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San Diego Housing Commission (SDHC)
Amendment to the Bylaws of Housing Development Partners (HDP)
and HDP Mason Housing Corporation
Presentation to the SDHC Board of Commissioners
July 21, 2023

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SDHC – HDP and HDP Mason Bylaws Amendment

Introduction

- San Diego City Council Select Committee on San Diego Housing Commission (SDHC) Oversight and Reform met throughout 2022.
 - September 12, 2022: SDHC provided an informational presentation about HDP.
 - November 14, 2022: Committee unanimously requested that SDHC’s President & CEO draft an amendment to HDP’s bylaws and present it to the SDHC Board of Commissioner and HDP’s Board of Directors for approval.
 - Amend bylaws to replace one of the two “at large” seats on HDP’s Board of Directors with a member of the Housing Authority of the City of San Diego.
 - To be appointed by the City Council.



SDHC – HDP and HDP Mason Bylaws Amendment

Board Composition

- Current Bylaws Section 5.02(b)
 - HDP and HDP Mason Boards of Directors consist of:
 - SDHC’s President & CEO
 - Two SDHC Commissioners
 - Two “at large” residents designated by SDHC
- Amendment to Bylaws
 - HDP and HDP Mason Boards of Directors will consist of:
 - SDHC’s President & CEO
 - Two SDHC Commissioners
 - A Member of the Housing Authority who would be appointed by the Council President and confirmed by the City Council
 - One at large resident designated by SDHC



SDHC – HDP and HDP Mason Bylaws Amendment

HDP and HDP Mason Board Actions

- Section 10.01 of the HDP and HDP Mason bylaws, respectively requires SDHC Board approval and two-thirds vote of the HDP and HDP Mason Board of Directors to amend Article V of the respective bylaws, including Section 5.02.
- July 12, 2023: HDP and HDP Mason Board of Directors voted 4-0 to approve the proposed amendments to the bylaws.
 - Approval was subject to and contingent upon SDHC Board approval.



SDHC – HDP and HDP Mason Bylaws Amendment

Staff Recommendations

That the SDHC Board of Commissioners take the following actions:

- 1) Approve an amendment to Section 5.02(b)(3) of the bylaws of HDP, SDHC’s nonprofit affiliate, to require that one of the “at large” seats on HDP’s Board of Directors be filled by a member of the Housing Authority of the City of San Diego, who will be appointed by the San Diego City Council President and Confirmed by the San Diego City Council.
- 2) Approve an amendment to Section 5.02(b)(3) of the bylaws of HDP Mason HDP Mason, SDHC’s nonprofit affiliate, to require that one of the “at large” seats on HDP Mason’s Board of Directors be filled by a member of the Housing Authority of the City of San Diego, who will be appointed by the San Diego City Council President and Confirmed by the San Diego City Council.
- 3) Authorize SDHC’s President and Chief Executive Officer (President & CEO), or designee, to execute all documents and instruments that are necessary and/or appropriate to implement these approvals, in a form approved by General Counsel, and take such actions as are necessary and/or appropriate to implement these approvals, provided that a copy of the documents, signed as to form by General Counsel, is submitted to each Housing Commissioner.



Questions & Comments

