

**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 June 25, 2020.

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: Zachariah Adelman
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:

Mary Ann Dolehanty (MI EGLE)
Robert Hodanbosi (OH EPA)
Julie Armitage (IL EPA)
Keith Baugues (IDEM)
Craig McDonnell (MPCA)
Gail Good (WI DNR)

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 two at-large Board members. The officers for calendar year 2020 are:

- Wisconsin – Chair
- Illinois – Vice Chair
- Indiana - Secretary
- Minnesota – Treasurer
- Michigan and Ohio - 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 Executive Director will serve at the discretion of the board for a term defined by the board. 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 therefor;
- 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 current "Property Management Policy Manual".

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 25th Day of June, 2020.

For the State of Illinois:

Julie Armitage Date
Title: Chief, Bureau of Air
Illinois Environmental Protection Agency

For the State of Indiana:

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

For the State of Michigan:

Mary Ann Dolehanty Date
Title: Director, Air Quality Division
Michigan Department of Environment, Great Lakes, and Energy

For the State of Minnesota:

Craig McDonnell Date
Title: Assistant Commissioner for Air and Climate Policy
Minnesota Pollution Control Agency

For the State of Ohio:

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

For the State of Wisconsin:

Gail Good Date
Title: Director of Air Management
Wisconsin Department of Natural Resources