

MEMORANDUM

TO: Board of Directors
FROM: Melinda Sullivan
RE: Bylaws Update
DATE: August 18, 2021

It had been several years since a thorough review of the bylaws had been completed. The executive committee has reviewed these proposed changes and recommends the Board adopt the Ninth Restatement. This is a summary of the proposed changes for the Ninth Restatement of the Bylaws:

New language throughout the document is in yellow highlight and reflects one of two themes: 1) new language to assure compliance with either DDS contract language or with non-profit corporation standards and 2) clarifying language for the Second Vice President officer position.

Section 5.13 (b) ARCA delegate section – there is recommended simplifying language in yellow highlight intended to replace the deleted redlined language found immediately below it.

NINTH RESTATEMENT OF BYLAWS OF THE
LOS ANGELES COUNTY DEVELOPMENTAL SERVICES FOUNDATION

ARTICLE I.

Name

The name of this Corporation is the LOS ANGELES COUNTY DEVELOPMENTAL SERVICES FOUNDATION (hereinafter referred to as the "Corporation.") For certain purposes, the LOS ANGELES COUNTY DEVELOPMENTAL SERVICES FOUNDATION does business as the "Frank D. Lanterman Regional Center."

ARTICLE II.

Offices and Meetings

Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation ("principal executive office") shall be located in the County of Los Angeles, State of California. The Board of Directors of the Corporation may change the principal executive office from one location to another within the State of California. As of the date of execution of the Ninth Restatement of these Bylaws, the principal executive office is located at 3303 Wilshire Boulevard, Suite 700, Los Angeles, California 90010. Any change of this location shall be noted by the Secretary of the Board of Directors, on these Bylaws opposite this Section 2.1, or this Section 2.1 may be amended to state the new location.

Section 2.2 Other Offices

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

Section 2.3 Place of Meetings

Any meeting of the Board of Directors or of Committees of the Board of Directors held pursuant to any provision of these Bylaws shall be held at any place within the State of California designated by the Board of Directors. In the absence of any such designation, all meetings shall be held at the principal executive office of the Corporation. However, no meeting, conference or other Board of Directors 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, ancestry, religion, age, sex, sexual orientation, color, gender, gender identification, genetic information, **medical condition, marital status, mental** disability or physical disability. Further, all in-person Board of Directors meetings shall be held in facilities which are accessible to persons with physical disabilities.

ARTICLE III.

Purposes and Limitations

Section 3.1 General Purposes

The specific and primary purposes for which this Corporation is formed are to develop, obtain resources for, and administer programs for persons with developmental disabilities and for the families of such persons, exclusively for charitable purposes, including but not limited to programs of prevention, developmental services, public information and education, research and manpower and resource development and evaluation.

Section 3.2 Solicitation and Contributions

The Corporation may, in accordance with applicable laws, solicit and receive contributions and donations from the general public for charitable purposes, expressly including, but not limited to, the specific and primary purposes for which this Corporation is formed, as more specifically described at Section 3.1. Such solicitation shall be in accordance with the requirements of the Supervision of Trustees and Fundraisers for Charitable Purposes Act, also known as the California Nonprofit Integrity Act of 2004, set forth at

California Government Code section 12580 and following, to the extent that it may be applicable to the Corporation, from time to time.

Section 3.3 Limitations

The general purposes for which this Corporation is formed are to operate exclusively for charitable purposes.

Section 3.4 Dedication of Assets

This Corporation's assets are irrevocably dedicated to public benefit/charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Section 3.5 Construction and Definitions

Unless the Lanterman Developmental Disabilities Services Act (the "Lanterman Act"), located at Welfare and Institutions Code section 4500 and following, or the context require otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE IV.

Membership

Section 4.1 Members

The Corporation shall have no members.

Section 4.2 References to Action by Members

Any action which would otherwise require approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in members shall vest in the Directors.

ARTICLE V.

Board of Directors

Section 5.1 Composition

(a) The number of Directors of the Corporation shall be at least twelve (12) but not more than seventeen (17) unless and until changed by an amendment to these Bylaws. The exact number of Directors shall be fixed, from time to time, within these limits, by a resolution adopted by the Board of Directors at a meeting of the Board of Directors. Any reduction in the authorized number of Directors shall not result in any Director being removed before his or her term of office expires.

(b) The Board of Directors shall conform to the following criteria:

(1) The Board of Directors shall be composed of individuals who have demonstrated interest in, or knowledge of, developmental disabilities.

(2) The Board of Directors 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.

(3) The Board of Directors shall include representatives of the various categories of disability to be served by the Corporation.

(4) The Board of Directors shall reflect the geographic and ethnic characteristics of the area to be served by the Corporation.

(5) A minimum of fifty percent (50%) of the members of the Board of Directors shall be

persons with developmental disabilities or their parents or legal guardians.

(6) No less than 25 percent (25%) of the members of the Board of Directors shall be persons with developmental disabilities.

(7) The Corporation shall provide necessary training and support, including on issues relating to linguistic and cultural competency, to all members of the Board of Directors to facilitate their understanding and participation. The Corporation shall post on its Internet website information regarding training and support provided to the Directors.

(8) The Board of Directors shall conform to such other membership criteria as are required by law.

(c) The person designated by the Service Provider Advisory Committee in accordance with the provisions of Welfare & Institutions Code section 4622, subdivision (i), shall serve as a member of the Board of Directors. However, such person shall not do any of the following:

(1) Serve as an Officer of the Board of Directors;

(2) 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

(3) Vote on any issue in which the Director has a "financial interest" as defined in Section 87103 of the California Government Code.

Furthermore, such person annually shall provide the Board of Directors with a list of any and all of his or her "financial interests" as such interests are described in Section 87103 of the California Government Code.

(d) The Board of Directors shall submit to the State Department of Developmental Services, by

August 15th of each year, detailed documentation, as determined by the Department, demonstrating that the composition of the Board is in compliance with the criteria set forth herein paragraph 5.1. If the composition of the Board is not in compliance with the criteria set forth in this paragraph 5.1., the Board shall submit a plan to the Department 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 the necessary criteria.

Section 5.2 Qualifications

(a) No person shall serve as a Director for more than seven (7) years within any eight (8)-year period.

(b) No Director shall:

(1) Be an employee of the State Department of Developmental Services or any state or local agency which provides services to a client of the Corporation if employed in a capacity which includes administrative or policy making responsibility, or responsibility for the regulation of the Corporation.

(2) Be an employee or a member of the State Council or a State Council Regional Advisory Committee, and/or an employee of the Corporation.

(3) Except as otherwise provided for the one member of the Board of Directors selected by the Service Provider Advisory Committee as described in Section 8.4(d)(4) hereof, be an employee or member of the governing board of any entity from which the Corporation purchases client services.

(4) Have a "financial interest," as defined in Section 87103 of the California Government Code, in the Corporation's operations, except as a client of its services.

(5) Otherwise be a person barred from serving on the Board of Directors by law or government regulation, including, but not limited to, by sections 54500 and following of Title 17 of the California Code of Regulations, relating to conflicts of interest.

(c) In accordance with the Lanterman Act and Title 17 of the California Code of Regulations,

relating to conflict of interest statements:

(1) Each Director shall file with the Board of Directors by August 1st of each year 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 Act and/or Title 17 of the California Code of Regulations.

(2) Each new candidate for the Board of Directors and for the position of Executive Director shall disclose any present or potential conflict of interest to the Corporation's Board of Directors, prior to being appointed, elected, or approved for hire, by the Corporation or the Board of Directors. Further, any new member of the Board of Directors shall prepare and file the required Conflict of Interest Statement with the Board of Directors within thirty (30) days of selection, election or appointment.

(3) Every Director on the Board and the Executive Director 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 previously unreported activity that should have been reported, change in the circumstance of a previously reported activity, change in financial interest, familial relationship (e.g., marriage or partnership status), or legal commitment(s), change in regional center, or change to outside position or duties, whether compensated or not. The Conflict of Interest Statement of the affected Director and/or the Executive Director shall be submitted to the State Department of Developmental Services within ten (10) days of the change of status.

(4) The annual Conflict of Interest Statement required by this section 5.2(c) shall be made on the form published by the State Department of Developmental Services. The Conflict of Interest Statements of all members of the Board of Directors and the Executive Director shall be submitted by the Board of Directors to the State Department of Developmental Services.

Section 5.3 Freedom from Liability

With limited exception described in Section 5.14(c), no Director of this Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 5.4 Terms of Office

(a) The term of office for each Director shall be two years, except that: (1) a Director who has already served six years in any seven-year period shall only be appointed for one additional year; and (2) the term of office of the Director designated by the Service Provider Advisory Committee as described in Section 8.4(d) hereof may be sooner terminated pursuant to the provisions of Section 8.4(d)(4) hereof. Half of the seats on the Board of Directors shall be designated for re-election in odd numbered years and half of the seats shall be designated for re-election in even numbered years. Elections shall be held during each annual meeting of Directors. If there is an odd number of Directors at any time, the odd seat shall be designated for re-election in either an odd or an even-numbered year, for a one or two-year term, at the discretion of the Board of Directors, as deemed necessary to maintain continuity and orderly transition. Similarly, if more or less than half of the Directors are subject to re-election in any year, the Board of Directors has discretion to change the designation of seats on the Board of Directors from odd to even or even to odd or to designate one or more seats for re-election after one year, in order to maintain continuity.

(b) The term of office of a Director elected to fill a vacancy on the Board of Directors caused by death, resignation or removal shall coincide with that of the Director whose office the new Director has been elected to fill, 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. No Director may serve more than seven (7) years in any eight (8) year period.

(c) The term of office of any Director elected by the Board of Directors shall begin immediately upon such Director's election. The Directorship of the individual who formerly held that seat terminates at his or her death, resignation or removal or upon the new Director's election, whichever occurs first. Only

one person may hold a particular seat on the Board of Directors at any given point in time.

Section 5.5 Election

For all offices other than the Service Provider Advisory Committee directorship provided for in Section 5.1(c) and 8.4(d) hereof, and except for the election of Directors to fill vacancies created by death, resignation or removal, which elections may take place at any open meeting of the Board of Directors, Directors shall be elected at the annual meeting of the Board of Directors of the Corporation. Nominations shall be received for each seat on the Board of Directors for which a Director is to be elected in accordance with the provisions of Section 8.4(c) of these Bylaws. A plurality of the votes cast for such seat shall elect the Director to fill that seat. In the event that more than one person is nominated for a given seat on the Board of Directors, balloting for that seat shall be by secret ballot or secret electronic survey.

Section 5.6 Powers

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 by, and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without limiting the foregoing, the Board of Directors shall have, among other things, 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.
- (c) To adopt rules and regulations, consistent with law, the Articles of Incorporation and these Bylaws, for the guidance of and the management of the affairs of the Corporation.
- (d) To appoint and remove the President, Vice President, **Second Vice President (during periods in which one is serving)**, Secretary, Treasurer, Executive Director or any other Officer of the Corporation and, except as otherwise provided in these Bylaws, to prescribe the duties and to fix the compensation of the

Executive Director, and to review and approve the compensation, including all benefits, of the Associate Director of Administrative Services, upon hiring and then in the event that compensation, including benefits, is substantially changed, to assure that such compensation is just and reasonable.

(e) To establish, in addition to the standing committees hereinafter provided for, such committees as the Board of Directors may deem necessary or desirable, and to fix the duties and powers of said other committees.

(f) To do, perform and transact all other business and acts which this Corporation by the laws of the State of California is permitted to do, transact and perform.

Section 5.7 Duties

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 and by these Bylaws.

(b) Cause to be kept open to inspection of any person entitled thereto and making proper demand therefor, among other things, a book of minutes of all open meetings of the Board of Directors and of the duly authorized committees of the Board of Directors, 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 details required by law. The Board of Directors shall designate by resolution where such records shall be kept; and 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 Bylaws.

(d) 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 5.7(e) of these Bylaws.

(e) As a part of the annual report referred to in Section 5.7(d), above, the Corporation shall annually furnish to each Director a statement briefly describing indemnification or advances aggregating more than ten thousand dollars (\$10,000), if any, paid during the fiscal year to any Officer or Director of the Corporation as authorized by Section 10.1 of these Bylaws.

(f) Annually contract with an independent accounting firm for an audited financial statement. The audit report and accompanying management letter shall be reviewed, and, upon acceptance by the Board of Directors, submitted to the Department of Developmental Services. 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, except as amended by law or contract from time to time.

(g) Annually review the performance of the Executive Director of the Corporation.

(h) Approve or deny contracts of two hundred and fifty thousand dollars (\$250,000) or more in compliance with its written policy. No contract of two hundred and fifty thousand dollars (\$250,000) or more shall be valid unless approved by the Board of Directors in compliance with its written policy. For purposes of this section, contracts do not include purchase of service authorizations for individual regional center clients.

Section 5.8 Limitation

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.

Section 5.9 Compensation

The President, the Vice President, Second Vice President (during periods in which one is serving), 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, the immediately preceding sentence of the within Section 5.9 shall not operate to preclude any corporate Officer or Director from receiving reimbursement from the Corporation for reasonable expenses incurred by such Officer or Director in his or her capacity as an Officer or Director, in accordance with the Corporation's Travel Expense Reimbursement Policy. There shall be no reimbursement for non-business related travel companions. Further, there shall be no loans to Directors or Officers, except as might be permitted by Article X of these Bylaws.

Section 5.10 Meetings

(a) Regular Meetings

The Board of Directors shall hold regular, scheduled meetings at least quarterly. The regular meeting which shall be designated the annual meeting shall be held during the month of June (or within forty-five (45) days thereafter as provided below), at which meeting the Board of Directors shall elect Officers and Directors and set the time and place of the rest of the regular meetings to be held during the succeeding fiscal year. The President shall have the right to select the date in June for such annual meeting, or to postpone any annual meeting to a date not more than forty-five (45) days from June 30 of any year, by giving written notice

to the Secretary of the date selected for such meeting not less than thirty (30) days before the date initially selected for such meeting.

(b) Special Meetings

Special meetings of the Board of Directors 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 Vice President, or by the Second Vice President (during periods in which one is serving), or by any five (5) Directors, which call for a special meeting shall be in writing, and filed with the Secretary of the Corporation.

(c) Notice

(1) Notice of each regular meeting, including, but not limited to, the annual meeting, and of each 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. Such notices shall include the date, time and location of, and a specific agenda for the meeting. Notice may be provided to a Director by mail or by electronic communication, if the use of electronic communication is approved by a resolution of the Board of Directors, and the Director executes the necessary Consent to use electronic transmissions. No item shall be added to the agenda subsequent to the provision of this notice except in emergency situations, described in subparagraph (e), below, or when items are brought before the Board of Directors at meetings by members of the public.

(2) The Secretary may give prior notice of each regular and special meeting of the Board of Directors to any Advisors named by the Board of Directors pursuant to Section 5.13 hereof, but the lack of notice to any Advisor who is not also a Director of the Corporation shall have no effect whatsoever on the validity of the call of any meeting or of any action taken thereat, unless the Advisor has requested notice in writing.

(d) Notice Pursuant to Written Request

Notice of meetings of the Board of Directors 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 such notice in writing. The agenda shall identify all substantive topic areas to be discussed. Such notice shall be mailed at least seven (7) days in advance of each meeting and in accordance with the requirements of Section 5.10(c)(1). Notice may be provided by electronic communication instead of mail, if the use of electronic communication is approved by a resolution of the Board of Directors, and the person requesting notice executes the necessary Consent to use electronic transmissions. Time shall be allowed for public input on all properly noticed agenda items prior to action by the Board of Directors on those items. No items shall be added to the agenda subsequent to the provision of this notice except in emergency situations, described in subparagraph (e), below, or when items are brought before the Board of Directors at meetings by members of the public, and, due to the significance of the item, the Board elects to address such item at that meeting.

(e) Emergency Meetings; Emergency Situations

The notice requirements contained in subparagraphs (c)(1) and (d), above, shall not preclude the Board of Directors from taking action on any urgent request made by the State Department of Developmental Services, not related to purchase of service reductions, for which the Board of Directors makes a specific finding that notice could not have been provided at least seven (7) days before the meeting. 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 requirement outlined above in subparagraph (c). "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, the State Council 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. The minutes of an emergency meeting may be provided by electronic communication instead of mail, if the use of electronic communication is approved by a resolution of the Board of Directors, and the recipient of the meeting minutes has executed the necessary Consent to use electronic transmissions.

(f) Conduct of Meetings

Meetings of Directors shall be presided over by the President of the Board of Directors, or in his or her absence by the Vice President or by the Second Vice President (during periods in which one is serving), or, in the absence of all of them, by a Director chosen by a majority of the Directors present. The Secretary of the Board of Directors shall act as Secretary of the meetings 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.

(g) Quorum

(1) A quorum of the Board of Directors shall consist of a majority of the Directors then in office. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) creation of and appointments to committees of the Board of Directors, which requires a majority of the directors then in office (Corporations Code section 5212); and (b) indemnification of directors, which requires a majority vote of a quorum consisting of directors who are not party to the action (Corporations Code section 5238, subdivision (e)); and (c) approval of contracts or transactions in which a director has a material financial interest (Corporations Code section 5233).

(2) 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 be the action of the Board of Directors.

(h) 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 this Subsection (h) or in Section 5.10(i). Board of Directors meetings shall be open and public in accordance with all of the following provisions:

(1) A copy of Article 3 of Chapter 5 of Division 4.5 of the Welfare and Institutions Code (Welfare and Institutions Code §§ 4660-4669), shall be provided to every new member of the Board of Directors upon his or her assumption of Board of Directors membership.

(2) For purposes of this Section 5.10, Board of Directors 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 of Directors meetings shall not be deemed to include Board of Directors retreats planned solely for educational purposes, which are usually held outside of the Corporation's offices, or Board trainings conducted solely for educational purposes.

(3) At each Board of Directors meeting, time shall be allowed for public input on all properly noticed agenda items prior to action by the Board of Directors on those items. In addition, at each Board of Directors meeting, time shall be allowed for public input, both before a matter is called for a vote and at any time designated by the Board of Directors to allow public input on matters not on the agenda.

(4) 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, video recorder, or other sound, visual or written transcription recording device, in the absence of a reasonable finding by the Board of Directors that such recording constitutes, or would constitute, a disruption of the proceedings.

(5) The Corporation shall maintain all recordings and written comments submitted as testimony on agenda items for no less than two years. These materials shall be made available for review by

any person, upon request. A reasonable fee may be charged for copies of recordings and written materials requested.

(i) Closed Meetings

(i) The Board of Directors may hold a closed meeting to discuss or consider one or more of the following:

- (1) Real estate negotiations.
- (2) The appointment, employment, evaluation of performance, or dismissal of a Corporation employee.
- (3) Employee salaries and benefits.
- (4) Labor contract negotiations.
- (5) Pending litigation (see Section 5.10, Subsection (i), subdivision (iii) below).

(ii) Any matter specifically dealing with a particular Corporation client must be conducted in a closed session, except when it is requested that the issue be discussed publicly by the client, the client's conservator, or the parent or guardian, when the client is a minor. 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 of Directors shall state the specific reason or reasons for the closed session. In the closed session, the Board of Directors may consider only those matters covered in its statement of reason or reasons for the meeting.

(iii) 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 Corporation in litigation. Litigation shall be considered pending when any of the following circumstances exist:

- (1) Any adjudicatory proceeding to which the Corporation 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 Corporation.

(3) Based upon existing facts and circumstances, the Corporation has decided to initiate or is deciding whether to initiate litigation.

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

(j) Materials Distributed

Agendas and other writings or materials distributed prior to or during a Board of Directors 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 Subsection (i) of this Section 5.10. Writings which are distributed prior to commencement of a Board of Directors meeting shall be made available for public inspection upon request prior to commencement of the meeting. Writings which are distributed during a Board of Directors 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.

(k) Violation of Open Meeting Requirements

Any action taken by the Board of Directors in violation of Subsections (d) and (h) through (j) of this Section 5.10, is null and void. The Board of Directors is not prevented from curing or correcting any matter challenged pursuant to this Section.

(l) Inapplicability of Subsection (d) and Subsections (h) through (j) to Non-Regional Center Affairs

The provisions set forth in Subsections (d) and (h) through (j) of this Section 5.10 shall not apply to the corporate affairs of the Board of Directors which have no relationship to the role and responsibility of the Corporation as a Regional Center, set forth in Section 4669 of the Welfare and Institutions Code.

(m) Participation in Meetings by Telephone or Other Telecommunications Equipment

A Director of the Board of Directors may participate in a meeting of the Board of Directors by conference telephone, video screen communication, or other communications equipment. In addition, Board meetings may be conducted, in whole or in part, by electronic video screen communication, including by Zoom, Skype, Webex, and other video communication options. Participation in a meeting under this Subdivision (m) shall constitute presence in person at the meeting if both of the following apply:

(1) Each member participating in the meeting can communicate concurrently with all of the other members.

(2) Each member is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an objection to a specific action to be taken by the Corporation, and the opportunity to vote on matters submitted to the Board. If a Director votes or takes other action at the meeting by means of telephone, electronic video screen communication, or other communications equipment, a record of that vote or action must be maintained by the Corporation.

(n) Public Meetings Regarding Contract Performance Objectives

The Board of Directors shall comply with the requirements of Welfare and Institutions Code section 4629, subdivision (f), as they may be revised from time to time, relating to the Corporation's prior year's contract performance objectives and outcomes.

(o) Presentation of Data and Findings Regarding Client and Family Satisfaction

The Board of Directors shall comply with the requirements of Welfare and Institutions Code section

4571, subdivision (h), concerning the presentation of data and findings regarding client and family satisfaction, provision of services in a linguistically and culturally competent manner, personal outcomes and any necessary follow-up.

(p) 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.

Section 5.11 Removal of Directors

(a) Except as otherwise provided in these Bylaws, any Director may be removed as a Director with or without cause at any time by a resolution duly adopted by the Board of Directors of the Corporation, provided that the following two conditions are satisfied:

(1) Notice of intention to offer a resolution for such a removal is given to each Director of the Board not less than fifteen (15) days prior to the date of adoption of such resolution; and

(2) At least sixty-six and two-thirds percent ($66 \frac{2}{3} \%$) of the full number of persons who at the time are Directors of the Board vote in favor of such removal, whether with or without cause.

(b) If any Director of the Board is absent for three (3) consecutive meetings of the Board of Directors, whether regular or special meetings, or three (3) consecutive meetings of any Standing Committee of the Board of which such Director is a member, such Director may, by vote of a majority of the full number of persons who at the time are Directors of the Board, be removed from office as a Director at the regular

meeting of the Board of Directors next succeeding such absences. Notice of such three (3) consecutive absences and of the pending removals pursuant to this Section shall be included by the Secretary in the notice of the meeting and agenda for the regular meeting of the Board of Directors next succeeding such three (3) consecutive absences. Enforcement of this provision is discretionary and the Board of Directors' failure to act upon it in one circumstance shall not affect its right to act upon it in another instance.

(c) Whenever a Director is removed, the Secretary shall give written notice of such removal to such Director.

Section 5.12 Vacancies

(a) **Occurrence**

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the size of the Board of Directors is increased; (3) upon the failure of the Directors to elect the full number of Directors authorized at a given point in time; and (4) upon the declaration by resolution of the Board of Directors 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 been 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 subsection (a), if a Director 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 said Article 3 of the California Corporations Code, and the Board of Directors does not declare a vacancy in the office of a 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.

(b) **Filling Vacancies**

Vacancies caused by the death or resignation of a Director or Directors, or by removal as

provided in these Bylaws, or by an amendment increasing the size of the Board of Directors authorized, shall be filled by a vote of a majority of the Directors then in office, except that a vacancy in the Directorship held by the member of the Service Provider Advisory Committee pursuant to Section 8.4(d)(4) hereof shall be filled by election of a new designated member by said Committee. The person filling a vacancy pursuant to this subparagraph (b) shall hold office as a Director until the expiration of the term of office of the Director whose vacancy he or she is elected to fill, or, if the office is created by amendment increasing the size of the Board of Directors, 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.

(c) Reduction of Numbers

A reduction in the size of the Board of Directors shall not remove any Director prior to the expiration of his or her term of office.

(d) The Board of Directors 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 of Directors or to provide expertise needed on the Board of Directors.

Section 5.13 Advisors

Nothing in this Article V shall be construed as limiting the right of the Corporation to refer to persons associated with it as "Advisors" even though such persons are not members of the Board of Directors. The Corporation may request that former Directors remain associated with the Board of Directors for the purpose of sharing their expertise with the current Board of Directors as advisors. Advisors shall not have voting rights on the Board of Directors.

(a) Past President as Advisor

If he or she is no longer a member of the Board of Directors, the immediate past President of

the Corporation may serve, at the discretion of the Executive Committee, as an advisor and consultant to the Board of Directors and to the Executive Committee.

(b) ARCA Delegate

The Board President may choose to act as the ARCA Delegate, or the Board President may designate any active Board member to serve in that position and report that designation to the Board of Directors.

~~The first choice for the ARCA delegate shall be a current Director of the Board of Directors, who is a current or former President, or other current or former Officer of the Board of Directors, who is interest in the position and willing to devote the time to it that is necessary. The immediate past President (or other former Officer of the Board of Directors, at the discretion of the Board of Directors) may serve as a Delegate of the Board of Directors to the Association of Regional Center Agencies ("ARCA"), provided, however, that such former officer shall not vote on behalf of the Corporation or otherwise exercise the authority of a Director unless he or she is still a member of the Board of Directors.~~

(c) Honorary Advisors

The Corporation may confer, by a resolution adopted by the Board of Directors, the honorary title of "Advisor to the Board of Directors" upon any person deemed by the Board of Directors to be deserving of recognition for long and devoted service to the Corporation, such person to serve in such capacity at the will of the Board of Directors. Any person upon whom such honorary title is conferred may receive prior notice of and attend any open meetings of the Board of Directors; provided, however, that the conferring of such honorary title is solely for the purpose of providing a means for former Directors and friends of the Corporation to remain connected with the Board of Directors. It shall not give such person any of the rights of a Director, including, without limitation, voting rights.

Section 5.14 Good Faith, Standard of Care, Reliance on Information from Others

(a) Good Faith Requirement

A Director shall perform the duties of a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner that Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) Justified Reliance on Others

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:

(1) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants or other persons as to matters which the Director believes to be within that person's professional or expert competence; or

(3) A committee upon which the Director does not serve that is composed exclusively of Directors or any combination of Directors and persons described in paragraph (1), above, or persons described in paragraph (2), 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 therefor is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.

(c) Freedom from Liability

Except as provided in Corporations Code Section 5233, relating to self-dealing transactions, a person who performs the duties of a Director in accordance with subdivisions (a) and (b), above, shall have no personal liability for the debts, liabilities and obligations of the Corporation based upon any alleged failure

to discharge the person's obligations as a Director.

Section 5.15 Legal Counsel

To ensure the delivery of independent legal advice, an attorney retained or employed by the Board of the Corporation to provide services shall not be an employee of the Corporation.

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ARTICLE VI.

Officers

Section 6.1 Number and Titles

The Officers of the Corporation shall be a President, a Vice President, a Second Vice President (during periods in which one is serving), a Secretary, a Treasurer and such other Officers as the Board of Directors by resolution shall determine.

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Section 6.2 Qualifications, Election, Term of Office, and Vacancies

(a) Except as otherwise provided in these Bylaws, Officers of the Corporation shall be elected by the Board of Directors at its annual meeting as specified in Section 5.10(a) hereof. The term of office of each elected Officer shall begin immediately upon his/her election. In all cases, Officers shall be elected from among any of the Directors then serving other than the Director selected by the Service Provider Advisory Committee pursuant to Section 8.4(d)(4) hereof. Each Officer shall serve for a one-year term or until: (1) his or her successor is elected, (2) his or her resignation, (3) his or her removal at the pleasure of the Board of Directors, (4) the expiration of his or her term as a Director, or (5) his or her death, whichever occurs first. No person shall serve more than two (2) full consecutive terms in the same office.

(b) A vacancy in any Office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors at any meeting of the Board of Directors for the unexpired term of the Officer whose Office has become vacant.

(c) A list of nominees for Officers shall be provided by the Nominating Committee to the Board

of Directors at a regular meeting of the Board of Directors prior to the annual meeting. Opportunity for additional nominations by any Directors shall be provided immediately prior to balloting.

Section 6.3 Duties of the President

The President (1) shall preside at all meetings of the Board of Directors and at all meetings of the Executive Committee; (2) shall execute all properly approved agreements with governmental agencies for funding of the Corporation and all properly approved leases of real property; (3) except with respect to the Executive Committee, the Nominating Committee and the Service Provider Advisory Committee, shall approve the chairpersons of all committees; (4) shall be a member, ex officio with vote, of all Standing Committees other than the Service Provider Advisory Committee (except that the President may designate the Vice President or Second Vice President (during periods in which one is serving), in place of the President, to be a member, ex officio with vote, of any such Standing Committee other than the Service Provider Advisory Committee); and (5) shall perform such other duties as may be required of him or her by these Bylaws or may be required of him or her from time to time by the Board of Directors.

Section 6.4 Duties of Vice President

The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act or refuses to act. The Vice President shall perform such other duties as may be required from time to time by the Board of Directors. The Second Vice President, when there is one, shall perform such duties as the President and the Vice President assign, acting in place of the Vice President or the President as necessary.

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Section 6.5 Duties of Secretary

The Secretary shall cause minutes of all meetings of the Board of Directors to be kept, shall be the custodian of the corporate records (which shall be kept in the principal executive office), shall cause all notices which are required by law or by these Bylaws 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 Bylaws or from time to time by the Board of Directors. Except as prohibited by law, all or part of the above duties may be delegated by the Board of Directors to the Executive Director or to such other staff as may be designated by the Executive Director.

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Section 6.6 Duties of Treasurer

The Treasurer shall make provision for the care and custody of all funds of the Corporation, shall make provision for the deposit of such funds as required and 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 these Bylaws, 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 Bylaws, 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 by the Board of Directors to the Executive Director or to such other staff as may be designated by the Executive Director. The Board Treasurer shall serve as the Chairperson of the Administrative Affairs Committee.

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ARTICLE VII.

Executive Management

(a) Executive Director

(1) The Executive Director shall act in the capacity of the Chief Executive 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.

(2) The Executive Director shall, subject to the policies of the Corporation, employ, supervise, manage, control and discharge the employees of the Corporation.

(3) The Executive Director shall advise and counsel the Board of Directors in matters of policy and shall act as a representative for the Corporation at community, state and national meetings.

(4) The Executive Director shall have the authority to settle litigation against the Corporation and/or its employees acting in the course and scope of their employment relationship with the Corporation, in amounts up to \$100,000. Any settlement in excess of \$100,000 requires express authority from the Board of Directors.

(5) All contracts binding the Corporation, except those relating to real property and those relating to agreements with any state agency for funding of the Corporation, shall be signed by either the Executive Director or the Associate Director of Administrative Services.

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(6) The performance of the Executive Director shall be reviewed annually by the Board of Directors.

(7) The Board of Directors shall review and approve the compensation of the Executive Director, including all benefits, to assure that it is just and reasonable. This review and approval shall occur upon the hiring of the Executive Director and whenever the term of his or her employment, if any, is renewed or extended, and whenever the Executive Director's compensation is modified. Separate review and approval shall not be required if a modification of compensation extends to substantially all employees.

(8) The Executive Director shall attend to such other business as may be assigned and perform all other duties prescribed by the Board of Directors, by these Bylaws or by law.

(b) Associate Director of Administrative Services

The Board of Directors shall review and approve the compensation, including all benefits, of the Associate Director of Administrative Services upon hiring and then in the event that compensation, including benefits, is substantially changed, to assure that such compensation is just and reasonable.

ARTICLE VIII.

Committees

Section 8.1 Appointment of the Chairperson

The chairperson of each committee, with the exception of the Executive Committee, the Administrative Affairs Committee, the Nominating Committee and the Service Provider Advisory Committee, shall be selected by the Committee members and approved by the President. The chairperson of the Service Provider Advisory Committee shall be selected as provided in Section 8.4(d)(4) of these Bylaws.

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Section 8.2 Committee Membership

Except for the Executive Committee, the Nominating Committee and the Service Provider Advisory Committee, committee members shall be recommended for consideration by other committee members or by the Corporation staff person assigned to each committee, and selected by the then sitting members of each committee. Except as otherwise provided in these Bylaws, members of the committees are not required to be Directors of the Corporation. However, no committee can take action or be authorized to take action on behalf of the Board of Directors unless all of its members are members of the Board of Directors or unless all of the actions proposed by such committee are ratified by the Board of Directors prior to their execution.

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Section 8.3 Minutes

Each committee shall cause minutes of its proceedings to be kept and promptly furnish copies of said minutes to the Secretary of the Board of Directors.

Section 8.4 Standing Committees

The following Standing Committees are hereby established:

(a) Executive Committee

(1) Except as set forth herein, the Executive Committee shall be comprised only of the President, the Vice President, the Second Vice President (during periods in which one is serving), the Secretary, the Treasurer, and the immediate past President of the Corporation. If the immediate past President

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is still a member of the Board of Directors, he or she shall have voting rights on the Executive Committee; and, if he or she is no longer a member of the Board of Directors, he or she shall sit on the Executive Committee as an advisor, without voting rights. The Executive Committee shall exercise the full powers of the Board of Directors between regular Board of Directors meetings so long as notice is properly given in accordance with Section 5.10 (c), (d) and (e) of these Bylaws. The Executive Committee shall not have:

- (i) The power to adopt, amend or repeal the Articles of Incorporation or these Bylaws;
- (ii) The power to act contrary to policies established by or prior actions of the Board of Directors;
- (iii) The power to fill vacancies on the Board of Directors or on the Executive Committee;
- (iv) The power to appoint committees of the Board of Directors or the members thereof;
- (v) The power to approve any self-dealing transaction;
- (vi) The power to appoint or remove the Executive Director;
- (vii) The power to remove a Director;
- (viii) The power to amend or repeal any resolution of the Board of Directors unless such resolution specifically permits the Executive Committee to do so; and
- (ix) The power to approve any Corporation contract valued in excess of \$250,000.

(2) In the event that there are only four members of the Executive Committee (e.g., the immediate past President is elected to be the Vice President, Secretary or Treasurer), the Nominating Committee may recommend, and the Board may elect, from among the Board's Directors

an individual to serve as the Second Vice President of the Corporation, who shall become the fifth member of the Executive Committee. In the next succeeding election year in which the Executive Committee is composed of five members (inclusive of the immediate past President), the Board of Directors may, by a majority vote, elect to terminate the Office of the Second Vice President.

(3) In the event of the election of a Second Vice President, the Vice President or the Second Vice President may perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Second Vice President shall perform such other duties as may be required from time to time by the Board of Directors.

(4) The President shall be the chairperson of the Executive Committee.

(5) All actions taken by the Executive Committee shall be reported at the next meeting of the Board of Directors.

(6) Meetings of the Executive 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 to each member of the Executive Committee either orally or in writing, by means of telephone, telegraph, personal visit or mail, not less than seven (7) days before the time at which the meeting is scheduled to take place. Such written notice shall also be sent by mail to anyone who requests notice of Executive Committee meetings in writing. Notice of Executive Committee meetings may be sent by electronic communication to a member of the Executive Committee and to anyone who requests notice of Executive Committee meetings in writing if the use of electronic communication is approved by a resolution of the Board of Directors, and the Executive Committee member and/or person requesting notice of Executive Committee meetings executes the necessary Consent to use electronic transmissions.

(b) Administrative Affairs Committee

(1) The Administrative Affairs Committee shall be responsible for developing the budget

of the Corporation and for the monitoring of said budget and the expenditure of corporate funds. It shall receive, examine and approve for submission to the Board of Directors, all reports of expenditures made by the Corporation and all audits of such expenditures. The Board Treasurer shall be the Chairperson of the

Administrative Affairs Committee.

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(2) The Administrative Affairs Committee shall recommend to the Board of Directors a yearly budget. The Administrative Affairs 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 expenditure of a category not specified in the budget shall be made without the approval of the Board of Directors.

(3) The Administrative Affairs Committee shall recommend to the Board of Directors the auditors to be employed. The Administrative Affairs Committee shall review the skills and performance of the Corporation's independent auditing firm and shall recommend to the Board of Directors the retention or termination of the independent auditing firm.

(4) The Administrative Affairs Committee shall recommend to the Board of Directors policies relating to other areas of administrative services, including the periodic review of such policies with a view toward recommending changes when appropriate.

(5) The Administrative Affairs Committee shall have such other duties as the Board of Directors may, from time to time, determine and delegate.

(c) Nominating Committee

(1) The Nominating Committee shall have a minimum of three members. The Committee shall consist of Directors and may include one Advisor to the Board. The Nominating Committee shall select its own Chairperson.

(2) The Nominating Committee has the responsibility to seek out and recommend (1)

qualified candidates for presentation and election as Directors and, (2) from among its Directors, Officers of the Corporation and, (3) pursuant to subsection (d) of this Section 8.4, as members of the Service Provider Advisory Committee.

(3) The Nominating Committee shall meet periodically throughout the year to assure that the Board of Directors will have continuity of experienced leadership.

(4) The Nominating Committee shall recommend Directors and Officers in sufficient numbers to fill vacancies, both at the end of terms of office and caused by resignation, incapacity, death or removal.

(5) The Nominating Committee shall prepare its slate of recommended candidates for election as directors and its slate of recommended candidates for election as Officers before each annual meeting of the Board of Directors. Both such slates, for informational purposes, shall be presented at a regular meeting of the Board of Directors held before the date of the annual meeting of said Board of Directors and shall be filed with the Secretary not later than fifteen (15) days before the date of such annual meeting of the Board of Directors. The slates may be filed with the Secretary by electronic communication if approved by the Board of Directors. The slate of recommended candidates for membership on the Service Provider Advisory Committee (whether for initial membership or to fill vacancies on said Committee), shall be presented to the Board of Directors at such time as the Board of Directors shall designate, and in the absence of such designation, shall be presented at a regular meeting of the Board of Directors held before appointments to said Committee are to be made.

(d) Service Provider Advisory Committee

(1) The Corporation shall have a Service Provider Advisory Committee. The Service Provider Advisory Committee shall provide advice, guidance, recommendations and technical assistance to the Board of Directors in order to assist the Corporation in carrying out the Corporation's mandated functions.

The Service Provider Advisory Committee shall be comprised of a total of ten (10) representatives of the providers from which the Corporation purchases consumer services (herein "service providers"), who shall be selected from among the various categories of service providers.

(2) The members of the Service Provider Advisory Committee shall be elected as such by the Board of Directors and shall each serve for a two (2) year term. Vacancies on said Committee caused by death, resignation or removal shall be filled by the Board of Directors for the balance of the term of the Committee member who died, resigned, or was removed. Each member of the Service Provider Advisory Committee shall be either an employee of, a member of the governing board of, a partner in, or a proprietor of a service provider.

(3) The Nominating Committee shall present to the Board of Directors a slate of candidates to fill vacancies in the membership of the Service Provider Advisory Committee. The Nominating Committee shall take into consideration the composition which, according to subparagraph (1) of this Section 8.4(d), the Service Provider Advisory Committee is intended to have.

(4) As stated in Section 5.1(c), the Service Provider Advisory Committee shall designate, from among its members, by majority vote, its own representative to sit on the Board of Directors. The representative so designated as a Director shall also be the chairperson of the Service Provider Advisory Committee. Such representative shall serve as a Director and as chairperson of said Committee for a two (2) year term or until the occurrence of one of the following events, whichever occurs first: (a) his or her successor is elected, (b) his or her resignation, (c) his or her removal by the Committee or the Board of Directors, (d) the expiration of his or her term as a committee member, or (e) his or her death. 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.

(5) The Service Provider Advisory Committee shall meet quarterly or at such other

intervals as may be designated.

Section 8.5 Other Committees

Other Committees may be appointed and authorized with such responsibilities and authority as, and for such terms as, the Board of Directors may specify, so long as all members of any Committee taking action on behalf of the Board of Directors are elected by a majority of the Board of Directors from among sitting members of the Board of Directors or their actions are ratified by the Board of Directors before taking effect.

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Section 8.6 Limitation on Authority

Except as expressly delegated to any particular committee by these Bylaws or by resolution of the Board of Directors, 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. Further, no Committee may be delegated authority which would otherwise be exercised by the Board of Directors unless the delegation is permitted under the law or these Bylaws, and all of the members of the Committee are also members of the Board of Directors, or all of the actions proposed by such Committee are ratified by the Board of Directors prior to their execution. Except as otherwise provided in these Bylaws, the Executive Committee is the only Committee with the right to bind the Board of Directors by its vote, and that only to the extent that the Board of Directors has delegated that right to it and the delegation is not prohibited under the law or these Bylaws. The Service Provider Advisory Committee has the right to select its chairperson, who will be a member of the Board of Directors, pursuant to Welfare and Institutions Code section 4622, subdivision (i). Other than the Executive Committee, and the Service Provider Advisory Committee naming its representative, and except as otherwise provided in these Bylaws, committees may only vote to make recommendations to the Board of Directors and cannot bind the Board of Directors in any way.

ARTICLE IX.

Miscellaneous Provisions

Section 9.1 Fiscal Year

The fiscal year of the Corporation shall commence on July 1 and end on the next succeeding June 30.

Section 9.2 Execution of Checks and Other Documents

(a) Except as otherwise stated in these Bylaws, 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 the Corporation.

(b) Except for contracts relating to real property and contracts relating to agreements with any state agency for funding of the Corporation, which contracts shall be executed by the Board President, the Executive Director or the Associate Director of Administrative Services shall sign all contracts binding the Corporation.

Section 9.3 Parliamentary Procedure

The rules contained in *Robert's 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 or with the Articles of Incorporation, Bylaws or special rules of order of the Corporation.

Section 9.4 Seal

The Corporation shall have a seal consisting of a circle having on its circumference "LOS ANGELES COUNTY DEVELOPMENTAL SERVICES FOUNDATION, INCORPORATED FEBRUARY 27, 1979, CALIFORNIA."

Section 9.5 Service of Notice and Waiver of Notice

Whenever any notice is required by these Bylaws to be given, personal service is not meant unless

expressly so stated; and any notice so required shall be deemed to have been sufficient if given by deposit of the same in a post office box in a sealed postpaid wrapper with first class postage thereon prepaid, addressed to the person entitled thereto at his or her post office address last known to the Secretary of the Corporation. Such notice shall be deemed to have been given on the day of such mailing. Any notice so required shall also be deemed to have been sufficient if given by electronic communication, if the use of electronic communication is approved by a resolution of the Board of Directors, and the Director executes the necessary Consent to use electronic transmissions.

Section 9.6 Severability

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.

ARTICLE X.

Indemnification

Section 10.1 Right of Indemnity

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 position, 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 that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in section 5238, subdivision (a) of the California Corporations Code.

Section 10.2 Approval of Indemnity

On written request to the Board of Directors by any person seeking indemnification under Section

5238, subdivision (b), or Section 5238, subdivision (c), of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238, subdivision (e), of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238, subdivision (b), or Section 5238, subdivision (c), has been met and, if so, the Board of Directors shall authorize indemnification.

Section 10.3 Advancement of Expenses

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 10.1 and 10.2 of these Bylaws, in defending any proceeding covered by those Sections, 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.

Section 10.4 Purchase of Insurance

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.

ARTICLE XI.

Amendment of Bylaws

These Bylaws or any of them may be replaced or amended, or new or additional Bylaws may be adopted, by the Board of Directors provided that both of the following two conditions have been complied

with:

- (a) Notice of the proposed change has been given to each of the Directors at least ten (10) days before the adoption of such change; and
- (b) At least a majority of the Directors then in office vote in favor of such change.

CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of the Corporation, hereby certifies:

1. That I am the duly elected and acting Secretary of LOS ANGELES COUNTY DEVELOPMENTAL SERVICES FOUNDATION, a California Nonprofit Public Benefit Corporation, and

2. That the attached Ninth Restatement of the Bylaws, consisting of _____ pages, was duly adopted by the Board of Directors of said Corporation on _____, 2021, and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the seal of this Corporation hereto this __ day of _____, 2021.

[SEAL]

SECRETARY