Buhl Building • 535 Griswold St Suite #600 • Detroit, MI 48226

SMART Special Board Policy Committee Meeting

October 28, 2026

MEMORANDUM

TO: SMART Special Board Policy Committee

FROM: Chairperson

DATE: October 28, 2026

SUBJECT: Call to Order

Buhl Building • 535 Griswold St, Suite 600 • Detroit, MI 48226 • (313) 223-2100

ROLL CALL

Date: October 28, 2026

MS. SHEILA COTE

MS. DIANA MCBROOM

MR. ASSAD TURFE

SMART Board Policy Committee Meeting
Agenda Wednesday, October 28, 2026
2:00 P.M.
Via Zoom
535 Griswold, Suite 600
Detroit, MI 48226

	ITEM	ACTION	PRESENTED BY
1.	Call to Order		Committee Chairperson
2.	Roll Call		Committee Chairperson
3.	Adoption of Agenda		Committee Chairperson
4.	Certification of Public Notice	Approval	Tiffany Martin
5.	Public Comment		
6.	General Manager's Report	Information	Tiffany Gunter
7.	Overview of Committee Business	Information	Laura Bieniek
8.	Committee Business	Approval	Committee Chairperson
	a. Recommendation to update SMART board Policy No. 13 (Code of Ethics)		
	b. Recommendation to update SMART board Policy No. 10 (Charter Bus Service)		
	c. Recommendation to amend the SMART By-Laws to provide for 1) the replacement of the title "Board Secretary" with "Board Administrator," 2) the replacement of the term "Executive Session" with "Closed Session," and 3) the revision of the purposes for which the Board can enter closed session.		
	d. Recommendation to amend the name of the Special Board Policy Committee to the Policy/Administration Committee and Set Recurring Bi-Monthly Meetings.		
9.	Adjournment	Discussion	Committee Chairperson

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PUBLIC NOTICE

SMART will hold its Board of Directors Policy Committee meeting on Wednesday, October 28, 2026 at 2:00 P.M. via Zoom. The agenda can be found on SMART's website: http://www.smartbus.org/About/Our-Organization/Board-of- Directors/Board-Meeting-Schedule. Members of the public may attend via Zoom. The Meeting will be live streamed on YouTube and available at the following link: https://www.youtube.com/@MySMARTBus.

To attend virtually; on a smartphone, tablet, or computer; please enter this URL in a web browser:

- https://smartbus.zoom.us/j/86728758619
- Via phone only, please dial: +1 305 224 1968
- Webinar ID: 867 2875 8619 (no password required)
- One-tap mobile: +19292056099,,86728758619# US

Members of the public may also submit a written comment by emailing SMARTBoard@smartbus.org by 1:00 P.M. on the day of the meeting.

Requests for reasonable accommodations at SMART require advanced reservations. Individuals with disabilities requiring assistance should contact SMARTBoard@smartbus.org or 313-223-2110 as soon as possible. If you have difficulties joining the virtual session, contact SMARTBoard@smartbus.org and we will assist you to the best of our abilities.

Public Comment will proceed as follows:

- All comments: 3-minute limit per member of the public.
- Public comments will be received in the following order:
  1. Members of the public present via Zoom
  2. Written comments via email.

Public comment shall be allowed for one participant at a time. Participants shall not speak until recognized by the Chairperson. Each participant will be required to provide their name, county of residence, and the topic they would like to address. Online participants must also provide an email address, by sending the email address to SMARTBoard@smartbus.org. Online participants must also have camera access.

Virtual participation will be facilitated through Zoom. To register to speak via Zoom, a comment participant must "raise hand." The meeting administrator will select individuals in the order received. Online participants will have 3 minutes to speak. Participants will be muted when the time expires. The Chairperson shall designate a timekeeper for purposes of enforcing the time limit.

MEMORANDUM

TO: SMART Special Board Policy Committee

FROM: Chairperson

DATE: October 28, 2026

SUBJECT: Public Participation

MEMORANDUM

TO: SMART Special Board Policy

FROM: General Manager

DATE: October 28, 2026

SUBJECT: General Manager's Report

MEMORANDUM

TO: SMART Special Board Policy Committee

FROM: General Counsel

DATE: October 28, 2026

SUBJECT: Overview of Committee Business

MEMORANDUM

TO: SMART Special Board Policy Committee

FROM: General Counsel

DATE: October 28, 2026

SUBJECT: Committee Business

13

Suburban Mobility Authority
for Regional Transportation

Official Policy

Date March 16, 1976
Number 13

Subject

Governor's Code of Ethics

Purpose

To establish a Code of Ethics

See Bod By-Laws Art III sec 6

Scope

All SMART employees and members of the Board.

Procedure

Executive Order 1973-4 is hereby adopted by the SMART Board.

STATE OF MICHIGAN

EXECUTIVE OFFICE - LANSING
CODE OF ETHICS FOR STATE EMPLOYEES AND APPOINTED OFFICIALS

EXECUTIVE ORDER

1973-4

By virtue of the authority vested in me, by the Constitution and laws of the State of Michigan, I, William G. Milliken, Governor of Michigan, do hereby proclaim the following Code of Ethics for state employees and appointed officials.

I. DECLARATION OF POLICY

Where government is based on the consent of the governed, every citizen is entitled to have complete confidence in the integrity of his government. The public judges its government by the way state employees and appointed officials conduct themselves in the performance of their respective duties. Devotion to the public trust is an essential part of the obligation of public service. State employees and appointed officials are the trustees of an important branch of our system of government in which the people must be able to place their absolute trust; for the preservation of their welfare; their safety and all in which they believe.

Subject

Governor's Code of Ethics

Procedure (continued):

The proper operation of democratic government requires that state employees and appointed officials be independent, impartial and responsible to the people. State employees and appointed officials must avoid all situations where prejudice, bias, or opportunity for personal gain could influence their decisions. Even the appearance of improper conduct should be avoided.

The purpose of these standards is to provide each state employee and appointed official with a clear understanding of the behavior expected of them in the performance of their public responsibilities and to give the citizens in Michigan a standard by which they may be assured that these responsibilities are being faithfully performed.

2. APPLICATION

The standards of ethical conduct set forth in this Code of Ethics shall be applicable without exception to all employees, classified or unclassified, of the executive branch of the State of Michigan and to all officials who have been appointed by the Governor.

Nothing in the code shall be interpreted as denying any employee his rights under the State Civil Service System. In every proceeding with regard to these standards, fundamental due process shall be followed.

3. RESPONSIBILITIES OF STATE EMPLOYEES AND APPOINTED OFFICIALS

State employees and appointed officials are agents of the public and, while performing duties for the benefit of the public, are bound to uphold, support and defend the Constitution of the United States and the Constitution of the State of Michigan and to administer its laws fairly.

Employees and officials must faithfully discharge their duties to the best of their ability without regard to age, race, creed, sex, national origin,

or political belief. The public interest must be their primary concern and their conduct in both official and private affairs should be above reproach.

An employee or appointed official may express their personal views with respect to public issues, however, they shall not by use of their position, represent their personal opinions as those of their agency.

Public trust imposes upon the employees and appointed officials the necessity to pledge themselves to the proper use of manpower, property and funds under their care and to continue economy and efficiency in the performance of their duties.

4. CONFLICT OF INTEREST

The vast majority of state employees and appointed officials are dedicated servants of the public trust and perform their duties with the utmost integrity. In order that they might clearly understand the areas of possible conflict and avoid situations involving the suspicion of conflict, the following guidelines are set forth.

a. Confidential Information - A state employee or appointed official shall not divulge any confidential information to any unauthorized person or release any such information in advance of the time prescribed for its authorized release for their own personal gain or for the gain of others. An employee shall not engage, directly or indirectly, in any personal business transactions or private arrangement for personal profit which accrues from or is based upon their official position or authority, or upon confidential information to any unauthorized person or release any such information in advance of the time prescribed for its authorized release for their own personal or for the gain of others. An employee shall not engage, directly or indirectly, in any personal business

transactions or private arrangements for personal profit which accrues from or is based upon their official position or authority, or upon confidential information which they gained by reason of such position or authority.

b. Gifts and Favors - State employees or appointed officials shall not, directly or indirectly, solicit, accept, or agree to accept any gift of money or goods, loans or services or other proffered arrangements for personal benefit under any circumstances which would tend to influence or have the appearance of influencing the manner in which they perform their work, make their decisions or otherwise perform their their duties. A state employee or appointed official shall not grant or make available to any person any consideration, treatment, advantage or favor beyond that which it is the general practice to grant or make available to the public at large.

c. Representation of Private Interests A state employee shall not represent or act as agent for any private interest, whether for compensation or not, in any transaction in which the state has a direct interest. An appointed official shall not represent or act as agent for any private interest, whether for compensation or not, in any transaction in which the state has a direct and substantial interest and which could reasonably be expected to result in a conflict between the private interests of the official and his official state responsibilities.

In addition, there shall be no attempt to influence any proceeding between private interests and the state in which law or agency regulation requires that a decision be made solely on the record of formal hearing.

d. Supplementary Employment - A state employee or appointed official employed by the state shall not engage in or accept private employment or

render services for private interest when such employment or service is incompatible or in conflict with the proper discharge of their official duties or would tend to impair their independence or judgment or action in the performance of their official duties. All state employees shall fully comply with the Rules of the Department of Civil Service regarding supplementary employment.

e. Investments in Conflict with Public Responsibilities
- A state employee or appointed official who participates in the negotiations of contracts, the making of loans, the granting of subsidies, the fixing of rates, or the issuance of valuable permits or certificates to any business entity shall not have, directly or indirectly, any financial or personal interest in that business entity.

5. ENFORCEMENT

Any employee or appointed official who violates the provisions of this Code shall be subject to such disciplinary action as is appropriate under the circumstances and in accordance with the rules and regulations promulgated by the Civil Service Commission.

6. BOARD OF ETHICS

A Board of Ethics is hereby established within the Executive Office of the Governor consisting of five members from the general public who are not personally subject to this Code of Ethics and one of who shall be designated as Chairman by the Governor.

The members shall be appointed by and serve at the pleasure of the Governor. These members of the Board shall constitute a quorum and the affirmative vote of the majority of those present shall be necessary for any action. Members may not nominate an alternate or representative to cast votes on

any matter coming to the attention of the Board. Members of the Board shall serve without salary but shall be reimbursed for their actual and necessary expenses incurred in the performance of their duties.

The Powers and Duties of the Board shall be as follows:

a. to recommend from time to time such orders, rules, regulations, and changes as it deems necessary and proper to supplement, administer and implement or amend the provisions of the Code of Ethics, which recommendations, when approved by the Governor, shall become part of this Code of Ethics.

b. to investigate and render advisory opinions to state employees and appointed officials or their appointing authorities with respect to any matter or transactions in which said employees and officials are involved concerning the applicability of this Code of Ethics. The Board may publish such advisory opinions with such deletions as may be necessary to prevent disclosure of the identity of the employee who may request such an opinion.

c. to investigate any alleged violation of the Code by a state employee or appointed official involved in the alleged violation shall request the Board to make such investigation. A written report of the results of the Board's investigation shall be made to the appointing authority and the employee or appointed official involved.

d. to investigate an alleged violation of the Code of Ethics upon the written request of the Governor, the State Personnel Director and the Attorney General, or the Auditor General, and to submit written report to the requesting official and the employee or appointed official involved.

Subject

Governor's Code of Ethics

Procedure (continued):

e. to conduct informal hearings prior to rendering an opinion or report in any particular matter whenever the Board deems it appropriate for a hearing to be held or whenever a state employee who may be substantially affected by the opinion or report in the matter requests a hearing. Such hearing may be held by the Board itself or by a hearing officer designated by the Chairman of the Board, whichever the chairman appropriate in any particular instance. The chairman may designate as a hearing officer any member of the Board or, with the approval of the State Personnel Director, an employee of the Department of Civil Service. Whenever a hearing is conducted by a hearing officer instead of the Board itself, the hearing officer must submit a written report of the hearing to the Board.

f. an opinion or report of the Board rendered under subparagraph b, c and d may be utilized as a basis for any administrative action appropriate under the circumstances and in accordance with the rules and regulations promulgated by the Civil Service Commission.

g. the Board of Ethics is not empowered to take direct administrative action but, rather, its function shall be solely advisory and investigatory as provided for herein.

/s/ William G. Milliken
Governor of Michigan

/s/ Richard H. Austin
Secretary of State

Date: October 22, 2026

Number: 13

Subject

Code of Ethics and Standards of Conduct

Purpose

To establish Code of Ethics consistent with the State Ethics Act (Act 196 of 1973) and Standards of Conduct consistent with the Federal Transit Administration Master Agreement.

Scope

All SMART employees, officers, and members of the Board. This Policy supersedes and replaces the Board Ethics Policy No. 13, dated March 16, 1976.

Procedure

I. Code of Ethics

SMART is committed to conducting business with transparency, responsibility, and accountability. As a steward of public funds, SMART recognizes that its employees, officers, and directors must act with honesty, integrity, and in compliance with all applicable laws and regulations. SMART employees, officers, and directors must avoid all situations where prejudice, bias, or opportunity for personal gain could influence their decisions. Even the appearance of improper conduct should be avoided. In furtherance of these goals, SMART adopts the following Code of Ethics, consistent with the State Ethics Act (Act 196 of 1973):

(1) A public officer or employee shall not divulge to an unauthorized person, confidential information acquired in the course of employment in advance of the time prescribed for its authorized release to the public;

(2) A public officer or employee shall not represent his or her personal opinion as that of an agency;

(3) A public officer or employee shall use personnel resources, property, and funds under the officer or employee's official care and control judiciously and solely in accordance with prescribed constitutional, statutory, and regulatory procedures and not for personal gain or benefit;

(4) A public officer or employee shall not solicit or accept a gift or loan of money, goods, services, or other thing of value for the benefit of a person or organization, other than the state, which tends to influence the manner in which the public officer or employee or another public officer or employee performs official duties;

(5) A public officer or employee shall not engage in a business transaction in which the public officer or employee may profit from his or her official position or authority or benefit financially from confidential information which the public officer or employee has obtained or may obtain by reason of that position or authority;

(6) A public officer or employee shall not engage in or accept employment or render services for a private or public interest when that employment or service is incompatible or in conflict with the discharge of the officer or employee's official duties or when that employment may tend to impair his or her independence of judgment or action in the performance of official duties.

(7) A public officer or employee shall not participate in the negotiation or execution of contracts, making of loans, granting of subsidies, fixing of rates, issuance of permits or certificates, or other regulation or supervision relating to a business entity in which the public officer or employee has a financial or personal interest.

II. Standards of Conduct

The FTA Master Agreement requires that all Recipients of federal funds have a policy in place regarding standards of conduct to avoid conflicts of interest as it relates to third party contracts. In accordance with that directive, SMART hereby adopts the following Policy:

No employee, officer or member of the SMART Board of Directors shall solicit, select, award, administer, or be a party, directly or indirectly, to any contract between him/herself and any firm of which he/she is a partner, member, current employee, or of which he/she is about to be an employee. Kinship shall extend to all parents, children, grandparents, grandchildren, uncles, aunts, first cousins, nephews or nieces whether related by marriage or blood.

No employee, officer or member of the SMART Board of Directors shall accept a gratuity, favor, or anything of monetary value from a present or potential contractor, unless the gift is unsolicited and has an insubstantial financial or nominal intrinsic value.

Should an employee, officer, or member of the Board violate this written Standard of Conduct, SMART shall take appropriate remedial action which may include the cancellation of an awarded contract, reconsideration of a past vote, or other disciplinary action.

10

Suburban Mobility Authority
for Regional Transportation

Official Policy

Date November 19, 1973
Number 10

Subject

Free Charter Bus Service

Purpose

Establish restrictions in the use of SMART charter services.

Scope

Applicable to all organizations.

Procedure

All Charter bus service rendered by SMART will be at the standard rates. Free service will not be provided for charities, municipalities, schools or other agencies, however worthy may be their cause. The only exception to this rule will be that, when buses are requested by committees, caucuses, or other groups of the legislature, and the buses are to be used primarily by legislators rather than by one or two legislators and a lot of other people, such service may be provided at the discretion of the General Manager without charge.

Date: October 22, 2026

Number: 10

Subject

Charter Bus Service Policy

Purpose

Establish restriction of charter services pursuant to FTA rules and regulations.

Scope

Applicable to all organizations, including all SMART community partners and subrecipients. This Policy supersedes and replaces the previous Policy No. 10, adopted by the SMART Board of Directors on November 19, 1973.

Procedure

The purpose of this policy is to establish the Authority's position regarding the provision of charter bus service and to ensure compliance with all applicable federal, state, and local laws, including the Federal Transit Administration (FTA) Charter Service Regulations, 49 C.F.R. Part 604.

As a recipient of FTA financial assistance, the Authority recognizes its obligation to avoid unfair competition with private charter operators and to limit the provision of charter service to those circumstances expressly permitted under federal law.

Policy Statement

The Authority shall not provide charter bus service except as authorized by applicable federal regulations, statutes, grant agreements, or FTA-approved exceptions.

The Authority's primary mission is to provide public transportation services within its service area. Authority resources acquired, maintained, or operated with federal assistance shall be used in a manner consistent with that public transportation mission and applicable FTA requirements.

Applicability

This policy applies to:

- All Authority-owned, leased, or federally assisted vehicles, including those used by SMART community partners and subrecipients;
- All employees, officers, and agents of the Authority, as well as community partners and subrecipients;

- All requests for transportation that may constitute charter service under federal regulations; and
- Any agreements involving special transportation services, event transportation, exclusive-use transportation, or transportation requested by third parties.

Definitions

For purposes of this policy, the definitions contained in 49 C.F.R. Part 604 shall apply.

Generally, "charter service" means transportation provided at the request of a third party for the exclusive use of a bus or van for a negotiated price, where the third- party controls scheduling, origins, destinations, or passenger groups, or where transportation is provided for a special event under circumstances described in federal regulations.

Prohibited Activities

Unless specifically authorized under an applicable federal exemption or exception, the Authority shall not:

1. Provide exclusive-use bus transportation for private groups;
2. Enter into agreements to transport passengers for weddings, conventions, athletic events, excursions, tours, festivals, or similar events;
3. Compete with private charter operators; or
4. Use federally funded vehicles, facilities, equipment, or personnel to provide charter service in violation of FTA regulations.

Exemptions

The following qualify as exemptions, which are not considered charter service and are exempt from notification, record-keeping, and quarterly reporting requirements:

A. Transportation of Employees, Contractors, and Government Officials

Transportation for employees, other transit systems' employees, transit management officials, transit contractors and bidders, government officials and their contractors, and official guests to or from transit facilities or projects within its geographic service area or proposed geographic service area for the purpose of conducting oversight functions such as inspection, evaluation, or review.

B. Emergency Preparedness Planning and Operation

Transportation for employees, other transit systems' employees, transit management officials, transit contractors and bidders, government officials and their contractors, and official guests for emergency preparedness planning and operations.

C. Emergency Response

Transportation for up to 45 days for actions directly responding to an emergency declared by the President, Governor, or Mayor or in an emergency requiring immediate action prior to a formal declaration.

D. Other FTA-Authorized Exemptions

Any other exemption specifically authorized by federal statute, regulation, FTA guidance, advisory opinion, or administrative determination.

Permitted Exceptions

The Authority may provide transportation services that qualify under an exception recognized in 49 C.F.R. Part 604, including but not limited to:

A. Government Officials

Transportation for government officials conducting official government business when authorized by federal regulations.

B. Qualified Human Service Organizations (QHSOs)

Transportation provided to Qualified Human Service Organizations or eligible human-service agencies as authorized by federal regulations.

C. No Registered Charter Provider Available

Transportation provided when the Authority has followed the required notification procedures and no registered private charter provider is willing and able to perform the requested service.

E. Other FTA-Authorized Exceptions

Any other exception specifically authorized by federal statute, regulation, FTA guidance, advisory opinion, or administrative determination.

Review of Charter Requests

All requests that could constitute charter service shall be reviewed by the General Manager or Deputy General Manager before approval.

The review shall determine:

1. Whether the requested service constitutes charter service;
2. Whether an applicable regulatory exception exists;
3. Whether notification to registered private charter providers is required;

4. Whether reporting requirements apply; and
5. Whether providing the service would create legal, financial, operational, or compliance risks.

No employee shall commit Authority resources to a charter service request without proper review and authorization.

Documentation and Reporting

The Authority shall maintain records sufficient to demonstrate compliance with all applicable FTA charter service requirements, including:

- Requests received;
- Determinations made;
- Notices provided to private charter operators;
- Responses received;
- Services performed under permitted exceptions; and
- Required reports and certifications.

Records shall be retained in accordance with federal retention requirements.

BY-LAWS AND RULES OF PROCEDURE

OF

SUBURBAN MOBILITY AUTHORITY for REGIONAL TRANSPORTATION

Approved April 29, 2008; Amended February 23, 2023; Amended August 28, 2025; Amended October 22, 2026

PREAMBLE

This public body corporate, having been created by the Metropolitan Transportation Act of 1967, P.A. 204, Public Acts of the State of Michigan, as Amended ("The Act") is named Suburban Mobility Authority for Regional Transportation and pursuant to Section 6 (a) of the Act, power is granted to the Board of Directors of the Authority (The Board) to make such rules and By-Laws for its government as it may deem appropriate, not inconsistent with the Act creating the Authority.

ARTICLE I

OFFICES

Section 1. Office. The principal office of the Authority shall be at such place in the area under the jurisdiction of the Authority as shall be designated by the Board from time to time.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The property affairs and business of the Authority shall be managed by the Board to the extent of the powers and authority delegated to the Board by the Act. No person shall be entitled to exercise a proxy vote for any Board Member.

Section 2. Number Tenure and Qualifications. The Authority shall be governed by a Board consisting of seven (7) Members. The appointment, qualification and terms of office of Board Members shall be as provided in Section 10(2) of Act 204, P.A. 1967 as amended.

Section 3. Regular Meetings. Regular meetings of the Board shall be held a minimum of quarterly at such times and places as shall be designated from time to time by standing resolution of the Board. In all respects, each shall be identical in format. At such meetings the Board may transact such business as may be brought before the meeting. The annual Meeting will be held in the month of October.

Section 4. Order of Business. Conduct of a Regular or Special Meeting shall require the following Order of Business: 7./

(1) Call to Order by Chairperson

(2) Roll call to determine quorum

(3) Adoption of agenda

(4) Certification of public notice
(5) Action on minutes of prior Regular and/or Special Board Meetings.

(A) Receipt of minutes and reports of standing and/or ad hoc committee meetings

(B) Proposed Business

(6) Public participation as requested through the Chairperson

(7) Chairperson's Report

(8) General Manager's Report (Informational Items Only)

(9) Board Briefings

(10) Financial Report

(11) Unfinished Business

(12) New Business

(13) Special Reports

(14) Member Business

(15) Adjournment

Section 5. Agenda Materials. Preparation of the Agenda Materials for Annual, Regular and Special Board Meetings shall be the responsibility of the General Manager with consultation of the Chairperson.

Section 6. Special Meetings. A Special Meeting of the Board may be called at any time by the Chairperson at his/her discretion. A Special Meeting shall also be called by the Chairperson after having received a written request by four Members of the Board. Within 48 hours of receipt of written request by four Members of the Board the Chairperson shall schedule the Special Meeting within 10 calendar days from the date of receipt of the fourth written request. Notice of Special Meetings stating the purpose shall be given to each Member of the Board not less than 48 hours prior to the day named for the meeting either by mail, e-mail or orally, provided that, if said notice is given orally it shall be confirmed by sending a copy thereof through the mail or by e-mail, charges prepaid to the address supplied by the Members of the Board to the Authority for the purposes of notice. A written notice shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with e-mail receipt for transmission to each person.

Section 7. Public Notice of Regular or Special Meetings. The Board shall hold all Regular Public Meetings at specified times and places, of which notice shall be given. Public Notice of the Schedule or Regular Meetings for the following fiscal year shall be posted within 10 days after the first regular meeting for each fiscal year and shall show the regular dates and times for meetings and the place at which meetings are held. Public Notice of each Special (or of each rescheduled Regular or Special Meeting) shall be posted at least 18 hours before the meeting giving the date time and place of each meeting. If there is a change in the schedule of Regular Meetings of the Board, a Public Notice stating the new dates, times and places shall be posted within three days, after the

meeting at which the change is made. Any meeting which is recessed for more than 36 hours shall be reconvened only after Public Notice has been posted at least 18 hours before the reconvened meeting. Public Notice shall be posted prominently at the Principal Office of the Authority or at the Public Building in which the meeting is to be held and on the Authority's web site. 1./ Upon written request of an individual, organization, firm or corporation the Board Administrator shall send to the requesting party, by first class mail an advance copy of the notice for a Regular or Special Meeting of the Board. 2./ 9./ The Board Administrator shall supply on request copies of the public Notice of any Regular or Special Meetings thereof to any radio or television station in the state. 9./

Section 8. Minutes of Regular and Special Meetings. The Board Administrator shall keep minutes of each Regular and Special Meeting of the Board showing the date, time, place, members present, members absent and any decision made at the meeting. 9./ The minutes shall be public records open to public inspection and shall be available at the principal office of the Authority. Copies of the minutes shall be available to the public. Proposed minutes shall be available for public inspection not later than eight business days after the meeting to which the minutes refer. Approved minutes shall be available for public inspection not later than 5 business days after the meeting at which the minutes are approved by the Board. 3./

Section 9. Closed Sessions of the Board. 9./ The Board may meet in closed sessions only for purposes permitted pursuant to the Michigan Open Meetings Act, MCL 15.261

et seq. 4./ 9./ The procedure governing any closed session, including voting requirements to initiate a closed session, shall comply with the Michigan Open Meetings Act, MCL 15.261 et seq. 9./

For all closed sessions a separate set of minutes shall be maintained by the Board Administrator. 9./

Section 10. Quorum. At least one (1) member of the Board from each of Macomb, Oakland and Wayne County and at least four (4) members of the Board in total shall be necessary to constitute a quorum for a meeting. 5./

Section 11. Voting. All official action by the Board shall be taken in public session and shall be by resolution. The affirmative vote of at least one (1) member of the Board from each of Macomb, Oakland and Wayne County for at least a majority of all members of the Board shall be necessary for the adoption of any resolution. All votes of the Board shall be taken and recorded by the Administrator. 9./ A roll call vote shall be taken when called for by any member of the Board.

Section 12. Vacancies. Any vacancy occurring among the members of the Board by reason or death, resignation, disqualification, incapacity to serve, removal from office in accordance with law, or otherwise, shall be filled in the manner provided for by Section 10 (2) of Act 204, P.A. 1967, as amended. No vacancies on the Board impair the power of the Board to transact any and all business of the Authority and perform all its duties as provided for by the Act.

Section 13. Compensation. In accordance with Act 204, P.A. 1967, as amended, each member of the Board shall receive reimbursement for expenses incurred in the discharge of his/her duties as a Board Member.

Section 14. Issue Policy Memoranda. The Board shall from time to time issue policy memoranda, the purpose of which is to maintain continuity, coherence, and consistency in the policies of the Board for the benefit of all Board members and for the guidance of the General Manager as Chief Executive Officer and staff.

ARTICLE III

OFFICE OF THE BOARD, GENERAL MANAGER

Section 1. General Manager. The Board shall appoint and employ a General Manager in accordance with Act 204, P.A. 1967, as amended. The General Manager shall have the power to appoint such officers, employees and agents as necessary to carry out the purposes of the Authority under the general policy direction of the Board. 6./

The General Manager shall designate an Administrator to the Board who shall record all the minutes of the meetings of the Board in a book or books to be kept for that purpose; shall see that notices of all meetings of the Board are given in accordance with law and these By-Laws; shall record all votes of the Board and shall insure that all records and reports are properly kept and filed by the Authority as required by law; shall be the

custodian of the Seal of the Authority; and shall see that it is affixed to all documents to be executed on behalf of the Authority under its Seal. 9./

Such officers (employee directors or department heads), employees or agents of the Authority shall not be officers of the Board.

Members of the Board, or persons related to any Board member shall not be an employee, officer or agent of the Authority.

Section 2. Officers of the Board. The officers of the Board shall be elected by the Board from among its members and shall be a Chairperson and a Vice-Chairperson.

Section 3. Term of Office. The Chairperson and Vice-Chairperson shall be elected by the Board at the Annual Meeting of the Board in the month of October for a term of two (2) years to expire at the Annual Meeting of the second succeeding year. The offices of Chairperson and Vice-Chairperson shall not be held by persons residing in the same county, and shall rotate from one county to another with each successive election. 8./

The Chairperson and Vice-Chairperson shall hold office until his/her Successor shall have been duly elected or until his/her earlier death, resignation, disqualification, incapacity to serve or removal in accordance with law.

The Chairperson of the Board, subject to the approval of the Board by resolution, shall appoint a nominating committee consisting of three (3) members of the Board who are

not currently officers of the Board. The nominating committee shall select at least one nominee for each Board Officer and shall provide its recommendation to the Board at least one month prior to the Annual Meeting of the Board. At the Annual Meeting, the Chairperson shall entertain any further nominations from the floor prior to the election of officers.

Section 4. Vacancies. A vacancy due to death, disqualification, resignation, incapacity to serve or removal in accordance with law shall automatically be filled by the other Board Member residing in the same county as the vacating Chairperson or Vice-Chairperson for the remainder of term. If the vacancy is unable to be filled in said manner, the vacancy shall be filled in the same manner as provided for in an election described in Article III, Section 3 from among its members at a Regular or Special Board Meeting. 8./ Such elections shall be for the unexpired term of said office.

Section 5. Duties.

1. Chairperson of the Board.

The Chairperson of the Board shall have the following powers and duties:

(a) He/she shall preside, when present, at all meetings of the Board and shall consult with the General Manager on the agenda for Regular and Special Board Meetings.

(b) Except as otherwise provided in the By-Laws, the Chairperson shall not have any executive or administrative functions other than as a member of

said Board, the Chairperson shall meet and advise the General Manager of the selection and periodic evaluation of the Board Administrator. 9./

(c) The Chairperson shall have the full right to propose and discuss motions and shall vote on all resolutions and motions but the Chairperson shall vacate the chair when participating in discussions or when proposing motions.

(d) The Chairperson together with the General Manager shall sign, execute, and acknowledge in the name of the Authority all mortgages, bonds and other instruments of indebtedness except that the Board, by resolution, may authorize the Chairperson, the General Manager and the Director of Finance to execute short-term promissory notes provided that two of the three authorized signatures appear on the short-term promissory note.

(e) The Chairperson shall appoint members of committees in accordance with provisions of Article IV, Section 1, with the concurrence of the Board.

(f) The Chairperson shall be a member ex-officio of all committees.

(g) The Chairperson shall perform all such other duties as from time to time shall be assigned by the Board.

2. Vice-Chairperson.

In the absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chairperson. Further, the Vice-

Chairperson shall perform such other duties as from time to time may be assigned to them by the Board.

Section 6. Conflicts of Interest.

Individual SMART Board Members shall disclose any potential conflict of interest to the SMART Board of Directors. The SMART Board of Directors shall then vote to determine whether the potential conflict of interest should be mitigated by the Director abstaining from the underlying vote, unless the Director voluntarily elects to abstain. A potential conflict of interest includes, but is not limited to, situations where:

(1) the Board Member is the applicant;

(2) the Board Member is a relative of the applicant by blood or marriage;

(3) the Board Member has a pecuniary interest with the applicant that would be affected by the application; and/or

(4) the Board Member, a relative, or a business associate of the Board Member could receive financial gain or benefit from the acceptance of the application.

Modeled after Act 196 PA 1973, attached hereto.

ARTICLE IV

AUDIT COMMITTEE AND AUDITS

Section 1. Responsibilities.

(A) The permanent audit committee (hereinafter the Committee), established by Article IV Section 1 shall be directly responsible for the preparation of

informative, accurate and independent audit reports. The Committee shall also be responsible for the oversight of the work of the accounting firm employed (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing and issuing the annual audit report and/or related work, and each such public accounting firm shall report directly to the Committee. The Committee shall work with and direct SMART procurement staff in the selection, retention, and compensation of the audit firm.

(B) Each member of the Committee shall be member of the Board of Directors and shall otherwise be independent.

(1) Independent, for purposes of this section shall mean the Committee member may not, other than in his or her capacity as a member of the Committee, the Board of Directors, or any other Board Committee:

(i) accept any consulting, advisory, or other compensatory fee from SMART; or (ii) be otherwise affiliated with either the Authority or the audit firm, provided however, that should such affiliation exist, the SMART Board of Directors may upon motion exempt from the requirements of this subparagraph (1) a particular relationship with respect to audit committee members as the Board determines appropriate in light of the circumstances.

(C) The Committee shall establish procedures for:

(1) the receipt, retention, and treatment of complaints received by the Board regarding accounting, internal accounting controls, or auditing matters; and (2) the

confidential, anonymous submission by employees of SMART of concerns regarding questionable accounting or auditing matters.

(D) The Committee shall have the authority with the advice and consent of the whole Board to engage independent counsel and other advisers, as it deems necessary to carry out its duties.

(E) The SMART Board shall assure the Authority's annual budget has provided for the appropriate funding for payment of compensation to the audit firm and any advisers employed by the Committee.

Section 2. Responsibility for Financial Reports.

(A) The Board of Directors shall require periodic reporting by the General Manager and Director of Finance (hereinafter "signing officers"), no less often than quarterly and periodic reporting by the audit firm no less often than annually. The General Manager and Director of Finance shall certify quarterly and the audit firm shall certify annually that;

(1) the signing officers and audit firm have reviewed the report;

(2) based on the signing officers and audit firm's knowledge, the report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading;

(3) based on the signing officers and audit firm's knowledge, the financial statements and any other financial information included in the report, fairly present in all material respects the financial condition and results of operations of the Authority, and for the periods presented in the report. And, that such reports fully, fairly, accurately and in a timely manner comply with applicable governmental rules and regulations, including but without limiting, Generally Accepted Accounting Principles (GAAP);

(4) the signing officers;

(i) are responsible for establishing and maintaining internal controls; (ii) have designed such internal controls to ensure that material information relating to the Authority is made known to such officers by others within the Authority, particularly during the period in which the periodic reports are being prepared;

(iii) have evaluated the effectiveness of the Authority's internal controls as of a date within 90 days prior to the report; and

(iv) have presented in the report their conclusions about the effectiveness of their internal controls based on their evaluation as of that date;

(5) the signing officers have disclosed to the SMART Board, the audit committee and the audit firm the following;

(i) all significant deficiencies in the design or operation of internal controls which could adversely affect the Authority's ability to record, process, summarize, and report financial data and have identified for the Board, audit committee and/or audit firm any material weaknesses in internal controls; and (ii) any fraud,

whether or not material , that involves management or other employees who have a significant role in the Authority's internal controls; and;

(6) the signing officers have indicated in the report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Section 3. Improper Influence on Conduct of Audits.

(A) It shall be an offense, subject to discipline up to and including discharge or removal from the Board, as necessary and appropriate for any employee, member of the Board or anyone acting under the direction thereof, to take any action to fraudulently influence, coerce, manipulate, or mislead any employee, accounting or audit firm engaged in the performance of an audit or other financial statements of the Authority for the purpose of rendering such financial information and statements materially misleading.

Section 4. Rules of Professional Responsibility for Staff, Directors and Officers.

(A) The Board of Directors shall direct the General Manager to promulgate a policy and procedure which shall be effective upon Board approval, by which all SMART employees are required to report material violations of this ARTICLE. The audit committee shall annually review said policy and shall make recommendations, if changes are proposed, to the Board of Directors for review and approval.

(B) The above referenced policy shall, at a minimum, require SMART staff to report evidence of a material violation or breach of fiduciary duty or similar violation by SMART staff, the audit firm, their agents or others, to the General Counsel and/or General Manager. Said policy shall also require that the General Counsel and/or General Manager respond to the evidence (adopting as necessary, appropriate remedial measures or sanctions with respect to the violation), and requiring the General Counsel and/or General Manager to report the evidence to the audit committee and/or the Board of Directors.

ARTICLE V

COMMITTEES

Committees provided for and named herein shall have roles advisory in nature and will in no instance be decision making bodies.

Section 1. Committees.

(A) Permanent Committees. The following permanent committee of the Board is hereby established:

1. Audit

Each committee shall be composed of at least three members of the Board. Each committee member and the Chairperson thereof shall be appointed for a term of one calendar year by the Chairperson of the Board.

Each committee established hereunder shall exist until these By-Laws are amended, changed, or altered. The Chairpersons shall report activities to the full Board according

to the order of business specified above. The Chairperson of the Board shall be an exofficio member of all permanent committees.

(B) Special Committees. Special committees shall be established from time to time as deemed necessary. Such committees shall consist of members of the Board and any other person as appointed by the Chairperson. A special committee is appointed for a specific purpose, and until the duty assigned to it is accomplished it continues to exist, unless sooner discharged. 8./ The Chairperson of the Board shall be an ex-officio, non-voting member of any and all special committees.

(C) Duties. The instruction, procedures and scope of the Committee's responsibility shall be determined by the Board.

(D) Notice. Notice of committee meetings shall be made in the same manner as prescribed in Article II, Section 7, of these By-Laws. Except with respect to provisions pertaining to Executive Sessions, Article II, Section 9, Committee meeting shall be open to the public.

ARTICLE VI

INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

Section 1. General. Under the circumstances prescribed in Sections 3 and 4 of this Article V, the Authority shall indemnify and hold harmless, to the extent such person is not insured by a policy or policies of insurance, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed demand, claim,

action, suit or other proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Authority) by reason of the fact that he/she is or was a Board Member or Officer, (which, for purposes of the Article IV, and wherever mentioned herein, shall include the General Manager, Board Administrator, Department Heads, Legal Counsel) against expenses (including attorney's fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in a manner he/she reasonably believed to be in or not opposed to the best interests of the Authority, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was not unlawful. 9./

Section 2. Action by the Authority. Under the circumstances prescribed in Sections 3 and 4 of this Article V, the Authority shall indemnify and hold harmless, to the extent such person is not insured by a policy or policies of insurance, any person who was or is a party or is threatened to be made a party to any threatened pending or completed investigation, claim, action or suit by or in the right of the Authority to procure a judgment in its favor by reason of the fact he/she is or was a Board member or Officer of the authority, against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Authority, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional malfeasance, misappropriation or fraud, in the performance of his/her duty to the Authority,

unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Successful Defense. To the extent that a Board member or officer of the Authority has been successful on the merits or otherwise in defense of a matter referred to in Sections 1 and 2 of this Article V, or in defense of any claim, issue or matter therein, he/she shall be indemnified and held harmless to the extent such person is not insured by a policy or policies of insurance against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

Section 4. Award by Board. Except as provided in Section 3 of this Article V, and except as may be ordered by a court, any indemnification of an adverse final judgment under Sections 1 and 2 of this Article V shall be made by the Authority unless deemed unauthorized in the specific case upon a determination by the Board that indemnification of the Board Member or Officer is improper in the circumstances because he/she has failed to meet the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made: (1) by the Board by a majority vote of a quorum consisting of Board members who were not parties to such action, suit or proceeding; or (2) if such a quorum is not obtainable, or, even if obtainable, by the firm of independent legal counsel then employed by the Authority in a written opinion.

Section 5. Payment. Defense costs and other expenses incurred in defending a matter described herein shall be paid by the Authority as incurred upon the undertaking by or on behalf of the Board Member or Officer unless it shall ultimately be determined that he/she is not entitled to be indemnified by the Authority as authorized in this Article V.

Section 6. Not Exclusive. The indemnification provided by this Article V shall not be deemed exclusive of any other right to which the person indemnified hereunder shall be entitled and shall inure to the benefit of the heirs, executors and administrators of such persons.

Section 7. Insurance. The Authority may purchase and maintain insurance on behalf of any person during his/her term of office who is a Board Member or Officer of the Authority, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Authority would have the power to indemnify him/her against such liability under the provisions of this Article V.

ARTICLE VII

SEAL

Section 1. Seal. The Authority shall have a seal which shall have inscribed thereon the following: Suburban Mobility Authority for Regional Transportation.

ARTICLE VIII

FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Authority shall be a fiscal year beginning on the first day of July of each year and ending on the 30th day of June the next ensuing year.

ARTICLE IX

AMENDMENTS TO BY-LAWS

Section 1. By-Laws. These By-Laws may be altered, amended or repealed and new By-Laws adopted, by resolution adopted by the affirmative vote of at least (1) member of the Board from each of Macomb, Oakland and Wayne County and at least a majority of all members of the Board, at (A) the Annual Meeting or (B) at any Regular or Special Meeting of the Board provided that at least ten (10) days written notice, incorporating the exact language of the proposed change, has been given to all members of the Board.

ARTICLE X

PARLIAMENTARY RULES

Section 1. Parliamentary Rules. Except where inconsistent with the Act or these By-Laws, Robert's Rules of Order, as from time to time revised, shall govern the proceedings of the Board and its Committees.

FOOTNOTES

1. Sections 5 (2), (3), (4), (5), Act 267, P.S. 1976
2. Section 6 (1), Act 267, P.A. 1976
3. Section 5, Act 267, P.A. 1976
4. Sections 9 (1), (2), (3), Act 267 P.A. 1976
5. Section 10 (2) (B), Act 204, P.A. 1967, as amended
6. Sections 11, 12, 13, Act 204, P.A. 1967, as amended
7. As amended, February 23, 2023.
8. As amended, August 28, 2025.
9. As amended, October 22, 2026.

MEMORANDUM

TO: SMART Special Board Policy Committee

FROM: Chairperson

DATE: October 28, 2026

SUBJECT: Adjournment