

SASWA EXECUTIVE COMMITTEE MEETING

MINUTES OF MAY 8, 2002

Present: David Meyer, James Koski, Rob Grose, Dan Armentrout, Tim Ader, Dan Hoffman, Dale Klein, John Malzahn, Matt Rappley, Russell Beaubien, Tammy Shivley

Absent: John Premo (excused)

- I. **Introductions:** The meeting opened with each attendee introducing him/herself.
- II. **Review of Previous Minutes:** The minutes of April 16, 2002 were reviewed. *Rob Grose moved to accept the minutes as presented and Matt Rappley supported. MOTION CARRIED.*
- III. **Review of Draft SASWA Articles:** Copies of the proposed *Articles of Incorporation* were distributed for reference while David Meyer, attorney with Smith Bovill, reviewed the contents of same:
 - a. *Article I – Name:* The Authority’s name is “Saginaw Area Storm Water Authority” (SASWA).
 - b. *Article II – Member Municipalities:* To list the following municipalities – Saginaw County, Saginaw Charter Township, Thomas Township, Bridgeport Township, Buena Vista Charter Township, Carrollton Township, Kochville Township, the City of Saginaw, the City of Zilwaukee, the Saginaw County Road Commission, and any other municipalities that join prior to June 30, 2002.
 - c. *Article III – Purpose:* Mr. Meyer noted that the list provided in Article III is not all exclusive.
 - d. *Article IV – Powers:* The Authority is empowered under Act 33.
 - e. *Article V – Corporate Seal:* The Authority will purchase a Corporate Seal.
 - f. *Article VI – Existence:* The Authority shall remain in existence unless 2/3rds of the Membership vote for dissolution.
 - g. *Article VII – Fiscal Year:* The Authority fiscal year shall follow the calendar year.
 - h. *Article VIII – Board, Trustees, Term of Office, Officers, Removal:* The first board shall consist of one trustee for each member municipality with three-year staggered terms. The Authority shall determine the terms of expiration. Following the expiration of the first term, terms shall be for four years and commence on January 1. An alternate trustee for each municipality will be mandatory. Each trustee must file an oath of office with the clerk of his/her municipality and will serve without compensation. An annual meeting shall be held the third Wednesday in November. Trustees may be removed via a majority vote of the membership.
 - i. *Article IX – Vacancy of Board Trustee:* A vacancy on the board shall be filled by the legislative body of the member municipality who appointed the trustee or by the alternate trustee. A vacancy in an office of the board shall be filled by the board for the unexpired term.
 - j. *Article X – Meetings and Bylaws:* Regular and special meetings may be called upon 72 hours “mail” notice and 24 hours “drop off” notice. A quorum is defined as a simple majority. However, meetings that involve bonds or bylaws and rules require 2/3 of the Membership. Any member with a conflict of interest issue is to announce the conflict of interest and abstain from voting.
 - k. *Article XI – Duties of Officers, Annual Budgets, Committees and Depository:* The chairman, vice chairman, secretary and treasurer’s duties are pretty standard. By resolution, committees of three or more may be appointed. The Authority’s budget is to be prepared yearly by the 1st Monday of November. All checks and other forms of withdrawal must be signed by two officers of the board.
 - l. *Article XII – Power to Acquire Property:* The board is authorized to acquire property.
 - m. *Article XIII – Power to Execute Contracts:* A 2/3 majority vote is needed for contract execution, and no contract shall exceed a period of two years.
 - n. *Article XIV – Issuance of Bonds:* Although the County is the likely bond agent, the Authority is authorized to issue bonds.
 - o. *Article XV – Hiring of Officers and Employees:* To be changed to “Hiring of Employees”.
 - p. *Article XVI – Annual Audit:* five copies of the annual audit are to be issued to each member municipality.

- q. *Article XVII – Publication of Articles:* Change wording to “shall be published in a newspaper or papers having a general circulation . . .” (i.e., omit “Saginaw News”).
- r. *Article XVIII – Effective Date of Authority:* Upon signature of all members. (or b “when members of municipalities listed in Article II, and excluding schools”).
- s. *Article XIX: New Member Municipalities:* Correction: this shall be changed to “Amendments to the Articles”. Amendments can be made upon a simple majority vote.
- t. *Article XX: New Member Municipalities:* Change: may become a member of the Authority by Resolution of the Board and simple majority vote of all the then member Trustees . . .”.
- u. *Article XXI: Withdrawal:* A member municipality may withdraw from the Authority by filing a resolution of withdrawal approved by a majority of the members of its legislative body. The Authority wishes to put together a procedure for this item.
- v. *Article XXII: Captions and Bylines:* as read in Articles.

IV. Review of Draft Bylaws:

- a. *Article I:* The Board determines the Authority’s meeting place.
- b. *Article II:* The fiscal year shall end December 31.
- c. *Article III:* The Annual Meeting shall be held in November. Regular meetings shall be determined at the Annual Meeting and posted in January. Special meetings shall be scheduled upon a 1/3 Board vote with notice of such meetings being 24 hours (personal delivery of notice) or 72 hours (mailing of notice). Notice of the Annual Meeting shall be mailed five days prior to the meeting, which shall be held the 3rd Wednesday of November. A quorum is defined as a simple majority. However, issues which involve bonds, bylaws and rules, or dissolution require 2/3 of the Membership.
- d. *Article IV:* New Member Municipalities
- e. *Article V:* Discusses Authority officers and duplicates information included in the Articles of Incorporation.
- f. *Article VI:* Indemnification – The Authority shall indemnify all trustees and officers, other than in cases of misconduct, negligence, or wrongdoing.
- g. *Article VII:* Insurance will be covered by the Authority.
- h. *Article VIII:* Latest edition of Roberts Rules of Order shall govern the procedures of the Board.
- i. *Article IX:* The Authority shall have a corporate seal.
- j. *Article X:* A committee shall consist of 3 or more members.
- k. *Article XI:* The Authority has the authority to obtain bonds.
- l. *Article XII:* Two officers must sign all checks.
- m. *Article XIII:* Shall be changed to be consistent with the Articles of Incorporation.
- n. *Article XIV:* Bylaws may be amended upon 2/3 vote of members of the entire Board.
- o. Mr. Meyer will check to see if bylaws must be published in a newspaper. If not, the bylaws will be changed.
- p. The attorney will make changes discussed today and submit an updated copy for final approval.

V. General Discussion:

- a. Membership:
 - i. The Association membership includes Bridgeport, Buena Vista, Carrollton, Kochville, City of Saginaw, City of Zilwaukee, Saginaw Charter Township, Thomas Township, and the Saginaw County Road Commission.
 - ii. Spicer Group will be sending a letter regarding NPDES Phase II Storm Water Discharge permitting and membership in the SASWA to local school districts, including Saginaw Public, Saginaw Township Community, Carrollton Public, Bridgeport-Spaulding Community, Swan Valley, and Buena Vista. A letter will also be sent to Saginaw Valley State University and Saginaw Intermediate School District.
 - iii. The Authority sees three options: work independently toward the permit; join under the township permit; or join the authority. An informational meeting regarding these options shall be held on Wednesday, May 22nd at 10:00 a.m. in Room 200 of the Saginaw County Courthouse. An MDEQ representative will be asked to attend this meeting. This information will be added to the letter reviewed in today’s meeting.

- b. Articles of Incorporation and Bylaws
The revised Articles of Incorporation and Bylaws will be circulated at the Wednesday, May 15th, 2:00 p.m. meeting of the general membership .
- c. Mapping
Russ Beaubien presented a combined map of the watershed boundaries, drainage district, and urban boundaries. The authority will be concentrating on the urbanized area. There are some questions about Freeland that should be resolved within a couple of weeks. The map will be fine-tuned and reviewed at the next meeting.
- d. Saginaw County Health Department.
Jim Koski informed the executive committee that the Saginaw County Health Department has received a grant to monitor storm water and illicit discharges and is planning to hire one person for this explicit purpose. Exploration needs to be done on how we can coordinate this grant so that it may be a possible inter-agency contract with the SASWA.
- e. Next Meeting Agenda:
 - i. Committee members need to review the IDEP and PEP drafts at home. The next meeting agenda will include:
 - 1. Review of May 8 meeting minutes
 - 2. Mapping – proposed watershed boundary
 - 3. Review of Bylaws and Articles

VI. Adjournment:

John Malzahn moved and Matt Rappley supported to adjourn this meeting of the SASWA Executive Committee at 11:20 a.m. MOTION CARRIED.

Respectfully submitted,

Tim Ader
Secretary