

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SOUTHWESTERN MICHIGAN COMMUNITY AMBULANCE SERVICE

These Amended and Restated Articles of Incorporation are adopted by the incorporating municipalities under the provisions of the Urban Cooperation Act, MCL 124.501, et seq., the Municipal Emergency Services Act, MCL 124.601, et seq., and MCL 333.20948, pertaining to contracts by municipalities for ambulance services. The municipalities identified below adopted Articles of Incorporation for this corporation on or about November 10, 1975. These Amended and Restated Articles of Incorporation supersede and replace those articles of incorporation and any amendments thereto.

ARTICLE 1

The name of this corporation is “Southwestern Michigan Community Ambulance Service”.

ARTICLE 2

Constituent Municipalities

- (a) Constituent Municipalities. The names of the municipalities included in this corporation are:

City of Niles, Berrien County
City of Buchanan, Berrien County
Charter Township of Niles, Berrien County
Charter Township of Bertrand, Berrien County
Charter Township of Buchanan, Berrien County
Township of Howard, Cass County

- (b) Adding a Municipality. A new municipality may, upon unanimous consent of the existing municipalities, be added to this agreement; provided the new municipality agrees to be bound by the terms and conditions set forth herein. No new municipality may be added until such time as a feasibility analysis has been performed by a provider selected by the corporation, paid for by the new municipality, and it is determined that the addition of a new member will not have a negative impact on the financial condition of the corporation, or the level of services provided to the municipalities. All newly added municipalities shall appoint one member and may appoint an alternate to the Board of Trustees. All newly added municipalities shall be obligated to contribute a sum of money and/or assets equal to a prorated share of the assets of the corporation at the time the municipality is added and may be required to contribute a sum of money and/or assets that may be necessary to serve the additional municipality. The valuation of the assets of the corporation and the proposed new municipality shall be determined by an appraiser selected by the corporation in its sole discretion and such cost of appraisal shall be paid by the proposed new municipality. The new municipality shall also contribute to the budget of the corporation as set forth in this

agreement on an annual basis provided, however, that in the year of entry the allocation of contribution to the budget shall be prorated based upon the date of entry within the fiscal year.

ARTICLE 3

Purposes

The purpose of this corporation shall be to provide ambulance and/or emergency medical services within the boundaries of the participating municipalities and such other areas as it may lawfully determine, such ambulance and/or emergency medical services to be provided in such manner as the corporation shall determine, including, by way of example and without limitation, by contract with a governmental entity, or by contract with a private individual, partnership, profit or non-profit corporation, or by the corporation itself acquiring, owning, operating and managing an ambulance and/or emergency medical service.

ARTICLE 4

General Powers

This corporation shall be a body corporate with power to sue or to be sued in any court of this state. It shall include all of the territory embraced within its constituent municipalities. It shall possess all the powers granted by statute and by these Articles, and all powers necessary to carry out the purposes herein set forth, as well as those incident thereto. The enumeration of any powers herein shall not be construed as a limitation upon its general powers unless the context shall clearly indicate otherwise.

ARTICLE 5

Term

This corporation shall continue in existence until dissolved by act of the parties or by law; provided, that it shall not be dissolved if such dissolution would operate as an impairment of any of its contracts or other debts and liabilities then outstanding.

ARTICLE 6

Fiscal Year

The fiscal year of the corporation shall commence on the first day of July of each year and end on the 30th day of June of the following year.

ARTICLE 7

Board of Trustees

- (a) **Governing Body.** The governing body of this corporation shall be a Board of Trustees, sometimes referred to as the “Board”, which shall be vested with the management of its business and affairs. Members of the Board shall be appointed by the constituent municipalities pursuant to these Articles.
- (b) **How Constituted.** The Board shall consist of one representative from each constituent municipality and one representative from each existing municipality served on a contract basis on the date of these Amended and Restated Articles of Incorporation, provided that the contract permits the appointment of a representative to the Board from the contracting municipality. New, renewed, or amended contracts for service entered after the effective date of these Amended and Restated Articles of Incorporation shall not include any representative on the Board nor any voting rights in the corporation. Representatives serving on the Board shall be appointed by their respective bodies on or before the first day of June each year and shall serve during the next fiscal year following appointment or until a successor is appointed, whichever is later. Any municipality entitled to appoint a member to the Board, may also designate an alternate member who may participate and have all the powers and duties of the regular member, but only in the absence of the regular member.
- (c) **Organization.** At its regular meeting in June of each year the Board of Trustees shall elect the following officers: Chairperson, Vice-Chairperson, Secretary and Treasurer, all of whom shall be members of the Board of Trustees.
- (d) **Vacancies.** In the event of a vacancy on the Board, the governing body of the municipality represented by the vacancy shall fill the vacancy for the unexpired term.

ARTICLE 8

Bylaws

The Board of Trustees may adopt bylaws and rules for the transaction of business which may be amended, modified, or repealed at any time.

ARTICLE 9

Meetings and Notice Thereof

Meetings of the Board of Trustees shall be held at least monthly at such times and places as shall be prescribed by the bylaws or by resolution of the Board. Special meetings of the Board may be called by the Chairperson, or any three (3) members thereof, by providing written notice of the time, place and purpose thereof, upon each member of the Board, personally, or by fax, email or other electronic means, at least twenty-four (24) hours prior to the time of such meeting, or by depositing the same in a United States Post Office or mail box within the limits of the corporation, at least seventy-two (72) hours prior to the time of such meeting, enclosed in a sealed envelope

properly addressed to him or her at his or her home or office address, with postage fully prepaid thereon.

Special meetings of the Board at which all members are present shall be deemed to be valid even if no written notice thereof may have been given as above provided. Any member of the Board may waive notice of any meeting either before or after the holding thereof. A majority of all the members of the Board appointed and serving (or their designated alternate) shall be required for a quorum. The Board shall act by motion or resolution. For the passage of any motion or resolution there shall be required the affirmative vote of a majority of the members of the Board present, except where a larger vote is required by these Articles. The Board shall keep minutes of its proceedings, which shall be signed by the Chairperson or Secretary. All votes shall be “yeas” or “nays”. The minutes shall show how each voted.

ARTICLE 10

Executive Director

The Board of Trustees may appoint an executive director who shall be charged with the management and administration of the corporation, and who shall receive such compensation as the Board of Trustees shall determine and who shall serve at the pleasure of the Board of Trustees. The executive director shall not be a member of the Board of Trustees.

ARTICLE 11

Officers

The Chairperson of the Board shall be the presiding officer thereof. Except as herein otherwise provided, he or she shall not have any executive or administrative functions other than as a member of the Board. In the absence or disability of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson. The Secretary shall be the recording officer of the Board and the Treasurer shall be custodian of the funds of the corporation, and subject to the approval of the Board, may employ such assistants and consultants as the Board may deem to be necessary. All moneys shall be deposited in banks, to be designated by the Board and all checks or other forms of withdrawal in excess of \$5000 shall be signed by at least two (2) persons, one of whom shall be a Board member, as designated by the Board from time to time. Checks or other forms of withdrawal less than \$5000 shall be signed by such persons as designated by the Board from time to time. All persons handling funds or authorized to write checks or withdraw funds shall be bonded in an amount to be determined by the Board. The officers of the Board or the executive director shall have such additional powers and duties as may be conferred upon them by the Board.

ARTICLE 12

Property

The corporation may acquire property for an ambulance and/or emergency medical service system by purchase, construction, lease, grant, gift or devise, either within or without the area served by

ambulance and/or emergency medical service system and may hold, manage, control, sell, exchange or lease such property.

ARTICLE 13

Fees and Contracts

- (a) **Fees and Contracts.** The corporation shall have the authority to charge such fares or fees and enter contracts for ambulance and/or medical services as shall be necessary to provide funds to meet the obligations of the corporation.
- (b) **Contracting for Services.** The corporation may contract with other municipalities for services. However, no contract may be entered into until such time as a cost benefit analysis has been performed and it is determined that provision of the services will not have a negative impact on the financial condition of the corporation, or the level of services provided to the municipalities. The cost benefit analysis shall be performed by a qualified company selected by the corporation in its sole discretion and the cost of the cost benefit analysis shall be paid by the municipality request services. Any such expansion of the service areas must be approved by a two-thirds majority of the Board appointed and serving (or their designated alternate).

ARTICLE 14

Audit

The Board of Trustees shall cause an audit to be conducted of its financial transactions and affairs at the end of each fiscal year (or more often if required by law) and shall furnish a copy thereof to each constituent municipality.

ARTICLE 15

Liability

- (a) **Director and Officer Liability.** No member of the Board of Trustees who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the “Act”), or a volunteer officer, shall be personally liable to this corporation for monetary damages for any action taken as a director or volunteer officer, except for liability for any of the following:
 - 1. The amount of a financial benefit received by a director or a volunteer officer to which he or she is not entitled.
 - 2. Intentional infliction of harm on the Corporation.
 - 3. For any violation of Section 551 of the Act.
 - 4. An intentional criminal act.
 - 5. A liability imposed under Section 497(a) of the Act.

(b) Assumption of Volunteer Liability. The corporation assumes all liability to any person for the acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after the effective date of these Articles, provided that all of the following conditions are met:

1. The volunteer was acting or reasonably believed that he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under Section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3135.

(c) Amendment of Liability Law. For purposes of these Articles, a volunteer director shall mean a director who does not receive anything of more than nominal value from this corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the volunteer director in his or her capacity as a director.

For purposes of these Articles, a volunteer officer shall mean an officer who does not receive anything of more than nominal value from this corporation for serving as an officer other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the officer in his or her capacity as an officer.

If the Act is amended after the filing of these Articles with the Michigan Department of Licensing and Regulatory Affairs, Bureau of Commercial Services, to authorize corporate action further eliminating or limiting the personal liability of volunteers, then the liability of volunteers of this corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, except to the extent such limitation or elimination is inconsistent with the status of this corporation as a nonprofit corporation.

Any repeal, modification, or adoption of any provision in these Articles inconsistent with this Article shall not adversely affect any right or protection of a volunteer of this corporation existing at the time of such repeal, modification or adoption.

ARTICLE 16

Dissolution

If the corporation is dissolved, either by agreement of the constituent municipalities or by any other means, the assets of the corporation shall be liquidated and, after payment of all debts of the corporation, the balance shall be divided among those municipalities who are constituent members at the time of dissolution. Division shall be made according to the population and each constituent municipality shall receive the share of the assets that its population at the time of dissolution bears to the total population of all constituent municipalities at the time of dissolution.

ARTICLE 17

Withdrawals

A participating member municipality may withdraw from the corporation upon delivery to the Secretary of the Board of Trustees at least one (1) year prior to the end of the current fiscal year by use of a certified copy of a Resolution of Withdrawal duly adopted by such member municipality, in which case the same shall be effective at the end of such fiscal year. In the event of withdrawal by a participating municipality, its representatives shall be deemed to have resigned from the Board of Trustees and the Board of Trustees shall be automatically reduced by the number of representatives appointed by the withdrawing municipality. Any municipality withdrawing from the corporation shall pay the corporation an amount equal to its share of all outstanding lease and/or debt obligations of the corporation. Such amount shall be paid in full on or before the effective date of such withdrawal. The calculation of the withdrawing municipality's payment shall be based on the allocation of population and contributions under Article 18. A withdrawing municipality shall have no further interest in the assets of the corporation and shall not be responsible for any liabilities or debts incurred after the effective date of the withdrawal.

ARTICLE 18

Contributions

Contributions to finance all or any part of the operating expenses of the corporation shall be made to the corporation by the participating members on the basis of population which means that each participating member shall contribute a percentage equal to the percentage or proportion that the population of the participating municipality bears to the total population of all participating municipalities, population being based upon the latest Federal decennial census. Constituent municipalities or a municipality otherwise granted authority under state law may levy a tax on all of the taxable property within the limits of such municipality and appropriate, grant, or contribute the proceeds of the tax to the corporation for the purposes set forth in these Articles and Act 57 of 1988, as amended, or to provide sufficient money to fulfill its contractual obligations to the corporation, which tax shall be within the charter, statutory, and constitutional limitations.

Notwithstanding the above contributions, the corporation shall also possess the authority to levy a tax on all of the taxable property within the limits of the constituent municipalities for the purposes set forth in these Article and Act 57 of 1988, as amended, provided that such tax is authorized in the manner set forth in section 12 of Act 57 of 1988, as amended.

ARTICLE 19

Annual Budget

The Executive Director shall annually present a proposed line-item operating budget to the corporation for tentative approval. Prior to final approval of the budget, the corporation must provide the constituent municipalities with a copy of the proposed budget and allow the constituent municipalities 21 days for review and comment.

ARTICLE 20

Needs Assessment

In 2025, the corporation shall engage an independent third-party to provide a thorough assessment of the corporations' current and future operations and capital asset needs, including a cost analyses. The corporation, in consultation with the constituent municipalities, shall review the needs assessment every five years to determine whether a new needs assessment is necessary or desirable.

ARTICLE 21

Amendments

Amendments to these Articles shall become effective when adopted by each and every constituent municipality. Any such amendment shall be published and become effective as of the date specified in such amendment.

ARTICLE 22

Effective Date

This corporation shall become effective upon the filing of copies of these Articles, as provided in the preceding Article and the laws of the State of Michigan.

These Articles have been duly adopted at a public meeting by the several constituent municipalities as hereinafter set forth, and in witness whereof each City has caused these Articles to be signed in its name by its Mayor and Clerk and each Township has caused these Articles to be signed by its Supervisor and Clerk, and all parties have affixed their corporate seals as of the date indicated by their respective signatures.

CITY OF NILES

Dated: _____, 2024

By: _____
Nicholas J. Shelton
Its: Mayor

Dated: _____, 2024

By: _____
Tina Bergman
Its: City Clerk

CITY OF BUCHANAN

Dated: _____, 2024

By: _____
Sean Denison
Its: Mayor

Dated: _____, 2024

By: _____
Kalla Langston
Its: City Clerk

CHARTER TOWNSHIP OF NILES

Dated: _____, 2024

By: _____
Marge Durm-Hiatt
Its: Supervisor

Dated: _____, 2024

By: _____
Daniel C. Pulaski, Jr.
Its: Clerk

CHARTER TOWNSHIP OF BERTRAND

Dated: _____, 2024

By: _____
Steve Hicks
Its: Supervisor

Dated: _____, 2024

By: _____
Polly White
Its: Clerk

CHARTER TOWNSHIP OF BUCHANAN

Dated: _____, 2024

By: _____
Malinda Cole-Crocker
Its: Supervisor

Dated: _____, 2024

By: _____
Wendi Heyliger
Its: Clerk

CHARTER TOWNSHIP OF HOWARD

Dated: _____, 2024

By: _____
Bill Kasprzak
Its: Supervisor

Dated: _____, 2024

By: _____
Sheri Wozniak
Its: Clerk