



## MEMORANDUM

November 22, 2016

To: The Bay Foundation Board of Directors

From: Tom Ford, Executive Director

Re: Revised By-Laws

### Summary

At the request of The Bay Foundation (TBF) Board of Directors, TBF's by-laws were updated by legal counsel in order to reflect the current status of State of California laws for non-profit corporations. According to counsel, all changes bring the by-laws up to date with existing law and counsel further recommends review approximately every three years.

The by-laws have been further amended to reflect the practical relationship between TBF and the Santa Monica Bay Restoration Commission (SMBRC) as they work together within the Santa Monica Bay National Estuary Program (SMBNEP). The amendment deletes the provision that allows for the SMBRC to appoint its members to TBF's board. TBF staff are working with USEPA staff to more accurately and practically address how the boards of both entities work to meet the requirements of the Bay Restoration Plan.

The SMBNEP is part of the broader National Estuary Program, housed within the USEPA, and its oversight is conducted by staff of USEPA's Region IX as well as its national office. Both the SMBRC and TBF are subject to rigorous reporting requirements, including annual and semi-annual reporting, regular audits, and continuous communication between USEPA supervisory staff and staff assigned to the SMBNEP. The upcoming Bay Restoration Plan update will focus, among other things, on the structures of all SMBNEP entities and how they can collectively continue to meet the requirements of the federal National Estuary Program, as well as to improve on existing reporting and organizational structures.