

**ARTICLES OF INCORPORATION
OF THE
OAKLAND COUNTY ART INSTITUTE AUTHORITY**

These Articles of Incorporation are executed by the County Commission (Board of Commissioners) for the County of Oakland (“Commission”) to form a public corporate body pursuant to and in accordance with the Art Institute Authorities Act, Act 296 of the Public Acts of 2010, MCL 123.1201, *et seq.* (the “Act”).

ARTICLE - Name

The name of the public corporate body is the Oakland County Art Institute Authority (the “Authority”).

ARTICLE II – PURPOSES

The purposes for which the Authority is organized are to:

1. help support the Detroit Institute of Arts (“DIA”) as a premier encyclopedic museum;
2. enhance the world-class art collection of the DIA;
3. contract for art institute services with an art institute services provider that provides art institute services to a world-class art institution that will provide meaningful and educational experiences involving the appreciation of an encyclopedic museum and art institute.
4. engage in any activity and exercise any and all powers incidental or necessary for the accomplishment of the purposes of the Act.

ARTICLE III – Board of Director

1. Appointments and Term of Office. The board of directors (“Board”) shall consist of five (5) voting members. The County Executive (“CE”) for the County of Oakland shall appoint two (2) members, who shall serve four (4) year terms. The Chair of the Oakland County Board of Commissioners shall appoint three (3) members, at least one of whom shall be nominated by the minority caucus, who shall serve (2) year terms. The Oakland County Treasurer shall serve as an ex-officio, non-voting member of the Board and shall be appointed Treasurer of the Authority as provided in Article IV (4) below.

2. Alternate Members. The CE and Commission may also appoint persons to serve as alternate member(s) for each of the members they have appointed pursuant to Section 1 of this Article. An alternate member appointed pursuant to this Section may serve as a voting member

of the Authority at any time the primary member is absent or when a vacancy exists in his/her seat.

3. Qualifications. Members shall meet the following qualifications:

- (a) Each voting member shall be a resident of Oakland County, Michigan and may not be an employee, director, officer, or elected or appointed official of the City of Detroit, the Detroit Institute of Arts, or of any city, village, township, county or state government(s); and
- (b) Each member shall be at least 18 years of age.

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 ("Bylaws") to govern its procedures and business affairs.

7. Voting. Except for the County Treasurer, each member shall be a voting member.

8. Quorum. A majority of the voting 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 voting Board members present.

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 IV – Officers

1. The Board shall elect a chairperson, secretary, 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. 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. 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. The Authority shall appoint the Oakland County Treasurer as the Treasurer of the Authority. 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 V – 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 incident 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 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 Oakland County for the purpose of providing revenue to an art institute services provider that will be used exclusively for the benefit of the art institute to which the art institute services provider renders services in accordance with MCL 123.1201, et seq.

4. Before a vote for a tax levy authorized under the Act occurs, or, if an initial art institute services provider is replaced, before any funds are transferred under the Act to a replacement art institute services provider, the art institute services provider shall enter into a contract with the Authority requiring the art institute services provider to use the funds received from the Authority exclusively to support the provision of art institute services to an art institute. Art Institute services mean the operation or support of an art institution that is open to the general public.

5. Within ten (10) business days of receipt, the Authority shall transfer all funds received from the unit of government collecting a tax levied by the Authority, less the amount necessary to fund the payment of obligations incurred by the Authority in accordance with the Act, to the art institute services provider with which it has contracted.

6. The Authority's contract with the art institute services provider shall include preferences or benefits for the residents of Oakland County who voted on and approved the tax levied by the Authority. Preferences or benefits include, but are not limited to, free admission for Oakland County residents, 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 interest in real property.

10. The Authority shall not participate in the governance of an art institution.

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 in any investment or depository authorized under Section 1 of 1943 PA 20, MCL 129.91.

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.*

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, 1876 PA 442, MCL 15.231 *et seq.*

17. Insurance; Indemnification; Immunities

A. The Authority, its Board members, employees, volunteers, and agents shall be entitled to all privileges and immunities authorized by law for actions taken in good faith in the course of and within the scope of their appointment or employment.

B. Authority Board appointees of the County Executive and Board of Commissioners and authorized staff shall be covered by Oakland County resolutions and policies governing liability insurance and indemnification.

C. The Authority shall obtain all necessary and convenient insurance for Board members, the expenses for which shall be paid by the Authority as a necessary and proper expense.

ARTICLE VI – 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 VII – Publication and Filing

These Articles or amendments to these Articles shall be published not less than once in a newspaper generally circulated within Oakland County, prior to adoption by the Commission. The County Clerk of the Oakland 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 VIII – Dissolution of Authority

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

ARTICLE IX – 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 County Commission of the Oakland County, Michigan has executed and adopted these Articles of Incorporation on this ____ day of _____, 2012, as evidenced by Resolution.