



**FIFTH RESTATEMENT OF BYLAWS OF
COASTAL DEVELOPMENTAL SERVICES FOUNDATION**

ARTICLE 1

NAME

The name of this Corporation is COASTAL DEVELOPMENTAL SERVICES FOUNDATION (“Corporation”). For certain purposes, Coastal Developmental Services Foundation shall do business as “Westside Regional Center.”

ARTICLE 2

PLACE OF BUSINESS

Section 2.01. Principal Executive 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 County of Los Angeles. As of the date of execution of this Third Restatement of Bylaws, the Corporation’s Principal Executive Office is located at 5901 Green Valley Circle, #320, Culver City, CA 90230. Any change of this location shall be noted by the Secretary on these Bylaws opposite this Section 2.01, or this Section 2.01 may be amended to state the new location.

Section 2.02. 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, whether within or outside the State of California.

ARTICLE 3

MEMBERSHIP

Section 3.01. Qualifications

There shall be only one class of members of the Corporation, namely the Directors of the Corporation. Any person who is elected as a Director shall become a member of the Corporation upon the assumption of their office as a Director and shall cease to be a member of the Corporation upon the expiration of their term as a Director. A Director whose term of office has



expired may continue in office until a successor has been duly elected and qualified. However, a majority of the Board votes for the continuation, unless that Director has already served on the Board seven (7) out of the previous eight (8) years, in which case, the Director shall no longer serve as a Board Director.

ARTICLE 4

BOARD OF DIRECTORS

Section 4.01. Management of Corporation

Except as may otherwise be provided by the Articles of Incorporation or these Bylaws, the management of the affairs of the Corporation shall be vested in the Board of Directors of the Corporation (sometimes referred to as the "Board.")

Section 4.02. Composition

- 1) The number of Directors on the Corporation's Board of Directors shall be between twelve (12) and eighteen (18). 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. The Board of Directors shall conform to the following criteria:
 - a. The Board of Directors shall be composed of individuals who have demonstrated interest in, or knowledge of, developmental disabilities.
 - b. The Board of Directors shall include persons with legal, management or board governance, financial, and developmental disability program expertise. Board governance experience shall not be acquired solely by serving on a regional center board.
 - c. The Board of Directors shall reflect the geographic and ethnic characteristics of the area to be served by the Corporation.
 - d. The Board of Directors shall include representatives of each of the various categories of disability to be served by the Corporation.
 - e. 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. No less than twenty-five percent (25%) of the Directors shall be persons with developmental disabilities.
 - f. The Board of Directors shall be composed of individuals who live in the Corporation's service catchment area.



The Corporation shall provide necessary training, including on issues related to linguistic and cultural competency, and support to all members of the Board of Directors to facilitate their understanding and participation. The Department of Developmental Services shall review and approve the method by which training and support are provided to the Board members to ensure maximum understanding and participation by Board members. The Corporation shall post information on its Internet Website regarding the training and support provided to its Board members.

- 2) The Board of Directors shall conform to such other membership criteria as are required by law. Documentation shall be submitted to the Department of Developmental Services by August 15th of each year, demonstrating that the composition of the Board is in compliance with Welfare and Institutions Code section 4622, as outlined in this Section 4.02 of the Bylaws. 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) A vacancy in any one or more categories of Board membership identified in this Section shall not affect the ability of the Board to function.
- 4) One member of the Board shall be a member of a Service Provider Advisory Committee created by the Board as set forth in Section 8.07, subparagraph 5), of these Bylaws. Such person shall be designated by the Service Provider 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:
 - a. Serve as an Officer of the Board of Directors of the Corporation;
 - b. 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 the purchase of services; and
 - c. Vote on any issue in which said member has a “financial interest” as defined in Section 87103 of the California Government Code.

Section 4.03. Qualifications of Directors

- 1) No person shall serve as a Director for more than seven (7) years within each eight-year period.
- 2) No Director shall:



- a. Be an employee of the State Department of Developmental Services or any state or local agency which provides services to individuals served by the Corporation if employed in a capacity which includes administrative or policymaking 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.
- c. Be an employee of the Corporation. Have a “financial interest,” as defined in Section 87103 of the California Government Code, in the Corporation’s operations, except as an individual served the Corporation or as the Board Director selected by the Service Provider Advisory Committee as set forth in Section 8.07, subparagraph 5), of these Bylaws.
- d. Be an employee or member of the governing board of any entity from which the Corporation purchases services for individuals served by the Corporation with the exception of the Board Director selected by the Service Provider Advisory Committee as set forth in Section 8.07, subparagraph 5), of these Bylaws.
- e. Be a person barred from serving on the Board of Directors by law or government regulation, including, but not limited to section 54500 and following of the California Code of Regulations, relating to conflicts of interest.
- f. Have a conflict of interest with an entity that receives Corporation funding, including, but not limited to, a nonprofit housing organization and an organization qualified under Section 501(c)(3) of the Internal Revenue Code, that actively functions in a supporting relationship to the Corporation.

3) Conflict of Interest Statements

- a. Each Director shall file annually with the Board of Directors, no later than August 1, a conflict-of-interest statement in accordance with California Welfare and Institutions Code section 4626 and following and Title 17 of the California Code of Regulations section 54500 and following.
- b. The annual conflict of interest statement required by this Section 4.03, subparagraph 3) shall be made on the form published by the Department of Developmental Services. The conflict-of-interest statements of all Board members and the Executive Director shall be submitted by the Board of Directors to the Department of Developmental Services within ten (10) days of receipt of the statements.
- c. In addition to submitting the conflict-of-interest statement, the Director designated by the Service Provider Advisory Committee shall also concurrently



- file a list of their “financial interests,” as described in Section 8.07, subparagraph 5).
- d. Each new candidate for the position of Executive Director shall disclose any present or potential conflicts of interest to the Corporation’s Board of Directors, prior to being approved for hire by the Corporation. Further, any new Executive Director shall prepare and file the required conflict of interest statement on a standard form published by the Department of Developmental Services with the Board of Directors within 30 days of hire.
 - e. Each potential candidate for the Board of Directors shall disclose any present or potential conflicts of interest to the Board of Directors in conjunction with their application for Board membership. No potential candidate shall be interviewed or otherwise considered for Board membership until they submit a statement regarding any present or potential conflicts of interest to the Board of Directors. Once elected, every new Board member shall complete and file a conflict-of-interest reporting statement on a standard form published by the Department of Developmental Services with the WRC Board within thirty (30) days of being elected or appointed.
 - f. Every Board member shall complete and file a subsequent conflict of interest statement with the Board within thirty (30) days of 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, corporation or board duties, or both, or outside position or duties, whether compensated or not. The Board shall submit the completed conflict of interest statement of the affected Board member to the Department of Developmental Services within ten (10) days of its receipt of the form.
 - g. The Board of Directors shall review the conflict-of-interest statements of all Board members and the Executive Director to ensure that no conflicts of interest exist. Except as otherwise provided in these Bylaws, 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 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. The mitigation plan must be renewed annually with the Department of Developmental Services and the State Council on Developmental Disabilities.



- h. If a Director fails to complete the required conflict of interest statement within ten (10) days of the date upon which it is otherwise due, or if the Board identifies a conflict of interest for a Director (other than the Director appointed by the Service Provider Advisory Committee), and the Director refuses to resign or cooperate with the preparation of a conflict resolution plan in accordance with Welfare and Institutions Code section 4626 and California Code of Regulations section 54533, that Director shall be removed from the Board. Notice to the Board of a pending removal pursuant to this subparagraph shall be included by the Board Secretary in the agenda for the regular meeting of the Board next succeeding the Director's refusals. The removal shall automatically be deemed accepted by the Board at that meeting unless the Board, having good cause, then adopts a resolution to retain the Director and the Department of Developmental Services approves that resolution.

Section 4.04. Terms of Directors

- 1) Directors shall not be permitted to serve more than seven (7) years within each eight (8) year period. A Director who has served for seven (7) years within an eight (8) year period may no longer serve as a Director and must be off of the Board as a Director for a full one (1)-year period before they are eligible to be re-elected to the Board as a Director.
- 2) Notwithstanding any other provision of the Bylaws, the first term of a Director shall be one (1) year. Immediately following the completion of the first term, a Director may serve up to three (3) consecutive two (2) year terms if invited to do so by the Board. The Board shall specify the term commencement date at the time of the Director's election to the Board, which commencement date may not be retroactive. A Director whose term of office has expired may nevertheless continue in office until a successor has been duly elected and qualified if a majority of the Board votes for the continuation, unless that Director has already served on the Board seven (7) out of the previous eight (8) years, in which case, the Director shall no longer serve as a Board Director.
- 3) The term 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.
- 4) The term 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 terminate when the term 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.

Section 4.05. Election

- 1) Except for the directorship provided for in Section 8.07, subparagraph 5), Directors may be elected at any meeting of the Board. Nominations shall be received for each seat on



the Board of Directors for which a Director is to be elected either in accordance with the provisions of Section 8.07, subparagraph 4), hereof, or through nomination by a Director from the floor at a meeting at which a Director is elected. An individual nominated from the floor must submit a current application within the last thirty (30) days to the Board. membership together with a disclosure of current or potential conflicts of interest to the Board. Such nomination from the floor must be joined by at least four (4) other Directors and must be consented to by the person nominated. A second is not necessary for a nomination to be considered, but in the case of nominations from the floor at least 4 other Directors must join the nomination.

- 2) All members of the Board present at a Meeting at which a Director is to be elected shall be eligible to vote. Except as otherwise stated herein, a candidate must receive a majority of votes cast by the Directors eligible to vote at the Meeting to be elected as a Director. In the event that the number of candidates nominated exceeds the number of Directors to be elected, the candidates receiving the highest number of votes shall be elected as Directors. In the event that a seat or seats remain vacant due to a tie vote among candidates, a run-off vote shall be conducted, and the candidate or candidates receiving the highest number of votes shall be elected to fill the vacant position or positions.
- 3) The Board shall vote for the election of Directors by voice vote, unless the number of candidates for Directorship exceeds the number of Directors to be elected, in which event balloting shall be by secret ballot.
- 4) If a Director resigns their seat on the Board of Directors, that Director's term shall terminate immediately. Said Director shall not return to the Board as a Director unless they are nominated in accordance with the provisions of Section 8.07, subparagraph 4), of these Bylaws and re-elected at a meeting of the Board.

Section 4.06. Board 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 and controlled 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:

- 1) To carry out the purposes of the Corporation as expressed in its Articles of Incorporation and in these Bylaws and the Lanterman Developmental Disabilities Services Act.
- 2) To establish the policies of the Corporation.
- 3) To adopt rules and regulations, consistent with law, the Articles of Incorporation and these Bylaws, for the guidance and the management of the affairs of the Corporation.



- 4) To appoint and remove the President, Vice President, Secretary, Treasurer, Executive Director or any other Officer of the Corporation and, except as otherwise provided in these Bylaws, to prescribe the duties and fix the compensation of the Executive Director.
- 5) To establish, in addition to the Standing Committees hereinafter provided for, Special Committees as the Board of Directors may deem necessary or desirable, and to determine the duties and powers of said Special Committees.
- 6) 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.

At no time shall the powers of the Board set forth in this Section be exercised by one Board member, group of members, or Board Committee, unless, as stated in Section 8.04, a Committee, all of the 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.

Section 4.07. Duties of Directors

The duties of the Directors shall include the following:

- 1) The Directors shall 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.
- 2) The Directors shall cause to be kept open to the inspection of any person entitled thereto and making proper demand thereof, among other things, a book of minutes of all meetings 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; in the absence of any such designation, such records shall be kept at the Principal Executive Office of the Corporation, as such Office is designated in Section 2.01.
- 3) The Directors shall meet at such times and places as required by these Bylaws.
- 4) The Directors shall annually contract with an independent accounting firm for an audited financial statement. The audit report and accompanying management letter shall first be reviewed by the Finance Committee as set forth in Section 8.07, subparagraph 2), and then recommended for approval or modification to the full Board. The audit report and accompanying management letter shall be submitted to the Department of Developmental Services within 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. This audit



report shall not be completed by the same accounting firm more than five (5) times in any ten (10) year period.

- 5) Within 120 days after the end of the Corporation's fiscal year, the Directors shall cause to be prepared and delivered to each Director an annual report containing the following information, in appropriate detail, for the fiscal year:
 - a. 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.
 - b. The principal changes in assets and liabilities, including trust funds.
 - c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
 - d. The expenses or disbursements of the Corporation for both general and restricted purposes.
 - e. Any information required by Section 4.07, subparagraph 6), below, of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants, or if there is no such report, by the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

- 6) As a part of the annual report referred to in Section 4.07, subparagraph 5), above, the Corporation shall annually furnish to each Director a statement briefly describing any indemnification or advances aggregating more than ten thousand dollars (\$10,000), paid during the fiscal year to any Officer or Director of the Corporation as authorized by Section 11.01 - 11.03 of these Bylaws.
- 7) The Directors shall annually review the performance of the Executive Director of the Corporation.
- 8) 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.
- 9) The Directors shall exercise sound business practices, prudent fiduciary decision-making and attention to proper legal requirements in performing their duties as Directors of the Corporation.
- 10) In accordance with WRC's Contract Policy, the Board of Directors shall review and approve any contract of the Corporation of two hundred and fifty thousand dollars (\$250,000), or more, before the Corporation enters into such a contract. No contract exceeding two hundred and fifty thousand dollars (\$250,000) is valid unless first



approved by the Board of Directors. In the event that a contract exceeding two hundred and fifty thousand dollars (\$250,000), requires immediate review and approval prior to the next regularly scheduled Board meeting, the contract will be valid if the Executive Committee votes to approve the contract and the Executive Committee's approval is expressly ratified by resolution by the Board of Directors. For purposes of this section, contracts do not include (1) vendor approval letters issued by regional centers pursuant to Section 54322 of Title 17 of the California Code of Regulations, and (2) Purchase of Service authorizations for individuals served by the Corporation.

- 11) The Directors may retain or employ an attorney to provide legal services to the Corporation, but that attorney shall not be an employee of the Corporation.

Section 4.08. 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 4.09. Compensation

The President, the 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 corporate 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 or Officers, except as might be permitted for matters relating to indemnity under Article 11 of these Bylaws.

Section 4.10. Removals and Resignations of Directors

- 1) Removals - Except as otherwise stated in these Bylaws, any Director may be removed as a 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 by certified or registered mail, return receipt requested, not less than fifteen (15) days prior to the date on which a vote will be taken on whether or not the resolution should be adopted; and
 - b. Removals for cause 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. A Director may be removed for cause if they have been declared of unsound mind by a final



order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with Section 5230 of the Corporations Code;

- c. Removals for any reason other than those described in subparagraph 1)b shall be considered removals “without cause” and, except as otherwise stated in these Bylaws, shall require a vote of at least two-thirds of the full number of persons who at the time are Directors of the Corporation.
- 2) **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 Section 4.03 of these Bylaws, the President shall schedule a hearing on the matter 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 of the hearing. 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 Section 4.03. If a majority present and voting finds that the Director is no longer qualified, that Director shall be automatically removed for cause, effective upon the Board's findings.
 - 3) **Written Notice of Removal** - Whenever a Director is removed from the Board, the Secretary shall give written notice of such removal to such Director. In the event that the removed Director is also a member of a Committee, he or she shall also be automatically removed from that Committee, unless the Board, for good cause, adopts a resolution providing otherwise.
 - 4) **Resignations** - Directors are expected to attend all regular meetings of the Board, including the regular meeting designated as the Annual Meeting and Board trainings, and are expected to attend all Special Meetings of the Board, as described in Section 7.01, subparagraph 3). Directors are also expected to attend meetings of all Standing Committees and Special Committees, as those Committees are described in Sections 8.07 and 8.08, respectively, to which they are assigned. The Director who is a member of the Service Provider Advisory Committee, as that Committee is described in Section 8.07, subparagraph 5), is expected to attend all meetings of the Service Provider Advisory Committee.
 - a. **Board and Committee Meetings** - For Directors who are elected or designated following the adoption of this Fifth Restatement of Bylaws, the following circumstances constitute the tendering of a Director's resignation from the Board and all Committees:



- i. The absence of any Director, including the Director appointed by the Service Provider Advisory Committee, from three (3) regular meetings of the Board in a fiscal year shall constitute their resignation from the Board and any Standing or Special Committee of which the Director is a member;
 - ii. For purposes of subparagraph 4)a.i, “regular meetings of the Board” include the regularly scheduled meetings of the Board, Annual meetings and trainings.
 - iii. For purposes of subparagraph 4)a.i, “absence” means that a Director 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.
 - iv. In the event that a Director is unable to attend a training as scheduled, the Director is required to make up that training at another designated time within the fiscal year. Attendance at a make-up training shall be considered an “absence” for purposes of the “three (3) absence rule” set forth in subparagraph 4)a.i.
 - b. Notice offending Resignations - Notice to the Board of pending resignations pursuant to subparagraph 4)a shall be included by the Board Secretary in the agenda for the regular meeting of the Board which next succeeds such absences. The resignation will automatically be deemed accepted by the Board at that meeting unless the Board, for good cause, then adopts a resolution to retain the Director.
- 5) Resignations by Directors Who Were Elected or Designated Prior to the Adoption of this Fifth Restatement of Bylaws. For Directors who were elected to the Board or designated as a Board member prior to the adoption of this Fifth Restatement of Bylaws, the following provision contained in the Third Restatement of Bylaws, which was in effect when you were elected or designated, shall apply: “ If any Director of the corporation be absent for three (3) consecutive regular meetings of the Board of Directors or three (3) consecutive meetings of any Standing Committee of the corporation 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 members of the corporation, be removed from office as a Director at the conclusion of the meeting of the members of the corporation next succeeding such three (3) consecutive absences. Notice of such three (3) consecutive absences and of the immediately preceding sentence of these Bylaws shall be included by the Secretary in the notice of the meeting of the members of the corporation next succeeding such three (3) consecutive absences.” 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.



Section 4.11. Vacancies

- 1) **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 failure of the members to elect the full number of Directors authorized; and (4) upon the declaration by resolution of the Board of Directors of a vacancy due to a Director being 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 under Article 3, Chapter 7, Part 2 of Division 2 of the California Corporations Code (Sections 5230 through 5239). For purposes of this subparagraph, 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 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.

- 2) **Filling Vacancies** - Vacancies caused by the death or resignation of a Director, 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 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 Service Provider Advisory Committee pursuant to Section 8.07, subparagraph 5), shall be filled by a new member designated by said Committee. The person filling such a vacancy shall hold office as a Director until the expiration of the term 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. If the vacancy is created by amendment increasing the size of the Board, the term of the person filling such a vacancy shall continue until the expiration of the term designated for such seat, unless completion of such term would cause the Director to be on the Board more than seven (7) of the preceding eight (8) years.

- 3) **Reduction of Number** - A reduction in the size of the Board of Directors shall not remove any Director prior to the expiration of their term.

- 4) **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. The resolution must specify the dates on which the leave begins and ends. The Director's legal standing with respect to the Board during the leave of absence shall be the same as if he or she had resigned, to be reappointed to the same position upon expiration of the leave. However, a leave of absence shall not be considered a break in service for purposes of determining the Director's eligibility for reappointment. Only one (1) leave of absence may be granted per term.



- 5) Choice to Leave Seat Vacant - The Board may choose to leave one 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.

Section 4.12. Good Faith, Justified Reliance on Others; Freedom from Liability

- 1) Good faith Requirement - 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.
- 2) 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:
- 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.
- 3) Freedom From Liability - Except as provided in Corporations Code section 5233, relating to self-dealing transactions, a person who performs the duties of Director in accordance with Section 4.12, subparagraphs 1) and 2), above, should not be held personally liable for the debts, liabilities, or obligations of the Corporation, nor shall they have any liability based upon any alleged failure to discharge their obligations as a Director.

ARTICLE 5

OFFICERS

Section 5.01. Numbers and Titles

- 1) The Officers of the Corporation shall be (1) a President, (2) a Vice President, (3) a Secretary, (4) a Treasurer, and (5) such other officers as the Board of Directors by resolution shall determine.



- 2) The same person may not serve concurrently as more than one Officer named in subparagraph 1) above.

Section 5.02. Qualifications. Election. Term of Office, and Vacancies

- 1) **Term of Office-** The term of office of each elected Officer shall begin immediately upon their election at the Annual Meeting, as that Meeting is described in Section 7.01, subparagraph 2). Each Officer shall serve for a one (1)-year term or until: (a) the expiration of their term and the election of their successor, 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; (b) their resignation; (c) their removal at the pleasure of the Board of Directors in accordance with these Bylaws; or (d) their death, whichever occurs first. No person shall serve more than three (3) full consecutive one (1)-year terms in the same office. A term of less than one (1) full year shall be deemed a term for purposes of this limitation.
- 2) **Nomination, of Officers -** A list of nominees for Officers shall be provided to the Board by the Board Development Committee at the regular meeting of the Board of Directors preceding the Annual Meeting. The Directors may make additional nominations of Officers if seconded immediately prior to balloting. A Director can nominate oneself. The public shall have no part in the nominating process, other than to make comment prior to the vote.
- 3) **Election of Officers -** Except as otherwise stated in the Bylaws, Officers of the Corporation shall be elected by the Board at its Annual Meeting as specified in Section 7.01, subparagraph 2) hereof. A Director can only be nominated for one office. In the event that more than one person is nominated for a given office, balloting for that office shall be by secret ballot. The candidate receiving the highest number of votes shall be elected to the office. Vacancies in Offices because of death, resignation, removal, disqualification or otherwise, shall 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. 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 to each Director in an open Board meeting, by first class mail, by personal delivery, or by electronic communication if the Corporation receives the necessary written consent from the Director.
- 4) **Removal of Officers -** Any Officer may be removed from Office with or without cause at any time by the vote of two-thirds (2/3) of the total membership of the Board. Notice of a proposed removal action shall be mailed to the full Board no less than fifteen (15) days prior to the regular meeting at which such vote would be taken.



Section 5.03. Duties of President

The President shall:

- 1) Preside at all meetings of the Board of Directors and at all meetings of the Executive Committee of the Corporation;
- 2) Execute all agreements with governmental agencies for funding of the Corporation with notice as soon as practicable to Executive Committee and all leases of real property with full Board approval;
- 3) Appoint the Chairpersons of all Standing Committees, except the Executive Committee, the Board Development Committee, the Consumer Advisory Committee, and the Service Provider Advisory Committee, the Chairpersons of which shall be selected as detailed in Article 8, with the approval of the Executive Committee;
- 4) Be a member, ex-officio with vote, of all Committees other than the Service Provider Advisory Committee (except that the President may designate the Vice President to be a voting member of any Standing Committee, in place of the President, other than the Service Provider Advisory Committee); and
- 5) Perform such other duties as may be required of them by these Bylaws or may be required of them from time to time by the Board of Directors.

Section 5.04. Duties of Vice President

The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise refuses to, or is unable to, act. The Vice President shall perform such other duties as may be required from time to time by the Board of Directors. By accepting this office, the Vice President thereby signifies a willingness to be nominated for the Presidency and to serve as President. If a second Vice President shall be elected by the Board of Directors, they shall perform the duties of the first Vice President when the first Vice President is absent or otherwise unable to act.

Section 5.05. Duties of Secretary

The Secretary shall:

- 1) Cause minutes of all meetings of the Board of Directors to be kept in the form and manner required by law,
- 2) Be the custodian of the corporate records, including, but not limited to, the books of minutes of the Board and its Committees, and other books and records of the Corporation (excepting for books of account), which shall be kept at the Principal Executive Office of the Corporation, as that office is designated in Section 2.01, or such other place as the Board of Directors shall order;



- 3) Cause all notices which are required by law or by these Bylaws to be given;
- 4) 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 2.01, or such other place as the Board of Directors shall order;
- 5) Cause the corporate seal to be kept and affix it to all papers and documents requiring a seal; and
- 6) Generally, perform all duties incident to the office of Secretary and such other duties as may be required of them 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, the ministerial duties of the Secretary, including, but not limited to, providing notice and keeping records of the meetings, may be delegated by the Board of Directors to the Executive Director, and, unless prohibited by the Board, may be delegated by the Executive Director to qualified staff so long as these tasks are performed under the supervision and with the approval of the Secretary.

Section 5.06. Duties of Treasurer

The Treasurer shall:

- 1) Make provision for the care and custody of all funds of the Corporation, and make provision for the deposit of such funds in the name of and to the credit of the Corporation as required and designated by the Board of Directors;
- 2) Make provision for the maintenance of 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;
- 3) Render reports and financial statements to the Directors as required by the Board of Directors and these Bylaws;
- 4) Make such provision for the disbursement of the funds of the Corporation as may be ordered by the Board;
- 5) Provide signature of approval on any financial reports within a reasonable time following the Board's approval of the financial reports; and
- 6) 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 of Directors.

Except as prohibited by law, all or part of the above duties may be delegated to the Executive



Director by the Board. Unless prohibited by the Board, the Executive Director may in turn delegate these duties to staff.

Section 5.07. Duties of the ARCA Delegate

- 1) The Association of Regional Center Agencies (ARCA) delegate shall:
 - a. Represent the Corporation at ARCA meetings.
 - b. Report to the Board of Directors regarding actions taken at the ARCA meetings.
 - c. Be able to clearly articulate the Corporation's position on statewide issues.
 - d. Be able to explain complex issues to the Board in the context of state and local concerns, preferably in plain language.
 - e. Be willing to commit the time to fully participate in ARCA activities, including attending the five annual statewide meetings, three in Sacramento and two in southern California, or as changed from time to time by ARCA.
 - f. Assure that the Board votes on any issues requiring Board action.
- 2) The ARCA delegate is not a Board Officer by reason of being the ARCA delegate.
- 3) The Board President may be the ARCA delegate. If the Board President does not choose to serve as the ARCA delegate, the Board President shall appoint the ARCA delegate from among the Directors on the Board at the Annual Meeting.
- 4) The term of the ARCA delegate is one (1) year, subject to reappointment by the Board.
- 5) The ARCA delegate shall have first choice regarding whether they wish to serve as the chairperson of the Political Action and Outreach Committee. Service as the chairperson of the Political Action & Outreach Committee is not mandatory.

ARTICLE 6

EXECUTIVE DIRECTOR

Section 6.01. Duties of Executive Director

- 1) The Executive Director shall be the chief 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.



- 2) The Executive Director shall, subject to the policies of the Corporation, employ, supervise, manage, control and discharge the employees of the Corporation. In the event that the Executive Director seeks the Board's assistance in making decisions regarding the employment, supervision, management, control and discharge of employees of the Corporation, the Board shall act in a consultant and/or advisory role in providing such assistance.
- 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 sign all contracts binding the Corporation except those relating to real property and those relating to agreements with state agencies for funding of the Corporation, which are signed by the President of the Board of Directors. Before the Executive Director enters into a contract 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 in accordance with Section 4.07, subparagraph 10). Purchase of Service authorizations for individuals served by the Corporation shall be signed by the Executive Director or their designee, but Purchase of Service authorizations are not considered contracts requiring approval of the Board if they are in the amount of two hundred and fifty thousand dollars (\$250,000) or more.
- 5) 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.

Section 6.02. Performance

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

ARTICLE 7

MEETINGS

Section 7.01. Meetings of the Board of Directors

- 1) **Regular Meetings** - The Board shall hold at least ten (10) regular meetings (inclusive of the Annual Meeting described below in subparagraph 2)) each year unless otherwise agreed to, for good cause, by a majority of Directors present and voting at a regular Board meeting at which a quorum is present. The regular meetings shall take place on dates and times fixed by resolution of the Board at the Annual Meeting. Meetings shall take place on the second Wednesday of the month, if not a legal holiday, and if a legal holiday, then on the next succeeding Wednesday that is a business day, unless otherwise scheduled with thirty (30) days' notice by a majority vote of the Executive Committee.



- 2) **Annual Meeting** - One of the regular meetings of the Board shall be the Board's Annual Meeting. Except as set forth herein, the Board shall hold the Annual Meeting on the second Wednesday in June of each year. At that meeting, the Board shall elect the Board's Officers. Pursuant to Welfare and Institutions Code section 4669, the election of Officers may be considered and voted on in a closed session of the Board. The President of the Board shall have the right to postpone the date of any Annual Meeting of Directors to a date not more than forty-five (45) days after the second Wednesday in June by giving written notice of such postponement and the new date selected for the meeting to the Board Secretary not less than thirty (30) days before the second Wednesday in June.
- 3) **Special Meetings** - Special meetings of the members of the Board may be called at any time by the President, or if the President is absent or unable to act, or refuses to act, then by the Vice President, or by written request of any five (5) members of the Board, filed with the Board Secretary or Co-Secretary, before the meeting. If the Secretary or Co-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, Vice President, or Treasurer.
- 4) **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 individuals served by the Corporation and their 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:
 - i. 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.
 - ii. The Corporation's recommendations and a plan to address areas where improvement is needed.



- 5) **Public Meetings to Present Data and Findings Regarding the Satisfaction of Individuals Served by the Corporation and Their Families** - 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 the satisfaction of individuals served by the Corporation and their families, 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 individuals served by the Corporation, 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 individuals served by the Corporation and their 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:
- i. Copies of the presentation made to the Board, minutes from the Board meeting, and attendee comments.
- ii. The Corporation's recommendations and plans to use the information to address Corporation priorities, strategic directions to improve specific areas of performance, or both.
- 6) **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 7.02. Notice of Meetings

- 1) **Notice of Annual and Each Regular and Special Meeting** - Notice of the annual and each Regular and Special meeting of the Board of Directors shall be given by the Secretary to each member of the Board not less than seven (7) days prior to the date of such meeting by mail or electronic transmission if the Director provides the Corporation with the required written consent to utilize electronic communication. Such notices must include



the date, time, and location of, and a specific agenda for, the meeting. A description of the proposed purpose shall be included in the notice of Special meetings. No item shall be added to the agenda subsequent to the provision of this notice except in emergency situations, as described in subparagraph 3) of this Section, or when items are brought before the Board at meetings by members of the public during public comment period.

- 2) **Notice Pursuant to Written Request** - Notice of the Annual Meeting and each Regular and Special meeting 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 notice in writing. At least seven (7) days in advance of each meeting, such notice shall be mailed or sent by electronic transmission if the recipient provides the required written consent to electronic communication to the Corporation. Such notice shall include the date, time and location of, and a specific agenda for, the meeting. The agenda shall identify all substantive topic areas to be discussed. No item shall be added to the agenda subsequent to the provision of this notice except in emergency situations, as described in subparagraph 3) of this Section, or when items are brought before the Board at meetings by members of the public during the public comment period.

- 3) **Emergency Meetings; Emergency Situations**
 - a. The notice requirements contained in subparagraphs 1) and 2) of this Section 7.02 shall not prevent the Board of Directors from taking action on any urgent request made by the 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 any new items brought before the Board at meetings by members of the public.

 - b. 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 requirement outlined above in subparagraphs 1) and 2) of this Section 7.02. "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 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 7.03, subparagraph 3).



Section 7.03. Conduct of Meetings

- 1) **Conduct of Meetings** - Meetings of the Board shall be presided over by the President of the Board, or in their absence by the Vice President, or, in the absence of both of them, by a Director chosen by a majority of the Directors present. The Board Secretary shall act as Secretary of the Board meetings. In the absence of the Secretary, the Presiding Officer shall appoint a person to act as Secretary for the meeting. Business etiquette is essential to a well-run, successful meeting. Everyone who attends WRC Board related meetings both public and closed sessions, including Board committee meetings and any Board related communication including but not limited to telephone calls, texts, and emails,, agrees to: Understand and promote collaboration by allowing for a productive, safe and welcoming environment; Treat everyone with respect and consideration; Allow for open and inclusive discussions that do not demean, discriminate or harass others; Refrain from using discriminatory or demeaning language or language that could be considered bullying, threatening or intimidating; Critique ideas and suggestions but not individuals; Respect the responsibility and authority of the Board Chair in preserving order and decorum; and Avoid disrupting others when speaking and waiting for the Board Chair to determine the next speaker(s). If after being warned anyone's actions violate this Meeting Code of Conduct, they may be asked to leave the meeting by the Board President. For virtual meetings, any violation of this Meeting Code of Conduct may result in the offending party being muted during the remainder of the meeting, but such party shall be able to hear others speaking during the meeting and the offending party will be able to communicate via the chat function of Zoom or its equivalent..

- 2) **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 subparagraph 3) of this Section.
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 of Directors upon their assumption of Board membership.
 - b. For purposes of this Section 7.03 Board meetings shall include meetings conducted by any Committee of the Board of Directors which exercises authority delegated to it by the Board of Directors. However, Board meetings shall not be deemed to include Board retreats planned solely for educational purposes.
 - c. At each Board meeting, time shall be allowed for public input 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 on the agenda.



- d. **Recordings** - 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.
- e. **Retention of Recordings and Written Comments** - The Corporation shall maintain all recordings it makes of open meetings and all written comments submitted at open meetings as testimony on agenda items for no fewer than two (2) 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 pursuant to this subparagraph.

3) **Closed Meetings** -

- a. a. The Board of Directors may hold a closed meeting to discuss or consider one or more of the following:
 - i. Real estate negotiations.
 - ii. The appointment, employment, evaluation of performance, or dismissal of a Corporation employee. Employee salaries and benefits.
 - iii. Labor contract negotiations.
 - iv. Pending litigation.
 - v. Corporate governance per Welfare and Institution Code § 4669..
 - vi. Any matter specifically dealing with a particular individual served by the Corporation, except in cases in which it is requested that the issue be discussed publicly by the individuals served by the Corporation, the individual's conservator, or the individual's parent or guardian, when the individual served by the Corporation is a minor.
- b. **Minutes** - 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 may consider only those matters covered in its statement of reason or reasons for the meeting.
- c. **Pending Litigation** - 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:
 - i. Any adjudicatory proceeding to which the Corporation is a party has been initiated formally.



- ii. 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.
- iii. Based upon existing facts and circumstances, the Corporation has decided to initiate or is deciding whether to initiate litigation.

Prior to holding a closed session regarding pending litigation, the Board shall state publicly under which circumstances set forth in subparagraph c the closed session is pursuant (i.e., which of the three types of “pending litigation” will be discussed.)

- d. **Confidentiality** - All discussion had, and information acquired, at a closed session of the Board is confidential and may be protected by the attorney-client privilege. Board members and any other person who may be present are required to uphold their duty of confidentiality and shall not disclose the content of any discussion had, or information acquired, in a closed session of the Board, and will be required to sign a confidentiality agreement. For virtual meetings, attendees will make best efforts to attend such meetings in a private environment. Under no circumstances should others record closed sessions with the intent of purposely allowing others to listen or record. A violation of this confidentiality provision is grounds for removal from the Board of Directors and any Board Committee of which the Director is a member.
- 4) **Violation of Open Meeting Requirements** - Any action taken by the Board in violation of the open and closed meeting requirements of this Section 7.03 is null and void. The Board is not prevented from curing or correcting any action challenged pursuant to this Section.
- 5) **Inapplicability of Open and Closed Meeting Requirements to Non-Regional Center Affairs** - The open and closed meeting provisions set forth in this Section 7.03 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.
- 6) **Quorum of the Board: Continuation of Quorum** - A majority of the Directors serving on 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. A meeting at which a quorum is initially present may continue to transact business notwithstanding the departure of Directors, but the number of Directors initially required to conduct business must vote in favor of any proposal before it will be considered an action of the Board. For example, if 18 Directors are present at the start of a Board meeting, the vote of 10 Directors in favor of a proposal would be considered the act of the Board. If two (2) Directors left midway through the meeting, leaving 16 Directors, the vote of 10 Directors in favor of a proposal would still be required to transact business.



- 7) **Voting**
- a. Except as provided in Section 4.02, subparagraph 5), each Director shall be entitled to one vote on each matter submitted to a vote of the Directors.
 - b. Voting by proxy shall not be permitted.
- 8) **Materials Distributed** - Agendas and other writings or materials distributed prior to or during a Board meeting for discussion or action at the meeting, shall be considered public records, except those materials distributed during and directly related to a closed session authorized under Section 7.03 subparagraph 3). 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. Writings which are distributed during a Board meeting shall be made available for public inspection at the time of their discussion at the meeting. A reasonable fee may be charged for a copy of the public records distributed pursuant to this subparagraph.

Section 7.04. Location of Meetings

- 1) **Location of Meetings** - Any meeting 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 function shall be conducted in any facility or location that prohibits the admittance of any person, or persons, on the basis of race, ethnic group identification, religion, creed, color, national origin, ancestry, sex, sexual orientation, gender identification, age, genetic information, or disability. Further, all Board meetings shall be held in facilities or at locations which are accessible to persons with physical disabilities.
- 2) **Attendance by Director at Meetings by Telephone or Other Telecommunications Equipment** - In the event that a Director is unable to attend a Board meeting at the designated location, that Director may participate in the meeting through the use of a conference telephone, electronic video screen communications, or similar communications equipment. Participation in this manner shall constitute presence in person at that meeting so long as all Directors participating in such meeting can hear one another.
- 3) **Board Meetings Held By Remote Electronic Communication Due to Cause Outside Board Control** - In the event that an in-person Board meeting cannot be conducted at a designated location 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, and other video conference or telephone conference



options, provided that each individual participating can communicate with all of the other participants. If remote electronic communications are not feasible, or it is not feasible for the public to participate in the meeting, the meeting should be postponed.

ARTICLE 8

COMMITTEES

Section 8.01. Appointment of the Chairpersons

The Chairperson of each Standing Committee, with the exception of the Executive Committee, the Service Provider Advisory Committee, the Consumer Advisory Committee, and the Board Development Committee, which Committees are described below in Section 8.07, shall be appointed by the President from among the members of the Board of Directors. These appointments require the approval of a majority of Directors on the Board. The President shall make these appointments within fifteen (15) days of their appointment, to be approved by the Board at their next regular meeting.

Section 8.02. Committee Membership, Review of Committee Membership and Vacancies

:

- 1) Except for the Executive Committee, the Service Provider Advisory Committee, the Consumer Advisory Committee and the Board Development Committee, the Chairperson of each Committee, after consultation with the President, shall select the proposed members of such Committee. The selection of Committee members will be tentative until approved by a majority of Directors on the Board at the next regular Board meeting. Except for the Executive Committee and the Board Development Committee, members of the Committees are not required to be Directors of the Corporation (i.e., they can be Non-Directors).
- 2) Unless otherwise stated in the Bylaws, Committee appointments are for a one-year term. Appointments and removals of Committee members will be reviewed and approved on an annual basis by the Board.
- 3) 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.
- 4) All Directors are required to serve on at least one (1) Committee, preferably two (2), at all times. At least two (2) Directors shall sit on each Board Committee, other than the



Service Provider Advisory Committee. As detailed in Section 4.10, subparagraph 4), all Directors are expected to attend meetings of all Committees to which they are assigned.

- 5) In order for the President to appoint the appropriate Chairperson to each Committee, other than the Executive Committee, the Service Provider Advisory Committee, the Consumer Advisory Committee, and the Board Development Committee, and in order for the appointed Chairpersons to appoint the appropriate Directors to sit on each Committee, the President shall disseminate to the Directors at the regular meeting of the Board immediately preceding the Annual Meeting, a form on which the Directors shall indicate, by rank, their interest in serving on each of the Committees. Directors who receive the form, but do not complete it within the designated time period, shall have no voice regarding Committee/s to which they are assigned. Within fifteen (15) days of appointment, each Chairperson, after consultation with the President, shall select the proposed members of their Committees. The selection of Committee members must be approved by a majority of Directors on the Board.

Section 8.03. Location of Meetings; Meetings By Conference Telephone; Notice of Meetings.

- 1) **Location of Meeting** - Committee meetings shall be held at any place within the State of California designated by the Committee. 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 Committee function shall take place in any facility or location that prohibits the admittance of any person, or persons, on the basis of race, ethnic group identification, religion, creed, color, national origin, ancestry, sex, sexual orientation, gender identification, age, genetic information, or disability. Further, all Committee meetings shall be held in facilities or locations which are accessible to persons with physical disabilities.
- 2) **Attendance of Committee Member at Meetings by Telephone or Other Telecommunications Equipment** - In the event that a Committee member is unable to attend a Committee meeting at the designated location, the Committee member may participate in the Committee meeting through use of a conference telephone, electronic video screen communications, or similar communications equipment. Participation in this manner shall constitute presence in person at that meeting so long as all Committee members participating in such a meeting can hear one another.
- 3) **Committee Meetings Held By Remote Electronic Communication Due to Causes Outside of the Committee's Control** - In the event that an in-person Committee meeting cannot be conducted at a designated location due to a cause not within the control of the Committee, 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, and other video



conference or telephone conference options, provided that each individual participating can communicate with all of the other participants. If remote electronic communications are not feasible, or it is not feasible for the public to participate in the meeting which is required to be open and public, the meeting should be postponed.

- 4) **Notice of Meetings** - Meetings of a Committee which exercises authority delegated to it by the Board of Directors shall be open and public. Notice of those meetings shall be provided to the Committee members and any person who requests notice in writing in accordance with Section 7.02.

Section 8.04. Limitation on Authority to Bind the Board

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 Board of Directors. Further, no Committee may be delegated authority which would otherwise be exercised by the Board of Directors unless all of the members of the Committee are also 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.

Section 8.05. Minutes

Each Committee shall cause minutes of its proceedings to be kept and shall promptly furnish copies of said minutes to the Secretary of the Board of Directors. The Secretary shall be the custodian of these records in accordance with Section 5.05 of these Bylaws.

Section 8.06. Quorum, Meetings

Unless otherwise specified in these Bylaws, 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 8.04 of these Bylaws.

Section 8.07. Standing Committees

The following Standing Committees are hereby established:

- Executive Committee
- Finance Committee
- Consumer Advisory Committee
- Board Development Committee
- Service Provider Advisory Committee
- Client Services Committee
- Political Action and Outreach Committee
- Strategic Planning and Equity Committee
- Audit Committee



While there are other committees which exist to assist the individuals served by the Corporation and their families, including the Self-Determination Committee and the Employment First Business Advisory Committee, these committees are not committees of the Board of Directors and, thus, they are not governed by these Bylaws.

1) **Executive Committee**

- a. The Executive Committee shall be comprised of the President, the Vice President, the Secretary, the Treasurer, any other Officer, and, if he or she is still a Director, the immediate past President of the Corporation.
- b. The primary purpose of the Executive Committee shall be to respond to matters of an urgent nature which call for immediate action or commitment prior to the next scheduled meeting of the Board. The Executive Committee also routinely reviews existing, and develops new, board policies and serves as a liaison to the Department of Developmental Services.
- c. The Executive Committee shall have such powers as the Board of Directors delegates to it, except for:
 - i. The power to adopt, amend, or repeal the Articles of Incorporation or these Bylaws;
 - ii. The power to act contrary to policies established, or prior actions of, the 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 unless such resolution specifically permits the Executive Committee to do so; and
 - ix. The power to approve contracts in excess of two hundred and fifty thousand dollars (\$250,000) or more, except under the limited circumstances set forth in Section 4.07, subparagraph 10).
- d. No action of the Executive Committee shall bind the Corporation in any way or to any extent unless either:
 - i. Prior to such action by the Executive Committee, the Board of Directors has by resolution lawfully delegated to the Executive Committee the power to take such action; or
 - ii. Prior to such action by the Executive Committee, the Board of Directors has expressly ratified by resolution such action.



- e. All actions taken by the Executive Committee shall be reported at the next meeting of the Board of Directors.
- f. Meetings of the Executive Committee shall be held at the call of the President or any two (2) members of said Committee, at such times the Board of Directors is not in session. Executive Committee meetings shall be open and public. In accordance with the requirements of Section 7.02 of these Bylaws, notice of the meeting shall be given to each member of the Executive Committee and to anyone who requests notice of the Executive Committee meetings in writing. Members of the Board are invited to attend any meetings of the Executive Committee.
- g. The President of the Board shall be the Chairperson of the Executive Committee.

2) Finance Committee

- a. **Chairperson** - The Chairperson of the Finance Committee shall be selected by the President from among the members of the Board of Directors. The selection of the Chairperson must be approved by a majority of Directors on the Board.
- b. **Membership** - The Chairperson of the Finance Committee, after consultation with the President, shall select the proposed members of the Finance Committee. At least one (1) of those selected members must be another Board Director. The Board Treasurer is required to sit on the Finance Committee, either as the Chairperson or a Committee member. The remaining members may be Non-Directors. The selection of the members must be approved by a majority of Directors on the Board.
- c. The Finance Committee shall be responsible for monitoring the budget of the Corporation and the expenditure of corporate funds. It shall receive, examine and approve for submission to the Board of Directors, all reports of expenditures made by the Corporation and all audits of such expenditures.
- d. The Executive Director shall recommend a yearly budget to the Finance Committee. The Finance Committee shall recommend a yearly budget to the Board of Directors. The Finance Committee shall periodically review the financial position of the Corporation and recommend to the Board any revisions to the annual budget that may be necessary. The Finance Committee's recommendations shall be made in accordance with Title 17 of the California Code of Regulations, the Lanterman Act and the regional center's contract with the Department of Developmental Services.
- e. In the absence of an Audit Committee described below in subparagraph 9) of this Section 8.07 and subject to the supervision of the full Board, the Finance Committee shall be responsible for:



- i. Reviewing the skills and performance of the Corporation's independent auditing firm and recommending to the Board the retention and termination of the Corporation's independent auditor;
 - ii. Negotiating the independent auditor's compensation on the Board's behalf;
 - iii. Conferring with the auditor to satisfy the Audit Committee that the financial affairs of the Corporation are in order; and
 - iv. Reviewing the annual audit report and accompanying management letter prepared by the independent accounting firm and determining whether to accept the audit prepared by the independent auditor and recommend it to the full Board for approval or modification.
- f. The Committee shall also meet each spring to review the annual IRS Form 990 prior to its being submitted.

3) **Consumer Advisory Committee**

- a. **Membership** - The Consumer Advisory Committee shall be comprised of adults served by the Corporation, who live in the Corporation's service catchment area.
- b. **Screening and Selection** - To be eligible for appointment to the Consumer Advisory Committee, must submit their name, address, telephone number and e-mail address, if available, to the Board Development Committee. The names of the non-Director candidates will be placed on a slate by the Board Development Committee, which slate will be submitted to the Board of Directors for appointment at the Annual Meeting as described in Section 8.07, subparagraph 4)g., below. The Board shall select two (2) members of the Consumer Advisory Committee from among its Directors who are individuals served by the Corporation. Membership on the Consumer Advisory Committee shall be for a one-year term. The Board has discretion to make additional appointments throughout the year.
- c. **Chairperson** - The Consumer Advisory Committee shall elect one (1) of the Directors selected by the Board to sit on the Committee to serve as the Committee's Chairperson.
- d. Consumer Advisory Committee meetings are open to all who wish to attend. Only members of the Committee, however, can cast votes with respect to Committee business.
- e. The role of the Consumer Advisory Committee is to provide to the Board recommendations on legislation or on services and supports provided by the Corporation or other publicly funded organizations. The Committee may suggest policy to the Board of Directors to ensure equity and high quality of services, fiscal responsibility, and adherence to Board and community practices. Furthermore, Committee members may be asked to assist other individuals served



by the Corporation to understand current issues the Board is considering, including, but not limited to, any information contained in Board packets. In order to best promote this understanding, Committee members may request the assistance, as needed, of any Board member and/or staff member of the Corporation.

f. The Consumer Advisory Committee shall meet monthly throughout the year.

4) Board Development Committee

a. Membership - The Board Development Committee shall be comprised of a minimum of four (4) Directors, including the Board President. Non-Directors shall not be members of this Committee.

b. Chairperson - The Board Development Committee shall elect its own Chairperson from among its members within thirty (30) days of the Annual Meeting.

c. The Board Development Committee shall be responsible for assessing the composition of the Board and the membership required to provide needed experience, skills and expertise; and for recruiting, screening, interviewing, and selecting qualified candidates for presentation and election as Directors and Officers of the Corporation, consistent with laws, regulations, and these Bylaws. The Board Development Committee shall keep on file at the Corporation's Principal Executive Office all applications and related materials, including but not limited to resumes or Curriculum Vitae (CVs), and letters or statements of support or reference, submitted to the Corporation by Board candidates.

i. Confidentiality - Candidate applications, application-related materials and reports and Candidate identifying information shall be kept strictly confidential, with only the members of the Board Development Committee, the Executive Director, and the Board Secretary having access to them. At the commencement of their term on the Board Development Committee, Committee members shall sign a confidentiality agreement which states, at a minimum, that they agree not to (1) disclose to anyone other than members of the Board Development Committee the content of any discussions and/or deliberations that took place regarding any of the Board applicants, or (2) disclose to anyone other than members of the Board Development Committee and the Board Secretary any information contained in the candidates' applications, application-related materials and background check reports.

d. The Board Development Committee shall nominate Directors and Officers in sufficient numbers to fill vacancies, both prior to the end of terms of office and caused by resignation, incapacity, death or removal. These nominations may be



made with input from the Executive Director, other Board members, and members of Board Committees.

- e. The Board Development Committee's slate of candidates for election as Officers shall, for informational purposes, be presented at the regular meeting of the Board of Directors immediately preceding the Annual Meeting of the Board of Directors of the Corporation and shall be filed by the Chairperson of the Board Development Committee with the Secretary of the Board of Directors not later than fifteen (15) days before the date of such Annual Meeting of the Board of Directors. The Committee shall nominate one Director for each of the offices of President, Vice President, Treasurer, Secretary, and any other officer the Committee deems necessary.
- f. The Board Development Committee shall also be responsible for recruiting, screening, interviewing and selecting qualified candidates for presentation and appointment as members of the Service Provider Advisory Committee. The Board Development Committee's slate of candidates to fill the vacancies in the membership of the Service Provider Advisory Committee shall, for informational purposes, be presented at the regular meeting of the Board of Directors immediately preceding the Annual Meeting of the Board of Directors of the Corporation and shall be filed by the Chairperson of the Board Development Committee with the Secretary of the Board of Directors not later than fifteen (15) days before the date of such Annual Meeting of the Board of Directors. Members of the Service Provider Advisory Committee shall be selected at the Annual Meeting of the Board of Directors. The Board Development Committee shall strictly abide by the Confidentiality provisions set forth in subparagraphs 4)c. and 4)c.i, above in recruiting, screening, interviewing and selecting candidates for the Service Provider Advisory Committee.
- g. The Board Development Committee shall also be responsible for accepting and compiling the names, addresses, telephone numbers and email addresses, if available, of individuals served by the Corporation who wish to be appointed to the Consumer Advisory Committee. The Board Development Committee shall place all of the names of those individuals on a slate for submission to the Board of Directors. The Board Development Committee's slate shall, for informational purposes, be presented at the regular meeting of the Board of Directors immediately preceding the Annual Meeting of the Board of Directors and shall be filed by the Chairperson of the Board Development Committee with the Secretary of the Board of Directors not later than fifteen (15) days before the date of such Annual Meeting. The individuals listed on the slate shall be appointed as members of the Consumer Advisory Committee at the Annual Meeting. The Board Development Committee shall strictly abide by the Confidentiality provisions set forth in subparagraphs 4)c. and 4)c.i, above, with regard to the identifying information provided to the Board Development Committee by candidates for the Consumer Advisory Committee.



- h. In addition, the Board Development Committee shall be responsible for recruiting Non- Directors who may be interested in sitting on the Finance Committee, the Client Services Committee, Political Action and Outreach Committee, and the Strategic Planning and Equity Committee. The Board Development Committee shall consult with the Chairperson appointed to each of these Committees regarding Non-Directors who may be interested in sitting on these Committees.
- i. The Board Development Committee shall also be responsible for recommending new and ongoing training topics for Board members and for overseeing the training of new and current Board members. The Board Development Committee can schedule Board retreats for the purposes of education and training of Directors. Retreats are not deemed Board meetings at which business is conducted, and therefore, are not generally open to the public.
- j. The Board Development Committee shall meet periodically throughout the year to assure that the Board of Directors will have continuity of experienced leadership. In addition, the Board Development Committee shall meet to select a slate of Director and Officer Candidates, Service Provider Advisory Committee members and Consumer Advisory Committee members for presentation at a regularly scheduled Board meeting prior to the date of the Annual Board meeting.

5) Service Provider Advisory Committee

- a. Composition - The Board of Directors shall appoint an advisory committee, known as the Service Provider Advisory Committee, composed of a wide variety of persons representing the various categories of providers from which the Corporation purchases services (hereinafter referred to as “Service Providers”)- 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 between 8 and 15 individuals, representing the various categories of Service Providers (i.e., providers of Adult Programs, Infant/Children Services, Transportation, Independent Living Services, Supported Living Services, Residential Services and Day Program services.)
- b. Membership - The members of the Service Provider Advisory Committee shall be appointed as such by the Board of Directors from the slate of candidates presented by the Board Development Committee as described above in Section 8.07, subparagraph 4), above. The members of the Service Provider Advisory Committee shall serve for a two (2) year term unless earlier terminated as provided in these Bylaws. 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.



- c. Screening and Selection - To be eligible for appointment to the Service Provider Advisory Committee, applicants must complete an application and submit it to the Board Development Committee. Selected applicants will be interviewed by members of the Board Development Committee to, in part, determine whether the applicants have the time that is required to serve on the Committee. The Board Development Committee will consider the applicants' prior experience and skills, among other factors.

- d. Chairperson and Director - The Service Provider Advisory Committee shall designate, from among its members, by majority vote, its own representative to sit on the Board of Directors as described in Welfare and Institutions Code Section 4622, subdivision (i), and Section 4.02, subparagraph 5) hereof, who 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 single two (2) year term or until the occurrence of one of the following events, whichever occurs first: (a) their successor is designated by said Committee, (b) their resignation, (c) their removal at the pleasure of said Committee, (d) their removal at the pleasure of the Board pursuant to Section 4.10, (e) the expiration of their term as a member of said Committee, (f) their service of seven (7) out of the previous eight (8) years on the Board. A vacancy in the position of such representative caused by death, resignation or removal shall be filled by said Committee for the balance of the unexpired term of the representative who died, resigned, or was removed.

- e. The Chairperson of the Service Provider 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 Service Provider Advisory Committee who were present at the election. A form for the certification may be provided by the Board.

- f. Furthermore, any person whose membership on the Board of Directors is pursuant to subparagraph 5) of this Section 8.07 shall provide the Board of Directors 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 person who is seated as a Director as the representative of the Service Provider Advisory Committee shall provide the Board a written 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 Board's Secretary annually at the time of the filing of the Director's Conflict of Interest Statements and not later than 15 days after any change in the Director's financial interests. The person who is seated as a Director as the representative of the Service Provider Advisory Committee shall not be eligible to serve as an Officer



of the Corporation, or permitted to vote under the circumstances described in Section 4.02, subparagraph 5).

- g. The Service Provider Advisory Committee shall meet at least quarterly or at such more frequent other intervals as may be designated by the Board or by said Committee.

6) Client Services Committee:

- a. Chairperson - The Chairperson of the Client Services Committee shall be selected by the President from among the members of the Board of Directors. The selection of the Chairperson must be approved by a majority of Directors on the Board.
- b. Membership - The Chairperson of the Client Services Committee, after consultation with the President, shall select the members of the Client Services Committee. At least one (1) of those selected members must be a Board Director. The remaining members may be Non-Directors. The selection of members must be approved by a majority of the Directors on the Board.
- c. Annual Review of WRC Policies - The Client Services Committee shall be responsible for the annual review of all WRC policies, including, but not limited to the Purchase of Service (POS) policies and standards, and shall submit any recommended updates or changes to the Board of Directors for their input and approval.
- d. Review of Services and Programs - The Client Services Committee shall also annually review all services and programs provided to individuals served by the Corporations and their families, including but not limited to, case management and intake assessment. The annual review of services and programs is required to ensure that the services individuals served by the Corporation and their families receive are of high quality.
- e. The Client Services Committee shall meet at least quarterly or at such more frequent other intervals as may be designated by the Board or by said Committee.

7) Political Action and Outreach Committee:

- a. Chairperson - The Corporation's ARCA delegate shall have first choice regarding whether they wish to serve as the Chairperson of the Political Action and Outreach Committee. If the ARCA delegate does not wish to serve as the Chairperson of the Political Action and Outreach Committee, the President shall select the Chairperson of the Committee from among the members of the Board of Directors. The selection of the Chairperson must be approved by a majority of Directors on the Board.



- b. Membership - The Chairperson of the Political Action and Outreach Committee, after consultation with the President, shall select the members of the Committee. At least one (1) of those selected members must be a Board Director. The remaining members may be Non-Directors. The selection of members must be approved by a majority of Directors on the Board.
 - c. The Political Action and Outreach Committee initiates and oversees efforts to build relationships with local state legislators, to keep them informed about issues regarding developmental disabilities, and to ensure their support of continued funding for regional centers. Specific activities include arranging face-to-face meetings, sending information to lawmakers, participating in activities that need to be politically addressed, and monitoring legislation. The Political Action and Outreach Committee (PAC) is also responsible for outreach to the community.
 - d. The Political Action Committee meets monthly or as needed.
- 8) Strategic Planning and Equity Committee
- a. Chairperson - The Chairperson of the Strategic Planning and Equity Committee shall be selected by the President from among the members of the Board of Directors. The selection of the Chairperson must be approved by a majority of Directors on the Board.
 - b. Membership - The Chairperson of the Strategic Planning and Equity Committee, after consultation with the President, shall select the members of the Committee. At least one (1) of those selected members must be a Board Director. The remaining members may be Non-Directors. The selection of members must be approved by a majority of Directors on the Board.
 - c. The Strategic Planning and Equity Committee engages in strategic planning, which is an organizational management activity that is used to set priorities, focus energy and resources, strengthen operations, ensure that employees and other stakeholders are working toward common goals, establish agreement around intended outcomes/results, and assess and adjust the organization's direction in response to a changing environment. The Committee memorializes the multi-year WRC Strategic Plan in writing so the Board and organization can refer to it regularly to monitor progress toward achieving their goals. Part of the overall strategic plan is to reinforce trust and partnerships between individuals served, their family members, vendor agencies, and the Corporation in order to: (1) assure equitable access to appropriate services based on age, disability, and ethnic/cultural diversity; (2) provide a climate and culture that promotes social interactions which encourage appreciation and the celebration of our differences; and (3) provide hope through education and outreach in order to empower families to take action and promote awareness of Regional Center services. The



Strategic Planning and Equity Committee directly oversees all WRC disparity-related grants.

- d. The Strategic Planning and Equity Committee meets monthly or as needed.

9) Audit Committee

- a. The Board of Directors recognizes the benefit of establishing an Audit Committee that is independent of the Board Finance Committee. At this time, however, the Board does not have a sufficient number of members to populate both the Board's existing Committees and an Audit Committee. Accordingly, when the number of Board members reaches eighteen (18), the Board will populate an Audit Committee.
- b. Chairperson - The Chairperson of the Audit Committee shall be selected by the President from among the members of the Board of Directors, but shall not be the President, the Treasurer or a member of the Finance Committee. The selection of the Chairperson must be approved by a majority of Directors on the Board.
- c. Membership - The Chairperson of the Audit Committee, after consultation with the President, shall select the proposed members of the Audit Committee. At least one (1) of those selected members must be another Board Director, but may not be the President or the Treasurer; other members may be Non-Directors. Members of the Finance Committee may serve on the Audit Committee, but may not act as the Chairperson of the Audit Committee. Members of the Finance Committee shall constitute less than one-half (1/2) of the membership of the Audit Committee. The Audit Committee shall not include any members of the staff, including the Executive Director and Chief Financial Officer. The selection of the members of the Audit Committee shall be approved by a majority of Directors on the Board.
- d. Subject to the supervision of the Board, the Audit Committee shall be responsible for:
 - i. Reviewing the skills and performance of the Corporation's independent auditing firm and recommending to the Board the retention and termination of the Corporation's independent auditor;
 - ii. Negotiating the independent auditor's compensation on the Board's behalf;
 - iii. Conferring with the auditor to satisfy the Audit Committee that the financial affairs of the Corporation are in order; and
 - iv. Reviewing the annual audit report and accompanying management letter prepared by the independent accounting firm and determining whether to accept the audit prepared by the independent auditor and recommend it to the full Board for approval or modification.



- e. If the independent auditor performs any non-audit services for the Corporation, the Audit Committee shall also be responsible for:
 - i. Assuring that those services conform with standards for auditor independence set forth in the latest version of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book), and any standards for auditor independence in the performance of non-audit services prescribed by the Attorney General's regulations, including standards different from those set forth in the Yellow Book; and
 - ii. Approving the performance by the independent auditor of the non-audit services.
- f. The Audit Committee may request that the Corporation hire outside expert consultants to assist the Audit Committee.
- g. The Audit Committee shall meet periodically throughout the year.

Section 8.08. 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.

ARTICLE 9

MISCELLANEOUS PROVISIONS

Section 9.01. Fiscal Year

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

Section 9.02. 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 of Directors. Except as otherwise provided in these Bylaws, the Board of Directors 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 of Directors 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 in any amount.

Section 9.03. 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.

Section 9.04. Seal

The Corporation shall have a seal consisting of a circle having on its circumference "COASTAL DEVELOPMENTAL SERVICES FOUNDATION, INCORPORATED JANUARY 3, 1983, CALIFORNIA."

Section 9.05. Gender and Number

As used within these Bylaws, the masculine gender shall include the masculine, 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.

Section 9.06. 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.

Section 9.07. Whistleblower 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.

Section 9.08. Board Related Meetings Facilitation Policy

Facilitators will support board members to ensure maximum understanding and participation in carrying out their roles and responsibilities in Board related meetings as per W&I Code section 4622(g)(1) and (2).

- a. **Hiring Procedures of Facilitators:** A current board member who wants facilitation in board related meetings must request facilitation in the Individual Program Plan ("IPP") and such request must be acted upon in a timely fashion. Until such time a facilitator is appointed, a Board Facilitation Mentor shall assist with facilitation.



- b. **Selection of Facilitators:** The board member, service coordinator, Executive Director, a Board Facilitation Mentor, and Board President or the President's designee shall be included in the selection process for their facilitator. While the Board by a majority vote can veto a facilitator selected by a board member, the board member ultimately gets to choose his or her own facilitator that is not vetoed by the Board and actually used.
- c. **Confidentiality Agreement:** All facilitators will be required to sign a confidentiality agreement.
- d. **Training for Facilitators:** An initial orientation will be provided for facilitators and the board member. Annual trainings for all board member facilitators will follow thereafter.
- e. **Monitoring:** The Executive Committee shall appoint Board Facilitation Mentors. Board Facilitation Mentors will be responsible for monitoring facilitators with assistance from the Executive Director.
- f. **Change in Facilitators:** If the board member is not happy with the facilitator that (s)he chose, then the board member can ask the Executive Director and/or a Board Facilitation Mentor to help them obtain a new facilitator using the processes in subsection a and b above.
- g. **Closed Sessions:** Facilitators cannot facilitate during closed sessions of meetings nor attend closed sessions of Board meetings. Prior to the start of any closed session meeting, the board member will be notified who will be acting as a facilitator, and the appointed Board Facilitation Mentor must facilitate throughout the closed session. The board member has the right to request a different Board Member be assigned facilitation duties during the closed session than the one that was appointed.
- h. **Code of Conduct:** Facilitators will adhere to the same codes of conduct as WRC Board members, although they are not members of the Board.
 - i. Facilitators shall keep all assignment-related information strictly confidential;
 - ii. Facilitators shall render the message faithfully, always conveying the content and spirit of the speaker using language most readily understood by the person(s) whom they assist;
 - iii. Facilitators shall not counsel, advise or interject personal opinions/agendas;
 - iv. Facilitators shall accept assignments with discretion in regards to skills, setting, and the board member's needs;
 - v. Facilitators who cannot abide by this Code of Conduct will, upon majority vote of the Board of Directors, be prohibited from attending Board and



- committee meetings in the capacity of a facilitator and a new facilitator must be selected by the Board Member who was being assisted by the facilitator pursuant to subsections a and b above; and
- vi. Former Board members cannot serve as a facilitator until two years after their Board term has expired.

ARTICLE 10

AMENDMENT OF BYLAWS

Section 10.01. Changes to 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 are met:

- 1) Notice of the proposed changes to the Bylaws has been given to each of the Directors in writing, either by U.S. Mail or email, at least seven (7) days before the meeting at which such change will be voted upon; and
- 2) At least a majority of the Directors then in office vote in favor of such change.

Any replacement or amendment of the Bylaws shall be effective immediately after any vote of approval unless the Board specifies otherwise.

ARTICLE 11

INDEMNIFICATION

Section 11.01. Section 11,01 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 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 that Section, 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.

Section 11.02. 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 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 shall authorize indemnification.

Section 11.03. 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 11.01 and 11.02 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 11.04. Insurance

The Corporation shall purchase and maintain insurance 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 reasonably prudent in light of the Corporation's budget considerations, as reviewed from time to time.

ARTICLE 12

PURPOSES AND LIMITATIONS SECTION 12.01 GENERAL PURPOSES

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

Section 12.01. Solicitation and Contribution

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 purpose for which this Corporation is formed as more specifically described in Section 12.01. 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 it may be applicable to the Corporation, from time to time.



Section 12.02. Limitations

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

Section 12.03. Dedication of Assets

This Corporation's assets are irrevocably dedicated to public/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 12.04. Construction

Unless the Lanterman Developmental Disabilities Services Act (the "Lanterman Act" 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.



CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected and acting Secretary of COASTAL DEVELOPMENTAL SERVICES FOUNDATION, a California nonprofit Corporation, and the above Bylaws, consisting of 46 pages, including this certificate, constitute the Bylaws of the Corporation as adopted at a meeting of the Board of Directors held on the 10th day of August, 2022.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the corporate seal to these Bylaws on the ____ day of August, 2022.

Secretary of the Board of Directors

[SEAL]



WRC BOARD BYLAWS - Revised and Approved by the WRC Board of Directors:

November 7, 2012 - Bylaws revised - signed by Paula Hilton, Board Secretary (Enright & Ocheltree)

February 24, 2021 - THIRD RESTATEMENT OF BYLAWS - signed by Todd Rubien (Enright & Ocheltree/SCL)

July 7, 2021 - First Amendment to Third Restatement of Bylaws - signed by Todd Rubien (No. of Directors 12 to 18 (from 14-21)).

July 6, 2022, Fourth Restatement of Bylaws – signed by Todd Rubien (Atkinson, Andelson, Loya, Ruud & Romo/SCL)

August 10, 2022, Fifth Restatement of Bylaws – signed by Todd Rubien (Atkinson, Andelson, Loya, Ruud & Romo/SCL)

(David Lester, Esq.)