Authority. He/she shall jointly with such other officer(s) as may be designated by the Commission sign all checks, promissory notes and other obligations of the Authority when so ordered by the Commission. He/she shall render a statement of his/her cash accounts when required by the Commission. He/she shall enter regularly in the books of the Authority to be kept by him/her for the purpose full and accurate accounts of all monies received and paid by him/her on account of the Authority, and shall, at all reasonable times, exhibit his/her books and accounts to the Commission or any member thereof when so required. He/she shall perform all acts incidental to the position of Treasurer fixed by the by-laws and as assigned to him/her from time to time by the Commission. He/she shall be bonded for the faithful discharge of his/her duties as Treasurer, the bond to be of such character, form and in such amount as the Commission may require.

Section 8. There may be compensation for the members of the Commission as authorized by the Township Boards of the Charter Township of Oscoda and the Charter Township of AuSable.

Section 9. Vacancies occurring in the office of the Commission shall be filled by the Township Boards of the Charter Township of Oscoda and the Charter Township of AuSable for the unexpired term.

Section 10. A Commissioner may be removed from office for malfeasance, non-attendance of three (3) or more consecutive meetings, or by way of criminal conviction other than for driving offenses.

ARTICLE VI  
AMENDMENTS

Amendments may be made to these First Amended By-Laws as provided in Section 10 of the aforesaid Act 31.

ARTICLE VII  
REGISTERED OFFICE

Location of register office and post office address is:

AuSable Township Hall  
311 Fifth Street  
Oscoda, Michigan 48750

ARTICLE VIII  
COMMITTEES

Various committees shall be established at the discretion of the Authority, in the amount and number thereof as may be within the discretion of said Authority.

ARTICLE IX  
FINANCES

Section 1. All disbursements except petty cash shall be made by check which shall be signed by the Secretary or the Treasurer.

Section 2. The fiscal year of this Corporation shall be from January 1 to December 31.

Section 3. There shall be a general accounting statement, presented to the Commission and each Township Board at the end of the fiscal year and when deemed necessary by the Authority. This statement will include income, expenditures and total net worth for the year. This must be approved by the Authority. Furthermore, any improvements made to the buildings and grounds owned by the Charter Township of Oscoda and the Charter Township of AuSable and accepted by the Authority, more than \$2,000, shall be done after receiving competitive quotes, if obtainable, and any improvements to be made over \$5,000, shall be competitively bid, with the governing commission of the OSCODA-AUSABLE TOWNSHIP SENIOR CENTER BUILDING AUTHORITY deciding which bid to accept thereafter.

Section 4. This Corporation is not organized for pecuniary gain or profit and shall not have any power to issue certificates of stock or declare dividends, and no part of the net earnings shall inure to the benefit of any member or individual. The balance, if any, of all the monies received by the Corporation from its operation, after the payment in full of all debts and obligations of the Corporation to whatever kind or nature, shall be used and distributed exclusively for the purpose or purposes for which this Corporation is organized.

Section 5. In the event of the dissolution of this Corporation, all the business, property and assets of the Corporation shall be distributed to such nonprofit, charitable Corporation as may be selected by the Charter Townships of Oscoda and AuSable. In no way shall any of the assets or property of this Corporation or the way any of the assets and property of this Corporation be distributed to members of the Corporation.

Section 6. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in (including any publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried out (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or a corresponding provision of



any future United States Internal Revenue Law) or (b) by the corporation contributing to which are deductible under section 170 (c) (2) or the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law.

Section 7. Upon the dissolution of the Corporation, the Authority shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation, or to such an organization or organizations organized and operative exclusively for charitable educational, religious or scientific purposes under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or a corresponding provision of any future United States Internal Revenue Law.), as both the Charter Townships of Oscoda and AuSable shall decide.

Section 8. The books and records of the Authority and of the Commission, officers and agents thereof shall be open to inspection and review by the Charter Townships of Oscoda and AuSable at all reasonable times. The Authority shall submit an annual report, as well as an annual budget, to the Charter Townships of Oscoda and AuSable. The Authority shall be responsible for all costs attributed to the annual audit with copies of same to be delivered to the Charter Township of Oscoda and the Charter Township of AuSable. Upon the request by a member, this Corporation shall provide for the inspection by that member of whatever financial statement and/or records contained In the Corporate Record Book as the Corporation may be reasonably able to provide. In the particular request referred to herein, a written reason shall be given. Said request with the reason shall be given to the Secretary or Treasury or the holder of the Corporate Record Book at least ten (10) days previous to the date of demand of said request. To terminate the Corporation a vote of the Authority must be needed, and/or as otherwise allowed by the laws relating to corporate dissolution. Notices will be mailed to the addresses that the fee notices were sent to in the year previous. Said Corporation, whenever its general Interest requires the same, may borrow the money and issue its promissory Note or bond for the repayment thereof with Interest, and may In a like case mortgage its property as security for its debts and /or other lawful engagements. Such authority to borrow or mortgage any indebtedness and/or corporate asset, shall pass by majority vote of the Authority and likewise by a majority of the membership.

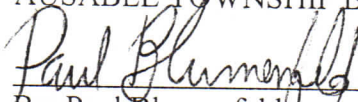
ARTICLE X  
EFFECTIVE DATE

These First Amended By-Laws shall become effective and be in full force and effect ten (10) days after their adoption, as provided in Section 6 of the aforesaid Act 31.

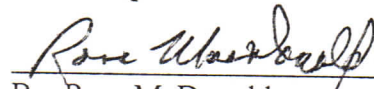
IN WITNESS WHEREOF, the incorporating unit has adopted and authorized to be executed these First Amended By-Laws on behalf of the Oscoda-AuSable Township Senior Center Building Authority, by its three commissioners, the Charter Townships of Oscoda and AuSable, municipal corporations of the State of Michigan, by the Supervisors and Clerks of the Charter Townships of Oscoda and AuSable.

AUSABLE TOWNSHIP BUILDING AUTHORITY

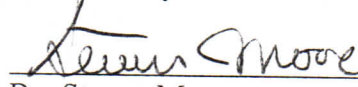
Dated:

  
By: Paul Blumenfeld  
Its: Chairperson

Dated:

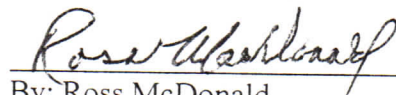
  
By: Ross McDonald  
Its: Secretary

Dated:

  
By: Steven Moore  
Its: Commissioner

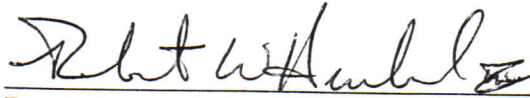
The foregoing First Amended By-Laws were adopted by the Commissioners of the Oscoda-AuSable Township Senior Center Building Authority at a meeting duly held on the 5<sup>th</sup> day of October, 2006.

Dated: 10-5-06

  
By: Ross McDonald  
Its: Secretary

CHARTER TOWNSHIP OF OSCODA

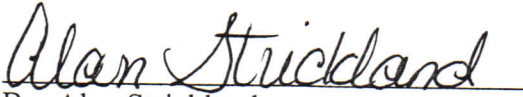
Dated:



By: Robert W. Huebel, III

Its: Supervisor

Dated:

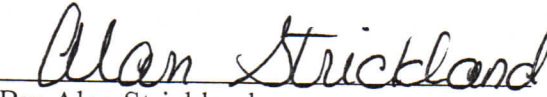


By: Alan Strickland

Its: Clerk

The foregoing First Amended By-Laws were adopted by the Township Board of the Charter Township of Oscoda, County of Iosco, State of Michigan, at a meeting duly held on the 19<sup>th</sup> day of September, 2006.

Dated:

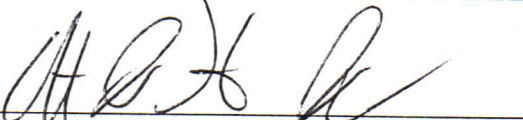


By: Alan Strickland

Its: Clerk

CHARTER TOWNSHIP OF AUSABLE

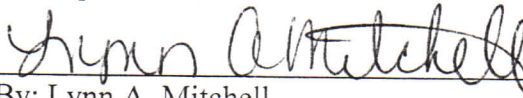
Dated: 9/17/06



By: Albert D. Hayes, Jr.

Its: Supervisor

Dated: 9/17/06

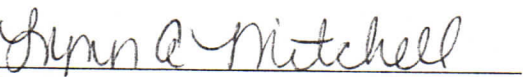


By: Lynn A. Mitchell

Its: Clerk

The foregoing First Amended By-Laws were adopted by the Township Board of the Charter Township of AuSable, County of Iosco, State of Michigan, at a meeting duly held on the 17<sup>th</sup> day of September, 2006.

Dated: 9/17/06



By: Lynn A. Mitchell

Its: Clerk