

EXHIBIT F

AMENDED BYLAWS OF BEAVER ISLAND EMERGENCY SERVICES AUTHORITY

ARTICLE I

NAME AND ORGANIZATION

1.1 Name. The name of this joint emergency services authority is “Beaver Island Emergency Services Authority” (the “Authority”).

1.2 Organization. The Authority is organized as a joint emergency services authority under the provisions of Public Act 57 of 1988, MCL 124.601, et seq. (the “Act”). The Authority was formed on May 11, 2002, pursuant to an Intergovernmental Agreement (the “Agreement”) and accompanying Articles of Incorporation (the “Articles”) entered into between Peaine Township and St. James Township, both of which are Michigan general law townships located on Beaver Island in Charlevoix County, Michigan (collectively, the “Townships”). A copy of the Agreement and the Articles, and amendments thereto, are attached to these Bylaws as *Exhibit A*.

1.3 Principal Office. The principal office of the Authority shall be located on Beaver Island in Charlevoix County, Michigan, as established by the Authority Board. The Authority may have such other offices as the Authority Board may designate or as the business of the Authority may from time to time require.

1.4 Adoption of Bylaws. The Authority Board is adopting these bylaws (the “Bylaws”) pursuant to the direction set forth in Article VI, Section 10, of the Articles.

ARTICLE II

PURPOSE AND POWERS

2.1 Purpose. The purpose of the Authority is to provide fire/rescue and emergency ambulance services within the total territory of the Townships.

2.2 Powers. As provided in the Act, the Authority is a separate, nonprofit body corporate, with power to sue or be sued in any court of the State of Michigan. The Authority possesses all of the powers necessary to carry out the purposes of its incorporation, and those incident to those purposes, including those powers set forth in the Act, the Articles and these Bylaws, which powers shall be liberally construed in its favor.

2.3 Limitations. The Authority may not obligate the Townships to pay any debt of the Authority.

ARTICLE III

BOARD OF DIRECTORS

3.1 General Powers. The Authority shall be governed by a Board of Directors (the “Authority Board”) as described in Article VI of the Articles.

3.2 Board Members. The composition, appointment, term, removal and replacement of the Authority Board and its members shall be as set forth in Article VI of the Articles.

3.3 Annual Meeting. An annual meeting of the Authority Board shall be held at the first meeting of the Board in January of each year at such time and place as the Authority Board may designate.

3.4 Regular Meetings. The Authority Board shall establish a schedule for its meetings, but at a minimum shall meet at least once every six (6) months. Electronic or written notice of the time and place of all regular meetings of the Authority Board shall be given to each member of the Authority Board not less than ten (10) days before the meeting, but no notice of adjourned meetings need be given.

3.5 Special Meetings. Special meetings of the Authority Board may be held at any time or place upon the call of the Chairperson, or by the Chairperson at the direction of not less than fifty percent (50%) of the other members of the Authority Board. Electronic or written notice of the time and place of all special meetings of the Authority Board shall be given to each member of the Authority Board not less than eighteen (18) hours before the meeting, but no notice of adjourned meetings need be given.

3.6 Waiver of Notice. The attendance of a member of the Authority Board at a meeting of the Authority Board shall constitute a waiver of notice of the meeting, except where such member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, a member of the Authority Board may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting of the Authority Board.

3.7 Quorum. The requirements for a quorum of members of the Authority Board at any meeting of the Authority Board shall be as set forth in Article VI of the Articles.

3.8 Required Vote. The required vote for an action to be authorized by the Authority Board at a meeting where a quorum is present shall be as set forth in Article VI of the Articles or as otherwise provided by law.

3.9 Open Meetings Act; Freedom of Information Act. All meetings of the Authority Board and any committee thereof as designated by the Board pursuant to Article VI of these Bylaws shall be conducted in compliance with the provisions of the Michigan Open Meetings Act, Public Act 267 of 1976, MCL 15.261, *et seq.*, as amended (the “Open Meetings Act”). The Authority is also subject to, and shall comply with, the provisions of the Freedom of Information Act.

3.10 Public Notices of Meetings. Public notices of meetings of the Authority Board shall be given in accordance with the provisions of the Open Meetings Act.

3.11 Conduct of Meetings. Meetings of the Authority Board shall be presided over by the Chairperson, or his or her absence, by the Vice-Chairperson. The Secretary shall act as Secretary of all meetings of the Authority Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by the provisions of the Michigan Nonprofit Corporation Act, MCL 450.2101, et seq. (the “Nonprofit Act”), and the most recent edition of Robert’s Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles, these Bylaws or applicable law.

3.12 Parliamentary Procedure. Any question concerning procedure arising at any meeting of the Authority Board or any committee meeting shall be resolved by the Chairperson in accordance with these Bylaws, and in the case of a question not resolved by these Bylaws, the Chairman shall resolve the question by reference to the Nonprofit Act, and if still unresolved, the Chairperson shall resolve the question by reference to the most recent edition of Robert’s Rules of Order, and the meeting shall proceed in accordance with his/her decision based on Robert’s Rules of Order, provided that such rules do not conflict with the Articles, these Bylaws or applicable law.

3.13 Per Diem. The Authority Board may pay Authority Board members a per diem payment only if the amount of each per diem payment is specified in the adopted budget of the Authority.

ARTICLE IV

OFFICERS

4.1 Officers. The officers of the Authority shall be the Chairperson, Secretary and Treasurer, as well as any other officer designated by the Authority Board.

4.2 Election. All officers shall be elected by a majority vote of the Authority Board at the annual meeting of the Authority Board.

4.3 Terms of Office. The term of office of all officers shall commence at the annual meeting following election and shall continue until the next annual meeting of the Board or until their resignation or removal.

4.4 Resignation; Removal; Vacancies. An officer may resign by written notice to the Authority Board. The resignation shall be effective upon its receipt by the Authority at a regular or special meeting of the Authority Board or at a subsequent time specified in the notice of resignation. An officer may be removed at any time upon the affirmative vote of a majority of the Authority Board at a meeting of the Authority Board. The resignation or removal of an officer does not affect such officer’s status as a member of the Authority Board unless such officer also resigns as a member of the Authority Board or is also removed as a member of the Authority Board in accordance with the provisions of Article VI of the Articles. The Authority Board shall fill any vacancy in any office occurring for whatever reason, and the term of the officer appointed to fill such vacancy shall continue until the next annual meeting of the Board.

4.5 Additional Officers. The Authority Board may elect or appoint from time to time such additional officers as, in its opinion, are desirable for the conduct of the business of the Authority. Such officers shall have duties as specified by the Authority Board.

4.6 Chairperson. The Chairperson shall supervise the operations of the Authority; shall preside at all meetings of the Authority Board; shall be authorized to sign and execute all Authority-authorized bonds, contracts and other obligations of the Authority; and shall see that all orders and resolutions of the Authority Board are carried into effect. The Chairperson shall be a member of the Authority Board.

4.7 Vice Chairperson. The Vice Chairperson shall preside at meetings of the Authority Board in the absence of the Chairperson and shall be authorized to sign and execute all Authority-authorized bonds, contracts and other obligations of the Authority in the absence of the Chairperson. The Vice Chairperson shall perform all other duties of the Chairperson in the absence of the Chairperson.

4.8 Secretary. The Secretary shall attend all meetings of the Authority Board and shall act as recording officer of the Authority Board and cause to be reported all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall further cause to be performed like duties for the standing committees when required. The Secretary shall be a member of the Authority Board. The Secretary shall give or cause to be given, notice of all meetings of the Authority Board.

4.9 Treasurer. The Treasurer shall oversee the care and custody of the funds of the Authority, and other valuable effects, including inventory. The Treasurer shall ensure that full and accurate accounts of receipts and disbursements in books belonging to the Authority are kept. The Treasurer shall render to the Chairperson and Authority Board at the annual meeting of the Authority Board, or whenever it may request, an account of all financial transactions of the Authority and of the financial condition of the Authority. Any and all funds received by the Authority shall immediately be deposited in the name and to the credit of the Authority in such accounts as may be designated by the Authority Board. The Treasurer shall perform such other duties as may be prescribed by the Authority Board, or the Chairperson under whose supervision the Treasurer shall act. The Treasurer shall be bonded for the faithful discharge of the duties as Treasurer, the bond to be of such character, form, and in such amount as the Authority Board may require. The Treasurer shall be a member of the Authority Board.

ARTICLE V

EXECUTIVE DIRECTORS

The Authority Board may appoint a Fire Chief, Emergency Ambulance Service Director, and/or Executive Director (each, an “Executive Director” and collectively, the “Executive Directors”) who shall carry on the day-to-day activities of the Authority and who shall have such management duties and authority as prescribed by the Authority Board, subject to the control of the Authority Board. Each Executive Director shall be given such powers as the Authority Board deems to be in the best interest of the Authority and as permitted by applicable law, which powers may be restricted or expanded by the Authority Board as it deems necessary and appropriate. Each Executive Director shall consult with and give full consideration to the advice of the Authority

Board in all matters pertaining to the operation and management of the Authority, including the hiring of personnel as may be necessary for the proper and efficient operation of the Authority.

ARTICLE VI

COMMITTEES OF THE BOARD

6.1 Committees. The Authority Board, by resolution adopted by a majority of the Directors, may designate a committee, or committees, of the Authority Board, as it shall deem appropriate. All committees, and each member thereof, shall serve at the pleasure of the Authority Board. All such committees shall have only those duties, powers and authority proscribed to it by the Authority Board, and in any event shall be subject to the limitations as set forth in the Articles and these Bylaws, if any, and applicable law, including the Act.

6.2 Committee Members. The Authority Board shall designate the members of any such committee. The Authority Board shall have the power at any time to increase or decrease the number of members of any such committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence thereof. The Authority Board may designate one or more alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. An officer of the Authority Board shall serve as chairperson of each committee as designated by the Authority Board.

6.3 Committee Procedures. All such committees shall keep minutes of all meetings, which shall be submitted to the succeeding meeting of the Authority Board for approval. Regular or special meetings of any such committee may be held in like manner as provided in these Bylaws for regular or special meetings of the Authority Board and shall be conducted in compliance with the Open Meetings Act.

ARTICLE VII

FISCAL AND ADMINISTRATIVE PROVISIONS

7.1 Fiscal Year. The fiscal year of the Authority shall be April 1 through March 31, unless otherwise authorized by the Authority Board.

7.2 Financial Records. The Authority's financial records shall be presented not less than semi-annually to the Authority Board.

7.3 Contracts. Notwithstanding any other provisions herein, the Authority Board may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority and such authority may be general or confined to specific instances, subject to the requirements of these Bylaws or applicable law, if any.

7.4 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by the Chairperson or such officer or officers, agent or agents of the Authority, subject to the requirements of these Bylaws or applicable law, if any.

7.5 Deposits. All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Authority Board may select, subject to the requirements of applicable law.

ARTICLE VIII

AMENDMENTS

8.1 These Bylaws may be amended or repealed or new Bylaws may be adopted in lieu thereof by the Authority Board in the same manner that the Authority Board may take other actions on behalf of the Authority.

ARTICLE IX

CONSTRUCTION

9.1 Conflict Between Bylaws and Articles. If there is any conflict between the provisions of these Bylaws and the Articles, the provisions of the Articles shall govern.

9.2 Severability. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

9.3 Effect. These Bylaws shall be effective as of the date they are approved by the Authority Board and shall supersede and revoke any prior bylaws of the Authority.

These Amended Bylaws of the Authority were duly approved and adopted by the Authority Board on the 29th day of September 2016.

Beaver Island Emergency Services Authority

By: William R. Kohls
Its: Chairperson