

NLACRC
Board of Trustees

Bylaws

Adopted
May 11, 2011

**BYLAWS
OF
NORTH LOS ANGELES COUNTY REGIONAL CENTER, INC.**

RESTATEMENT

ARTICLE I

PLACE OF BUSINESS

Section 1. Principal Executive Office. The principal office for the transaction of business of the North Los Angeles County Regional Center, Inc. ("Regional Center") shall be located at 15400 Sherman Way, Suite 170, Van Nuys, California, or at such other location as may be designated by the Board of Trustees (hereinafter referred to as the "Board"). The board is granted full power and authority to change said principal executive office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board, at any place or places.

ARTICLE II

PURPOSE AND AREA OF SERVICE

Section 1. Purpose. The purpose of the Regional Center shall be to provide services to persons with developmental disabilities, infants and toddlers ages 0-3 at high risk of becoming developmentally disabled, and to persons at high risk of parenting a developmentally disabled infant, as defined in the Lanterman Developmental Disabilities Services Act and other legislation.

Section 2. Area of Service. The Regional Center's area of service shall be an area of the northern portion of the County of Los Angeles, State of California, as specified in the contract between the Regional Center and the State of California.

Section 3. Limitations. The general purposes for which the Regional Center is formed are to operate exclusively for charitable purposes.

ARTICLE III

MEMBERSHIP

Section 1. Members. The Regional Center shall have no members, as that term is defined at California Corporations Code Section 5056. Any reference herein to a member of the Board of Trustees or to a member of one or more Committees established hereunder is not intended to be

and shall not be construed as a reference to a member, as defined at California Corporations Code Section 5056.

Section 2. References to Actions by Members. Any action that would otherwise require approval by the members shall require only approval by the Board. All rights that would otherwise vest in members shall vest in the Trustees.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Powers and Duties. Subject to limitations of the Articles of Incorporation, these Bylaws and applicable portions of the Lanterman Developmental Disabilities Services Act and regulations thereunder, the business and affairs of the Regional Center shall be managed and all corporate powers shall be exercised by or under the direction of the Board. Without limiting the generality of the powers of the Board hereunder to conduct the business of the Regional Center, the Board shall have the following specific powers and duties:

(a) The Board shall elect and, if appropriate, remove officers of the Regional Center, prescribe their duties, establish rules and regulations to guide the officers in the performance of their duties, and take such action as it determines appropriate to secure the faithful performance by each officer of his or her designated duties.

(b) The Board shall select and employ the Executive Director of the Regional Center, who shall have the executive and administrative responsibility for carrying out the purpose, program and activities of the Regional Center in accordance with the policies formulated and adopted by the Board and as otherwise provided for in these Bylaws.

(c) The Board shall establish the policies of the Regional Center and shall determine a plan by which the policies of the Regional Center shall be carried out.

(d) The Board shall ensure that the Regional Center provides necessary training and support to its members to facilitate their understanding of and participation in the business affairs of the Regional Center.

(e) The Board shall appoint and maintain a Consumer Advisory Committee composed of persons with developmental disabilities who are then being served by the Regional Center, as more particularly described at Article VII, Section 10, of these Bylaws.

(f) The Board shall appoint and maintain a Vendor Advisory Committee composed of a wide variety of persons representing the various categories of providers from which the Regional Center purchases consumer services, as more particularly described at Article VII, Section 9, of these Bylaws.

(g) The Board shall establish and maintain such other committees as are provided for in these Bylaws or are otherwise determined necessary or desirable by the Board and shall fix the duties and powers for each of these committees.

Section 2. Number of Trustees. The authorized number of Trustees shall be not less than fourteen (14) or more than twenty-two (22), as fixed from time to time by the Board. The authorized number of Trustees may be changed by Bylaws amending this Section 2, duly approved by the Board in accordance with the provisions of Article IX herein.

Section 3. General Board Requirements. Anything herein to the contrary notwithstanding, the Board shall be composed of Trustees that enable the Board, as a whole, to conform to all of the following criteria:

(a) The Board shall be composed of individuals with a demonstrated interest in, or knowledge of, developmental disabilities, each of whom shall reside, work, or have a family member who receives services within the Regional Center's catchment area;

(b) The membership of the Board shall include persons with legal, management, public relations and developmental disability program skills;

(c) The membership of the Board shall include representatives of the various categories of disability to be served by the Regional Center;

(d) The Board shall reflect the geographic and ethnic characteristics of the area to be served by the Regional Center;

(e) At least one-half of the duly elected Trustees shall be persons with developmental disabilities or parents or legal guardians of persons with developmental disabilities and, except as hereinafter provided, persons with developmental disabilities shall comprise not less than twenty-five percent (25%) of the Board. If the Regional Center is not able to comply with the requirement that not less than twenty-five percent (25%) of the Board be comprised of persons with developmental disabilities, the Board shall issue a finding stating the reasons for its inability to comply with such requirements and providing such other information as may be required by the Department of Developmental Services ("Department") and shall present said finding and such other information to the Department and to the local Area Board.

Nothing in this Section 3 shall be construed to require that the composition of the Board in any manner whatsoever be in proportion to the composition of the Regional Center's consumers at any given time or the composition of the community within the Regional Center's catchment area in general.

Section 4. Vendor Advisory Committee Designee. Anything herein to the contrary notwithstanding, one (1) Trustee shall be designated by the Vendor Advisory Committee.

Section 5. Limitations on Certain Trustees. No Trustee who is an employee or member of the governing board of a provider from which the Regional Center purchases consumer services shall be permitted to do any of the following:

- (a) Serve as an officer of the Board;
- (b) Vote on any fiscal matter affecting the purchase of services from any provider by the Regional Center;
- (c) Vote on any issue in which the Trustee has a financial interest, as defined at Section 87103 of the California Government Code and as determined by the Board.

A Trustee who is an employee or member of the governing board of a provider from which the Regional Center purchases consumer services shall also provide a list to the Board of such Trustee's financial interests, as defined at Section 87103 of the California Government Code.

Section 6. Disqualified Individuals. In order to prevent potential conflicts of interest with regard to decisions of the Board, none of the following individuals shall be eligible to serve as a Trustee:

- (a) An individual who is or who is related to an employee of the State Department of Developmental Services or any State or local agency which provides services to a Regional Center consumer, if employed in a capacity which includes administrative or policy-making responsibility, or responsibility for the regulation of the Regional Center;
- (b) Except as hereinafter provided, an individual who is or who is related to an employee or a member of the State Council or an Area Board.
- (c) Except for the Trustee designated by the Vendor Advisory Committee, an individual who is or who is related to an individual who:

- (1) Is a director, officer, owner, partner, shareholder, trustee or employee of any individual or business venture from whom or from which the Regional Center either purchases or otherwise obtains goods or services to conduct its operations (“Business Provider”);
- (2) Holds any position of management in a Business Provider;
- (3) Has decision or policy-making authority in a Business Provider.

(d) Any person who has or who is related to a person who has a financial interest in Regional Center operations, as defined herein, except as a consumer of Regional Center services. A financial interest in Regional Center operations will exist if it is reasonably foreseeable that a Trustee's interest, or a Trustee's decision regarding that interest, will have a material financial effect on the Trustees' interest in or relationship with a Business Provider pursuant to California Government Code Section 87103. The financial effect shall be considered material if the decision will, or will be likely to, result in a benefit, detriment, gain, loss or profit to the Trustee or to the Business Provider in which the Trustee has a relationship.

Section 7. Election and Term of Office. Except as otherwise provided herein, the Trustees shall be elected by the Board and shall serve for a term as hereinafter provided:

(a) Except for Trustees who are elected to fill a vacancy, each Trustee shall be elected for a term of three (3) years, with each term commencing on the first day of July of the year in which the Trustee is elected to office; provided in no event shall a Trustee serve in such capacity for a period longer than seven (7) years within an eight (8) year period. Per the requirements of the Lanterman Act, members of the governing board shall not be permitted to serve more than seven years within each eight-year period.

(b) Each year, during which the term of one or more Trustees is due to expire, the Nominating Committee shall submit to the Board, at the regularly scheduled meeting held in May, a list of candidates it recommends for election to membership to the Board. At the May meeting in which the Nominating Committee submits its recommended candidates to the Board, any member of the Board may nominate from the floor other candidates for membership to the Board, provided the individual nominated is a person who has submitted an application to serve as a Trustee to the Nominating Committee, and provided further that the nomination is both joined by at least four (4) other members of the Board and is consented to by the individual nominated. If one or more candidates for membership to the Board are nominated by a Trustee from the floor at a regularly scheduled meeting, the Nominating Committee shall, prior to the election, meet and interview those candidates who have not previously been interviewed and shall present a report concerning such interviews to the Board at the next meeting.

(c) The election of Trustees shall be held at regularly scheduled meetings of the Board.

(d) At each election, the Board may determine to leave one (1) or more, but not more than seven (7) Trustee positions vacant.

(e) The Board shall vote for the election of Trustees by voice vote, unless either the number of candidates for membership to the Board exceeds the number of Trustees to be elected or any one or more Board members requests that the vote be conducted by written ballot. If the board decides to use written ballots for an election, they must make that clear during the nomination phase of the candidates to enable the secretary to prepare the ballots for the election. Before the election, each board member will be provided with a ballot with their name printed at the top of it. All members of the Board present at the meeting at which the Trustees are to be elected, including the Board member presiding at the meeting, shall be eligible to vote. A candidate must receive a majority of votes cast by the Trustees eligible to vote at the meeting to be elected as a Trustee and, if the number of candidates nominated exceeds the number of Trustees to be elected, the candidates receiving the highest number of votes shall be elected as Trustees, provided the number of votes received by those candidates in each case constitute a majority of the votes cast by Trustees eligible to vote. Votes shall be counted and certified by both the Secretary of the Board and the Secretary of the Regional Center. When announcing the outcome of the election, the Secretary of the Board will state whether or not the nominee was elected; the number of votes for or against will not be divulged. In the event candidates receiving a majority of the votes cast by the Trustees eligible to vote are less than the number of Trustees to be elected, then, subject to Subsection (d), the Board may declare a vacancy, or vacancies, on the Board. In the event a Trustee position remains vacant because of a tie vote among candidates, each of whom has received a majority of the votes cast by Trustees eligible to vote, a run-off vote shall be conducted and the candidate, or candidates, receiving the highest votes shall be elected to fill the vacant Trustee position or positions. Each board member can vote only once for each vacant position, and cast no more votes than the total number of vacant positions to be voted on. After the election, the secretary will keep the used ballots for a limited period of time so anyone wanting to see the used ballots will have the opportunity to do so.

(f) Anything herein to the contrary notwithstanding, the Vendor Advisory Committee shall be entitled to designate one member from its Committee to serve as a Trustee at the meeting at which Trustee elections are held. The Trustee designated by the Advisory Committee shall serve a term of one year.

(g) East trustee shall serve as a member of the Board until such time as he or she:

(1) Resigns, which for this purpose shall include a Trustee's deemed resignation for failure to satisfy the attendance requirements for Board members as described Subsection (h) of this Section 7.

(2) Is removed for cause by a majority of the Trustees then in office. A Trustee may be removed for cause only if he or she has been declared of unsound mind by a final order of court, has been convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty under Article 3 of the California Corporations Code.

(3) Is removed without cause by two-thirds (2/3) of the Trustees then in office, provided notice of any proposed action to remove a Trustee without cause is mailed to each Trustee then in office at least twenty (20) days prior to the scheduled meeting at which the proposed removal is to be considered.

(4) Completes his or her term in office or, if sooner, completes seven (7) years in office as a Trustee in an eight (8) year period.

(h) In the event a Trustee shall be absent from either three (3) consecutive regularly-scheduled Board meetings or from three (3) consecutive meetings of any committee on which he or she may be serving, or shall be absent from five (5) regularly-scheduled Board meetings or from five (5) meetings of any committee on which he or she may be serving during any twelve (12) month period, then the Trustee shall, without any notice or further action required of the Board, be automatically deemed to have resigned from the Board effective immediately. If a Trustee shall be serving on more than one committee at any time, his or her attendance at meetings of each committee shall be considered separately in determining the Trustee's absences for purposes of this Subsection (h). The secretary of the Board shall mail notice of each Trustee's absences during the preceding twelve (12) month period to each Trustee following each regularly-scheduled Board meeting.

Section 8. Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in the case of the death, resignation, or removal of any Trustee, if the authorized number of Trustees is increased or if the Trustees fail at any meeting of the Board at which any Trustees are elected, to elect the full authorized number of Trustees. Except for a vacancy caused by the death, resignation or removal of the Trustee designated by the Vendor Advisory Committee, vacancies on the Board may be filled by a majority of the remaining Trustees at a meeting

Section 9. Meetings.

(a) The Board shall hold 10 regular meetings during the fiscal year. One meeting may serve as a Board training. The Board shall schedule its regular meetings on the second Wednesday of the month, if not a legal holiday, or if a legal holiday, then on the next succeeding Wednesday that is a business day, unless otherwise scheduled by a majority vote of the board by the members. The Secretary of the Board shall notify each Trustee of the date, time and place of each regular meeting, by either first-class mail, postmarked at least four (4) days prior to the date of the

scheduled meeting, or by telephone, telegraph, or in person at least forty-eight (48) hours before the time of said meeting.

(b) Special meetings of the Board may be called by the President, by the Executive Committee, or by one-third of the Trustees then in office. Notice of the date, time and place of a special meeting shall be provided each Trustee by the Secretary of the Board in the same manner and within the same time periods as provided in Subsection (a) concerning regular meetings, except that the notice shall include a description of the proposed purpose of the meeting and an agenda of those items to be considered at the meeting.

(c) All meetings of the Board shall be open and public, and all persons shall be permitted to attend any meeting, except as otherwise provided herein. At each meeting of the Board, time shall be permitted for public input and any person attending an open and public meeting of the Board shall have the right to record the proceedings on a tape recorder in the absence of a reasonable finding by the Board that such recording constitutes, or would constitute, a disruption of the proceedings. The Regional Center shall provide a copy of Article 3 of Chapter 5 of Division 4.5 of the California Welfare and Institutions Code to each Trustee at the time he or she assumes his or her duties as Trustee.

(d) In addition to the notice required to be provided to the Trustees pursuant to Subsections (a) and (b) above, the Board shall provide notice of each meeting to any person who requests such notice in writing. Notwithstanding the notice requirements set forth in Subsections (a) and (b), notice shall be mailed at least seven (7) days in advance of each meeting to each person who requests notice under this Subsection (d). The notice shall include the date, time and place of the meeting and a specific agenda for the meeting, which shall include an identification of all substantive topic areas to be discussed. No item shall be added to the agenda which is not set forth in the notice, except for urgent matters not related to the purchase of service reductions requested by the Department and for which notice could not have been provided at least seven (7) days before the meeting, and except for new items brought before the Board by members of the public.

(e) An emergency meeting of the Board may be called without complying with the notice requirements provided for at Subsection (d) in the case of an emergency situation involving matters upon which prompt action is necessary because of either an actual or threatened disruption of Regional Center services. For purposes of this Subsection (e), "emergency situation" means any activity that severely impairs public health, safety, or both, as determined by a majority of the members of the Board. In these situations, while not required, advance notice shall be provided to the extent practicable and the Area Board shall be notified by telephone of each emergency meeting. The minutes of an emergency meeting, including a description of any actions

taken at the meeting, shall be mailed immediately to those persons who requested notice pursuant to Subsection (d).

(f) Anything herein to the contrary notwithstanding, the Board may hold a closed session to discuss or consider one or more of the following:

- (1) Real estate negotiations;
- (2) The appointment, employment, evaluation of performance, or dismissal of a Regional Center employee;
- (3) Employee salaries and benefits;
- (4) Labor contract negotiations;
- (5) Pending litigation, as described at Section 4664 of the California Welfare and Institutions Code.

Anything herein to the contrary notwithstanding, any matter dealing with a particular Regional Center consumer must be conducted in a closed session, unless it is requested that the issue be discussed publicly by either the consumer, the consumer's conservator, or the consumer's parent or guardian where the consumer is a minor. Minutes of closed sessions shall be kept by a designated officer or employee of the Regional Center, but these minutes shall not be considered public records. Prior to and directly after holding any closed session, the Board 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.

(g) Meetings of the Trustees shall be presided over by the Board President, or, in his or her absence, by the First Vice President, or, in his or her absence, by the Second Vice President, or, in the absence of all of them, by a Trustee chosen by a majority of the Trustees present. The Secretary of the Corporation shall act as Secretary of the Board of Directors. In the absence of the Secretary, the presiding Officer shall appoint a person to act as Secretary for the meeting.

(h) The provisions set forth in Subsections (c), (d) and (f) of this Section 9 shall not apply to the corporate affairs of the Board which have no relationship to the role and responsibility of the Regional Center.

(i) All meetings of the Board shall be held in facilities accessible to persons with physical disabilities. The Regional Center shall not conduct any meeting, conference, or other function in any facility that prohibits the admittance of any person, or persons, on the basis of race, religious creed, color, national origin, ancestry, sex, or handicap.

Section 10. Quorum and Voting. A majority of the Trustees entitled to vote shall constitute a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws. Every act or decision done or made by a majority of the Trustees present at a meeting

duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by these Bylaws.

Section 11. Freedom from Liability. No Trustee shall be personally liable for the debts, liabilities or obligations of the Regional Center.

ARTICLE V

OFFICERS

Section 1. Number and Title. The officers of the Regional Center shall be members of the Board and shall consist of a President, First Vice President, Second Vice President, Treasurer, ARCA delegate and ARCA alternate, and Secretary, and such other officers as may be provided for by the Board.

Section 2. Election. The officers of the Regional Center shall be elected by the Board at the regularly scheduled June meeting of the Board. A slate of nominees shall be submitted by the Nominating Committee prior to the Board's regularly scheduled June meeting. Nominations may be made from the floor at the meeting in which the election is held or at any time prior to the election for that office. In the event that there is more than one (1) nominee for an office or should any Board member request it, the vote shall be by secret ballot. The candidate receiving the highest number of votes shall be elected to the office provided that he or she has received a majority vote in favor of election. In the event that no candidate receives a majority vote in favor of election, there shall be a runoff between the two (2) highest candidates. Election shall be by individual office, in the order the offices are identified in these Bylaws.

Section 3. Term of Office. Officers shall serve for a term of one (1) year commencing on July 1 and ending on June 30 of the following calendar year or, if later, on the date his or her successor is elected. Notwithstanding the foregoing, an officer may be removed 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 prior to the general meeting at which such vote would be taken. With the exception of the President, who may serve no more than two (2) consecutive terms of office, there is no limitation to the number of terms that may be served.

Section 4. Vacancies. In the case of death, resignation or removal of any officer of this corporation, the Board shall elect his or her successor, who shall hold his or her office for the unexpired term of that office.

Section 5. Duties of the President. The President shall preside at all meetings of the Trustees. Subject to the control of the Board, he or she shall:

(a) Call meetings of the Board.

(b) Execute on behalf of the Regional Center any and all instruments necessary to transact the business of the Regional Center in accordance with such authority as may be granted to him or her by the Board.

(c) Exercise such other powers and perform such duties as may be prescribed by the Board or these Bylaws.

Section 6. Duties of First Vice President. The First Vice President shall:

(a) In the absence or incapacity of the President, perform the duties of the President.

(b) Exercise such other powers and perform such duties as may be prescribed by the Board or these Bylaws.

Section 7. Duties of Second Vice President. The Second Vice President shall:

(a) In the absence or incapacity of the First Vice President, act to fulfill the duties of that office.

(b) Act as parliamentarian.

(c) Exercise such other powers and perform such duties as may be prescribed by the Board or these Bylaws.

Section 8. Duties of Secretary. The Secretary shall:

(a) Cause to be taken and maintained at the principal office of corporation the minutes of meetings of the Board and the Executive Committee.

(b) Maintain a log or record of actions taken in executive session and transfer this record to his or her successor.

(c) Sign the original copy of the Bylaws when revisions are made.

(d) Review the attendance of Board members at monthly meetings and inform the President if a Board member has failed to meet the attendance requirements as described at Section 7, Subsection (h), of Article IV.

(e) Exercise such other powers and perform such duties as may be prescribed by the Board or these Bylaws.

Section 9. Duties of Treasurer. The Treasurer shall:

(a) Review and report on the Regional Center contract with the Department of Developmental Services and the preliminary allocation.

(b) Oversee and report on the fiscal status of the Regional Center:

(1) Review and approve all financial reports and the financial status of the Regional Center on a quarterly basis.

(2) Review and approve all audits to assure conformity with accepted practices and contractual requirements.

(3) Review and approve the initiation of changes to bank accounts, tax returns and other ongoing corporate financial transactions.

(c) Exercise such other powers and perform such duties as may be prescribed by the Board or these Bylaws.

Section 10. Duties of ARCA Delegate. The ARCA delegate shall:

(a) Represent the Regional Center at ARCA meetings.

(b) Report to the Board regarding actions taken at the ARCA meetings.

(c) Assure that the Board votes on any issues requiring such action.

(d) Exercise such other powers and perform such duties as may be prescribed by the Board or these Bylaws.

(e) Willing to accept a leadership role in ARCA. The delegate board members play an essential role in ARCA and contribute to its policy direction.

(f) Able to clearly articulate the center's position on statewide issues.

(g) Able to work effectively in a large group and with individuals who may have differing opinions.

(h) Able to explain complex issues to the board in the context of state and local

concerns.

- (i) Willing to commit the time to fully participate in ARCA activities.

Section 11. Duties of ARCA Alternate. The ARCA alternate shall, in the absence, inability or incapacity of the ARCA delegate, perform the duties of the ARCA delegate.

Section 12. Absences. In the case of the absence of any officer of the Regional Center, or for any other reasons that the Board may deem sufficient, the Board may delegate, for the time being, any and/or all the powers or duties of that officer to any other Trustee or Trustees, providing that the majority of the Board votes in favor of such delegation of power.

ARTICLE VI

EXECUTIVE DIRECTOR

Section 1. Duties of Executive Director. The Executive Director shall act in the capacity of the Chief Executive Officer of the Regional Center 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 Regional Center. The Executive Director shall, subject to the policies of the Regional Center, employ, supervise, manage, control and discharge the employees of the Regional Center.

Section 2. Policy Responsibility. The Executive Director shall advise and counsel the Board in matters of policy and shall act as a representative for the Regional Center at community, state and national meetings.

Section 3. Performance Review. The performance of the Executive Director shall be reviewed annually by the Board.

ARTICLE VII

COMMITTEES

Section 1. Provision for Committees. The Regional Center shall have such committees as are provided for herein or as are designated by resolution adopted by a majority vote of the Board.

Section 2. Appointment of Committees. Except for the Executive Committee, the Vendor Advisory Committee, and the Consumer Advisory Committee, membership on committees shall be by appointment by the President with the advice and consent of the Board. Except for the

Vendor Advisory Committee and the Consumer Advisory Committee, all Committee members must be Trustees or Board interns.

Section 3. Structure and Operation of Committees.

(a) All chairpersons of committees shall be appointed by the President unless otherwise specified in the Bylaws.

(b) No committee may speak for the Board as a whole or take action that may be binding upon the Board or the Regional Center without the expressed permission or authorization of the Board, except as otherwise provided for in these Bylaws.

(c) Minutes are to be kept of all committee meetings and kept on file at the principal office.

(d) Members may serve more than one (1) consecutive term on a committee.

(e) Committees of the Board shall be comprised of a minimum of three (3) trustees.

(f) The members of a committee provided for hereunder may participate in any meeting through the use of conference telephone, video conferencing, or other similar communications equipment. Participation in a meeting, through the use of conference telephone pursuant to this paragraph, shall constitute presence in person at such meeting as long as all members participating in such meeting can hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this paragraph, shall constitute presence in person at that meeting if all of the following apply:

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

(2) Each member is provided with the means of participating in all matters before the committee, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the committee.

(3) The committee adopts and implements some means of verifying both of the following:

(a) A person participating in the meeting is a committee member or other person entitled to participate in the meeting.

(b) All actions of or votes by the committee are taken or cast only by the committee members and not by persons who are not committee members.

Section 4. Executive Committee.

(a) **Composition.** The Executive Committee shall consist of the duly elected officers and the most immediate past President still serving on the Board. The president shall be the chairperson.

(b) **Authority and Duties.** 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. In such matters, the Executive Committee shall have the full power and authority of the Board, except that the Executive Committee shall have no authority to adopt, amend or repeal Bylaws. The Executive Committee shall also have such power and authority to perform such other duties as the Board may from time to time determine or delegate. All business conducted by the Executive Committee on behalf of the Board shall be reported at the next meeting of the Board. The Executive Committee shall also have the power and authority to evaluate the performance of and negotiate contracts with the Executive Director of the Regional Center.

(c) **Conduct of Business.** A quorum shall be 50% of the Executive Committee. The Executive Committee may conduct its business in an informal manner except that the affirmative vote of a majority of committee members present at a duly called meeting shall be necessary to transact the business of the committee, except as provided in Subsection (d) of this Section 4. Before taking action on any matter of urgency on behalf of the Board, the Executive Committee shall make every effort to contact all members of the Board to inform them of the matter under consideration and of meetings called to consider such matters. Members of the Board are invited to express their opinions to the Executive Committee and to attend any meetings of the Executive Committee.

(d) **Action Without Meeting.** Any action required or permitted to be taken by the Executive Committee under any provision of the California Corporations Code may be taken without a meeting, if all members of the Executive Committee shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee. All such business conducted by the Executive Committee on behalf of the Board shall be reported at the next meeting of the Board.

Section 5. Nominating Committee.

(a) **Composition.** The membership of the Nominating Committee shall consist of not less than four (4) members. The Nominating Committee members will elect their own chairperson. A quorum shall consist of 50% of the members of the Nominating Committee.

(b) Term of Members. The term of members shall be set at two (2) years, with not more than two (2) members of the Nominating Committee being replaced annually to provide for continuity.

(c) Duties. The duties of the Nominating Committee shall be to collect, categorize, screen and keep on file at the principal office all applications submitted to the Regional Center for the Board designated business. These applications shall be kept confidential; only the Board President, Executive Director, Secretary, and members of the Nominating Committee may have access to them.

(1) Selection of Board Members. The Nominating Committee shall have the responsibility to seek out and select qualified candidates for presentation and election as Trustees of the Regional Center, as provided for at Section 7 of Article IV of these Bylaws.

(2) Selection of Officers. The Nominating Committee shall present a slate to the Board for the office of President, First Vice President, Second Vice President, Secretary, Treasurer, ARCA delegate and ARCA alternate, as provided for at Section 2 of Article V of these Bylaws.

In the event of a vacancy occurring in any office during a term of office, the Nominating Committee shall present to the Board its recommendation for a person or persons to fill the vacancy.

(3) Selection of Vendor Advisory Committee Members. The Nominating Committee shall submit to the Board a slate of providers to be elected to the Vendor Advisory Committee by the Board at its regularly scheduled June meeting.

(4) Selection of Consumer Advisory Committee Members. The Nominating Committee shall submit to the Board a slate of consumers to be elected to the Consumer Advisory Committee by the Board at its regularly scheduled June meeting.

Section 6. Consumer Services Committee.

(a) Composition. The Consumer Services Committee shall select its chairperson. A quorum shall consist of 50% of the members of the Consumer Services Committee.

(b) Term of Members. The term of members shall be set at one (1) year.

(c) Duties. The duties of the Consumer Services Committee shall be to review and recommend standards and policy consistent with the needs of Regional Center consumers with regard to:

- (1) Regional Center services such as consumers' rights, case management, health, psychological and community development.
- (2) Services provided by agencies outside the Regional Center.

Section 7. Government and Community Relations Committee.

(a) Composition. The Government and Community Relations Committee shall select its chairperson. A quorum shall consist of 50% of the members of the Government and Community Relations Committee.

(b) Term of Members. The term of members shall be set at one (1) year.

(c) Duties. The duties of the Government and Community Relations Committee shall be to:

- (1) Review any pending legislation pertinent to developmentally disabled persons and to coordinate contacts with legislators representing the catchment area or responsible for introducing, reviewing or acting upon legislation affecting the segment of the population served by this Regional Center; and

- (2) To inform and educate the diversified communities served by the Regional Center as to the purposes, policies and operational procedures of the organization; and to serve as a clearing-house for all public awareness forums.

Section 8. Administrative Affairs Committee.

(a) Composition. The Treasurer shall be the chairperson. A quorum shall consist of 50% of the members of the Administrative Affairs Committee.

(b) Term of Members. The term of members shall be set at one (1) year.

(c) Duties. The duties of the Administrative Affairs Committee shall be to review and monitor contract obligations; review and monitor the budget; report expenditures to the Board; recommend policy in personnel matters regarding hiring, salaries, retention and related issues; and recommend policies affecting other areas of administrative services.

Section 9. Vendor Advisory Committee.

(a) Composition. The membership of the Vendor Advisory Committee shall consist of not more than eighteen (18) members. It shall be composed of persons representing a wide variety of the various categories of providers from which the Regional Center purchases consumer services including the disabilities served by the Regional Center. The Trustee designated to the

Board by the Vendor Advisory Committee shall serve as chairperson. A quorum shall consist of 50% of the members of the Vendor Advisory Committee.

(b) Election and Term of Members. The members of the Vendor Advisory Committee shall be elected by the Board and shall each serve a term of three (3) years. Such term shall commence on July 1 of the year in which a member is elected unless the member has been elected to fill a vacancy as provided for herein. If a vacancy occurs on the Vendor Advisory Committee, the Nominating Committee shall recommend a replacement to the Board as a whole who shall then elect the replacement by a majority vote. In the event a member has been elected to fill such vacancy, the term shall commence upon election or as otherwise provided by the Board and shall continue for the balance of the regular term subject to such vacancy. No member shall serve on the Vendor Advisory Committee for more than two (2) consecutive terms or six (6) consecutive years. An individual who has served six (6) consecutive years shall not be eligible to again serve as a member of the Vendor Advisory Committee for a period of twelve (12) months. If an individual who resigns from the Vendor Advisory Committee prior to the expiration of his or her term is re-appointed to the Vendor Advisory Committee in less than twelve (12) months, his or her prior months/years served on the Vendor Advisory Committee shall be considered part of the person's term.

(c) Duties. The duties of the Vendor Advisory Committee shall be to provide advice, guidance, recommendations and technical assistance to the Board to assist the Board in carrying out its mandated duties. The Vendor Advisory Committee shall designate one (1) of its members to serve as a member of the Board.

Section 10. Consumer Advisory Committee.

(a) Composition. The membership of the Consumer Advisory Committee shall consist of not more than nine (9) members. The Consumer Advisory Committee members shall elect their own chairperson. A quorum shall consist of 50% of the members of the Consumer Advisory Committee.

(b) Election and Term of Members. The members of the Consumer Advisory Committee shall be elected by the Board and shall each serve a term of three (3) years. Such term shall commence on July 1 of the year in which a member is elected unless the member has been elected to fill a vacancy as provided for herein. If a vacancy occurs on the Consumer Advisory Committee, the Nominating Committee shall recommend a replacement to the Board as a whole who shall then elect the replacement by a majority vote. In the event a member has been elected to fill such a vacancy, the term shall commence upon election or as otherwise provided by the Board and shall continue for the balance of the regular term subject to such vacancy. No member shall serve on the Consumer Advisory Committee for more than two (2) consecutive terms or six

(6) consecutive years. An individual who has served six (6) consecutive years shall not be eligible to again serve as a member of the Consumer Advisory Committee for a period of twelve (12) months. If an individual who resigns from the Consumer Advisory Committee prior to the expiration of his or her term is re-appointed to the Consumer Advisory Committee in less than twelve (12) months, his or her prior months/years served on the Consumer Advisory Committee shall be considered part of the person's term.

(c) Duties. The duties of the Consumer Advisory Committee shall be to provide the Center's Board of Trustees with recommendations on matters important to the Center. The Consumer Advisory Committee shall designate one (1) of its members to serve as a member of the Board.

ARTICLE VIII

RECORDS AND REPORTS

Section 1. Inspection of Records. The Regional Center shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board from time to time.

Section 2. Inspection of Records. All books and records shall be open to inspection by the Trustees at all reasonable times and in the manner provided in the Corporations Code of the State of California.

Section 3. Certification and Inspection of Bylaws. The original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary of the Board, shall be open to inspection by the Trustees as provided in the Corporations Code of California.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Regional Center, 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.

Section 5. Contracts, Etc. - How Executed. The Board, except as in the Bylaws or otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless authorized by the Board, no officer, agent or employee of the Regional Center shall have any power or authority to bind the Regional Center by any contract or engagement, or to pledge its credit or render it liable, for any purpose or to any account.

Section 6. Audited Financial Statements; Reports The governing board of the regional center shall annually contract with an independent accounting firm for an audited financial statement. The audit report and accompanying management letter shall be reviewed and approved by the regional center board and submitted to the Department of Developmental Services within 60 days of completion and before April 1 of each year.

ARTICLE IX

AMENDMENT OR REVISION OF BYLAWS

These Bylaws, or any provision or provision thereof, may be amended or repealed, or new Bylaws may be adopted, at any regular meeting of the Board by a two-thirds (2/3) vote of the Board, provided that the amendment or revision has been submitted in writing at the previous regular meeting of the Board; such action shall be subject, however, to the limitations of the Corporations Code of the State of California.

ARTICLE X

RULES

All persons becoming Trustees of the Regional Center shall agree to abide by and be bound by these Bylaws and the rules, regulations and other orders of the Board made pursuant thereto. The rules contained in the revised Robert's Rules of Order shall govern the Regional Center in all cases to which they are applicable.

ARTICLE XI

INDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, the Regional Center shall indemnify its Trustees, officers, employees, and other persons described in Section 5238, subdivision (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in 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 that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238, Subdivision (a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board 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 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Regional Center before final disposition of the proceeding, on receipt of the Regional Center 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 Regional Center for those expenses.

Section 4. Insurance. The Regional Center shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Trustees, officers, employees, and other agents, against any liability asserted against or incurred by any Trustee, officer, employee, or agent in such capacity or arising out of the Trustee's, officer's, employee's, or agent's status as such. Such coverage shall include, but not be limited to, indemnity for fiduciaries of any Regional Center employee benefit plan or plans. Purchase of such coverage shall be limited to that which is reasonably prudent in light of the Regional Center's budget considerations, as reviewed from time to time.

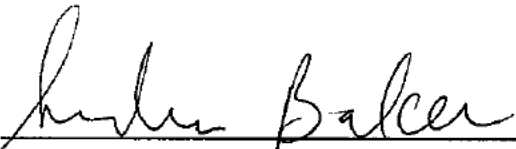
CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of the Regional Center, hereby certifies:

1. That I am the duly elected and acting Secretary of North Los Angeles County Regional Center, Inc., a California Nonprofit Public Benefit Corporation; and
2. That the attached Restatement of the Bylaws, consisting of twenty-two (22) pages, was duly adopted by the Board of Trustees of the Regional Center on May 14, 2008, and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the seal of this corporation hereto this 11th day of May 2011.

[SEAL]



Sandra Baker, Secretary
NLACRC Board of Trustees

Revised and approved by the Board of Trustees April 17, 1974.
Revised and approved by the Board of Trustees January 8, 1975.
Revised and approved by the Board of Trustees November 10, 1976.
Revised and approved by the Board of Trustees April 9, 1980.
Revised and approved by the Board of Trustees February 11, 1981.
Revised and approved by the Board of Trustees January 12, 1983.
Revised and approved by the Board of Trustees May 16, 1984.
Revised and approved by the Board of Trustees January 16, 1985.
Revised and approved by the Board of Trustees March 12, 1986.
Revised and approved by the Board of Trustees September 9, 1987.
Revised and approved by the Board of Trustees December 9, 1987.
Revised and approved by the Board of Trustees October 12, 1988.
Revised and approved by the Board of Trustees January 11, 1989.
Revised and approved by the Board of Trustees December 13, 1989.
Revised and approved by the Board of Trustees May 8, 1991.
Revised and approved by the Board of Trustees June 10, 1992.
Revised and approved by the Board of Trustees May 12, 1993.
Revised and approved by the Board of Trustees December 8, 1993.
Revised and approved by the Board of Trustees September 14, 1994.
Revised and approved by the Board of Trustees May 8, 1996.
Revised and approved by the Board of Trustees October 9, 1996.
Revised and approved by the Board of Trustees December 10, 1997.
Revised and approved by the Board of Trustees October 14, 1998.
Revised and approved by the Board of Trustees February 10, 1999.
Revised and approved by the Board of Trustees March 8, 2000.
Revised and approved by the Board of Trustees June 13, 2001.
Revised and approved by the Board of Trustees September 10, 2003.
Revised and approved by the Board of Trustees June 9, 2004.
Revised and approved by the Board of Trustees March 14, 2007.
Revised and approved by the Board of Trustees May 14, 2008.
Revised and approved by the Board of Trustees July 30, 2008.
Revised and approved by the Board of Trustees May 11, 2011.