

1 **BAY AREA URBAN AREA SECURITY INITIATIVE (UASI)**
2 **APPROVAL AUTHORITY**

3
4 **BY-LAWS**

5
6 **Approved by the Approval Authority on August 10, 2017**
7

8 **ARTICLE I – FORMATION**
9

10 The Bay Area Urban Area Security Initiative Approval Authority (“Approval Authority”)
11 was established by a Memorandum of Understanding between the City and County of
12 San Francisco, the City of Oakland, the City of San Jose, the County of Alameda and
13 the County of Santa Clara, dated July 1, 2006. A successor Memorandum of
14 Understanding between the same parties, dated July 1, 2007, continued the Approval
15 Authority. New Memoranda of Understanding dated December 1, 2011 (“2011 MOU”)
16 and December 1, 2013 (“2013” MOU) were entered by the initial parties and the
17 following additional government entities from the Bay Area Urban Area: County of
18 Contra Costa, County of Marin, County of Monterey, County of San Mateo and County
19 of Sonoma, with the California Office of Emergency Services (“Cal OES”) as a then non-
20 voting member. Cal OES is no longer a member of the Approval Authority. The
21 current Member entities are collectively referred as “parties”. The 2013 MOU expires on
22 December 1, 2017. The parties intend to establish a new 2017 MOU prior to the
23 expiration of the 2013 MOU.
24

25 **ARTICLE II – PURPOSE**
26

27 The Approval Authority provides overall governance of the Urban Areas Security
28 Initiative (“UASI”) homeland security grant program, as well as other grant programs
29 under the jurisdiction of the Approval Authority, across the Bay Area Urban Area. The
30 Approval Authority coordinates development and implementation of all grant projects,
31 programs and initiatives, and ensures compliance with grant program requirements, as

32 more fully set forth in the 2017 MOU.

33

34 **ARTICLE III – MEMBERS AND REPRESENTATIVES**

35

36 The Members of the Approval Authority are **City of Oakland, City of San Jose, City**
37 **and County of San Francisco, County of Alameda, County of Contra Costa,**
38 **County of Marin, County of Monterey, County of San Mateo, County of Santa**
39 **Clara and County of Sonoma.** Each Member, other than the City and County of San
40 Francisco, shall select one primary and one alternate Representative to the Approval
41 Authority, as specified in the 2017 MOU. The City and County of San Francisco shall
42 select two primary and two alternate Representatives. Unless expressly specified in
43 these By-laws, a reference to a Member’s Representative is to the Member’s primary
44 Representative.

45

46 **ARTICLE IV – OFFICERS AND GENERAL DUTIES**

47

48 Section 4.1. Selection of Chair and Vice-chair. The officers of the Approval Authority
49 are the Chair and Vice-chair. The Approval Authority shall elect a Chair and Vice-chair
50 from among the Members’ primary Representatives on an annual basis at the January
51 Approval Authority meeting. Alternate Representatives cannot serve as the Chair or
52 Vice-chair of the Approval Authority.

53

54 Section 4.2. Term of the Chair and Vice-chair. The Chair and Vice-chair shall serve a
55 one-year term. If the Chair is unable to complete his or her term, the Vice-chair shall
56 become Chair for the remaining period of the Chair’s term, and the Approval Authority
57 shall elect a new Vice-chair at the next regularly scheduled meeting to serve the
58 remaining period of the Vice-chair’s term.

59

60 Section 4.3. Duties of the Chair. The Chair shall perform the following duties:

61 (a) Approve the agenda for all Approval Authority meetings.

62 (b) Preside over all meetings of the Approval Authority.

- 63 (c) Call special meetings of the Approval Authority outside of the regular
64 meeting schedule, subject to Section 6.3 (Special Meetings), below.
- 65 (d) Cancel a meeting of the Approval Authority, but only if there is no quorum
66 or a declared local, state, or national emergency that impacts the Bay
67 Area Urban Area.

68

69 Section 4.4. Duties of the Vice-chair. The Vice-chair shall fulfill the duties of the Chair
70 any time when the Chair is unavailable, or when so designated by the Chair.

71

72 **ARTICLE V – COMMITTEES AND WORK GROUPS**

73

74 Section 5.1. Regional Working Groups. The General Manager may create discipline-
75 specific and/or functionally-determined working groups, which shall report to the
76 General Manager, to make comprehensive assessments and recommendations that
77 address risk reduction, increase capabilities on a regional basis, vet regional project
78 proposals, and review grant allocations. These regional working groups may elect
79 Chairs from among their memberships.

80

81 **ARTICLE VI – APPROVAL AUTHORITY MEETINGS**

82

83 Section 6.1. Open Meeting Policy. It is the policy of the Approval Authority to conduct
84 official business through open and public meetings. The Approval Authority shall
85 conduct its meetings, and the meetings of any committees established by the Approval
86 Authority, in compliance with the Ralph M. Brown Act, California Government Code
87 §54950 *et seq.* (the “Brown Act”).

88

89 Section 6.2. Regular Meetings. The Approval Authority shall meet at 10:00 a.m. on the
90 second Thursday of the month pursuant to a Regular Meeting Schedule to be adopted
91 by the Approval Authority each November.

92

93 Section 6.3. Special Meetings. The Chair may call special meetings with ten (10)

94 business days' advance notice. In addition, a majority of the Representatives of the
95 Approval Authority may call a special meeting by vote at a noticed meeting. Materials
96 for a special meeting may be distributed at the meeting, with the exception of the
97 meeting agenda, which must be distributed and posted publicly 24 hours in advance of
98 the meeting, per the Brown Act.

99

100 Section 6.4. Meeting Agenda. The Chair shall set the agenda for Approval Authority
101 meetings. Approval Authority Representatives and the General Manager may request
102 the Chair to include items on the agenda. Each agenda shall specify the date, time and
103 location of the meeting and contain a meaningful description of each item of business to
104 be transacted or discussed. Agendas must also include information regarding the
105 location where members of the public may inspect agenda materials distributed to the
106 Approval Authority fewer than 72 hours before a meeting, as well as information on
107 accommodation for persons with disabilities.

108

109 Section 6.5. Submitting Materials for Regular Meeting Agenda Items. The General
110 Manager or other person designated to present an agenda item shall prepare and
111 submit materials for that item to the Chair no less than ten (10) calendar days before the
112 meeting, using the Approval Authority Agenda Item Template. (Appendix A)

113

114 Section 6.6. Distribution of Meeting Materials. Except as described in Section 6.3
115 (Special Meetings), at least 72 hours before the meeting, and to the extent practicable,
116 seven (7) calendar days before an Approval Authority meeting, the General Manager
117 shall distribute to all primary Representatives a meeting agenda, approved by the Chair,
118 along with any supporting or supplementary materials, including staff reports on agenda
119 items. The General Manager shall also post the agenda.

120

121 (a) *Distribution to Representatives.* The General Manager shall distribute the
122 meeting agenda via email to Approval Authority Representatives. At the
123 written request of a Representative, the General Manager will also
124 distribute the agenda to that individual by any other means, including U.S.

125 mail or fax. In addition, a Representative may identify in writing up to
126 three (3) additional persons, such as the Representative's assistant or
127 officials of the Representative's Member, to whom the General Manager
128 shall distribute the agenda.

129 (b) *General Posting.* The General Manager shall post the agenda at the
130 meeting location and on the UASI website. Except with regard to special
131 meetings, the General Manager shall post on the website all public
132 materials for the meeting at least 72 hours before the meeting, and to the
133 extent practicable, seven (7) calendar days before the meeting.

134 (c) *Other Distribution.* Members of the public may submit a written request to
135 the General Manager to receive copies of Approval Authority agendas
136 and/or agenda materials. A written request shall be valid for the calendar
137 year in which it is submitted, and must be renewed the following January 1
138 of each year. The General Manager shall provide a copy of the agenda
139 and/or agenda materials by email or U.S. mail to each person with a
140 current written request submitted to the General Manager.

141
142 Section 6.7. Meeting Minutes. The General Manager shall prepare minutes of each
143 Approval Authority meeting and submit them to the Approval Authority. The Chair shall
144 make the draft minutes available and subject to review and approval at the next
145 regularly scheduled Approval Authority meeting. The General Manager shall post
146 approved minutes on the UASI website following the meeting where the minutes are
147 approved. Meeting minutes shall include the following information:

- 148
- 149 (a) All actions by motion, including dissenting votes;
 - 150 (b) Documents filed, including staff reports;
 - 151 (c) Brief summary of discussion; and
 - 152 (d) Public comments
- 153

154 Section 6.8. Audio Recordings. The General Manager shall ensure that all meetings of
155 the Approval Authority and any committees of the Approval Authority are audio

156 recorded. Except for closed sessions, the recordings are public records, available upon
157 request, and posted to the UASI website at <http://bayareauasi.org>.

158

159 Section 6.9. Closed Session. The Approval Authority may meet in closed session as
160 permitted by law. Notice of the closed session must be included in the meeting agenda
161 and public comment may be given in accordance with the Brown Act. The Approval
162 Authority must vote to enter closed session. The Chair shall report publicly any action
163 taken in closed session as required by law or as determined by vote of the Approval
164 Authority.

165

166 Section 6.10. Order of Business. Meetings of the Approval Authority shall proceed as
167 set forth in the agenda, except that the Chair may call items out of order for any
168 reasonable purpose, or Members may request a change in the order of agenda items by
169 a majority vote of the Board.

170

171 Section 6.11 Electronic Messaging During Meetings. Text messaging during a meeting
172 could enable a Member to surreptitiously communicate with another Member or
173 interested parties, or receive evidence or direction as to how to vote, from an outside
174 party, that other Members and the parties do not see. These circumstances may
175 undermine the integrity of the proceeding and raise due process concerns. Text
176 messaging or use of other personal electronic communications devices during any
177 meeting of a policy body presents serious problems. The Brown Act and Sunshine
178 Ordinance presume that public input during a meeting will be “on the record” and visible
179 to those who attend or review a tape of the meeting. But members of the public will not
180 observe the text messages that Members of the policy body receive during the meeting.
181 Hence the public will not be able to raise all reasonable questions regarding the basis
182 for the policy body’s actions. And text messaging among Members of the policy body
183 concerning an agenda item or other business of the body could lead to an unlawful
184 seriatim meeting in the midst of a formal meeting. Text messaging related to meeting
185 agenda items is strictly prohibited, and any text messaging during meetings is strongly
186 discouraged.

187 Section 6.12. Public Participation. It is the policy of the Approval Authority to
188 encourage and permit public participation and comment on matters within the Approval
189 Authority's jurisdiction, as follows.

190

191 (a) *Public Comment on Agenda Items.* The Approval Authority will take public
192 comment on each item on the agenda. The Approval Authority will take
193 public comment on an action item before the Approval Authority takes
194 action on that item. Persons addressing the Approval Authority on an
195 agenda item shall confine their remarks to the particular agenda item. For
196 each agenda item, each member of the public may address the Approval
197 Authority once, for up to three minutes. The Chair may limit the public
198 comment on an agenda item to less than three minutes per speaker,
199 based on the nature of the agenda item, the number of anticipated
200 speakers for that item, and the number and anticipated duration of other
201 agenda items.

202 (b) *General Public Comment.* The Approval Authority shall include general
203 public comment as an agenda item at each meeting of the Approval
204 Authority. During general public comment, each member of the public
205 may address the Approval Authority on matters within the Approval
206 Authority's jurisdiction. Issues discussed during general public comment
207 must not appear elsewhere on the agenda for that meeting. Each
208 member of the public may address the Approval Authority once during
209 general public comment, for up to three minutes. The Chair may limit the
210 total general public comment to 30 minutes and may limit the time
211 allocated to each speaker depending on the number of speakers during
212 general public comment and the number and anticipated duration of
213 agenda items.

214 (c) *Comment, Not Debate.* Approval Authority Representatives and other
215 persons are not required to respond to questions from a speaker.
216 Approval Authority Representatives shall not enter into debate or
217 discussion with speakers during public comment, although Approval

218 Authority Representatives may question speakers to obtain clarification.
219 Approval Authority Representatives may ask the General Manager to
220 investigate an issue raised during public comment and later report to the
221 Approval Authority. The lack of a response by the Approval Authority to
222 public comment does not necessarily constitute agreement with or support
223 of comments made during public comment. The Approval Authority is not
224 permitted to take any action with respect to items that are not on a
225 meeting agenda, absent special circumstances and in compliance with the
226 Brown Act.

227

228 **ARTICLE VII – GENERAL MANAGER AND MANAGEMENT TEAM**

229

230 Section 7.1. General Manager. The assignment of the General Manager, including
231 selection, duties, evaluation, and removal, shall be governed by the 2017 MOU and
232 these By-laws. The General Manager shall:

233

- 234 (a) Act in accordance with the 2017 MOU, these By-laws, and any policies
235 and procedures established by the Approval Authority.
- 236 (b) Establish proposed criteria, rationale, and methodology, consistent with
237 grant guidelines, for selecting governmental entities from within the Bay
238 Area Urban Area for representation. The Approval Authority shall approve
239 the criteria, rationale and methodology and the selection of jurisdictions.
- 240 (c) Make reasonable efforts to balance regional representation on the
241 Management Team.
- 242 (d) Direct and manage the work of the personnel assigned to the
243 Management Team to support the Approval Authority initiatives and
244 projects. The General Manager shall carry out this responsibility by
245 appropriate means determined in his or her sole discretion, including but
246 not limited to setting job duties and responsibilities, performance goals
247 and expectations, conducting performance plans and evaluations,
248 directing corrective action plans, and removing personnel from an

249 assignment to the Management Team, with or without cause at any time;
250 however, the employing jurisdiction retains all power to issue written
251 reprimands or suspensions to personnel assigned to the Management
252 Team.

253 (e) Regularly report on the status of recruitment for positions in the
254 Management Team. Recruitments for positions in the Management Team
255 shall be open, competitive, and fair.

256 (f) At the last regularly scheduled meeting of the fiscal year, present to the
257 Approval Authority information on individuals selected for assignment to
258 the Management Team. The General Manager shall provide job
259 descriptions and compensation (as set by the employing agency) for
260 review and approval. All new positions require approval of the job
261 description and compensation by the Approval Authority prior to their
262 effective date; further, any changes to compensation must be approved by
263 the Approval Authority.

264 (g) At the last regularly scheduled meeting of the fiscal year, submit a
265 recommended annual work plan for the upcoming year, for the General
266 Manager and Management Team, for approval by the Approval Authority.
267 The annual work plan shall include specific deliverables and timelines, as
268 well as an organizational chart for the Management Team. During the
269 course of the year, the General Manager shall present any proposed
270 changes to the work plan to the Approval Authority for its review and
271 approval.

272

273 Section 7.2. Performance Review. The Fiscal Agent, as the hiring manager for the
274 General Manager, shall conduct an annual performance review of the General Manager
275 with input from the Approval Authority.

276

277 Section 7.3. Management Team. The General Manager may select personnel for
278 assignment to the Management Team as provided in the 2017 MOU.

279

280 Section 7.4. Management Team Functions and Duties. Under the direction and
281 supervision of the General Manager, the personnel assigned to the Management Team
282 shall perform functions and duties in support of the grant programs under the jurisdiction
283 of the Approval Authority, and shall:

284

285 (a) Act in accordance with the 2017 MOU, these By-laws, and any policies
286 and procedures established by the Approval Authority.

287 (b) Oversee and execute all administrative tasks associated with application
288 for and distribution of grant funds and programs.

289 (c) Coordinate and manage any working groups, and serve as the liaison
290 between those groups to ensure regional coordination and collaboration.

291 (d) Maintain all records associated with the activities of the Approval
292 Authority, Management Team and any working groups, including but not
293 limited to records regarding application, funding and disbursement
294 processes for grants under the jurisdiction of the Approval Authority.

295 (e) Provide regional coordination, monitoring, and appropriate oversight and
296 management of grant funded projects and programs.

297 (f) Work with working groups, as well as appropriate Bay Area stakeholders,
298 to obtain input and make recommendations to the Approval Authority on
299 application for and allocation and distribution of grant funds under the
300 jurisdiction of the Approval Authority, and policy and programmatic
301 objectives in alignment with the federal grant guidelines and the regional,
302 state and federal homeland security strategies.

303 (g) Perform additional functions, duties and responsibilities as determined and
304 established by the General Manager.

305

306 Section 7.5. Budget. At the last regularly scheduled meeting of the fiscal year, the
307 General Manager shall submit a recommended annual Management Team budget for
308 approval by the Approval Authority. The budget shall include recommendations for the
309 upcoming fiscal year, for all staff and consultant resources, training, and travel
310 expenses of the Management Team.

311
312 Section.7.6.General Manager’s Reports. At each Approval Authority meeting, the
313 General Manager and/or his designee shall provide a written report and oral summary
314 that describes the following:

- 315
- 316 (a) All management activities related to grant projects and initiatives.
 - 317 (b) Recommendations and major issues raised by any working group.
 - 318 (c) Any proposed changes to the annual Management Team Work Plan, for
319 approval by the Approval Authority before implementation.

320

321 In addition, the General Manager and/or his designee shall provide written periodic
322 financial reports, with an oral summary at the meeting, that include grant expenditures
323 and a summary of travel and training expenses for the Management Team for the
324 previous quarter.

325

326 **ARTICLE VIII – GRANT INVESTMENTS AND ADMINISTRATION**

327

328 Section 8.1. UASI Grant Allocation Methodology. The Approval Authority shall use a risk
329 and capability-based methodology to apply for and allocate grant funds. To be eligible
330 for funding, jurisdictions within the Bay Area UASI must participate in the risk and
331 capability assessment process on an annual basis. In addition, those jurisdictions must
332 be able to sign the grant assurances and comply with all federal, state, and local
333 requirements.

334

335 Section 8.2. Overarching UASI Grant Funding Policies. Investment of UASI grant funds
336 must:

- 337
- 338 (a) Have a high threat, high density urban area terrorism focus.
 - 339 (b) Build regional capabilities, defined as capabilities for two or more counties.
 - 340 (c) Enhance regional preparedness and directly support the national priority
341 on expanding regional collaboration in the National Preparedness System.

- 342 (d) Align with the Bay Area Urban Area Homeland Security Goals and
343 Objectives and THIRA (Threat and Hazard Identification and Risk
344 Assessment)
- 345 (e) Support the federal investment strategy.
- 346 (f) Incorporate the DHS grant program funding priorities as well as the
347 relevant national priorities.

348

349 Section 8.3. Grant Application.

350

- 351 a) The Management Team shall prepare grant applications for review and
352 approval by the Approval Authority.
- 353 b) The UASI grant application shall include grant project information, the
354 amount of proposed funding for each project and the proposed break-
355 down of the funding for that project by solution area (POETE – planning,
356 organization, equipment, training, and exercise), and the jurisdictions
357 proposed to receive the funding along with the amount of funding
358 proposed for each jurisdiction.
- 359 c) For all other grants, the grant application shall include the grant projects
360 and the amount of the proposed funding for each project. If consistent
361 with grant guidelines, the application shall designate the jurisdictions
362 proposed to receive funding and the amount proposed to be allocated to
363 each jurisdiction.
- 364 d) The Approval Authority shall approve all allocations specified in the grant
365 application prior to submittal to Cal OES; when practical, this approval
366 shall happen at least four weeks in advance.
- 367 e) The General Manager is authorized to adjust a grant application to
368 conform to required changes from Cal OES or the applicable federal
369 granting agency. The General Manager shall report back any adjustments
370 made to the Approval Authority at the next regularly scheduled meeting.

371 Section 8.4. Grant Award. The General Manager shall report to the Approval Authority
372 on a grant award received from Cal OES at the next regular meeting following the

373 award.

374

375 a) For the UASI grant, if the award is less than the application amount, the
376 General Manager shall submit recommendations for reallocation to the
377 Approval Authority for approval. The reallocation recommendation shall
378 include the grant projects, the amount of proposed funding for each
379 project, the jurisdictions proposed to receive the funding, as well as the
380 amount of funding proposed for each jurisdiction.

381 b) For any other grants under the jurisdiction of the Approval Authority, the
382 Approval Authority shall adopt requirements consistent with the grant
383 guidelines by vote of the Approval Authority.

384

385 Section 8.5. Modification of Grant Allocations. The General Manager is authorized to
386 modify the Approval Authority's allocation of grant funds as follows:

387

388 a) Within a grant project, approve scope changes requested by sub-recipient
389 jurisdictions as long as such scope changes are budget neutral and are
390 consistent with the original project goals and objectives as stated in the
391 project proposal, the Bay Area Homeland Security Goals and Objectives,
392 and/or FEMA requirements.

393 b) Within a grant project, reallocate funds up to a total of \$250,000. This
394 authority allows the General Manager to add or subtract from the
395 allocation by \$250,000. Any changes must be consistent with the original
396 project goals and objectives as stated in the project proposal, the Bay
397 Area Homeland Security Goals and Objectives, and/or FEMA
398 requirements. The General Manager and/or his designee shall report
399 such project budget changes under \$250,000 to the Approval Authority on
400 a biannual basis. The General Manager shall bring any budget change
401 that exceeds \$250,000 to the Approval Authority for approval prior to the
402 change.

403 c) Reallocate projects from one grant year to another grant year for the

404 purpose of expending grant funds within applicable grant performance
405 periods, in essence allowing approved projects a longer time period for
406 completion. The General Manager and/or his designee must report to the
407 Approval Authority any timeline changes for projects with budgets over
408 \$250,000 that delay the final project completion date by more than six
409 months.

410 d) Obtain the appropriate approvals from Cal OES for grant modifications.

411 e) Pursuant to the Grants Management Manual, propose solutions to the
412 Approval Authority for when funding becomes available because the sub-
413 recipient jurisdiction is unable or no longer interested implementing project
414 goals and objectives as originally approved by the Approval Authority or
415 expenditures for a project are lower than originally budgeted.

416

417 Section 8.6 Fiscal Agent. Per the Department of Homeland Security Grant Guidelines,
418 the State Administrative Agent (SAA) is responsible for ensuring compliance with
419 fiduciary and programmatic administration requirements of the UASI Program, as such it
420 must identify a Point of Contact for the application and acceptance of grant funds. This
421 responsibility may be undertaken on behalf of the Bay Area Urban Area by any qualified
422 Member of the Approval Authority, as identified and approved by the SAA.

423

424 a) The Fiscal Agent shall:

425 i. Be a party to the Bay Area UASI Memorandum of
426 Understanding.

427 ii. Have the financial ability to advance funding for grants in
428 advance of reimbursement from the Department of Homeland
429 Security or other Federal or State granting agencies.

430 iii. Have the legal authority to apply for Federal assistance and
431 have the institutional, managerial and financial capability to
432 ensure proper planning, management and completion of the
433 grant provided by the U.S. Department of Homeland Security
434 (DHS)/Federal Emergency Management Agency (FEMA) and

- 435 sub-granted through the State of California, California Office of
436 Emergency Services (Cal OES).
- 437 iv. Be able to assume responsibility as the Fiscal Agent, and in
438 doing so to not disrupt the orderly business of the Approval
439 Authority or the administration of existing grants and projects.
- 440 v. Have certification by an independent Certified Public Accountant
441 (CPA) that criteria #ii-iv above can be successfully met.
- 442
- 443 (b) Fiscal agent responsibilities shall include:
- 444
- 445 i. Serve as sub-grantee for UASI funds and other program grant
446 funds granted by DHS and Cal OES and establish procedures and
447 execute sub-recipient agreements for distribution.
- 448 ii. Serve as the UASI region point of contact with U.S. Department of
449 Homeland Security (DHS)/Federal Emergency Management
450 Agency (FEMA) and the State of California, California Office of
451 Emergency Services (Cal OES).
- 452 iii. Ensure that all allocations and use of funds are in accordance with
453 the Homeland Security Grant Program Notice of Funding
454 Opportunity, and the California Supplement to the Homeland
455 Security Grant Program Federal Notice of Funding Opportunity.
456 Grant funding must support the goals and objectives of the
457 Approval Authority, the State and/or Bay Area Homeland Security
458 Goals and Objectives as well as the investments identified in the
459 Investment Justifications submitted as part of the California
460 Homeland Security Grant Program application.
- 461 iv. Establish and maintain procedures and provide all financial
462 services for distribution of UASI and other program grant funds.
- 463 v. Comply with all applicable Federal statutes, regulations, policies,
464 guidelines and requirements, including the Uniform Guidance per 2
465 CFR 200 and E.O. 12372.

- 466 vi. Provide progress reports and other such information as may be
467 required by the Approval Authority and/or the awarding agency.
468 vii. Cooperate with any assessments, evaluation efforts, and information
469 or data collection requests, including, but not limited to, the provision
470 of any information required for the assessment or evaluation of any
471 activities within this agreement.
472 viii. Meaningfully assist during any transition of responsibilities to another
473 Member agency.
474
475 c) At any time during the term of this Memorandum of Understanding, any
476 Member of the Approval Authority may, by written notice to the Co-Chairs
477 of the Approval Authority, request consideration of the Approval Authority
478 to assume the role of Fiscal Agent. The Fiscal Agent must meet all of the
479 criteria specified in section 8.6 (a) above.
480

481 Section 8.7. Grant Management Manual. The General Manager shall maintain a Bay
482 Area UASI Grant Management Manual. This Manual shall outline policies and
483 procedures for grant allocations and expenditures, grant management and
484 administration, and any other applicable requirements. Any Approval Authority
485 Representative or the General Manager may present proposed changes to the Grants
486 Manual at any time. Any amendments to the Manual shall be effective only if and when
487 adopted by the Approval Authority.
488

489 **ARTICLE IX – GOVERNING AUTHORITY; DEFINED TERMS**

490

491 The Approval Authority shall operate in accordance with the 2017 MOU. Any portion of
492 the By-laws or any other procedural document that conflicts with the 2017 MOU is null
493 and void to the extent of such conflict. Capitalized terms not defined herein shall have
494 the meaning ascribed to them in the 2017 MOU.

495 **ARTICLE X – AMENDMENT OF THE BY-LAWS**

496

497 These By-laws may be amended by majority vote of the Approval Authority.
498 Amendment to the By-laws must be made as a public agenda item at an Approval
499 Authority meeting.

500

501 **ARTICLE XI – EFFECTIVE DATE**

502

503 These By-laws are effective beginning the first regular meeting after adoption.

504 Appendix A
505 *Approval Authority Agenda Item Template*
506
507 **To: Bay Area UASI Approval Authority**
508 **From:**
509 **Date:**
510 **Re: Item #**

511
512 **Staff Recommendations:**

513
514
515
516

517 **Action or Discussion Items:**

518
519
520

521 **Discussion:**

522
523
524