

**Lake Michigan Air Directors Consortium
Resolution of the Board of Directors**

WHEREAS, the current Articles of Incorporation of the Lake Michigan Air Directors Consortium were approved by the Board of Directors on September 15, 2005.

WHEREAS, the operations of the Consortium has changed over time and there is a need to amend the Articles of Incorporation.

RESOLVED, in accordance with Section 6 (Amendments) of the Articles of Incorporation of the Lake Michigan Air Directors Consortium which provides that:

These Articles of Incorporation may be amended by giving proper written notice of any proposed Articles of Incorporation to be discussed at any official meeting of the Consortium. Any proposed amendment shall be discussed and considered at the meeting for which notice was given. However, a vote on the proposed amendment can be taken only at the following meeting. Unanimous affirmative vote of all members is required for approval of any new Articles of Incorporation.

we, hereby, authorize that the Articles of Incorporation are amended to read in their entirety as follows:

Article 1. The name of the Corporation is Lake Michigan Air Directors Consortium. (Incorporated December 18, 1989)

Article 2. The name and address of the registered agent and registered office are:

Registered Agent: Robert J. Kaleel
Registered Office: 9501 West Devon Avenue, Suite 701
Rosemont, IL 60018

Article 3. The Board of Directors shall be six in number, their names and addresses being as follows:

G. Vinson Hellwig 515 Centerlawn Avenue, East Lansing, MI, 48823
Robert Hodanbosi 800 Thorncrest, Galloway, OH 43119
Laurel Kroack 2095 Reserve Way, Decatur, IL 62521
Keith Baugues 8166 Long Grove Lane, Fishers, IN 46038
J. David Thornton 520 Lafayette Rd N, St. Paul, MN 55155
Bart Sponseller 101 South Webster Street, Madison, WI 53707

Article 4. The purposes for which the Corporation is organized are:

The Lake Michigan Air Directors Consortium (the Consortium) is formed by the air pollution control directors of the States of Illinois, Indiana, Michigan, Minnesota, Ohio, and Wisconsin to provide technical assessments for and assistance to its member states on problems of air quality; and to provide a forum for its member states to discuss air quality issues. Specific purposes are stated in Article 5.

Article 5. Other Provisions

Section 1 - Purpose

The purposes of the Consortium are to:

- (a) provide technical assessments for and assistance to its member states on problems of air quality;
- (b) provide a forum for its member states to discuss air quality issues;
- (c) encourage, among its members, the exchange of knowledge, experience, and information related to air quality studies;
- (d) promote communication and understanding of air quality issues and studies in cooperation with the United States Environmental Protection Agency;
- (e) provide information and respond to questions related to the work of the Consortium;
- (f) receive and disburse funds from and to any source to further the purposes stated herein; and
- (g) organize and coordinate training for its member states.

Section 2 - Membership: Directors

Membership shall be composed of the directors of the air pollution control programs for Illinois, Indiana, Michigan, Minnesota, Ohio, and Wisconsin. These members shall together constitute the Board of Directors of the Consortium.

Section 3 - Additional Members

Upon agreement of all members, other states may be invited to join the Consortium, provided that any state seeking to become a member agrees to assume the responsibilities of membership and share in the cost of operations. The States of Illinois, Indiana, Michigan, Minnesota, Ohio, and Wisconsin may establish different levels of membership for new members.

Section 4 - Appointment of Officers

The officers of the Consortium shall consist of a Chair, Vice Chair, Secretary, Treasurer, and Board member. The current officers for calendar year 2012 are:

Michigan - Chair
 Ohio - Vice Chair
 Wisconsin - Secretary
 Illinois - Treasurer
 Indiana, Minnesota - Board member only (no officer position)

The terms of office for officers shall be one full calendar year and shall rotate to the next state on the list on January 1 of each year.

Section 5 - Staff

The membership shall appoint an executive director to be responsible for the managerial and technical administration of the daily activities of the Consortium. The term of appointment shall be nominally for one year, and at the discretion of the membership may be extended for successive terms. The membership may appoint or authorize additional members of the executive staff as required by the workload. The members of this staff shall be responsible to the executive director.

Section 6 - Amendments

These Articles of Incorporation may be amended by giving proper written notice of any proposed Article of Incorporation to be discussed at any official meeting of the Consortium. Any proposed amendment shall be discussed and considered at the meeting for which notice was given. However, a vote on the proposed amendment can be taken only at the following meeting. Unanimous affirmative vote of all members is required for approval of any new or amended Article of Incorporation.

Section 7 - Dissolution

Paragraph 1: Voluntary Dissolution by Directors

The dissolution of the Consortium may be authorized by a majority of members of the Consortium, provided that:

- a) written notice of the election to dissolve the Consortium has been given to all Directors, not less than thirty (30) days before the execution of the Articles of Dissolution; and
- b) all debts have been paid or provisions have been made for the payment of all debts.

Paragraph II: Distribution of Assets

If the Consortium is dissolved, the assets of the organization shall be applied and distributed as follows:

- a) all liabilities and obligations of the Consortium shall be paid, satisfied and discharged, or adequate provision shall be made therefore;
- b) assets held by the Consortium upon condition requiring return, transfer, or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
- c) assets of the Consortium shall then be distributed to the governmental agencies represented by the members/Directors, for use for public (environmental) purposes, in the ratio of dues or other funding provided by each member's state government to the overall funding received; and
- d) any remaining assets may be distributed to organizations engaged in activities substantially similar to those of the dissolving corporation, according to a Plan of Distribution adopted pursuant to applicable law.

Note: prior to dissolution of the Consortium, assets of the Consortium may be distributed to the governmental agencies represented by the members/Directors, for use for public (environmental) purposes, with the approval of the members/Directors, in a reasonable and appropriate manner, and in accordance with the Consortium's "Property Management Policy Manual", May 2011.

RESOLVED, that the foregoing amended Articles of Incorporation are hereby adopted and approved unanimously by the Board of Directors.

IN WITNESS WHEREOF, we have unanimously approved and executed this resolution this 7th Day of September, 2012.

For the State of Illinois:



Title: Chief, Bureau of Air
Illinois Environmental Protection Agency
Laurel Kroack

9/7/2012

Date

For the State of Indiana:

Keith Baugues

Title: Assistant Commissioner, Office of Air Quality
Indiana Department of Environmental Management
Keith Baugues

9/7/2012
Date

For the State of Michigan:

G. Vinson Hellwig

Title: Chief, Air Quality Division
Michigan Department of Environmental Quality
G. Vinson Hellwig

9/7/2012
Date

For the State of Ohio:

Robert Hodanbosi

Title: Director, Division of Air Pollution Control
Ohio Environmental Protection Agency
Robert Hodanbosi

9/7/2012
Date

For the State of Wisconsin:

Bart Sponseller

Title: Director, Bureau of Air Management,
Wisconsin Department of Natural Resources
Bart Sponseller

9/7/2012
Date