



**AGENDA**  
**OTSEGO COUNTY BOARD OF ROAD COMMISSIONERS**  
**THURSDAY, JULY 11, 2024, AT 9:00 A.M.**

**ITEM 1 – CALL TO ORDER/PLEDGE OF ALLEGIANCE**

**ITEM 2 - ROLL CALL**

**ITEM 3 – AGENDA CHANGES/APPROVAL OF AGENDA**

**ITEM 4 – CONSENT CALENDAR**

- A. Minutes: The Board approves the Regular Meeting Minutes dated June 13, 2024.
- B. The Board approves Payroll #12 (\$77,845.59), and Payroll #13 (\$82,487.20).
- C. The Board approves accounts Payable: C/6-2 (\$70,356.90), and C/7-1 (\$1,424,310.72), and the Accounts Payable Check Register dated 6/01/2024 to 6/30/2024.

**ITEM 5 – GUEST SPEAKERS**

- A. Dana Wingo, Otsego County Board Liaison

**ITEM 6 – PUBLIC COMMENT**

**ITEM 7– OLD BUSINESS/UNFINISHED BUSINESS**

**ITEM 8 – NEW BUSINESS**

- A. Procedural Rules
- B. CRA Ballot and Overview of Proposed Updates to CRA Bylaws
- C. Livingston Township Cost Share Agreements

**ITEM 9 – STAFF REPORTS**

- A. Managing Director, Operations Manager, Finance Manager, Human Resources/Payroll Manager, Facilities/Equipment Supervisor, Road Maintenance Supervisor

**ITEM 10 – COMMUNICATIONS**

- A. Upcoming OCRC Board Meeting Dates: August 8, 2024, September 12, 2024

**ITEM 11 – PUBLIC COMMENT**

**ITEM 12 – COMMISSIONER COMMENT**

**ITEM 13 – ADJOURNMENT**



# Otsego County Road Commission Agenda Item Report

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**FROM:** Rebecca Hilmert, Finance Manager  
**MEETING DATE:** July 11, 2024  
**AGENDA ITEM:** 4. A, B, C  
**SUBJECT:** Consent Calendar

## DESCRIPTION

The purpose of the Consent Calendar is to expedite business by grouping non-controversial items together without discussion. Any member of the Commission, staff, or the public may ask that any item on the Consent Calendar be removed and placed elsewhere on the agenda for full discussion. Such requests will be automatically respected.

If an item is not removed from the Consent Calendar, all items listed are approved by a single Commission action approving the Consent Calendar. The Finance Manager recommends the following items be approved:

- A. Minutes: The Board approves the Regular Meeting Minutes dated June 11, 2024.
- B. The Board approves Payroll: #12 (\$77,845.59), and Payroll #13 (\$82,487.20).
- C. The Board approves accounts Payable: C/6-2 (\$70,356.90), and C/7-1 (\$1,424,310.72) and the Accounts Payable Check Register dated 06/01/2024 to 06/30/2024.

## BUDGET ACTION REQUIRED

N/A

## LEGAL REVIEW

N/A

## **SAMPLE MOTION:**

Motion to **approve/deny** the July 11, 2024, consent calendar as presented.

DRAFT  
MINUTES for the  
REGULAR MEETINGS OF THE  
OTSEGO COUNTY ROAD COMMISSION  
HELD ON THURSDAY, JUNE 13, 2024, AT 9:00 A.M.

**ITEM 1 – CALL TO ORDER/PLEDGE OF ALLEGIANCE**

- Meeting called to order by Chairman Huff, at 9:00 a.m. and Pledge of Allegiance.

**ITEM 2 - ROLL CALL**

- Upon roll call, the following Commissioners responded:  
Dipzinski, Present  
Wagar, Present  
Gordon, Present  
Heinz, Present  
Huff, Present

The following staff members were present: Rebecca Hilmert, Finance Manager/Board Secretary; Scott Butkovich, Operations Manager; Steve Mench, Road Maintenance Supervisor

**ITEM 3 – AGENDA CHANGES/APPROVAL OF AGENDA**

- Motion by Heinz to approve the agenda as presented, seconded by Dipzinski. Five ayes, no nays. Motion carried.

**ITEM 4 – CONSENT CALENDAR**

- A. Minutes: The Board approves the Regular Meeting Minutes dated May 09, 2024.
- B. The Board approves Payroll: #9 (\$73,429.09), Payroll #10 (\$73,212.49), and Payroll #11 (\$74,181.52).
- C. The Board approves Accounts Payable: C/5-2 (\$87,228.25) and C/6-1 (\$316,347.12), and the Accounts Payable Check Register dated 5/01/2024 to 5/31/2024.
- Motion by Dipzinski to approve the June 13, 2024, Consent Calendar, seconded by Wagar. Five ayes, no nays. Motion carried.

**ITEM 5 – GUEST SPEAKERS**

- A. Dana Wingo, Otsego County Board of Commissioners, attended a presentation from the Northern Michigan Children’s Assessment Center (NMCAC). No other questions from Ms. Wingo or to Ms. Wingo.

**ITEM 6 – PUBLIC COMMENT**

- A. Gerryann Tobtin spoke in regard to Five Lakes Road.
- B. Pat King spoke in regard to Five Lakes Road.
- C. Jerry Hayes spoke in regard to Five Lakes Road.
- D. Nelson Fairchild spoke in regard to Five Lakes Road.
- E. Deborah Ferry spoke in regard to Five Lakes Road.

**ITEM 7 – OLD BUSINESS/UNFINISHED BUSINESS**

**ITEM 8 – NEW BUSINESS**

- A. Straits Area Council August Meeting
  - a. Motion by Dipzinski to keep the Straits Area Council August meetings, seconded by Gordon. Discussion. Five ayes, no nays. Motion carried.
- B. Resolution R24-2: MDOT Contract 24-5206 Sparr Road
  - a. Motion by Gordon to Resolution R24-2 as presented, seconded by Heinz. Roll call vote: Gordon, yes; Heinz, yes, Dipzinski, yes; Wagar, yes; Huff, yes. Five ayes, no nays. Motion carried.
- C. Equipment Disposal
  - a. Motion by Gordon to approve the disposal of equipment as presented, seconded by Dipzinski. Five ayes, no nays. Motion carried.
- D. Equipment Purchase (3) 2025 Western Star 49X, (1) 2025 Western Star 47X

- a. **Motion by Dipzinski to approve the purchase of three (3) 2025 Western Star 49X truck Chassis, one (1) 2025 Western Star 47X truck chassis, and necessary equipment for snowplowing in an amount of \$1,428,696, seconded by Wagar. Discussion. Five ayes, no nays. Motion carried.**
- E. 2024 MCRC SIP Board of Directors Election
  - a. **Motion by Gordon to vote for Charles Moser for the At-Large position three-year term ending in 2027 for the Michigan County Road Commission Self-Insurance Pool of Board Directors, seconded by Heinz. Discussion. Five ayes, no nays. Motion carried.**

**ITEM 9 – STAFF REPORTS**

- A. The Operations Manager updated the board on paving projects. There is drainage on Patrick to correct, and Sturgeon Valley Road and Highlands sub is complete. Sparr Road construction to start June 17 and the Wilkinson Road culvert replacement is on hold due to easement issues. Crack Sealing and Dust Control are weather permitting. Countywide pavement markings are nearly complete. The Franckowiak Road regravels will start June 24, and the gravel pit management plan is ongoing. All safety grants have been submitted to MDOT. Nico with NEMCOG has been in contact with a need for traffic counters. Three new full-time employees, and one seasonal employee will start June 24.
- B. The Finance Manager reviewed payables, receivables and billings. The Audit Report and Act 51 Report have been excepted with no discrepancies. TAMC and MDOT have notified OCRC of PA 325 Non-Compliance. We will be submitting for MDOT Engineering Reimbursement, and we reviewed an article from mLive.
- C. The Road Maintenance Supervisor has crews patching potholes, floating gravel roads, and spot drainage. The Sparr Road culverts are being replaced before construction. Countywide mowing to start June 17. Spoke with Livingston Township regarding their road concerns (Al-Do-Ro-Va Drive and Five Lakes Road) and needs direction from the board on local road cost share split with the township(s), and what the proper treatment/fix for the road would be. The Board’s response was a hard 75% township(s)/25% road commission cost share split for local roads. The proposed fix for Al-Do-Ro-Va Road is a wedge and cap to be estimated by road commission staff. Regarding Five Lakes Road, the township needs to communicate a funding limit for a project that adequately addresses road issued. If the appropriate funding is not available from the township for a project that addresses an adequate fix of the roadway, a discussion will take place during the next open meeting regarding the township’s options for Five Lakes Road.

**ITEM 10 – COMMUNICATIONS**

- A. Upcoming OCRC Board Meeting Dates: July 11, 2024, and August 8, 2024.

**ITEM 11– PUBLIC COMMENT**

- A. Mr. King spoke regarding Five Lakes Road.
- B. Ms. Ferry spoke regarding Five Lakes Road.
- C. Mr. Hayes inquired about mowing in the cul-de-sac of Honeydew Lane.

**ITEM 12– COMMISSIONER COMMENT**

**ITEM 13 – ADJOURNMENT**

- **Motion by Dipzinski to adjourn meeting at 10:26 a.m., seconded by Gordon. Five ayes, no nays. Motion carried.**

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Troy Huff, Chairman

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Rebecca Hilmert, Board Secretary

**Payroll Gross for P/R of 6/13/2024**

PR #12

6/10/2024

5/25/2024 to 6/7/2024

Emp Nbr and Name	Regular Hours	Total Hours	Gross Amt
001S Vandertuig, Hayleigh	70.50	70.50	\$1,339.50
002S Harris, Jenna	70.00	70.00	\$1,330.00
003S Miller, Mya	70.50	70.50	\$1,339.50
004S Vasicek, Hannah	40.00	40.00	\$760.00
097 Flory, Sean	70.00	70.00	\$1,330.00
277 Fox, David	80.00	80.00	\$2,860.00
280 Kwapis, Earl	80.00	80.00	\$1,995.20
283 Sewell, Dennis	80.00	80.00	\$1,995.21
284 Kwapis Jr., Stanley	80.00	80.00	\$1,995.20
287 Myers, Joseph	80.00	80.00	\$1,995.20
293 Samkowiak, Timothy	19.00	19.00	\$473.86
294 Mench, Steven	80.00	85.00	\$3,128.19
295 Boughner, Alan	80.00	80.00	\$1,995.20
299 Hinton, Justin	80.00	83.00	\$2,107.43
303 Coughlin Jr., Thomas	80.00	80.00	\$1,995.20
307 Stiles, William	80.00	80.00	\$1,995.20
308 Wcisel, David	80.00	80.00	\$1,995.20
311 Wiley, James	3.00	3.00	\$74.82
314 Kucharek, Joseph	80.00	80.00	\$2,189.60
316 Jones, Tianne	80.00	80.00	\$2,115.20
317 Mitchell Jr., Dennis	80.00	80.00	\$1,995.20
318 Huff, Troy	0.00	0.00	\$909.09
319 Prusakiewicz, Luke	80.00	83.00	\$2,107.43
321 Tracey, Benjamin	80.00	80.00	\$2,189.61
323 Falkenhagen, Robert	3.00	3.00	\$74.82
324 Dipzinski, Michael	0.00	0.00	\$363.64
326 Heinz, Kathy	0.00	0.00	\$863.64
327 Garlock, Cody	80.00	80.00	\$1,995.20
328 Harrier, Kirk	80.00	80.00	\$3,979.20
329 Gordon, Lukas	0.00	0.00	\$863.64
330 Wagar, Thomas	0.00	0.00	\$363.64
331 Boettner, Cary	80.00	80.00	\$2,109.60
335 Pettis, Charles	80.00	80.00	\$1,824.00
336 Hilmert, Rebecca	80.00	80.00	\$2,616.00
337 Johnson, Zachary	80.00	80.00	\$1,995.20
338 Coady, Patrick	80.00	80.00	\$1,995.20
342 Alexander, Alexis	80.00	80.00	\$1,995.20
343 Hendrick, Robert	80.00	80.00	\$2,109.60
344 Mayle, Michael	80.00	80.00	\$1,995.20
345 Butkovich, Scott	80.00	84.00	\$3,101.16
346 Ford, Logan	80.00	80.00	\$1,995.20
903 BANK, HORIZON	0.00	0.00	\$5,394.41
<b>Total of Employee checks:</b>	<b>2,586.00</b>	<b>2,601.00</b>	<b>\$77,845.59</b>

**Gross Pay by Fund:**

	Total
201	77,845.59
<b>Total</b>	<b>77,845.59</b>

Approved: June 13, 2024

Troy Huff, Chairman

**Payroll Gross for P/R of 6/27/2024**

PR #13

6/24/2024

6/8/2024 to 6/21/2024

Emp Nbr and Name	Regular Hours	Total Hours	Gross Amt	
001S	Vandertuig, Hayleigh	80.00	80.00	\$1,520.00
002S	Harris, Jenna	80.00	80.00	\$1,520.00
003S	Miller, Mya	70.00	70.00	\$1,330.00
004S	Vasicek, Hannah	80.00	80.00	\$1,520.00
005S	Schneider, Caleigh	80.00	80.00	\$1,520.00
097	Flory, Sean	80.00	80.00	\$1,520.00
277	Fox, David	80.00	80.00	\$2,860.00
280	Kwapis, Earl	80.00	80.00	\$1,995.20
283	Sewell, Dennis	80.00	80.00	\$1,995.20
284	Kwapis Jr., Stanley	80.00	80.00	\$1,995.20
287	Myers, Joseph	80.00	80.00	\$1,995.20
293	Samkowiak, Timothy	70.00	70.00	\$1,745.80
294	Mench, Steven	80.00	88.00	\$3,324.82
295	Boughner, Alan	80.00	80.00	\$1,995.20
299	Hinton, Justin	80.00	83.50	\$2,126.14
303	Coughlin Jr., Thomas	80.00	80.00	\$1,995.20
307	Stiles, William	80.00	80.00	\$1,995.20
308	Wcisel, David	80.00	80.00	\$1,995.20
311	Wiley, James	40.00	40.00	\$997.60
314	Kucharek, Joseph	80.00	82.00	\$2,278.22
316	Jones, Tianne	80.00	80.00	\$2,115.20
317	Mitchell Jr., Dennis	80.00	80.00	\$1,995.20
318	Huff, Troy	0.00	0.00	\$409.09
319	Prusakiewicz, Luke	80.00	80.00	\$1,995.20
321	Tracey, Benjamin	80.00	80.00	\$2,189.60
323	Falkenhagen, Robert	5.00	5.00	\$124.70
324	Dipzinski, Michael	0.00	0.00	\$363.64
326	Heinz, Kathy	0.00	0.00	\$363.64
327	Garlock, Cody	80.00	80.00	\$1,995.20
328	Harrier, Kirk	80.00	80.00	\$3,979.20
329	Gordon, Lukas	0.00	0.00	\$363.64
330	Wagar, Thomas	0.00	0.00	\$363.64
331	Boettner, Cary	80.00	80.00	\$2,109.60
335	Pettis, Charles	80.00	80.00	\$1,824.00
336	Hilmert, Rebecca	80.00	80.00	\$2,616.00
337	Johnson, Zachary	80.00	80.00	\$1,995.20
338	Coady, Patrick	80.00	97.00	\$2,631.17
342	Alexander, Alexis	80.00	80.00	\$1,995.20
343	Hendrick, Robert	80.00	80.00	\$2,109.60
344	Mayle, Michael	80.00	80.00	\$1,995.20
345	Butkovich, Scott	80.00	82.00	\$3,011.01
346	Ford, Logan	80.00	80.00	\$1,995.20
903	BANK, HORIZON	0.00	0.00	\$5,722.89
<b>Total of Employee checks:</b>		<b>2,825.00</b>	<b>2,857.50</b>	<b>\$82,487.20</b>

**Gross Pay by Fund:**

	Total
201	82,487.20
<b>Total</b>	<b>82,487.20</b>

Approved: July 11, 2024

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Troy Huff, Chairman

**Payables Prepay Report**  
June 26, 2024 PrePay

Invoice Nbr	Invoice Date	Description	Invoice Amount	Disc Taken	Amount To Pay
<b>Payment Type: EFTP</b>					
<b>Vendor: IRS: Internal Revenue Servic</b>					
GFS32211	6/20/2024	R. Falkenhagen	43.62	0.00	43.62
<b>Vendor Totals:</b>			<b>43.62</b>	<b>0.00</b>	<b>43.62</b>
<b>EFTP Grand Totals:</b>			<b>43.62</b>	<b>0.00</b>	<b>43.62</b>
			<b>1 EFTP Vendors</b>		
<b>Payment Type: Checks</b>					
<b>Vendor: ATMOBIL: AT&amp;T Mobilit</b>					
<b>Check Nbr: 620113</b>					
287318351177	6/6/2024	Foreman Phones	172.36	0.00	172.36
287339252526	6/6/2024	MDOT iPad	72.48	0.00	72.48
<b>Check Totals:</b>			<b>244.84</b>	<b>0.00</b>	<b>244.84</b>
<b>Vendor: BCN: Blue Care Network of M</b>					
<b>Check Nbr: 620114</b>					
241590017171	7/1/2024	Healthcare	46,740.61	0.00	46,740.61
<b>Check Totals:</b>			<b>46,740.61</b>	<b>0.00</b>	<b>46,740.61</b>
<b>Vendor: CITYOFGA: City of Gaylor</b>					
<b>Check Nbr: 620115</b>					
MCCO-000669-	6/15/2024	Sewer	75.38	0.00	75.38
<b>Check Totals:</b>			<b>75.38</b>	<b>0.00</b>	<b>75.38</b>
<b>Vendor: CONSUME: Consumers Energ</b>					
<b>Check Nbr: 620116</b>					
206525596987	6/19/2024	Building Electricity	1,851.48	0.00	1,851.48
<b>Check Totals:</b>			<b>1,851.48</b>	<b>0.00</b>	<b>1,851.48</b>
<b>Vendor: DELTADEN: Delta Dent</b>					
<b>Check Nbr: 620117</b>					
RIS0005780741	7/1/2024	Dental Insurance	3,482.49	0.00	3,482.49
<b>Check Totals:</b>			<b>3,482.49</b>	<b>0.00</b>	<b>3,482.49</b>
<b>Vendor: GREATLA: Great Lakes Energ</b>					
<b>Check Nbr: 620118</b>					
100269003	6/14/2024	Light @ Kris/McCoy	46.94	0.00	46.94
<b>Check Totals:</b>			<b>46.94</b>	<b>0.00</b>	<b>46.94</b>
<b>Vendor: HILMERTR: Rebecca Hilmer</b>					
<b>Check Nbr: 620119</b>					
06252024	6/26/2024	Mileage	65.66	0.00	65.66
<b>Check Totals:</b>			<b>65.66</b>	<b>0.00</b>	<b>65.66</b>
<b>Vendor: HUMAN: Humana Insurance Cc</b>					
<b>Check Nbr: 620120</b>					
692915187	6/14/2024	Retiree Health Insurance	11,373.25	0.00	11,373.25
<b>Check Totals:</b>			<b>11,373.25</b>	<b>0.00</b>	<b>11,373.25</b>
<b>Vendor: MUTOMA: Mutual of Omah</b>					
<b>Check Nbr: 620121</b>					
001721153759	6/18/2024	L/D/STD/LTD/AD&D	3,119.67	0.00	3,119.67
<b>Check Totals:</b>			<b>3,119.67</b>	<b>0.00</b>	<b>3,119.67</b>
<b>Vendor: OCRC: Otsego County Road Commissio</b>					
<b>Check Nbr: 620122</b>					
6/11/24-6/17/24	6/16/2024	HRA Reimbursement	3,256.85	0.00	3,256.85
6/18/24-6/24/24	6/23/2024	HRA Reimbursement	56.11	0.00	56.11

<b>Check Totals:</b>		<b>3,312.96</b>	<b>0.00</b>	<b>3,312.96</b>
<b>Check Grand Totals:</b>	<b>10 Checks</b>	<b>70,313.28</b>	<b>0.00</b>	<b>70,313.28</b>
<b>Grand Totals:</b>	<b>11 EFTP Vendors/Checks</b>	<b>70,356.90</b>	<b>0.00</b>	<b>70,356.90</b>

Approved July 11, 2024

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Troy Huff, Chairman



## Payables Prepay Report

July 11, 2024 PrePay

Show Distributions? (Y/N): N - Do Not Show Distributions

Invoice Nbr	Invoice Date	Description	Invoice Amount	Disc Taken	Amount To Pay
<b>Payment Type: EFTP</b>					
<b>Vendor: MERCHANT: Merchants Fleet</b>					
1064740i3	6/27/2024	Rest Area Maintenance Pickup Rental	1,722.50	0.00	1,722.50
1065657i2	6/27/2024	Drainage/Culvert Pickup Rental	2,093.50	0.00	2,093.50
1065726i2	6/27/2024	Drainage/Culvert Pickup Rental	2,093.50	0.00	2,093.50
1066017i2	6/27/2024	Drainage/Culvert Pickup Rental	1,722.50	0.00	1,722.50
1066018i2	6/27/2024	Bridge Pickup Rental	1,722.50	0.00	1,722.50
<b>Vendor Totals:</b>			<b>9,354.50</b>	<b>0.00</b>	<b>9,354.50</b>
<b>Vendor: MERS: MERS of Michigan</b>					
00156726-7	6/30/2024	Retirement	70,022.43	0.00	70,022.43
<b>Vendor Totals:</b>			<b>70,022.43</b>	<b>0.00</b>	<b>70,022.43</b>
<b>EFTP Grand Totals:</b>			<b>79,376.93</b>	<b>0.00</b>	<b>79,376.93</b>
			<b>2 EFTP Vendors</b>		
<b>Payment Type: Checks</b>					
<b>Vendor: ADVANCEE: Advance Electric</b>					
<b>Check Nbr: 620123</b>					
422229	6/18/2024	Ballast	89.61	0.00	89.61
422287	6/20/2024	Light Bulbs	77.94	0.00	77.94
<b>Check Totals:</b>			<b>167.55</b>	<b>0.00</b>	<b>167.55</b>
<b>Vendor: AIRGAS: AIRGAS USA, LLC</b>					
<b>Check Nbr: 620124</b>					
9150793417	6/12/2024	Welding Supplies	18.16	0.00	18.16
<b>Check Totals:</b>			<b>18.16</b>	<b>0.00</b>	<b>18.16</b>
<b>Vendor: ALERUS: Alerus Financial</b>					
<b>Check Nbr: 620125</b>					
Batch 286	6/27/2024	Employer 457 Match	627.01	0.00	627.01
Batch 321	6/27/2024	Employer HCSP	2,254.61	0.00	2,254.61
<b>Check Totals:</b>			<b>2,881.62</b>	<b>0.00</b>	<b>2,881.62</b>
<b>Vendor: ALMA: Alma Tire Service, Inc.</b>					
<b>Check Nbr: 620126</b>					
231000383	6/14/2024	New Tires	2,090.01	0.00	2,090.01
517016456	7/2/2024	Wheel Repair	150.00	0.00	150.00
<b>Check Totals:</b>			<b>2,240.01</b>	<b>0.00</b>	<b>2,240.01</b>
<b>Vendor: ALTACONS: Alta Construction Equipment</b>					
<b>Check Nbr: 620127</b>					
SR2/194632	6/10/2024	Equipment Rental	285.00	0.00	285.00
SR2/195320	6/24/2024	Equipment Rental	5,770.00	0.00	5,770.00
<b>Check Totals:</b>			<b>6,055.00</b>	<b>0.00</b>	<b>6,055.00</b>
<b>Vendor: ALTAEQUI: Alta Equipment Company</b>					
<b>Check Nbr: 620128</b>					
SR2/195491	6/27/2024	Sparr Road Culverts	425.00	0.00	425.00
<b>Check Totals:</b>			<b>425.00</b>	<b>0.00</b>	<b>425.00</b>
<b>Vendor: AUTOVALU: Auto Value of Gaylord</b>					
<b>Check Nbr: 620129</b>					
259-539023	6/19/2024	Belts	96.38	0.00	96.38
<b>Check Totals:</b>			<b>96.38</b>	<b>0.00</b>	<b>96.38</b>

**Payables Prepay Report**  
July 11, 2024 PrePay

Invoice Nbr	Invoice Date	Description	Invoice Amount	Disc Taken	Amount To Pay
<b>Vendor: BBCDIST: BBC Distributing</b>					
<b>Check Nbr: 620130</b>					
368547	6/20/2024	Janirotial Supplies	125.30	0.00	125.30
<b>Check Totals:</b>			<b>125.30</b>	<b>0.00</b>	<b>125.30</b>
<b>Vendor: BURNHAM: Burnham &amp; Flower</b>					
<b>Check Nbr: 620131</b>					
BFG-977059	7/9/2024	HRA Expense	255.00	0.00	255.00
<b>Check Totals:</b>			<b>255.00</b>	<b>0.00</b>	<b>255.00</b>
<b>Vendor: CADILLAC: Cadillac Culvert Inc.</b>					
<b>Check Nbr: 620132</b>					
24496	7/1/2024	Culvert	627.25	0.00	627.25
24497	7/1/2024	Sparr Rd Culverts	7,238.60	0.00	7,238.60
24498	7/3/2024	Sparr Rd-Dover to Sawyer Culverts	6,072.00	0.00	6,072.00
24499	7/3/2024	Sparr Rd-Dover to Sawyer Culverts	6,351.00	0.00	6,351.00
<b>Check Totals:</b>			<b>20,288.85</b>	<b>0.00</b>	<b>20,288.85</b>
<b>Vendor: CHATERCO: Charter Communications</b>					
<b>Check Nbr: 620133</b>					
0054030010701:	7/1/2024	Internet Service	379.94	0.00	379.94
<b>Check Totals:</b>			<b>379.94</b>	<b>0.00</b>	<b>379.94</b>
<b>Vendor: CINTAS: Cintas Corporation #729</b>					
<b>Check Nbr: 620134</b>					
4196080874	6/18/2024	Uniforms/Floor Mats	102.61	0.00	102.61
4196785037	6/25/2024	Uniforms/Floor Mats	102.61	0.00	102.61
4197391532	7/1/2024	Uniforms/Floor Mats	137.73	0.00	137.73
4198219059	7/9/2024	Uniforms/Floor Mats	114.22	0.00	114.22
<b>Check Totals:</b>			<b>457.17</b>	<b>0.00</b>	<b>457.17</b>
<b>Vendor: CITYOFGA: City of Gaylord</b>					
<b>Check Nbr: 620135</b>					
4024	6/20/2024	Vac Truck w/Labor	1,737.68	0.00	1,737.68
<b>Check Totals:</b>			<b>1,737.68</b>	<b>0.00</b>	<b>1,737.68</b>
<b>Vendor: CONSUME: Consumers Energy</b>					
<b>Check Nbr: 620136</b>					
202877351613	6/30/2024	TL@ 27S/W Otsego Lake Dr	50.52	0.00	50.52
<b>Check Totals:</b>			<b>50.52</b>	<b>0.00</b>	<b>50.52</b>
<b>Vendor: D&amp;BHEAT: D&amp;B Heat Transfer Products, Inc.</b>					
<b>Check Nbr: 620137</b>					
73969	5/24/2024	A/C Parts	170.00	0.00	170.00
<b>Check Totals:</b>			<b>170.00</b>	<b>0.00</b>	<b>170.00</b>
<b>Vendor: D&amp;JBOWEN: D&amp;J BOWEN DUST CONTROL LLC</b>					
<b>Check Nbr: 620138</b>					
620	7/2/2024	Dust Control	107,528.46	0.00	107,528.46
<b>Check Totals:</b>			<b>107,528.46</b>	<b>0.00</b>	<b>107,528.46</b>
<b>Vendor: DORNBOS: Dornbos Sign, Inc.</b>					
<b>Check Nbr: 620139</b>					
76396	6/11/2024	Road Name Signs	427.85	0.00	427.85
76490	6/17/2024	Road Name Signs	1,220.40	0.00	1,220.40

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Invoice Nbr	Invoice Date	Description	Invoice Amount	Disc Taken	Amount To Pay
76782	7/1/2024	Road Sign	104.83	0.00	104.83
<b>Check Totals:</b>			<b>1,753.08</b>	<b>0.00</b>	<b>1,753.08</b>
<b>Vendor: DTEENERG: DTE Energy</b>					
<b>Check Nbr: 620140</b>					
910020846960	6/26/2024	Garage Heat	101.76	0.00	101.76
<b>Check Totals:</b>			<b>101.76</b>	<b>0.00</b>	<b>101.76</b>
<b>Vendor: ELECTRIC: Electrical Terminal Service, Inc.</b>					
<b>Check Nbr: 620141</b>					
1660018-00	6/24/2024	Cable Ties	100.40	0.00	100.40
<b>Check Totals:</b>			<b>100.40</b>	<b>0.00</b>	<b>100.40</b>
<b>Vendor: ELMIRAH: ELMIRA OCCUPATIONAL HEALTH &amp; MEDICINE</b>					
<b>Check Nbr: 620142</b>					
002223657-00	6/11/2024	DOT Physical	247.00	0.00	247.00
00223935-00	6/17/2024	DOT Physicals	347.00	0.00	347.00
00224284-00	7/2/2024	DOT Physicals	200.00	0.00	200.00
<b>Check Totals:</b>			<b>794.00</b>	<b>0.00</b>	<b>794.00</b>
<b>Vendor: FEDERALF: Federal Fluid Power, Inc.</b>					
<b>Check Nbr: 620143</b>					
119534	6/25/2024	Power Steering Hose	171.40	0.00	171.40
119689	6/26/2024	Hose for Water Truck	334.57	0.00	334.57
119882	7/1/2024	Hyd. Hose	271.45	0.00	271.45
<b>Check Totals:</b>			<b>777.42</b>	<b>0.00</b>	<b>777.42</b>
<b>Vendor: FIRSTB: First National Bank of Omaha</b>					
<b>Check Nbr: 620144</b>					
1408	6/27/2024	D. Fox Card	469.16	0.00	469.16
4288	6/27/2024	S. Butkovich Card	1,618.20	0.00	1,618.20
5602	6/27/2024	K. Harrier Card	43.59	0.00	43.59
8324	6/27/2024	R. Hilmert Card	363.87	0.00	363.87
9809	6/27/2024	S. Mench Card	35.69	0.00	35.69
<b>Check Totals:</b>			<b>2,530.51</b>	<b>0.00</b>	<b>2,530.51</b>
<b>Vendor: FLINTNEW: Flint New Holland, Inc.</b>					
<b>Check Nbr: 620145</b>					
IF17047	6/25/2024	Mower Parts	469.86	0.00	469.86
<b>Check Totals:</b>			<b>469.86</b>	<b>0.00</b>	<b>469.86</b>
<b>Vendor: GFLENVIR: GFL Environmental</b>					
<b>Check Nbr: 620146</b>					
0066437728	6/30/2024	Trash Removal	145.00	0.00	145.00
0066437758	6/30/2024	Trash Removal	208.35	0.00	208.35
<b>Check Totals:</b>			<b>353.35</b>	<b>0.00</b>	<b>353.35</b>
<b>Vendor: HERITAGE: Heritage-Crystal Clean, LLC</b>					
<b>Check Nbr: 620147</b>					
18730459	6/12/2024	Vac Truck Services	2,349.31	0.00	2,349.31
<b>Check Totals:</b>			<b>2,349.31</b>	<b>0.00</b>	<b>2,349.31</b>

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<b>Vendor: HUNT: Gary &amp; Jennifer Hunt</b>					
<b>Check Nbr: 620148</b>					
07112024	7/11/2024	Wilkinson Road Easement	5,000.00	0.00	5,000.00
<b>Check Totals:</b>			<b>5,000.00</b>	<b>0.00</b>	<b>5,000.00</b>
<b>Vendor: HURONENG: Huron Engineering and Surveying, Inc.</b>					
<b>Check Nbr: 620149</b>					
6371	6/17/2024	As Needed Engineering	2,377.00	0.00	2,377.00
6373	6/17/2024	Patrick, Greentree & Pinetum	7,595.00	0.00	7,595.00
6374	6/17/2024	Sturgeon Valley Road	7,602.00	0.00	7,602.00
6377	6/17/2024	Highlands	2,805.00	0.00	2,805.00
6379	6/17/2024	Sparr Road LAP	3,527.00	0.00	3,527.00
<b>Check Totals:</b>			<b>23,906.00</b>	<b>0.00</b>	<b>23,906.00</b>
<b>Vendor: HUTSON: Hutson, Inc.</b>					
<b>Check Nbr: 620150</b>					
10476229	6/17/2024	Chainsaw Chains	150.50	0.00	150.50
10483296	6/20/2024	Chainsaw Chain	31.99	0.00	31.99
10489139	6/25/2024	Drain Plug, Tie Rod End	186.34	0.00	186.34
10489184	6/25/2024	Engine Switch	16.91	0.00	16.91
10489249	6/25/2024	Chainsaw & Battery	583.99	0.00	583.99
10489269	6/25/2024	Chainsaw Files	133.15	0.00	133.15
<b>Check Totals:</b>			<b>1,102.88</b>	<b>0.00</b>	<b>1,102.88</b>
<b>Vendor: J&amp;HFAMIL: Exit 76 Corporation</b>					
<b>Check Nbr: 620151</b>					
CP-011349	6/30/2024	Fuel	15,949.28	0.00	15,949.28
<b>Check Totals:</b>			<b>15,949.28</b>	<b>0.00</b>	<b>15,949.28</b>
<b>Vendor: JOHNSONO: Johnson Oil Company</b>					
<b>Check Nbr: 620152</b>					
CP-011187	6/30/2024	Fuel	712.62	0.00	712.62
<b>Check Totals:</b>			<b>712.62</b>	<b>0.00</b>	<b>712.62</b>
<b>Vendor: LACEQU: LACAL EQUIPMENT, INC.</b>					
<b>Check Nbr: 620153</b>					
0412383-IN	6/13/2024	Mower Blades	458.80	0.00	458.80
<b>Check Totals:</b>			<b>458.80</b>	<b>0.00</b>	<b>458.80</b>
<b>Vendor: LEWISTON: Lewiston Sand &amp; Gravel</b>					
<b>Check Nbr: 620154</b>					
35068	6/30/2024	23A Gravel	8,818.00	0.00	8,818.00
<b>Check Totals:</b>			<b>8,818.00</b>	<b>0.00</b>	<b>8,818.00</b>
<b>Vendor: MARCOR: Marcor Technologies, LLC</b>					
<b>Check Nbr: 620155</b>					
60646	6/14/2024	Cyber Protect	38.24	0.00	38.24
60655	6/14/2024	Microsoft 365 Apps	216.00	0.00	216.00
60670	6/26/2024	3rd Quarter Service	1,200.00	0.00	1,200.00
<b>Check Totals:</b>			<b>1,454.24</b>	<b>0.00</b>	<b>1,454.24</b>

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<b>Vendor: MATCO: Matco Tools</b>					
<b>Check Nbr: 620156</b>					
65277	7/1/2024	Adapter	67.60	0.00	67.60
<b>Check Totals:</b>			<b>67.60</b>	<b>0.00</b>	<b>67.60</b>
<b>Vendor: MCVEIGH: McVeigh's Truck Springs</b>					
<b>Check Nbr: 620157</b>					
027698	5/8/2024	Caster Wedges, Centerbolts	32.68	0.00	32.68
<b>Check Totals:</b>			<b>32.68</b>	<b>0.00</b>	<b>32.68</b>
<b>Vendor: MEEKHO: Meekhof Tire Sales &amp; Service</b>					
<b>Check Nbr: 620158</b>					
24-0281910-095	6/19/2024	Tire Repair	130.00	0.00	130.00
<b>Check Totals:</b>			<b>130.00</b>	<b>0.00</b>	<b>130.00</b>
<b>Vendor: MICAT: Michigan CAT</b>					
<b>Check Nbr: 620159</b>					
PD16224486	6/24/2024	Edge	422.74	0.00	422.74
PD16266306	7/8/2024	Blades	14,791.20	0.00	14,791.20
<b>Check Totals:</b>			<b>15,213.94</b>	<b>0.00</b>	<b>15,213.94</b>
<b>Vendor: MIDSTATE: Mid-States Bolt &amp; Screw Co.</b>					
<b>Check Nbr: 620160</b>					
32693829	7/8/2024	Locknuts	45.93	0.00	45.93
<b>Check Totals:</b>			<b>45.93</b>	<b>0.00</b>	<b>45.93</b>
<b>Vendor: NMARC: NORTHERN MICHIGAN ASSOCIATION OF ROAD COMMISSIONS</b>					
<b>Check Nbr: 620161</b>					
2024-2025	6/27/2024	NMARC Dues	100.00	0.00	100.00
<b>Check Totals:</b>			<b>100.00</b>	<b>0.00</b>	<b>100.00</b>
<b>Vendor: NORMIC: Northern Michigan Road Commission Finance &amp; HR Assoc.</b>					
<b>Check Nbr: 620162</b>					
2024-2025	7/9/2024	Membership Dues	50.00	0.00	50.00
<b>Check Totals:</b>			<b>50.00</b>	<b>0.00</b>	<b>50.00</b>
<b>Vendor: NORPRO: NORTHERN PROCESSING, LLC</b>					
<b>Check Nbr: 620163</b>					
12005	6/18/2024	Drain Stone	174.00	0.00	174.00
<b>Check Totals:</b>			<b>174.00</b>	<b>0.00</b>	<b>174.00</b>
<b>Vendor: NORTHERN: Northern Energy, Inc.</b>					
<b>Check Nbr: 620164</b>					
96281	6/24/2024	Coolant	157.32	0.00	157.32
<b>Check Totals:</b>			<b>157.32</b>	<b>0.00</b>	<b>157.32</b>
<b>Vendor: OCRC: Otsego County Road Commission</b>					
<b>Check Nbr: 620165</b>					
6/1/24-6/30/24	6/30/2024	HRA Reimbursement	10.00	0.00	10.00
6/25/24-7/1/24	6/30/2024	HRA Reimbursement	2,422.58	0.00	2,422.58
7/2/24-7/8/24	7/7/2024	HRA Reimbursement	267.93	0.00	267.93
<b>Check Totals:</b>			<b>2,700.51</b>	<b>0.00</b>	<b>2,700.51</b>
<b>Vendor: OMSCOM: OMS Compliance Services</b>					
<b>Check Nbr: 620168</b>					
116084	6/10/2024	DOT Drug Test	125.25	0.00	125.25

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116085	6/7/2024	DOT Drug Test	125.25	0.00	125.25
116086	6/12/2024	DOT Drug Test	125.25	0.00	125.25
116087	6/4/2024	DOT Drug Test	125.25	0.00	125.25
116206	6/19/2024	DOT Random Test	107.25	0.00	107.25
116207	6/19/2024	DOT Random Test	107.25	0.00	107.25
116208	6/19/2024	DOT Random Test	107.25	0.00	107.25
116209	6/19/2024	DOT Random Test	74.50	0.00	74.50
116210	6/19/2024	DOT Random Test	74.50	0.00	74.50
116211	6/19/2024	DOT Random Test	107.25	0.00	107.25
116212	6/19/2024	DOT Random Test	107.25	0.00	107.25
116213	6/19/2024	DOT Random Test	107.25	0.00	107.25
116214	6/19/2024	DOT Random Test	107.25	0.00	107.25
116215	6/19/2024	DOT Random Test	107.25	0.00	107.25
<b>Check Totals:</b>			<b>1,508.00</b>	<b>0.00</b>	<b>1,508.00</b>
<b>Vendor: PAYDOL: PAYNE &amp; DOLAN, INC.</b>					
<b>Check Nbr: 620169</b>					
408093-001	6/20/2024	Sturgeon Valley Road Paving	455,766.16	0.00	455,766.16
408115-001	6/20/2024	Patrick. Greentree, Pinetum Paving	166,176.51	0.00	166,176.51
408262-001	6/26/2024	Highlands Paving	348,498.55	0.00	348,498.55
<b>Check Totals:</b>			<b>970,441.22</b>	<b>0.00</b>	<b>970,441.22</b>
<b>Vendor: PROCMM: Pro Comm Inc.</b>					
<b>Check Nbr: 620170</b>					
49881	6/27/2024	Replace Mirror Mount	384.06	0.00	384.06
<b>Check Totals:</b>			<b>384.06</b>	<b>0.00</b>	<b>384.06</b>
<b>Vendor: PURCYL: PURITY CYLINDER GASES, INC.</b>					
<b>Check Nbr: 620171</b>					
0001980526	6/17/2024	Grinding Wheels	153.00	0.00	153.00
<b>Check Totals:</b>			<b>153.00</b>	<b>0.00</b>	<b>153.00</b>
<b>Vendor: RIERIL: RIETH-RILEY CONSTRUCTION CO., INC.</b>					
<b>Check Nbr: 620175</b>					
5307665	6/3/2024	Hot Patch	3,219.45	0.00	3,219.45
5307687	6/4/2024	23A Gravel	903.90	0.00	903.90
5307691	6/4/2024	Hot Patch	2,278.90	0.00	2,278.90
5307728	6/5/2024	23A Gravel	351.90	0.00	351.90
5307729	6/6/2024	23A Gravel	324.75	0.00	324.75
5307766	6/10/2024	Hot Patch	1,233.05	0.00	1,233.05
5307767	6/10/2024	23A Gravel	851.85	0.00	851.85
5307792	6/11/2024	Hot Patch	621.40	0.00	621.40
5307806	6/12/2024	Hot Patch	706.55	0.00	706.55
5307843	6/13/2024	Hot Patch	1,011.40	0.00	1,011.40
5307886	6/17/2024	Hot Patch	3,132.35	0.00	3,132.35
5307908	6/18/2024	Hot Patch	2,958.03	0.00	2,958.03
5307937	6/19/2024	Hot Patch	2,831.76	0.00	2,831.76
5307943	6/19/2024	23A Gravel	808.05	0.00	808.05
5307994	6/24/2024	Hot Patch	376.05	0.00	376.05
5307997	6/24/2024	23A Gravel	330.38	0.00	330.38

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5308007	6/25/2024	23AA Limestone	997.80	0.00	997.80
5308007	6/25/2024	Credit: Wrong Price	-997.80	0.00	-997.80
5308019	6/25/2024	23AA Limestone	1,895.82	0.00	1,895.82
5308040	6/26/2024	Hot Patch	2,361.18	0.00	2,361.18
5308063	6/27/2024	Hot Patch	1,129.05	0.00	1,129.05
<b>Check Totals:</b>			<b>27,325.82</b>	<b>0.00</b>	<b>27,325.82</b>
<b>Vendor: SCIBRA: SCIENTIFIC BRAKE &amp; EQUIP.</b>					
<b>Check Nbr: 620177</b>					
0202126293	6/12/2024	Tarp Pivot	80.98	0.00	80.98
0202126355	6/12/2024	Brake Clevis	68.80	0.00	68.80
0202126648	7/8/2024	54 G2 Platform	687.50	0.00	687.50
0202126920	6/25/2024	Headlight Bulb	11.13	0.00	11.13
0202126921	6/27/2024	Glass Cleaner	36.60	0.00	36.60
0202126977	6/27/2024	Trailer Hitch Pins	11.65	0.00	11.65
0202127083	6/27/2024	Hub Caps, Hose Wrap	152.34	0.00	152.34
0202127084	7/1/2024	Hose Wrap	87.12	0.00	87.12
0202127259	7/3/2024	Mag. Clip	13.14	0.00	13.14
0202127375	7/8/2024	Magnet Kit	51.04	0.00	51.04
<b>Check Totals:</b>			<b>1,200.30</b>	<b>0.00</b>	<b>1,200.30</b>
<b>Vendor: SCODELLE: Scodeller Construction, Inc.</b>					
<b>Check Nbr: 620178</b>					
11406	6/18/2024	2023 Remaining Crackseal	51,915.60	0.00	51,915.60
<b>Check Totals:</b>			<b>51,915.60</b>	<b>0.00</b>	<b>51,915.60</b>
<b>Vendor: SHINECLE: Shine Cleaning Service Inc.</b>					
<b>Check Nbr: 620179</b>					
862	6/30/2024	Rest Area Cleaning	8,609.36	0.00	8,609.36
<b>Check Totals:</b>			<b>8,609.36</b>	<b>0.00</b>	<b>8,609.36</b>
<b>Vendor: SNETHKAM: Snethkamp</b>					
<b>Check Nbr: 620180</b>					
6387136/1	6/13/2024	Oil Change: Rental	227.00	0.00	227.00
6387606/1	7/3/2024	Trans. Service	511.03	0.00	511.03
<b>Check Totals:</b>			<b>738.03</b>	<b>0.00</b>	<b>738.03</b>
<b>Vendor: STAELE: STANDARD ELECTRIC CO.</b>					
<b>Check Nbr: 620181</b>					
22137451-00	6/13/2024	PVC	47.64	0.00	47.64
<b>Check Totals:</b>			<b>47.64</b>	<b>0.00</b>	<b>47.64</b>
<b>Vendor: STAPLES: Staples</b>					
<b>Check Nbr: 620182</b>					
7001123047	6/25/2024	Office Supplies	56.28	0.00	56.28
7001186992	6/28/2024	Office Supplies	70.61	0.00	70.61
<b>Check Totals:</b>			<b>126.89</b>	<b>0.00</b>	<b>126.89</b>
<b>Vendor: STOOPS: Stoops Freightliner Western Star</b>					
<b>Check Nbr: 620183</b>					
R316001491:01	7/5/2024	New Transmission	16,931.51	0.00	16,931.51
X316011708:01	6/12/2024	Eng. Rocker Shaft	260.67	0.00	260.67
X316011716:01	6/12/2024	Starter Relay	25.78	0.00	25.78

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X316011786:01	6/13/2024	Water Pump	236.57	0.00	236.57
X316011799:01	6/17/2024	Axle Bumper	300.50	0.00	300.50
X316011999:01	6/19/2024	Core, Water Pump Return	-1,637.50	0.00	-1,637.50
<b>Check Totals:</b>			<b>16,117.53</b>	<b>0.00</b>	<b>16,117.53</b>
<b>Vendor: TARGETSP: Target Specialty Products</b>					
<b>Check Nbr: 620184</b>					
INVP501550424	7/5/2024	Grass Seed	1,336.08	0.00	1,336.08
<b>Check Totals:</b>			<b>1,336.08</b>	<b>0.00</b>	<b>1,336.08</b>
<b>Vendor: TEDFES: TED FESTERLING LLC</b>					
<b>Check Nbr: 620185</b>					
11090	6/13/2024	Blade Parts	8,367.60	0.00	8,367.60
11096	6/20/2024	Blade Parts	1,419.03	0.00	1,419.03
11111	7/1/2024	Reverse Cylinder	2,164.00	0.00	2,164.00
11115	7/8/2024	Shaft	620.00	0.00	620.00
<b>Check Totals:</b>			<b>12,570.63</b>	<b>0.00</b>	<b>12,570.63</b>
<b>Vendor: TRUTRA: TRUCK &amp; TRAILER SPECIALTIES</b>					
<b>Check Nbr: 620186</b>					
BSO023832	6/18/2024	Fuel Transfer Pump	524.32	0.00	524.32
BSO024275	5/30/2024	Air Valve	49.77	0.00	49.77
<b>Check Totals:</b>			<b>574.09</b>	<b>0.00</b>	<b>574.09</b>
<b>Vendor: USBANK: US Bank Equipment Finance</b>					
<b>Check Nbr: 620187</b>					
532535986	6/29/2024	Copier Lease	324.03	0.00	324.03
<b>Check Totals:</b>			<b>324.03</b>	<b>0.00</b>	<b>324.03</b>
<b>Vendor: VALTRU: VALLEY TRUCK PARTS, INC.</b>					
<b>Check Nbr: 620188</b>					
2-1244781	6/28/2024	Driveline Parts	2,165.55	0.00	2,165.55
3-1225843	6/25/2024	Susp. Air Bags	402.82	0.00	402.82
3-1225903	7/2/2024	Clutch	1,687.51	0.00	1,687.51
3-1225911	7/3/2024	Bell Housing Cast	407.00	0.00	407.00
<b>Check Totals:</b>			<b>4,662.88</b>	<b>0.00</b>	<b>4,662.88</b>
<b>Vendor: VESOIL: VESCO OIL CORPORATION</b>					
<b>Check Nbr: 620189</b>					
5606980-00	6/25/2024	Parts Cleaner	101.25	0.00	101.25
<b>Check Totals:</b>			<b>101.25</b>	<b>0.00</b>	<b>101.25</b>
<b>Vendor: WELLERTR: Weller Truck Parts</b>					
<b>Check Nbr: 620190</b>					
403233214	7/2/2024	Transmission	7,532.23	0.00	7,532.23
<b>Check Totals:</b>			<b>7,532.23</b>	<b>0.00</b>	<b>7,532.23</b>
<b>Vendor: WILAUT: WILBER AUTOMOTIVE</b>					
<b>Check Nbr: 620192</b>					
330022	6/12/2024	Oil Filters	27.49	0.00	27.49
330401	6/17/2024	Oil Filters	46.94	0.00	46.94
330766	6/19/2024	Spark Plug	124.48	0.00	124.48
330767	6/19/2024	Spark Plug	4.52	0.00	4.52
331054	6/24/2024	Ignition Coil	328.63	0.00	328.63



**Payables Prepay Report**  
July 11, 2024 PrePay

Invoice Nbr	Invoice Date	Description	Invoice Amount	Disc Taken	Amount To Pay
331190	6/25/2024	Ignition Coil	104.63	0.00	104.63
331959	7/3/2024	Connector	13.92	0.00	13.92
331961	7/3/2024	Brake Control	151.61	0.00	151.61
<b>Check Totals:</b>			<b>802.22</b>	<b>0.00</b>	<b>802.22</b>
<b>Vendor: WOLFCREE: WOLF CREEK LANDSCAPE SERVICES LLC</b>					
<b>Check Nbr: 620193</b>					
34651	6/28/2024	Roadside Mowing	10,282.80	0.00	10,282.80
<b>Check Totals:</b>			<b>10,282.80</b>	<b>0.00</b>	<b>10,282.80</b>
<b>Check Grand Totals:</b>		<b>64 Checks</b>	<b>1,344,933.79</b>	<b>0.00</b>	<b>1,344,933.79</b>
<b>Grand Totals:</b>		<b>66 EFTP Vendors/Checks</b>	<b>1,424,310.72</b>	<b>0.00</b>	<b>1,424,310.72</b>

## Accounts Payable Check Register

Low And High Check Date: 06/01/2024 - 06/30/2024  
 Show Vendor Codes? (Y/N): N - Do Not Show Vendor Codes  
 Show Discount And Pay Amounts? (Y/N): N - Do Not Show Discount And Pay Amounts  
 Show Payment Totals By Fund? (Y/N): Y - Show Payment Totals By Fund

Check Nbr	Check Date	Vendor Name	Net Amount
<b>Electronic Funds Transfer Payments</b>			
EFTP	06/13/2024	Internal Revenue Service	50.88
EFTP	06/13/2024	Internal Revenue Service	50.88
EFTP	06/13/2024	Internal Revenue Service	50.88
EFTP	06/13/2024	Internal Revenue Service	14.54
EFTP	06/13/2024	Internal Revenue Service	50.88
EFTP	06/13/2024	Internal Revenue Service	36.34
EFTP	06/13/2024	Internal Revenue Service	50.88
EFTP	06/13/2024	Internal Revenue Service	43.62
EFTP	06/26/2024	Internal Revenue Service	43.62
EFTP	06/13/2024	Merchants Fleet	1,722.50
EFTP	06/13/2024	Merchants Fleet	2,893.50
EFTP	06/13/2024	Merchants Fleet	2,893.50
EFTP	06/13/2024	Merchants Fleet	2,522.50
EFTP	06/13/2024	Merchants Fleet	2,522.50
EFTP	06/13/2024	MERS of Michigan	72,441.88
<b>Electronic Funds Transfer Payments Totals:</b>			<b>15 Payments Listed</b>
			<b>85,388.90</b>
<b>Regular Checks Payments</b>			
620042	06/03/2024	Michigan Department of Transportation	150.00
620043	06/13/2024	Advance Electric	25.80
620044	06/13/2024	AIRGAS USA, LLC	28.36
620045	06/13/2024	Alerus Financial	5,606.50
620046	06/13/2024	Alma Tire Service, Inc.	1,638.87
620047	06/13/2024	Alta Equipment Company	5,770.00
620048	06/13/2024	AutoZone, Inc.	104.85
620049	06/13/2024	BBC Distributing	149.88
620050	06/13/2024	Cadillac Culvert Inc.	21,303.91
620051	06/13/2024	Cadillac Occupational Health & Medicine	357.00
620052	06/13/2024	Certified Laboratories	587.95
620053	06/13/2024	Charter Communications	379.94
620054	06/13/2024	Cintas Corporation #729	544.38
620055	06/13/2024	Consumers Energy	50.30
620056	06/13/2024	Dornbos Sign, Inc.	205.40
620057	06/13/2024	Electrical Terminal Service, Inc.	198.30
620058	06/13/2024	ELMIRA OCCUPATIONAL HEALTH & MEDICINE	200.00
620059	06/13/2024	Federal Fluid Power, Inc.	168.64
620060	06/13/2024	First National Bank of Omaha	3,907.25
620061	06/13/2024	Flint New Holland, Inc.	2,897.11
620062	06/13/2024	Gaylord Machine & Fabrication, LLC	277.63
620063	06/13/2024	GFL Environmental	353.35
620064	06/13/2024	GFL Environmental	2,492.78
620065	06/13/2024	Gilbert Sales & Service, Inc.	15.00
620066	06/13/2024	Give Em A Brake Safety	1,525.00
620067	06/13/2024	Huron Engineering and Surveying, Inc.	11,276.00

Check Nbr	Check Date	Vendor Name	Net Amount
620068	06/13/2024	Hutson, Inc.	19.67
620069	06/13/2024	Exit 76 Corporation	19,192.82
620070	06/13/2024	Jim Wernig Inc.	85.31
620071	06/13/2024	Johnson Oil Company	634.93
620072	06/13/2024	KM International	96.35
620073	06/13/2024	Lawson Products, Inc.	1,134.92
620074	06/13/2024	Lewiston Sand & Gravel	14,303.72
620075	06/13/2024	M&M EXCAVATING INC.	275.00
620076	06/13/2024	Marcor Technologies, LLC	37.88
620077	06/13/2024	Matco Tools	298.05
620078	06/13/2024	McVeigh's Truck Springs	1,461.14
620079	06/13/2024	Michigan CAT	3,644.02
620080	06/13/2024	Mid-States Bolt & Screw Co.	554.05
620081	06/13/2024	Michigan Kenworth, LLC	660.26
620082	06/13/2024	Northern Energy, Inc.	8,160.00
620083	06/13/2024	Northwest Fire	525.00
620084	06/13/2024	Otsego County Road Commission	1,502.68
620085	06/13/2024	OMS Compliance Services	270.75
620086	06/13/2024	POSTMASTER	342.00
620087	06/13/2024	PURITY CYLINDER GASES, INC.	295.73
<b>620088 *</b>	06/13/2024	RIETH-RILEY CONSTRUCTION CO., INC.	66,867.13
<b>620089 *</b>	06/13/2024	RIETH-RILEY CONSTRUCTION CO., INC.	4,374.42
<b>620090 *</b>	06/13/2024	RIETH-RILEY CONSTRUCTION CO., INC.	8,822.30
<b>620091 *</b>	06/13/2024	RIETH-RILEY CONSTRUCTION CO., INC.	6,427.13
<b>620092 *</b>	06/13/2024	RIETH-RILEY CONSTRUCTION CO., INC.	5,293.95
<b>620093 *</b>	06/13/2024	RIETH-RILEY CONSTRUCTION CO., INC.	5,039.78
		<b>* Totals For Multi Part Check Nbr: 620093:</b>	<b>96,824.71</b>
620094	06/13/2024	RONS AUTO & WRECKER	246.00
620095	06/13/2024	ROWLEYS WHOLESALE	3.63
620096	06/13/2024	Royal Truck & Trailer Sales and Service, Inc.	169.67
<b>620097 *</b>	06/13/2024	SCIENTIFIC BRAKE & EQUIP.	1,367.67
<b>620098 *</b>	06/13/2024	SCIENTIFIC BRAKE & EQUIP.	841.34
<b>620099 *</b>	06/13/2024	SCIENTIFIC BRAKE & EQUIP.	64.45
		<b>* Totals For Multi Part Check Nbr: 620099:</b>	<b>2,273.46</b>
620100	06/13/2024	Shine Cleaning Service Inc.	5,739.57
620101	06/13/2024	SHORELINE POWER SERVICES, INC	90.00
620102	06/13/2024	Staples	15.68
620103	06/13/2024	Stoops Freightliner Western Star	726.03
620104	06/13/2024	TED FESTERLING LLC	1,021.40
620105	06/13/2024	TRUCK & TRAILER SPECIALTIES	3,454.53
620106	06/13/2024	US Bank Equipment Finance	324.03
620107	06/13/2024	VALLEY TRUCK PARTS, INC.	66.26
620108	06/13/2024	Weller Truck Parts	4,881.85
<b>620109 *</b>	06/13/2024	WILBER AUTOMOTIVE	596.25
<b>620110 *</b>	06/13/2024	WILBER AUTOMOTIVE	195.82
		<b>* Totals For Multi Part Check Nbr: 620110:</b>	<b>792.07</b>

Check Nbr	Check Date	Vendor Name	Net Amount
620111	06/13/2024	ZAREMBA EQUIPMENT, INC.	814.47
620112	06/13/2024	Eric Beneway	5,000.00
620113	06/26/2024	AT&T Mobility	244.84
620114	06/26/2024	Blue Care Network of MI	46,740.61
620115	06/26/2024	City of Gaylord	75.38
620116	06/26/2024	Consumers Energy	1,851.48
620117	06/26/2024	Delta Dental	3,482.49
620118	06/26/2024	Great Lakes Energy	46.94
620119	06/26/2024	Rebecca Hilmert	65.66
620120	06/26/2024	Humana Insurance Co.	11,373.25
620121	06/26/2024	Mutual of Omaha	3,119.67
620122	06/26/2024	Otsego County Road Commission	3,312.96
<b>Regular Checks Payments Totals:</b>		<b>81 Payments Listed</b>	<b>306,465.12</b>
<b>All Payments Grand Totals:</b>		<b>96 Payments Listed</b>	<b>391,854.02</b>

Payment Totals By Fund:

Fund	Net Amount
201	391,854.02
<b>Grand Totals</b>	<b>391,854.02</b>



## Otsego County Road Commission Agenda Item Report

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**FROM:** Rebecca Hilmert, Finance Manager/Board Secretary  
**MEETING DATE:** July 11, 2024  
**AGENDA ITEM:** 8. A  
**SUBJECT:** 2024 Procedural Rules - Amended

### **DESCRIPTION**

Each CRC should, officially, adopt a set of board rules. Robert's Rules of Order have become the default mode for meetings; however, most organizations modify the rules to match the level of formality needed in its decision-making setting. The Open Meetings Act requires each board to set the dates, times, and places of the board's regular meetings for the coming year at the first meeting of the new year.

### **BUDGET ACTION REQUIRED**

N/A

### **LEGAL REVIEW**

N/A

### **SAMPLE MOTIONS**

Motion to adopt Otsego County Road Commission policy P24-3 as presented.



**OTSEGO COUNTY ROAD COMMISSION  
BOARD POLICY**

Policy No.  
P24-1

Effective  
Date:  
01-04-2024

Supersede:  
P23-1

**2024 PROCEDURE POLICY  
OF THE  
OTSEGO COUNTY ROAD COMMISSION  
OTSEGO, MICHIGAN**

**ARTICLE I — RULES**

**Section A PROCEDURE POLICY:**

The Commission shall incorporate Robert's Rules of Order as meeting procedures and said Commission shall have the right to adopt and amend policies, by majority vote of the total board, governing their procedures. The policies shall not conflict with the terms of any statute.

**Section B RULES OF ORDER:**

Any person disturbing a meeting shall be asked to be seated and remain quiet. Failing this, the Chairperson shall ask the person to leave; if he or she refuses, the Chairperson will call a brief recess. Final step to order would be asking the sheriff or deputy to remove the person.

The Open Meetings Act confirms the right of a public body to establish rules for addressing that body (PA 267 of 1976 as amended by PA 256 of 1978, Section 15.263(5)).

**NOW THEREFORE BE IT RESOLVED** that the following rules governing Public Input be adopted and enforced unless amended by a future County Road Commission Board:

1. Public input at the regular or special meetings of the Otsego County Board of Road Commissioners shall be welcomed.
2. During Public Input, those individuals wishing to speak shall raise their hand to be recognized by the Chairperson. Once recognized the individual shall state their name for the record.
3. Three-minute limit be allocated to each speaker.
  - a. No allocation may be for more than three minutes unless the Board grants additional time to the speaker.

- b. The Chairperson shall recognize all persons who wish to speak during public comments per Section 3(a), 4(c), 4(d).
- c. Allocated time to persons recognized by the Chairperson may not be traded away to other members of the public either recognized or not.
- d. Allocated time to persons recognized by the Chairperson may speak 3 (three) minutes during first Public Comment and 3 (three) minutes during the second Public Comment for a total of 6 (six) minutes. (Adopted: 04/14/08)

**Section C QUORUM:**

A majority of members shall constitute a quorum for the ordinary business of the road commission. There is a required two-thirds roll call vote of the members of the public body elected or appointed and serving needed to go into Closed Session meetings pursuant to the Open Meetings Act 1976 PA 267, MCL 15.261.

**Section D ROLL CALL VOTES:**

The names and votes of members shall be recorded on all actions of the Board. Roll call votes may be called at the request of 1/3 of the members present.

**ARTICLE II — THE BOARD OF ROAD COMMISSIONERS**

**Section A BOARD MINUTES:**

The Clerk of the Board must record all the proceedings of the Board in a book provided for that purpose.

**Section B TERM OF OFFICE:**

Begins on January 1<sup>st</sup>, following the election/appointment. Oath of office and signing the Constitutional Oath of Office shall be done before the January 1<sup>st</sup> date.

**Section C VACANCIES ON BOARD OF ROAD COMMISSIONERS:**

Shall be filled according to statute by the County Board of Commissioners.

**Section D COMMISSION COMPENSATION AND MILEAGE:**

Commissioners shall receive a compensation and mileage reimbursement fixed by resolution of the County Board of Commissioners. Change in compensation shall become effective only when commissioners begin their term of office after appointment by the **County Board of Commissioners of Otsego County**. Mileage shall not exceed the standard amount per mile as set by the Internal Revenue Services.

**Section E COMMISSIONERS HAVING OTHER COUNTY EMPLOYMENT:**

Any person while a member of the Board shall not be eligible to be elected to any position that is within the jurisdiction of the County Board of Commissioners. Further, no member of the Board of Commissioners shall be eligible to fill the office of County Road Commissioner.

**Section F COMMISSIONERS CONFLICTS OF INTEREST AS TO CONTRACTS:**

A commissioner shall exercise his or her obligation to vote upon issues at hand unless a conflict of interest is present. He or she shall avoid being placed in a position of conflict of interest and refrain from using the Board position for personal or partisan gain.

**Section G SEALED BIDS:**

Sealed bids shall be requested on any item, equipment, or service, unless this requirement is specifically withheld from applying by action of the Board. Specifications will be submitted by the department head or elected official making the request. All requests for bids must contain the statement that: "The Board of Road Commissioners reserves the right to accept or reject any or all bids submitted, and to accept the bid that is in the best interest of the County Road Commission." All bids will be opened at the time and place stated in the bid request and acted on at a meeting of the Board of Road Commissioners (regular or special).

**Section H SIGNING OF DOCUMENTS:**

The Chairman of the Board of Road Commissioners and/or the Manager is authorized to sign all documents that have been approved by the Board of Road Commissioners, except when a resolution has been approved, all members shall sign.

**Section I PUBLIC MONIES:**

No public monies shall be used for funeral flowers, memorial contributions, coffee, etc.

**ARTICLE III-BOARD OFFICERS**

**Section A CHAIRPERSON:**

The Chairperson shall be selected by the majority of the Board at the first meeting of each year.

**Section B VICE CHAIRPERSON:**

The Vice Chairperson shall be chosen by the majority of the Board at the first meeting of each year.



**Section C CLERK/BOARD SECRETARY:**

The Clerk of the County shall be clerk of the Board of County Road Commissioners and shall keep the records and accounts of the Board. When the record keeping is of sufficient volume, the Board may appoint a secretary, with the consent of the County Board of Commissioners, who shall act as clerk of the board, and whose salary, together with the salaries of the members of the Board of County Road Commissioners, shall be paid by the Board of County Road Commissioners from county road funds.

**ARTICLE IV - BOARD MEETINGS**

**Section A ORGANIZATION:**

The organizational meeting shall be the first meeting of the year.

**Section B MEETINGS:**

All meetings of the Otsego County Road Commission shall be held in compliance with Act 267 of 1976, as amended, known, and cited as the "Open Meetings Act."

1. All meetings shall be open to the public and shall be held in a place available to the public.
2. All persons shall be permitted to attend any meeting except as otherwise provided in this act.
3. All decisions shall be made at a public meeting.
4. No person shall be required to register or otherwise provide his/her name or other information as a condition of attendance.

**Section C REGULAR/SPECIAL/CLOSED MEETING POSTINGS:**

The Road Commission shall designate an individual to be responsible for implementing the notice provisions of the "Open Meetings Act."

**1. REGULAR MEETINGS:**

- a. A notice of the schedule of regular meetings shall be posted within ten (10) days after the first meeting of the Otsego County Road Commission at which the schedule is adopted.
- b. The meeting schedule shall be posted at the office of the Otsego County Road Commission and at the office of the Otsego County Clerk.
- c. The notice shall contain the name of the public body, telephone number, and address.

d. If there is a change in the schedule of the regular meetings, there shall be posted within three (3) days after which the change is made, a public notice stating the new dates, times, and place of the regular meetings.

## **2. RESCHEDULED/RECESSED/SPECIAL MEETINGS**

a. If a Regular Meeting is rescheduled or recessed for more than thirty-six (36) hours, or if a Special Meeting is called, prior notice of at least eighteen (18) hours must be posted at the offices of the Otsego County Road Commission and the Otsego County Clerk.

b. A Special Meeting will be held at the "Call of the Chair" or upon written request of any two Road Commissioners.

c. The public notice shall contain the name and address of the Otsego County Road Commission, the date, time, place of meeting, phone number, the date, time, and name of person posting notice, time notice was removed and placed on file after special, recessed, rescheduled meeting.

d. The Road Commission may meet in an emergency session in the event of a severe and imminent threat to the health, safety, or welfare of the public when 2/3 of the members serving on the Road Commission decide that a delay would be detrimental to efforts to lessen or respond to the threat.

### **Section D - PUBLIC ATTENDANCE AT BOARD MEETINGS:**

All Road Commission meetings shall be open to the public except for those closed sessions as permitted by 15.268, Section 8:

1. To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of a public officer, employee, staff member, or individual agent, if the named person requests a closed hearing. A person requesting a closed hearing may rescind the request at any time, in which case the matter at issue shall be considered after the rescission only in open session.

2. For strategy and negotiation sessions connected with the negotiation of a collective bargaining agreement if negotiating party requests a closed hearing.

3. To consider the purchase or lease of real property up to the time an option to purchase or lease that real property is obtained.

4. To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation, but only if an open meeting would have a detrimental financial effect on the litigating or settlement position of the public body.

5. To review and consider the contents of an application for employment or appointment to a public office if the candidate requests that the application remain confidential. However, all

interviews by a public body for employment or appointment to a public office shall be held in an open meeting.

6. To consider material exempt from discussion or disclosure by state or federal statute.

**ARTICLE V — INDEMNIFICATION**

*This section shall not conflict with the terms of any statute.* The Board of the Otsego County Road Commission shall abide by any applicable laws and/or statutes. The Road Commission shall also follow the standards and procedures set forth by the Road Commission Liability Insurance and Errors and Omissions Policies provided by the Road Commission insurance carrier, MCRCSIP. Any Commissioner operating within the authority of the Board shall be covered. Any Commissioner operating outside the authority of the Board will not be covered.

Adopted: January 04, 2024

\_\_\_\_\_  
\_\_\_\_\_, Chair  
Otsego County Road Commission



**OTSEGO COUNTY ROAD COMMISSION  
BOARD POLICY**

Policy No.  
P24-3

Effective  
Date:  
07-11-2024

Supersede:  
P24-1

**2024 PROCEDURE RULES  
OF THE  
OTSEGO COUNTY ROAD COMMISSION**

**ARTICLE I  
BOARD OF COUNTY ROAD COMMISSIONERS**

1. **Governing Body.** Pursuant to the County Road Law, Act 283 of 1909, as amended (MCL 220.1 et seq.), the governing body of the Otsego County Road Commission (the "**Road Commission**") is the Board of County Road Commissioners of Otsego County (the "**Board**").
2. **Powers and Authority.** The Board shall manage the business and affairs of the Road Commission and shall have all the powers and authority conferred by law.
3. **Terms of Office.** The Board shall be appointed by the Board of County Commissioners of Otsego County, per Otsego County Resolution OCR 18-28. The Board of County Commissioners of Otsego County shall appoint five (5) members, each serving a regular six (6) year term beginning January 1. The terms of office shall be staggered so that not more than two (2) County Road Commissioners' terms of office expire in the same year. Any person, while a member of the Board, shall not be eligible to be elected to any position that is within the jurisdiction of the County Board of Commissioners. Further, no member of the Board of Commissioners shall be eligible to fill the office of County Road Commissioner (PA 283 of 1909).
4. **Transaction of Business.** All business of the Board shall be transacted at a meeting of the Board, noticed and convened in accordance with the Michigan Open Meetings Act and these Bylaws, at which a quorum is present. Individual Road Commissioners shall have no power to act for the Board in any manner except as specifically authorized by official action of the Board, as recorded in its minutes.
5. **Quorum and Action.** A majority of the Members of the Board shall constitute a quorum for the transaction of business. The act of a majority of the Members of the Board shall be the act of the Board. A roll call vote or resolution shall be taken in all of the following circumstances: (a) appropriating money; or (b) a matter involving a financial liability on the part of the Road Commission. If a quorum is not present for any meeting, a majority of those present may adjourn the meeting to a future time.
6. **Compensation.** Pursuant to Michigan Compiled Laws Section 224.8, members of the Board shall be compensated for services rendered to the Otsego County Road Commission as determined by the Board of County Commissioners of Otsego County. The "Policy Authorizing

the Compensation for the Otsego County Road Commissioners" was adopted by the Board of County Commissioners of Otsego County on April 9, 2024 and will remain in effect until repealed or amended.

7. **Conflict of Interest.** A commissioner shall exercise his or her obligation to vote upon issues at hand unless a conflict of interest is present. He or she shall avoid being placed in a position of conflict of interest and refrain from using the Board position for personal or partisan gain. The conduct of a Member of the Board shall conform to the Standards of Conduct For Public Officers and Employees, Act 196 of 1973, as amended (MCL 15.341 et seq.). To ensure the faithful performance of their official duties and avoid conflict of interest, Members of the Board shall conform to the Incompatible Public Offices Act, Act 566 of 1978, as amended (MCL 15.181 et seq.).

## **ARTICLE II OFFICERS OF THE BOARD OF COUNTY ROAD COMMISSIONERS**

1. **Officers.** The officers of the Board include a Chair and a Vice Chair. The Chair and Vice Chairs shall be Members of the Board. Officers shall be selected by a majority of the Board at the first meeting each year.

2. **Chair.** The Chair shall be the head of the Board and shall have the usual powers of that office. The Chair shall preside at all meetings of the Board at which he/she is physically present at the site of the meeting. If both the Chair and the Vice Chair are not physically present at the site of the meeting, the Chair shall appoint a Member to preside at the meeting.

3. **Vice Chair.** The Vice Chair shall preside at meetings of the Board in the absence of the physical on-site presence of the Chair and shall perform such other duties as the Board of Road Commissioners may prescribe.

4. **Members.** The Members shall perform such other duties as the Board may prescribe. Any new Member of the Board appointed shall take the oath of office as their first order of business.

## **ARTICLE III MEETINGS OF THE BOARD OF COUNTY ROAD COMMISSIONERS**

1. **Rules of Procedure.** Robert's Rules of Order Newly Revised 12th Ed. (or the current edition) are adopted as the parliamentary rules of procedure for all Road Commission meetings to the extent not inconsistent with the Open Meetings Act.

2. **Organizational Meeting.** At a regular meeting of the Board held in January of each year, the Board Secretary shall call the meeting to order then shall call the roll of all appointed Road Commissioners. The Board shall proceed to nominate and elect one of the Road Commissioners, appointed and serving, as Chair with the term beginning January 1<sup>st</sup> and ending the December 31<sup>st</sup>. The Commissioner receiving majority vote of the Members, appointed and serving, shall be the Chair of the Board. The Vice Chair shall be nominated and elected by the Board at the same meeting, in the same manner as and following, the Chair of the Board. Except as required by law, the Officers of the Board shall have only the authority, duties and responsibilities delegated by the Board, in accordance with the Bylaws of the Board.

3. **Regular Meetings.** The Board shall meet on a regular basis at times determined by the Board. Regular meetings may be cancelled in advance by consent of the Board. Regular meetings will ordinarily be held on the first and second Tuesdays at 9:00 a.m. of each calendar month in the Board meeting room at the Road Commission, 669 W. McCoy Road, Gaylord, Michigan, 49735, but may be held at such other times and places as the Board may determine. Notices of the regular meetings shall comply with the requirements of the Michigan Open Meetings Act, as amended, and these Bylaws.

4. **Notice of Regular Meetings.** Notice of the dates, times and places of all scheduled regular meetings of the Board during the upcoming calendar year shall be posted within ten (10) days after the first meeting of the Board in each calendar year. This notice shall indicate that the meetings are to be of the Board of County Road Commissioners of the County of Otsego, and shall state the address, telephone number and website of the Road Commission. The notice shall be posted in a conspicuous location in the lobby of the Road Commission administrative office located at 669 W. McCoy Road, Gaylord, Michigan, 49735, and on the Road Commission website.

5. **Change in Regular Meetings.** If there is a change in the schedule of regular meetings of the Board, there will be posted, within three (3) days after the meeting at which the change is made, a public notice stating the new dates, times and places of its regular meetings. For a rescheduled regular meeting, a public notice stating the date, time and place of the meeting shall be posted at least 18 hours before the meeting in a prominent and conspicuous place at both the lobby of the Road Commission administrative office located at 669 W. McCoy Road, Gaylord, Michigan, 49735, and on the Road Commission website, on either the homepage or on a separate webpage dedicated to public notices for non-regularly scheduled public meetings and accessible via a prominent and conspicuous link on the website's homepage that clearly describes its purpose for public notification of those non-regularly scheduled public meetings (the "**18-Hour Rule**"). A meeting of the Board that is recessed for more than 36 hours shall be reconvened only after public notice that is equivalent to that required under subsection 3 has been posted.

6. **Special Meetings.** If the Board determines that consideration of a matter should not wait until the next regular meeting of the Board, then the Board may schedule and convene a special meeting of the Board, provided the public notice of the subject of the item(s) to be considered, date, time and place of the special meeting shall be made pursuant to the 18- Hour Rule.

7. **Emergency Session.** Nothing in this Article shall bar the Board from meeting in emergency session in the event of a severe and imminent threat to the health, safety or welfare of the public, when the two-thirds of the Board decides that delay would be detrimental to efforts to lessen or respond to the threat. Notice of the emergency session shall be given pursuant to the 18-Hour Rule, or paper copies of the public notice for the emergency session shall be made available to the public at the emergency session. The notice shall include an explanation of the reasons that the Board cannot comply with the 18-hour Rule. The explanation shall be specific to the circumstances that necessitated the emergency session, and the use of generalized explanations such as "an imminent threat to the health of the public" or "a danger to public welfare and safety" does not meet the explanation requirements of this subsection. Within 48 hours after an emergency session conducted without notice pursuant to the 18-Hour Rule, the Board shall send official correspondence to the Board of County Commissioners of the County of Otsego, informing the commission that an emergency session with less than 18 hours' public notice has taken place.

8. **Working Sessions.** The purpose of a Working Session shall be to permit in-depth, informal discussion of Commissioner concerns, Board goals, significant programmatic and financial matters, and conceptual and informational presentations by the Managing Director.

9. **Meeting Agendas.** The agenda for regular Board meetings shall be prepared by the Board Secretary, with concurrence of Managing Director, and emailed, mailed or personally delivered to the Road Commissioners before the meeting. At a regular meeting, the Board may consider and act on any matter which may come before it, whether or not the matter is included on the prepared agenda.

10. **Open Meetings.** All meetings of the Board shall be conducted in accordance with the Michigan Open Meetings Act (MCL 15.261 et seq.), as amended. All sessions or meetings of the Board shall be open to the public and shall be held in a place available to the general public. All decisions and deliberations of the Board constituting a quorum of its Members shall take place at a meeting open to the public, except as those permitted to be closed under Michigan law. All persons shall be permitted to attend any open meeting of the Board.

11. **Closed Meetings.** The Board may meet in closed session in accordance the Michigan Open Meetings Act (MCL 15.261 et seq.), as amended Michigan law.

12. **Order of Business of Regular Meetings.** The business of all regular meetings of the Board shall be transacted as far as practicable, in the following order.

1. Call to Order/Pledge of Allegiance
2. Roll Call
3. Agenda Changes/Approval of Agenda
4. Consent Calendar
5. Guest Speakers
6. Public Comment (Agenda Items Only)
7. Old Business/Unfinished Business
8. New Business
9. Staff Reports
10. Communications
11. Public Comment (General Comments/Address the Board)
12. Commissioner Comment
13. Adjournment

13. **Addressing the Meeting.** In order to provide a free flow of information between the public and the Board, and at the same time assure the integrity of agenda and orderly scheduled meetings, the provisions of these Bylaws will govern citizen participation during the public meetings. Any person in attendance at a meeting of the Board shall be permitted to address the meeting subject to the following rules.

14. **Members of the Public.** Members of the public who wish to address the Board may do so: (1) in written communication; and/or (2) by appearing at a regular meeting, and, at a time designated in the agenda, speaking directly to the Board.

1. **Written Communication.** Letters and other forms of written communication should be addressed to the Board Secretary in care of the Otsego County Road Commission. Letters and other forms of written communication will be presented to the Board by the Board Secretary when the Board next meets.

2. **Appearance in Person.** Members of the community who wish to speak directly to the Board at a regular meeting will be afforded the opportunity to do so at a designated point in the regular agenda.

(a) Comments shall be limited to the appropriate "public comment" portion of the agenda at any Road Commission meeting.

(b) A person shall be permitted to address a meeting of the Board so long as he or she identifies himself or herself by name for purposes of including it in the minutes of the meeting.

(c) Any person wishing to address the meeting pursuant to these requirements shall wait until he or she is recognized by the Chair of the Board and limit his or her comments to the time determined by the Chair of the Board prior to the "public comment" portion of the meeting, but in any event no more than three (3) minutes at any meeting.

(d) In the interest of time, and to permit the expression of the broadest range of viewpoints, the Chair of the Board may ask if one speaker may be designated to speak for any group that is present.

(e) Public comments involving abusive, disorderly, dangerous, aggressive, or provocative speech and behaviors tending to threaten or incite violence will not be tolerated. The Chair may call to order any person who is being disorderly by speaking longer than the allotted time or otherwise disrupting the meeting. Such person shall therefore be seated until the Chair shall have determined whether the person is in order. If a person shall be called out of order, he or she shall not be permitted to speak further at the same meeting except upon special leave by the board. No person shall be removed from a public meeting except for an actual breach of the peace committed at the meeting.

15. **Voting.** Every Member who shall be present, including the Chair, when a motion is last stated by the Chair, and no other, shall vote for or against the motion unless the Member has a conflict of interest in which case the Member shall not vote.

1. **Roll Call Vote.** Roll call vote shall be taken when called for by any Member of the Board, and on board actions to adopt ordinances, resolutions, the appointment or election of officers, and any action: (a) appropriating money; or (b) involving a financial liability on the part of the Road Commission.

2. **Votes Required.** Procedural and other questions arising at a meeting of the Road Commissioners, except for those decisions required by statute or by these Bylaws to have a higher majority, shall be decided by a majority of the Members present.

16. **Minutes.**

1. The Clerk/Board Secretary shall keep minutes of each meeting showing the date, time, place, members present, members absent, any decisions made at a meeting open to the public, and the purpose or purposes for which a closed session is held. The minutes shall include all roll call votes taken at the meeting.

2. Minutes are public records open to public inspection, and the Road Commission shall make the minutes available at the address designated on posted public notices.



3. The Road Commission shall make proposed minutes available for public inspection within eight (8) business days after the meeting to which the minutes refer. The Road Commission shall make approved minutes available for public inspection within five (5) business days after the meeting at which the minutes are approved.

4. A second set of minutes shall be taken by the Clerk/Board Secretary for Closed Session. These minutes shall be retained by the Clerk/Board Secretary, are not available to the public, and may be destroyed one (1) year and one (1) day after approval of the minutes of the regular meeting at which the closed session was approved.

17. **Suspension.** No rule of the Board shall be suspended, amended or rescinded, without the concurrence of a majority of the Members appointed and serving.

#### **ARTICLE IV ADMINISTRATION**

1. **Managing Director.** The chief executive officer of the Road Commission shall be designated Managing Director. The Managing Director of the Road Commission shall administer the affairs of the Road Commission. His or her administration shall conform to the adopted policies of the Board.

2. **Clerk/Board Secretary.** The Clerk of the County shall be clerk of the Board of County Road Commissioners of Otsego County and shall keep the records and accounts of the Board. When the record keeping is of sufficient volume, the Board may appoint a secretary, with the consent of the County Board of Commissioners, who shall act as clerk of the board, and whose salary, together with the salaries of the members of the Board of County Road Commissioners, shall be paid by the Board of County Road Commissioners from county road funds.

3. **Policies.** The Board shall adopt written policies governing the operation of the Road Commission. Such policies shall be recommended by the Managing Director and he or she shall keep the Board fully advised as the need or desirability of any changes in these policies.

#### **ARTICLE V REPEAL OR AMENDMENT OF BY-LAWS**

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the Board; provided that any such change shall be presented for action at a regular meeting.

Adopted: July 11, 2024

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Troy Huff, Chairperson  
Otsego County Road Commission



# Otsego County Road Commission Agenda Item Report

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**FROM:** Rebecca Hilmert, Finance Manager/Board Secretary  
**MEETING DATE:** July 11, 2024  
**AGENDA ITEM:** 8. B  
**SUBJECT:** CRA Ballot and Overview of Proposed Updates to CRA Bylaws

## **DESCRIPTION**

CRA periodically updates their bylaws to reflect needed updates found by their legal counsel. Enclosed is a summary of the most significant changes, as well as a red line (proposed deletion) and green line (new language) revision. Following is a “clean copy” to reflect the changes if the proposed edition is adopted. Once reviewed, a vote is needed to approve of and accept the changes to the CRA Constitution and Bylaws.

## **BUDGET ACTION REQUIRED**

N/A

## **LEGAL REVIEW**

N/A

## **SAMPLE MOTIONS**

Motion to **approve/deny** the revised CRA Constitution and Bylaws as presented.



**County Road Association  
OF MICHIGAN**

101 S. WASHINGTON SQUARE, STE. 200  
LANSING, MI 48933

**MEMO**

**FOR:** CRA Managing Directors, Commissioners  
**FROM:** CRA Board of Directors  
Denise Donohue, CEO  
**DATE:** June 21, 2024  
**RE:** Ballot and Overview of Proposed Updates to CRA Bylaws

RECEIVED

JUN 26 2024

Otsego County Road Commission

As CRA and the Executive Committee began reviewing our Bylaws with legal counsel in 2022, we found several needed updates. Once the Executive Committee completed its work, in January 2024 the CRA Board members began discussing proposed changes at our nine District Council meetings.

No significant objections were identified in any District meeting, and at its June 11 meeting the CRA Board directed staff to initiate a membership-wide vote to adopt them. If passed, these will be the first change to our Bylaws since 2019.

Proposed changes fall into three categories: Keeping CRA compatible with the Michigan Nonprofit Corporation Act (NCA, amend. 2016); streamlining/modernizing Association activities; and accommodating the CRA C Corporation that houses the Road Conductor™ project.

Following is a summary of the most significant changes:

**Compatibility with the Michigan Nonprofit Corporation Act**

- **Renaming the document: Bylaws.** The NCA does not provide for using “Constitution” to describe Bylaws.
- **Defining responsibilities of Association officers (Article IV, Sect. 6 a-d)** The duties and authorities of Board officers must be included in the Bylaws.
- **Renaming subsidiary groups. (numerous locations)** CRA District Councils must be CRA Districts (drop the “council”); and CRA Sectional Associations (Northern, Southern, Urban and UP Road Builders) must be Sections (drop the “association”) to clarify they are divisions of CRA not stand-alone entities that make decisions that could bind CRA (per NCA). This eliminates the need for each Section to make annual state corporate filings and nonprofit federal filings (all of which have expired according to our legal research), which should relieve the burden on the local road agency presently chairing that Section. CRA has updated its liability insurance to cover conferences of these Sections.

**Note:** At the end of Article VII, Sec. 1 are two legal statements that support this NCA-mandated change: *“The Sections are for administrative and representation purposes only, and the Sections*

*are not authorized to take action on behalf of, or bind, the Association in any manner.” And “The Districts are for administrative and representation purposes only, and the Districts are not authorized to take action on behalf of, or bind, the Association in any manner.”*

#### **Streamlining processes, adapting to current times, modern communication**

- **Clarification of Member.** *(Article III, Sect. 1).* Clarification of membership to refer to Chief Administrative Officer or his/her designee as the voting member for official Association duties.
- **Clarifying how CRA Board nominations are made.** *(Article IV, Sect. 2)* Current Bylaws language, recommended for deletion is not consistent with how CRA Board members are actually selected. The Association does not actually take *nominations* for its 3-year terms by a majority vote of the members of the respective Sections voting by sealed letter ballot. In our longstanding practice, members *vote for the seats this way* from among the nominees put forth by the Nominating Committee.
- **Establishes requirement for only one Board nominee from each Section.** *(Article V, Sect. 11 a):* The current Bylaws denote that *two* CRA Board nominees from each Section should be submitted to the Nominating Committee. In practice, all but the Southern Section submit one. This streamlines the language to one nominee minimum, although two (or more) nominees are still allowed.
- **Making all CRA Board seats 4-yr terms.** *(Article IV, Sect. 2 and Article V, Sect. 11)* Currently, each of the four CRA (geographic) Sections has four seats on the CRA Board; three are three-year seats elected by the members of that Section. Currently, one is a one-year seat selected by the Section leadership, not voted on by members of that area. The proposal would lengthen all four Section seats (for each of the four Sections) to be elected to staggered four-year terms for simplicity.
- **Requiring all CRA Board seats to be held by a full-time employee (30 hrs./wk.) of a county road agency or a road commissioner.** *(Article IV, Sect. 2)*
- **Elimination of General Policy Committee (GPC).** *(Article V, Sect. 2)* The GPC has become redundant in the face of modern communication. The brief reports heard at the twice-yearly GPC meeting repeat what we hear at District meetings, conferences, email/newsletters, etc. We have the Legislative Review Committee which represents all Sections and the CRA Board to review Legislative Priorities, plus the discussions at District meetings.
- **Renaming Negotiating Committee to State Maintenance Contract Committee.** *(Article V, Sect.10)* This is a more descriptive name for this important standing committee.
- **Authorizes member vote by ballot.** *(Article X)* NCA changes now specifically state that membership votes may occur by ballot *without an in-person meeting*. Our legal counsel notes

that most Associations, including CRA, are conducting balloting via US mail even though their Bylaws do not allow them to do so! CRA wishes to be in compliance with the law and so is including this standard legal language to allow balloting via mail.

- **Provides path for Bylaws amendment** at an in-person Annual Board or Member meeting. This retains current practice, in addition to the vote-by-mail provision above.

#### **Accommodating County Road Association C Corporation**

The CRA C Corp has been formed to receive grants and to develop the Road Conductor™ (Field Manager replacement) software platform for local road agency engineers, which has been underway for more than three years.

- **Establishes how CRA will control shares of the C Corp.** (*Article IV, Sect. 10*) Standard language recommended by legal counsel to discuss how CRA can vote its shares which, in turn, protects the Association's interests in the C Corp.

**Conclusion.** We have attached...

- the redline version so you can clearly tell what is proposed for amendment;
- a final "changes adopted" clean copy;
- a ballot and a postage-paid return envelope;
- and this cover memo.

**Your county's ballot must be returned by Friday, August 23.** They will be held securely and counted by the CRA Canvassing Committee, with results publicized shortly thereafter.

If you have any questions about this process or a proposed change, please contact any CRA Board member or Denise Donohue at 517.482.1189! Thank you for helping us remain streamlined, focused and compliant with the law.

# COUNTY ROAD ASSOCIATION OF MICHIGAN

## CONSTITUTION AND BYLAWS

### ARTICLE I

#### NAME

The name of this organization shall be the "County Road Association of Michigan," hereinafter referred to as the "Association."

### ARTICLE II

#### PURPOSE, POWERS AND LOCATION

**Section 1.** The stated Vision of this Association shall be to provide a credible, unified and effective voice for a safe and efficient county transportation infrastructure system in Michigan, including appropriate stewardship of the county road right-of-way. Further, the Mission shall be to help members promote and maintain a safe, efficient county road and bridge system, including stewardship of the county road right-of-way, in rural and urban Michigan. This purpose shall be accomplished by fostering the education of the membership and general public in relation to county road matters; by the conducting of annual meetings, conferences, schools and study courses for the discussion of county road matters; by the maintenance of a central bureau of information and research for the collection, analysis and dissemination of information pertinent to county road matters through publication and circulation of bulletins, papers and articles on topics of interest and benefit to the membership; by the encouraging of legislation beneficial to the county road agencies of Michigan and the traveling public; and by furnishing consultant services and advice on all phases of county road activities in order to promote such efficiency.

**Section 2.** The image and level of influence of this Association has a tremendous impact on the Association's ability to achieve its goals. It is in the Association's best interest to strive at all times to enhance its image and expand its level of influence with its target audiences through the continued implementation of a well thought-out and detailed public relations strategy.

This strategy should be revised and adopted by the Board on a periodic basis (as deemed necessary by the Board). The Board may hire an outside public relations firm to help craft, manage and execute such a plan, including ensuring that there are measurable benchmarks built into the plan by which to monitor the success of the effort.

The objectives of this effort shall, at a minimum, be to: Establish Association's credibility within defined target audiences; strengthen and improve Association's visibility and image statewide; establish Association as the lead organization in solving Michigan's transportation challenges for residents; establish Association as a key source for the news media.

**Section 3.** The County Road Association of Michigan is a nonprofit corporation organized under the laws of the State of Michigan and shall have all powers permitted to corporations by the State of Michigan and not denied to nonprofit corporations. It shall specifically have the powers necessary to the transaction of business including the receipt and payment of money; the power to lease, acquire, hold, have custody of, sell and convey real and personal property and to transact such business as may be within the scope of its articles or germane to its general purposes.

**Section 4.** The principal office shall be located in the City of Lansing, State of Michigan.

## ARTICLE III

### MEMBERSHIP

**Section 1.** Any county road agency (hereinafter "Member") of the State of Michigan shall be eligible and may be elected to membership by a majority vote of the Board of Directors, hereinafter referred to as the "Board," after submitting a written application to the Secretary-Treasurer. ~~Whenever the term "member road agency(s), member county road agency(s), county road agency(s)," or "commissioner(s)" is used in this constitution and bylaws, it shall include the agency official or officials of a county charged by law with the responsibility of administering a county road system.~~ The Chief Administrative Officer (CAO), or his/her designee, shall be entitled to represent the Member at any Member meeting and to exercise the Member vote on behalf of the Member.

**Section 2.** Any Member of the Association failing to pay service charges as prescribed shall be notified of the default by the Secretary-Treasurer. If such default continues for a period of six (6) months, the Secretary-Treasurer shall notify all members of the Board. After a period of not to exceed six (6) months, the Board shall determine whether a temporary waiver of service charges shall be granted or whether the member county shall lose all rights and privileges of membership in the Association.

**Section 3.** A public or not-for-profit organization, educational institution, individual or business having an interest in furthering the objectives and purposes of the Association who is otherwise ineligible for membership under Section 1 of Article III of these Bylaws shall be eligible for Associate Membership. An Associate Member shall be entitled to those privileges provided by the Board which may be changed from time to time. An Associate Member shall not have voting rights, not hold office nor be a member of the Board of Directors. Any Associate Member of the Association failing to pay dues as prescribed shall be notified of the default by the Secretary-Treasurer. If such default continues for a period of six (6) months, the Secretary-Treasurer is empowered to terminate an Associate Member's membership in the Association.

## ARTICLE IV

### OFFICERS AND DIRECTORS

**Section 1.** The administration and property of the Association shall be supervised by and under the control of the Board of Directors all of whom shall be either commissioners or administrative employees of a Member ~~road-agency~~.

**Section 2.** The Board of this Association shall consist of sixteen (16) elected Directors ~~members~~ whose representation, election and terms shall be as hereinafter provided, ~~including~~ and the most recent eligible Past ~~Present~~ President of the Association who may or may not also be a Director by virtue of an elected term, who if not elected shall be an ex-officio member of the Board with full voting rights. The sixteen (16) elected Directors shall be elected as follows: sixteen (16) Members, four (4) ~~members one (1) for~~ from each of the Sections ~~sectional associations as identified in Article VII of this constitution and bylaws~~ elected (or re-elected) ~~by their respective sectional associations for a term of (1) year;~~ for a staggered four-year term; ~~and twelve (12) members, three (3) from each of the sectional associations elected (or re-elected) for a staggered three year term.~~ The four (4) to be elected each year for staggered terms shall be nominated and elected (or re-elected) by a majority vote of the members of their respective Section ~~sectional associations~~ voting by sealed letter ballot, by ballot voting or by proxy. Nominations for the Board of Directors are made by the Nominating Committee as provided in Article V Section 11 below. A Director must be a full-time employee of a Member or a Commissioner of a Member agency. Full-time employee means at least thirty (30) hours of work per week for a Member. All Directors shall serve a term of four years or until his/her resignation, removal or inability to serve.

**Section 3.** The Board shall have the responsibility for all administrative and financial matters of the Association including but not limited to: Retention of consultants as the Board deems necessary; the investment of funds and the purchase of necessary insurance protection; and entering into contracts on behalf of the Association with parties within and without the Association. ~~The Board shall serve as members of the General Policy Committee as hereinafter provided.~~

**Section 4.** The Board may by a majority vote of the Members elected and serving engage the services of a CEO ~~Director~~ and fix the compensation therefore, and provide an office and such facilities and personnel for such CEO ~~Director~~ as the Board shall deem necessary and authorize payment therefore.

**Section 5.** The Board may adopt such rules and regulations as it deems necessary for the proper conduct of the business of the Association not inconsistent with ~~this constitution and~~ these Bylaws.



**Section 6.** The officers of this Association shall consist of a President, a Vice President and a Secretary-Treasurer, each to be elected by the Directors at the annual meeting. The President and Vice President shall be elected from the membership of the Board, but the Secretary-Treasurer may be elected at-large from among the commissioners and administrative employees of the Member of the Association. The officers-elect and Directors ~~directs~~ shall take office on April 1 ~~and their duties such as are customary in the usual present day practice in similar organizations.~~ The duties and authority of the officers is as follows:

- a. **President.** The President shall be a Director of the corporation. Subject to such supervisory powers, if any, as may be given by the Board of Directors the President, shall have authority as may be prescribed by the Board of Directors or the Executive Committee. The President shall have authority to sign, execute and acknowledge, on behalf of the Association, all deeds, mortgages, bonds, stock certificates and checks necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors or the Executive Committee; and, except as otherwise provided by law or the Board of Directors, the President may authorize any Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his or her place and stead. In general, the President shall perform all duties as may be prescribed by the Board of Directors or Executive Committee from time to time. The term of the President shall be one year.
- b. **Vice President.** The Vice President, shall be a director of the corporation. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President, the Board of Directors or the Executive Committee. The term of the Vice President shall be one year.
- c. **Secretary.** The Secretary shall: (a) keep the minutes of the Members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal, is duly authorized; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; (e) have general charge of the stock transfer books of the corporation; and (f) in general, perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him/her by the President, the Board of Directors or the Executive Committee. The duties of the Secretary may be delegated to the Association staff. The term of the Secretary shall be one year.

d. **Treasurer.** If required by the Board of Directors, the Treasurer, may give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever; (c) deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions these Bylaws; and (d) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President, the Board of Directors or the Executive Committee. The duties of the Treasurer may be delegated to the Association staff. The term of the Treasurer shall be one year.

**Section 7.** There shall be an Executive Committee consisting of the President, the Vice President, the Secretary-Treasurer ~~Secretary, Treasurer~~ and the most recent Past President ~~Present~~ of the Association. The Executive Committee may conduct immediate, urgent and any other business of the Association that the Board may direct. The President may appoint an additional member of the Board to the Executive Committee as needed to ensure that all Sections ~~sectional associations~~ are represented on the Executive Committee. All decisions of the Executive Committee must be approved by a majority vote of the Executive Committee at a duly called meeting at which a quorum is present. The Executive Committee shall meet as actions may be needed upon two (2) days written notice. The CEO ~~Director~~ may at the call of the Executive Committee attend such meetings and shall be responsible for submitting to the Board in a timely manner minutes of each meeting including any actions taken, for meetings the CEO ~~Director~~ attends. The Executive Committee makes appointments and sets terms, if appropriate, for positions representing the Association with other agencies.

**Section 8.** Any office, including that of Director ~~member~~ of the Board, that may become vacant shall be filled for the unexpired term by a majority vote of the Board, provided that the new member must be from the same Section ~~sectional association~~ as the Director ~~member~~ creating the vacancy.

**Section 9.** The CEO ~~Director~~ shall manage the affairs of the Association under the general control of the Board and the Executive Committee and shall appoint the various employees of the Association not otherwise appointed by the Board and shall be responsible for the proper and efficient conduct of the work of the Association. The CEO ~~Director~~ shall prepare an annual budget covering the estimated receipts and expenditures of the Association and shall submit said budget to the Board for its approval. The CEO ~~Director~~ shall ensure accurate minutes of the proceedings of all meetings of the Association and the Board. The CEO ~~Director~~ shall conduct the correspondence of the Association; shall mail all notices required by the Bylaws; shall collect and receive all monies due the Association and shall keep an accurate account thereof; shall exercise the usual functions of a CEO ~~Director~~ in like organizations, and his/her accounts shall

be audited at the end of each fiscal year by a competent public accountant to be selected by the Board. The CEO ~~Director~~ shall perform such other duties as assigned by the Board or the Executive Committee.

**Section 10.** Any shares or other securities issued by any other corporation and owned or controlled by the Association may be voted at any meeting of the shareholder of such other corporation, or by unanimous written consent, by the Executive Committee of the Association.

## ARTICLE V

### STANDING COMMITTEES

**Section 1.** Each District ~~district council~~ shall recommend a Member to the President who shall appoint the following standing committees: ~~General Policy Committee~~, Commissioners Committee, Engineering Committee, Finance and Human Resources Committee, ~~Negotiating Committee and~~ Nominating Committee and State Maintenance Contract Committee. The President shall appoint three at-large Members to each standing committee and shall appoint a Chairperson and Vice Chairperson for each committee. All committee ~~members~~ appointees shall be either commissioners or administrative employees of a Member ~~road agency~~. The President shall appoint the Education Committee, Legislative Review Committee and the Superintendents Association of Michigan (SAM) Committee according to language in those sections to follow.

The President shall appoint Members to other such special committees as the Board deems necessary for the proper conduct of the work of the Association.

~~**Section 2.**—A General Policy Committee consisting of the officers and directors of the Association and nine (9) other members, not less than one (1) of which shall be selected from each district council as identified in Article VII of this constitution and bylaws.~~

- ~~(a) The General Policy Committee shall concern itself with significant relationships of the Association with one or more county road agencies or between road agencies and relationships with any person or organization outside the Association, and shall set policy on all detail matters not specifically reserved to the Board including but not limited to legislation affecting road agencies with all action so the committee subject to Board review. The Board shall, with a vote with at least eleven (11) member elected and serving, approve any General Policy Committee recommendation which would affect county home rule or county executive legislation and distribution of fuel and vehicular tax monies either through the internal or external formula.~~
- ~~(b) The General Policy Committee may develop legislative priorities subject to Board review. The General Policy Committee will conduct an annual review of the~~

~~legislative priorities, including recommendations from regional councils or individual members. Once the General Policy Committee completes its review, including recommended amendments, the legislative priorities will be forwarded to all member county road agencies for review and debate at the Association's annual business meeting. To be approved, the legislative priorities require adoption by a majority of county road agencies in attendance at the Association's annual business meeting.~~

~~(e) The General Policy Committee shall meet at least two (2) times each year, once in February and once in October.~~

**Section 2. 3.** A Canvassing Committee of four (4) Members; one (1) from each Section ~~sectional association~~. The Canvassing Committee shall open the ballots, tally the results and report to the Board their findings. The Canvassing Committee meets each March to tally the votes from the membership for the list of nominees for each Section ~~sectional association~~ for the ~~three~~ four-year term to the Board. The Canvassing Committee will also meet to tally the votes from the membership when there is a ballot change to ~~the Constitution and~~ these Bylaws.

**Section 3. 4.** A Commissioners Committee of twelve (12) Members with not less than one (1) from each District ~~district council~~ all of whom shall be county road commissioners. The Commissioners Committee shall review questions and policies specifically related to powers and duties of road commissioners, and shall organize seminars, prepare instructional material and be responsible for any revisions to the *Commissioners Manual* and engage in such other activities to encourage greater development of the commissioners' role in road agency matters.

**Section 4 5.** An Education Committee of six (6) Members appointed by the President; one (1) each from the standing committees on Commissioners, Engineering, Finance and Human Resources, Public Relations; one (1) representative from the Superintendents Association of Michigan Committee; and chaired by the Vice President of the County Road Association of Michigan Board of Directors. The Education Committee shall focus on developing comprehensive, curated educational programming for various levels of staff in a road agency, possibly extending to stakeholder organizations.

**Section 5 6.** An Engineering Committee of twelve (12) Members with not less than one (1) from each District ~~district council~~. The Engineering Committee shall review and comment on legislation, rules, regulations and criteria promulgated by the federal government or the state which in any way affects engineering principles in the design, construction, maintenance or safety of county roads. It may also make studies and recommendations to establish uniformity of engineering rules, regulations and criteria for the various road agencies.

**Section 6 7.** A Finance and Human Resources Committee of twelve (12) Members with not less than one (1) from each District ~~district council~~. The Finance and Human Resources Committee shall review and comment on legislation, rules, regulations and criteria promulgated which may in any way affect accounting principles, auditing requirements or business administration of road agencies. It shall assist the Negotiating Committee if requested.

**Section 7 8.** A Legal Assistance Committee consisting of the Executive Committee, CRA Association Director, the chairperson of the Legal Issues Forum, a member of the Association legal counsel, and, at the discretion of the President, an additional member of the Legal Issues Forum. The Legal Assistance Committee will conduct a meeting in person or by telephone conference call to determine if a case merits participation as amicus curiae or merits financial assistance for legal expenses.

**Section 8 9.** A Legislative Review Committee of four (4) Members, one (1) from each of the Sections ~~sectional associations~~ as appointed by the President. The Legislative Review Committee shall provide direction on legislative matters to the Board.

**Section 9 10.** A Nominating Committee of four (4) Members, one (1) from each of the Sections ~~sectional associations~~.

(a) The Nominating Committee shall annually prepare a list of nominees for ~~three-~~ four-year director seats from each of the four (4) Sections ~~sectional associations~~ as identified in Article VII of ~~this constitution and~~ these Bylaws. Unless a Section ~~sectional associations, by resolution of its Board of Directors adopted by a two-thirds (2/3) majority vote of its members select or by its bylaws~~ timely advises the Nominating Committee otherwise, the list of nominees shall include not less than one (1) nominee ~~two (2) nominees~~ from each of the Sections ~~sectional associations~~. Nomination(s) for each Sections ~~sectional associations~~ shall be placed on a ballot and mailed to each member of that Section ~~sectional associations~~ at least thirty (30) days before the annual meeting.

(b) The Nominating Committee shall meet no later than January 7 of each year at the call of the Chairperson.

**Section 10 11.** A Public Relations Committee of twelve (12) Members with not less than one (1) from each District ~~district council~~. The Public Relations Committee shall develop and recommend public relations strategies, at both the Association level and the county road agency level, to educate Michigan residents on the issues relevant to county road agencies.

**Section 11 12.** The SAM Committee shall have fourteen (14) Members including one (1) from each of the nine (9) Districts ~~district councils~~, one at-large Member, and the four (4) executive SAM board Members, all of whom shall have a representative serving as an officer or director of the independent Superintendents Association of Michigan. The SAM Committee Members shall be provided by the SAM president to the CRA president for committee appointment.

The SAM Committee shall review and comment on questions and policies specifically related to operations and maintenance issues encountered by county road agencies. The SAM Committee may also make recommendations to establish uniformity in operations and maintenance rules, regulations and criteria; organize seminars and prepare instruction materials to benefit the operations and maintenance functions of the various county road agencies.

**Section 12** ~~13~~. A State Maintenance Contract Committee ~~Negotiating Committee~~ of twelve (12) Members with not less than (1) from each District ~~district council~~. The State Maintenance Contract Committee ~~Negotiating Committee~~ shall carry on negotiations for the Association pertaining to the State Trunkline Maintenance Contract, and report back to the Board throughout the formal negotiation period; and other agreements as assigned by the Board.

**Section 13** ~~14~~. The President shall be an ex-officio member of all standing committees except the ~~General Policy and the~~ Nominating Committee.

**Section 14** ~~15~~. All committee activities shall refer to standing committees by the President. The Chairperson of each standing committee may appoint such subcommittees as are necessary to carry out the functions of that committee. Representatives of all the Members of the Association shall be eligible for appointment to said subcommittees.

**Section 15** ~~16~~. All appointments to committees, unless continued by the President, shall terminate on April 1 of each year.

**Section 16** ~~17~~. No committee shall create any financial liability for the Association unless such expenditure has been approved both as to amount and business by the Board.

## ARTICLE VI

### MEETINGS, NOTICIES AND QUORUMS

**Section 1.** The annual meeting and election of officers shall be held in March of each year at a location and date set by the Board prior to October 1 of the previous year.

~~**Section 2.** The Annual meeting of the Board shall be held in April of each year.~~

**Section 2** ~~3~~. Other necessary meetings of the Board and Executive Committee shall be called by the President.

**Section 3** ~~4~~. Except as otherwise specifically provided in ~~this constitution and~~ these Bylaws, all committee meetings shall be held at the call of the Chairperson.

**Section 4** ~~5~~. Notice of meetings of the Board or of any standing committee shall be given in writing to each Member electronically at least ten (10) days prior to such meeting at the address of the road agency with which the Member is associated or such other address shall be requested by the Member. Notice of meetings of the Board or of any standing committee may be given by electronic transmission to each Member in a manner authorized by that Member. The notice shall include a description of the means of remote communication by which a Board or committee Member may participate.

**Section 5** ~~6~~. Notice of any meeting may be waived in writing either before or after such meeting is held.

Section 6. Directors' attendance in-person at Board meetings is highly recommended.

**Section 7.** A majority of the Board or of any committee shall constitute a quorum to transact business and the acts of a majority of the Members present at a meeting at which a quorum is present shall be the acts of the Board or committee at any regular or special meetings, except as provided in Article V of these Bylaws. A Director of the Board or of any committee may participate in a meeting by conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with each other, provided that all participants are advised of the means of communication in use and the names of the participants in the conference are divulged to all participants. Participation in a meeting in this manner constitutes presence in-person at the meeting.

## ARTICLE VII

### SECTIONS AND DISTRICTS

**Section 1.** For the purpose of ~~this constitution and~~ these Bylaws, the ~~various sectional associations~~ Association shall be divided into Sections which are identified below and the membership of each shall be as follows:

~~Association of~~ Southern Michigan County Road Agencies – Allegan, Barry, Berrien, Branch, Calhoun, Cass, Clinton, Eaton, Gratiot, Hillsdale, Huron, Ingham, Ionia, Jackson, Kalamazoo, Lapeer, Lenawee, Livingston, Monroe, Muskegon, Ottawa, Saginaw, Sanilac, Shiawassee, St. Clair, St. Joseph, Tuscola, Van Buren and Washtenaw.

Northern Michigan Association of Road Commissions – Alcona, Alpena, Antrim, Arenac, Bay, Benzie, Charlevoix, Cheboygan, Clare, Crawford, Emmet, Gladwin, Grand Traverse, Iosco, Isabella, Kalkaska, Lake, Leelanau, Manistee, Mason, Mecosta, Midland, Missaukee, Montcalm, Montmorency, Newaygo, Oceana, Ogemaw, Osceola, Oscoda, Otsego, Presque Isle, Roscommon and Wexford.

Upper Peninsula Road Builders Association – Alger, Baraga, Chippewa, Delta, Dickinson, Gogebic, Houghton, Iron, Keweenaw, Luce, Mackinac, Marquette, Menominee, Ontonagon and Schoolcraft.

Urban Association of Road Commissions – Genesee, Kent, Macomb, Oakland and Wayne.

The Sections are for administrative and representation purposes only, and the Sections are not authorized to take action on behalf of, or bind, the Association in any manner.

**Section 2.** For purposes of these Bylaws the Association shall be divided into Districts which ~~District councils~~ are identified below and the membership of each shall be as follows:

Blue Water Highway District Council – Huron, Lapeer, Saginaw, Sanilac, St. Clair and Tuscola.

East Central District Council – Alcona, Arenac, Bay, Clare, Crawford, Gladwin, Iosco, Isabella, Midland, Ogemaw, Oscoda and Roscommon.

Great Lakes District Council – Alger, Baraga, Delta, Dickinson, Gogebic, Houghton, Iron, Keweenaw, Marquette, Menominee and Ontonagon.

Paul Bunyan District Council – Antrim, Benzie, Grand Traverse, Kalkaska, Lake, Leelanau, Manistee, Mason, Mecosta, Missaukee, Newaygo, Oceana, Osceola and Wexford.

Seven County District Council – Clinton, Eaton, Gratiot, Ionia, Livingston, Montcalm, and Shiawassee.

Southeastern District Council – Branch, Calhoun, Hillsdale, Ingham, Jackson, Lenawee, Monroe and Washtenaw.

Southwestern District Council – Allegan, Barry, Berrien, Cass, Kalamazoo, Muskegon, Ottawa, St. Joseph and Van Buren.

Straits Area District Council – Alpena, Charlevoix, Cheboygan, Chippewa, Emmet, Luce, Mackinac, Montmorency, Otsego, Presque Isle and Schoolcraft.

Urban District Council – Genesee, Kent, Macomb, Oakland and Wayne.

The Districts are for administrative and representation purposes only, and the Districts are not authorized to take action on behalf of, or bind, the Association in any manner.

## ARTICLE VIII

### PAYMENT FOR SERVICES

**Section 1.** Each Member ~~road agency~~ shall pay the Association annual service charges ~~which are subject to change by the Association at any time.~~ in accordance with the following schedule with revenues defined as the total previous calendar year allocation to the county from the Michigan Transportation Fund.

For fiscal year beginning April 2015:

- I. Revenues up to \$1,000,000, multiply amount by 0.003874.
- II. Revenues from \$1,000,000 to \$5,000,000, multiply amount minus \$1,000,000 by 0.001586 and add \$3,874.
- III. Revenues from \$5,000,000 up to \$10,000,000, multiply amount minus \$5,000,000 by 0.00091 and add \$10,218.



- IV. Revenues from \$10,000,000 up to \$20,000,000, multiply amount minus \$10,000,000 by 0.000676 and add \$14,768.
- V. Revenues over \$20,000,000, multiply amount minus \$20,000,000 by 0.000455 and add \$21,528.
- VI. Add \$200 to the result for each Member receiving revenue from a State Trunkline Maintenance Contract.
- VII. Add the current annual dues to the result for each Member to cover the annual dues for one membership in the National Association of County Engineers. The amount shall be adjusted annually to reflect the current annual dues of the National Association of County Engineers.

**Section 2.** Such payment shall be made by each Member in advance, promptly upon receipt of billing, either annually or in such other installments as may be determined by the Board.

## **ARTICLE IX**

### **FISCAL YEAR**

**Section 1.** The fiscal year of the Association shall begin on October 1 of each year.

## **ARTICLE X**

### **MEMBER VOTE BY BALLOT**

Any action the Members are required or permitted to take at an annual or special meeting, including the election of Directors may be taken without a meeting if the Association provides a ballot to each Member that is entitled to vote on the action. The ballot shall include all of the following:

- (a) Set forth each proposed action.
- (b) Provide an opportunity for Members to vote for or against each proposed action.
- (c) Specify that in order to be counted as a vote of the Members, the ballot must be received by the Association not less than 20 days or more than 90 days after the date the Association provides the ballot to the member.

In the event the Michigan Nonprofit Corporation Act (the "Act") is amended to modify the ballot voting rules, this Section shall be automatically modified to incorporate any modifications to the Act, without action by the Association.

## ARTICLE XI

### AMENDMENTS

**Section 1.** Proposed amendments to these ~~constitution and~~ Bylaws shall be presented either to the Board or ~~at an annual meeting~~ to the Members, more than thirty (30) days prior to the Board or Member annual meeting; and, if approved by either, shall require a majority vote of all Members ~~active member county road agencies~~ for adoption.

June 21, 2024

COUNTY ROAD ASSOCIATION OF MICHIGAN

Clean Copy  
(as if adopted)

BYLAWS

ARTICLE I  
NAME

The name of this organization shall be the "County Road Association of Michigan," hereinafter referred to as the "Association."

ARTICLE II

PURPOSE, POWERS AND LOCATION

**Section 1.** The stated Vision of this Association shall be to provide a credible, unified and effective voice for a safe and efficient county transportation infrastructure system in Michigan, including appropriate stewardship of the county road right-of-way. Further, the Mission shall be to help members promote and maintain a safe, efficient county road and bridge system, including stewardship of the county road right-of-way, in rural and urban Michigan. This purpose shall be accomplished by fostering the education of the membership and general public in relation to county road matters; by the conducting of annual meetings, conferences, schools and study courses for the discussion of county road matters; by the maintenance of a central bureau of information and research for the collection, analysis and dissemination of information pertinent to county road matters through publication and circulation of bulletins, papers and articles on topics of interest and benefit to the membership; by the encouraging of legislation beneficial to the county road agencies of Michigan and the traveling public; and by furnishing consultant services and advice on all phases of county road activities in order to promote such efficiency.

**Section 2.** The image and level of influence of this Association has a tremendous impact on the Association's ability to achieve its goals. It is in the Association's best interest to strive at all times to enhance its image and expand its level of influence with its target audiences through the continued implementation of a well thought-out and detailed public relations strategy.

This strategy should be revised and adopted by the Board on a periodic basis (as deemed necessary by the Board). The Board may hire an outside public relations firm to help craft, manage and execute such a plan, including ensuring that there are measurable benchmarks built into the plan by which to monitor the success of the effort.

The objectives of this effort shall, at a minimum, be to: Establish Association's credibility within defined target audiences; strengthen and improve Association's visibility and image statewide; establish Association as the lead organization in solving Michigan's transportation challenges for residents; establish Association as a key source for the news media.

**Section 3.** The County Road Association of Michigan is a nonprofit corporation organized under the laws of the State of Michigan and shall have all powers permitted to corporations by the State of Michigan and not denied to nonprofit corporations. It shall specifically have the powers necessary to the transaction of business including the receipt and payment of money; the power to lease, acquire, hold, have custody of, sell and convey real and personal property and to transact such business as may be within the scope of its articles or germane to its general purposes.

**Section 4.** The principal office shall be located in the City of Lansing, State of Michigan.

### **ARTICLE III**

#### **MEMBERSHIP**

**Section 1.** Any county road agency (hereinafter "Member") of the State of Michigan shall be eligible and may be elected to membership by a majority vote of the Board of Directors, hereinafter referred to as the "Board", after submitting a written application to the Secretary-Treasurer. The Chief Administrative Officer (CAO), or his/her designee, shall be entitled to represent the Member at any Member meeting and to exercise the Member vote on behalf of the Member.

**Section 2.** Any Member of the Association failing to pay service charges as prescribed shall be notified of the default by the Secretary-Treasurer. If such default continues for a period of six (6) months, the Secretary-Treasurer shall notify all members of the Board. After a period of not to exceed six (6) months, the Board shall determine whether a temporary waiver of service charges shall be granted or whether the member county shall lose all rights and privileges of membership in the Association.

**Section 3.** A public or not-for-profit organization, educational institution, individual or business having an interest in furthering the objectives and purposes of the Association who is otherwise ineligible for membership under Section 1 of Article III of these Bylaws shall be eligible for Associate Membership. An Associate Member shall be entitled to those privileges provided by the Board which may be changed from time to time. An Associate Member shall not have voting rights, not hold office nor be a member of the Board of Directors. Any Associate Member of the Association failing to pay dues as prescribed shall be notified of the default by the Secretary-Treasurer. If such default continues for a period of six (6) months, the Secretary-Treasurer is empowered to terminate an Associate Member's membership in the Association.

### **ARTICLE IV**

## OFFICERS AND DIRECTORS

**Section 1.** The administration and property of the Association shall be supervised by and under the control of the Board of Directors all of whom shall be either commissioners or administrative employees of a Member.

**Section 2.** The Board of this Association shall consist of sixteen (16) elected Directors ~~embers~~ whose representation, election and terms shall be as hereinafter provided, including the most recent eligible Past President of the Association who may or may not also be a Director by virtue of an elected term, who if not elected shall be an ex-officio member of the Board with full voting rights. The sixteen (16) elected Directors shall be elected as follows: sixteen (16) Members, four (4) from each of the Section elected (or reelected) for a staggered four-year term. The four (4) to be elected each year for staggered terms shall be nominated and elected (or reelected) by a majority vote of the members of their respective Section voting by sealed letter ballot, by ballot voting or by proxy. Nominations for the Board of Directors are made by the Nominating Committee as provided in Article V Section 11 below. A Director must be a full-time employee of a Member or a Commissioner of a Member agency. Full-time employee means at least thirty (30) hours of work per week for a Member. All Directors shall serve a term of four years or until his/her resignation, removal or inability to serve.

**Section 3.** The Board shall have the responsibility for all administrative and financial matters of the Association including but not limited to: Retention of consultants as the Board deems necessary; the investment of funds and the purchase of necessary insurance protection; and entering into contracts on behalf of the Association with parties within and without the Association.

**Section 4.** The Board may by a majority vote of the Members elected and serving engage the services of an CEO and fix the compensation therefore, and provide an office and such facilities and personnel for such CEO as the Board shall deem necessary and authorize payment therefore.

**Section 5.** The Board may adopt such rules and regulations as it deems necessary for the proper conduct of the business of the Association not inconsistent with these Bylaws.

**Section 6.** The officers of this Association shall consist of a President, a Vice President, and a Secretary-Treasurer, each to be elected by the Directors at the annual meeting. The President and Vice President shall be elected from the membership of the Board, but the Secretary-Treasurer may be elected at large from among the commissioners and administrative employees of the member of the Association. The officers-elect and Directors shall take office on April 1. The duties and authority of the officers is as follows:

- a. **President.** The President shall be a Director of the corporation. Subject to such supervisory powers, if any, as may be given by the Board of Directors the President, shall have authority as may be prescribed by the Board of Directors or the Executive Committee. The President shall have authority to sign, execute and acknowledge, on behalf of the Association, all deeds, mortgages, bonds, stock certificates and checks

necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors or the Executive Committee; and, except as otherwise provided by law or the Board of Directors, the President may authorize any Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his or her place and stead. In general, the President shall perform all duties as may be prescribed by the Board of Directors or Executive Committee from time to time. The term of the President shall be one year.

- b. Vice President.** The Vice President, shall be a director of the corporation. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President, the Board of Directors or the Executive Committee. The term of the Vice President shall be one year.
- c. Secretary.** The Secretary shall: (a) keep the minutes of the Members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal, is duly authorized; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; (e) have general charge of the stock transfer books of the corporation; and (f) in general, perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him/her by the President, the Board of Directors or the Executive Committee. The duties of the Secretary may be delegated to the Association staff. The term of the Secretary shall be one year.
- d. Treasurer.** If required by the Board of Directors, the Treasurer, may give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever; (c) deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions these Bylaws; and (d) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President, the Board of Directors or the Executive Committee. The

duties of the Treasurer may be delegated to the Association staff. The term of the Treasurer shall be one year.

**Section 7.** There shall be an Executive Committee consisting of the President, the Vice President, the Secretary, Treasurer and the most recent Past President of the Association. The Executive Committee may conduct immediate, urgent, and any other business of the Association that the Board may direct. The President may appoint an additional member of the Board to the Executive Committee as needed to ensure that all Sections are represented on the Executive Committee. All decisions of the Executive Committee must be approved by a majority vote of the Executive Committee at a duly called meeting at which a quorum is present. The Executive Committee shall meet as actions may be needed upon two (2) days written notice. The CEO may at the call of the Executive Committee attend such meetings and shall be responsible for submitting to the Board in a timely manner minutes of each meeting including any actions taken, for meetings the Director attends. The Executive Committee makes appointments and sets terms, if appropriate, for positions representing the Association with other agencies.

**Section 8.** Any office, including that of Director of the Board, that may become vacant shall be filled for the unexpired term by a majority vote of the Board, provided that the new member must be from the same Section as the Director creating the vacancy.

**Section 9.** The CEO shall manage the affairs of the Association under the general control of the Board and the Executive Committee and shall appoint the various employees of the Association not otherwise appointed by the Board and shall be responsible for the proper and efficient conduct of the work of the Association. The CEO shall prepare an annual budget covering the estimated receipts and expenditures of the Association and shall submit said budget to the Board ~~or the Executive Committee~~ for its approval. The CEO shall ensure accurate minutes of the proceedings of all meetings of the Association and the Board. The CEO shall conduct the correspondence of the Association; shall mail all notices required by the Bylaws; shall collect and receive all monies due the Association and shall keep an accurate account thereof; shall exercise the usual functions of a CEO in like organizations, and his/her accounts shall be audited at the end of each fiscal year by a competent public accountant to be selected by the Board. The CEO shall perform such other duties as assigned by the Board or the Executive Committee.

**Section 10.** Any shares or other securities issued by any other corporation and owned or controlled by the Association may be voted at any meeting of the shareholder of such other corporation, or by unanimous written consent, by the Executive Committee of the Association.

## ARTICLE V

### STANDING COMMITTEES

**Section 1.** Each District shall recommend a member to the President who shall appoint the following standing committees: Commissioners Committee, Engineering Committee, Finance and Human Resources Committee, Negotiating Committee and Nominating Committee. The President shall appoint three at-large Members to each standing committee and shall appoint a Chairperson and Vice Chairperson for each committee. All committee appointees shall be either commissioners or administrative employees of a Member. The President shall appoint the Education Committee, Legislative Review Committee and the Superintendents Association of Michigan (SAM) Committee according to language in those sections to follow.

The President shall appoint Members to other such special committees as the Board deems necessary for the proper conduct of the work of the Association.

**Section 2.** This Section Intentionally omitted.

**Section 3.** A Canvassing Committee of four (4) Members; one (1) from each Section. The Canvassing Committee shall open the ballots, tally the results, and report to the Board their findings. The Canvassing Committee meets each March to tally the votes from the membership for the list of nominees for each Section for the four -year term to the Board. The Canvassing Committee will also meet to tally the votes from the membership when there is a ballot change to these Bylaws.

**Section 4.** A Commissioners Committee of twelve (12) Members with not less than one (1) from each District all of whom shall be county road commissioners. The Commissioners Committee shall review questions and policies specifically related to powers and duties of road commissioners, and shall organize seminars, prepare instructional material and be responsible for any revisions to the *Commissioners Manual* and engage in such other activities to encourage greater development of the commissioners' role in road agency matters.

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It may also make studies and recommendations to establish uniformity of engineering rules, regulations and criteria for the various road agencies.

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**Section 8.** A Legal Assistance Committee consisting of the Executive Committee, one Association Director, the chairperson of the Legal Issues Forum, a member of the Association legal Counsel, and, at the discretion of the President, an additional member of the Legal Issues Forum. The Legal Assistance Committee will conduct a meeting in person or by telephone conference call to determine if a case merits participation as amicus curiae or merits financial assistance for legal expenses.

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**Section 10.** A Nominating Committee of four (4) Members, one (1) from each of the Sections.

(a) The Nominating Committee shall annually prepare a list of nominees for four-year director seats from each of the four (4) Sections as identified in Article VII of these Bylaws. Unless a Section, timely advises the Nominating Committee otherwise, the list of nominees shall include not less than one (1) nominees from each of the Sections. Nomination(s) for each Sections shall be placed on a ballot and mailed to each member of that Section at least thirty (30) days before the annual meeting.

(b) The Nominating Committee shall meet no later than January 7 of each year at the call of the Chairperson.

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The SAM Committee shall review and comment on questions and policies specifically related operations and maintenance issues encountered by county road agencies. The SAM Committee

may also make recommendations to establish uniformity in operations and maintenance rules, regulations and criteria; organize seminars and prepare instruction materials to benefit the operations and maintenance functions of the various county road agencies.

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**Section 14.** The President shall be an ex-officio member of all standing committees except the Nominating Committee.

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## ARTICLE VI

### MEETINGS, NOTICIES AND QUORUMS

**Section 1.** The annual meeting and election of officers shall be held in March of each year at a location and date set by the Board prior to October 1 of the previous year.

**Section 2.** The Annual meeting of the Board shall be held in April of each year.

**Section 2.** Other necessary meetings of the Board and Executive Committee shall be called by the President.

**Section 3.** Except as otherwise specifically provided in these Bylaws, all committee meetings shall be held at the call of the Chairperson.

**Section 4.** Notice of meetings of the Board or of any standing committee shall be given in writing to each Member electronically at least ten (10) days prior to such meeting at the address of the road agency with which the Member is associated or such other address shall be requested by the Member. Notice of meetings of the Board or of any standing committee may be given by electronic transmission to each Member in a manner authorized by that Member. The notice shall

include a description of the means of remote communication by which a Board or committee Member may participate.

**Section 5.** Notice of any meeting may be waived in writing either before or after such meeting is held.

Section 6. Directors' attendance in-person at Board meetings is highly recommended.

**Section 7.** A majority of the Board or of any committee shall constitute a quorum to transact business and the acts of a majority of the Members present at a meeting at which a quorum is present shall be the acts of the Board or committee at any regular or special meetings, except as provided in Article V of these Bylaws. A Director of the Board or of any committee may participate in a meeting by conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with each other, provided that all participants are advised of the means of communication in use and the names of the participants in the conference are divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.

## ARTICLE VII

### SECTIONS AND DISTRICTS

**Section 1.** For the purpose of these Bylaws, the Association shall be divided into Sections which are identified below and the membership of each shall be as follows:

Southern Michigan County Road Agencies – Allegan, Barry, Berrien, Branch, Calhoun, Cass, Clinton, Eaton, Gratiot, Hillsdale, Huron, Ingham, Ionia, Jackson, Kalamazoo, Lapeer, Lenawee, Livingston, Monroe, Muskegon, Ottawa, Saginaw, Sanilac, Shiawassee, St. Clair, St. Joseph, Tuscola, Van Buren and Washtenaw.

Northern Michigan Road Commissions – Alcona, Alpena, Antrim, Arenac, Bay, Benzie, Charlevoix, Cheboygan, Clare, Crawford, Emmet, Gladwin, Grand Traverse, Iosco, Isabella, Kalkaska, Lake, Leelanau, Manistee, Mason, Mecosta, Midland, Missaukee, Montcalm, Montmorency, Newaygo, Oceana, Ogemaw, Osceola, Oscoda, Otsego, Presque Isle, Roscommon and Wexford.

Upper Peninsula Road Builders – Alger, Baraga, Chippewa, Delta, Dickinson, Gogebic, Houghton, Iron, Keweenaw, Luce, Mackinac, Marquette, Menominee, Ontonagon and Schoolcraft.

Urban Road Commissions – Genesee, Kent, Macomb, Oakland and Wayne.

The Sections are for administrative and representation purposes only, and the Sections are not authorized to take action on behalf of, or bind, the Association in any manner.

**Section 2.** For purposes of these Bylaws the Association shall be divided into Districts which are identified below and the membership of each shall be as follows:

Blue Water Highway District – Huron, Lapeer, Saginaw, Sanilac, St. Clair and Tuscola.

East Central District – Alcona, Arenac, Bay, Clare, Crawford, Gladwin, Iosco, Isabella, Midland, Ogemaw, Oscoda and Roscommon.

Great Lakes District – Alger, Baraga, Delta, Dickinson, Gogebic, Houghton, Iron, Keweenaw, Marquette, Menominee and Ontonagon.

Paul Bunyan District – Antrim, Benzie, Grand Traverse, Kalkaska, Lake, Leelanau, Manistee, Mason, Mecosta, Missaukee, Newaygo, Oceana, Osceola and Wexford.

Seven County District – Clinton, Eaton, Gratiot, Ionia, Livingston, Montcalm, and Shiawassee.

Southeastern District – Branch, Calhoun, Hillsdale, Ingham, Jackson, Lenawee, Monroe and Washtenaw.

Southwestern District – Allegan, Barry, Berrien, Cass, Kalamazoo, Muskegon, Ottawa, St. Joseph and Van Buren.

Straits Area Districts – Alpena, Charlevoix, Cheboygan, Chippewa, Emmet, Luce, Mackinac, Montmorency, Otsego, Presque Isle and Schoolcraft.

Urban District – Genesee, Kent, Macomb, Oakland and Wayne.

The Districts are for administrative and representation purposes only, and the Districts are not authorized to take action on behalf of, or bind, the Association in any manner.

## ARTICLE VIII

### PAYMENT FOR SERVICES

**Section 1.** Each Member ~~road agency~~ shall pay the Association annual service charges which ~~are subject to change by the Association at any time,~~ in accordance with the following schedule with revenues defined as the total previous calendar year allocation to the county from the Michigan Transportation Fund.

For fiscal year beginning April 2015:

- I. Revenues up to \$1,000,000, multiply amount by 0.003874.
- II. Revenues from \$1,000,000 to \$5,000,000, multiply amount minus \$1,000,000 by 0.001586 and add \$3,874.

- III. Revenues from \$5,000,000 up to \$10,000,000, multiply amount minus \$5,000,000 by 0.00091 and add \$10,218.
- IV. Revenues from \$10,000,000 up to \$20,000,000, multiply amount minus \$10,000,000 by 0.000676 and add \$14,768.
- V. Revenues over \$20,000,000, multiply amount minus \$20,000,000 by 0.000455 and add \$21,528.
- VI. Add \$200 to the result for each Member receiving revenue from a State Trunkline Maintenance Contract.
- VII. Add the current annual dues to the result for each Member to cover the annual dues for one membership in the National Association of County Engineers. The amount shall be adjusted annually to reflect the current annual dues of the National Association of County Engineers.

**Section 2.** Such payment shall be made by each Member in advance, promptly upon receipt of billing, either annually or in such other installments as may be determined by the Board.

## **ARTICLE IX**

### **FISCAL YEAR**

**Section 1.** The fiscal year of the Association shall begin on October 1 of each year.

## **ARTICLE X**

### **MEMBER VOTE BY BALLOT**

Any action the Members are required or permitted to take at an annual or special meeting, including the election of Directors may be taken without a meeting if the Association provides a ballot to each Member that is entitled to vote on the action. The ballot shall include all of the following:

- (a) Set forth each proposed action.
- (b) Provide an opportunity for Members to vote for or against each proposed action.

(c) Specify that in order to be counted as a vote of the Members the ballot must be received by the Association not less than 20 days or more than 90 days after the date the Association provides the ballot to the member.

In the event the Michigan Nonprofit Corporation Act (the "Act") is amended to modify the ballot voting rules, this Section shall be automatically modified to incorporate any modifications to the Act, without action by the Association.

## ARTICLE XI

### AMENDMENTS

**Section 1.** Proposed amendments to these Bylaws shall be presented either to the Board or to the Members, more than thirty (30) days prior to the Board or Member annual meeting; and, if approved by either, shall require a majority vote of all Members for adoption.



**County Road Association  
OF MICHIGAN**

101 S. WASHINGTON SQUARE, STE. 200  
LANSING, MI 48933

**OFFICIAL BALLOT**

In accordance with Article X of the current Constitution and Bylaws of the County Road Association (ca 2019), a majority vote by letter ballot is required for adoption of an amendment to the Constitution and Bylaws.

This ballot proposes amendments to the CRA Constitution and Bylaws as noted in the cover memo and specifically delineated in the enclosed GREEN LINE (new language) / RED LINE (proposed deletion) revision. (We have also enclosed a "clean copy" as if proposed changes were accepted for your review.)

DOES YOUR ROAD AGENCY APPROVE OF THE REVISED CRA CONSTITUTION AND  
BYLAWS?

YES ( )

NO ( )

Please place ballot in the enclosed BALLOT envelope, seal it, place it in the enclosed, postage-paid CRA-addressed envelope and return so that it will arrive by **Friday, August 23, 2024**, to:

County Road Association of Michigan  
110 S. Washington Sq., Ste. 200  
Lansing, MI 48933

Attached: Cover memo  
Bylaws – "Green Line / Red Line" version  
Bylaws – "clean copy"  
Ballot  
Internal BALLOT envelope  
Return envelope, postage paid



# Otsego County Road Commission Agenda Item Report

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**FROM:** Kirk Harrier, Managing Director  
**MEETING DATE:** July 11, 2024  
**AGENDA ITEM:** 8. C  
**SUBJECT:** Livingston Township Cost Share Agreements

**DESCRIPTION**

Attached are two cost share agreements for projects that were requested by Livingston Township to perform work on Five Lakes Road and Al Do Ro Va Drive. Agreements are drafted for a 75/25 cost share split of the contract bid price between OCRC and the Township (75% Township & 25% Road Commission).

**BUDGET ACTION REQUIRED**

N/A

**LEGAL REVIEW**

N/A

**SAMPLE MOTIONS**

Motion to **approve/deny** the 75/25 cost share agreements between the Otsego County Road Commission and Livingston Township for Five Lakes Road and Al Do Ro Va Drive as presented.



**OTSEGO COUNTY ROAD COMMISSION  
PROJECT COST SHARE AGREEMENT WITH LIVINGSTON TOWNSHIP  
FIVE LAKES ROAD REHABILITATION PROJECT**

This TOWNSHIP PROJECT COST SHARE AGREEMENT made and entered into this 11th day of July, 2024, by and between the Otsego County Road Commission, (hereinafter “Road Commission”) a government entity of 669 W. McCoy Rd., Gaylord, MI 49735, and Livingston Township (hereinafter “Township”), of 3218 Old 27 N., Gaylord, MI 49735.

**WITNESSETH:**

**WHEREAS**, the Township desires certain work be performed by the Road Commission on local and/or primary roads within Township under the authority provided in Act 51 of P.A. of 1951, as amended; and,

**WHEREAS**, the parties hereto are desirous of entering into a contract relative to their participation in the costs of the improvements and/or repairs as hereinafter set forth.

**NOW, THEREFORE**, in consideration of the mutual covenants and promises herein contained, it is agreed by and between the parties as follows:

IT IS AGREED, that the Road Commission will perform the following work after the project is bid and awarded:

**HMA wedge and chip seal Five Lakes Road from Murner to Holly Lane (Approx 1,300 ft in length).**

**The Parties further agree:**

1. All engineering with respect to said improvement and/or repairs shall be performed by the Road Commission and all construction shall be under the supervision of and in accordance with the plans and specifications prepared by the Road Commission. The Road Commission will proceed with the above work with the timeline for completion at its sole discretion. Road Commission personnel will oversee all aspects of the work.
2. The estimated cost of this project is \$51,700 construction, \$5,000 design engineering, \$7,500 construction/inspection engineering, for a **total project cost of \$64,200.**
3. The Township hereby agrees to pay 75% of construction costs (\$38,775) towards the project. The parties acknowledge the actual cost of the project may be more due to overruns, additional engineering costs, testing/inspection costs, Road Commission administrative costs, etc. However, the Township will only be responsible for \$38,775.
4. Payment by the Township is due within 30 days when invoiced by the Road Commission upon substantial completion of the project.
5. The Road Commission and Township agree to abide by all local, State, and Federal laws, rules, and regulations.

6. By the execution of this Agreement by the Township, the Township does hereby certify to the Road Commission that this Agreement has been signed by its Supervisor and Clerk on behalf of said Township, after being properly authorized to do so by the Township Board by a majority of said Township Board at a meeting duly called at which a quorum was present.

**LIVINGSTON TOWNSHIP BOARD**

The undersigned Township officers hereby certifies that they were authorized to enter into this Agreement at a meeting of the Livingston Township Board held on the \_\_\_\_\_ day of \_\_\_\_\_, 2024.

LIVINGSTON TOWNSHIP BOARD

LIVINGSTON TOWNSHIP BOARD

\_\_\_\_\_  
By: Norm Brecheisen  
Its: Supervisor

\_\_\_\_\_  
By: Elizabeth Mench  
Its: Clerk

**BOARD OF OTSEGO COUNTY ROAD COMMISSION**

The undersigned hereby certifies that they were authorized to enter into this Agreement at a meeting of the Board of County Road Commissioners of Otsego County held on the 11th day of July, 2024.

BOARD OF COUNTY ROAD COMMISSIONERS  
OF OTSEGO COUNTY

\_\_\_\_\_  
By: Troy Huff  
Its: Chairman

**OTSEGO COUNTY ROAD COMMISSION  
PROJECT COST SHARE AGREEMENT WITH LIVINGSTON TOWNSHIP  
AL DO RO VA DRIVE REHABILITATION PROJECT**

This TOWNSHIP PROJECT COST SHARE AGREEMENT made and entered into this 11th day of July, 2024, by and between the Otsego County Road Commission, (hereinafter “Road Commission”) a government entity of 669 W. McCoy Rd., Gaylord, MI 49735, and Livingston Township (hereinafter “Township”), of 3218 Old 27 N., Gaylord, MI 49735.

**WITNESSETH:**

**WHEREAS**, the Township desires certain work be performed by the Road Commission on local and/or primary roads within Township under the authority provided in Act 51 of P.A. of 1951, as amended; and,

**WHEREAS**, the parties hereto are desirous of entering into a contract relative to their participation in the costs of the improvements and/or repairs as hereinafter set forth.

**NOW, THEREFORE**, in consideration of the mutual covenants and promises herein contained, it is agreed by and between the parties as follows:

IT IS AGREED, that the Road Commission will perform the following work after the project is bid and awarded:

**HMA wedge and overlay Al Do Ro Va Drive (Approx 4,400 ft in length).**

**The Parties further agree:**

1. All engineering with respect to said improvement and/or repairs shall be performed by the Road Commission and all construction shall be under the supervision of and in accordance with the plans and specifications prepared by the Road Commission. The Road Commission will proceed with the above work with the timeline for completion at its sole discretion. Road Commission personnel will oversee all aspects of the work.
2. The estimated cost of this project is \$111,000 construction, \$5,000 design engineering, \$7,500 construction/inspection engineering, for a **total project cost of \$123,500.**
3. The Township hereby agrees to pay 75% of construction costs (\$83,250) towards the project. The parties acknowledge the actual cost of the project may be more due to overruns, additional engineering costs, testing/inspection costs, Road Commission administrative costs, etc. However, the Township will only be responsible for \$83,250.
4. Payment by the Township is due within 30 days when invoiced by the Road Commission upon substantial completion of the project.
5. The Road Commission and Township agree to abide by all local, State, and Federal laws, rules, and regulations.

6. By the execution of this Agreement by the Township, the Township does hereby certify to the Road Commission that this Agreement has been signed by its Supervisor and Clerk on behalf of said Township, after being properly authorized to do so by the Township Board by a majority of said Township Board at a meeting duly called at which a quorum was present.

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LIVINGSTON TOWNSHIP BOARD

LIVINGSTON TOWNSHIP BOARD

\_\_\_\_\_  
By: Norm Brecheisen  
Its: Supervisor

\_\_\_\_\_  
By: Elizabeth Mench  
Its: Clerk

**BOARD OF OTSEGO COUNTY ROAD COMMISSION**

The undersigned hereby certifies that they were authorized to enter into this Agreement at a meeting of the Board of County Road Commissioners of Otsego County held on the 11th day of July, 2024.

BOARD OF COUNTY ROAD COMMISSIONERS  
OF OTSEGO COUNTY

\_\_\_\_\_  
By: Troy Huff  
Its: Chairman