

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

**SECOND RESTATEMENT OF BYLAWS**

**75 Rancho Camino Drive  
Pomona, California**

**Board Amended:**

8/25/2021

**Board Approved:**

12/01/2004

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

**ARTICLE 1  
NAME AND PURPOSE**

- 1.01 The name of this corporation is SAN GABRIEL/POMONA VALLEYS DEVELOPMENTAL SERVICES, INC. (hereinafter referred to as "Corporation.") For certain purposes, SAN GABRIEL/POMONA VALLEYS DEVELOPMENTAL SERVICES, INC. shall do business as "San Gabriel/Pomona Regional Center."
- 1.02 The purposes for which the Corporation is formed shall be as provided in its Articles of Incorporation.

**ARTICLE 2  
MEMBERSHIP**

- 2.01 The Directors of the Corporation shall be the only members of the Corporation, as the term "member" is defined in section 5056 of the California Corporations Code. Any person who is elected as a Director of the Corporation shall automatically become a member of the Corporation. A Director's rights as a member shall automatically cease upon the expiration of their term of office as a Director, or when a successor has been duly elected and qualified pursuant to Articles 6, 7, and 21 herein.

**ARTICLE 3  
BOARD OF DIRECTORS**

- 3.01 Except as otherwise provided by the Articles of Incorporation or by these Bylaws, 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 of Directors, within that range, from time to time by Board resolution at a meeting of the Board.
- 3.03 The membership of the Board shall conform to the following criteria:
- (a) The Board shall be composed of individuals who have a demonstrated interest in, or knowledge of, developmental disabilities.
  - (b) The membership of the Board shall include persons with legal, management or board governance, financial, and developmental disability program expertise. Board governance expertise may not be acquired solely by serving on a regional center board.

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- (c) The membership of the Board shall include persons who are representative of the various categories of disability to be served by the Corporation.
  - (d) The Board shall reflect the geographic and ethnic characteristics of the area served by the Corporation.
- 3.04 The Board membership shall reflect the following balance of individuals with developmental disabilities, their parents and legal guardians, and professionals in the community:
- (a) A minimum of fifty percent (50%) of the members of the Board shall be individuals with developmental disabilities or their parents or legal guardians. Of the fifty percent (50%), twenty-five percent (25%) of the members of the Board shall be individuals with developmental disabilities.
  - (b) The remaining Board members shall be community professionals.
  - (c) Board members may fall within more than one of the above categories.
- 3.05 The Corporation shall provide necessary training, mentorship, and support, including on issues relating to linguistic and cultural competency, to all members of the Board to facilitate their understanding and optimal participation. The Department of Developmental Services shall review and approve the method by which training, mentorship, and support are provided to the Board members to ensure maximum understanding and participation by Board members and members of the Board's Committees. The Corporation shall post information regarding training, mentorship, and support provided to Board members on its website.
- 3.06 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 Bylaws. Such person shall be designated by the Vendor Advisory Committee in accordance with the provisions of Welfare and Institutions Code section 4622, subdivision (i), to serve as a member of the Board. However, such person shall not engage in any of the following:
- (a) Serve as an Officer of the Board or serve on the Executive/Finance Committee;
  - (b) Vote on any fiscal matter affecting the purchase of services from any Corporation vendor. (As used herein, "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
  - (c) Vote on any issue in which such person has a "financial interest" as defined in section 87103 of the California Government Code.

Furthermore, any person whose membership on the Board is pursuant to subsection 3.07 shall provide the Board with a list of any and all of their "financial interests" as such interests are described in section 87103 of the California Government Code. The list shall be furnished to the Secretary of the Board within 30 days of appointment as Director. Such information shall be updated and submitted to the

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Board's Secretary annually at the time of filing the Conflict of Interest Statements and not later than 15 days after any change in the person's financial interests.

- 3.08 The composition of the Board shall conform to such other criteria as required by law. Documentation shall be submitted to the Department of Developmental Services by August 15<sup>th</sup> of each year, demonstrating that the composition of the Board is in compliance with Welfare and Institutions Code section 4622, as outlined in this Article 3, or as revised from time to time. If the composition of the Board is not in compliance with Welfare and Institutions Code section 4622, the Board shall submit a plan to the Department of Developmental Services with its Board composition documentation setting forth how and, in as expeditious a manner as possible, when the Board will come into compliance, in part or in whole, with Welfare and Institutions Code section 4622.
- 3.09 A vacancy in any one or more categories of Board membership identified in this Article shall not affect the ability of the Board to function.

#### **ARTICLE 4** **QUALIFICATIONS**

- 4.01 No member of the Board, other than the Director described in Article 3, Section 3.07 of the Bylaws, shall be an "interested person." For purposes of this Article, an "interested person" refers to:
- (a) Any person currently being compensated by the Corporation for services rendered to it or for property sold or rented/leased 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/leases, or seeks to sell or rent/lease, any tangible or intangible property to the Corporation;
  - (b) Any brother, sister, ancestor, descendant, spouse, or in-law of an "interested person";
  - (c) Such other definition of "interested person" as prescribed by law, relating to regional centers for persons with developmental disabilities.
- 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 an individual served by the regional center 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 on Developmental Disabilities, or a State Council Regional Advisory Committee, or the Corporation;
  - (c) Be an employee or member of the governing board of an entity from which the Corporation purchases services for those served by the Regional Center with the exception of the Chairperson of the Vendor Advisory Committee as defined in Article 18;

- (d) Have a “financial interest,” as defined in Section 87103 of the California Government Code, in the Corporation's operations, except as an individual served by the Corporation or as the Chairperson of the Vendor Advisory Committee as defined in Article 18;
- (e) Be a person otherwise barred from serving on the Board by law or government regulation, including, but not limited to, section 54500 and following of Title 17 of the California Code of Regulations.
- (f) Have a conflict of interest with an entity that receives Corporation funding, including, but not limited to a non-profit housing organization or an organization qualified under 501(c)(3) of the Internal Revenue Code, that actively functions in a supporting relationship to the Corporation.

4.03 Conflict of Interest Statements -

- (a) 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 in the Lanterman Developmental Disabilities Services Act, Welfare and Institutions Code section 4500, and following (“Lanterman Act”), or Title 17 of the California Code of Regulations, except as provided in Article 18 of these Bylaws.
- (b) The member of the Board designated by the Vendor Advisory Committee as described in Article 18 hereof shall file the list of “financial interests” as defined in California Government Code section 87103 in addition to the Conflict of Interest Statement, within the same timelines as required for Conflict of Interest reporting and be subject to the voting restrictions described in Section 3.07 hereof.
- (c) Each new candidate for the Board and for the position of Executive Director shall disclose any present or potential conflicts of interest to the Corporation’s Board, prior to being appointed, elected, or approved for hire, by the Corporation or the Board. Further, any new Board member shall prepare and file the required Conflict of Interest Statement with the Board within thirty (30) days of selection, election or appointment.
- (d) Every Board member shall complete and file a subsequent Conflict of Interest Statement upon any change in status that creates a potential or present conflict of interest. The term “change in status” includes, but is not limited to, a change in financial interests, legal commitment, Board duties, or outside position or duties, whether compensated or not. The Conflict of Interest Statement of the affected Board member shall be submitted to the State Department of Developmental Services within ten (10) days of the change of status.
- (e) The annual Conflict of Interest Statement required by this section 4.03 shall be made on the form published by the State Department of Developmental Services. The Conflict of Interest Statements of all Board members and the Executive Director shall be submitted by the Board to the Department of Developmental Services within ten (10) days of receipt of the Statements.
- (f) The Board shall review the Conflict of Interest Statements of all Board members and the Executive Director to ensure that no conflicts of interest exist. If a present or potential conflict of interest is identified for the Executive Director or

a Board member that cannot be eliminated, the person shall resign from the Board or the Board shall, within thirty (30) days of receipt of such Conflict of Interest Statement, submit to the Department of Developmental Services and the State Council a copy of the Conflict of Interest Statement and a plan that proposes mitigation measures, including time frames and actions the Board or the individual, or both will take to mitigate the conflict of interest. Any mitigation plan shall meet the requirements of Title 17 of the California Code of Regulations section 54533, including, but not limited to, posting the Conflict of Interest Statement on the Corporation website until the conflict is resolved.

- 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, or the Pomona Health District of the County of Los Angeles.

## **ARTICLE 5** **LIABILITY**

- 5.01 A Director shall perform the duties of a Director, including duties as a member of any Committee of the Board upon which the Director may serve, in good faith, in a manner that the Director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- 5.02 In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
- (a) One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
  - (b) Counsel, independent accountants or other persons as to matters which the Director believes to be within that person's professional or expert competence; or
  - (c) A Committee upon which the Director does not serve that is composed exclusively of Directors or any combination of Directors and persons described in subparagraph (a) above, or persons described in subparagraph (b) above, as to matters within the Committee's designated authority, which Committee the Director believes to merit confidence, so long as, in any case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.
- 5.03 Except as provided in California Corporations Code section 5233, relating to self-dealing transactions, a person who performs the duties of Director in accordance with sections 5.01 and 5.02 herein, shall not be personally liable for the debts, liabilities, or obligations of the Corporation.



**ARTICLE 6**  
**TERMS**

- 6.01 Members of the Board shall not be permitted to serve more than seven (7) years within each eight (8) year period.
- 6.02 (a) Notwithstanding any other provision of the Bylaws, the term of any Director, other than the Director designated by the Vendor Advisory Committee, elected or re-elected, shall expire three (3) years from June 30<sup>th</sup> of the calendar year in which such Directors' term commenced. 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 (2) consecutive terms. A Director whose term of office has expired shall continue in office until a successor has been duly elected and qualified, unless that Director has already served on the Board for seven (7) out of the previous eight (8) years, in which case a new Director shall be elected to serve in their place. Notwithstanding the foregoing, the term of office of the Director designated by the Vendor Advisory Committee as described in Article 18 may be sooner terminated pursuant to the provisions of Article 18 hereof.
- (b) The term of office of a Director elected to fill a vacancy on the Board caused by the expiration of a prior term of a Director shall commence immediately upon the expiration of said prior term.
- (c) The term of office of a Director elected to fill a vacancy on the Board caused by death, resignation, or removal shall commence immediately upon such new Director's election and shall coincide with the time when the term of office of the deceased, resigned or removed Director would have ended, unless that would require the succeeding Director to serve more than seven (7) years in any eight (8) year period prior to the expiration of that term of office.

**ARTICLE 7**  
**ELECTION**

- 7.01 Except for the directorships provided for in section 3.07 and except for the election of Directors to fill vacancies created by death, resignation or removal, which elections may take place at any meeting of the Board, 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 section 21.02 can be voted on by the Board at the Annual, a Special, or a regular meeting when a voting quorum, as that term is defined in section 17.06, is present. A majority of the votes cast shall be required to elect a Director to the Board.

## **ARTICLE 8** **VACANCIES**

- 8.01 Vacancies on the Board shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the size of the Board is increased; (3) upon the failure of the Directors to elect the full number of Directors authorized; and (4) upon the declaration by resolution by the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of any court, convicted of a felony, or found by final order of any court to have breached a duty arising under Article 3, Chapter 7, Part 2 of Division 2 of the California Corporations Code (Sections 5230 through 5239.) For purposes of this section, if a Director has been declared of unsound mind by a final order of any court, convicted of a felony, or been found by final order of any court to have breached a duty arising under said Article 3 of the California Corporations Code, and the Board does not declare a vacancy in the office of that Director within thirty (30) days after such order of court becomes final, then any Director may file a complaint with the superior court of the proper county to remove such Director from office.
- 8.02 Vacancies caused by the death or resignation of a Director, or by removal as provided in these Bylaws, or by an increase in the size of the Board of Directors authorized, shall be filled by a vote of a majority of the Directors present and voting at a regular, Annual or Special Board meeting at which a quorum is present, except that a vacancy in the directorship held by the member of the Vendor Advisory Committee designated pursuant to Article 18 hereof shall be filled by the designation of a new Director by said Committee. The person filling such a vacancy shall hold office as a Director until the expiration of the term of office of the Director whose vacancy they are selected to fill, unless completion of such term would cause the succeeding Director to be on the Board more than seven (7) of the preceding eight (8) years; or if the office is created by amendment increasing the size of the Board, the person filling such a vacancy shall hold office as a Director until the expiration of the term designated for such office, unless completion of such term would cause the Director to be on the Board of Directors more than seven (7) of the preceding eight (8) years.
- 8.02.1 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 (3) 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 they 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 (1) leave of absence may be granted per term.

- 8.02.2 Choice to Leave Seat Vacant- The Board may choose to leave one (1) or more vacant seats temporarily unfilled if it is unable to find or to elect a qualified candidate, or in order to search for a candidate with specific qualifications to balance representation on the Board or to provide expertise needed on the Board.

## **ARTICLE 9**

### **REMOVAL OF DIRECTORS AND COMMITTEE MEMBERS**

- 9.01 Any Director may be removed as Director with or without cause at any time by resolution duly adopted by the Board provided that:
- (a) Notice of intention to offer a resolution for such removal is given to each Director, by personal service or certified or registered mail, return receipt requested, not less than fifteen (15) days prior to the date of the meeting to adopt such resolution; and
  - (b) Removals for cause, as described in Corporations Code section 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) Removals for any reason other than those described in Corporations Code section 5221 shall be considered removals “without cause” and shall require a vote of at least two-thirds of the full number of persons who at the time are Directors of the Corporation.
- 9.02 Directors are expected to attend all regular meetings of the Board, including the regular meeting designated as the Annual Meeting, and regular meetings designated for training, and all Special Meetings of the Board, as described in Article 17. Directors are also expected to attend meetings of all Standing Committees and Special Committees, as those Committees are described in Sections 19.01 and 19.02, respectively, to which they are assigned. The Director who is a member of the Vendor Advisory Committee, as that Committee is described in Article 18, is expected to attend all meetings of the Vendor Advisory Committee.
- 9.02.1 The following constitute the tendering of a Director’s resignation from the Board, a Director’s resignation from all Committees, a member’s resignation from the Vendor Advisory Committee, and a Non-Director’s resignation from Standing and Special Committees of which they are a member:
- (a) The absence of any Director from three (3) consecutive regular meetings, or four (4) regular meetings per fiscal year, of the Board and/or any Standing or Special Committee of which the Director is a member. For purposes of this Subsection, regular meetings of the Board include meetings which are designated for training;
  - (b) The absence of any Vendor Advisory Committee member from three (3) consecutive regular meetings, or four (4) regular meetings per fiscal year, of the Vendor Advisory Committee;
  - (c) The absence of any Non-Director from three (3) consecutive regular

meetings, or four (4) regular meetings per fiscal year, of any Standing Committee or Special Committee of which the Non-Director is a member.

For purposes of this Subsection, “absence” means that a Director, Non-Director or Vendor Advisory Committee member has not arrived within at least thirty (30) minutes after the designated start time, or actual start time, of the meeting, whichever is later. The Chairperson of said meeting shall request that the time of a member’s late arrival be noted in the meeting’s minutes.

- 9.02.1.1 Notice of Pending Resignations - Notice to the Board of pending resignations pursuant to section 9.02 shall be included by the Board’s Secretary with the agenda for the regular meeting of the Board next succeeding such absences. The resignation will automatically be deemed accepted by the Board at 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 Bylaws, the President shall schedule a hearing on the agenda of the next regular Board meeting. The Secretary shall mail, or hand deliver specific written notice of this hearing to the Director in question at least seven (7) 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, excluding the Director whose qualifications are the subject of the hearing, 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 from the Board, the Secretary shall give written notice of such removal to the Director. In the event that the removed Director is also a member of a Committee, they shall also be automatically removed from that Committee, unless the Board adopts a resolution providing otherwise.
- 9.05 Pursuant to Welfare and Institutions Code section 4669, a proposed resolution to remove a Director from the Board may be considered and voted on in a closed session of the Board.

**ARTICLE 10**  
**POWERS**

- 10.01 Subject to the provisions imposed by law, by the Articles of Incorporation or by these Bylaws, the activities and affairs of the Corporation shall be conducted and controlled by, 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 and in these Bylaws;
  - (b) To establish the policies of the Corporation and to determine the method or plan under which the powers of the Corporation shall be exercised in furtherance of the purposes stated in the Articles of Incorporation and these Bylaws;
  - (c) To adopt rules and regulations, consistent with law, the Articles of Incorporation and these Bylaws, 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 Bylaws, to prescribe the duties and determine 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 determine the duties and powers of said other Committees.
  - (f) To do, perform, and transact all other business and acts which the Corporation by the laws of the State of California is permitted to do, transact and perform.
- 10.02 At no time shall the powers set forth in section 10.01 be exercised by one Board member, group of members, or Committee, unless, as stated in Section 19.09, a Committee, all of the voting members of which are also members of the Board, has been authorized to so act by the Board, or unless all of the actions proposed by such member, group of members or Committee are ratified by the Board prior to their execution as allowable by statute.

**ARTICLE 11**  
**DUTIES**

- 11.01 The duties of the Directors shall include the following:
- (a) The Directors shall perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Corporation or by these Bylaws;
  - (b) The Directors shall cause to be kept open to the inspection of any person entitled thereto and making proper demand therefor, a book of minutes of all open 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; and in the absence of any such designation, such records

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shall be kept at the Principal Executive Office of the Corporation, as such Office is designated in section 26.01;

(c) The Directors shall meet at such times and places as required by these Bylaws.

(d) The Directors shall annually contract with an independent accounting firm for an audited financial report of the Corporation. The audit report and accompanying management letter shall be reviewed by the Executive/Finance Committee as set forth in Article 20 and recommended for approval or modification to the full Board. The audit report and accompanying management letter shall be submitted to the State Department of Developmental Services within sixty (60) days of completion and before April 1 of each year. Upon submission to the Department of Developmental Services, the audit report and accompanying management letter shall be made available to the public by the Corporation. The audit report shall not be completed by the same accounting firm more than five (5) times in every ten (10) years.

(e) As a part of the audited financial report referred to in section 11.01, subdivision (d) 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 sections 26.02 and 26.03 of these Bylaws.

(f) The Directors shall annually review the performance of the Executive Director of the Corporation.

(g) The Directors shall annually review the performance of the Corporation in providing services that are linguistically and culturally appropriate, and may provide recommendations to the Executive Director of the Corporation based on the results of that review.

(h) The Directors shall exercise sound business practices, prudent fiduciary decision-making and attention to proper legal requirements in all contractual agreements which bind the Corporation.

(i) No single contract or financial transaction of two hundred and fifty thousand dollars (\$250,000) or more shall bind or obligate the Corporation without prior approval of the Board.

(j) An Attorney retained or employed by the Board to provide legal services shall not be an employee 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 they 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.

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**ARTICLE 13**  
**COMPENSATION**

13.01 The President, the First Vice President, the Second Vice President, 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 their capacity as such Officer or Director. There shall be no reimbursement for non-business-related travel companions. Neither shall there be loans to Directors, nor Officers, except as might be permitted for matters relating to indemnity under Article 26 of these Bylaws.

**ARTICLE 14**  
**VOTING**

14.01 Except as provided in Article 14.02 below, each Director shall be entitled to one vote on all matters before the Board.

14.02 As stated in Section 3.07, the Director designated to serve from the Vendor Advisory Committee shall not vote on any fiscal matter affecting the purchase of services from any Corporation 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.

14.04 Directors are permitted to participate in Board meetings through the use of conference telephones and electronic video screen communications. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another. In the event that a Director is participating in a Board meeting through the use of electronic communications and a Board vote is taken on any matter, the Director’s vote on the matter shall be valid only if all other Directors participating in the meeting are able to both hear and see the Director by way of electronic video conferencing technology.

**ARTICLE 15**  
**OFFICERS**

- 15.01 The Officers of the Corporation shall be elected from among any of the members of the Board then serving, except for the member selected by the Vendor Advisory Committee pursuant to Article 18 hereof, and shall consist of:
- President
  - First Vice President
  - Second Vice President
  - Secretary
  - Treasurer
  - Such other officers as the Board by resolution shall determine
- 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, as that Meeting is described in section 17.03, and shall be for one (1) year, except that: (1) the term shall conclude immediately upon removal of the Officer by the Board in accordance with these Bylaws; (2) an Officer who has not been removed by the Board, but whose term has expired, shall continue to serve until their successor is selected and qualified to serve, unless such service would require the Officer to be on the Board for more than seven (7) years out of any eight (8) year period; (3) the term shall conclude immediately upon an Officer's resignation; and (4) the term shall conclude immediately upon an Officer's death.
- 15.04 Nominations of Officers - A Director may be nominated for an office only by the Strategic Development Advisory Committee in accordance with section 21.02, or by a written nomination, signed by at least one (1) Director, listing the names of a total of five (5) Directors who support the nomination, and that is submitted to the Board's Executive Assistant at least ten (10) days before the election is to be held. The Executive Assistant, upon receiving a writing by first class mail, personal delivery, or electronic communication, which identifies the Director so nominated, the office for which they have been nominated, and the Directors who signed or supported the nomination, shall provide notice of intent to conduct an election pursuant to Section 15.05, if notice has not already been provided, of the nominated Director. The public shall have no part in the Officer nomination process other than to make comments prior to the vote.
- 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 by the Board at any meeting of the Board for the unexpired term of the Officer whose office has become vacant. The Board shall determine when to conduct an election to fill a vacancy in any office and the Secretary shall give at least thirty (30) days' notice of intent to conduct the election. The notices may be provided in an open Board meeting, by first class mail, by personal delivery, or by electronic communication to each Director. No



person shall serve more than two (2) consecutive terms in the same office; a term of less than one (1) full year shall be deemed a term for purposes of this limitation. If a Director is participating in the election of an Officer through use of electronic communication, the Director's vote shall not be considered valid unless the Director is using video conferencing technology and can be seen and heard by the other Directors participating in the election.

- 15.06 President - The President shall preside at all meetings of the Directors. The President shall have such other duties and powers as are described in these Bylaws and as may be conferred by the Board. The President may appoint a person to serve as Parliamentarian, who would advise the President 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. The First Vice President, by accepting that post, thereby signifies a willingness to be nominated for the Presidency and to serve as 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 of the 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:
- (a) Cause minutes of all meetings of the Board to be kept in the form and manner required by law;
  - (b) Cause a book of minutes to be kept at the Principal Executive Office of the Corporation, as that Office is designated in section 26.01, or such other place as the Board of Directors shall order;
  - (c) Cause all other books and records of the Corporation (excepting books of account) showing the information required by law to be kept at the Principal Executive Office of the Corporation, as that Office is designated in section 26.01, or such other place as the Board of Directors shall order;
  - (d) Cause the original or a certified copy of the Bylaws of the Corporation to be kept, as currently amended, which Bylaws shall be open to inspection by any Director at all reasonable times at the Principal Executive Office of the Corporation, as that Office is designated in section 26.01, or such other place as the Board of Directors shall order;
  - (e) Cause the corporate seal to be kept and affix it to all papers and documents requiring a seal;
  - (f) Cause all notices which are required by law or by these Bylaws to be given;
  - (g) Cause attendance to such correspondence as may be assigned to them;
  - (h) Review, no later than 48 hours before the mailing of the Board packet, the draft meeting minutes prepared for the prior Board meeting by the Board's

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Executive Assistant. In the absence of the Secretary, the Secretary's designee may review the draft meeting minutes in accordance with this section; and

(i) Cause all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to the Secretary from time to time by the Board, to be performed in accordance therewith. Except as prohibited by law, all or a part of the above duties may be delegated by the Board to the Executive Director, and, unless prohibited by the Board, may be delegated by the Executive Director to staff.

15.10 Treasurer - The Treasurer shall:

(a) Cause adequate and correct accounts of the properties and business transactions of the Corporation, which accounts shall include all matters required by law and be in a form as required by the law, to be kept and maintained;

(b) Make provision for the care and custody of the funds and valuables of the Corporation and make provision for the same to be deposited in the name of and to the credit of the Corporation with such depositories as the Board may designate.

(c) Make such provision for the disbursement of the funds of the Corporation as may be ordered by the Board;

(d) Render to the President and Secretary and to the Board, quarterly, or whenever they may require it, accounts of all their transactions as Treasurer, and a report and financial statement in the form satisfactory to them, showing the condition of the Corporation;

(e) Provide signature of approval on any financial reports within a reasonable time following the Board's approval of the financial reports; and

(f) 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 Bylaws, or which may be assigned to them from time to time 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.

**ARTICLE 16**  
**EXECUTIVE DIRECTOR**

16.01 The Executive Director shall be the executive officer and 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. As part of the Board's support of the Executive Director and in accordance with its fiduciary responsibility to the Corporation, if the Executive Director elects to control or discharge an employee in a senior leadership position (i.e., at the manager level or above), the Executive Director shall notify

the Board at least three (3) days in advance of acting on this decision.

- 16.03 The Executive Director shall consult with the Board on matters of policy and shall act as a representative for the Corporation at community, state and national meetings. Before the Executive Director makes policy which will likely impact the Corporation in an amount of two hundred and fifty thousand dollars (\$250,000) or more, or enters into a contract or other financial transaction in the amount of two hundred and fifty thousand dollars (\$250,000) or more, the Executive Director shall first seek the prior approval of the Board.
- 16.04 The Executive Director shall attend to such other business as may be assigned and perform all other duties prescribed by the Board, by these Bylaws or by law. The performance of the Executive Director shall be reviewed annually by the Board.

## **ARTICLE 17** **MEETINGS**

- 17.01 Any meeting of the Board held pursuant to any provision of these Bylaws shall be held at any place within the State of California designated by the Board. In the absence of such designation, all meetings shall be held at the Principal Executive Office of the Corporation, as described in Section 26.01. However, no meeting, conference or Board function shall be conducted in any facility that prohibits the admittance of any person or persons on the basis of race, national origin, ethnic group identification, religion, sex, sexual orientation, color, gender, gender identification, age, genetic information, or disability. Further, all Board meetings shall be held in facilities which are accessible to persons with physical disabilities.
- 17.02 Regular Meetings - The Board shall hold at least ten regular meetings annually on dates and times fixed by resolution of 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 requirement that the Board hold at least ten regular meetings annually on dates and times fixed by resolution of the Board.
- 17.03 Annual Meetings - One regular meeting shall be designated as the Annual Meeting at which the Board shall elect the Board's Officers and Directors. The Board shall also 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 May of each year if not a legal holiday (and if a legal holiday then on the next succeeding Wednesday which is not a legal holiday). The Executive/Finance Committee or the Board may change such time or place so long as such meeting is held within six (6) weeks of the fourth Wednesday of May.
- 17.04 Special Meetings - Special meetings of the Board may be called at any time by the President, or if the President is absent or is unable to act or refuses to act, then by the First Vice 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 of the Corporation. Such

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filing shall take place before the meeting. If the Secretary cannot be located or is unavailable, then the notice may be timely filed with a Board Officer in the following order of priority: President, First Vice President, Second Vice President, or Treasurer.

17.05 Notice of Meetings - Notice of the Annual Meeting and each regular and Special meeting of the Board shall be given by the Secretary to each Director not less than seven (7) days prior to the date of such meeting. Such notices must include the date, time, and location of, and a specific agenda for, the meeting. No item shall be added to the agenda subsequent to the provision of this notice except in emergency situations as described in section 17.05.1, or when items are brought before the Board at meetings by members of the public.

17.05.1 Notice of Meetings of the Board and of any Committee of the Board, which exercises authority delegated to it by the Board, shall be provided to any person who requests notice in writing. Such notice shall be mailed or sent by electronic transmission 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, except as stated below in Subsection 17.05.1.1.

17.05.1.1 Emergency Meetings; Emergency Situations - The notice requirements contained in Section 17.05 and its subsections shall not preclude the Board from taking action on any urgent request made by the California Department of Developmental Services, not related to purchase of service reductions, for which the Board makes a specific finding that 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 Corporation services, an emergency meeting may be called without complying with the advance notice requirements outlined above in section 17.05 and its subsections. "Emergency situation" refers to any activity, which severely impairs public health, safety, or both as determined by a majority of the members of the Board. In these situations, advance notice shall be provided if practicable. In addition, the State Council on Developmental Disabilities shall be notified by telephone prior to each emergency meeting. The minutes of an emergency meeting, including a description of any actions taken at the meeting, shall be mailed or emailed immediately to those persons who request notice of meetings in writing, excluding the minutes of any action taken in closed session as provided in section 17.10.

17.06 Quorum - A majority of the members serving as Directors of the Board at the time of the meeting of the Board shall constitute a quorum at any meeting of the Board. The act of the majority of the Directors present at any meeting of the Board 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 departure of Directors, but the majority of a quorum initially required for the meeting must approve any proposal before their vote will

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be the action of the Board.

- 17.08 Conduct of Meetings - The Board shall be presided over by the President of the Corporation or, in their absence, by the First or Second 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 meetings of the Board. 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 shall be open and public, and all persons shall be permitted to attend any meeting, except as otherwise provided in section 17.10. 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 (Welfare and Institutions Code sections 4660-4669) shall be provided to each member of the Board upon their assumption of Board membership.
  - (b) For purposes of this Section, Board meetings shall include meetings conducted by any Committee of the Board which exercises authority delegated to it by the Board. However, Board meetings shall not be deemed to include Board retreats planned solely for educational purposes. Such Board retreats do not include those “regular meetings for training” contemplated in Section 9.02 herein, which “regular meetings for training” shall be open and public.
  - (c) At each Board meeting, time shall be allowed for public input on all properly noticed agenda items prior to Board action on that item. Time shall be allowed for public input on any issue not included in the agenda.
  - (d) Any person attending an open and public meeting of the Board shall have the right to record the proceedings on a tape recorder, video recorder, or other sound, visual or written transcription recording device in the absence of a reasonable finding by the Board that such recording constitutes, or would constitute, a disruption of the proceedings. No such audio or video recordings will be posted on public media without written permission by each Board member.
  - (e) The Corporation shall maintain all recordings and written comments submitted at open meetings as testimony on agenda items for no fewer than two years. These materials shall be made available for review by any person, upon request.
- 17.10 Closed Meetings - The Board 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 Corporation employee.
  - (c) Employee salaries and benefits.
  - (d) Labor contract negotiations
  - (e) Pending litigation.
  - (f) Any matter specifically dealing with a particular individual served by the Corporation must be conducted in a closed session, except when it is requested

that the issue be discussed publicly by the individual served, the individual's conservator, or the individual's parent or guardian, if the individual served is a minor.

- 17.10.1 Minutes of Closed Meetings - Minutes of closed sessions shall be kept by the designated officer or employee of the Corporation, but these minutes shall not be considered public records. Prior to and directly after holding any closed session, the Board 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 reasons for the meeting.
- 17.10.2 Pending Litigation - The Board may hold a closed session regarding pending litigation when discussion in open session concerning those matters would prejudice the position of the Corporation in litigation. Litigation shall be considered pending when any of the following circumstances exist:
- (a) Any adjudicatory proceeding to which the Corporation is a party has been initiated formally.
  - (b) 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 Corporation.
  - (c) Based upon existing facts and circumstances, the Corporation has decided to initiate or is deciding whether to initiate litigation.
- 17.10.3 Prior to holding a closed session regarding pending litigation, the Board shall state publicly under which circumstance set forth in Subsection 17.10.2 the closed session is pursuant (i.e., which kind of pending litigation will be discussed.)
- 17.11 Materials Distributed - Agendas and other 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 a closed session authorized under section 17.10. Materials 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. Materials 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.
- 17.12 Public Meetings Regarding Contract Performance Objectives - The Board of Directors shall hold one or more public meetings annually regarding the Corporation's prior year's contract performance objectives and outcomes. The meetings may be held separately from regular meetings. The Corporation shall provide individuals attending these meetings with data and any associated information to facilitate discussion and community input. The Corporation shall inform the Department of Developmental Services that such a meeting has been scheduled at least 30 days prior to the meeting. Notice of the meetings shall also be posted on the Corporation's internet website at least 30 days prior to such a meeting and shall be sent to the Corporation's consumers and families and individual stakeholders at least 30 days prior to the meeting. The Corporation shall ensure that the meetings and

meeting materials provide language access, as required by state and federal law, and shall schedule the meetings at times and locations designed to promote attendance by the public. To encourage participation by diverse language, racial, and ethnic communities, the Corporation shall consider strategies to promote opportunities for public comment.

(a) The Corporation shall report to the Department of Developmental Services regarding the outcomes of each public meeting regarding contract performance within 90 days of the meeting. The report shall include, but shall not be limited to, both of the following:

- a. Copies of minutes from each such meeting and comments obtained from other strategies utilized to provide opportunities for public comment from diverse language, racial, and ethnic communities.
- b. The Corporation's recommendations and a plan to address areas where improvement is needed.

17.13 Public Meetings to Present Data and Findings Regarding Consumer and Family Satisfaction - Annually, at a public meeting of the Board of Directors, the Corporation shall present data collected from, and the findings of, the quality assurance instrument, implemented by an independent agency under contract with the Department of Developmental Services. The quality assurance instrument assesses consumer and family satisfaction, provision of services in a linguistically and culturally competent manner, and personal outcomes described in subdivision (b) of Section 4571 of the Welfare and Institutions Code, in order to assess the comparative performance of the Corporation and identify needed improvements in services for consumers, including, but not limited to, case management services. Notice of this meeting shall be posted on the Corporation's internet website at least 30 days prior to the meeting and shall be sent to the Corporation's consumers and families and individual stakeholders at least 30 days prior to the meeting. The Board shall provide a sufficient public comment period so members of the public may provide comments. The Corporation shall ensure that the meeting and meeting materials provide language access, as required by state and federal law.

(a) Within 60 days following its annual presentation, the Corporation shall submit a report to the Department of Developmental Services which includes, but shall not be limited to, both of the following:

- a. Copies of the presentation made to the Board, minutes from the Board meeting, and attendee comments.
- b. The Corporation's recommendations and plans to use the information to address Corporation priorities, strategic directions to improve specific areas of performance, or both.

17.14 Meetings with the Department of Developmental Services - The Board shall meet with representatives of the Department of Developmental Services upon a request by the Director of the Department of Developmental Services, and, if requested, the Board shall exclude Corporation employees from the meeting. The Board shall meet with the Department of Developmental Services' representatives without preconditions for the meeting and at a time and date determined by the Department. Not infringing on the

Department’s authority otherwise provided in this section, at the Department’s discretion, efforts shall be made to meet with the Board of Directors at a mutually agreed-upon time, date, and place, with the goal of promoting attendance by Board members.

- 17.15 Meetings Held By Remote Electronic Communication - In the event that an in-person meeting cannot be conducted due to a cause not within the control of the Board, including but not limited to, an earthquake, flood, strike, work stoppage, or other labor disturbances, riot or civil commotion, litigation, war or other act of any foreign nation, power of government, or governmental agency or authority, acts of terrorism, a pandemic, epidemic, or any similar cause, meetings may be conducted via remote electronic communications, including Zoom, Skype, WebEx, FaceTime, other video conference, or telephone conference options. If remote electronic communications are not feasible, the meeting should be delayed so the public can participate.
- 17.16 Violation of Open Meeting Requirements - Any action taken by the Board in violation of the Open and Closed Meeting provisions of these Bylaws is null and void. The Board is not prevented from curing or correcting any action challenged pursuant to this section.
- 17.17 Inapplicability of Open and Closed Meeting Provisions to Non-Regional Center Affairs - The Open and Closed Meeting provisions of these Bylaws shall not apply to the corporate affairs of the Board which have no relationship to the role and responsibility of the Corporation as a regional center.

**ARTICLE 18**  
**VENDOR ADVISORY COMMITTEE**

- 18.01 The Vendor Advisory Committee shall provide advice, guidance, recommendations and technical assistance to the Board in order to assist the Corporation in carrying out its mandated functions. The Vendor Advisory Committee shall be comprised of a total of fifteen representatives of the various categories of providers from which the Corporation purchases consumer services as follows (by type of service):

Adult Programs	<b>4</b>
2 – Vocational Programs	
2 – Adult Day Program	
Infant/Children Services	<b>1</b>
Transportation	<b>1</b>
Independent Living Services	<b>2</b>
1- ILS	
1 - SLS	
Residential Services	<b>4</b>
1 – ICF	
2 – CCF	
1 – Residential Program (i.e., FFA/AFHA/Other Licensed)	
Other Vendored Services	<b>1</b>

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(Such as – respite, physical therapy, speech therapy, counseling and medical/nursing supplies)

At Large	2
<b>TOTAL</b>	<b>15</b>

- 18.02 The Vendor Advisory Committee shall recruit, screen and recommend applicants for membership. The Vendor Advisory Committee shall select its own members.
- 18.03 The term of office for members of the Vendor Advisory Committee shall be two (2) years, unless earlier terminated as provided in these Bylaws. Members may be re-elected for not more than two (2) additional consecutive one-year terms.
- 18.04 The Vendor Advisory Committee shall designate by majority vote a Chairperson from among its members who shall sit as a voting member of the Board, except as precluded by law and/or these Bylaws as described in section 3.07. The initial term of office shall be two (2) years, with the option of an additional one (1) year term.
- 18.05 The Vendor Representative on the Board shall not be eligible to serve as an Officer of the Corporation or serve on the Executive/Finance Committee.
- 18.06 The Vendor Representative on the Board may serve as a Director and the Chairperson of the Vendor Advisory Committee until the occurrence of one of the following events, whichever first occurs:
- (a) Their successor is elected;
  - (b) Their resignation;
  - (c) Their removal by the Board in accordance with Article 9 of these Bylaws;
  - (d) The expiration of their term as a member of said Committee; or
  - (e) Their service of four (4) consecutive years on the Committee, unless elected as the Chairperson in the last year of their term, in which case the Vendor Representative on the Board may serve as a Director and Chairperson until their service of five (5) consecutive years on the Committee.

A vacancy in the position of Chairperson caused by death, resignation, or removal shall be filled by said Committee for the balance of the unexpired term of the Chairperson who died, resigned, or was removed.

- 18.07 The Chairperson of the Vendor Advisory Committee shall be seated as a Director when that person's election as the Chairperson 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.
- 18.08 Furthermore, any person whose membership on the Board is pursuant to this Article shall provide the Board a written list of any and all of their "financial interests" as detailed in Section 3.07 of the Bylaws.

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**ARTICLE 19**  
**OTHER COMMITTEES**

- 19.01 The following Standing Committees are hereby established:
- (a) Executive/Finance Committee;
  - (b) Strategic Development Advisory Committee;
  - (c) Advisory Committee for Individuals Served and Their Families; and
  - (d) Community Relations/Legislative Advisory Committee.
- 19.02 Special Committees - 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 serve in an ad hoc/temporary capacity, and shall limit its activities to the accomplishment of the task for which it is appointed. Such a Committee 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 Bylaws, the members of each Standing Committee, shall be recruited, screened and recommended by the Strategic Development Advisory Committee and approved by the Board by majority vote, and shall serve at the pleasure of the Board. Members of Standing Committees, non-inclusive of the Executive/Finance Committee, may include persons who are not on the Board (i.e., Non-Directors). Members of Special Committees are appointed by the President and may include persons who are not on the Board (i.e., Non-Directors). Unless the Board otherwise provides, all Committee appointments shall be approved annually 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. However, Committees may not bind the Board in any vote except in accordance with Section 19.09.
- 19.05 Vacancies - Except as otherwise stated in these Bylaws, 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 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 15.09.
- 19.07 Appointment of Chairpersons - Except as provided in these Bylaws, the Chairperson of each 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 member(s) of the Board. Such a resolution must specify the Committee and Chairperson(s) by name and shall terminate on June 30th

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of each year.

- 19.08 Removal of Committee Members - Appointments and removals of Committee members will be reviewed and approved on a yearly basis by the Board.
- 19.09 Limitation on Authority to Bind Board - No Committee may be delegated authority which would otherwise be exercised by the Board unless all of the members of the Committee are also members of the Board, or unless all of the actions proposed by such Committee are ratified by the Board prior to their execution and as allowable by statute.
- 19.10 Committee Agendas - The Agendas for the Strategic Development Advisory Committee, Advisory Committee for Individuals Served and Their Families, and Community Relations/Legislative Committee shall be created by the respective members of each Committee under the direction of the respective Chairperson of each Committee.

## **ARTICLE 20**

### **EXECUTIVE/FINANCE COMMITTEE**

- 20.01 Membership - The Executive/Finance Committee shall be comprised of the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, (if still a Director) the immediate past President of the Corporation, the Chairpersons of the Strategic Development Advisory Committee, Community Relations/Legislative Advisory Committee, and the Advisory Committee for Individuals Served and Their Families, and, if the President so chooses, one (1) or more Directors named by the President and approved by the Board.
- 20.02 Limitations - The Executive/Finance Committee shall not have:
- (a) The power to adopt, amend, or repeal the Articles of Incorporation or these Bylaws;
  - (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 appoint committees of the Board or the members thereof;
  - (e) 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;
  - (f) The power to approve any self-dealing transaction;
  - (g) The power to appoint or remove the Executive Director;
  - (h) The power to remove a Director;
  - (i) The power to amend or repeal any resolution of the Board unless such resolution specifically permits the Executive/Finance Committee to do so; and
  - (j) The power to approve contracts in excess of two hundred and fifty thousand dollars (\$250,000) or more.

- 20.03 The President shall be the Chairperson of the Executive/Finance Committee.
- 20.04 Meetings - 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 Article 17 of these Bylaws.
- 20.05 Monitoring - The Executive/Finance Committee shall be responsible for monitoring the annual allocation 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 Allocation - The Executive Director shall recommend a yearly annual allocation to the Executive/Finance Committee. The Executive/Finance Committee shall recommend an annual allocation to the Board. The Executive/Finance Committee shall periodically review the financial position of the Corporation and shall recommend to the Board such revisions in said annual allocation as may be necessary. The Executive/Finance Committee shall follow Title 17 of the California Code of Regulations, the Lanterman Act, and the contract with the Department of Developmental Services in its recommendations to the Board.
- 20.07 The Executive/Finance Committee shall review the skills and performance of the Corporation's independent auditing firm and shall recommend to the Board the retention or termination of the independent auditing firm. The Committee shall also meet each spring to review the annual IRS Form 990 prior to its being submitted.
- 20.08 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. The Executive/Finance Committee shall have such other duties as the Board may, from time to time, determine and delegate.
- 20.09 The Board has delegated to the Executive/Finance Committee the authority to review and revise the compensation of the Executive Director.
- 20.10 Before exercising the power of the Board, the Executive/Finance Committee shall conduct a properly noticed, open and public Committee meeting, allowing for public input, in accordance with Section 17.09.
- 20.11 Agendas - The Executive/Finance Committee shall create the Agenda for the subsequent meeting of the Committee in consultation with leadership staff of the Corporation.

**ARTICLE 21**  
**STRATEGIC DEVELOPMENT ADVISORY COMMITTEE**

- 21.01 Membership - The Strategic Development Advisory Committee shall be composed of at least three (3) Directors named by the President and approved by the Board. The Committee may also include as voting members three (3) Non-Director members. The three (3) Non-Director members shall be recruited, screened and recommended by the Committee and approved by the Board. The Chairperson of the Committee shall serve on the Executive/Finance Committee.
- 21.02 Duties - The Strategic Development Advisory Committee shall be responsible for the recruitment, screening, selection and mentorship of candidates for both the Board and its Standing Committees consistent with laws, regulations, and these Bylaws. The Strategic Development Advisory Committee shall recommend to the Board its selections for any vacancy on the Board and Committee appointments. The Committee shall also have the responsibility to seek out and select qualified candidates from the Board for presentation and election as Officers of the Corporation. The Committee shall nominate candidates for office in sufficient numbers to fill vacancies both at the ends of terms of office and caused by resignation, incapacity, death or removal. The proposed slate of Officers shall be presented by the Chairperson of the Committee at the regular meeting immediately prior to the Annual Meeting. Unless otherwise provided by the Bylaws, the slate of nominees may be sent electronically by the Chairperson of the Strategic Development Advisory Committee to the Board.
- 21.03 Other Duties - The Committee is also responsible for ongoing Board strategic development, training and planning.
- a. The Committee conducts an annual training and needs survey of the Board and its Standing Committees. The results of this survey provide guidance for all Board and Committee training efforts.
  - b. The Committee will propose a strategic plan and associated timeline to the full Board for approval. The plan shall be for a three-year timeframe and shall be reviewed at least quarterly by the Committee.
- 21.04 Meetings - The Committee shall meet periodically throughout the year to assure that the Board is able to maintain its fully authorized strength and to assure that the Board will have continuity of experienced leadership, training and strategic planning. In addition, the Committee shall meet to select and present a slate of Officers for election at the regularly scheduled meeting immediately preceding the Annual Board Meeting.
- 21.05 Quorum – A majority of the voting members of the Committee is required for a quorum.

**ARTICLE 22**  
**ADVISORY COMMITTEE FOR INDIVIDUALS SERVED AND THEIR**  
**FAMILIES**

- 22.01 Membership - The Committee shall be composed of three (3) Directors named by the President and approved by the Board. This Committee will have a Chairperson and a Co-Chairperson. One member of such leadership will be an individual served and the other leader will be either a family member of an individual served or a community member. The Chairperson of the Committee shall serve on the Executive/Finance Committee. In the event that the Chairperson is unable to attend an Executive/Finance Committee meeting, they may direct the Co-Chairperson to attend the meeting. The Advisory Committee for Individuals Served and Their Families may include as voting members Non-Director Members, who are recruited, screened and recommended by the Strategic Development Advisory Committee and approved by the Board.
- 22.02 Duties - The Advisory Committee for Individuals Served and Their Families shall be responsible for the review and monitoring of regional center policies, services, and programs for clients and families. Annually, the committee will review the Purchase of Service Policy. On a quarterly basis, the Committee will review quality assurance monitoring of service providers. The Committee shall make recommendations to the Board to maintain the high quality of services to the individuals served by the Regional Center and their families.
- 22.03 Meetings - The Committee shall meet monthly throughout the year.
- 22.04 Quorum - A majority of the voting members of the Committee is required for a quorum.

**ARTICLE 23**  
**COMMUNITY RELATIONS/LEGISLATIVE ADVISORY COMMITTEE**

- 23.01 Membership - The Committee shall be composed of three (3) Directors named by the President and approved by the Board. The Chairperson of the Committee shall serve on the Executive/Finance Committee. The Community Relations/Legislative Advisory Committee may include as voting members Non-Director Members, who are recruited, screened and recommended by the Strategic Development Advisory Committee and approved by the Board.
- 23.02 Duties - The Community Relations/Legislative Advisory Committee shall be responsible for developing a plan for and engaging in strategic outreach to the community, monitoring legislation and arranging for visits to local legislators both at their field offices and at the State's Grass Roots Day convened by the Association of Regional Center Agencies (ARCA).

23.03 Meetings - The Committee shall meet monthly throughout the year.

23.04 Quorum - A majority of the voting members of the Committee is required for a quorum.

## **ARTICLE 24** **LIMITATION ON AUTHORITY**

24.01 Except as expressly delegated to any particular Committee by these Bylaws or by resolution of the Board, and in accordance with Section 19.09, above, 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.

## **ARTICLE 25** **AMENDMENTS**

25.01 These Bylaws may be replaced or amended, and/or new Bylaws may be adopted, by the Board of Directors provided that both of the following two conditions are met:

(a) Notice of the proposed change to the Bylaws has been provided to each of the Directors in writing, either via U.S. mail or email, at least seven (7) days prior to the meeting at which such change will be voted upon; and

(b) At least a majority of the Directors then in office vote in favor of such change.

25.02 Any replacement or amendment of the Bylaws shall be effective immediately after any vote of approval unless the Board 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. As of the date of the execution of this Second Restatement of Bylaws, the Corporation's principal executive office is located at 75 Rancho Camino Drive, Pomona, California ("Principal Executive Office").

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.

- 26.02.1 Approval of Indemnification - On written request to the Board 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 26.02 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 fullest 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 annual allocation considerations, as reviewed from time to time.
- 26.05 Fiscal Year - The fiscal year of this Corporation shall commence on July 1st and end on the next succeeding June 30th inclusive.
- 26.06 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 stated in these Bylaws 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 Bylaws, 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.
- 26.07 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, Bylaws or special rules of order of the Corporation established by the Board.
- 26.08 Reduction in Board Members - A reduction of the authorized number shall not have the

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effect of removing a Director from office prior to the expiration of their term of office.

- 26.09 Whistle Blower Policy - The Board shall review its Whistleblower Policy at least annually. Such policy shall be distributed to Corporation staff and the Regional Center Community whenever the policy is revised and approved by the Board.

**ARTICLE 27**  
**SEVERABILITY**

- 27.01 If any provision of these Bylaws is determined by a court of competent jurisdiction or otherwise to be illegal or invalid, these Bylaws shall be interpreted as though such illegal or invalid provision was never made a part of these Bylaws.