

Grand Valley Metropolitan Council

Articles of Incorporation

These Articles of Incorporation are adopted and executed by the incorporating units ("Units"), the City of Grand Rapids, the City of Kentwood, the City of East Grand Rapids, the City of Grandville, the City of Rockford, the City of Hudsonville, the City of Cedar Springs, Byron Township, Plainfield Township, Alpine Township, Gaines Township, Kent County, the Village of Sparta, Grand Rapids Township, Algoma Township, the City of Coopersville, the City of Greenville, the City of Ionia, the City of Walker, Courtland Township, City of Wayland, City of Newaygo, City of Plainwell, City of Hastings, Village of Middleville, Tallmadge Township, Wayland Township, Georgetown Township, Ottawa County, Caledonia Township, and Cannon Township for the purpose of constituting a Metropolitan Council pursuant to the provisions of Act No. 292 of the Michigan public acts of 1989 (the "Act").

Article I. Name. The name of this Metropolitan Council shall be the Grand Valley Metropolitan Council ("Council").

Article II. Names of Original Incorporating Units. The original incorporating units of government creating the Council are identified as follows: the City of Grand Rapids, the City of Kentwood, the City of East Grand Rapids, the City of Grandville, the City of Rockford, the City of Hudsonville, the City of Wyoming, Ada Township, Byron Township, Plainfield Township, Alpine Township, Gaines Township, and Kent County.

Article III. Purpose. The purpose of this Council is to, through the use of the powers authorized by the Act, plan for the growth and development of the Council area, to maintain and improve the quality of life and manage the growth of the Council area, to provide services and promote the coordination and cooperation of governmental services within the Council area and promote social well-being in the Council area.

Article IV. Corporate Body; Council Area. This Council shall be a body corporate with power to sue and be sued in any court of this State and is an agency and instrumentality of the State. The Council area shall be the geographic area of all Units which are cities, townships, or villages ("Council Area").

Article V. Authority. This Council is an authority under Section 6 of article IX of the 1963 Michigan Constitution.

Article VI. Fiscal Year. The fiscal year of this Council shall commence on the first day of October, in each year, and end on the thirtieth day of the following September.

Article VII. Powers of Council. The Council shall possess all powers which are authorized by the Act unless restricted by these Articles or the Council's bylaws. This Council shall possess all the powers necessary for carrying out the purposes of its formation.

Article VIII. Council Organization.

- A. Members; Representation of Units. The Council shall be composed of various individuals who shall be appointed to the Council in the manner stated in these Articles ("Member"). Each Unit shall appoint one (1) Member of the Council; provided, however, that Units representing a population of over 50,000 and less than 100,000 may appoint up to two (2) Members of the Council, and Units representing a population of over 100,000 may appoint up to three (3) Members of the Council if those Units shall elect to appoint more than one Member to the Council; and provided further, that with respect to certain counties, the number of Members appointed to the Council shall be determined as follows:
1. A county may elect, when it becomes a participating Unit, to appoint the appropriate number of Members to the County, as stated above, but determined on the basis of a designated population that is less than the whole of the population of the county, in accordance with the numbered subparagraphs of this subsection A.
 2. A county shall be eligible for such alternate method of determining the number of Members appointed only if the Council approves the same, by majority vote of those Members present and voting.
 3. For any such county, the population selected for the purpose of determining the number of Members appointed by the county shall be the entire population of specified cities, townships, or villages within the county that are contiguous to the Council Area or to another participating county, and that are so situated as not to create islands within territory that is not part of the Council Area or a participating county.

At any time after it has become a participating Unit, on the basis of such alternate method of determining the number of appointed Members, a county may alter the population used as a basis for determining the number of its appointed Members, by adding other contiguous cities, townships, or villages within the county to those previously comprising the territory used for determination of population, consistent with subparagraphs 1, 2, and 3 of this subsection A and upon approval of the Council.

The legislative body of each Unit shall appoint its Member(s) in such manner as it shall determine. A Member representing a Unit shall be a member of the legislative body of the Unit or its chief administrative officer; provided, however, that as to Units appointing more than one Member, only one of such Members need be a member of the legislative body of the Unit or its chief administrative officer. In the event of a vacancy in the office of the Member representing a Unit, the legislative body of the Unit shall fill the vacancy for the unexpired term. All Units are encouraged to

appoint their representatives in a fashion which will promote a representative mix of all citizens from the Council area.

All Members shall be citizens of the Council Area with the exception of Members appointed by a county. Those Members must be citizens of the county who appoints them, but need not be citizens of the Council Area.

The Council may select at-large Members who shall serve as Members of the Council. The Council may select up to one at-large Member for each ten (10) Units; provided, however, that if the number of Units divided by ten (10) is greater than a whole number, then the number of at-large Members may be increased by one additional at-large Member for each additional one-half (0.5) Unit greater than the whole number (as, for example, three (3) at-large Members could be appointed if the total number of Units is thirty-four (34); four (4) at-large Members could be appointed if the total number of Units is thirty-five (35); etc.). Each at-large Member shall be selected from the Council Area and shall serve a term of two (2) years. Each at-large Member shall have one (1) vote as stated in Subsection C of this Article.

The total number of weighted votes on the Council shall equal the votes allocated among city, township, and village Members plus the votes of any county Members plus any at-large Members.

- B. Term of Member. Each Member shall be appointed for a term of 2 years to coincide with the Council's fiscal year; provided, however, that the terms of the Members first appointed to the Council shall be staggered, in accordance with this Article. If two (2) Members are first appointed by a Unit as provided in Article VIII, one of the Members shall be appointed by the Unit for an initial term of one (1) year and the other Member shall be appointed by the Unit for an initial term of two (2) years. If three (3) Members are first appointed by a Unit as provided in Article VIII, that Unit shall divide those Members' terms to appoint one (1) Member for an initial term of one (1) year and two Members for an initial term of two (2) years. The staggered terms of all other Members shall be determined by random draw of the Metropolitan Council as follows: One-half ($\frac{1}{2}$) of the Members shall be appointed for an initial term of one (1) year and one-half ($\frac{1}{2}$) of the Members shall be appointed to an initial term of two (2) years, provided that if there is an odd number of Members, the number of Members appointed to an initial term of one (1) year shall be one less than the number of Members appointed to an initial term of two (2) years.

Each Member shall serve at the pleasure of the appointing Unit, and each Member who is appointed at-large shall serve at the pleasure of the Council, during the term for which the Member was appointed and thereafter until a successor is appointed.

C. Voting.

1. Each Member shall cast a vote as stated in this Article.
2. The Member or Members representing a Unit shall have one vote for each \$1,000 or fraction thereof of the total amount of the annual membership fee required to be paid by that Unit for the fiscal year during which the vote of the Member or Members is cast.
3. If a Unit appoints two (2) Members, each of those Members shall vote one-half of the total number of votes allotted to that Unit's Members if both Members are present. If a Unit appoints three (3) Members, each of those Members shall vote one-third of the total number of votes allotted to that Unit's Members if all three Members are present. If one (1) or two (2) of the Members representing a Unit which appoints more than one Member are absent, the Member(s) present at the meeting may cast all of the votes allocated to the Member(s) of that Unit who are absent. In the event that one Member is absent who represents a Unit which appoints three (3) Members, then the two (2) Members present shall each vote one-half of the absent Member's vote.
4. If a Member is not present at a meeting or, in the case of Units who appoint two (2) or three (3) Members, if none of the Members is present at a meeting, the votes of those Members shall not be cast at the meeting.
5. Except as otherwise provided in these Articles, the Council shall decide any motion or question by the majority vote of (1) the votes of the Members in attendance, as such votes are determined by the terms of this subsection C, and (2) the number of Members in attendance, at any meeting at which a quorum is present.
6. Each at-large Member shall be entitled to cast one vote on matters before the Council. The total number of votes on the Council shall be increased to account for the votes of at-large Members appointed to the Council.

- D. Quorum. A quorum shall consist of at least one-half (½) of the total number of Members and of the weighted votes of Members as determined in accordance with Article VIII.A. and C.

Article IX. Council Meetings; Compensation. The Council shall conduct an organizational meeting in October of each year. The Council shall convene regular meetings at least once each month, as may be provided in the Council's Bylaws. The Council or the Chairperson may convene special meetings in accordance with the Council's Bylaws.

Members may be compensated for attendance at Council meetings and for other designated services provided by the Member as shall be set forth in the Bylaws. The Council may reimburse a Member for reasonable expenses incurred in attending Council meetings and performing services designated by the Council, as shall be set forth in the Bylaws.

Article X. Annual Membership Fees. The Council may require each Unit to pay an annual membership fee as authorized by the Act.

- A. The annual membership fee shall be determined with reference to the population of each Unit, with the amount of the fee being the product of a stated monetary amount (the per capita amount) determined by the Council, multiplied by the population of the Unit; provided, however, that in the case of certain counties which appoint Members on the basis of a population less than the entire county population, the relevant population shall be as determined by the numbered subparagraphs of subsection A of Article VIII. The per capita amount for each Unit shall be determined annually by resolution adopted by the Council. The per capita amount determined for a county may be different from that determined for a city, township, or village.
- B. The population data for calculation of the annual membership fee shall be as determined by the most recent federal decennial census.
- C. The annual membership fee shall be due and payable on October 1 of each year. If Unit fails to pay its annual membership fee within sixty (60) days of the due date, it shall be placed on inactive status in accordance with Article XXI.
- D. In addition to the annual membership fee stated above, the Council may charge separate fees to a Unit for services it provides to the Unit, and the Council may also charge fees for services to non-Member Units.
- E. The other provisions of this Article notwithstanding, the annual membership fee payable by any Unit shall not exceed .2 mill times the current state equalized valuation of all taxable real and personal property within the Unit, or in the case of certain counties appointing Members on the basis of a population less than that of the entire county, the fee shall not exceed .2 mill times the current state equalized valuation of all taxable real and personal property within the cities, townships, and villages whose population is utilized to determine number of Members appointed by that county. If the annual membership fee of any Unit exceeds such amount, then the annual membership fee shall be reduced so as to equal the amount determined by applying the limitation stated in this subparagraph.

Article XI. Officers. The Council shall, at its organizational meeting in October each year, elect a Chairperson, Vice Chairperson, Secretary, and Treasurer for the ensuing fiscal year. The Chairperson and Vice Chairperson shall be Members of the Council. The Secretary and Treasurer are not required to be Members of the Council. The duties of these officers shall be prescribed by the Council's Bylaws. Each officer shall serve for the fiscal year for which the officer was elected and thereafter until a successor is elected. Any of these officers may be removed at any time without cause upon the affirmative vote of two-thirds (2/3) of the total number of weighted votes of the Council.

Article XII. Executive Director. Upon the recommendation of the Chairperson, the Council may appoint an Executive Director, in accordance with such terms as it may

prescribe, to serve at the pleasure and under the supervision of the Council, as the principal administrator for the Council. The Executive Director shall have the powers and duties as provided in the Bylaws. The Executive Director shall not be a Member of the Council.

Article XIII. Executive Committee. An Executive Committee shall be established in accordance with this Article.

- A. Membership. The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary and Treasurer of the Council, the Executive Director (if appointed pursuant to Article XII) and up to that number of other Members of the Council so that the total number of Executive Committee members will equal in number up to one-third of the total number of Units. Such other members of the Executive Committee shall be selected by the Council at its initial meeting of each fiscal year. The Secretary and Treasurer of the Council shall be voting members of the Executive Committee only if they are Members of the Council. The Executive Director shall be a non-voting member of the Executive Committee.
- B. Responsibilities. The Executive Committee shall:
 - 1. Review matters which are proposed for the agenda by the Chairperson and may offer recommendations to the Council with regard to the items which are on each agenda;
 - 2. Review and make recommendations on the proposed budget to be approved by the Council for each fiscal year;
 - 3. Review and make recommendations to the Council on the work, goals and objectives presented to the Council by any standing committees, and agencies which operate under the Council;
 - 4. Undertake such other responsibilities as are delegated to the Executive Committee by the Council.

The Executive Committee shall be empowered to take such actions as are delegated to it by the Council and take such emergency actions as may be necessary until a meeting of the Council can be convened. In each instance, the actions of the Executive Committee shall be ratified, modified or overruled by the Council at its next meeting following the action of the Executive Committee.

- C. Procedure. Procedures for convening meetings, voting of the Executive Committee, and other matters pertaining to the functions of the Executive Committee may be specified in the Bylaws.

Article XIV. Budget. The Executive Director, or in the absence of an Executive Director, the Chairperson, shall prepare a proposed annual budget. Following review and recommendation by the Executive Committee, the Council shall, on or before October 1 of each year, adopt the annual budget.

Article XV. Standing Committees and Advisory Committees. The Council may establish committees, including standing committees of the Council and advisory committees, in accordance with the Council's Bylaws.

Article XVI. Creation of Agencies. The Council may establish such agencies as the Council shall deem appropriate to carry out its functions. The method of establishing an agency and delegating powers and responsibilities to an agency shall be set forth in the Bylaws.

Article XVII. Bylaws. The Council shall have the right to adopt and amend bylaws governing its procedure and functions, provided that the bylaws are not in conflict with the terms of these Articles, the Act, or any other applicable statute. Bylaws shall be adopted and amended only upon a majority vote of: 1) the total number of weighted votes of the Members of the Council, and 2) the Members of the Council; except for Section II of the Bylaws, which may be amended only by: 1) a majority vote of the weighted vote and a majority vote of the Members as stated above, and 2) the approval of two-thirds (2/3) of the legislative bodies of the Units who belong to the Council.

Article XVIII. Amendment of Articles of Incorporation. These Articles may be amended upon approval of a majority vote of: 1) the total number of weighted votes of the Members of the Council, 2) the Members of the Council, and 3) the members serving on the Legislative Bodies of the participating local governmental Units, if a vote by such local Legislative Body members is required by law.

Article XIX. Addition of Units. A city, township, village or county may be added to the Council after the Council's incorporation upon compliance with Sections 7 and 11 of the Act and the amendment of these Articles of Incorporation to reflect that addition. After a city, township, village or county has been added to the Council, the Clerk of that Unit shall sign the Articles of Incorporation as amended, in behalf of the Unit.

Article XX. Withdrawal of Units. A Unit may withdraw from the Council, subject to the requirements of the Act, upon delivery of written notice to the Council to become effective at the end of the fiscal year, provided that the Council receives the notice at least sixty (60) days before the end of its fiscal year. In the event that the written notice of withdrawal is received by the Council less than sixty (60) days before the end of the fiscal year in which it is received, the withdrawal shall not become effective until the end of the succeeding fiscal year and the Unit shall be liable for membership fees for the succeeding fiscal year. No membership fees shall be returned to any Unit in case of withdrawal. In the event of withdrawal, the Unit shall remain liable for all of its financial obligations to the Council or the Council's creditors.

Article XXI. Inactive Membership Status. Any Unit which has not paid its annual dues within sixty (60) days of the beginning of each fiscal year shall be delinquent. A delinquent Unit shall be placed on inactive status, its Member(s) shall not be entitled to vote, nor shall the Member nor the Member's vote be counted for quorum or voting purposes, and the Council may prohibit those Members of an inactive Unit from

participating in debates or discussions of the Council or on any agency operating under the Council's direction. The Unit's inactive status shall be referred to the Executive Committee for appropriate action. Inactive status shall remain until all fees, including any penalties approved by the Council, are paid in full.

Article XXII. Adoption. Upon original adoption of these Articles of Incorporation by the legislative body of each Unit, such adoption shall be evidenced by an endorsement on the Articles by the Clerk of that Unit as provided below. Upon adoption by the Units, these Articles of Incorporation shall be filed by the Clerk of the largest Unit with the Secretary of State and the Clerk of each County in which a Unit is located.

As originally adopted (1990) and as amended by:

Amendment No. 1 - 11/19/92 Delete Taxation; Wyoming Withdrawal
Amendment No. 2 - 5/6/93 Add Village of Sparta
Amendment No. 3 - 9/2/93 Not Approved
Amendment No. 4 - 12/2/93 Weighted Vote; Membership Fees; Ada Withdrawal
Amendment No. 5 - 1/6/94 Add Grand Rapids Township
Amendment No. 6 - Add Algoma Township
Amendment No. 7 - 5/4/95 Add City of Coopersville
Amendment No. 8 - 7/6/95 Add City of Greenville
Amendment No. 9 - 1/4/96 Add City of Ionia
Amendment No. 10 - 3/7/96 Add City of Walker
Amendment No. 11 - 3/7/96 Add Courtland Township
Amendment No. 12 - 7/8/96 Add City of Wayland
Amendment No. 13 - 2/6/97 Add City of Newaygo
Amendment No. 14 - 4/3/97 Add City of Plainwell
Amendment No. 15 - 6/5/97 Add City of Hastings
Amendment No. 16 - 7/3/97 Add Village of Middleville
Amendment No. 17 - 7/3/97 Add Tallmadge Township
Amendment No. 18 - 12/4/97 Add Wayland Township
Amendment No. 19 - 3/5/98 Add Georgetown Township
Amendment No. 20 - 7/2/98 Allow for Partial Membership
Amendment No. 21 - 10/1/98 Add Ottawa County
Amendment No. 22 - 10/7/99 Add Caledonia Township
Amendment No. 23 - 11/4/99 Add Cannon Township
Amendment No. 24 - 2/3/00 Provide for Number of Executive Committee and At-Large Members; Clarify "Council Area"
Amendment No. 25 - 3/1/01 Add Sparta Township
Amendment No. 26 - 4/9/01 Allow City of Newaygo to Withdrawl
Amendment No. 27 - 5/3/01 Add Jamestown Township
Amendment No. 28 - Withdrawl of Plainwell
Amendment No. 29 - Add Allegan Township
Amendment No. 30 - Add Cascade Township
Amendment No. 31 - 12/5/02 Wayland Township Withdrawl