



**COURTS AND LAW ENFORCEMENT MANAGEMENT INFORMATION SYSTEM
(CLEMIS) AUTHORITY**

EXECUTIVE COMMITTEE

RESOLUTION 2025-1

Adopt Initial Bylaws

The executive committee (the “**Executive Committee**”) of the Courts and Law Enforcement Management Information System (CLEMIS) Authority (the “**Authority**”) hereby resolves:

- that the following bylaws are hereby adopted as the initial bylaws governing the conduct of the Executive Committee pursuant to section 4.9 of the interlocal agreement creating the Authority and the Executive Committee:

Courts and Law Enforcement Management Information System (CLEMIS)

Authority

Executive Committee

BYLAWS

(as of November 10, 2025)

ARTICLE 1

PURPOSE AND DEFINITIONS

1.1. **Organization.** The Courts and Law Enforcement Management Information System (CLEMIS) Authority (the “**Authority**”) is organized as a Michigan public body corporate and special authority under an interlocal agreement (the “**Interlocal Agreement**”) between Oakland County, the Charter Township of Bloomfield, the Charter Township of White Lake, and each other public agency that becomes a Participant under the Interlocal Agreement pursuant to the Urban Cooperation Act of 1967, 1967 (Ex Sess) PA 7, as amended, MCL 124.501 to 124.512 (the “**Act**”), for the purpose described in section 2.1 of the Interlocal Agreement and any other purposes authorized by law.

1.2. **Name.** The name of the Authority is: “Courts and Law Enforcement Management Information System (CLEMIS) Authority”. The Authority may use the abbreviated name of “CLEMIS Authority”.

1.3. **Purpose.** The purpose of the Executive Committee is to:

- (1) exercise the powers of the Authority;
- (2) manage and direct on behalf of the public the functions or services performed under the Interlocal Agreement;

- (3) oversee compliance by the Authority with rules and procedures applicable to the Authority under the C.J.I.S. Policy Act, 1974 PA 163, as amended, MCL 28.211 to 28.215; and
- (4) perform other functions and responsibilities vested in the Executive Committee under the Interlocal Agreement.

1.4. **Authority Board.** The Executive Committee acknowledges that the authority board of the Authority (the “**Authority Board**”) is required to review the annual audit of the Authority under section 4.2 of the Interlocal Agreement. The Executive Committee also acknowledges that the Authority Board may review the acts of the Executive Committee if required by law, pursuant to section 4.2 of the Interlocal Agreement. The Executive Committee further acknowledges that the Authority Board may advise the Executive Committee on matters relating to the Authority, including the Authority’s budget and amendments to the Interlocal Agreement.

1.5. **Definitions.** Unless otherwise stated in these bylaws, a term used in these bylaws has the meaning defined in the Interlocal Agreement and the Act.

ARTICLE 2 OFFICES

2.1. **Principal Office.** The initial principal office of the Authority is 51111 Woodward Ave Ste 723, Pontiac, MI 48342-5037. The principal office also is the registered office of the Authority. The secretary is the registered agent of the Authority unless another individual is designated as the resident agent of the Authority by the Executive Committee.

2.2. **Other Offices.** The Executive Committee may establish and maintain offices at such other places as the Executive Committee may designate or as the business of the Authority requires.

ARTICLE 3 MEMBERS OF THE EXECUTIVE COMMITTEE

3.1. **Membership.** The nine members of the Executive Committee (each a “**Committee Member**”) together constitute the body empowered by law to govern the Authority. To serve as a Committee Member of the Executive Committee, a person must be a member of the Authority Board.

3.2. **Appointment.** The Executive Committee consists of the following nine members of the Authority Board:

- (1) the member of the Authority Board appointed by the County Executive under section 4.1(a)(5) of the Interlocal Agreement; and
- (2) eight members appointed by the County Executive, including all of the following:

- (A) two members of the Authority Board representing cities, townships, or villages;
- (B) one member of the Authority Board representing counties; and
- (C) five members of the Authority Board representing other Public Agencies.

3.3. **Initial Terms.** The initial terms of office of the Committee Members appointed under section 3.2(2) are as follows:

- (1) two Committee Members appointed for a term of four years;
- (2) two Committee Members appointed for a term of three years;
- (3) two Committee Members appointed for a term of two years; and
- (4) two Committee Members appointed for a term of one year.

3.4. **Terms.** After the initial terms under section 3.3, subsequent appointments of Committee Members appointed under section 3.2(2) will be for terms of four years.

3.5. **Oath of Office.** Before entering upon the duties as a Committee Member, each Committee Member must take and subscribe to the oath of office required by section 1 of article 11 of the Michigan Constitution of 1963. A copy of each oath of office must be filed with the clerk of Oakland County.

3.6. **Vacancy.** A Committee Member's position becomes vacant upon the happening of any of the following events before the expiration of the Committee Member's term:

- (1) the Committee Member is no longer a member of the Authority Board;
- (2) the death of the Committee Member;
- (3) the resignation of the Committee Member;
- (4) the removal of the Committee Member from office;
- (5) the ceasing of the Committee Member to be a resident of the state of Michigan;
- (6) the conviction of the Committee Member of any infamous crime or any offense involving a violation of the Committee Member's oath of office;
- (7) the decision of a competent tribunal declaring the Committee Member's appointment void; or
- (8) the refusal or neglect of the Committee Member to take his or her oath of office, or to give or renew any official bond or to deposit the oath or bond in the manner and within the time prescribed by law.

3.7. **Notice of Vacancy.** The secretary shall notify the Executive Committee of a vacancy. The secretary shall notify the Executive Committee of the expiration of a Committee Member's term at least 90 days before the expiration of the term.

3.8. **Resignation.** A Committee Member may resign by providing written notice of the resignation to the secretary, or to the chairperson if the secretary is resigning or the position of secretary is vacant.

3.9. **Compensation.** A Committee Member will receive no compensation for the performance of his or her duties. A Committee Member may engage in private or public employment, or in a profession or business. A Committee Member may be reimbursed by the Authority for expenses incurred (such as travel and meals) relating to the performance of official duties of the Authority pursuant to a policy adopted by the Executive Committee.

ARTICLE 4 OFFICERS

4.1. **Chairperson.** The Committee Member appointed by the County Executive under section 4.5(b)(1) of the Interlocal Agreement is the chairperson of the Executive Committee. The chairperson is the presiding officer of the Executive Committee.

4.2. **Officers.** The Executive Committee shall elect Committee Members to serve as officers in the following positions: vice-chairperson, secretary, and treasurer. The Executive Committee may elect a Committee Member as another officer such as an assistant secretary, assistant treasurer, or other officer. The Executive Committee shall prescribe the duties of the other officers. The other officers also shall perform other duties and functions as required by these bylaws or by resolution of the Executive Committee.

4.3. **Election of Officers.** The Executive Committee shall elect the initial vice-chairperson, secretary, and treasurer of the Authority at the initial meeting of the Executive Committee. After the initial election of officers, officers other than the chairperson will be elected by the Executive Committee on an annual basis.

4.4. **Term.** The vice-chairperson, secretary, and treasurer each will be elected to a one-year term, and each may continue to serve until a successor is appointed or elected and qualified.

4.5. **Vacancy.** If a vacancy occurs in one of the officer positions other than chairperson, the Executive Committee shall elect a replacement to serve in the position for the remainder of the unexpired term of the position. A Committee Member vacating his or her position as a Committee Member also vacates his or her position as an officer of the Executive Committee.

4.6. **Resignation.** An officer may resign from his or her position as an officer by written notice to the secretary, or to the chairperson if the secretary is resigning or the secretary position is vacant.

4.7. **Vice-Chairperson.** The Executive Committee shall elect from among the Committee Members a vice-chairperson. The vice-chairperson performs the duties of the chairperson in the absence or incapacity of the chairperson. If the office of the chairperson is vacant, the vice-chairperson is the acting chairperson of the Executive Committee.

4.8. **Secretary.** The Executive Committee shall elect from among the members of the Executive Committee a secretary. The secretary shall do all of the following:

- (1) keep the minutes of the meetings of the Executive Committee;
- (2) see that all notices are given under these bylaws and applicable laws;
- (3) keep a register of the mailing address, phone number, and email address of each Committee Member; and
- (4) perform all other duties incident to the office of secretary and other duties assigned by the Executive Committee.

4.9. **Treasurer.** The Executive Committee shall elect from among the Committee Members a treasurer. The treasurer shall do all of the following:

- (1) have charge and custody over the funds and any securities of the Authority;
- (2) maintain the financial records of the Authority, including records of receipts and disbursements;
- (3) deposit funds and securities received by the Authority in depositories authorized by the Executive Committee; and
- (4) perform all other duties incident to the office of treasurer and other duties assigned by the Executive Committee.

4.10. **Executive Director.** (a) The Executive Committee shall appoint an individual to serve as the executive director of the Authority (the “**Executive Director**”) to serve as the Authority’s chief executive officer administer all programs, funds, personnel, contracts, and all other administrative functions of the Authority, subject to oversight of the Executive Committee. The Executive Director will receive compensation as determined by the Executive Committee. All terms and conditions of the Executive Director’s employment, including length of service, must be specified in a written contract between the Executive Director and the Authority. The Executive Director will serve at the pleasure of the Executive Committee, and the Executive Committee may remove or discharge the Executive Director by a vote of at least a majority of the Committee Members.

(b) The Executive Director shall exercise the functions and responsibilities of the Executive Director under the Interlocal Agreement, including

approving or denying a request from a Public Agency to become a Participant, and perform other functions and responsibilities vested in the Executive Director under the Interlocal Agreement.

(c) Unless otherwise designated by the Executive Committee, the Executive Director shall serve as the chief administrative officer of the Executive Committee, including for both of the following purposes:

- (1) the Uniform Budgeting and Accounting Act, 1968 PA 2, as amended, MCL 141.421 to 141.440a; and
- (2) the Freedom of Information Act, 1976 PA 442, as amended, MCL 15.231 to 15.246 (“**FOIA**”), including as FOIA coordinator for the Authority.

(d) The Executive Director may designate another employee of the Authority to act on the Executive Director’s behalf in accepting and processing requests for public records of the Authority and in approving a denial under section 5 of FOIA, MCL 15.235.

4.11. **Staff Assistance.** (a) The Executive Director and other staff of the Authority shall assist the officers of the Authority in performing their duties.

ARTICLE V COMMITTEES

5.1. **Finance Committee.** A finance committee of the Authority is hereby established as an advisory body (the “**Finance Committee**”). The Finance Committee will consist of a number of Authority Board members designated by a resolution of the Executive Committee. The Executive Committee will appoint the members of the Finance Committee. As directed or requested by the Executive Committee, the Finance Committee will advise the Executive Committee not less than once per year on fees and other charges sufficient to pay the expenses of the CLEMIS System and the Authority.

5.2. **Audit Committee.** The Executive Committee may establish a dedicated audit committee for the purpose of overseeing the accounting and financial reporting processes of the Authority and audits of its financial statements and making recommendations to the Authority Board on approval of the annual audit. If an audit committee is established, the Executive Committee shall establish specific duties and obligations for the audit committee and standards and qualifications for membership of that committee. The Executive Committee may require at least one member of an audit committee to be specifically knowledgeable about financial reports.

5.3. **Other Committees.** The Executive Committee may by resolution establish other special or permanent committees composed of Committee Members or members of the Authority Board, or both, to assist or advise the Executive Committee in the discharge of its duties. A committee’s purpose,

membership, duties, and responsibilities must be provided in a resolution adopted by the Executive Committee.

5.4. **Committee Meetings.** (a) Each committee shall elect from among its members a committee chairperson and a committee vice-chairperson. The committee chairperson shall preside over meetings of the committee. If the committee chairperson is absent, the vice-chairperson shall preside over meetings of the committee.

(b) If a committee established by the Executive Committee under this article functions only in an advisory capacity and does not determine whether items will or will not be referred for action by the Executive Committee, the committee is not required to meet in compliance with the Open Meetings Act, 1976 PA 267, as amended, MCL 15.261 to 15.273 (the “OMA”). If a committee established by the Executive Committee is not purely advisory or determines whether items will or will not be referred for action by the Executive Committee or the Authority Board, or both, the committee shall meet in compliance with the OMA.

5.5. **Reports.** Each committee established by the Executive Committee shall report on its activities to the Executive Committee.

5.6. **Advisory Groups.** The Executive Committee may establish advisory groups consisting of individuals representing parties to the Interlocal Agreement and persons or entities to which the Authority provides services to advise the Executive Committee on matters relating to the Authority, including a user advisory group.

ARTICLE VI MEETINGS

6.1. **Open Meetings.** The Executive Committee shall comply with the OMA. Meetings of the Executive Committee must be held in a place available to the general public. Public notice of the time, date, and place of meetings of the Executive Committee must be given in the manner required by the OMA. All decisions of the Executive Committee must be made at a meeting open to the public. Except as otherwise provided under the OMA, all deliberations of Committee Members constituting a quorum of the Executive Committee must take place at a meeting open to the public. Committee Members may not email, text, instant message, or use other forms of electronic communications to make a decision or deliberate toward a decision.

6.2. **Regular Meetings.** (a) The Executive Committee shall hold regular meetings not less than quarterly at the times, dates, and places within the state of Michigan determined by the Executive Committee. At a regular meeting, in addition to any other matters properly brought before the Executive Committee, the order of business shall be as follows:

- (1) Call to Order;

- (2) Roll Call;
- (3) Approval of Agenda;
- (4) Approval of Minutes;
- (5) Public Comment;
- (6) Reports;
- (7) Old Business;
- (8) New Business;
- (9) Other Business; and
- (10) Adjournment.

(b) At the first meeting of the calendar year, the Executive Committee shall set the dates, times, and places of the regular meetings of the Executive Committee for the coming year. Within ten days after this first meeting, the secretary shall post a public notice stating the dates, times, and places of its regular meetings.

(c) For a change in schedule of regular meetings of the Executive Committee, the secretary shall post within three days after the meeting at which the change is made a public notice stating the new dates, times, and places of the regular meetings. For a rescheduled regular meeting, the secretary must post at least 18 hours before the meeting a public notice stating the date, time, and place of the meeting. The 18-hour notice requirement is not satisfied if the public cannot access the notice during any part of the 18 hours.

6.3. Special Meetings. (a) The chairperson may, when the chairperson deems it expedient, necessary, or appropriate, authorize or instruct the secretary to call a special meeting of the Executive Committee to transact any business designated in the notice of the special meeting. The chairperson shall authorize or instruct the secretary to do the same upon written request of three Committee Members.

(b) The chairperson or the Committee Members calling the special meeting shall fix the time, date, and place for the special meeting. Not less than one day before the date of the special meeting, the secretary shall deliver notice of the special meeting to each Committee Member by overnight delivery or email.

(c) For a special meeting, the secretary must post at least 18 hours before the meeting a public notice stating the date, time, and place of the meeting.

(d) At a special meeting, no other business may be considered other than the business stated in the notice of the special meeting. However, if a quorum of Committee Members are present at the special meeting, any business may be transacted.

6.4. **Public Notice.** Public notice of a meeting of the Executive Committee must include the Executive Committee's full name, telephone number, and address, and the time, date, and location of the meeting. The public notice must be posted at a publicly accessible location at the principal office of the Authority. In addition, notice of any meeting of the Executive Committee must be on a portion of the Authority's website that is fully accessible to the public through a prominent and conspicuous link on the Authority's website's homepage that clearly describes its purpose.

6.5. **Quorum.** Five Committee Members is a quorum for the transaction of Executive Committee business. Fewer than five Committee Members may meet and adjourn to some other time or until a quorum is established.

6.6. **Voting.** The Executive Committee shall act at a meeting of the Executive Committee by a vote of at least five Committee Members. Committee Members may not engage in proxy or weighted voting. All resolutions presented to the Executive Committee for action must be in writing and made a part of the Executive Committee's records. Except as otherwise required by law and these bylaws, the Executive Committee may vote by live voice vote. Any Committee Member may demand a roll call vote. If a Committee Member is participating in a meeting remotely pursuant to section 6.10(b), all votes of the Committee Members at the meeting must be a record roll call vote.

6.7. **Rules of Order.** Unless inconsistent with the OMA, these bylaws, or by resolution of the Executive Committee, the rules contained in the current edition of Robert's Rules of Order Newly Revised govern the business of the Executive Committee.

6.8. **Closed Session.** The Executive Committee may meet in a closed session only in compliance with the OMA.

6.9. **Reconvened Meeting.** A meeting of the Executive Committee recessed for more than 36 hours may be reconvened only after the secretary posts public notice of the reconvened meeting at least 18 hours before the reconvened meeting.

6.10. **Committee Member Participation.** (a) Except as provided in section 6.10(b), to participate in a meeting of the Executive Committee, a Committee Member must be physically present at a meeting held within a physical location.

(b) A Committee Member unable to participate in person in a meeting of the Executive Committee due to military duty, a medical condition, or a statewide or local state of emergency or state of disaster declared pursuant to law or charter or local ordinance by the governor of the state of Michigan or a local official, governing body, or chief administrative officer that would risk the personal health or safety of members of the public or the public body if the meeting were held in person, may participate remotely in and vote on business before the Executive Committee using electronic means if all of the following apply:

- (1) the electronic means used provides for two-way communications;
- (2) the Committee Member participating in the meeting remotely makes a public announcement at the outset of the meeting, to be included in the meeting minutes, that the Committee Member is participating in the meeting remotely; and
- (3) if the Committee Member is participating in the meeting remotely for a purpose other than for military duty, the Committee Member's announcement under section 6.10(b)(2) must further identify specifically the Committee Member's physical location by stating the county, city, township, or village and state from which the Committee Member is participating in the meeting remotely.

(c) If the Executive Director is aware before a meeting of the Executive Committee that a Committee Member will participate remotely in a meeting of the Executive Committee, the Executive Director or a designee of the Executive Director shall notify the public on the Authority's website of the remote participation of the Committee Member and provide information on how to contact the Committee Member sufficiently in advance of the meeting to provide input on any business that will come before the public body.

6.11. Meeting Minutes. The secretary shall prepare minutes of each meeting of the Executive Committee in compliance with the OMA. The presiding officer and the secretary shall sign all minutes for meetings of the Executive Committee.

6.12. Public Attendance. (a) Individuals may attend meetings of the Executive Committee otherwise open to the public, except as otherwise provided in the OMA. The Executive Committee shall not require an individual as a condition of attending a meeting of the Executive Committee to register or otherwise provide the individual's name or other information or otherwise to fulfill a condition precedent to attendance.

(b) An individual who commits a breach of peace at a meeting of the Executive Committee may be removed and excluded from the meeting for a breach of peace committed at the meeting.

(c) An individual attending a meeting of the Executive Committee may tape-record, videotape, broadcast live on radio, and telecast live on television a meeting of the Executive Committee but must minimize the possibility of disrupting the meeting, subject to any rules adopted by the Executive Committee to minimize the possibility of disruption.

6.13. Public Comment Policy. (a) An individual wanting to address a meeting of the Executive Committee may do so by making comments during the public comment portion of the agenda for each meeting.

(b) An individual wanting to address the Executive Committee must first state his or her name and address by including that information on a public comment card prepared by the Executive Committee and submitted to the secretary. Before speaking, the individual should state his or her name and address.

(c) Public comments should be addressed to the Executive Committee as a body. Public comment is not an opportunity for dialogue or a question-and-answer period.

(d) The comment time for each individual providing public comment is limited to three minutes. The presiding officer may grant additional time with the approval of the Committee Members. The chairperson may shorten the time allotted to each individual providing public comment depending on the number of individuals who have submitted a public comment card. Individuals providing public comments may not pool their time or yield time to another individual.

(e) Members of the public submitting written comments to the Executive Committee must provide their name, address, and signature on a submitted document.

6.14. **Contact Information.** Each Committee Member shall register the Committee Member's mailing address, email address, and telephone number with the secretary.

6.15. **Notice to Committee Members.** In addition to notice requirements under the OMA, notice of any meeting of the Executive Committee stating the time, date, place, and purpose of the meeting or notice of cancellation of a meeting shall be given to each Committee Member by: (1) mailing a written notice of the meeting to the address designated by a Committee Member at least three days before the meeting; (2) personally delivering written notice of the meeting to a Committee Member at least two days before the meeting; (3) verbally notifying a Committee Member of the meeting at least two days before the meeting in person, by telephone, or by electronic means of verbal communication; or (4) electronically transmitting notice of the meeting to a Committee Member at least two days before the meeting by electronic mail or other form of electronic communication directed to the email address designated by the Committee Member. A Committee Member may waive notice of any meeting by written or electronically transmitted statement sent by the Committee Member. The attendance of a Committee Member at a meeting of the Executive Committee constitutes a waiver of notice of the meeting.

ARTICLE VII POWERS AND DUTIES

7.1. **Functions and Responsibilities.** (a) The Executive Committee shall exercise the functions and responsibilities of the Executive Committee under the Interlocal Agreement, including exercising the powers of the Authority, and perform

other functions and responsibilities vested in the Executive Committee under the Interlocal Agreement and applicable law.

(b) A Committee Member shall discharge his or her position in a nonpartisan manner, in good faith, and with the degree of diligence, care, and skill that an ordinarily prudent person would exercise under similar circumstances in a like position. In discharging his or her duties, a Committee Member, when acting in good faith, may rely upon any of the following:

- (1) the opinion of legal counsel for the Authority;
- (2) the report of an independent appraiser selected by the Executive Committee; or
- (3) financial statements represented to the Committee Member to be correct by the officer of the Executive Committee having charge of the books of account of the Authority or stated in a written report by an auditor or a certified public accountant, or a firm of certified accountants, to reflect the financial condition of the Authority.

7.2. **Fiscal Year.** The fiscal year of the Authority begins on October 1 and ends on the following September 30.

7.3. **Fees and Charges.** The Executive Committee shall establish fees and other charges sufficient with other resources to pay the expenses of the CLEMIS System and the Authority. When establishing fees and other charges, the Executive Committee shall consider any recommendations made by the Finance Committee.

7.4. **Uniform Budgeting and Accounting Act.** The Executive Director shall prepare all budgets and budget amendments and the Executive Committee shall approve all budgets and budget amendments for the Authority for each fiscal year of the Authority. When preparing and approving the budget and budget amendments, the Executive Director and the Executive Committee shall comply with the Uniform Budgeting and Accounting Act, 1968 PA 2, as amended, MCL 141.421 to 141.440a.

7.5. **Admission of Participants.** Consistent with section 9.1 of the Interlocal Agreement, the Executive Committee may adopt procedures governing the admission of Participants.

7.6. **Freedom of Information.** The Executive Committee shall comply with the FOIA. The Executive Committee shall make available to the public a writing prepared, owned, used, in the possession of, or retained by the Executive Committee in the performance of an official function, as provided under the FOIA.

7.7. **Record Retention.** The Executive Committee shall retain and dispose of its books, papers, or records in compliance with section 491 of The Michigan Penal Code, 1931 PA 328, as amended, MCL 750.491, and other applicable Michigan law, including any record retention schedules required under Michigan law.

7.8. **Notice of Withdrawal by Oakland County.** By a vote of at least three-fourths of the Committee Members, the Executive Committee may waive the notice period required by Oakland County to withdraw as a party to the Interlocal Agreement under section 10.3 of the Interlocal Agreement.

7.9. **Disposition Upon Termination.** Upon termination of the Interlocal Agreement, the Executive Committee shall direct the distribution of title to all property and assets owned by the Authority, which may include transfer of the property and assets to Oakland County.

ARTICLE VIII CONTRACTS, FUNDS, GIFTS, AND GRANTS

8.1. **Contracts.** The Executive Committee may authorize the Executive Director to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged on behalf of the Authority, consistent with these bylaws and applicable law.

8.2. **Loans.** No loans may be contracted on behalf of the Authority and no evidence of indebtedness may be issued in the name of the Authority unless authorized by a resolution of the Executive Committee.

8.3. **Checks, Drafts, and Orders.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority shall be signed by the Executive Director or the treasurer, or consistent with any disbursement policy adopted by the Executive Committee.

8.4. **Deposits.** Money of the Authority must be deposited in one or more financial institutions designated by the Executive Committee in compliance with 1932 (1st Ex Sess) PA 40, as amended, MCL 129.11 to 129.16, and other applicable law.

8.5. **Investments.** Money of the Authority may be invested pursuant to an investment policy adopted by the Executive Committee in compliance with 1943 PA 20, as amended, MCL 129.91 to 129.97, and other applicable law. The Executive Committee may authorize the Authority to enter into a contract to place surplus money of the Authority in an investment pool pursuant to the Surplus Funds Investment Pool Act, 1982 PA 367, as amended MCL 129.111 to 129.118, the Local Government Investment Pool Act, 1985 PA 121, as amended, MCL 129.141 to 129.150, or other applicable law.

8.6. **Grants.** The chairperson or Executive Director on behalf of the Authority may solicit and accept grants from any public or private source, including the state of Michigan or federal government or any agency of the state of Michigan or the federal government.

8.7. **Audits.** (a) The Executive Committee shall obtain an independent audit of the financial records, accounts, and procedures of the Authority on an annual basis, and as otherwise required by Michigan law.

(b) An audit must be provided to the Authority Board, the Executive Committee, each of the parties to the Interlocal Agreement, and be made available to the public.

8.8. **Reports.** (a) The Executive Director shall periodically report his or her activities as required by the Executive Committee.

(b) The Executive Committee shall provide annual reports in compliance with any applicable requirements under applicable laws or regulations.

(c) The Executive Director shall report to the Executive Committee any gifts, grants, assistance funds, or contributions accepted on behalf of the Authority.

ARTICLE VII LEGAL REPRESENTATION AND INSURANCE

7.1. **Legal Representation.** (a) If the validity of the Authority or the Interlocal Agreement or an action or activity within the scope of the Act or the Interlocal Agreement is challenged in a legal proceeding where a member of the Authority Board, a member of the Executive Committee, or another officer of the Authority (each a “**Protected Person**”) is named as a defendant, to the fullest extent permitted by law and from funds lawfully available to the Authority, the cost of legal representation of the Protected Person is the responsibility of the Authority, not the Protected Person.

(b) To the fullest extent permitted by law and from funds lawfully available to the Authority, the Authority shall reimburse a Protected Person for costs incurred by the Protected Person, including attorney fees and settlement costs, resulting from any legal challenge or proceeding related to the implementation of the Act or the Interlocal Agreement.

(c) A Protected Person may request that the Authority defend the Protected Person in a proceeding relating to the activities or omissions of the Protected Person under the Act or the Interlocal Agreement and the Authority shall assume defense of the Protected Person at the Authority’s own reasonable cost, to the fullest extent permitted by law and from funds lawfully available to the Authority, unless a conflict under applicable law or rules prohibits the Authority from defending the Protected Person, in which case the Protected Person may retain counsel and the Authority is responsible for the reasonable costs of representing the Protected Person to the fullest extent permitted by law and from funds lawfully available to the Authority.

(d) If a Protected Person retains counsel and the Authority is responsible for the reasonable costs of representing the Protected Person in

connection with a legal proceeding, the Protected Person may be defended by counsel as each Protected Person determines and the Authority shall pay all reasonable and necessary costs of the defense, including reasonable attorney fees, to the fullest extent permitted by law and from funds lawfully available to the Authority.

7.2. **Insurance.** (a) The Executive Committee may authorize the purchase and maintenance of insurance on behalf of any individual who is, or was, a member of the Authority Board, a Committee Member, officers, employees, or agents of the Executive Committee, or is, or was, serving at the request of the Authority Board or Executive Committee as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, authority, intergovernmental entity, or other enterprise against any liability asserted against the individual and incurred by the individual, in any capacity or arising out of the individual's status.

(b) The Executive Committee may authorize the purchase and maintenance of directors and officers insurance, liability insurance, cyber liability insurance, and other forms of insurance, on behalf of the Authority.

ARTICLE VIII CONFLICT OF INTEREST

8.1. **Ethics and Conflicts of Interest.** The Executive Committee shall adopt ethics policies governing the conduct of the members of the Authority Board, the Executive Committee, the Executive Director, and the officers and employees of the Authority. The policies must be no less stringent than those provided for public officers and employees under 1973 PA 196, as amended, MCL 15.341 to 15.348. Members of the Authority Board, the Executive Committee, the Executive Director, and the officers and employees of the Authority will be deemed to be public servants under 1968 PA 317, as amended, MCL 15.321 to 15.330, and are subject to any other applicable laws with respect to conflicts of interest. The Executive Committee shall establish policies and procedures requiring disclosure of relationships that may give rise to conflicts of interest.

8.2. **Fiduciary Duty.** The members of the Authority Board, the Executive Committee, and the Executive Director are under a fiduciary duty to conduct the activities and affairs of the Authority in the best interests of the Authority, including the safekeeping and use of all Authority money and other Authority assets for the benefit of the Authority. The members of the Authority Board, the Executive Committee, and the Executive Director shall discharge this duty in good faith, with the care an ordinarily prudent individual in a like position would exercise under similar circumstances.

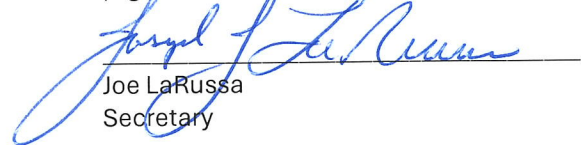
ARTICLE IX
AMENDMENTS

9.1. **Amendments.** These bylaws may be modified, amended, or repealed, and new bylaws may be adopted by the affirmative vote of five Committee Members at any regular meeting of the Executive Committee. At a special meeting of the Executive Committee, these bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by the affirmative vote of at least five Committee Members if a notice setting forth the proposed changes to the bylaws is provided in accordance with the notice requirements for special meetings. Committee Members must receive an advance copy of any proposed amendments to these bylaws.

Secretary's Certification:

I hereby certify that this resolution was duly adopted by the executive committee of the Courts and Law Enforcement Management Information System (CLEMIS) Authority at a properly noticed open meeting held with a quorum present on November 10, 2025.

(signature of secretary)


Joe LaRussa
Secretary

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