

1 **FIRST AMENDED ARTICLES OF INCORPORATION**
2 **OF THE**
3 **WAYNE COUNTY ART INSTITUTE AUTHORITY**

4 These First Amended Articles of Incorporation are executed by the County
5 Commission (Board of Commissioners) for the Charter County of Wayne
6 (“Commission”) to form a public corporate body pursuant to and in accordance
7 with the Art Institute Authorities Act, Act 296 of the Public Acts of 2010, MCL
8 123.1201, et seq. (the “Act”) (referred to herein as “Articles” or “First Amended
9 Articles”).
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12 **ARTICLE I - Name**

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

15 **ARTICLE II – Purposes**

16 The purposes for which the Authority is organized are to:

- 17 1. support the operation of The Detroit Institute of Arts (“Museum”), an
18 encyclopedic art museum, and the facilities where the Museum operates;
- 19 2. enhance the world-class art collection of the Museum;
- 20 3. contract for art institute services with a world-class art institute services
21 provider that will provide meaningful and educational experiences
22 involving the appreciation of an encyclopedic art museum; and
- 23 4. engage in any activity and exercise any and all powers incidental or
24 necessary for the accomplishment of the purposes of its formation.

25 **ARTICLE III – Board of Directors**

26 1. Appointments and Term of Office. The board of directors (“Board”) shall consist of nine
27 (9) members. The Chief Executive Officer (“CEO”) for the Charter County of Wayne shall
28 appoint three (3) members, who shall serve two (2) year terms. The Commission shall appoint
29 six (6) members, who shall serve two (2) year terms.

30 2. Alternate Members. The CEO and Commission may also appoint persons to serve as
31 alternate member(s) for each of the members they have appointed pursuant to Section 1 of this
32 Article. An alternate member appointed pursuant to this Section may serve as a voting member
33 of the Authority at any time the primary member is absent or when a vacancy exists in his/her
34 seat.

- 1 3. Qualifications. Members shall meet the following qualifications:
- 2 (a) Each member shall be a resident of the Charter County of Wayne,
3 Michigan;
- 4 (b) Each member shall be at least 18 years of age; and
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- 6 4. Removal. The Commission may remove a member for good cause after a public hearing.
- 7 5. Vacancies. A vacancy shall occur upon the happening of any of the events set forth in
8 Section 3 of 1846 RS 15, MCL 201.3; resignation of a member or removal by the Commission.
9 Vacancies shall be filled in the same manner the original appointment was made and shall be for
10 the period of the unexpired term of the replaced member.
- 11 6. Bylaws. The Board may adopt and amend bylaws (“Bylaws”) to govern its procedures
12 and business affairs.
- 13 7. Voting. Each member shall be a voting member.
- 14 8. Quorum. A majority of the members of the Board shall constitute a quorum for the
15 purpose of conducting business and exercising the powers of the Authority. The Board may
16 transact business or take any action consistent with the Act and these Articles with an affirmative
17 vote of a majority of the Board members present, unless the Authority’s Bylaws provide
18 otherwise.
- 19 9. Compensation. No member shall receive compensation for services rendered as a
20 member of the Board, except members are entitled to reimbursement for reasonable expenses,
21 including for travel previously authorized by the Board, incurred in the discharge of his/her
22 duties.

23 **ARTICLE IV – Officers**

- 24 1. The Board shall elect a chairperson, secretary, treasurer and other officers it deems
25 appropriate at its first meeting. Except as specifically set forth in these Articles, the
26 qualifications, powers, duties and terms of offices shall be set forth in the Bylaws. At any time
27 when Bylaws are not adopted, officers shall serve a term of one year or until their successors are
28 elected.
- 29 2. The Chairperson of the Board shall preside at all meetings of the Board. The Chairperson
30 shall, under the direction of the Board, have the power, on behalf of the Board, to perform all
31 acts, execute and deliver all documents and take all steps that the Chairperson may deem
32 necessary or advisable in order to effectuate the actions and policies of the Board.
- 33 3. The Secretary shall keep the minutes of all meetings of the Board and committees thereof
34 in books provided for that purpose. The Secretary shall do and perform such other duties as may

1 be fixed by or incidental to these Articles or the Bylaws, or as may be from time to time assigned
2 by the Board.

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

5 **ARTICLE V – Powers and Duties**

6 1. The Authority is a public body corporate with the power to sue and be sued in any court
7 of the State of Michigan and is an authority under Section 6 of Article IX of the Michigan
8 Constitution of 1963.

9 2. The Authority shall have all powers necessary to carry out the purposes of its formation
10 and all things incidental to carrying out the purposes of its formation, including those powers
11 specified by the Act and these Articles. The enumeration of specific powers shall not be
12 construed as a limitation on the general powers of the Authority.

13 3. The Authority may contract for art institute services with an encyclopedic art institute
14 services provider and any such contract shall require the art institute services provider to use
15 funds received from the Authority exclusively to support the operations of art institute services
16 and the operation of the Museum and the facilities where the Museum operates. The Authority
17 shall execute said contract prior to the vote for the tax levy permitted by the Act.

18 4. The Authority may levy a tax of not more than 0.2 mill for a period of not more than 20
19 years on all of the taxable property within Wayne County for the purpose of providing revenue to
20 an art institute services provider in accordance with MCL 123.1201, et seq.

21 5. The Authority shall transfer all funds received from the unit of government collecting a
22 tax levied by the Authority that are remaining after payment of expenses authorized by the Act
23 and these Articles of Incorporation to the art institute services provider with which it has
24 contracted within ten (10) business days of receipt.

25 6. The Authority’s contract with the art institute services provider shall include preferences
26 or benefits for the residents of Wayne County, if the electors in Wayne County approved the tax
27 levied by the Authority. Preferences or benefits include, but are not limited to, discounted
28 admission fees, discounted membership fees, discounts for school children and access to
29 educational programs.

30 7. The Authority may contract for or retain professional services or enter into contracts
31 incidental or necessary for the accomplishment of the Act.

32 8. The Authority shall reimburse all governmental units for actual costs incurred in the
33 election of a tax levied by the Authority, as required by the Act.

34 9. The Authority shall not obtain interest in real property.

1 10. The Board shall obtain an annual audit of the Authority, and shall report on the audit and
2 auditing procedures, as provided by Sections 6 to 13 of the Uniform Budgeting and Accounting
3 Act, 1968 PA 2, MCL 141.426 to 141.433. The audit shall also be in accordance with generally
4 accepted government auditing standards as promulgated by the United States General
5 Accounting Office and shall satisfy federal regulations relating to federal grant compliance audit
6 requirements.

7 11. The Authority shall prepare budgets and appropriations acts in the manner provided by
8 Sections 14 to 19 of the Uniform Budgeting and Accounting Act, 1968 PA 2, MCL 141.434 to
9 141.439.

10 12. If the Authority ends a fiscal year in a deficit condition, it shall file a financial plan to
11 correct the deficit condition in the same manner as provided in Section 21(2) of the Glenn Steil
12 State Revenue Sharing Act of 1971, 1971 PA 140, MCL 141.921.

13 13. The Board may authorize funds of the Authority to be invested or deposited, on a
14 temporary basis, in any investment or depository authorized under Section 1 of 1943 PA 20,
15 MCL 129.91 before being transferred to an art institute services provider.

16 14. The Authority shall conduct its business at public meetings held in compliance with the
17 Open Meetings Act, 1976 PA 267, MCL 15.261 et seq.

18 15. Writings prepared, owned or used by the Authority in the performance of an official
19 function shall be made available in compliance with the Freedom of Information Act, 1976 PA
20 442, MCL 15.231 et seq.

21 16. Terms and phrases used in these Articles shall have the meanings prescribed in the Act.

22 **ARTICLE VI – Amendments to the Articles of Incorporation**

23 These Articles of Incorporation may be amended by adoption of a resolution approving the
24 amendment by the Commission.
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26 **ARTICLE VII - Publication and Filing**

27 These Articles or amendments to these Articles shall be published not less than once in a
28 newspaper generally circulated within Wayne County, prior to adoption by the Commission.
29 The County Clerk of the Charter County of Wayne (“Clerk”) shall endorse the Articles and any
30 amendments to the Articles, as required by the Act. Upon adoption of these Articles or
31 amendments to these Articles, the Clerk shall file a printed copy with the Michigan Secretary of
32 State.

33 **ARTICLE VIII – Dissolution of Authority**

34 The Authority shall be dissolved upon an affirmative vote of a majority of the members of
35 Commission.
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37 **ARTICLE IX - Term and Effectiveness**

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

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The original Articles became effective and the Authority became operative upon filing with the Michigan Secretary of State. These First Amended Articles shall become effective upon filing with the Michigan Secretary of State.

IN WITNESS WHEREOF, the County Commission of the Charter County of Wayne has executed and adopted these First Amended Articles of Incorporation on this 7th day of June,2022, as evidenced by Resolution.

(2022-66-031)

ART INSTITUTE AUTHORITIES ACT (EXCERPT)
Act 296 of 2010

123.1207 Articles of incorporation; contents; adoption; amendment; publication; filing; effectiveness.

Sec. 7. (1) To initiate the establishment of an authority, articles of incorporation shall be prepared by a majority of the members of the county board of commissioners of the county establishing the authority. The articles of incorporation shall include all of the following:

(a) The name of the authority.

(b) The size of the board of the authority, which shall be composed of an odd number of members and shall not exceed 15 members; the qualifications and terms of office of board members; the manner of appointing the members of the board of the authority; and the filling of vacancies in the office of board member.

(c) The purpose of the authority.

(d) The method of dissolution of the authority.

(e) Any other matters considered advisable.

(2) The articles shall be adopted and may be amended by an affirmative vote of a majority of the members of the county board of commissioners of the county establishing the authority.

(3) Before the proposed articles or proposed amendments to the articles are adopted, the proposed articles or amendments shall be published not less than once in a newspaper generally circulated within the county. The adoption of proposed articles or amendments by the county shall be evidenced by an endorsement on the articles or amendments by the clerk of the county.

(4) Upon adoption of the articles or amendments to the articles by the county, a printed copy of the articles or the amended articles shall be filed with the secretary of state by the clerk of the county.

(5) The authority's articles of incorporation, or amendments to the articles, take effect upon filing with the secretary of state.

History: 2010, Act 296, Imd. Eff. Dec. 16, 2010.