

**SAN GABRIEL/POMONA
VALLEYS DEVELOPMENTAL SERVICES, INC**

BY-LAWS

**761 CORPORATE CENTER DRIVE
POMONA, CALIFORNIA**

**Board Amended 5/26/10
Board Approved 12/1/04**

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**SAN GABRIEL/POMONA VALLEYS
DEVELOPMENTAL SERVICES, INC.
BY-LAWS**

ARTICLE 1

NAME AND PURPOSE

- 1.01 The name of this corporation shall be SAN GABRIEL/POMONA VALLEYS DEVELOPMENTALS SERVICES, INC. (Hereinafter referred to as "Corporation").
- 1.02 The purposes for which it is formed shall be as provided in its Articles of Incorporation.

ARTICLE 2

MEMBERSHIP

- 2.01 The Corporation shall have no members, as the term "member" is defined in Section 5056 of the California Corporations Code. Any action which would otherwise require approval of members shall require only approval of the Board of Directors. All rights that would otherwise vest in members shall vest in the Directors.

ARTICLE 3

BOARD OF DIRECTORS

- 3.01 Except as otherwise provided by the Articles of Incorporation or by these By-laws, the management of the affairs of this Corporation shall be vested in a Board of Directors (the "Board").
- 3.02 The Board shall consist of from nine (9) to fifteen (15) Directors. The Board shall determine the exact number, within that range, from time to time by Board resolution.
- 3.03 The members of the Board shall conform to one or more of the following criteria:
- (a) Individuals who have a demonstrated interest in, or knowledge of, developmental disabilities;
 - (b) Persons with legal, management, public relations, fiscal, and developmental disability program skills;
 - (c) Persons who are representative of the various categories of disability to be served by the Corporation;
 - (d) Persons who reflect the geographic and ethnic characteristics of the area served by the Corporation.
- 3.04 A minimum of one-half (2) of the Board shall be persons with developmental disabilities or their parents or legal guardians.
- 3.05 At least 25% of the Board shall be a primary consumer of services provided by or through the San Gabriel/Pomona Regional Center.
- 3.06 The Regional Center shall provide necessary training and support to all Directors with developmental disabilities to facilitate their understanding and participation.
- 3.07 The Board shall attempt to maintain approximately equal male/female ratios on the Board.
- 3.07 One member of the Board shall be a member of a Vendor Advisory Committee created by the Board Pursuant to Article 18 of these By-laws.
- 3.08 The composition of the Board shall conform to such other criteria as required by law.
- 3.09 A vacancy in any category or categories of board member identified in this Article shall not affect the ability of the Board to function.

ARTICLE 4

QUALIFICATIONS

- 4.01 No member of the Board of Directors, other than the Director elected under Article 18 of the By-laws, shall be an "interested person". For purposes of this Article, an "interested person" means:
- (a) Any person currently being compensated by the Corporation for services rendered

- to it or for property sold or rented to it within the previous 12 months, whether as a full or part-time employee, an independent contractor, or a full or part-time employee of an entity which, for compensation, renders services to the Corporation or sells or rents or seeks to sell or rent any tangible or intangible property to the Corporation;
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person;
 - (c) Such other definition of "interested person" as prescribed by law.
- 4.02 Notwithstanding Section 4.01, no Director shall:
- (a) Be an employee of the State Department of Developmental Services or any state or local agency which provides services to a regional center consumer if employed in a capacity which includes administrative or policy making responsibility, or responsibility for the regulation of the Corporation;
 - (b) Be an employee or a member of the State Council, an Area Board or employee of the Regional Center;
 - (c) With the exception of the chairperson of the Vendor Advisory Committee as defined in Article 18, be an employee or member of the governing board of an entity from which the Corporation purchases consumer services;
 - (d) Have a "financial interest", as defined in Section 87103 of the California Government Code, in the Corporation's operations, except as a consumer of its services;
 - (e) Be a person otherwise barred from serving on the Board by law or government regulation.
- 4.03 Each Director shall file annually with the Board of Directors a statement declaring, under penalty of perjury, that such Director has neither a conflict of interest, nor a potential conflict of interest as defined by the Lanterman Developmental Disabilities Services Act or Title 17 of the California Code of Regulations, except as provided in Section 18 of these bylaws.
- 4.04 Each Director must either reside or work within, or have a legal or familial relationship to someone served by, the El Monte Health District, the Foothill Health District, and the Pomona Health District of the County of Los Angeles.

ARTICLE 5

LIABILITY

- 5.01 No Director of this Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE 6

TERMS

- 6.01 Notwithstanding any other provision of the By-laws, the term of any Director, other than the Vendor Advisory Committee Chairperson, elected or re-elected, shall end on the third June 30th following the date of service commencement. The Board shall specify the commencement date at the time of election. It may not be retroactive. No Director shall serve for more than two consecutive terms.
- 6.02 Members of the governing board shall not be permitted to serve more than seven years within each eight-year period.

ARTICLE 7

ELECTION

- 7.01 Directors standing for re-election shall be voted on at the Annual meeting of the Board of Directors of the Corporation. Nominations for first term Directors made pursuant to Article 21.03 can be acted on by the Board at the annual, special or regular meeting when a voting quorum is present. A majority of the votes cast shall elect a Director to the Board.

ARTICLE 8
VACANCIES

- 8.01 A vacancy on the Board, whether by reason of death, resignation, removal or other reason shall be filled by vote of a majority of the Directors present and voting at a regular, Annual or special Board meeting at which a quorum is present.
- 8.01.1 Leave of Absence - In the event that a Director is unable or ineligible to continue service because of temporary circumstances, the Director may request, and the Board may by resolution grant a leave of absence of up to three months, but not to extend beyond the end of the Director's term of office. The resolution must specify the dates on which the leave begins and ends. The Director's legal standing with respect to the Board during the leave of absence shall be the same as if he or she had resigned, to be reappointed to the same position upon expiration of the leave. However, a leave of absence shall not be considered a break in service for purposes of determining the Director's eligibility for reappointment. Only one leave of absence may be granted per term.

ARTICLE 9
REMOVAL OF DIRECTORS

- 9.01 Any Director may be removed as Director with or without cause at any time by resolution duly adopted by the members of the Corporation provided that:
- (a) Notice of intention to offer a resolution for such removal is given to each Director of the Corporation, by personal service or certified or registered mail, return receipt requested, not less than fifteen (15) days prior to the date of adoption of such resolution; and
 - (b) Removals for cause, as described in Corporations Code 5221 shall be by a vote of a majority of the Directors who are present and voting at a Board Meeting at which a quorum is present;
 - (c) At least two-thirds of the full number of persons who at the time are Directors of the Corporation shall vote in favor of such removal when the removal is not based on 9.01(b) above.
- 9.02 Directors are expected to attend all regular and special meetings of the Board and all Standing and Special Committees to which they are assigned. Vendor Advisory Committee members are expected to attend all regular and special meetings of that Committee. The absence of any Director from three (3) consecutive regular meetings of the Board or three (3) consecutive regular meetings of any Standing Committee of the Corporation of which a Director or Non-Director is a member, or the absence of any Director or Non-Director Member of a Special Committee at three (3) consecutive regular meetings when the provision of this Section (9.02) is stated as applicable at the time the Special Committee is established pursuant to Article 19, or the absence of a Vendor Advisory Committee member from three (3) consecutive regular meetings of that Committee, constitutes the tendering of a Director's resignation from the Board, Non-Director's resignation from all Committees or a Member's resignation from the Vendor Advisory Committee. Notice to the Board of pending resignations pursuant to this section shall be sent with the agenda for the next regular meeting of the Board. The resignation will automatically be deemed accepted by the Board in that meeting unless the Board then adopts a resolution to retain the Director, Non-Director or Vendor Advisory Committee member. Notwithstanding the preceding provisions of this section, the President shall not be subject to removal from the Board for absences during the term of the Presidency from any committee except the Executive/Finance Committee
- 9.03 Disqualification - In the event that the President has cause to believe, or if any Director alleges to the President in writing, that another Director is no longer qualified under Article 4 of these By-laws, the President shall schedule a hearing on the agenda of the next regular Board of Directors meeting. The Secretary shall mail or hand deliver specific written notice of this hearing to the Director in question at least seven calendar

days in advance. The Board shall consider the matter at this hearing, which may be continued to the next consecutive regular meeting, but shall not be continued thereafter. Once the President closes the hearing, the Board of Directors shall immediately vote on a finding as to the Director's continuing qualification pursuant to Article 4. If a majority present and voting finds that the Director is no longer qualified, that Director is automatically removed for cause, effective upon the Board's findings.

9.04 Whenever a Director has been removed, the Secretary shall give written notice of such removal to the Director.

ARTICLE 10

POWERS

10.01 Subject to the provisions imposed by law, by the Articles of Incorporation or by these By-laws, the activities and affairs of the Corporation shall be conducted by the Board and all corporate powers shall be exercised by or under the direction of the Board. Without limiting the foregoing, the Board of Directors shall have, among other powers, the power:

- (a) To carry out the purposes of the Corporation as expressed in its Articles of Incorporation;
- (b) To establish the policies of the Corporation;
- (c) To adopt rules and regulations, consistent with law, the Articles of Incorporation and these By-laws, for the guidance and management of the affairs of the Corporation;
- (d) To appoint and remove the President, Vice Presidents, Secretary, Treasurer, Executive Director or any other officer of the Corporation and, except as otherwise provided in these By-laws, to prescribe the duties and fix the compensation of the Executive Director;
- (e) To establish, in addition to the Standing Committees hereinafter provided for, such committees as the Board may deem necessary or desirable, and to fix the duties and powers of said other committees.

10.02 At no time shall these powers be exercised by one Board Member, group of members, or committee to act for or speak for the Board of Directors unless that member, or group of members, or committee has been so authorized by a majority vote of the Board of Directors during a duly called and convened meeting. This provision does not reduce the grant of power to the Executive/Finance Committee contained in Article 20, Section 20.02 of these By-laws.

ARTICLE 11

DUTIES

11.01 The Directors shall:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Corporation or by these By-laws;
- (b) Cause to be kept open to the inspection of any person entitled thereto and making proper demand therefore, a book of minutes of all meetings of the Board and adequate and correct books of account of the properties and business transactions of the Corporation all in the form prescribed by law and showing the detail required by law. The Board shall designate by resolution where such records shall be kept; in the absence of any such designation, such records shall be kept at the principal executive office of the Corporation;
- (c) Meet at such times and places as required by these By-laws.
- (d) Within 9 months after the end of the Corporation's fiscal year, cause to be prepared and delivered to each Director an annual report containing the following information, in appropriate detail, for the fiscal year:
 - (1) The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year, with a separate listing for the Social Security Supplemental Custodian Account.

- (2) The principal changes in assets and liabilities, including trust funds.
 - (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
 - (4) The expenses or disbursements of the Corporation for both general and restricted purposes.
 - (5) Any information required by Section 24 of these Bylaws. The annual report shall be accompanied by a report on it of independent accountants.
- (e) As a part of the annual report referred to above, the Corporation shall annually furnish to each Director a statement briefly describing any indemnification or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any Officer or Director of the Corporation as authorized by Section 24 of these Bylaws.
- (f) The Board of Directors shall annually review the performance of the Executive Director of the Corporation.

ARTICLE 12

LIMITATION

12.01 A person who is a Director of the Corporation shall not solicit services from the Corporation through any procedure or means which would not be available to such person were he or she not a Director; and the Corporation shall not, in providing services, give preferential treatment to any person by reason of the fact that such person is a Director, or a relative or acquaintance of a Director, of the Corporation.

ARTICLE 13

COMPENSATION

13.01 The President, the Vice Presidents, the Secretary, the Treasurer, and all of the Directors of the Corporation shall serve without compensation for any services rendered by them to the Corporation as such officer or Director. However, this shall not operate to preclude any Corporation Officer or Director from receiving reimbursement from the Corporation for reasonable expenses incurred by such Officer or Director in his or her capacity as such Officer or Director.

ARTICLE 14

VOTING

- 14.01 Each Director shall be entitled to one vote on all matters before the Board.
- 14.02 The Director designated to serve from the Vendor Advisory Committee shall not vote on any fiscal matter affecting the purchase of services from any Regional Center provider (as used herein, the term "fiscal matter" includes, but is not limited to setting purchase of service priorities, transferring funds to the purchase of service budget, and establishing policies and procedures with respect to services); or vote on any issue in which said member has a "financial interest" as defined in Section 87103 of the California Government Code.
- 14.03 There shall be no voting by proxy.

ARTICLE 15

OFFICERS

- 15.01 The Officers of the Corporation shall be selected from the members of the Board of Directors and shall consist of:
- President
 - 1st Vice President
 - 2nd Vice President
 - Secretary
 - Treasurer

- 15.02 The same person may not serve concurrently as more than one officer named in Section 15.01.
- 15.03 Term of Office - The term of office for officers shall commence on July 1 following the Annual Meeting and shall be for one year except that (1) the term shall conclude immediately upon removal of the officer by the Board in accordance with these By-laws; and (2) an officer who has not been removed by the Board but whose term has expired shall continue to serve until his or her successor shall be selected and qualified to serve, unless such service would require the officer to be on the Board for more than seven years out of any eight years.
- 15.04 Nominations of Officers - A Director may be nominated for an office only by the Nominating Committee in accordance with Section 21.03 or by a written nomination that is signed by at least one Director, that gives the names of a total of five Directors who support the nomination, and that is submitted to the Executive Director at least 10 days before the election is to be held. The Executive Director, upon receiving a in writing by first class mail or by personal delivery, identifying the Director so nominated, the office for which she or he has been nominated, and the Directors who signed or supported the nomination.
- 15.05 Elections - The officers shall be elected by the Board at its Annual Meeting. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired term at any meeting of the Board. The Board shall be given at least thirty days notice of intent to conduct an election. The notices may be provided in open Board meeting or by first class mail or personal delivery to each Director. No person shall serve more than two consecutive terms in the same office; a term of less than one full year shall be deemed a term for purposes of this limitation.
- 15.06 President - The President shall act as chief executive officer of the Corporation and shall preside at all meetings of the Directors. He or she shall have such other duties and powers as are described in these By-laws and as may be conferred by the Board. He or she shall appoint a person to serve as Parliamentarian who is to advise the presiding officer on matters of parliamentary procedure.
- 15.07 First Vice President - In the event of the President's absence or disability or inability or refusal to act, the First Vice President is vested with all the powers and shall perform all the duties of the President. The First Vice President shall perform such other duties as may be requested from time to time by the Board or the President.
- 15.08 Second Vice President - In the event of the First Vice President's absence or disability, or inability or refusal to act, the Second Vice President is vested with all the powers and shall perform all duties of the First Vice President. The Second Vice President shall perform such other duties as may be requested from time to time by the Board or the President.
- 15.09 Secretary - The Secretary shall cause minutes of all meetings of the Board to be kept, shall be the custodian of the corporate records (which shall be kept in the offices of the Corporation), shall cause all notices required by law or by these By-laws to be given, and, generally, shall perform all duties incident to the office of Secretary and such other duties as may be required of him or her by law, by the Articles of Incorporation, by these By-laws or requested by the Board. Except as prohibited by law all or part of the above duties may be delegated to the Executive Director by the Board. Unless prohibited by the Board, the Executive Director may in turn delegate these duties to staff.
- 15.10 Treasurer - The Treasurer shall provide for the care and custody of all funds of the corporation, the location for deposit of such funds, and the authorized signatories as designated by the Board of Directors, shall make provision for the maintenance of adequate accounts of the properties and business transactions of the Corporation, shall render reports and financial statements to the Directors as required by the Board of Directors and shall in general perform all duties incident to the Office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by

these By-laws, or which may be assigned to him or her from time to time by the Board of Directors. Except as prohibited by law all or part of the above duties may be delegated to the Executive Director by the Board. Unless prohibited by the Board, the Executive Director may in turn delegate these duties to staff.

ARTICLE 16

EXECUTIVE DIRECTOR

- 16.01 The Executive Director shall be the chief operating officer of the Corporation and as such shall have the authority and responsibility for the day-to-day management and administration of the affairs, employees and resources of the Corporation, and for implementation of the policies and programs of the Corporation.
- 16.02 The Executive Director shall, subject to the policies of the Board, employ, supervise, manage, control and discharge the employees of the Corporation.
- 16.03 The Executive Director shall advise and counsel the Board in matters of policy and shall act as a representative for the Corporation at community, state and national meetings.

ARTICLE 17

MEETINGS

- 17.01 Regular Meetings - The Board of Directors shall hold at least ten regular meetings annually. These shall be regularly scheduled and located at a place set by the Board. A majority of the Directors of the Corporation present and voting at a regular or special meeting may, for good cause, waive the requirements of this section.
- 17.02 Annual - One regular meeting shall be designated as the Annual Meeting at which the Board shall elect officers and Directors and set the usual time and place of the rest of the regular meetings to be held during that year. The Annual Meeting shall be held on or about the fourth Wednesday of April of each year. The Executive Administration Committee or the Board may change such time or place.
- 17.03 Special Meetings - Of the Board may be called at any time by the President, by a majority of the Executive/Finance Committee or by written request of any five (5) Directors, which shall be filed with the Secretary. Such filing shall take place before the meeting. If the Secretary cannot be located or is unavailable, then the notice may be timely filed with order of priority listed: President, First Vice President, Second Vice President or Treasurer.
- 17.04 Notice of Meetings - Notice of each regular and special meeting of the Board of Directors shall be given by the Secretary to each Director not less than seven (7) days prior to the date of such meeting. However, notice of any meeting need not be given to any member who signs a waiver of notice or a written consent to holding the meeting, or a written approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice thereof prior to such meeting or at its commencement. All such written waivers, consents and approvals shall be filed with the Secretary or made a part of the minutes of the meeting.
- 17.05 Notice of Board meetings and of any Committee of the Board of Directors which exercises authority delegated to it by the Board of Directors shall be provided to any person who requests notice in writing. Such notice shall be mailed at least seven (7) days in advance of each meeting. Such notice shall include the date, time and location of, and a specific agenda for the meeting, which shall include an identification of all substantive topic areas to be discussed. No item shall be added to the agenda subsequent to the provision of this notice. Provided, however, that the notice requirements contained in the within Subsection shall not preclude the Board of Directors from taking action on any urgent request made by the California Department of Developmental Services, not related to purchase of service reductions, for which notice could not have been provided at least seven (7) days before the meeting, or on new items brought before the Board at meetings by members of the public. In the case of an emergency situation involving matters upon which prompt action is necessary due

to the disruption or threatened disruption of Regional Center services, an emergency meeting may be called without complying with the advance notice requirements outlined above in the within Subsection (d). "Emergency situation" means any activity, which severely impairs public health, safety, or both as determined by a majority of the members of the Board of Directors. In these situations, advance notice shall be provided if practicable. In addition, Area Board 10 shall be notified by telephone of each emergency meeting. The minutes of an emergency meeting, including a description of any actions taken at the meeting, shall be mailed immediately to those persons who request notice of meetings in writing.

- 17.06 Quorum - A majority of the members serving as Directors of the Board at the time of the meeting shall constitute a quorum at any meeting of the Board. The act of the majority of the Directors present at any meeting at which a quorum is present shall be considered the act of the Board.
- 17.07 Continuation of Quorum - A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action is approved by at least a majority of the required quorum, initially required for the meeting.
- 17.08 Conduct of Meetings - The Board shall be presided over by the President or in his or her absence by the 1st Vice President or 2nd Vice President or, in the absence of all three of them, by a Director chosen by a majority of the Directors present. The Secretary of the Corporation shall act as Secretary of the Board of Directors. In the absence of the Secretary, the presiding officer shall appoint a person to act as Secretary for the meeting.
- 17.09 Open Meetings - All meetings of the Board of Directors shall be open and public, and all persons shall be permitted to attend any meeting, except as otherwise provided in these Bylaws). Board meetings shall be open and public in accordance with all of the following provisions:
- (a) A copy of Article 3 of Chapter 5 of Division 4.5 of the Welfare and Institutions Code shall be provided to each member of the Board of Directors upon his or her assumption of Board membership.
 - (b) For purposes of this Section, Board meetings shall include meetings conducted by any committee of the Board of Directors which exercises authority delegated to it by the Board of Directors. However, Board meetings shall not be deemed to include Board retreats planned solely for educational purposes.
 - (c) At each Board meeting, time shall be allowed for public input.
 - (d) Any person attending an open and public meeting of the Board of Directors shall have the right to record the proceedings on a tape recorder in the absence of a reasonable finding by the Board of Directors that such recording constitutes, or would constitute, a disruption of the proceedings.
- 17.10 Closed Meetings - The Board of Directors may hold a closed meeting to discuss or consider one or more of the following:
- (a) Real estate negotiations.
 - (b) The appointment, employment, evaluation of performance, or dismissal of a Regional Center employee.
 - (c) Employee salaries and benefits.
 - (d) Labor contract negotiations
 - (e) Pending litigation.
 - (f) Any matter specifically dealing with a particular Regional Center consumer must be conducted in a closed session, except where it is requested that the issue be discussed publicly by the consumer, the consumer's conservator, or the consumer's parent or guardian, where the consumer is a minor. Minutes of closed sessions shall be kept by the designated officer or employee of the Regional Center, but these minutes shall not be considered public records. Prior to and directly after holding any closed session, the Board of Directors shall state the specific reason or reasons for the closed session. In the closed session, the

Board may consider only those matters covered in its statement of reason or reasons for the meeting.

(g) The Board of Directors may hold a closed session regarding pending litigation when discussion in open session concerning those matters would prejudice the position of the Regional Center in litigation. Litigation shall be considered pending when any of the following circumstances exist:

1. Any adjudicatory proceeding to which the Regional Center is a party has been initiated formally.
2. A point has been reached where, based upon existing facts and circumstances and the advice of legal counsel, it is determined that there is a significant exposure to litigation against the Regional Center.
3. Based upon existing facts and circumstances, the Regional Center has decided to initiate or is deciding whether to initiate litigation.

(h) Prior to holding a closed session pursuant to subdivision 3 of this Subsection (f), the Board of Directors shall state publicly to which portion of said subdivision 3 it is pursuant, i.e., which kind of pending litigation will be discussed.

17.10 Materials Distributed- Agendas and other writings or materials distributed prior to or during a Board meeting for discussion or action at the meeting, shall be considered public records, except those materials distributed during and directly related to an authorized closed session authorized under these Bylaws. Writings which are distributed prior to commencement of a Board meeting shall be made available for public inspection upon request prior to commencement of the meeting. Writings which are distributed during a Board meeting shall be made available for public inspection at the time of their discussion at the meeting. A reasonable fee may be charged for a copy of the public record distributed pursuant to this Subsection.

17.11 Location of Meetings - No meeting, conference, or other function shall be conducted by the Regional Center in any facility that prohibits the admittance of any person, or persons, on the basis of race, religious creed, color, national origin, ancestry, sex or handicap. All Board meetings shall be held in facilities accessible to persons with physical disabilities.

17.12 Violation of Open Meeting Requirements - Any action taken by the Board in violation of the Open and Closed Meeting provision of these Bylaws is null and void.

17.13 Inapplicability of Subsections Open and Closed Meeting provisions to Non-Regional Center Affairs - The provisions of the Open and Closed Meeting provisions of these Bylaws shall not apply to the corporate affairs of the Board of Directors which have no relationship to the role and responsibility of the Regional Center.

17.14 Validation of Transactions – So long as the notice requirements specified in section 17.04.5 are met, the transactions of the Board occurring at any meeting, however called or noticed, or wherever held, shall be as valid as though such meeting were duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each Director who is entitled to vote at the meeting but who is not present signs a written waiver of notice, a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of that meeting.

ARTICLE 18

VENDOR ADVISORY COMMITTEE

18.01 A Vendor Advisory Committee of fifteen persons shall be selected by the Board with the following representation (by type of service):

Adult Programs	4
2 – Vocational Programs	
2 – Adult Day Program	
Infant/Children Services	1
Transportation	1

Independent Living Services	2
1- ILS	
1 - SLS	
Residential Services	4
1 – ICF	
2 – CCF	
1 – Residential Program (i.e., FFA/AFHA/Other Licensed)	
Other Vendored Services	1
(Such as – respite, physical therapy, speech therapy, counseling and medical/nursing supplies)	
At Large	2
TOTAL	15

- 18.02 Members of the Vendor Advisory Committee shall be recruited, screened and recommended to the Executive/Finance Committee, and/or by the Membership and Recruitment subcommittee of the Vendor Advisory Committee.
- 18.03 The term of office for members of the Vendor Advisory Committee shall be one year. Members may be reappointed for not more than two additional consecutive terms.
- 18.04 The Vendor Advisory Committee shall elect a chairperson who shall sit as a voting member of the Board of Directors, except as precluded by law or these By-laws.
- 18.05 A Vendor Representative shall not be eligible to serve as an Officer of the Corporation or on the Executive/Finance Committee.
- 18.06 The Chairperson of the Vendor Advisory Committee shall be seated as a Director when that person's election to that position is certified to the Board, and the Board takes formal note of receipt of the certification. The certification shall be in writing and shall be signed by at least a majority of the members of the Vendor Advisory Committee who were present at the election. A form for the certification may be provided by the Board.
- 18.07 Furthermore, any person whose membership on the Board of Directors is pursuant to this Article shall provide the Board a written list of any and all of his or her "financial interests" as described in Section 87103 of the California Government Code. The list shall be furnished to the Secretary of the Board within 60 days of appointment as Director. It shall be updated and submitted to the Secretary not later than 15 days after any change in his or her financial interests.

ARTICLE 19

COMMITTEES

- 19.01 The following Standing Committee are hereby established:
- Executive/Finance Committee
 - Nominating
 - Strategic Development Committee
 - Client Services Advisory Committee
 - Community Relations/Legislative Committee
- 19.02 Special committees may be appointed by the President with the approval of the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except such as is specifically designated by action of the Board. Upon completion of the task for which appointed, any such special committee shall stand discharged.
- 19.03 Membership, Appointment - Unless specified otherwise in these By-laws, the members of each committee shall be appointed by the President subject to the approval of the Board, and shall serve at the pleasure of the Board. Membership on Special Committees may include persons who are not on the Board of Directors. Unless the Board otherwise provides, all Committee appointments shall terminate on June 30 of each year.
- 19.04 Quorum, Meetings - Unless otherwise specified in this Article 19, a majority of the

voting members of a committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.

- 19.05 Vacancies - Vacancies on any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.
- 19.06 Limitation on Authority - Except as expressly delegated to any particular committee by these By-laws or by resolution of the Board no committee shall have any authority to take any action, make any expenditure or incur any liability in the name of or on behalf of the Corporation.
- 19.07 Minutes - Each committee shall cause minutes of its proceedings to be kept and promptly furnish copies of said minutes to the Board. The Secretary shall be the custodian of these records in accordance with Section 15.07.
- 19.08 Appointment of Chairpersons - The chairperson of each committee, with the exception of the Executive/Finance Committee, shall be appointed by the President and shall be selected from among the members of the Board. However, the Board may by resolution waive the requirement that the chairperson(s) of a special committee be members of the Board. Such a resolution must specify the committee and chairperson(s) by name and shall terminate on June 30th of each year.
- 19.09 Term of Office for Committee Members - Appointments will be reviewed and approved on a yearly basis by the Board.

ARTICLE 20

EXECUTIVE/FINANCE COMMITTEE

- 20.01 Membership - The Executive/Finance Committee shall be comprised of the President, the 1st and 2nd Vice President, the Secretary, the Treasurer, and (if still a Director) the immediate past President, and not less than two (2) Directors named by the President and approved by the Board.
- 20.02 Limitations - The Executive/Finance Committee shall exercise the full powers of the Board of Directors between regular Board Meetings, except for:
- (a) The power to adopt, amends, or repeals the Articles of Incorporation or these By-laws
 - (b) The power to act contrary to policies established by or prior actions of the Board;
 - (c) The power to fill vacancies on the Board or on the Executive/Finance Committee
 - (d) The power to fix compensation of Directors for serving on any committee;
 - (e) The power to appoint committees of the Board or the members thereof;
 - (f) The power to expend (or authorize the expenditure of) corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; and
 - (g) The power to approve any self-dealing transaction;
 - (h) The power to appoint or remove the Executive Director;
 - (i) The power to remove a Director;
 - (j) The power to amend or repeal any resolution of the Board of Directors unless such resolution specifically permits the Executive/Finance Committee to do so.
- 20.03 The President shall be the chairperson of the Executive/Finance Committee. All actions taken by the Executive/Finance Committee shall be reported at the next meeting of the Board of Directors.
- 20.04 Meetings of the Executive/Finance Committee shall be held at the call of the President or any two (2) members of said Committee. Notice of the meeting shall be given in accordance with the requirements of section 17.04.5 of these Bylaws.
- 20.05 Monitoring - The Executive/Finance Committee shall be responsible for monitoring the budget of the Corporation and the expenditure of corporate funds. It shall receive, examine and approve for submission to the Board, all reports of expenditures made by the Corporation and all audits of such expenditures.
- 20.06 Annual Budget - The Executive Director shall recommend a yearly budget to the Executive/Finance Committee. The Executive/Finance Committee shall recommend a

yearly budget to the Board. The Executive/Finance Committee shall periodically review the financial position of the Corporation and shall recommend to the Board of Directors such revisions in said budget as may be necessary. No expenditures of a category not specified in the budget shall be made without the approval of the Board of Directors. The Executive/Finance Committee shall recommend to the Board of Directors the auditors to be employed, oversee the annual Financial Audit and receive the Auditor's report and briefing on behalf of the Corporation.

- 20.07 Other Review - The Executive/Finance Committee shall recommend to the Board policies relating to other areas of administrative services including the periodic review of such policies with a view toward recommending changes when appropriate.

ARTICLE 21

NOMINATING COMMITTEE

- 21.01 Membership - The Strategic Development Committee along with the Board President shall compose the Nominating Committee.
- 21.02 Duties - The Nominating Committee shall have the responsibility to seek out and select qualified candidates from the Board of Directors for presentation and election as Officers of the Corporation.
- 21.03 The Nominating Committee shall nominate candidates for office in sufficient numbers to fill vacancies. At least 20 days before the scheduled election date, the Committee shall notify each Director in writing, by personal delivery or first class mail, of the candidate it has nominated for each office to be filled in the election.
- 21.04 Meetings - The Committee shall meet to select and present a slate of officers for election at the annual Board meeting.
- 21.05 Quorum - A majority of the Director members of the Strategic Development Committee along with the Board President is required for a quorum.

ARTICLE 22

STRATEGIC DEVELOPMENT COMMITTEE

- 22.01 Membership - The Committee shall be composed of at least three (3) Directors named by the President and approved by the Board. The chair of the committee shall serve on the Executive/Finance Committee. Notwithstanding the provisions of Section 19.03, when recruiting, screening, or selecting candidates for presentation to the Board, the Committee may also include as voting members three (3) non-director members. The three (3) non-director members shall be recruited by the Committee and approved by the Board.
- 22.02 Duties – The Strategic Development Committee shall be responsible for the recruitment, screening and selection of candidates for the Board of Directors consistent with laws, regulations, and these By-laws. The Committee along with the Board President will serve as the Nominating Committee to seek out and select qualified candidates from the Board of Directors for presentation and election as Officers of the Corporation. The Committee shall recommend to the Board of Directors its selections for any vacancy on the Board and Committee appointments.
- 22.03 The Committee is also responsible for ongoing Board training and strategic planning. The Committee will propose strategic development and policy action to the full board for approval.
- 22.04 Meetings – The Committee shall meeting monthly throughout the year to assure that the Board is able to maintain its fully authorized strength and to assure that the Board of Directors will have continuity of experienced leadership, training and strategic planning.
- 22.05 Quorum – A majority of the Director members of the Committee is required for a quorum.

ARTICLE 23

CLIENT SERVICES ADVISORY COMMITTEE

- 23.01 **Membership** - The Committee shall be composed of three (3) Directors named by the President and approved by the Board. The chair of the committee shall serve on the Executive/Finance Committee. Notwithstanding the provisions of Section 19.03, when recruiting, screening, or selecting candidates for presentation to the Board, the Committee may also include as voting members additional non-director members. The additional non-director members shall be recruited by the Committee and approved by the Board.
- 23.02 **Duties** – The Client Services Advisory Committee shall be responsible for the review and monitoring of regional center policies, services, and programs for clients and families. Periodically, the committee will review the Purchase of Service Policy. The Committee shall make recommendations to the Board of Directors to maintain the high quality of services to the clients and their families.
- 23.03 **Meetings** – The Committee shall meet monthly throughout the year.
- 23.04 **Quorum** – A majority of the Director members of the Committee is required for a quorum.

ARTICLE 24

COMMUNITY RELATIONS/LEGISLATIVE COMMITTEE

- 24.01 **Membership** - The Committee shall be composed of three (3) Directors named by the President and approved by the Board. The chair of the committee shall serve on the Executive/Finance Committee. Notwithstanding the provisions of Section 19.03, when recruiting, screening, or selecting candidates for presentation to the Board, the Committee may also include as voting members additional non-director members. The additional non-director members shall be recruited by the Committee and approved by the Board.
- 24.02 **Duties** – The Community Relations/Legislative Committee shall be responsible of outreach to the community, monitoring legislation and visits to local legislators.
- 24.03 **Meetings** – The Committee shall meet monthly throughout the year.
- 24.04 **Quorum** – A majority of the Director members of the Committee is required for a quorum.

ARTICLE 25

AMENDMENTS

- 25.01 These By-laws may be amended or repealed or new Bylaws adopted by majority vote of the Directors of the Board present at each of two consecutive regular meetings, provided that the specific proposal is available in writing to all Directors before the first of the two meetings. A matter continued from one regular meeting to the next shall be considered to be within the consecutive meetings provided there are two votes approving of the matter. If any such specific proposal is amended at any meeting, which considers it pursuant to this Section, the Board may act upon the proposal as amended without again complying with the first sentence of this Section.
- 25.02 Any amendments shall be effective on the second vote of approval unless the amendment specifies otherwise.

ARTICLE 26

GENERAL PROVISIONS

- 26.01 **Offices** - This Corporation shall have and continuously maintain in the State of California a principal office in the County of Los Angeles and may have such other offices within the State of California as the Board may from time to time designate.
- 26.02 **Indemnification** - To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238, subdivision (a) of the California Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements

and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in Section 5238, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in Section 5238. "Expenses," as used by this bylaw, shall have the same meaning as in Section 5238, subdivision (a) of the California Corporations Code.

- 24.02.1 On written request to the Board of Directors by any person seeking indemnification under subdivisions (b) or (c) of Section 5238 of the California Corporations Code, the Board shall promptly determine under Section 5238, subdivision (e) whether the applicable standard of conduct set forth in Section 5238, subdivisions (b) or (c) has been met and, if so, the Board shall authorize indemnification.
- 26.03 To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Section 24.03 of these Bylaws, in defending any proceeding covered by that Section, shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.
- 26.04 The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such. Such coverage shall include, but not be limited to indemnity for fiduciaries of any Corporation employee benefit plan or plans. Purchase of such coverage shall be limited to that which is reasonably prudent in light of the Corporation's budget considerations, as reviewed from time to time.
- 26.05 Fiscal Year - The fiscal year of this Corporation shall be from July 1st to June 30th inclusive.
- 26.06 Seal - The Corporation shall have a seal, which shall be in such form and contain such matter and shall be specified by resolution of the Board. The seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.
- 26.07 Execution of Checks and Other Documents - All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of, or payable to, the Corporation, shall be signed or endorsed by such person or persons, and in such manner as shall be determined, from time to time, by resolution of the Board. The Board, except as in these By-laws or otherwise provided, may authorize any officer or officers, agent or agents to enter into any contracts or execute any instruments in the name of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board or by these By-laws, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credits, or to render it liable for any purpose or to any amount.
- 26.08 Parliamentary Procedure - The rules contained in Roberts Rules of Order (latest revision) shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with law, the Articles of Incorporation, By-laws or special rules of order established by the Board.
- 26.09 Reduction in Board Members - A reduction of the authorized number of Directors shall not have the effect of removing a Director from office prior to the expiration of his/her term of office.
- 26.10 Conflict of Interest - No person shall serve as a Director whenever a conflict of interest exists. Conflict of interest shall be defined as specified in applicable State legislation, and/or regulations promulgated there under, and/or additions under such definitions as may be adopted by the Board of Directors. No employee of this

Corporation may sit as a member of the Board; as such employee status is deemed a conflict of interest. The determination of whether or not a conflict of interest exists shall be made by the Board of Directors at any meeting duly held by said Board at which a quorum is present. Such a decision is not appeal able. In making a determination the Board may be guided by conflict of interest as prescribed in Welfare and Institutions Code 4626 et al. and Title 17, California Administrative Code, Section 54520 as presently enacted. Amendments and revisions to these statutes as they are enacted are incorporated by reference as set forth herein.