

Bay Area Housing Finance Authority

Leadership Fund

June 25, 2025

Agenda Item 6.a.

Amendment of BAHFA Leadership Fund By-Laws

Subject:

Amendment of BAHFA Leadership Fund ("Fund") By-Laws to Replace the BAHFA Section Director with the Deputy Executive Director, Housing and Energy as a Fund "Designated Director," and to Empower the Fund Secretary to Take All Actions Necessary to Secure and/or Accept an Award on the Fund's Behalf

Discussion:

At their initial meeting on December 9, 2022, the BAHFA Leadership Fund Board reviewed and approved multiple foundational items necessary to effectively govern the Fund's future business. One of these items was the approval of the Fund's By-Laws, which provided the necessary details regarding Fund leadership, including who is appointed a Fund "Designated Director."

In Paragraph 3.2.2 of the By-Laws ("Designated Directors"), it states that the Fund shall always have three Designated Directors: (1) the Chair of BAHFA, (2) the President of the Association of Bay Area Governments, and (3) the BAHFA Section Director. In the years following the passage of these By-Laws, organizational changes at the Metropolitan Transportation Commission (MTC) have led to the vacancy of the BAHFA Section Director position. In their absence, the Director's duties have been primarily performed by the Deputy Executive Director, Housing and Energy. Due to the organizational changes impacting this vacancy and to ensure continuity in the Fund's leadership, staff believes it is prudent to replace the BAHFA Section Director with the Deputy Executive Director, Housing and Energy as a Fund "Designated Director." To minimize repeated amendments of the By-Laws in response to future organizational changes, staff is also proposing language that contemplates the redesignation of this "Designated Director" should positional responsibilities change in the future. The proposed edits reflecting these changes can be found in Paragraph 3.2 of the By-Laws.

In addition to the change proposed above, staff is also recommending changes to the By-Laws that would empower the Fund's Secretary to accept awards on behalf of the Fund. Today, Paragraph 10.4 of the By-Laws state that the "Board may accept on behalf of the Fund any contributions, gifts, bequests or devises for the general purpose or for any special purpose of the Fund not in violation of the Fund's Articles of Incorporation." Staff is recommending an amendment to this Paragraph that instead authorizes the Secretary to accept any award on behalf of the Fund, rather than requiring acceptance of each award through Board action.

This proposed amendment is being recommended based on the procedural requirements that often accompany awards, including acceptance deadlines and the administration of award paperwork. In some instances, the additional procedural hurdles required for the full Board to accept an award could jeopardize the Fund's ability to receive it. For this reason, staff is recommending that this power be handed directly to the Secretary, who will report it immediately

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to the Fund's Treasurer. The proposed amendment also requires that all awards accepted be reported at the Fund's next regularly scheduled meeting.

Finally, staff is proposing non-substantive edits to correct typographical and/or grammatical errors within the document.

Issues:

None

Recommended Action:

The BAHFA Leadership Fund Board is requested to approve amendments to their By-Laws which would replace the BAHFA Section Director with the Deputy Executive Director, Housing and Energy as a Fund "Designated Director," and would empower the Fund Secretary to take all actions necessary to secure an award.

Attachments:

- A. By-Laws with Proposed Amendments in Redline

Reviewed:



Andrew Fremier