

**ARTICLES OF INCORPORATION
OF THE
WAYNE COUNTY TRANSIT AUTHORITY**

These Articles of Incorporation are executed and adopted by the Chief Executive Officer of the Charter County of Wayne pursuant to and in accordance with the provisions of Act 196, Public Acts of Michigan, 1986, as amended (the "Act"), for the purpose of forming a public body corporate as required by the Act.

ARTICLE I

The name of the corporation and authority is the Wayne County Transit Authority (the "Authority").

ARTICLE II
Members

The incorporating unit of the Authority is the Charter County of Wayne, State of Michigan, a municipal corporation of the State of Michigan. The Charter County of Wayne, together with any political subdivision or portion of, a city, village or township which may be added to the Authority after its incorporation, shall be considered a "Member".

ARTICLE III
Purposes

The purposes for which the Authority is organized are as follows:

- a. To operate a public transportation system providing public transportation services and public transportation facilities, as defined in by the Act and to the extent authorized by these Articles.
- b. To plan, promote, finance, acquire, improve, enlarge, extend, own, construct, operate, maintain, replace, and contract for public transportation systems and public transportation facilities.
- c. To control, operate, administer, and exercise the franchise of the public transportation system and public transportation facilities, if any.
- d. To conduct any and all such activities and exercise any and all such powers as are authorized by the Act, and which are necessary to the achievement of the foregoing and in furtherance of the purposes of the Authority.
- e. To act as an advisory board to SMART on decisions regarding transit in Wayne County.

ARTICLE IV
Metropolitan Area

The territory encompassed by all Members of the Authority shall comprise the Metropolitan Area of the Authority.

ARTICLE V
Powers and Duties

Section 1. The Authority shall be a body corporate with power to sue and be sued in any court of the State of Michigan and shall be considered to be an agency and instrumentality of the State of Michigan.

Section 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 specific powers specified by the Act and the power to provide, or cause to be provided, public transportation service and public transportation facilities within or without the Metropolitan Area. The total cumulative tax levied by the Authority shall not exceed 1.0 MILL.

Section 3. The Authority shall have the power to enter into an agreement with the Regional Transportation Coordinating Council ("RTCC") created by Act 204, Public Acts of Michigan, 1967, as amended, conferring from RTCC, to the extent RTCC serves under state law or by agreement with the Authority as the designated recipient to apply for federal and state transportation operating and capital assistance grants, on the Authority, as a subrecipient of federal and state transportation funds, the right to receive and dispense grant funds.

Section 4. If so designated by SMART, the Authority may serve and be considered as a successor agency of SMART formed to assume the assets and liabilities of SMART designated to the Authority by SMART and, to the extent authorized by the Act and these Articles, to perform its functions. If the Authority becomes the successor agency of SMART, the Authority shall assume and be bound by any existing applicable collective bargaining agreements applicable to SMART for the remainder of the term of the agreements and, except where the existing collective bargaining agreement may otherwise permit, shall retain the employees covered by that collective bargaining agreement. The Authority retains the discretion whether or not to accept such designation.

Section 5. In lieu of serving as the successor agency of SMART, the Authority may contract with SMART and any other transportation authority or political subdivision, agency or instrumentality of the State for all or part of the public transportation services it is entitled or required to provide under the Act and these Articles.

Section 6. The Authority shall have the power to jointly exercise with any other public agency any power, privilege or authority which the Authority shares in

common with such other public agency and may exercise separately. A joint exercise in power may be made by approval of the Board of a contract or contracts in the form of an interlocal agreement, which agreement may provide for the sharing of all or a portion of the revenue derived by and for the benefit of the Authority and for the creation of separate legal or administrative entities to administer or execute the agreement. Members to the governing body of such a legal or administrative entity may be appointed in common with other public agencies party to the interlocal agreement. Appointments of the Authority to any such entity will be made as close as is practical to the same ratios used for the appointments to this Board as outlined in Article VI.

Section 7. The Authority shall have the power to finance the cost of any election called by the Board or the governing body of any Member or constituent unit of the Authority for the purpose of authorizing a tax for the purpose of financing the public transportation services to be provided by, or caused to be provided by, the Authority from any funds available to the Authority for which such use is not prohibited by law.

Section 8. Unless provided otherwise by these Articles, no enumeration of powers in these Articles shall in any way limit or restrict the general power of the Authority as provided by law.

Section 9. The public transportation authority created herein shall cease and desist all operations and it shall dissolve one week following the certification of the transportation millage election should that millage question fail in Wayne County.

ARTICLE VI

Members and Voting Rights

Section 1. Voting Members. The Board of the Authority (the "Board") shall be composed of the following voting members:

- a. The Chief Executive Officer of the County of Wayne (the "Chief Executive Officer"), or his or her representative who shall be a resident of the Metropolitan Area and who shall serve at the sole pleasure of the Chief Executive Officer in his or her place on the Board.
- b. Eight additional members which the Chief Executive Officer shall appoint to the Board, with the consent of the Board of Commissioners of the Charter County of Wayne as required by the County Charter, who meet the following qualifications:
 - (i) Each member shall be a resident of the Metropolitan Area.
 - (ii) One member shall be a member of the general public selected by the Chief Executive Officer.
 - (iii) Three members shall be the nominees of those Mayors and

Supervisors of the Conference of Western Wayne whose communities are within the metropolitan area of the Authority.

- (iv) Two members shall be the nominees of those mayors and supervisors of the Downriver Community Conference whose communities are within the metropolitan area of the Authority.
- (v) One member shall be the nominee of those mayors and supervisors whose communities lie in whole or part east of Woodward Avenue and whose communities are within the metropolitan area of the Authority.
- (vi) One member shall be a member of the general public nominated by the six members who were nominated by the mayors and supervisors.
- (vii) Alternates may be appointed for each member. The appointment process and qualifications for each alternate shall be the same as for that member. An alternate member may serve as a voting member of the Board at any time the member is absent or when a vacancy exists in their seat on the Board.
- (viii) The Chief Executive Officer shall remove members selected in the process in subparagraphs (iii) through (vi) and their alternates at the written request of the nominating authority for that member or alternate. The Chief Executive Officer shall not otherwise remove the members selected pursuant to subparagraphs (iii) through (vi) or their alternates.

Section 2. Conformity of Interests. It is the intent of these Articles that the appointments to the Board and the voting requirements prescribed by these Articles serve to conform the interests of the Authority to the interest of each Member and to insure that each Member be entitled to protect the interests of that Member granted by these Articles.

Section 3. Vacancies. Except upon resignation of the member or alternate member, each member or alternate member of the Board appointed pursuant to Section 1 of this Article shall serve as a member or alternate member of the Board until his or her successor is appointed.

Section 4. Adoption of Bylaws and Transaction of Business. The Board may act to adopt Rules of Procedure governing its meetings and to transact any business of the Authority or take any action with an affirmative vote from 5 members of the Board

or their alternates. Adoption of bylaws or amendments of bylaws shall require an affirmative vote of 6 members or their alternates.

Section 5. Amendments to the Articles of Incorporation.

These Articles of Incorporation may be amended in the following manners:

- a. Except as provided by subsection (b) below, by adoption of a resolution approving the amendment by the Board of Commissioners of the Charter County of Wayne and adoption of a resolution approving the amendment by 6 members of the Board of the Authority or their alternates.
- b. As necessary to add a political subdivision or a portion of a city, village, or township as a member of the Authority after the Authority's formation, by adoption of a resolution approving an amendment to these Articles adding the political subdivision or a portion of a city, village, or township as a member of the Authority and revising the membership of the Board to reflect this addition by not less than 2/3 affirmative votes of the members serving or their alternates.

Section 7. Quorum. Five members of the Board or their alternates or representatives shall constitute a quorum for the transaction of business.

ARTICLE VII

Officers and Chief Operating Officer

Section 1. The Board shall elect, by a vote of 5 members or their alternates, one or more members of the Board to serve as Chairperson, Secretary and Treasurer of the Authority. Except as specifically set forth in these Articles, the qualifications, powers, duties and terms of office of the Chairperson, Secretary and Treasurer shall be as set forth in the Bylaws of the Authority. At any time when Bylaws have not been adopted, officers shall serve a term of one year or until their successors are elected.

Section 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.

Section 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 of the Authority, or as may be from time to time assigned by the Board.

Section 4. The Treasurer shall perform all acts incidental to the position of treasurer as fixed by or incidental to these Articles or the Bylaws of the Authority or as may be from time to time assigned by the Board.

Section 5. The Board may appoint a Chief Operating Officer of the Authority, who may sign and execute all bonds, contracts, checks and other obligations in the name of the Authority when so authorized by the Board. The Chief Operating Officer shall have power over the management of the properties and business of the Authority and employees thereof, and shall direct the enforcement of all resolutions, rules and regulations of the Board. The Chief Operating Officer shall have the authority to appoint such officers, employees and agents as necessary to carry-out the purposes of the Authority under the general policy direction of the Board. The Chief Operating Officer shall do and perform such other duties as may be fixed by or incidental to these Articles or the Bylaws of the Authority or as may be from time to time assigned by the Board. The Chief Operating Officer shall serve at the pleasure of the Board.

Section 6. The books and records of the Authority shall be open to inspection and audit by duly authorized representatives of each Member and the State of Michigan at all reasonable times.

ARTICLE VIII

Publication and Printing of Article of Incorporation

Upon execution by persons first listed above, the County Clerk of the Charter County of Wayne (the "County Clerk") shall endorse these Articles in substantially the form required by the Act and cause a copy of these Articles of Incorporation to be published once in a newspaper of general circulation within the area to be served by the Authority, as provided by the Act. The County Clerk shall be responsible for any other publications and filings required by the Act with the Secretary of State, the County Clerk and the State Department of Transportation.

ARTICLE IX

Term and Effectiveness

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

These Articles shall become effective and the Authority shall become operative upon the publication of these Articles pursuant to Article VIII by the County Clerk.

IN WITNESS WHEREOF, the Chief Executive Officer of the Charter County of Wayne has executed these Articles of Incorporation on the 14th day of April 2026.


WARREN C. EVANS, County Executive