

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

BYLAWS

Approved by the Approval Authority on _____, 2025

ARTICLE I – FORMATION

The Bay Area Urban Areas Security Initiative Approval Authority (“Approval Authority”) was established by a Memorandum of Understanding between the City and County of San Francisco, the City of Oakland, the City of San Jose, the County of Alameda and the County of Santa Clara, dated July 1, 2006. A successor Memorandum of Understanding between the same parties, dated July 1, 2007, continued the Approval Authority. New Memoranda of Understanding dated December 1, 2011 (“2011 MOU”), December 1, 2013 (“2013 MOU”), December 1, 2017 (“2017 MOU”), December 1, 2021 (“2021 MOU”), and December 1, 2025 (“2025 MOU”) were entered by the initial parties and the following additional government entities from the Bay Area Urban Area: County of Contra Costa, County of Marin, County of Monterey, County of San Mateo and County of Sonoma, with the California Office of Emergency Services (“Cal OES”) as a then non-voting member. Cal OES is no longer a member of the Approval Authority. The current Member entities are collectively referred as “parties”.

ARTICLE II – PURPOSE

The Approval Authority provides effective direction and governance for grant programs under the jurisdiction of the Approval Authority, and to coordinate a regional approach to prevention, protection, mitigation, response and recovery to homeland security threats and hazards in accordance with grant guidelines and direction provided by the U.S. Department of Homeland Security (DHS) and the California Office of Emergency Services (Cal OES). The Approval Authority coordinates development and implementation of all grant projects, programs and initiatives, and ensures compliance with grant program requirements, as more fully set forth in the 2025 MOU.

ARTICLE III – MEMBERS AND REPRESENTATIVES

Section 3.1. Current Members. The Members of the Approval Authority are City of Oakland, City of San Jose, City and County of San Francisco, County of Alameda, County of Contra Costa, County of Marin, County of Monterey, County of San Mateo, County of Santa Clara and County of Sonoma.

Section 3.2. Representatives. Each Member, other than the City and County of San Francisco, shall select one primary and one alternate Representative to the Approval Authority, as specified in the 2025 MOU. As both a core city and core county, the City and County of San Francisco shall select two primary and two alternate Representatives. The Representative(s) shall be selected by the executive officer or administrator of that Member’s jurisdiction. Unless expressly specified in these bylaws, a reference to a Member’s Representative is to the Member’s primary Representative.

ARTICLE IV – OFFICERS AND GENERAL DUTIES

Section 4.1. Selection of Chair and Vice-chair. The officers of the Approval Authority are the Chair and Vice-chair. Officers may be representatives of any Party to the 2025 MOU. The Approval Authority shall elect a Chair and Vice-chair from among the Members' primary Representatives at the last Approval Authority meeting of the calendar year that term limits are set to expire to become effective on January 1 of the following year.

Section 4.2. Term of the Chair and Vice-chair. The Chair and Vice-chair each shall serve a two-year term. If the Chair is unable to complete their term, the Vice-chair shall become Chair for the remaining period of the Chair's term, and the Approval Authority shall elect a new Vice-chair at the next regularly scheduled meeting to serve the remaining period of the Vice-chair's term.

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

- (a) Approve the agenda for all Approval Authority meetings.
- (b) Preside over all meetings of the Approval Authority including calling meeting to order, introducing each agenda item, calling for Member discussion, calling for public comment, calling for votes on action items, and other related responsibilities.
- (c) Call special meetings of the Approval Authority outside of the regular meeting schedule, subject to Section 6.3 (Special Meetings), below.
- (d) Cancel a meeting of the Approval Authority, but only if there is no quorum or there exists a declared local, state, or national emergency that impacts the Bay Area Urban Area.

Section 4.4. Duties of the Vice-chair; Alternates. The Vice-chair shall fulfill the duties of the Chair any time when the Chair is unavailable, or when so designated by the Chair. In the event both the Chair and Vice-chair are unavailable, the alternate Representative of the Member whose primary Representative was elected Chair shall fulfill the duties of the Chair. In the event such alternate Representative also is unavailable, the alternate Representative of the Member whose primary Representative was elected Vice-chair shall fulfill the duties of the Chair.

Section 4.5. Duties of the Representatives. Representatives of the Approval Authority shall perform the following duties:

- (a) Attend all meetings of the Approval Authority, as outlined in Article VI of these bylaws.
- (b) Review meeting materials in advance to be prepared to discuss and/or take action on each item.
- (c) Identify a designated alternate to fulfill Representative duties should the primary Member be unavailable. The designated alternate may be modified by submitting a written memo from the primary Member to the General Manager.

- (d) Serve as point person or liaison for the Representative's jurisdiction, or, where applicable, multiple jurisdictions within the Party's jurisdiction, on matters related to homeland security, including but not limited to projects implemented by or on behalf of that jurisdiction. If the Representative is not the appropriate subject matter expert for the associated project, the Representative may delegate this responsibility to another qualified member of the jurisdiction.
- (e) Identify appropriate personnel for working groups and/or subcommittees of working groups as outlined in Article V of these bylaws.
- (f) Meet with the Bay Area UASI General Manager annually, at a minimum, to align priorities, receive briefings, and provide relevant feedback on the Bay Area UASI Management Team.

ARTICLE V – COMMITTEES AND WORK GROUPS

Section 5.1. Regional Working Groups. The General Manager may create discipline-specific and/or functionally-determined working groups, which shall report to the Bay Area UASI Management Team, to make comprehensive assessments and recommendations that address risk reduction, increase capabilities on a regional basis, vet regional project proposals, and review grant allocations. Working Groups will have a specific purpose or charter, and will serve as a group of subject matter experts responsible for implementing the direction and priorities of the Approval Authority. Members of the working groups shall be identified by Approval Authority members and/or members of the Bay Area UASI Management Team. These regional working groups may elect Chairs from among their memberships and membership shall be reviewed on an annual basis. Summaries of the deliverables of each Working Group shall be presented at a meeting of the Approval Authority on an annual basis by the General Manager or their designee.

ARTICLE VI – APPROVAL AUTHORITY MEETINGS

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

Section 6.2. Regular Meetings. The Approval Authority shall meet pursuant to a Regular Meeting Schedule to be adopted by the Approval Authority at the last meeting of each calendar year. The Regular Meeting Schedule shall make every effort to maintain consistent times and days of the week across all meetings. .

Section 6.3. Special Meetings. The Chair may call special meetings with twenty-four (24) hours' advance notice. In addition, a majority of the Representatives of the Approval Authority may call a special meeting by vote at a noticed meeting. Materials for a special meeting may be distributed at the meeting, with the exception of the meeting agenda, which must be distributed and posted publicly 24 hours in advance of the meeting, per the Brown Act.

Section 6.4. Meeting Agenda. The General Manager shall propose the agenda for Approval Authority meetings for approval by the Chair no less than ten (10) business days prior to the scheduled meeting. Approval Authority Representatives may request the General Manager or Chair to include items on the agenda. Each agenda shall specify the date, time, and location of the meeting and contain a meaningful description of each item of business to be transacted or discussed. Agendas must also include information regarding the location where members of the public may inspect agenda materials distributed to the Approval Authority fewer than 72 hours before a meeting, as well as information on accommodation for persons with disabilities.

Section 6.5. Submitting Materials for Regular Meeting Agenda Items. Each person presenting an agenda item at a meeting of the Approval Authority shall prepare and submit materials for that item to the General Manager no less than ten (10) calendar days before the meeting, using the Approval Authority Agenda Item Template. (Appendix A)

Section 6.6. Distribution of Meeting Materials. Except as described in Section 6.3 (Special Meetings), the General Manager shall distribute meeting materials as outlined below.

- (a) *Distribution to Representatives.* The General Manager shall distribute the meeting agenda and any supporting or supplementary materials including but not limited to staff reports via email to Approval Authority Representatives. At the written request of a Representative, the General Manager will also distribute the agenda to that individual by any other means, including U.S. mail. In addition, a Representative may identify in writing up to three (3) additional persons, such as the Representative's assistant or officials of the Representative's Member, to whom the General Manager shall distribute the agenda. Distribution to Representatives shall occur at least 72 hours before the meeting, and to the extent practicable, seven (7) calendar days before the meeting.
- (b) *General Posting.* The General Manager shall post the agenda at a location freely accessible to the public within the jurisdictional boundaries of the Bay Area UASI. Except with regard to special meetings, the General Manager shall post on the website all public materials for the meeting no later than 72 hours before the meeting.
- (c) *Other Distribution.* Members of the public may submit a written request to the General Manager to receive copies of Approval Authority agendas and/or agenda materials. A written request shall be valid for the calendar year in which it is submitted, and must be renewed the following January 1 of each year. The General Manager shall provide a copy of the agenda and/or agenda materials by email or U.S. mail to each person with a current written request submitted to the General Manager.

Section 6.7. Meeting Minutes. The General Manager or their designee shall prepare minutes of each Approval Authority meeting and submit them to the Approval Authority for their review, correction, or concurrence. The Chair shall ensure the draft minutes are available and subject to review and approval at the next regularly scheduled Approval Authority meeting. The General Manager shall post approved minutes on the Bay Area UASI website following the meeting where the minutes are approved. Meeting minutes shall include the following information:

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

Section 6.8. Closed Session. The Approval Authority may meet in closed session as permitted by law. Notice of the closed session must be included in the meeting agenda and public comment may be given in accordance with the Brown Act. The Approval Authority must vote to enter closed session. The Chair shall report publicly any action taken in closed session as required by law or as determined by vote of the Approval Authority.

Section 6.9. Order of Business. Meetings of the Approval Authority shall proceed as set forth in the agenda, except that the Chair may call items out of order for any reasonable purpose, or any Representative in attendance may request a change in the order of agenda items to be confirmed by a majority vote of the Authority.

Section 6.10. Electronic Messaging During Meetings. Text messaging during a meeting could enable a Representative to surreptitiously communicate with another Representative or interested parties, or receive evidence or direction as to how to vote, from an outside party, that other Representatives of Members and the parties do not see. These circumstances may undermine the integrity of the proceeding and raise due process concerns. Text messaging or use of other personal electronic communications devices during any meeting of a policy body presents serious problems. The Brown Act presumes that public input during a meeting will be “on the record” and visible to those who attend or review a tape of the meeting. But members of the public will not observe the text messages that Members of the policy body receive during the meeting. Hence the public will not be able to raise all reasonable questions regarding the basis for the policy body’s actions. Further, text messaging among Representatives of Members of the policy body concerning an agenda item or other business of the body could lead to an unlawful *seriatim* meeting in the midst of a formal meeting. Text messaging related to meeting agenda items is strictly prohibited, and any text messaging during meetings is strongly discouraged.

Section 6.11. Public Participation. It is the policy of the Approval Authority to encourage and permit public participation and comment on matters within the Approval Authority’s jurisdiction, as outlined below.

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

- (b) *General Public Comment.* The Approval Authority shall include general public comment as an agenda item at each meeting of the Approval Authority. During general public comment, each member of the public may address the Approval Authority on matters within the Approval Authority's jurisdiction. Issues discussed during general public comment must not appear elsewhere on the agenda for that meeting. Each member of the public may address the Approval Authority once during general public comment, for up to three minutes. The Chair may limit the total general public comment to 30 minutes and may limit the time allocated to each speaker depending on the number of speakers during general public comment and the number and anticipated duration of agenda items.
- (c) *Comment, Not Debate.* Approval Authority Representatives and other persons are not required to respond to questions from a speaker. Approval Authority Representatives shall not enter into debate or discussion with speakers during public comment. Authority Representatives may question speakers to obtain clarification. Approval Authority Representatives may ask the General Manager to investigate an issue raised during public comment and later report to the Approval Authority. The lack of a response by the Approval Authority to public comment does not necessarily constitute agreement with or support of comments made during public comment. The Approval Authority is not permitted to take any action with respect to items that are not on a meeting agenda, absent special circumstances and in compliance with the Brown Act.

Section 6.13. Attendance of Meetings. As outlined in the 2025 MOU, Representatives shall attend all meetings of the Approval Authority. Should the Representative be unable to attend a meeting, the Party may be represented by the alternate Representative. Parties shall be represented at no less than 75% of all meetings every calendar year, no less than 50% of which are attended by the Primary Representative. Failure to adhere to this requirement shall constitute grounds for removal of the Party from the Authority by the Approval Authority. Before the Approval Authority takes any action to remove a Party, the General Manager shall confer with the Representative and provide them the opportunity to select another Primary Representative.

ARTICLE VII – GENERAL MANAGER AND MANAGEMENT TEAM

Section 7.1. General Manager. The assignment of the General Manager, including selection, duties, evaluation, and removal, shall be governed by the 2025 MOU and these bylaws. The General Manager shall:

- (a) Act in accordance with the 2025 MOU, these bylaws, and any policies and procedures established by the Approval Authority.
- (b) Establish proposed criteria, rationale, and methodology, consistent with grant guidelines, for selecting governmental entities from within the Bay Area Urban Area for representation. The Approval Authority shall approve the criteria, rationale and methodology and the selection of jurisdictions.

- (c) Make reasonable efforts to equitably distribute Management Team staff time to projects across the region.
- (d) Direct and manage the work of the personnel assigned to the Management Team to support the Approval Authority initiatives and projects. The General Manager shall carry out this responsibility by appropriate means determined in their sole discretion, including but not limited to setting job duties and responsibilities, establishing performance goals and expectations, conducting performance plans and evaluations, directing performance improvement and corrective action plans, and releasing from or terminating employment, with or without cause at any time.

Section 7.2 General Manager Hiring, Termination, and Performance Review. The General Manager shall be appointed by a two-thirds vote of the Approval Authority and shall serve at the will of the Fiscal Agent. The Fiscal Agent shall conduct an annual performance review of the General Manager with input from the Approval Authority. A summary of the General Manager's performance shall be provided by the Fiscal Agent Representative at the next regularly scheduled meeting of the Approval Authority following the completion of annual performance review. Should the General Manager's programmatic performance not meet the expectations of the Approval Authority, a vote of no confidence may be made at a meeting of the Approval Authority as called by the Chair. If a vote of no confidence is achieved, the Approval Authority may also recommend to the Fiscal Agent to terminate the General Manager.

Section 7.3 Management Team. The General Manager may hire personnel for assignment to the Management Team as provided for in the 2025 MOU.

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

- (a) Act in accordance with the 2025 MOU, these bylaws, and any policies and procedures established by the Approval Authority or the General Manager.
- (b) Oversee and execute all administrative tasks associated with application for and distribution of grant funds and programs including but not limited to records regarding application, funding, and disbursement processes for grants under the jurisdiction of the Approval Authority.
- (c) Coordinate and manage any working groups and serve as the liaison between those groups to ensure regional coordination and collaboration.
- (d) Provide regional coordination, monitoring, and appropriate oversight and management of grant funded projects and programs.
- (e) Work with appropriate Bay Area stakeholders to obtain input and make recommendations to the Approval Authority on application for and allocation and distribution of grant funds under the jurisdiction of the Approval Authority, and policy and programmatic objectives in alignment with the

federal grant guidelines and the regional, state and federal homeland security strategies.

- (f) Perform additional functions, duties and responsibilities as determined and established by the General Manager.

Section 7.5. Budget. At the last regularly scheduled meeting of the fiscal year, the General Manager shall submit a recommended annual Management Team budget for approval by the Approval Authority. The budget shall include recommendations for the upcoming fiscal year for all staff and consultant resources, training, and travel expenses of the Management Team. The budget shall be based on anticipated grant award amounts and shall also include recommendations for additional or reduced project expenses should the actual award amounts differ from projections.

Section 7.6. Recurring Approval Authority Agenda Items.

- (a) At each Approval Authority meeting, the General Manager and/or their designee shall provide a General Manager's Report that describes the following:
 - (i) Status updates of grant applications, award notices, denial notices, or other relevant information.
 - (ii) Updates on Management Team strategic initiatives or significant projects relevant to the Approval Authority, including but not limited to changes to the annual Management Team work plan.
 - (iii) Recommendations and major issues raised by any working group.
 - (iv) Updates on Management Team vacancies or recent hires.
 - (v) Answers to any outstanding questions posed by the Authority from a prior meeting.
- (b) At the last regularly scheduled meeting of the fiscal year, the General Manager and/or their designee shall provide a written report and oral summary as outlined below. These items may be called separately from the General Manager's Report at the General Manager's discretion.
 - (i) The General Manager shall submit a recommended annual Management Team budget for approval by the Approval Authority, as described in Section 7.5 of these bylaws.
 - (ii) The General Manager shall submit a recommended annual work plan for the upcoming fiscal year for the General Manager and Management Team for approval by the Approval Authority. The annual work plan shall include specific deliverables and timelines, as well as an organizational chart for the Management Team.

- (c) At the last regularly scheduled meeting of the calendar year, the Chair shall call for the following agenda items:
 - (i) Election of Officers to the Bay Area UASI Approval Authority, as applicable.
 - (ii) Approval of the Regular Meeting Schedule for the following year.
 - (iii) Discussion of the next calendar year's priorities for all Parties, including discussion of proposed regional or sub-recipient projects. A contingency project list outlining priorities for all Parties shall be maintained by the General Manager in the event that additional funding becomes available.
- (d) The General Manager and/or their designee shall provide written financial reports twice annually at the last meetings of the calendar and fiscal year, with an oral summary at the meeting, that include detailed grant expenditures for all programmatic and administrative expenses.

ARTICLE VIII – GRANT INVESTMENTS AND ADMINISTRATION

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

Section 8.2. Overarching Grant Funding Policies. Investment of grant funds managed and administered by Bay Area UASI must:

- (a) Build regional capabilities, defined as capabilities for two or more counties.
- (b) Align with the Bay Area THIRA (Threat and Hazard Identification and Risk Assessment).
- (c) Support the federal investment strategy.
- (d) Incorporate the DHS grant program funding priorities as well as the relevant national priorities as outlined by each eligible grant.

Section 8.3. Grant Application.

- (a) The Management Team shall prepare grant applications consistent with the priorities of the Approval Authority. When practical, a summary of the projects and programs contained in each grant application will be reviewed and approved by the Approval Authority prior to application submission.
- (b) Grant applications submitted by the Management Team shall adhere to all relevant local, state, and federal requirements as defined by the grantor and

subsequent distribution of grant funds shall occur in accordance with these same requirements.

- (c) Grant applications submitted by the Management Team shall meet all required deadlines and requirements outlined by the grantor.
- (d) The General Manager is authorized to adjust a grant application to conform to required changes from Cal OES or the applicable federal granting agency. The General Manager shall report back any adjustments made to the Approval Authority at the next regularly scheduled meeting.

Section 8.4. Grant Award. The General Manager shall report to the Approval Authority on a grant award received from Cal OES or the applicable federal granting agency at the next regular meeting following the award. If the award amount differs from the application amount, the General Manager shall adhere to the approved budget and associated contingencies discussed by the Approval Authority pursuant to Section 7.5 of these bylaws when making adjustments to an application. The General Manager shall report back any adjustments made as soon as possible, but no later than the next scheduled meeting of the Approval Authority.

Section 8.5. Modification of Grant Allocations. Modifications of already awarded and approved grant allocations are permitted under the below outlined conditions. Any modifications must adhere to all local, state, and federal requirements.

- (a) Within a grant project, the General Manager is authorized to approve scope changes requested by sub-recipient jurisdictions or deemed appropriate by the Management Team as long as such scope changes are budget neutral and are consistent with the original project goals and objectives as stated in the project proposal, outlined by THIRA, and/or required by the federal grantor.
- (b) Within a grant project, the General Manager is authorized to add or subtract from the allocation by \$150,000. Any changes must be consistent with the original project goals and objectives as stated in the project proposal, outlined by THIRA, and/or required by the federal grantor. The General Manager and/or their designee shall report such project budget changes under \$150,000 to the Approval Authority at each meeting during the General Manager's Report. The General Manager shall bring any budget change that exceeds \$150,000 to the Approval Authority for approval prior to the change.
- (c) The General Manager is authorized to reallocate projects from one grant year to another grant year for the purpose of expending grant funds within applicable grant performance periods, in essence allowing approved projects a longer time period for completion. The General Manager and/or their designee must report to the Approval Authority any timeline changes for projects with budgets over \$150,000 that delay the final project completion date by more than one year.
- (d) The General Manager is authorized to establish new projects not to exceed \$150,000 that adhere to the Approval Authority's priorities when funding

becomes available because the Party designated to implement the project is unable to or no longer interested in implementing the project as originally approved by the Approval Authority, or because actual expenditures for a project are lower than originally budgeted. New projects established by the General Manager under this provision shall be on the contingency project list established by the Approval Authority. If a new project not on the contingency list is proposed by the General Manager, the Approval Authority must approve the project scope by a majority vote.

- (e) The Approval Authority shall hear all proposed modifications of grant allocations exceeding \$150,000 for their approval. Wherever possible, this approval should occur during a regularly scheduled meeting. If the proposed modification requires action prior to the next regularly scheduled meeting, an established Subcommittee shall possess the authority to approve or disapprove the proposed modification in the interim. The Result shall be presented at the next regularly scheduled meeting of the Approval Authority to ratify the Subcommittee's decision.

Section 8.6. Fiscal Agent. Per the Department of Homeland Security Grant Guidelines, the State Administrative Agent (SAA) is responsible for ensuring compliance with fiduciary and programmatic administration requirements of the UASI Program, as such it must identify a Point of Contact for the application and acceptance of grant funds. This responsibility may be undertaken on behalf of the Bay Area Urban Area by any qualified Member of the Approval Authority, as identified and approved by the SAA. The identified Fiscal Agent will perform the required duties for the UASI Program as well as for all other federal grants managed and administered by the Management Team.

- (a) The Fiscal Agent shall:
 - (i) Be a party to the 2025 Bay Area UASI Memorandum of Understanding.
 - (ii) Have the financial ability to advance funding for grants in advance of reimbursement from the Department of Homeland Security or other Federal or State granting agencies. Should reimbursement be disallowed by the grantor, the Fiscal Agent shall coordinate with other Parties and sub-recipients to determine whether the Fiscal Agent shall be reimbursed
 - (iii) Have the legal authority to apply for Federal assistance and have the institutional, managerial, and financial capability to ensure proper planning, management, and completion of the grant provided by the grantor.
 - (iv) Be able to assume responsibility as the Fiscal Agent, and in doing so to not disrupt the orderly business of the Approval Authority or the administration of existing grants and projects.
 - (v) Have certification by an independent Certified Public Accountant (CPA) that criteria #ii-iv above can be successfully met.

- (vi) Serve as sub-grantee for UASI funds and other program grant funds granted by DHS and Cal OES and establish procedures and execute sub-recipient agreements for distribution.
 - (vii) Serve as the UASI region point of contact with DHS and Cal OES. This role may be fulfilled by the Bay Area UASI General Manager as requested by the Fiscal Agent.
 - (viii) Establish and maintain procedures and provide financial services for distribution of UASI and other program grant funds as outlined in the Grants Manual.
 - (ix) Comply with all applicable Federal statutes, regulations, policies, guidelines and requirements, including the Uniform Guidance per 2 CFR 200 and E.O. 12372.
 - (x) Cooperate with any assessments, evaluation efforts, and information or data collection requests, including but not limited to the provision of any information required for the assessment or evaluation of any activities within this agreement.
 - (xi) Meaningfully assist during any transition of responsibilities to another Member agency.
- (b) *Change of Fiscal Agent.* At any time during the term of the Memorandum of Understanding, any Member of the Approval Authority may, by written notice to the Co-Chairs of the Approval Authority, request consideration of the Approval Authority to assume the role of Fiscal Agent. The Fiscal Agent must meet all of the criteria specified in Section 8.6(a) above. Upon receipt of the request, the Chair shall agendaize the request for discussion and possible action at the next regularly scheduled meeting of the Approval Authority. At the Approval Authority's discretion, the full item discussion may be postponed to a future meeting to align with the budgetary process of the Parties. The item discussion shall include implications for Fiscal Agent change, including impacts to the Management Team staff and how the requesting Party would ensure reasonable continuation of work during the transition period. Any change of Fiscal Agent must be approved by two-thirds, rather than majority, vote of the Approval Authority. Change of Fiscal Agent will require an immediate revision of the governing MOU.

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

ARTICLE IX – GOVERNING AUTHORITY; DEFINED TERMS

The Approval Authority shall operate in accordance with the 2025 MOU. Any portion of the bylaws or any other procedural document that conflicts with the 2025 MOU is null and void to the extent of such conflict. Capitalized terms not defined herein shall have the meaning ascribed to them in the 2025 MOU.

ARTICLE X – AMENDMENT OF THE BYLAWS

These bylaws may be amended by a two-thirds vote of the Approval Authority. Amendment to the bylaws must be made as a public agenda item at an Approval Authority meeting. Amendment to the bylaws is not required to correspond to amendment of the MOU, though the bylaws should be reviewed during each MOU revision to ensure consistency between the documents.

ARTICLE XI – EFFECTIVE DATE

These bylaws are effective beginning the first regular meeting after adoption.